

BY-LAWS of NEXUS ABILITIES

A NONPROFIT CORPORATION

Article 1: Definitions

1. Name. The “Corporation” shall mean: NEXUS ABILITIES, its successors and assigns.
2. Board. The “Board” shall mean the Board of Directors of the Corporation.

The Corporation is organized, and will operate, exclusively for charitable, educational, scientific and such other purposes as are allowed for a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. or successor provisions

Article 2: Purposes, Objectives and Governing Instruments

The Corporation is organized exclusively for charitable and educational purposes that aims to promote inclusion by supporting science, technology, engineering, arts and mathematics (STEAM) education emphasizing accessibility and equity. Services of the Corporation may include but are not limited to, the following:

- To provide resources for educational professionals in the forms of online downloadable lesson plans, and online (video) and in-person demonstrations/workshops.
- To provide ideas and resources for the general public to make do-it-yourself (DIY) assistive technology (AT) devices in the form of online instructions and video tutorials.
- Promote inclusion and personalized learning to persons with disabilities, their families or cohabitants to help facilitate learning in homes, schools, libraries or other community spaces.

The Corporation will not realize any revenue or profit. No proceeds will enrich any individual, except that reasonable compensation may be paid in exchange for services to the Corporation. Funds collected from the sale of project kits or promotional items shall cover the costs of materials, packaging/delivery, and reasonable compensation to individuals to assemble and build the project kits or promotional items.

The Corporation will not practice or permit any unlawful discrimination on the basis of sex, gender, sexual orientation, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit.

Article 3: Donor Policy

The Corporation is funded by organizations and individuals who support our mission.

Article 4: Offices and Registered Agent

1. The principle office for the transaction of the business of the Corporation shall be designated by the Board.
2. The registered agent shall be designated by the Board. Any change in the office or registered agent shall be accomplished in compliance with the New Mexico Nonprofit Corporation Act, NMSA 1978, 53-8-1 et seq.

Article 5: Board of Directors

1. General Powers and Duties

The Board shall set policies for the Corporation, including personnel, policies and procedures governing employees of the Corporation. The Board shall have sole responsibility for hiring and termination of any officers of the Corporation. The Board

shall oversee financial organization and planning for the Corporation. The Board shall perform all duties delegated by the adoption of these bylaws.

2. Responsibilities of Directors, including Contracts and Finances

The Board shall be responsible for the submission of a written annual report.

The Board may authorize an officer or officers, agent or agents of the Corporation to enter into any contract and deliver any instrument in the name and on behalf of the Corporation. In the absence of such a determination by the Board, such instruments shall be signed by the President, or his/her designee, and countersigned by the Treasurer of the Corporation.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

The Board may accept on behalf of the Corporation any contribution, gift, bequest or device for any purpose of the Corporation.

The Board will manage the affairs of the Corporation and will have all powers granted by law, subject only to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of New Mexico. The President will be vested with authority to manage the day-to-day operations of the Corporation.

The Board may create an Advisory Committee whose members shall have no voting rights but will advise the Board on building strong relationships with different communities within New Mexico.

An Advisory Committee shall have a specific purpose and all members shall know their purpose and expectations.

3. Number of Directors

The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3).

4. Board of Director Meetings

Regular meetings of the Board of Directors of Nexus Abilities will be held at such time and place as the Board of Directors may designate. An annual meeting of the Board of Directors will be held on the last Friday before Memorial Day and at a place as the Board of Directors may designate.

A Director may participate in a meeting of Directors or of a committee of the Board of Directors by a conference telephone or similar communication equipment such as video conference by means of which all persons participating in the meeting can hear each other at the same time and all participants in the conference are divulged to all

participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of the Directors consent in writing of such action. Action by written consent will have the same force and effect as the unanimous vote of the Directors.

A majority of the directors in office will constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present will be the act or decision of the Board of Directors, unless the law, Articles of Incorporation, or these Bylaws require a greater proportion.

Directors will not receive any compensation for their services. Upon resolution of the Board of Directors, Directors may receive reimbursement of reasonable expenses of attendance at any meetings of the Board.

5. Maintenance of Books and Records

The Corporation shall keep correct and complete books, records of account, and minutes of the proceedings of its Board of Directors. The minutes of meetings may be kept by the Secretary in the form of recorded audio or video. Within a reasonable time, the audio or video shall be transcribed into an electronic document saved on the Corporation's web server so to be available for inspection by any member, Director or her/his agent or attorney for any proper purpose at any reasonable time.

All books, records, and documents of the Corporation shall be considered property of the Corporation, shall be so identified, and shall be subject to recall from any director, officer, or persons at the discretion of the Secretary or Treasurer or by an affirmative vote of a majority of the Board.

The fiscal year of the Corporation shall be twelve (12) months and shall begin on the first day of January and end on the last day of December each year.

6. Election and Term of Office

The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. The initial Directors shall serve up to two consecutive 3-year terms. When passing the two consecutive 3 year terms, each Director shall hold office until the next annual meeting of the Board and until such Director's successor has been elected and qualified, or until his or her death, resignation or removal.

New Directors must be nominated and then receive two-thirds or more approval from the Board in order to be elected.

7. Vacancies

For any vacancies due to resignation, removal by the Board, sickness, or death, the vacancy shall be filled by the Board and the officer shall serve until the next annual meeting.

8. Resignations

Upon resignation, the Officer or Director shall relinquish all privileges and properties belonging to the Corporation. The Officer or Director may maintain account(s) on the Corporation's website(s) as a subscriber with privileges decided by the Board.

9. Removal

Any Officer or Director of the Corporation may be removed for a substantial cause by a vote of two-thirds (2/3) of the members of the Board of Directors then serving.

Article 6: Officers

The officers of this Board shall be the President, Vice-President of Content, Vice-President of Information Systems, Secretary and Treasurer. All officers must have the status of active members of the Board.

President shall have the following duties:

- a) She/He shall preside at all meetings of the Executive Committee.
- b) She/He shall have general and active management of the business of this Advisory Committee.
- c) She/He shall see that all orders and resolutions for the Advisory Committee are brought to the Advisory Committee.
- d) She/He shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e) She/He shall submit a report of the operations of the program for the fiscal year to the Advisory Committee and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- f) She/He shall be an Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Vice President of Content shall have the following duties:

- a) She/He shall be responsible for the development of resources and workshops available to the public.
- b) She/He shall support communities to expose K-12 students to the knowledge about Assistive Technology.

- c) She/He shall facilitate and build connections between educational communities, assistive technology communities, and every community that wants to join our mission.

Vice President of Information Systems shall have the following duties:

- a) She/He shall be responsible for development and maintenance of the Corporation's website as needed to promote the objectives of the Corporation.
- b) She/He shall supply educational and training materials created by the Corporation.
- c) She/He shall solicit and obtain donations.

Secretary shall have the following duties:

- a) She/He shall record and keep the minutes of all meetings of the Board.
- b) She/He shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct.

Treasurer shall have the following duties:

- a) She/He shall submit for the Finance and Fund Development Committee approval of all expenditures of funds raised by the Advisory Committee, proposed capital expenditures (equipment and furniture), by the staff of the agency.
- b) She/He shall have the right of inspection of the funds including budgets and subsequent audit reports.
- c) It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

Article 7: Selection and Compensation of Officers

The following policies and procedures shall help to govern the Corporation and serve as official guidelines for staff job descriptions for the Corporation.

Selection of Officers may be based on:

- a) Job duties
- b) Required level of education or experience

Compensation of Officers may be based on:

- a) Compensation averages in the area
- b) Number of hours worked
- c) The overall budget of the Corporation

Article 8: Dissolution

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such organization or organization(s) that shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

Article 9: General Provisions

Duality of Interest

Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of her or his interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use her or his personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such a person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Indemnification and Exoneration

The Corporation shall hold harmless and indemnify its Directors, Officers, employees and agents to the fullest extent permitted by New Mexico statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

To the fullest extent permitted by New Mexico statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its Members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal

of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Article 10: Bylaws Amendments

A proposal to amend the Bylaws of the Corporation may be made by vote of at least two-thirds of the members of the Board of Directors.

A proposed amendment to the Bylaws that meet the requirements shall be presented for consideration by the Board at the annual meeting of the Corporation. In order to be considered at the annual meeting, any proposed amendments must have been received by the Secretary of the Corporation at least 30 days in advance of the annual meeting.

Adoption of proposed amendments requires a vote of two-thirds of all votes held and entitled to be cast in person or by proxy.

These Bylaws were adopted at a meeting of the Board of Directors of Nexus Abilities on May 28, 2021.

Alice K. Shriver
President

Janet L. Manry
Vice President of Information Systems

Aaron Jawson
Vice President of Content