

Bylaws of Jakon Nete

A New Mexico Nonprofit Faith-Based Corporation (Church)

ARTICLE I – Name and Principal Office

1. **Name.** The name of this religious nonprofit corporation is **Jakon Nete** (the “Church”).
 2. **Principal Office.** The principal office shall be located at 1424 Santa Rosa Dr, Santa Fe, NM 87505, or at such other place as may be determined by the Board of Directors (the “Board”).
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ARTICLE II – Purpose

1. **General Purpose.** The Church is organized exclusively for charitable, educational, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
 2. **Mission.** The Church’s primary purpose is to form a congregation of people who follow its Statement of Faith, fostering spiritual well-being, reciprocity with the natural world, and the continuation of ancestral wisdom and animist, Earth-honoring traditions.
 3. **Limitations.** No part of the net earnings shall inure to the benefit of any private individual, except for reasonable compensation for services rendered. The Church shall not participate in political campaigns and shall only engage in activities permissible under Section 501(c)(3).
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ARTICLE III – Statement of Faith

The Church affirms and incorporates by reference its **Statement of Faith**, as adopted and amended from time to time by the Board of Directors. The Statement of Faith shall serve as the doctrinal foundation of the Church.

ARTICLE IV – Membership

1. **No Statutory Members.** The Church shall have no members” within the meaning of the New Mexico Nonprofit Corporation Act. All powers of governance are vested in the Board.
 2. **Associates and Congregants.** The Board may designate participants, associates, or congregants for religious, spiritual, or community purposes, but such designations do not constitute statutory membership or confer governance rights.
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ARTICLE V – Board of Directors

1. **Powers.** The Board shall have full power to manage the affairs of the Church, oversee finances, establish policies, and ensure alignment with the Statement of Faith.
 2. **Number.** The Board shall consist of not fewer than three (3) directors, with the exact number fixed from time to time by resolution of the Board.
 3. **Qualifications.** Directors must be natural persons at least eighteen (18) years of age.
 4. **Election and Term.** Directors shall serve until resignation or removal, unless otherwise provided by Board policy. Successor directors are elected by the Board.
 5. **Resignation and Removal.** A director may resign at any time. A director may be removed, with or without cause, by a majority of the remaining directors.
 6. **Compensation.** Directors may not receive compensation for service as directors, but may be reasonably compensated for services rendered in another capacity (e.g., as spiritual leaders, officers, employees, contractors, etc.), provided conflict-of-interest safeguards are followed.
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ARTICLE VI – Officers

1. **Required Officers.** The Church shall have such officers as may be necessary to enable the Church to sign instruments required under the New Mexico Nonprofit Corporation Act. At a minimum, the Church shall have a Secretary who shall have the duty to record the proceedings of the meetings of the members and directors in a book to be kept for that purpose and to generally maintain corporate records.

2. **Election and Term.** Officers shall be elected periodically by the Board and shall serve until resignation, removal, or replacement. Any two or more offices may be held by the same person.
 3. **Other Officers.** The Board may appoint additional officers, and assign such duties to such officers as determined by the Board from time to time.
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ARTICLE VII – Spiritual Leadership

1. **Spiritual Leaders.** Spiritual Leaders are recognized by dedication, training, and alignment with the Statement of Faith. They guide ceremonies, samá, and sacred practices.
 2. **Policies Pertaining to Spiritual Leaders.** The Board may adopt policies and/or processes for the eligibility and election of Spiritual Leaders and other parameters pertaining to Spiritual Leadership.
 3. **Separation of Authority.** Spiritual authority is distinct from fiduciary authority. Directors overseeing finances and governance may also serve as Spiritual Leaders, but all compensation decisions involving directors must comply with the Conflict of Interest Policy.
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ARTICLE VIII – Meetings

1. **Frequency and Location.** The Board shall meet at least annually, with additional meetings held as needed. Board meetings may be held in person or by electronic means.
2. **Notice.** Reasonable notice shall be given for meetings. Notice may be given by email or by physical mail and shall be deemed given when sent to the most recent email used by the Church to communicate with each Board member, or 1 day following confirmed receipt by mail to the most recent mailing address on file with the Church. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice.
3. **Quorum.** A majority of directors then in office shall constitute a quorum.
4. **Voting.** Actions require approval by a majority of directors present at a meeting at which a quorum is present, unless otherwise required by these bylaws.

5. **Action Without Meeting.** The Board may act by unanimous written consent.
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ARTICLE IX – Committees

The Board may create committees as needed. All committees shall be advisory unless expressly granted authority by Board resolution. No committee shall exercise powers reserved to the Board by law.

ARTICLE X – Conflict of Interest

The Church shall adopt and maintain a **Conflict of Interest Policy** to ensure decisions are made in the best interest of the Church and free from improper influence. All directors and officers shall disclose potential conflicts and comply with this policy.

ARTICLE XI – Records and Policies

1. **Records.** The Church shall keep correct and complete records of its activities, including articles, bylaws, policies, minutes, and financial records.
 2. **Policies.** The Board may adopt additional governance policies as required by law or best practices.
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ARTICLE XII – Indemnification

To the fullest extent permitted by law, the Church shall indemnify its directors and officers against liabilities and expenses arising from service, except in cases of gross negligence or willful misconduct. The Board may authorize the purchase of directors and officers (D&O) insurance.

ARTICLE XIII – Fiscal Matters

1. **Tax-Exempt Status.** The Church is organized as a tax-exempt entity under Section 501(c)(3).
 2. **Dissolution.** Upon dissolution, assets shall be distributed to one or more religious or charitable organizations with similar purposes and exempt status.
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ARTICLE XIV – Amendments

These bylaws may be amended only by a majority vote of the Board of Directors at a duly called meeting.

Adopted by the Board of Directors of Jakon Nete on October 25, 2025.