

# **Bylaws of**

## **Friends of El Camino Real Historic Trail Site**

A nonprofit corporation incorporated under  
the laws of the State of New Mexico

Revised February 28, 2015



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## **Article I**

### **Name, Purpose, Effect of Bylaws**

- Section 1. **Name.** The name of the organization shall be **Friends of El Camino Real Historic Trail Site**, hereinafter referred to as the Friends. The former name, **El Camino Real International Heritage Center Foundation**, has been changed to conform to New Mexico State law governing State Historic Sites and the stated purpose of the organization.
- Section 2. **Purpose.** The purpose of the Friends is to promote the activities of El Camino Real Historic Trail Site, hereinafter referred to as El Camino, and to support its educational efforts. The Friends is exclusively charitable and educational within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code.
- Section 3. **Effect of Bylaws.** These bylaws represent the revised bylaws of the Friends. No prior bylaws shall be deemed to have survived these bylaws.

## **Article II**

### **Membership and Dues**

- Section 1. **Membership.** Membership is open to all persons and organizations interested in the purposes of the Friends. The classes of membership are Individual, Senior/Student, Family, and Business/Sponsor. Honorary Lifetime Membership may be granted to deserving parties by a majority vote of the Board at any regular meeting of the Board.
- Section 2. **Dues.** Membership dues shall be established and modified by the Board of Directors, hereinafter referred to as the Board, at any regular meeting of the Board. The membership year shall be the calendar year, with annual dues payable each January 1. Members who have not paid for renewal by March 1 of the current year shall be dropped from the membership. Nonpaying members may be reinstated without penalty by paying dues for the current year. Dues paid after July 1 will be discounted by five dollars (\$5.00) for that year.

## **Article III**

### **Board of Directors**

- Section 1. **Qualifications.** Any person who has an interest in and commitment to the purposes, programs, and objectives of the Friends and who is a member in good standing may be considered for a position on the Board.

- Section 2. **General Powers.** The Board shall conduct the business and affairs of the Friends, subject only to general direction and specific actions by regular and special membership meetings.
- Section 3. **Active Participation.** Each member of the Board shall work for the general good of the Friends and shall participate actively in Board meetings and membership meetings.
- Section 4. **Terms of Office.** The term of office for Board members shall be two (2) years. No member of the Board may be elected for more than two full, consecutive terms in the same position. Upon expiration of a term of office, if a new incumbent has not been elected, an officer or director shall continue in office until a successor has been elected or appointed. The Board will be organized such that the terms of approximately half of the Board are on alternate years.
- Section 5. **Election.** All officers shall be elected for a two (2) year term by Friends members in good standing with, if possible, at least two nominees for each position, as determined by the Nominating Committee. The list of candidates shall be mailed to the members no later than ten (10) days in advance of each annual membership meeting. Additional nominations may be made from the floor at the meeting. If there are at least two nominees for any office, election for that office shall be by show of hands or a secret ballot if requested by any nominee for that office. If there is only one nominee for any office, election for that office may be by acclamation. The elected officers shall assume their offices immediately upon election.
- Section 6. **Resignation.** An officer or director may resign at any time by giving a written notice to the President of the Board.
- Section 7. **Removal.** Any officer or director may be removed by the Board whenever the Board judges that the best interests of the Friends would be served thereby. Board action in such cases requires a two-thirds majority of Board members present and voting.
- Section 8. **Absence from Meetings.** Any director who fails to attend in person two (2) consecutive meetings and who prior to these meetings fails to notify the President of the reasons for his or her absence, shall be deemed to have resigned his or her directorship. The Board may then fill the vacancy in accordance with these bylaws.
- Section 9. **Succession of Officers.** If for any reason the President is unable to serve in that capacity, then the Vice President shall immediately fill the office of President, and the Board shall then elect a new Vice President in accordance with these bylaws, who will serve until the end of the former officer's term.

Section 10. **Vacancies.** Vacancies in offices other than President shall be filled by a special election held at the first meeting of the Board for which notice of a special election was included on the agenda. Election shall be by a majority of the quorum present.

Section 11. **Compensation.** Officers or directors shall not receive any compensation for their service; however, by resolution of the Board, they may be reimbursed for expenses incurred in connection with performance of Friends business. No part of the net earnings of the Friends shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons.

Section 12. **Composition and Duties.** The Board shall be composed of four (4) officers and three (3) to five (5) directors. The officers shall be President, Vice President, Secretary, and Treasurer. All officers and directors shall be Friends members in good standing, without regard to residence or citizenship. A quorum shall consist of a majority of Board members. Each Board member (officers and directors) shall have one (1) vote. No proxy voting shall be allowed.

A. President. The President may also be referred to as the Chairperson and shall serve a two (2) year term. The President shall preside at all meetings of the Board and shall be a non-voting member of all committees of the Board. Unless otherwise delegated by the Board, the President shall supervise and control all the affairs of the Friends.

B. Vice President. The Vice President shall serve a two (2) year term. In the absence of the President or in the event of the President's inability to act, the Vice President shall perform the duties of the President, and when acting in that capacity shall have all of the powers and be subject to all of the restrictions of the President. The Vice President shall perform such other duties as may be assigned from time to time by the President of the Board.

C. Secretary. The Secretary shall serve a two (2) year term. The Secretary or his or her designee shall mail all notices of meetings. The Secretary or the Secretary's designee shall keep all of the minutes of all meetings of the Board and shall perform all duties incidental to the office of the Secretary. The Secretary or the Secretary's designee will also be required to provide a copy of the minutes to each member at least seven (7) days prior to the next meeting for review. Those minutes should be amended and approved at the meeting.

The Secretary or the Secretary's designee shall have charge of the Friends' books, documents, and papers, unless the Board determines otherwise.

D. Treasurer. The Treasurer shall serve a two (2) year term. The Treasurer or his or her designee shall have responsibility for corporate funds and securities. The Treasurer or the Treasurer's designee shall keep full and accurate accounts of all receipts and disbursements of the Friends. The Treasurer or the Treasurer's designee shall keep the books belonging to the Friends and shall file all necessary tax reports and other documents required of the Friends, unless this responsibility is otherwise delegated by the President or the Board.

E. Other Officers. Other officers and the terms of duties of those officers may be authorized by a majority of the directors present at any regular or special meeting where there is a quorum.

## **Article IV Meetings**

### **Section 1. General Membership Meetings.**

A. Annual Membership Meeting. An annual meeting of the members shall be held in October, or at the call of the Board, for the purpose of transacting the Friends' business. Actions taken by the membership at annual and special business meetings, duly recorded in the presence of a quorum, shall prevail over any conflicting actions by the Board or any officer or committee.

B. Special Business Meetings. Special meetings of the members for any purpose may be called by the President or by a majority of Board members.

C. Notice of Business Meetings. A written notice with agenda stating the place, day and hour of any meeting of members shall be mailed no later than ten (10) days prior to the date of the meeting. In the case of a special meeting, the purpose(s) of the meeting shall be stated in the notice. No business shall be transacted other than that stated in the notice.

D. Voting. All members in good standing are entitled to one (1) vote each at all membership meetings. A list of current members shall be available at every membership meeting and at all times at the office of Treasurer of the Friends. Unless otherwise provided, any action requires a simple majority of members present and voting. Proxy voting is not allowed.

E. Quorum. A quorum shall consist of five (5) members or ten percent (10%) of the voting membership in good standing, whichever is greater, including at least two (2) officers plus two (2) directors. If a quorum is not present at any meeting of members no business may be transacted.

## Section 2. **Board of Directors Meetings.**

A. Regular Board Meetings. The Board shall meet at least four (4) times a year, once in each fiscal quarter on the second Saturday of January, April, July, and October. This shall include the Annual Membership Meeting, which shall occur in October unless otherwise agreed upon by a majority of the directors present at any regular or special meeting where there is a quorum.

B. Special Board Meetings. Special meetings may be called at any time by the President or by any two (2) directors. Notice of special meetings shall be mailed or emailed not more than ten (10) nor fewer than three (3) days prior to the meeting, or the notice may be hand delivered in writing within the same period. The notice of a special meeting shall state the same things and shall have the same effect as notices for regular meetings. Additionally, in order to give personal notification of a special meeting, the person(s) who call any special meeting shall endeavor to contact each director in person or by telephone as soon as the notice of a special meeting is sent. The original notice for any special meeting shall be signed by the President or the directors calling the meeting. No business shall be transacted other than that stated in the notice.

C. Notice of Board Meetings. Notice of regular meetings shall be mailed or emailed to each director at his or her last known address not more than ten (10) and not fewer than three (3) days prior to the meeting, or the notice may be hand delivered within the same period. The notice shall include the time and place of the meeting. Items may be discussed and actions may be taken on items that are not listed on the agenda; however, no special election shall occur until the special election has been noted on the agenda of either a regular or special meeting.

D. Place of Meetings. All meetings of the Board will be held at a predetermined place agreed to by all of the directors. Meetings may also be conducted by conference call or any other manner agreeable to the participants.

E. Quorum. A quorum shall consist of a simple majority of the directors. When a meeting is conducted by conference call, members participating by the call shall be deemed to be present in person. Unless a greater number is specified in the articles or the bylaws, a simple majority of those present at any meeting where there is a quorum shall be sufficient to transact the business of the Friends.

F. Rule of Order. All Board meetings shall be conducted in accordance with the latest edition of *Robert's Rules of Order*.

## **Article V Committees**

### **Section 1. Statutory Committees.**

A. Executive Committee. The officers of the Friends shall comprise the Executive Committee, which shall be presided over by and will convene at the pleasure of the President, or the President's successor in office if necessary. This committee is charged with general oversight of Friends affairs between Board meetings, with authority to act for the Friends in emergencies. All decisions and actions by the Executive Committee shall be recorded by the Secretary and reported to the Board at the next Board meeting for review and, if necessary, further consideration. Executive Committee consultation and actions may be carried out by telephone, e-mail, and/or regular mail exchanges or any combination thereof, but in every instance must be recorded and reported promptly by the Secretary.

B. Nominating Committee. The Nominating Committee shall have an ordinary term of two (2) years, and shall consist of three (3) Friends members in good standing. The President, as soon as convenient after taking office, shall appoint an elected Board member, not an officer, to be chair for two (2) years.

The Nominating Committee shall submit its annual slate to the Secretary no later than one month (30 days) in advance of each Annual Membership Meeting. The slate shall include two (2) candidates for each elective position, if possible, and biographical information on each nominee. In major election years, the slate will include nominees for every position of officer and for half of the director positions and for two (2) Nominating Committee members. In alternate years, the slate will not include any position of officer. The Secretary is responsible for printing and mailing a list of nominees, with their biographical information, to all Friends members in good standing. The Chair of the Nominating Committee, or his or her designee, shall conduct the election at the Annual Membership Meeting in accordance with these bylaws.

C. Finance Committee. The Finance Committee shall consist of three (3) members of the Board, one of whom shall be the Treasurer and who will serve as the chair. Its duties will include the drafting, submission, and monitoring of an annual budget; supervision of an annual independent review of the Association's financial records; and coordination for an occasional independent audit of the Friends' accounts by a Certified Public Accountant. The Board shall designate the auditor.

D. Membership Committee. The Membership Committee shall consist of one (1) Board member who will serve as the Chair and at least two (2) members in good standing of the Friends. The Membership Committee shall conduct an annual membership drive and strive to build membership of the Friends.



E. Development Committee. The Development Committee shall consist of one (1) Board member who will serve as the Chair and at least two (2) members in good standing of the Friends. The Development Committee shall be in charge of fund raising activities for the Friends.

Section 2. **Standing Committees.** Standing Committees operate on an indefinite, continuing basis under a Statement of Purpose approved by the Board, with members appointed by the President in consultation with the Board, to which each committee shall report annually or more often as desired. The chair of each standing committee, the desired number of members, and the amount of its annual budget, if any, shall be designated by the President in consultation with the Board. A standing Committee shall include at least one (1) Board member. The Board may create, enlarge, modify, and terminate Standing Committees at any time. Each committee will draft a statement of purpose for submission and approval by the Board.

Section 3. **Special Committees.** Special committees may be created and staffed by the Board at any time for specific, limited purposes and duration, set forth in writing by the Board.

## **Article VI**

### **Budget and Administration of Funds**

Section 1. **Budget.** The Finance Committee will prepare the proposed annual budget for the Friends and will integrate the fiscal business requirements of the Friends. Prior to each new fiscal year, the Board will review the proposed annual budget, make such modifications as it deems appropriate, if any, and approve the budget by the majority of the directors present at any regular or special meeting where there is a quorum.

Section 2. **Administration of Funds.** Any restricted funds shall be administered pursuant to all applicable accounting standards. All remaining corporate funds shall be administered and distributed by the Board in accordance with the purposes of the Friends.

## **Article VII**

### **Conflict of Interest**

The potential exists for a business relationship between a Board member and the organization that may present a conflict of interest. A business relationship is allowable when it is in the best interest of the organization, when prior disclosure of this interest is made in a formal Board meeting, and when the identified Board member refrains and is excluded in any Board discussion or voting on the matter. Board minutes must clearly reflect this action.

## **Article VIII Indemnity**

The Friends shall have full power and authority to indemnify its past and present officers, directors, and agents in accordance with the laws of New Mexico as they now exist or may hereinafter be amended. This provision shall be construed as an adoption of any resolution necessary or desirable as a prerequisite to the right and power of the Friends to grant the most liberal indemnification possible under the law as it exists when indemnification is approved by the Friends. Although this provision shall allow the most liberal indemnification possible, no indemnification is hereby required and indemnification may also be withheld in accordance with then existing law.

## **Article IX Miscellaneous**

- Section 1. **Fiscal.** The fiscal year of the Friends shall begin January 1 of each year and end on the succeeding December 31.
- Section 2. **Contracts and Loans.** The Board may authorize any officer or specified agent to enter into contracts or execute and deliver instruments in the name of and on behalf of the Friends. No loans shall be contracted on behalf of the Friends and no evidences of indebtedness shall be issued in its name unless authorized by a duly recorded resolution of the Board. Such authority may be general or may be confined to specific instances.
- Section 3. **Archives.** The Friends shall maintain an archival collection documenting its history. The archive shall be organized and maintained by the Secretary or a designee appointed by the Board.
- Section 4. **Property Ownership.** In furtherance of its purposes, the Friends may purchase or accept gifts of property of all kinds, including manuscripts, works of art, printed matter, electronic records, real property, office equipment and supplies, etc., subject to Board approval in every instance where professionally appraised value is more than one hundred dollars (\$100.00), and after provision has been made for safekeeping, appropriate use, and, if appropriate, ultimate disposition of each item of property.
- Section 5. **Dissolution.** Upon dissolution of the Friends, assets shall be distributed for one or more exempt purposes within the meaning of section 501©(3) of the U.S. Internal Revenue Code, or corresponding section(s) of any future federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

**Article X  
Amendment**

These bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present at any meeting of the members at which a quorum is present, provided that the notice of the meeting contains a statement of the proposed alteration or amendment. The Directors may also make, amend or repeal these bylaws in whole or in part and shall give written notice of such action to the membership not later than the time of giving notice of the next meeting of members. Any such amendment or repeal by the Directors must then be ratified at the next meeting of members by the affirmative vote of a majority of the members present. A quorum must be present at such a meeting for the amendment or repeal to be valid. Notwithstanding the above provisions of this Article, any alteration, amendment or repeal of bylaws by the Directors as provided for in this Article shall be valid and given full force and effect until the next meeting of members.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Kay Krehbiel, President

Dated: \_\_\_\_\_

\_\_\_\_\_  
Lorraine Archuleta, Secretary