

**RESTATED AND SECOND AMENDED BYLAWS OF THE
GOVERNING BOARD OF THE HARWOOD FOUNDATION OF THE
UNIVERSITY OF NEW MEXICO**

**ARTICLE I
PURPOSE**

1.1 In compliance with the Deed of Gift between Mrs. Lucy Case Harwood and The Regents of the University of New Mexico ("UNM") in 1935, the Regents established the Governing Board of the Harwood Foundation of the University of New Mexico (the "Harwood Board") in 2005 (the "2005 Resolution") and delegated certain authority for the governance, management, and operation of the Harwood Foundation of the University of New Mexico (commonly known as the "Harwood Museum of Art of the University of New Mexico" and referred to herein as the "Harwood Museum"). The 2005 Resolution directed the Harwood Board to adopt these bylaws, which were approved by the Regents. In 2007, the Regents revised the delegated authority and made other changes to the Harwood Board effective July 1, 2007 (the "2007 Resolution"). On November 9, 2010, the Regents approved the First Amendment to the Amended Bylaws of the Governing Board of the Harwood Foundation of the University of New Mexico. On _____, 2024, the Regents approved a Resolution Regarding the Governing Board of the Harwood Foundation of the University of New Mexico (the "2024 Resolution"), necessitating the amendments made herein. The Regents approved these amended and restated bylaws on _____, 2024.

1.2 The Members of the Harwood Board (hereinafter referred to as "Members") shall, in all cases, act as a Board and the Board shall regularly convene. The Harwood Board shall meet not less than four (4) times per year. The Harwood Board may adopt such rules and regulations for the conduct and the management of the Harwood Museum as it may deem proper, not inconsistent with federal and state laws, the Regents Resolutions regarding the Harwood Board, UNM policies, or these bylaws. As entities established by UNM, the Harwood Board and the Harwood Museum are subject to UNM's Administrative Policies and Procedures ("UAPs") and the Regents Policy Manual, including, but not limited to, UAP 6410 and RPM 8.5.

1.3 The Harwood Board is responsible for the governance and oversight of the Harwood Museum. This responsibility may be exercised only by the Harwood Board as a unit; individual Harwood Board Members are without power to act separately in the transaction of museum business, except as otherwise provided in the 2007 and 2024 Resolutions or when one of the Harwood Board's officers is specifically authorized to act on behalf of the Harwood Board. The Harwood Board's power to govern the Harwood Museum includes fiduciary responsibility for the assets and programs of the Harwood Museum, establishment of goals and policies to guide the Harwood Museum, and oversight of the functioning of the Harwood Museum.

1.4 With the approval of the Regents, the Harwood Board vests the responsibility for the operation and management of the Harwood Museum in the Director of the Museum.

ARTICLE II **HARWOOD BOARD**

2.1 Effective January 1, 2025, the Harwood Board shall be composed of up to fifteen (15) Members, appointed by the Board of Regents. Three Members shall be nominated by the President of the University, at least one of whom shall be a UNM employee and hold the title of Dean or Vice President or above. Twelve Members referred to as the "Board Nominated Members" shall be nominated by the Harwood Board and appointed by the Regents as set forth herein.

2.2 Term. All Members are appointed beginning on the date following their appointment by the Board of Regents if filling a vacancy, or on the July 1st following their appointment if replacing a Member whose term expired on June 30th. All Members are appointed for a three (3) year term. The Members remaining in office at the time of the Annual Meeting shall nominate eligible existing Members or new individuals for consideration by the Regents before the end of the fiscal year. The name and address of each person so nominated by the Harwood Board shall be submitted by the Chair to the Board of Regents for recommended appointment. Members appointed to serve a three-year term are eligible to serve through the end of the fiscal year in which their 3-year anniversary falls. No Board Nominated Members may serve more than two (2) consecutive three (3) year terms. Upon completion of two consecutive three (3) year terms, a person is eligible to serve as a Board-Nominated Member again only after the expiration of a one (1) year period.

2.3 Vacancies. In the case of any vacancy on the Harwood Board through death, resignation, disqualification or removal of a Member, a majority of the remaining members may nominate a successor to the Board of Regents for appointment to serve out the remaining term of the Member being replaced, unless the vacancy relates to a Member nominated by the President. In the latter situation, the President shall nominate a new Member for appointment by the Board of Regents.

2.4 Qualifications. Members are not precluded from being affiliated with other local not-for-profit organizations; however, they are precluded from voting or taking any action as Members of this Governing Board with regard to such other local not-for-profit organizations with which they have any affiliation.

2.5 Advisory Council Members. The Harwood Board may appoint, from time to time, any number of persons it deems necessary and appropriate to serve as Advisory Council Members to the Harwood Board. Such Advisory Council Members may attend meetings of the Harwood Board and may participate in non-confidential discussion of matters on the Agenda. However, Advisory Council Members may not serve on the Executive Committee, be counted for purposes of establishing a quorum for the Harwood Board or vote on matters under consideration by the Harwood Board. Advisory Council Members may participate in Board Committees and are entitled to all privileges of Committee membership, including to be considered for purposes of establishing a quorum and to vote on matters under consideration by the Committee.

ARTICLE III **MEETINGS**

3.1 Annual Meeting. The Annual Meeting shall be held in March of each year on a date selected by the Harwood Board. The purpose of the Annual Meeting shall be the nomination of Members to be considered by the Board of Regents, the election of Officers, and the transaction of such other business as may properly be brought before the Harwood Board.

3.2 Regular Meetings. In addition to the Annual Meeting, at least three regular meetings of the Harwood Board shall be held annually. The regular meetings shall be scheduled in addition to the Annual Meeting so that there is a meeting of Members at least quarterly. Regular meetings of the Harwood Board shall be held at the location, date and time identified in the Public Meeting Notice.

3.3 Special Meetings. Special meetings may be called by the Chair of the Harwood Board or by one-third (1/3) of the Harwood Board with written notice to the Chair. Special meetings shall be held at the location or via the method identified in the Public Meeting Notice.

3.4 Quorum. A majority of the Members then in office shall constitute a quorum for the transaction of business. The action of a majority of the Members present at a meeting at which a quorum is present shall be the action of the Harwood Board except when a particular action is identified in a statute or these bylaws as an action required to be considered and voted upon by a majority of the members then in office. Proxies may not be used to provide a quorum for the conduct of business at any meeting of the Harwood Board. A quorum once attained shall be deemed to continue until adjournment notwithstanding a voluntary withdrawal of enough Members to leave less than a quorum. A Member may participate in a regular, special, or emergency meeting of the Harwood Board by means of a communications platform that allows Members to connect with video, audio or both. Each member participating remotely must be identified when speaking, all participants must be able to hear each other at the same time, and members of the public attending the meeting must be able to hear any Member who speaks during the meeting. The minutes of any meeting in which there is remote participation shall identify any Member who participated remotely. Participation in a meeting from a remote location constitutes presence in person at the meetings for purposes of a Quorum.

3.6 Open Meetings Act Compliance. Meetings of the Harwood Board shall comply with the New Mexico Open Meetings Act, NMSA 1978, § 10-15-1, et seq., including notice of such meetings.

BYLAW IV EXECUTIVE COMMITTEE

4.1 Members. There shall be an Executive Committee consisting of the Chair, Vice Chair, Treasurer, Secretary and one other member of the Harwood Board to be elected by the Harwood Board at its Annual Meeting.

4.2 Purpose. The Executive Committee shall meet at the call of the Chair to review such matters of the Harwood Museum as they may direct to be brought before it as specifically directed by the Governing Board members. Any action taken by the

Executive Committee shall be reported to the full Harwood Board at the next regularly scheduled meeting for the Board's ratification.

4.3 Meetings. Meetings of the Executive Committee shall be held monthly at such time and place as prescribed by the Chair or a majority of the Executive Committee. Notice of the meetings of the Executive Committee shall be posted in compliance with the Notice of Public Meetings adopted by the Harwood Board.

4.4 Minutes. Minutes of each meeting of the Executive Committee will be reviewed and approved by the Executive Committee before being presented to the Harwood Board.

4.5 Quorum. A simple majority of the Executive Committee membership shall constitute a quorum for the transaction of all business. The affirmative vote of a majority of those members present shall be required to transact business.

ARTICLE V **OFFICERS**

5.1 Officers. The Officers of the Harwood Board must be Members and be designated as the Chair, Vice Chair, Secretary and Treasurer, and such other officers as the Harwood Board may decide. Officers will be elected annually by the Harwood Board at its Annual Meeting and serve until their successors are elected and qualified. Any two or more offices may be held by the same person except the offices of Chair and Secretary. At least one of the Officers at all times shall be a Member nominated by the President. Officers will perform the duties and have the powers assigned by the Harwood Board, incident to the office and provided in these bylaws. Any vacancy created by a resignation or removal of an Officer shall be filled at the next regular meeting or upon the call of a special meeting. If the vacant office pertains to a Member nominated by the President, the individual nominated to replace such Member shall be serve as the successor to the vacant office.

5.2 Term of Office The term of office of all officers shall commence on July 1st following their election at the Annual Meeting and shall continue for one (1) year, until their respective successors are chosen or until their resignation or removal. An officer may be removed with or without cause as set forth below. An officer may resign by written notice to the Harwood Board. The resignation shall be effective upon its receipt by the

Harwood Board or, if acceptable to the Harwood Board, at a subsequent time specified in the notice of resignation.

5.3 Removal. Any officer elected by the Harwood Board may be removed by a vote of two-thirds (2/3) of all Members then in office whenever in its judgment is in the best interests of the Harwood Museum would be served thereby. Such action shall be taken at a regular meeting of the Harwood Board or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting.

5.4 Board Chair. The Members shall elect the Chair of the Harwood Board. The Chair, or in the Chair's absence, the Vice-Chair, shall preside at all meetings of the Harwood Board or, if the Vice-Chair is unavailable, the Chair may designate some other Member to preside at a specific meeting for the Chair. In addition, the Chair shall exercise general supervision over the affairs of the Harwood Board and shall have other powers and duties as are prescribed by these bylaws, the Harwood Board, or as delegated by the President or the Regents.

The Chair shall give, or cause to be given, notice of all meetings of the Harwood Board, and shall perform such other duties as may be prescribed by the Harwood Board.

5.5 Vice Chair. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as the Harwood Board shall prescribe.

5.6 Secretary. The Secretary shall attend all meetings of the Harwood Board and cause to be recorded the minutes of all proceedings, including decisions made by the Harwood Board. The Secretary may delegate administrative responsibilities with regard to meeting minutes and notice of meetings to the staff of the Harwood Museum, however, the Secretary shall review and sign the minutes of meetings of the Harwood Board.

5.7 Treasurer. The Treasurer shall render to the Chair and the Harwood Board, at regular meetings, or whenever they may require it, an account of the financial affairs of the Harwood Museum. The Treasurer shall be a member of the Finance Committee of the Harwood Board.

ARTICLE VI

BOARD COMMITTEES

6.1 The Harwood Board may provide for the establishment of standing, ad hoc, or other Committees of the Harwood Board as it deems necessary and appropriate to advance the purposes of the Harwood Museum. The Standing Committees shall consist of: Finance, Collections, and Development.

6.2 The Harwood Board, as it deems necessary and appropriate, upon nomination by a Member and approval by a vote of the majority of Members in office, shall appoint Members to Board Committees and designate Committee Chairs; each Committee shall include at least one (1) Member of the Harwood Board and the Chair must be a Member of the Harwood Board unless the Harwood Board authorizes an exception on a temporary basis. A charter shall describe in detail the scope of the Committee's purpose and authority. Upon request by the Chair of the Harwood Board, the Committees Chairs shall apprise the Harwood Board of the Committee activities and bring any action items to a regular meeting of the Harwood Board for consideration and action. Committees do not constitute a quorum of the Harwood Board and have no authority to act for the Harwood Board or the Harwood Museum.

6.4 The Harwood Board shall approve a charter for each Committee for its own governance not inconsistent with these bylaws, the New Mexico Open Meetings Act, or rules adopted by the Harwood Board.

ARTICLE VII

FINANCIAL MATTERS

7.1 Compensation and Pecuniary Benefit. No Member will receive, directly or indirectly, any income, profit, or pecuniary benefit related to their service as a Member of the Harwood Board, except that the Harwood Board may reimburse Members for required Board activities, consistent with policies of the University of New Mexico, with proper documentation.

7.2 Conflict of Interest. Members are subject to the UNM Regents' Code of Conduct and the UNM Conflict of Interest Policy as may be amended from time to time. As public members of, and appointees to, a board established by the University of New Mexico, Members are also subject to the New Mexico Governmental Conduct Act.

ARTICLE VIII
INDEMNITY

8.1 While Members are not employees of UNM by virtue of their appointment to the Harwood Board, Members who are not employees of UNM are treated like "public employees" of the University of New Mexico for purposes of the New Mexico Tort Claims Act, Section 41-4-1 et seq. NMSA 1978, because they are "persons acting on behalf of or in service of a governmental entity in [an] official capacity," and therefore entitled to the insurance coverage provided public employees by that statute.

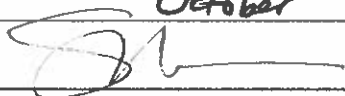
ARTICLE IX
AMENDMENTS

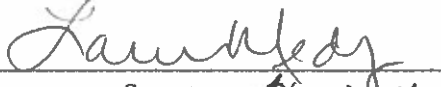
9.1 These bylaws may be amended by a simple majority of the Harwood Board if the proposed amendment is included in the notice for the meeting at which the amendment will be considered. Such amendment shall not become effective until approved by the Board of Regents. The Chair shall submit any proposed amendment to the Board of Regents for consideration at the next scheduled meeting of the Regents or the appropriate Regents' committee, as determined by the Regents.

OFFICERS' CERTIFICATE

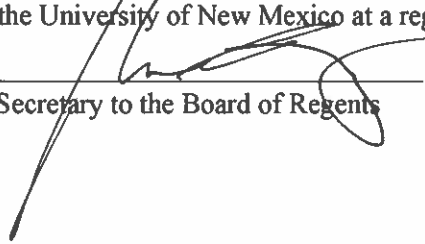
We the undersigned Chair and Secretary of the Governing Board of the Harwood Foundation of the University of New Mexico certify the foregoing Restated and Second Amended Bylaws were duly adopted by the Harwood Board at a meeting of the Harwood Board on the 18 day of

October, 2024.


Chairman Scott McAloon


Secretary Laurie Mealy

The foregoing Restated and Second Amended Bylaws were approved by the Board of Regents of the University of New Mexico at a regular meeting on the 19 day of October, 2024.


Secretary to the Board of Regents