

Bylaws New Mexico New Deal Preservation Association

NEW MEXICO NEW DEAL PRESERVATION ASSOCIATION BYLAWS

Approved August 26, 2014

ARTICLE I. NAME

The name of this non-profit corporation shall be the New Mexico New Deal Preservation Association--hereinafter the NNDPA-NM).

ARTICLE II. OFFICES

The principal office of the Association shall be established and maintained at 2202 Vela St., the City of Santa Fe, in the County of Santa Fe, in the State of New Mexico.

ARTICLE III. PURPOSE

The purpose for which the NM Chapter of NNDP Association is organized and will operate exclusively for charitable and educational purposes as described under Code Section 501-c-3. Primarily the organization seeks to provide educational programs and activities in support of New Deal works, their identification and preservation as well as programs which support and understanding of the New Deal.

ARTICLE IV. MISSION

The Mission of the NM Chapter Association is to identify, document and preserve the New Deal 's visual and performing arts, literature, crafts, structures and environmental projects and to educate people about these important legacies.

ARTICLE V. MEMBERS

Membership: Membership in the Association shall be open to all individuals 18 years of age or older, and to representatives of agencies, organizations, businesses and clubs in sympathy with its purposes on a non-discriminatory basis. Members shall have the right to participate in all activities of the Association.

Membership Types: Individual, Family, Group/ Affiliate, Honorary.

Membership Dues: All members of NNDPA-NM are expected to pay the National dues of \$35 (Individual) and NM Chapter dues will be Individual dues shall be Twenty-five dollars (\$25) per calendar year. Family dues shall be Sixty dollars (\$60) per calendar year. Group/Affiliate dues (national organizations, governmental agencies and business groups) shall be one hundred (\$100) per calendar year if their members total 1-50 or One Hundred Fifty Dollars (\$150) if their membership is more than 50 persons. Honorary membership for which there shall be no dues, may be bestowed on those who have been so designated by the Board of Directors.

State Chapters: The National Association encourages the creation of affiliated state chapters and shall provide assistance whenever possible to accomplish this goal. The Association shall establish guidelines for the operation of such chapters. Each chapter will submit a request to the Association to be chartered under the NNDPA auspices. If Board approves, NNDPA will provide the chapter with their first charter, renewable annually after submission of chapter program and financial reports.

Chapters can establish their own dues structure, but each member of the Chapter will be expected to pay the National dues of \$35 in addition to their Chapter dues. The Association collects dues for both national and Chapters allocating the Chapter its portion.

ARTICLE VI. ANNUAL MEETING OF MEMBERSHIP

Meeting Date and Agenda: There shall be an Annual Meeting of the membership to be held in the fourth quarter of each year. The time and place of the meeting shall be determined by the Board. At least two (2) weeks prior to the meeting, the Executive Director shall cause to be mailed (email/regular mail) to every member in good standing as they appear on the membership roll of the Association a notice stating the date, time and place of the Annual Meeting, the agenda and a ballot for voting for the Board of Directors (hereinafter, Board) if appropriate. Members should submit any additional agenda items they desire prior to the time of the meeting. Meetings shall be conducted via telephone conference calls or other means of teleconferencing, unless a face to face meeting of at least a quorum of the Association is possible and majority of the Board or of the Association deems a face to face meeting to be necessary.

A membership roll showing the list of members as of the record date, certified by the Secretary of the Association, shall be produced at any meeting of members upon the request of any member who has given written notice to the Association. Such request will be made at least ten (10) days prior to such meeting.

Special Meetings of the Association may be called by the Board. The Executive Director shall cause a notice of such meeting to be mailed/emailed to all members, at their addresses as they appear on the membership roll, at least two weeks before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting. Meeting shall be conducted via telephone conference calls or other means of teleconferencing, unless a face to face meeting of at least a quorum of the Association is possible and a majority of the Board or of the Association deems a face to face meeting to be necessary.

Elections and Quorum: Each individual member shall have one (1) vote. Group members will be allowed two voting members per group. Election of Board

members shall be held at the Annual Meeting if needed. A quorum will consist of a simple majority plus one.

ARTICLE VII. THE GOVERNING BODY

Board Membership: The Association shall be managed by the Board which shall consist of no fewer than five (5) and no more than seventeen (17) members selected from the membership and including the immediate past president. There shall be staggered terms of three years each, with the terms of no more than one third plus one of the members expiring at the end of their respective three years. Each term may be extended at the election and discretion of the Board. The number of Board members may be increased or decreased by a two-thirds vote of the Board. No decrease in number of Board members shall shorten the term of any incumbent Board member. All paid up members of the Association in good standing, shall be eligible to become Board members of the Association. Ex-Officio members selected by the Executive Director and Board shall serve in an advisory capacity without a vote.

Quorum: A majority of the Board then in office will constitute a quorum at Board Meetings. A quorum once attained continues until adjournment despite a voluntary withdrawal of Board members which leaves less than a quorum. The Board members will act only as a Board with each member having one vote.

Board Member Responsibilities: All Board members will be expected to attend and participate in all board meetings. Each board member will serve by accepting the responsibility for chairing and/or serving on at least one committee. Board members shall serve until their successor has been qualified and elected. Each Board member must attend the Annual Meeting.

Removal : If a Board member is absent for three consecutive meetings without advance notification and or good reason, he/she shall forfeit his/her place on the Board. Likewise a Board member may be removed with or without assignment of cause by the vote of at least two-thirds of the entire Board whenever, in its judgment, the best interests of the Association may be served thereby. But such removal shall be without prejudice, if any, to the person so removed.

Resignations: Any Board member may resign at any time by giving written notice to the Executive Director and Board. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Vacancies: In the event a vacancy occurs on the Board, the balance of that term will be filled by a new member, selected by the Executive Director and approved by the Board. That individual will fill the vacancy on the Board for the remainder of the term of that position and can then choose to be re-elected or retire from the position.

Board Meetings: Meetings will be conducted via telephone conference calls or other means of teleconferencing, unless a face to face meeting of at least a quorum of the board is possible and a majority of the board deems a face to face meeting to be necessary. They will be held monthly alternating between full Board calls and Executive Board calls. Date and times will be called by the Executive Director with the approval of the Board President. Special Board meetings may be called by the President or Executive Director at any time with either written or telephonic communication to all Board Members giving at least twenty-four (24) notice.

Non-Board members may attend board meetings as observers. Notification of presentations made by non-Board members must be given in writing to the President and Executive Director prior to the meetings.

The Advisory Board: All Association members who express a willingness to serve in an advisory capacity but cannot serve on the Association's Board will constitute the membership of the Advisory Board. Their duties will be to serve as experts in areas in which they are proficient and to advise the Board, the President and Executive Director about programs and policies pertinent to the operation of the Association. Their attendance at Board meetings is welcomed. If desired, the President of the Board can designate the Past President to be the Chairman of the Advisory Board.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Slating Officers: Sixty (60) days prior to the Annual Meeting, the Nominating Committee shall meet or communicate by mail, email, and/or telephone, for the purpose of preparing the slate of candidates for office.

Consent: Consent of any candidate must be secured before the nominee's name may be placed in nomination.

Write -In Votes: There shall be a place on the ballot for write-in votes for those not included in the slate.

Timing: Elections will take place at the Annual Meeting of the Board and each Board member shall have one (1) vote. Ballots shall be sent by mail, email or fax to all members of the Association at least 10 days prior to the date of the election. In order to be counted, such ballots must be received by the Executive Director on or before the date of the Annual Meeting or cast in person at the Annual Meeting.

ARTICLE IX. BOARD OFFICERS

The Officers of the Board will be President, Vice-President, Secretary and Treasurer and such other officers as the Board may decide.

The President shall be elected from the Board membership and will serve one three-year term and may be elected to serve one additional three-year term. The President and Executive Director will conduct meetings for which he/she will prepare an agenda, oversee all financial operations, monitor all Committees and make recommendations to the Board, prepare and present quarterly reports and have signatory authority to sign all outgoing payments.

The Vice President shall be elected by the Board, serve a three-year term and may be elected to serve one additional three-year term. This officer will assume the President's duties and responsibilities if the President is not present or steps down from the Presidency until such time as the Board elects a new President. The Vice President shall have signatory authority of the Association's financial accounts if necessary. The Vice President will serve on the Executive Committee and carry out additional duties as Board shall determine.

The Secretary shall be elected by the Board and serve a three- year term and may be elected to serve one additional three-year term. This Officer will prepare minutes of meetings for Board approval. The Secretary shall be the custodian of the Association's records. This Officer may assist the Executive Director with the annual filings with the Corporation Commission of the state in which the Association conducts its business.

The Treasurer shall be elected by the Board and serve a three-year term and may be elected to serve one additional three-year term. As such, this officer will serve as the Chief Financial Officer (CFO) of the Association and serve as Chairman of the Finance Committee. This officer will be responsible for receipt and disbursement of all funds of the Association and shall have custody of the Association's funds and securities. The signature of the Treasurer is one of the Officers required for the withdrawal of funds. Any required second signature shall be that of the President, Vice President, and Executive Director. The Treasurer shall maintain the Association's financial records and make payments upon the order of the Board, and shall present financial reports at the regular meetings of the Board, and an Annual report at the end of the Fiscal Year. This officer shall keep full and accurate accounts of receipts and disbursements and shall deposit all Association monies and other valuable effects in the name, and to the credit of the Association in the depository or depositories of the Association, and shall render an account of her/his transactions as Treasurer and of the financial condition of the Association to the Board upon request. It shall be the responsibility of the Treasurer to have an independent audit of the books as soon as possible following the end of the Fiscal Year.

Qualification and Number: The Officers of the Board will be elected by the entire Board and those elected officers shall have served a minimum of one year on the Board prior to assuming office. The number of Board members may be increased or decreased by a two-thirds vote of the Board. No decrease in number of Board members shall shorten the term of any incumbent Board Member. All members of the Association in good standing shall be eligible to become Board members of the Association.

Terms: The Officers shall be elected by the Board annually and shall serve for two consecutive three year terms or until their successors are elected and qualified. A Board Officer can be off the Board for one year before being re-elected to the Board.

Elections shall be held at the next Regular meeting of the Board following the Annual Meeting of the general membership.

Delegation of Duties: Whenever an Office is absent, or whenever, for any reason, the Board may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or member of the Board. If necessary, one Officer may hold more than one office, except the Treasurer position.

Resignations/Vacancies: A vacancy that occurs in any office shall be filled by a two-thirds vote of the Board.

ARTICLE X. COMMITTEES OF THE BOARD

All committees shall be appointed by the Board President, with the approval of the Board. Each committee shall consist of a Board member as Chair and an alternate. Additional members from the active membership and the Advisory Board may be called upon to serve on committees.

Executive Committee: The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer and an At-Large representative of the Board. The President or the Executive Director shall be the Chair of this committee. The Executive Committee shall meet to consider matters of a nature which cannot wait for action until the next meeting of the entire Board, and shall have power to act in regard to such matters. The Executive Committee may meet on alternating months from the designated meetings of the entire Board to conduct necessary business. The Executive Committee may meet at any time to discuss the prospective agenda for the Annual Meeting or Regular or Special Meetings of the Board or to discuss and subsequently make recommendations on any matter to the Board. Notice of formal actions taken by the Executive Committee shall be provided by the Executive Director to all Board members following that meeting or at the next meeting of the Board. A simple majority of the Executive Committee shall constitute a quorum.

Chairpersons of Standing Committees shall be appointed by the President within a reasonable time after the Annual Meeting and may consist of the following standing committees: By Laws Committee, Finance Committee and Membership Committee. Other ad hoc committees such as Nomination Committee, Program/Outreach Committee and Public Relations Committee and others can be created as the Board shall designate. These committees will consist of at least three Board members and cannot expend funds or set policy for the organization. Any action of a committee will be subject to revision by the Board although no rights of third parties will be affected by any such revision. The designation and appointment of any committee or the delegation thereto of authority will not relieve the Board, or any individual Board member of any responsibility imposed upon the Board or one of its members.

The ByLaws Committee shall be a Standing Committee appointed by the President to ensure that the guidelines of the Association and its Board are being followed. It

will further be responsible for reviewing and recommending changes or additions to the By Laws in order to insure the organization is functioning in a legal and appropriate manner.

The Finance Committee shall be a Standing Committee with the Treasurer of the Board being the Chairman of this committee. This committee will be responsible for oversight of the Association's financial activities and make recommendations to the entire Board regarding these activities including annual tax reporting, fundraising events, membership dues and other financial matters including delegation of authority to non-Board members for such tasks as grant writing.

The Membership Committee shall be a Standing Committee appointed by the Board President responsible for encouraging participation in the Association's organization. The Membership Committee Chair shall be responsible for keeping the Association's membership records and files and sending renewal forms with the help of the staff.

The Nominating Committee shall be an ad hoc committee to be composed of three (3) Board members, appointed by the Board President two months prior to the Annual Meeting of the general membership. The committee shall submit a list of names to the Board at least one month prior to the Annual Meeting. It shall provide ballots to elect Board Members at the Annual Meeting. Nominations may also be made from the floor at the Annual Meeting. This committee shall also provide a slate of Board officers to be considered for election at the Annual Meeting or at the first regular meeting of the Board following the Annual Meeting.

ARTICLE XI. EXECUTIVE DIRECTOR

The Executive Director shall serve at the pleasure of the Board and that individual will be responsible for the conduct of the Association's business within the prescribed policies of the Board. The individual will be the Chief Administrative Officer and will, in accord with Board policies and under the Board's direction, manage the activities of the Association. The Executive Director is responsible for the daily operations of the National Association and de facto also the NNDPA-NM Chapter and is responsible for calling meetings, setting event dates and corresponding/networking with other states on activities related to the New Deal. He/She will have signatory authority on all the Association accounts and direct staff and volunteers regarding activities as needed for the functioning of the Association and work closely with all Board Members and Board Committees. The Executive Director will have no voting privileges on actions taken by the Board.

ARTICLE XII. ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board or the Executive Committee may be taken without a meeting if a consent in writing setting

forth the action so taken is signed by all of the Board entitled to vote with respect to the subject matter thereof or by all of the Executive Committee members as the case may be.

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given to any Board member, a Waiver thereof in writing signed by the person entitled to the notice is equivalent to the giving of the notice. The attendance of a Board member in person at a meeting constitutes a waiver of notice of the meeting except when attendance is for the sole purpose of objecting because the meeting is not lawfully called or convened.

ARTICLE XIV. INDEMNIFICATION

The Association shall indemnify any Board member, officer, or former Board member or officer of the Association, through an insurance vehicle, against all expenses actually and reasonably incurred by her/him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a Board member or officer, except in relation to matters as to which he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be exclusive of any other indemnification provided for in the Articles of Incorporation or any Bylaw, by resolution or otherwise. The Association shall be authorized to purchase insurance or other similar device for the purpose of such indemnification.

ARTICLE XV. FINANCE

Dues: Each member's annual dues shall be payable at the beginning of each Fiscal Year. The Membership Committee Chair shall assure that a reminder of membership renewal is sent to each person who is a member or has expressed interest in becoming a member.

Fiscal Year: The Fiscal Year of the Association shall be January 1 through December 31.

Accounts: The NNDPA-NM shall keep correct and complete books and records of accounts and shall keep minutes of proceedings of the Board and any committee having any of the authority of the Board. All such books and records shall be kept at the principal office of the Association unless the Board, by resolution, determines otherwise, subject to any requirements of law. Any member or her/his agent or attorney may inspect all books and records of the Corporation for any proper purpose at any reasonable time.

Funds, Borrowing and Bonding: The FDIC depository for corporate funds, the persons entitled to draw against these funds, the persons entitled to borrow on

behalf of the NNDPA-NM, and the manner of accomplishing these matters will be determined by the Board. The Treasurer may be bonded.

Auditing and Reports: An Annual Report of the affairs of the NNDPA-NM for the previous Fiscal Year shall be submitted to the Board at each Annual Meeting and filed with the Secretary of the NNDPA-NM. The books and records of the Corporation shall be reviewed by an independent certified public accountant at the expense of the Corporation.

Checks and Endorsement: All checks and drafts upon the funds or credit of the Association in any of its depositories shall be signed by either the President, Treasurer or Executive Director. Two signatures are required for any amount over one thousand dollars (\$1,000.00) and no checks shall be made payable to cash. All checks, notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Association shall be, for the purpose of deposit, discount or collection, endorsed by one of the above named officers in this section.

Compensation and Pecuniary Benefit: No Board Member or Officer will receive directly, or indirectly any income, profit, compensation or pecuniary benefit from the NNDPA-NM except that the NNDPA-NM may reimburse them from their funds upon proper documentation for expenses incurred on behalf of the Association, and may reasonably compensate them for services rendered in furtherance of the Association purposes.

Prohibition Against Loans. The NNDPA-NM shall not make loans to any member of the Association outside the organization.

Gifts: The Board may accept on behalf of the NNDPA-NM any contribution, gift, bequest, or devise for the general purpose or of any special purpose of the Association.

ARTICLE XVI. NON-PROFIT TAX PROVISIONS

Limitations on Activities. No substantial part of the activities of the NNDPA-NM shall involve the carrying on of lobbying or otherwise attempt to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and the NNDPA-NM shall not participate in, or intervene in (including the publishing or distribution of statement(s) in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these By-Laws, the NNDPA-NM shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 1170 (c)(2) of the Internal Revenue Code.

ARTICLE XVII. CONFLICT OF INTEREST

No Board member may participate in any decision making process when said person or member of his/her immediate family, or any party, group or organization to which said person has allegiance, and/or may have an interest that may be seen as competing with the interests or concerns of the NNDPA-NM. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Executive Committee, excluding the person(s) who may have the possible conflict.

ARTICLE XVIII. PARLIMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the proceedings in all cases not provided for in the By-Laws.

ARTICLE XIX. AMENDMENTS

The By-Laws may be amended at any regular or special meeting of the Board by an affirmative vote of two-thirds of the entire membership of the Board. The proposed amendment shall be given to each member at least two (2) weeks prior to the meeting.

ARTICLE XX. DISSOLUTION

The NNDPA-NM may be dissolved with approval of two-thirds of the total voting members at a Special Meeting called for the specific purpose of dissolving the Chapter of NNDPA. In the event of dissolution, the Board shall, after payment of all outstanding liabilities of the NNDPA-NM dispose of the remaining funds to the National New Deal Preservation Association, as shall be wholly within the limitations of the provision of Section 501(c) (3) of the Internal Revenue Code or any applicable corresponding section of the law.

No Board member or Officer will receive at any time any of the net earnings of the NNDPAONM, or share in any of the Chapter's assets upon dissolution of the Association.

ARTICLE XXI. CONSTRUCTION AND TERMS

If there is any conflict between the provision of these By-Laws and the Articles of Incorporation of the NNDPA-NM, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding. All references in these By-Laws to the Articles of Incorporation shall be filed with the Secretary of this State of New Mexico and used to establish the legal existence of the NNDPA-NM. All references in these By-Laws to a section or sections of the Internal Revenue Code shall be to such

sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provision of any future Federal Tax Code.

ARTICLE XXII. MISCELLANEOUS

The headings throughout these By-laws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.

ARTICLE XXIII. OFFICERS' CERTIFICATE

We certify the forgoing to be a true copy of the By-Laws of the New Mexico Chapter of the National New Deal Preservation Association adopted on August 26, 2014.
President: Harvey Smith Secretary: Christopher Breiseth
Proposed draft by Michael Ticktin, Jan Marfyak and Kathy Flynn August 5, 2014