

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF CENTRAL NEW MEXICO, INC.

ARTICLE I

Name. The name of this organization shall be the League of Women Voters of Central New Mexico, Inc., hereinafter referred to in these bylaws as LWVCNM. This local League is an integral part of the League of Women Voters of the United States and of the League of Women Voters of New Mexico.

ARTICLE II Purposes and Policy

Sec. 1. Purposes. The purposes of the LWVCNM are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Sec. 2. Political Policy. The LWVCNM shall not support or oppose any political party or candidate.

ARTICLE III Membership

Sec. 1. Eligibility. Any person who subscribes to the purposes and policy of the League of Women Voters of the United States shall be eligible for membership.

Sec. 2. Types of membership. The membership of the LWVCNM shall be composed of voting members and associate members.

a. Voting Members. Citizens at least 18 years of age who join LWVCNM shall be voting members of the local and state Leagues and of the League of Women Voters of the United States (LWVUS).

(1) individuals who live within an area of a local League may join that League or any other local League;

(2) those who reside outside the area of any local League may join a local League or shall be state members-at-large;

(3) those who have been members of the League for 50 years or more shall be honorary life members excused from the payment of dues.

b. Associate Members. All others who join LWVCNM shall be associate members.

ARTICLE IV Board of Directors

Sec. 1. Number, Manner of Selection and Term of Office.

The Board of Directors shall consist of the officers of the League, six (6) elected directors and not more than six (6) appointed directors. Three (3) directors shall be elected by the general membership at each Annual Meeting and shall serve for a term of two years, or until their successors have been elected and qualified. The elected members shall appoint such additional directors, not exceeding six (6), as they deem necessary to carry on the work of the League. The terms of office of the appointed directors shall be one year and shall expire at the conclusion of the next Annual Meeting. Elected officers and directors may serve a maximum of two consecutive terms in a given capacity, but may be reelected in another position.

Sec. 2. Qualifications. No person shall be elected or appointed or shall continue to serve as an officer or director of this organization who is not a voting member of LWVCNM.

Sec. 3. Vacancies. Any vacancy, other than in the office of President, occurring in the Board of Directors by reason of resignation, death or disqualification may be filled, until the expiration of the term, by a majority vote of the remaining members of the Board of Directors. Disqualification may occur in the event that any member of the Board of Directors becomes unable or unwilling to perform the duties set forth in Article V below, or as otherwise have been properly directed by the Board. Such members may be deemed disqualified to hold office by a two-thirds majority vote of the Board of Directors. Three consecutive

absences from a Board meeting of any member without a reason acceptable to the Board of Directors shall be deemed a resignation.

Sec. 4. Powers and Duties. The Board of Directors shall have full charge of the property and business of the organization, with full power and authority to manage and conduct same, subject to the instructions of the general membership. It shall plan and direct the work necessary to carry out the program adopted by the National Convention, the State Convention and the Annual Meeting. The Board shall create and designate such special committees as it may deem necessary.

Sec. 5. Meetings. There shall be at least nine regular meetings of the Board of Directors annually. The President may call special meetings of the Board of Directors and shall call a meeting upon the written request of five (5) members of the Board. When necessary for the timely conducting of business, a polling of the Board of Directors by telephone, at the direction of the President, shall constitute a special meeting of the Board of Directors.

Sec. 6. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE V Officers

Sec. 1. Enumeration and Election of Officers.

The officers of LWVCNM shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Fourth Vice-President, a Secretary, and a Treasurer who shall be elected for terms of two years by the general members at an Annual Meeting and take office immediately. The President, the First Vice-President, the Fourth Vice-President and the Secretary shall be elected in odd-numbered years. The Second Vice-President, the Third Vice-President and the

Treasurer shall be elected in even-numbered years.

Sec. 2. The President. The President shall preside at all meetings of the organization and the Board of Directors. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes. The President shall be ex-officio, a member of all committees except the Nominating Committee. The President shall have such powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board.

Sec. 3. The Vice-Presidents. The four Vice-Presidents, in the order of rank, shall, in the event of the absence, disability or death of the President, possess all the powers and perform all the duties of that office. In the event that none of the Vice-Presidents are able to serve in this capacity, the Board of Directors shall elect one of its members to fill the vacancy. The Vice-Presidents shall perform such other duties as the President and Board may designate.

Sec. 4. The Secretary. The Secretary shall keep minutes of the Annual Meeting and of all meetings of the Board of Directors. The Secretary shall notify all officers and directors of their election. The Secretary shall sign, with the President, all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident to the office.

Sec. 5. The Treasurer. The Treasurer shall collect and receive all monies due; the Treasurer shall be the custodian of these monies, shall deposit them in a bank designated by the Board of Directors and shall disburse the same only upon the order of the Board. The Treasurer shall present statements to the Board at its regular meetings and a Treasurer's report to the Annual Meeting. The books of the Treasurer shall be reviewed annually, at the end of the fiscal year or at the time that the

Treasurer leaves office, whichever occurs first, by a Financial Review Committee of two (2) League members or an accountant appointed by the Board of Directors.

ARTICLE VI

Financial Administration

Sec. 1. Fiscal Year. The fiscal year of LWVCNM shall commence on the first day of May in each year.

Sec. 2. Dues.

a. Annual dues shall be determined at each Annual Meeting by a three-fifths (3/5) vote of those voting and present. Effective October 1, 1991, dues shall be payable on the first day of October of each year. Any member who fails to pay dues within two (2) months after they become payable shall be dropped from the membership rolls.

b. When two or more members reside at the same address in a common household, the annual dues payment determined by the annual meeting shall be paid by the first member. A dues equal to one half of the said annual dues payment will be paid by each additional member in that household.

c. Any member who becomes a paid life member or an honorary life member under the terms of the bylaws of the League of Women Voters of the United States shall be excused from the payment of annual dues to LWVCNM.

d. If authorized by the National Board, student memberships shall be available at a reduced rate for individuals attending high school, vocational school, or college at least half time. The local Board shall set the dollar payment.

Sec. 3. Budget. A budget for the ensuing fiscal year shall be submitted by the Board of Directors to the Annual Meeting for adoption. The budget shall include support for the work of the League as a whole.

Sec. 4. Budget Committee. A Budget Committee shall be appointed by the Board of Directors at least three months prior to the

Annual Meeting to prepare a budget for the ensuing fiscal year. The Treasurer shall be an ex-officio member of the Budget Committee. The proposed budget shall be sent to all members one month prior to the Annual Meeting.

Sec. 5. Transfers of Property. Subject to Board approval, any two of the following officers, the President, the Vice-Presidents and the Secretary or Treasurer, shall have the authority to assign, endorse transfer, and deliver, in the name and on behalf of LWVCNM, any certificate of stock, bond, note, or other property belonging to the League. The Secretary or Treasurer shall have the authority to affix and attest the seal of LWVCNM to any agreement, assignment or other document executed by any officer of LWVCNM pursuant to authority granted by these Bylaws or by action of the Board of Directors.

Sec. 6. Distribution of Funds on Dissolution. In the event of dissolution for any cause of LWVCNM, all monies and securities which may at the time be owned by or under the control of LWVCNM shall be paid to the League of Women Voters of New Mexico after the Board of Directors has paid or made provision for the payment of all liabilities of LWVCNM. All other property of whatsoever nature, whether real, personal, or mixed which may at the time be owned or under the control of LWVCNM, shall be disposed of by any officer or employee of the organization having possession of same to such person, organization, or corporation, for such public, charitable, or educational uses and purposes as may be designated by LWVCNM.

ARTICLE VII Meetings

Sec. 1. Membership Meetings. There shall be at least four (4) meetings of the membership each year. Time and place shall be determined by the Board of Directors.

Sec. 2. Annual Meeting. An Annual Meeting shall be held between April first and May

fifteenth, the exact date to be determined by the Board of Directors. The Annual Meeting shall (a) adopt a local program for the ensuing year; (b) elect officers and directors, and members of the Nominating Committee; (c) adopt an adequate budget and (d) transact such other business as may properly come before it.

Sec. 3. Quorum. Ten (10) percent of the voting membership shall constitute a quorum at all meetings of LWVCNM.

ARTICLE VIII

Nominations and Election

Sec. 1. Nominating Committee.

The Nominating Committee shall consist of five (5) members, two (2) of whom shall be members of the Board of Directors. The chairman and two members, who shall not be members of the Board, shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. The other members shall be appointed by the Board of Directors immediately following the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by the Board of Directors. Suggestions for nominations for officer and directors may be sent to this committee by any voting member.

Sec. 2. Report of Nominating Committee and Nominations from the Floor.

The report of the Nominating Committee of its nominations for officers, directors and the members of the succeeding Nominating Committee shall be sent to all members one month prior to the date of the Annual Meeting. The report of the Nominating Committee shall be presented to the Annual Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any voting member, provided the consent of the nominee has been secured.

Sec. 3. Election. The election shall be by ballot, provided that when there is but one nominee for

each office, the Secretary shall be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

Sec. 4. Indemnification of Directors and Officers.

The Corporation may indemnify each Director and Officer of the Corporation, and their heirs, legal representatives and assigns, against expenses, costs and attorney's fees actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Director or Officer is made a party by reason of having been an Officer or Director. The indemnification may include any amounts paid to satisfy a judgment or compromise or settle a claim. The Director or Officer will not be indemnified if adjudged to have been guilty of willful misconduct or recklessness in the performance of duty to the Corporation. Advance indemnification may be allowed of a Director or Officer for expenses to be incurred in connection with the defense of the action, suit or proceeding, provided that the Director or Officer was not entitled to indemnification by reason of willful misconduct or recklessness in the performance of duty to the Corporation.

ARTICLE IX Program

Sec. 1. Authorization. The governmental principles adopted by the National Convention, and supported by the League as a whole, constitute the principles for the adoption of the program.

Sec. 2. Program. The Program of LWVCNM shall consist of those local governmental issues chosen for concerted study and action.

Sec. 3. Action by the Annual Meeting. The Annual Meeting shall act upon the Program according to the following procedures:

a. The Board of Directors shall consider the recommendations sent in by the voting members two months prior to the Annual

Meeting and shall formulate a Proposed Program.

b. The Proposed Program shall be sent to all members one month prior to the Annual Meeting.

c. A majority vote of the voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the Proposed Program as presented to the Annual Meeting by the Board of Directors.

d. Recommendations for Program submitted by voting members two months prior to the Annual Meeting, but not recommended by the Board of Directors, may be adopted by the Annual Meeting, provided that (1) the Annual Meeting shall order consideration by a majority vote, and (2) the Annual Meeting shall adopt the item by a majority vote.

e. Changes in Program, in the case of altered conditions, may be made provided that: (1) information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the change is to be discussed, and (2) final action by the membership is taken at a succeeding general meeting.

Sec. 4. Member Action. Members may act in the name of LWVCNM only when authorized to do so by the proper Board of Directors.

Sec. 5. Local League Action. LWVCNM may act only in conformity with, or not contrary to, the position taken by the League of Women Voters of the United States and of the League of Women Voters of New Mexico.

ARTICLE X

National Convention,

State Convention and Council

Sec. 1. National Convention.

The Board of Directors, at a meeting before the date on which the name of delegates must be sent to the National Office, shall elect delegates and alternates to that convention in the number, if possible, allotted to the LWVCNM

under the provisions of the of the League of Women Voters of the United States.

Sec. 2. State Convention. The Board of Directors, at a meeting before the date on which the names of delegates must be sent to the State Office, shall select delegates and alternates to the convention in the number, if possible, allotted LWVCNM under the provisions of the Bylaws of the League of Women Voters of New Mexico.

Sec. 3. State Council. The Board of Directors, at a meeting before the date on which the names of

delegates must be sent to the State Office, shall select two delegates and alternates to the Council under the provisions of the Bylaws of the League of Women Voters of New Mexico.

ARTICLE XI

Parliamentary Authority

Sec. 1. Parliamentary Authority. The rules contained in *Roberts' Rules of Order (Newly Revised)* shall govern the organization in all cases to which they are applicable and not inconsistent with these Bylaws.

ARTICLE XII Amendments

Sec. 1. Amendments. These Bylaws may be amended by a two-thirds vote of the voting members present and voting at the Annual Meeting, provided the amendments were submitted to the membership in writing at least one month in advance of the meeting.

Amended May 3, 2008