

BYLAWS OF THE NEW MEXICO NATIONAL GUARD ASSOCIATION, INC.

Effective: TBD

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BYLAWS OF THE NEW MEXICO NATIONAL GUARD ASSOCIATION

Revision of July 31, 2024

ARTICLE I—NAME

The name of this New Mexico Nonprofit Corporation is the "New Mexico National Guard Association," hereinafter referred to as the "Association."

ARTICLE II—POWERS AND RESTRICTIONS

Section 1. Purpose

The Association is, and always will be, a veterans organization intended for the advancement and benefit of past or present members of the United States Armed Forces and their spouses, ancestors, widows, widowers, or lineal descendants. Specifically, the mission of the Association is to advance the capabilities of the New Mexico National Guard and promote the professional development of its Warrant and Commissioned Officer membership. This is accomplished through collaboration, timely communication, and dedicated forums to foster group cohesion, as well as individual development.

Section 2. Objectives

The objectives of the Association are to engage in all lawful activities that support such purposes, and these include, but are not limited to, the following:

1. Promoting federal and state legislation to benefit the New Mexico National Guard and its members, inclusive of their families.
2. Coordinating activities with the National Guard Association of the United States.
3. Educating the public about the role of the National Guard in Homeland Security and National Defense.
4. Soliciting support from military and civilian authorities.
5. Promoting membership in the New Mexico Army and Air National Guard.
6. Professional development of members.

Section 3. Powers

The Association shall have all powers necessary, incident, or appropriate to the furtherance of its purpose, including, but not limited to, the following:

1. Receipt and collection of dues.
2. Acceptance of contributions.
3. Acquisition of property, real and personal.
4. Investment and reinvestment of funds.
5. Sale, lease, or encumbrance of real or personal property.
6. Execution, performance, or cancellation and rescission of contracts of every kind.

7. Creation of a trust or trusts as may be necessary.
8. Sponsorship of a program of group insurance coverage for its annual, life, and associate members. The Board of Directors of the Association may, for and on behalf of the Association, enter into trust agreements pursuant to which trustees shall administer insurance programs and invest the portion of divisible surplus, if any, attributable to any group insurance policies; and,
9. Sponsorship of program(s) in support of group travel for its members. Such travel program(s) shall be administered by the Board of Directors and managed by the Executive Director of the Association.

Section 4. Restrictions on the Disposition of Assets

No part of the net earnings and assets of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized to pay reasonable compensation for services rendered. In the event of dissolution, the Association's assets shall not be distributed to its members, directors, officers, or other private persons, but shall be dedicated to one or more exempt purposes as specified in the Internal Revenue Code as now in effect or later amended.

ARTICLE III—MEMBERSHIP

Section 1. Classification of Membership

All members of the association shall be either present or former members of the United States Armed Forces, including their spouses, widows, widowers, ancestors, or lineal descendants, or cadets of college or university ROTC programs. At least 75% of the Association's membership shall always consist of present or former members of the United States Armed Forces. There shall be five different classes of membership in the Association, defined as follows:

1. Active;
2. Life;
3. Associate;
4. Honorary;
5. Corporate.

Section 2. Qualification and Requirements

1. Active: An active member shall be a federally recognized officer or warrant officer of the New Mexico National Guard who has paid the required Association dues for the current year. Active members include Active Life and Digital Life members who have paid their one-time national membership fee and one-time state membership fee, and these are referred to as "Active Life" members.

2. Retired Life: Retired Life membership shall be open to all retired members of the New Mexico National Guard. A retired member is any retired officer or retired warrant officer of the New Mexico National Guard who has completed a minimum of twenty (20) years' total service in good standing in any branch of the U.S. Armed Forces. Further, any officer or warrant officer of the New Mexico National Guard who has been or shall be medically retired because of injury received while actively participating in duties as a New Mexico National Guardsman, regardless of length of service, shall be eligible for retired membership. Retired Life membership in the Association may be obtained by paying a one-time fee. Retired Life members shall be entitled to all privileges of the Association and may hold all offices and positions with the Association.

3. Associate: Associate membership shall be open to all current or former officers or warrant officers associated with the New Mexico National Guard. Associate members are required to pay dues as prescribed in these Bylaws and shall be entitled to all privileges of the Association, except the right to vote or to hold office. Associate membership shall be subject to the approval and acceptance of

the Board of Directors of the Association. Non-dues paying Associate membership will also be granted to all enlisted members of the New Mexico National Guard that participate in the insurance program. Associate members in the insurance program are not entitled to other privileges.

4. Honorary: Honorary membership may be extended to any distinguished citizen of the State of New Mexico who has rendered outstanding service to the New Mexico National Guard, and whose outstanding achievements are worthy of recognition by the Association. Honorary members are not required to pay annual dues. Any member of the Association may nominate a citizen, but acceptance is subject to the approval of the Board of Directors of the Association. Under no circumstances will Honorary members, together with Corporate members, exceed more than 2.5% of the Association's total membership.

5. Corporate: Any company, firm, organization or corporation may, upon approval by the Board of Directors, and payment of an annual corporate membership fee as established by the Board of Directors, become a corporate member of the Association. Neither corporate members, nor their employees may participate or vote in any affairs of the Association, or participate in any benefits available to the Association, except the Association travel program, unless they themselves are eligible for annual, life, honorary, associate or affiliate membership. Appropriate recognition of corporate members will be made each year and all proceeds from their membership or any donations they may make to the Association will be used to defray the expenses of Annual Association conferences or Annual NGAUS General Conferences. Under no circumstances will Corporate members, together with Honorary members, exceed more than 2.5% of the Association's total membership.

Section 3. Privileges

1. Only an Active, Active Life or Retired Life member of the Association may be:
 - a. An officer of the Association.
 - b. A member of the Board of Directors.
 - c. A member of a Standing Committee.
 - d. A member of a Special Committee or Commission; or
 - e. A delegate to any Annual Conference or Special Conference.

Section 4. Rejection and Termination

1. The Board of Directors of the Association may, by majority vote, and with the return of any paid dues:
 - a. Reject any applicant for membership; or,
 - b. After extending to the member concerned a reasonable opportunity to present evidence on his or her behalf, terminate any membership.
2. Annual membership terminates at midnight on 31 December 31 each year, or by submission of written resignation. For continuous membership, annual dues must be paid no later than 31 March 31 of the succeeding year.
3. Active members who are deployed or mobilized outside the State of New Mexico may pay upon return and continue in good standing.

ARTICLE IV—OFFICERS

Section 1. Titles

The officers of the Association, all of whom shall be non-compensated volunteers, are:

1. President, elected by the current membership.

2. Vice President Army, appointed by the President with the concurrence of the Board of Directors.
3. Vice President Air, appointed by the President with the concurrence of the Board of Directors.
4. Secretary, appointed by the President with concurrence of the Board of Directors.
5. Treasurer, appointed by the President with the concurrence of the Board of Directors.
6. Immediate Past-President, to serve *ex-officio* of the Board of Directors for up to one year and as a non-voting member.

Section 2. Duties and Powers

1. President
 - a. Shall be the presiding officer at each Annual Association Conference or special meeting called of the Association, a member of the Board of Directors and chairman thereof, and a member *ex-officio* of all committees.
 - b. Direct the affairs of the Association in accordance with the policies adopted in Annual Conference of the Association.
 - c. Convene at least three meetings of the Board of Directors, including one immediately before the Annual Conference. Meetings may be conducted by virtually whenever possible.
 - d. Appoint Standing, Special, and Annual Conference Committees, and designate the chairman of each.
 - e. Appoint members to special positions (i.e., Chaplain, Parliamentarian, Sergeant-at-Arms) incidental to the conduct of Annual Conferences.
 - f. Issue the call for Annual or Special Conferences and delegate special arrangements for such conferences.
 - g. Ensure an annual budget is prepared and presented to the Board of Directors for approval no later than December of the preceding budget year.
 - h. Render an annual report to the Association detailing its progress accomplishing the Association's strategic objectives.
 - i. Perform such other duties as are usually performed by the President of an organization and as may be prescribed by the Bylaws or assigned by the Board of Directors of the Association.
 - j. Assign duties to be performed by Secretary and Treasurer of the Association which are consistent with the Bylaws of the Association or with the duties performed by such officers of organizations.
 - k. Ensure all SOP's and Protocol Procedures are posted on the Association web page.
 - l. Shall serve a term of 2 years and may be re-elected in future terms.
2. Vice President Army
 - a. Shall be appointed by the President for the duration of the elected 2-year term of the President.
 - b. In the absence of the President during a Board of Directors meeting, the President will designate either Vice President Air or Vice President Army to vote for the President; otherwise, both Vice Presidents are non-voting members of the Board of Directors.
 - c. Assign all members to serve on committees designated as standing committees as identified in ARTICLE VI of these Bylaws.
 - d. Arrange for committee meetings to occur monthly/quarterly meetings.
 - e. Attend the monthly/quarterly meetings of the committees as an *ex-officio* member and advisor.
 - f. Collect all the monthly/quarterly reports of the committees and turn them in to the secretary.
 - g. Assist the president and other officers with their duties as required.
3. Vice President Air
 - a. Shall be appointed by the President for the duration of the elected two-year term of the President.

- b. In the absence of the President during a Board of Directors meeting, the President will designate either the Vice President Air or Vice President Army to vote for the President, otherwise the Vice President Air is a non-voting member of the Board of Directors.
- c. Assign all members to serve on all special committees as identified in ARTICLE VI of these Bylaws.
- d. Arrange for special committee meetings to occur monthly/quarterly meetings.
- e. Attend the monthly/quarterly meetings of the committees as an *ex-officio* member and advisor.
- f. Collect all the monthly/quarterly reports of the special committees and turn them in to the secretary.
- g. Assist the president and other officers with their duties as required.

4. Secretary

- a. Shall be the recording officer of the organization who is responsible for the records of the Association and is a non-voting member of the Board of Directors.
- b. Perform the duties usually performed by the Secretary of an organization and such duties as may be prescribed by the Bylaws or assigned or delegated by the President of the Association.
- c. Submit the minutes to the President within 14 days of last meeting, including all General and Special sessions and all Board of Directors meetings.

5. Treasurer

- a. Shall be the custodian of all funds of the Association, a member of the Board of Directors, and an *ex officio* member of the Finance Committee.
- b. Perform the duties usually performed by the Treasurer of an organization and such duties as may be prescribed by the Bylaws or assigned by the President of the Association.
- c. Assure accurate records of all receipts and disbursements of all money, securities, and other property of the Association, report to the Board of Directors on the financial standing of the Association as needed and render an annual report to the Association.
- d. Cause a receipt to be issued for all funds received by the Association.
- e. Render the annual budget report at the General Conference.
- f. Report the financial status of the Association at each Board of Directors business meeting.
- g. Ensure Association annual billing of dues is distributed no later than 31 October of each year and membership is provided receipts of paid dues.

Section 3. Election

- 1. Officers will be elected in every other year by a plurality vote of the members who appear, or appear by proxy, at the Annual Conference of the Association.
- 2. The voting body will consist of life active members and retired life members in good standing and present at the Conference.
- 3. Each active and retired life member is entitled to vote for candidates for office and for representatives to the Board of Directors.
- 4. The longest tenured Vice President will be regarded as the President in case of the President's absence or resignation.

Section 4. Tenure

- 1. The President, Vice President Army, Vice President Air, Secretary and Treasurer of the Association shall be installed in office at the Annual Conference by which they were elected or appointed.
- 2. The President, Vice President Army, Vice President Air, Secretary and Treasurer and of the Association shall hold office for two years or until a successor in office is duly elected or

appointed and installed, unless terminated or removed from office as provided in these bylaws.

Section 5. Termination of Tenure

1. Tenure in office is terminated by:
 - a. Resignation tendered to the Board of Directors; or,
 - b. An officer or Board of Directors member may be removed from office by a two-thirds vote of the Board of Directors without cause.

ARTICLE V—BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors of the Association consists of:

1. The officers of the Association.
2. One Army Life Member and one Air Life Member.
3. Representatives from each Organization.

A list of major organizations in the Army and Air National Guard will be kept in a separate document to be archived in the official files of the Association and posted to the Association web site.

Once each year, the Executive Director will obtain the current organizational structure of both the Army and Air National Guard in New Mexico for review by the Board. The Board will determine if corresponding changes to the Board of Directors are warranted to accommodate Army or Air Guard organizational changes. Proposed changes will be approved by a vote of the Board of Directors.

Current voting Directors are: (1) President, (2) JFHQ Rep, (3) 111th Rep, (4) RTI Rep, (5) 93rd Rep, (6) ANG SOW Rep, (7) ANG RH Rep, (8) Field Grade Rep – Army, (9) Field Grade Rep – Air, (10) Company Grade – Army, (11) Company Grade – Air, (12) Warrant Officer – Army, (13) Army Life Rep, (14) Air Life Rep.

The personal or virtual presence of any 7 of these 14 voting Directors at a meeting of the Board of Directors or their presence for any matter requiring the attention of the Board shall constitute a quorum.

Section 2. Election

1. Elections of Board members are to be conducted in alternate years of Presidential Election.
2. Elections will occur in accordance with the two lists established by Section 1 above.
3. Each organization will establish the method by which elections take place.
4. Nominations for Special Committees or Positional Representatives outside of the General Session will be done at a Board of Directors meeting where the Council will confirm the nominee by a Majority vote.

Section 3. Duties and Powers.

1. The Board of Directors shall:
 - a. Act as the governing body of the Association in accordance with the Policies adopted in Annual Conference of the Association.
 - b. Establish the facilities and related criteria for an Annual Conference
 - c. Employ an Executive Director whose tenure, salary, duties and responsibilities shall be those enumerated in Article VII of the Bylaws.

- d. In the event of a vacancy in the office of President-of the Association, elect, by majority vote, a successor to the vacant Office to serve the unexpired term.
- e. Consider the annual budget for the Association, revise or modify it as desired, and approve the expenditure of the funds as set forth in the budget.
- f. Exercise direction and control over and provide for the proper care and maintenance of the property of the Association.
- g. Convene at the call of the President of the Association, or upon written demand signed by a majority of the members thereof and communicated to each member of the Board of Directors.
- h. Issue the call for a scheduled Annual Conference of the Association in the event the President of the Association fails to do so.
- i. Perform such additional duties and exercise such additional powers as are specifically granted in, or required by, the By-Laws of the Association.

2. The Board of Directors may:

- a. Order a special audit of the records and finances of the Association by a certified or registered public accountant.
- b. By a majority vote, refuse admission to any applicant for membership in the Association.
- c. By a majority vote, and in accordance with Section 4 of Article III of the Bylaws terminate the membership of any member of the Association.
- d. By majority vote, set the amount of dues or assessments to be paid by Members of the Association.

Section 4. Tenure

1. New members of the Board will be installed at the first meeting of the Board of Directors after the Annual General Conference.
2. The service term for an elected member is two years.

Section 5. Termination of Tenure

1. Membership on the Board of Directors is terminated by:
 - a. Written resignation; or,
 - b. Missing two consecutive Board of Directors meetings, unless excused by the President.
2. A member of the Board of Directors may be removed from the Board by a two-thirds vote of the Board of Directors. Termination of tenure occurs when a member of the Board of Directors selected to an office of the Association vacates his or her original seat on the Board of Directors.

Section 6. Meetings

1. At least three meetings of the Board of Directors will be convened between each Annual Conference of the Association, including one immediately preceding the Conference. Meetings will be attended in person or remotely by council officers, representatives, and committee chairs. The Board will make every effort to provide an option for remote, virtual, or telephonic appearance. Proxy representatives are allowed. Any member of the Association is welcome at the meetings as an observer.
2. In the event of a time –sensitive matter between meetings that requires timely decision by the Board of Directors, the matter will be presented to the Board of Directors digitally, through e-mail or a similar method. At least three standard business days will be allotted for Board members to consider the matter, offer discussion, or pose questions prior to registering their vote. Non-contact by Council members will result in forfeiture of vote on motion item. At a meeting, a quorum may

be established either by Board members attending in person or attending remotely. Motions will be tabled if a quorum is not met by these measures. Virtual voting may be presented for simple resolutions or as posed by the President.

ARTICLE VI—COMMITTEES

Section 1. Standing Committees

1. The Standing Committees of the Association are as follows:

- a. Finance Committee
- b. Bylaws Committee
- c. Resolutions and Legislation Awards Committee
- d. Scholarship Committee
- e. Nominations Committee

Section 2. Special Committees

Special Committee and Commissions of the Association are authorized as required.

Section 3. Duties and Powers of a Standing Committee

1. The Finance Committee shall:

- a. Receive direction from the President and/or the Board of Directors regarding financial matters.
- b. Accept, in the name of the Association, donations and bequests.
- c. Review the annual budget of the Association as developed by the Executive Director, revise, amend, or modify it as desired, recommend its adoption by the Board of Directors, and provide an annual report to the Association at the Conference; and,
- d. Develop and recommend to the Board of Directors fiscal policies for the Association in properly conducting the business sessions.

2. The Bylaws Committee shall:

- a. Periodically, but at least annually, review the Articles of Incorporation and Bylaws for any revisions, amendments, or modifications that may be desired and recommend their adoption by the Board of Directors; and,
- b. Develop and present to the Board of Directors answers to questions submitted to the Committee for interpretation of the meaning and the effect of the Articles and Bylaws.

3. The Committee on Resolutions and Legislation shall:

- a. Be chaired by an appointee of the President.
- b. Consist of three subcommittees for Federal Legislation, State Legislation, and Resolutions, each with a subcommittee co-chair for Army and Air.
- c. Receive direction from the President and/or the Board of Directors with regards to appropriate areas of study, inquiry, or action relative to proposed or existing legislation, particularly those affecting the interests of the U.S. Armed Forces, the National Guard, the National Guard Association of the United States, and this Association; or subject matter which might properly be addressed by resolution, particularly that affecting the National Guard;
- d. Report to the Board of Directors the status of legislation and, for approval, the Committee's recommendations for any action which might be appropriate for the association to take with regards to said legislation; and those resolutions which the

Committee recommends for presentation and adoption by the Annual Conference of this Association; and,

- e. Coordinate initiatives and activities with the Adjutant General of New Mexico.

4. The Awards Committee shall:

- a. Receive direction from the President and/or the Board of Directors regarding the subject of awards.
- b. Make recommendations to the Board of Directors regarding the creation of various awards which would be consistent with and further the purposes of the Association.
- c. Make recommendations to the Board of Directors regarding policies and procedures for selection of appropriate recipients for awards, to include NMNGA awards and NGAUS awards; and,

Carry out the direction of the Board of Directors regarding the implementation of award programs in existence and administered by the Association.

5. The Scholarship Committee shall:

- a. Receive direction from the President and/or the Board of Directors regarding the subject of scholarships.
- b. Make recommendations to the Board of Directors regarding the creation of various scholarships which would be consistent with and further the purposes of the Association.
- c. Make recommendations to the Board of Directors regarding policies and procedures for the selection of appropriate recipients for scholarships; and,
- d. Carry out the direction of the Board of Directors regarding the implementation of scholarship programs in existence and administered by the Association.

6. The Nominations Committee shall:

- a. Be chaired by the Immediate Past-President.
- b. Prepare a slate of nominations consisting of the name of at least one current member to the Association for each office required to be filled at the Conference; and,
- c. Report the slate of nominations to the Conference when directed.

ARTICLE VII—STAFFING OF NMNGA OFFICE

Section 1. Executive Director

1. The Executive Director shall be selected and employed by the Board of Directors. An applicant for the position of Executive Director must be a member in good standing of the Association prior to the submission of his or her application.
2. Service shall be on a contractual basis for a term not to exceed five years. The Executive Director will have a written contract starting with a one-year term. The contract may be renewed for up to two additional two-year terms as determined by the Board of Directors. The contract may be changed, forfeited, and/or renewed to meet the needs and demands of the Association.
3. The Executive Director's salary shall be determined by a majority vote of the Board of Directors.
4. Duties
 - a. Direct the operation of the Association office and any employees.
 - b. Organize the Association office as may be required.

- c. Incur and authorize such incidental expenses as may be necessary in the direction and operations of the affairs of the Association, its employees, and its office.
- d. Employ such personnel within the approved budget for and on behalf of the Association as in the judgment of the Board of Directors are required. Retain such other professional counsel, consultants, or advisors as may be required and as are authorized by the Board of Directors. Prescribe the duties to be performed by other professional counsel, consultants, or advisors employed or retained on behalf of the Association.
- e. Subject to the approval of the Board of Directors, fix the rate of and amount of salary and compensation and allowances to be paid to all employees of the Association and the rate of and amount of fee or compensation and allowances to be paid to other professional counsel and consultants or advisors retained for or on behalf of the Association.
- f. Manage and direct the New Mexico National Guard Association Life Insurance Program.
- g. Perform all other duties and functions as may be defined from time to time by the Board of Directors.
- h. Manage the Association website and other communications to members of the Association.

ARTICLE VIII—WAR OR NATIONAL EMERGENCY

Section 1. When Article Invoked

This article may be invoked by majority vote of the Board of Directors of the Association in the event of war or national emergency.

Section 2. Tenure and Filling Vacancies

On and after the date of invocation of this article:

- a. The Board of Directors may, by a two-thirds vote, remove an officer unable to fulfill his duties due to war or national emergency.
- b. If the office of President is vacant, the Board of Directors, by majority vote, shall elect from its membership a successor President; and,
- c. The Board of Directors may, by two-thirds vote, suspend the operation of any provision of Article VI and/or Article IX of the By-Laws.

ARTICLE IX—CONFERENCES

A Conference of the Association shall be convened annually. The Conference shall include lectures, panel discussions, and seminars that advance the professional development and awareness of those in attendance. The Conference may address other business and agenda items as provided in these Bylaws. The Conference shall be the “annual meeting of the members” as that term is used in the New Mexico Nonprofit Corporation Act.

ARTICLE X—VOTING

Section 1. General

1. Except as otherwise provided by these Bylaws, the method of voting:
 - a. During Annual Conferences of the Association is determined by the presiding officer or chairman thereof; and,
 - b. By a Standing Committee, Special Committee, Commission or the Board of Directors of the Association is determined by the chairman or presiding member thereof.

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Section 2. Annual Conference

1. The voting body consists of each Active Member or Retired Life Member who is in good standing.
2. Each member of the voting body is allowed one vote on each matter acted upon by the Conference, but only when that member (a) attends the Annual Conference in person, or (b) assigns his or her proxy to vote to another member of the voting body who attends the Annual Conference in person, provided such proxy is in writing and signed by the member granting proxy within 30 days of the meeting of members. A digital impression of a signature shall constitute a signature under this provision.
3. At least ten (10) Active Members and/or Life Members personally present at the Annual Conference as established by the Board of directors will constitute a quorum for any matter required to be acted upon by the Conference, or for any other purpose not involving the Conference requiring a quorum of members.

ARTICLE XI—FISCAL

Section 1. General

The fiscal year of the Association commences on 1 January and ends on 31 December.

Section 2. Dues

1. The amount of any dues required for Association membership are established by the Board of Directors. The Board has the power to modify dues annually by a majority vote of the Directors present at any meeting of Directors where there is a quorum.
2. Annual dues are due and payable on or before 31 March of each year.
3. An annual membership is effective on 1 January. If dues are not paid by 1 February, membership status is lost; however, an individual who initially qualified for annual membership in the Association on or after 1 January of any year may, upon payment of annual dues, be issued an annual membership immediately.
4. For purpose of determining dues, a person's grade is defined as the grade held on 31 December of the previous year.

Section 3. Audit

The Finance Committee will review financial records every year and render a report to the Board of Directors. A certified or registered public accountant will audit the records at least once every five years and provide a report to the Board of Directors. The Board of Directors will, in turn, report to the membership at the Annual Conference. The President and the Board of Directors are responsible to the membership of the Association that this occurs.

Section 4. Funds

Funds of the Association shall be:

- a. Deposited in the name of the Association in a bank or banks, or similar institution (such as a credit union) designated by the Board of Directors.
- b. Separated into such accounts as the Board of Directors may direct.
- c. Expended, without further authority from the Board of Directors, in support of the approved annual budget.

- d. Invested and reinvested in accordance with the purpose of the Association as the Board of Directors may direct.
- e. Used to promote the purposes of the Association; and,
- f. The President will appoint in writing the appropriate personnel for whom will have signature authority of funds.

Section 5. Expenditures

Bills, claims, and expenditures of the Association shall be:

- a. Certified at least annually (or more often as needed) by the President, Treasurer or Executive Director of the Association; and,
- b. Paid by check or with debit card drawn on the funds of the Association and executed by the Executive Director, President, or Chair of the Finance Committee.

Section 6. Property

Personal or real property acquired by the Association shall be held in the name of the Association, and under the control and direction of the Board of Directors.

Section 7. Contracts

Contracts shall be executed in the name of the Association and signed by:

- a. The President of the Association; and,
- b. At least one of following: the Executive Director, the Vice President Army, or the Vice President Air of the Association.

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ARTICLE XII—SUSPENSION AND CONFLICTS

Section 1. Suspension

Whenever Article VIII of the Bylaws of the Association is invoked, any provision of Article VI and/or Article IX of the Bylaws may be suspended as provided therein.

Section 2. Conflicts

Whenever Article VIII of the By-Laws of the Association is invoked, that article shall take precedence over any conflicting provision in the Bylaws of the Association, except as may be otherwise provided in the Bylaws.

ARTICLE XIII—AMENDMENTS

Section 1. By Majority Vote by Board of Directors

Per statutory requirements, the initial Bylaws of the Association shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws, or adopt new Bylaws, shall be vested in the Board of Directors by majority vote at any meeting of Directors where a quorum is present. Members who wish to propose amendments or alterations should submit such alterations to the Board of Directors in such manner as the Board may later establish. The Board will make reasonable and good faith efforts to inform members of any proposed amendments or alterations to the Bylaws at least 60 days prior to any vote by the Board of Directors. The Board will in good faith accept member feedback on any proposed alteration or amendment. All alterations or amendments, as well as the initial Bylaws, shall be endorsed by two officers of the Association.

Section 2. Effective Date

Unless otherwise provided, an amendment of the Bylaws shall be effective upon the adjournment of the Board of Directors meeting which adopted it. The amendment of the Articles of Incorporation shall be effective as provided by law.

ARTICLE XIV—RULES OF ORDER

Section 1. Order of Business

Except as modified in the Articles and Bylaws of the Association, the order of business shall be:

- a. As established in Robert’s Rules of Order, Revised; and,
- b. Arranged by the President of the Association for each Annual Conference. 1

Section 2. Parliamentary Authority

The Rules contained in Robert’s Rules of Order, Revised, shall govern the Association in all cases to which they are applicable, except when modified by:

- a. The Articles or Bylaws of the Association; or,
- b. Standing Rules or Special Rules established by the Board of Directors.

Section 3. Rules

At an Annual Conference or Special Conference of the Association:

- a. Each proposed state-level resolution (which, if approved, shall become a national resolution) will be submitted in writing no later than 30 days prior to the Annual Conference.
- b. The Committee on Resolutions will review the submission for completeness and then will ensure the resolutions are added to the agenda for the state conference and uploaded to the association website for review by members of the association.

Section 4. Resolutions

1. Resolutions shall be a statement of the policy of the Association for implementation by the Board of Directors.
2. All resolutions adopted by an Annual or Special Conference shall be effective for one year or until the next Annual Conference.
3. A compilation of resolutions shall be maintained by the Secretary of the Association.

[BH2]

[BH3]**Board of Directors Signatures**

1

[BH1]This refers to proxy voting by members of the Board. You have a prior clause that allows it, so if you want to allow this, then this clause should be removed. The NM Nonprofit Corporation Act appears to be silent on the issue of proxy voting for Board members, so I think you could allow it if you want.

[BH2]This is not an entirely accurate statement of law.

Per NMSA 1978, Section 53-8-12(A), the initial bylaws must “be adopted by its board of directors.” There are several ways to do this. I recommend at least a vote, then record that vote in meeting minutes that are then endorsed by the secretary or whomever is making the minutes. You can also have all the directors, or at least a majority, sign the document itself, which is good, but this is not a strictly necessary statutory requirement.

THEN, per Section 53-8-12(B), two authorized officers of the corporation need to endorse or sign these bylaws.

[BH3]This is not an accurate statement of law. I apologize for my ineffective communication.

Under NMSA 1978, Section 53-8-12(A), the initial bylaws need to be “adopted” by the Board. This can happen in several different ways. Having every member of the Board sign it is one way. Another, maybe less cumbersome, way is to adopt the bylaws by vote at a meeting, record that vote in minutes, and have your secretary or someone endorse the minutes.

Once the Bylaws are adopted, then, per Section 53-8-12(B) two OFFICERS need to sign or endorse the Bylaws. I recognize, in your organization, some officers are board members, but this is an important distinction—not just any two Board members can sign this. The WHOLE board adopts, and two officers sign.