

**AMENDED  
BY-LAWS OF THE**

**Supercomputing Challenge**

A New Mexico Non-Profit Corporation

7 February 2012

**ARTICLE I**

**CORPORATE NAME AND OFFICE**

**Section 1 - NAME**

The name of this corporation is Supercomputing Challenge ("the Challenge"), formerly known as the New Mexico Adventures in Supercomputing Challenge.

**Section 2 – OFFICE**

The principal office of the corporation in the State of New Mexico shall be located in the City of Albuquerque, 2408 Hannett NE, Albuquerque, NM 87106, County of Bernalillo. The corporation may have such other offices, either within or without the State of New Mexico as the purposes of the corporation may require from time to time.

**ARTICLE II**

**PURPOSE**

**Section 1 – DEFINITION**

The corporation is a non-profit corporation established for educational purposes to improve students' and teachers' understanding and use of technology by developing their skills in scientific inquiry, modeling, computing, communications, and team work through participation in a school-year program for student teams working on science projects, and to have and exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of New Mexico and Internal Revenue Code Section 501(c)(3) may now or hereafter have or exercise.

**Section 2 - DISSOLUTION**

In the event of voluntary or involuntary dissolution of the Corporation, the debts shall be paid and the remaining resources and assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to a state or local government, for a public purpose.

## **ARTICLE III**

### **MEMBERSHIP**

#### **Section 1 - DISCRIMINATION**

No person shall be denied membership in the Corporation because of their race, color, creed, sex, national origin, disability, or age.

#### **Section 2 - CLASSES OF MEMBERSHIP**

- A. Regular: Membership consists of the New Mexico Adventures in Supercomputing Challenge Board of Directors and Officers in good standing who are not employees of the Corporation.
- B. Ex officio. The Program Director and Deputy Program Director(s) may be employees of the Corporation and members of the Corporation and members of the Board of Directors during their term of employment and shall all have the rights and privileges of membership except as restricted in Article IV, section 5.
- C. Honorary: Any person selected by the Board of Directors of this Corporation who has performed noteworthy community service or made outstanding contribution to the Challenge, will be eligible to become an honorary member of the organization. The Board of Directors of this Corporation shall determine whether each honorary membership should be extended for subsequent years.

#### **Section 3 - VOTING RIGHTS AND PROXIES**

Voting rights are limited to the regular and ex officio members of the Board of Directors and of this Corporation; honorary members shall have no voting rights.

#### **Section 4 - TRANSFER OF MEMBERSHIP**

Membership in this Corporation is not transferable or assignable.

## **ARTICLE IV**

### **BOARD OF DIRECTORS AND OFFICERS**

#### **Section 1 - BOARD OF DIRECTORS**

The Board of Directors shall include all Officers as defined in Article IV, Section 4 and other regular members as defined in Article III, Section 2.

#### **Section 2 – APPOINTMENT OF DIRECTORS**

The President upon recommendation by the board of directors shall appoint all directors. Vacancies occurring on the board of directors shall be filled by the

President upon recommendation by the board of directors and ratified by a simple majority vote of the board of directors.

### **Section 3 - TERM OF OFFICE**

Each Director shall hold office until that Director resigns or is removed in accordance with these Bylaws.

### **Section 4 - ELIGIBILITY**

Directors shall be:

- A. Accomplished persons of knowledge, integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and a demonstrated capacity for thoughtful group decision-making;
- B. Persons with an understanding of the Challenge's mission and the potential impact of the Challenge on the participating students and teachers, who are committed to the continued and on-going success of the Challenge;
- C. Persons who are represent diversity in research, science, technology, business, and educational background;
- D. Persons who, in the aggregate, have familiarity with the operation of the Challenge and/or similar programs; will support the Challenge, and will recruit others to support the Challenge; and
- E. Persons who are willing to serve as volunteers, without compensation other than the reimbursement of certain expenses.

### **Section 4 - OFFICERS**

The officers of this Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

### **Section 5 - POWERS AND DUTIES**

#### **A. BOARD OF DIRECTORS:**

1. The board of directors shall have the power to conduct, manage and control the affairs and business of the corporation.
2. A majority of the board members must be present at a meeting of the board of directors to constitute a quorum for the transaction of business. If a quorum is present the acts of the majority shall be the acts of the board of directors.
3. The board of directors shall appoint or disband such committees as are deemed necessary for the efficient operation of the corporation.

4. Special Meetings of the board of directors may be called by any three (3) board members on seventy-two (72) hours written notice to each member of the board of directors. The presence of a director at such special meeting shall constitute a waiver of notice of such meeting, unless such appearance is solely for the purpose of contesting the notice of the special meeting. Written notice includes electronic mail (e-mail) that has been acknowledged by the recipient.

5. Regular Meetings of the board of directors may be called by the President at any time. The President may fix any place, either within or without the State of New Mexico as a place for holding any regular meeting of the board of directors.

B. **PRESIDENT:** The President shall be a regular member of the board of directors and shall not be an employee of the corporation. The President shall be the principal officer of the Corporation, and shall in general, subject to the control of the board of directors, supervise the affairs of the corporation. The President shall not be an employee of the corporation. The President shall call regular meetings of the board of directors. The President shall, when present, preside at all meetings of the board of directors. The President will not cast a ballot on any matter except in the event of a tie vote. The President may sign legal documents as required to conduct business matters on behalf of the corporation, except in cases where execution thereof shall be required by law to be otherwise signed or executed; and in general the President shall perform all duties incidental to the office of the President and such other duties as may be prescribed by the board of directors.

C. **VICE PRESIDENT:** The Vice President shall be a regular member of the board of directors and shall not be an employee of the corporation. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform all duties incidental to the office of the President and such other duties as may be assigned from time to time by the President or the board of directors.

D. **SECRETARY:** The Secretary shall be a regular member of the board of directors and shall not be an employee of the corporation. The duties of the Secretary shall be to keep the minutes of board of directors meetings; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the official copies of these By-Laws and all corporate records, except the financial records; and, in general perform all of the duties incidental to the office of Secretary and such other duties as may be assigned from time to time by the President or by the board of directors.

E. **TREASURER:** The Treasurer shall be a regular member of the board of directors and shall not be an employee of the corporation. The duties of the Treasurer shall be to have custody of and be responsible for all funds and securities of the corporation; receive monies due, issue receipts, and deposit such monies to the account of the corporation in the financial institution(s) selected by the board of directors; maintain records of all financial transactions and have custody of all such records; and in general perform all of the duties incidental to the office of Treasurer and such other duties as may be assigned from time to time by the President or by the board of directors.

F. **PROGRAM DIRECTOR:** The Program Director shall be an ex-officio member of the board of directors if employed by the corporation, or shall be a regular member of the board of directors if not employed by the corporation. The duties of the Program Director shall be the responsibilities of organizing, arranging, and otherwise handling the numerous details required to execute the Adventures In Supercomputing Challenge Program in the schools and in general perform all of the duties incidental to the office of Program Director and such other duties as may be assigned from time to time by the President or by the board of directors.

**DEPUTY PROGRAM DIRECTOR(S):** There shall be one or more Deputy Program Directors. The Deputy Program Director(s) shall be ex-officio member(s) of the board of directors if employed by the corporation, or shall be regular member(s) of the board of directors if not employed by the corporation. In the absence of the Program Director or in the event of the Program Director's death, inability or refusal to act, a Deputy Director shall perform the duties of the Program Director and, when so acting shall have all of the powers of and be subject to all of the restrictions upon the Program Director. Deputy Program Director(s) shall perform all duties incidental to the office of the Program Director and such other duties as may be assigned from time to time by the President, the Program Director, or the board of directors.

## **Section 6 - ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the board of directors under any provision of law or these By-Laws may be taken without a meeting, if all regular members of the board shall individually or collectively consent in writing to such action. Such written consent or consents, shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the board members. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board without a meeting and that the By-Laws authorize the board members to so act, and such statement shall be prima facie evidence of such authority.

## **ARTICLE V**

### **CONTRACTS, LOANS, COMPENSATION, CHECKS AND DEPOSITS**

#### **Section 1 - CONTRACTS**

All contracts, deeds, and other legal instruments authorized by the board of directors to be entered into on behalf of the corporation shall be executed by the President.

#### **Section 2 - LOANS**

No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in the name of the Corporation unless authorized by a two-thirds (2/3) majority of the board of directors. Such authority shall be confined to a specific instance.

#### **Section 3 - DEPOSITS**

All funds of the corporation not otherwise employed shall be promptly deposited to the credit of the corporation in such bank, trust company, credit union or other financial depository as the board of directors may select.

#### **Section 4 - COMPENSATION OF DIRECTORS AND OFFICERS**

A. OFFICERS AND DIRECTORS: Officers and Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors, a fixed sum for expenses for attendance, if any, may be allowed for attendance at any regular or special meeting of the board of directors; provided, that nothing herein contained shall be construed to preclude any director from serving the mission of the corporation in any other capacity and receiving compensation therefor.

B. EX-OFFICIO DIRECTORS: Directors who are ex officio members of the board of directors shall receive such salary or compensation as may be fixed by the board of directors. Ex-officio Directors who are members of the board of directors shall not receive any stated salaries for their services on the board of directors, but by resolution of the board of directors, a fixed sum for reimbursement of expenses and/or preparation of Corporation records may be allowed; provided, that nothing herein contained shall be construed to preclude any officer from serving the mission of the corporation in any other capacity and receiving compensation therefore.

#### **Section 5 - CHECKS, DRAFTS, PAYMENTS**

All checks, drafts or other orders for payment of money issued in the name of the corporation shall be signed by any two members of the board of directors.

## ARTICLE VI

### CHANGES AND AMENDMENTS TO THESE BY-LAWS

#### Section 1 - AMENDMENTS

Changes or amendments to these By-Laws may be initiated by the board of directors.

#### Section 2 - NOTICE OF PROPOSED CHANGES

The members of the board of directors shall be notified of the proposed changes and the date, place and time of the board of directors meeting during which the voting will take place. This notice shall be given not less than fifteen (15) days nor not more than thirty (30) days prior to the meeting at which the voting takes place.

#### Section 3 - APPROVAL OF AMENDMENTS

Approval by a two-thirds (2/3) majority of the board of directors shall be necessary for the amendments to be adopted.

#### Section 4 - DATE OF REVISIONS

The date of the last revision of the Bylaws shall be indicated in the By-Laws.

### CERTIFICATE

The undersigned, being the officers of the board of directors of the Supercomputing Challenge, do hereby certify that these eight (8) pages are a full, true, and correct copy of the corporation By-Laws, as approved by the Board of Directors on:

February 7, 2012

IN WITNESS WHEREOF, we have hereunto subscribed our names this \_\_\_\_\_ day of \_\_\_\_\_, 2012.

Name

Signature

Ed Angel

\_\_\_\_\_

Bill Blackler

\_\_\_\_\_

Bob Bolz

---

Thomas Bowles

---

Ron Davis

---

Celia Einhorn

---

Betsy Frederick

---

Anthony Giancola

---

Stephen Guerin

---

David Kratzer

---

Irene Lee

---

Lorie Liebrock

---

Richard Oliver

---

Bob Robey

---

David Rogers

---

Tim Thomas

---