

**New Mexico Post Alliance**  
**By-Laws**  
*Amended September, 19, 2015*

**Article I**

**General**

**Section 1**

**Name.** The organization is incorporated as a 501(c)6 organization under the laws of the State of New Mexico and shall be known as the New Mexico Post Alliance, hereinafter referred to as “NMPA”.

**Section 2**

**Principal Office:** The principal office of NMPA shall be located at 508 Jose St., Santa Fe, NM 87501, or such other location as determined by the Board of Directors.

**Article II**

**Purpose**

NMPA is organized for the following purposes, in order of importance:

1. Provide a forum for the networking of colleagues and peers who have dedicated their careers to postproduction, with a goal of representing a large and diverse community of interests and experience.
2. Provide a platform for: industry events, seminars, electronic e-mail exchange, web based information outlets, and professional special interest groups dedicated to specific skills and areas of expertise.
3. Facilitate information exchange on issues that relate to business, technology, skills training and industry education.

4. Represent New Mexico's postproduction industry as an advocate and speak with the power of the "larger voice" of the entire industry on common issues and topics such as government affairs, local community/business issues and technology.
5. Facilitate marketing of New Mexico's Post Production Industry.

## **Article III**

### **Seal**

The corporate seal of NMPA shall have inscribed thereon the name of NMPA, the year of its organization and the words, "Corporate Seal, New Mexico." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced, such impression, affixation or reproduction to be attested by the signature of the Secretary or Treasurer of NMPA.

## **Article IV**

### **Membership**

#### **Section 1**

**Categories of Membership.** The corporation shall have three categories of members, which shall be designated Corporate Members, Professional Members and Associate Members (collectively, "Members").

#### **Section 2**

##### **Description of Membership Categories.**

- a. Corporate Member (Postproduction Companies) (Voting Class).  
Corporate members shall be companies, or identified subdivisions of companies primarily engaged in providing editing, visual effects,

animation, sound design, composing or other postproduction services, or in providing software or hardware to perform those services. All Corporate members must be approved by the Board of Directors.

- b. Professional Member (Voting Class). Professional members shall be New Mexico-based individuals providing editing, visual effects, sound, animation or other postproduction services, or in developing software or hardware to perform those services. Professional members may also be film/media producers or directors. All Professional members must be approved by the Board of Directors.
- c. Associate Member (Individual) (Non-Voting Class). Associate members shall be individual representatives/members of non-profit organizations, educational institutions or subdivisions, government agencies or subdivisions; individuals working in services and other fields outside postproduction including, but not limited to legal services, accounting services and IT support services; individuals aspiring to work in postproduction or producers/directors working in the film industry.
- d. Student Member (Individual) (Non-Voting Class). Student members shall be individual students actively enrolled in a degree granting program at recognized universities or community colleges. Students members may also be individuals enrolled in a secondary school film program. A valid and current student ID is required.

### **Section 3**

**Voting Rights of Members.** Voting Class members have voting rights in selection of Board Members and any other matters the Board of Directors may choose from time to time to bring before the full membership.

- a. Corporate Member. Corporate Members shall each have two (2) full votes.
- b. Professional Member. Professional Members shall have one (1) full vote.

- c. Associate Members and Student Members are not eligible to vote.

#### **Section 4**

**Application for Membership.** Membership in NMPA shall be limited to organizations, individuals and students meeting the membership criteria.

Membership is conditioned upon:

- a. The approval of the Board of Directors of an application for membership in NMPA;
- b. An agreement to be bound by the Articles of Incorporation, Bylaws and regulations of NMPA as in effect from time to time; and
- c. Payment of such fees and dues, if any, as shall have been prescribed by the Board of Directors of NMPA.

Applications for membership in NMPA shall be made in such form and shall contain or be accompanied by such information regarding the applicant as the Board of Directors may from time to time prescribe. Upon approval of an application for membership by the Board of Directors and compliance by the applicant with the provisions of clauses (a) through (c) of this Section, the applicant shall become a Member.

#### **Section 5**

**Resignation of Membership.** Any Member may resign his or her membership in NMPA upon prior written (including facsimile and electronic) notice to NMPA. Said resignation shall be addressed to the principal office of NMPA or to its President or Secretary. Such notice shall specify the date such resignation is to become effective. If no date is specified, the resignation will be effective on receipt by NMPA. Such resignation does not relieve the member of any obligations due to NMPA at the time of the resignation.

#### **Section 6**

**Termination and Recategorization of Membership.** Any Member of NMPA may be expelled from or recategorized by NMPA by a vote of not less than a

two-thirds majority of the directors constituting a quorum then present and voting at a meeting of the Board of Directors.

### **Section 7**

**Non-Transferability of Membership.** Membership in NMPA shall not be transferable or assignable, whether by sale, merger, consolidation or otherwise, unless written (including facsimile and electronic) request is submitted for review to the Board of Directors which will review and vote on granting transferability on a case by case basis. It is at the voting discretion of the Board of Directors to grant transferability to corporate members.

### **Section 8**

**Non-Liability of Members for Liabilities of NMPA.** No member of NMPA shall be individually liable to creditors of NMPA for any indebtedness or liabilities of NMPA, and any and all creditors of NMPA shall look only to the assets of NMPA for payment of any such indebtedness or liabilities.

## **Article V**

### **Member Meetings**

#### **Section 1**

**Membership Meetings.** The members may have such meetings as shall be established by the Board of Directors from time to time.

#### **Section 2**

**Place of Meetings.** All meetings of the Members shall be held at such places, either within or without the State of New Mexico, as shall be designated from time to time by the Board of Directors.

#### **Section 3**

**Annual Meetings.** The Annual Meeting of Members shall be held by NMPA on such dates and at such times as shall be designated from time to time by the

Board of Directors, and the Members shall transact such business as shall be properly brought before an Annual Meeting.

#### **Section 4**

**Special Meetings.** Special meetings of the Members, for any purpose or purposes, unless otherwise proscribed by statute, may be called by the Board of Directors.

#### **Section 5**

**Notice.** Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, written or printed notice (including facsimile and electronic) stating the time and place and purpose of a meeting of the Members shall be given not less than five (5) nor more than sixty (60) days before the date thereof, either personally or by mail, by or at the direction of the President, Secretary or other person designated by the Board of Directors, to each Member of record at his or her address as it appears on the records of NMPA. A written (including facsimile and electronic) waiver of notice, signed by the Member entitled to such notice, whether before or after the time specified therein, shall be deemed equivalent to such notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Members needs to be specified in any written (including facsimile and electronic) waiver of notice.

Attendance of a Member at a meeting shall constitute a waiver of notice unless the Member is attending the meeting for the express purpose of objecting to the transactions being brought before it. When a meeting of the Members is adjourned to another time or place, notice thereof need not be given to Members.

#### **Section 6**

**Quorum.** At any meeting of the members, voting class members holding ten percent (10%) of the total member votes outstanding, represented in person or by proxy, shall constitute a quorum for the transaction of any business.

## Article VI

### Board of Directors

#### Section 1

**General Powers.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of NMPA managed under the direction of, the Board of Directors.

#### Section 2

**Election of Directors.** The Members shall, in person or by proxy, elect a Board of Directors at the Annual Meeting. The election of directors may be conducted by mailed or electronic ballot as determined and announced by the Board of Directors. Directors may be elected by plurality vote of Members. In the event that there is a tie for any seat on the Board, the decision shall be made by lot.

#### Section 3

**Number, Term and Qualification.** The number of directors of NMPA shall be not less than three (3) nor more than twenty (20). Directors need not be residents of the State of New Mexico. No more than three (3) directors shall be Non-Voting Class members. Up to three (3) directors may be appointed by the President. The elected Directors and appointed directors shall be voting members of the Board of Directors.

Upon adoption of these Bylaws, the initial Board of Directors shall be comprised of the founding Board of Directors. Expiration of each initial member's term of office shall be fixed by Resolution of the Board of Directors in order to establish staggered terms of office such that the terms of one-half of the initial Directors expire each of the first two years (June 30, 2011 and June 30, 2012).

November of each year, the Nominating Committee shall submit, in accordance with Article VIII, Section 3, a list of candidates for consideration and election to the offices of the elected directors (not including those

appointed by the President) whose terms expire that year. Such candidates shall be nominated prior to the Annual Meeting of Members and shall be elected each year by the Members at the Annual Meeting of Members to serve for a two (2) year term, which term shall begin on the first day of the month following their election, at which time the newly elected directors will replace those directors whose terms have expired that year. Each Director shall hold office until such director's successor is duly elected or appointed and qualified or until the director's earlier resignation or removal.

The President may appoint up to three (3) directors as contemplated under the first paragraph of this Section 3 at any time following the adoption of these Bylaws. Each such appointment shall be for a term expiring on the June 30 following such appointment. Such Directors are eligible for reappointment without limitation. Each such appointment must be ratified by the Board of Directors.

#### **Section 4**

**Compensation.** The Board of Directors shall not be entitled to receive any compensation for serving in such capacity, but such persons may, in the discretion of the Board of Directors, be reimbursed for reasonable expenses, if any, in attending meetings of the Board of Directors or of any committee established by the Board of Directors. Nothing herein contained shall preclude any director from serving NMPA in any other capacity and receiving compensation therefor.

#### **Section 5**

**Vacancies.** Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the Members or by a majority of the directors then in office, although fewer than a quorum, or by a sole remaining director. Each director so chosen shall hold office until the next election when the replaced director's term would have expired and until such director's successor is duly elected and qualified, or until the director's earlier resignation or removal. In the event that one or more directors resigns from the Board of Directors, effective at a future date, a



majority of the directors then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office until the next election when the replaced director's term would have expired and until such director's successor is duly elected and qualified, or until the director's earlier resignation or removal.

## **Section 6**

**Resignation and Removal of Directors.** A director may resign at any time by delivering written (including facsimile and electronic) notice to the Board of Directors, the President or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Any director may be removed at any time by a vote of three-fourths (3/4) of the remaining directors. A director who fails to attend three consecutive regular meetings of the Board may be removed by a majority of the remaining directors.

## **Section 7**

### **Indemnification of Directors and Officers.**

- a. To the full extent permitted by the New Mexico Non-Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, no director or officer of NMPA shall be liable to NMPA for monetary damages.
- b. To the full extent permitted and in the manner prescribed by the New Mexico Non-Stock Corporation Act and any other applicable law, NMPA shall indemnify a director or officer of NMPA who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer or is or was serving at the request of NMPA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

- c. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause NMPA to indemnify or contract in advance to indemnify any person not specified in subsection (b) of this Section 7 who was or is a party to any proceeding, by reason of the fact that he or she is or was an employee or agent of NMPA, or is or was serving at the request of NMPA as director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in subsection (b).
- d. NMPA may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Section 7 and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted or incurred by such person in any such capacity or arising from his status as such, whether or not NMPA would have power to indemnify him or her against such liability under the provisions of this Section 7.
- e. Unless ordered by a court, any indemnification under Section 7 or otherwise permitted by law shall be made by NMPA only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made: (i) by the Directors, by a majority vote of a quorum consisting of officers who were not parties to the action or proceeding, or (ii) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested officers so directs, by independent legal counsel in a written opinion.
- f. The provisions of this Section 7 shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No

amendment, modification or repeal of this Section 7 shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

- g. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

## **Article VII**

### **Directors' Meetings**

#### **Section 1**

**Regular Meetings.** The Board of Directors shall hold regular meetings each year at such times and places, within or without the State of New Mexico, as may be fixed from time to time by the Board of Directors. The annual meeting of the Board of Directors shall occur at the discretion of the board each year.

#### **Section 2**

**Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or the Secretary or, upon written (including facsimile and electronic) request of any three directors. Such meetings may be held within or without the State of New Mexico.

#### **Section 3**

**Notice.** Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. The person or persons calling a special meeting of the Board of Directors shall, at least two (2) days before the meeting, give notice thereof by any usual means of communications, including facsimile and electronic means. Such notice need not describe the purpose for which the meeting is called.

## **Section 4**

**Quorum.** At any meeting of the directors, a quorum of forty percent (40%) of the voting directors then in office shall constitute a quorum for the transaction of any business. Each director entitled to vote shall have one (1) vote. The affirmative vote of a majority of the voting directors present may adjourn any meeting, and such meeting may be held as an adjourned meeting without further notice at any time.

## **Section 5**

**Attendance and Failure to Object.** Any director may participate in a regular or special meeting by and through the use of any means of communication by which all directors may simultaneously hear each other during the meeting. Attendance of a director at a meeting shall constitute a waiver of notice to such director of the meeting, except as otherwise provided in these Bylaws. A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be deemed to have assented to the action taken unless: (i) he or she objects at the beginning of the meeting or promptly upon his or her arrival to holding it or transacting such specified business at the meeting; or (ii) he or she votes against, or affirmatively abstains from, the action taken.

## **Section 6**

**Voting Procedures.** Except as otherwise provided in these Bylaws or in the Articles of Incorporation, an affirmative vote of a majority of the voting directors present at a meeting at which there is a quorum shall be the act of the Board of Directors.

## **Section 7**

**Special Voting Requirements.** A vote of a majority of the voting directors in office shall be required to adopt, amend or repeal a Bylaw or to adopt a resolution dissolving the corporation.

## **Section 8**

**Action Without a Meeting.** Any action may be taken without a meeting if one

or more written (including facsimile and electronic) consents setting forth the action are signed either before or after such action by all of the voting directors in office and filed with the minutes of the proceedings of the Board of Directors.

## **Article VIII**

### **Committees**

In order to facilitate NMPA's governance and to assist the Board of Directors in discharging its duties and responsibilities, there shall be the following committees:

#### **Section 1**

**Executive Committee.** The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and other directors who may from time to time be selected by the Board of Directors. During the intervals between meetings of the Board of Directors, subject to such limitations as may be prescribed by resolution of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors, including the power to authorize the seal of NMPA to be affixed to all papers that may require it, but shall not have the authority to amend the Articles of Incorporation, to adopt a plan to merger or consolidation, to approve the sale, lease, exchange or other disposition of all or substantially all of the property and assets of NMPA, to approve the voluntary dissolution of NMPA or to amend these Bylaws of NMPA. The Executive Committee may also formulate and recommend to the Board of Directors approval of general policies regarding the management of the business and affairs of NMPA.

#### **Section 2**

**Finance Committee.** A Finance Committee shall be appointed annually by the President. The Committee shall be responsible for preparing the annual budget of NMPA for approval by the Board of Directors. The Committee shall

have oversight responsibility over matters of finance and finance review, including the analysis of expenditures against the budget and the recommendations of revisions to the budget. The Committee shall report monthly to the Board of Directors or Executive Committee on the financial status of NMPA. The Treasurer shall be the Chairperson of the Finance Committee.

### **Section 3**

**Nominating Committee.** The President shall annually appoint the Nominating Committee and designate its Chairperson. The Nominating Committee shall be responsible for submitting a list of proposed director candidates to the Board of Directors. The Board of Directors shall distribute to the Members a list of director candidates for consideration and election by the Members. This Nominating Committee shall also nominate a slate of officers for consideration and election by the Board of Directors.

### **Section 4**

**Other Committees.** Other committees, both standing and special, will be appointed by the President with the concurrence of the Board of Directors, as may be deemed desirable for the proper administration and operation of NMPA. The standing committees might include, but are not limited to Events, Membership, Policy, Programs, Communications, Marketing, Website and Auditing. Special committees are such committees which serve a specific purpose for a finite time to further the mission of NMPA. Each committee shall be chaired by a member of the Board of Directors who shall be appointed by the President. Each committee shall serve at the pleasure of the Board of Directors, shall be subject to the control and direction of the Board of Directors and shall function within NMPA's objectives. Any such committee may act by a majority of its members or by a writing or writings signed by all of its members. Any action or authorization of an act by any such committee within the authority delegated to it by the resolution establishing it shall be as effective for all purposes as the act or authorization of the Board of Directors. All actions by any such committee shall be subject to revision, alteration or veto

by a majority vote of the Board of Directors, provided that no rights of third persons shall be adversely affected by such revision, alteration or veto.

## **Section 5**

**General Matters Regarding Committees.** The President shall be responsible for defining the objectives of any committee and determining from time to time if those objectives are being met. Committee Chairmen shall serve at the will and pleasure of the President. Each Committee Chairperson's term shall end with the term of the appointing President.

## **Section 6**

**Limitation of Authority.** No committee shall take or make public any formal action, resolution, or in any way commit NMPA to a question of policy without first receiving approval of the Board of Directors or the Executive Committee. Special and ad hoc committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the President, it is deemed appropriate to discontinue the committee.

## **Article IX**

### **Officers**

#### **Section 1**

**Enumeration.** The officers of NMPA shall consist of a President, a Vice President, a Treasurer, a Secretary and such other officers as the Board of Directors may from time to time determine. Any officer may succeed himself or herself. Any two or more offices may be held by the same person.

#### **Section 2**

**Election; Term of Office; Vacancies.** Upon adoption of these amended Bylaws, the current officers shall continue to hold office at the time of the adoption of these Bylaws. Beginning in July, 2012, the officers of NMPA shall

be elected by the Board of Directors at its annual meeting. Each officer shall hold office for a term of one (1) year until the next annual meeting after his or her election or until his or her successor is duly elected and qualified, whichever first occurs. If an office of NMPA becomes vacant by death, resignation, removal or any other cause, a majority of the directors then in office shall elect an officer to fill such a vacancy to serve until the next annual meeting.

### **Section 3**

**Resignation.** Any officer may resign at any time upon written (including facsimile and electronic) notice to NMPA addressed to it at its principal office or to its President or Secretary. Any such resignation shall be effective at the time or upon the happening of any condition specified therein, or, if no such time or condition is specified, upon its receipt.

### **Section 4**

**Removal.** Any officer may be removed from office with or without cause by vote of two-thirds (2/3) of the directors then in office.

### **Section 5**

#### **Duties of Officers.**

- a. **President.** The President shall be the principal executive officer of NMPA; shall be empowered to handle all transactions of NMPA; shall have the general supervision of the affairs of NMPA; shall sign all written contracts of NMPA; shall preside at all meetings of the membership and the Board of Directors; shall serve as chief spokesman for NMPA; and shall perform such duties as delegated to him or her by the Board of Directors. The President shall be an *ex officio* member of all committees. The President's power to sign contracts and disburse funds may be delegated in writing to a designated agent.

Upon completion of his or her term in office as President without re-election to the Board of Directors, each President shall automatically become a President Emeritus and shall thereby be a non-voting member of



the Board of Directors for life without the requirement of any further action by the Board of Directors. Each President Emeritus shall receive notices and shall enjoy all of the privileges of the Board of Directors except that he or she shall not be a voting member of the Board of Directors.

- b. **Vice President.** The Vice President shall serve in the absence of or at the direction of the President.
- c. **Treasurer.** The Treasurer shall be the custodian of all funds and securities belonging to NMPA and shall have responsibility for receipt and disbursement of same under the direction of the Board of Directors. The Treasurer shall see to the keeping of full and accurate accounts of the finances of NMPA and shall cause a statement to be prepared of its assets and liabilities as of the close of each fiscal year and of the results of the operations and of changes in surplus in each fiscal year of NMPA, all in reasonable detail within sixty (60) days after the end of such fiscal year. The statement so prepared shall be presented by the Treasurer to the Board of Directors at its next regular monthly meeting after preparation of the report. In addition, the Treasurer shall prepare monthly financial reports to the Board of Directors in the format designated it. The Treasurer shall, in general, perform all duties incident to the office and such other duties as may be assigned from time to time by the President or by the Board of Directors.
- d. **Secretary.** The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Members and the Board of Directors. The Secretary shall see to the giving of all notices required by law and by these Bylaws. The Secretary shall have general charge of the minute books and records of NMPA and of the corporate seal and he or she shall affix the corporate seal to any lawfully executed instrument required. The Secretary shall sign such instruments as may require his or her signature and, in general, shall perform all duties incident to the office of the Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.

## **Section 6**

**Compensation.** An officer shall not be entitled to receive any compensation for serving in such capacity, but such persons may, in the discretion of the Board of Directors, be reimbursed for reasonable expenses incurred, if any, in the conduct of NMPA's business. Nothing herein contained shall preclude any officer from serving NMPA in any other capacity and receiving compensation therefor.

## **Article X**

### **Fees and Dues**

#### **Section 1**

**Fees.** The Board of Directors shall have the power to prescribe fees for Members, as a condition to becoming or remaining a Member, as it may deem appropriate to provide for the operation of NMPA.

#### **Section 2**

**Dues.** The Board of Directors shall have the power to prescribe dues for Members, as the Board of Directors may from time to time deem appropriate for the operation of NMPA.

#### **Section 3**

**Delinquency.** Any member who is delinquent in paying dues is not in good standing and is not eligible to vote or to take advantage of any other member benefits.

## **Article XI**

### **Miscellaneous Provisions**

## **Section 1**

**Fiscal Year.** The fiscal year of NMPA shall be a twelve month period beginning January 1st of each year.

## **Section 2**

**Distribution of Assets Upon Dissolution.** In the event of the dissolution of NMPA, after paying or adequately providing for the debts and obligations of NMPA, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, scientific, literary and cultural purposes and which has established its tax-exempt status under Code § 501(c)(6). Any such assets not so disposed of shall be disposed of by the Santa Fe County Court exclusively for such purposes or to such organization(s) as the Court shall determine, which are organized and operated exclusively for such purposes. If NMPA holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Santa Fe County Court, upon petition therefore by the New Mexico Attorney General.

## **Section 3**

**Procedure** Unless the Board of Directors or a committee elects to adopt other rules of procedure, the rules of order governing procedures shall be the common parliamentary law as laid down in *Robert's Rules of Order Newly Revised*. Except that members may speak twice to a motion and each speech may last up to two minutes.

## **Section 4**

**Amendments.** The Bylaws of NMPA may be amended only by affirmative vote by the Directors present or represented by proxy at a properly called regular or special meeting of at least two-thirds (2/3) of the entire Board of Directors. The notice of such a meeting must specify that the subject of the amendments shall be provided to each Director at least ten (10) days prior to such meeting. Said notice may not be waived.

As of September 19, 2015, the preceding Bylaws have been amended and adopted by the Board of Directors of NMPA

A handwritten signature in black ink that reads "Brad Stoddard". The signature is written in a cursive, slightly slanted style.

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Brad Stoddard, President

A handwritten signature in black ink that reads "Christopher P. Paul". The signature is written in a cursive, slightly slanted style.

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Chris Paul, Treasurer