

BYLAWS OF THE NEW MEXICO ACADEMY OF SCIENCE

Article I. Name

The name of this organization shall be **The New Mexico Academy of Science**, herein referred to as the “Academy.”

Article II. General

Section 1. Purposes. The purposes of the Academy are to promote science and science education within the State of New Mexico, improve communication among scientists, science educators, and the New Mexico general public and its governmental representatives, recognize scientists, science educators, and science students, encourage scientific research, and increase public awareness of the role of science in human progress and human welfare; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, and/or donate the income or principal of the property for, and to devote the same to, the above purposes of the Academy; and to do all lawful acts and things which may be necessary, useful or proper for the furtherance or accomplishment of the purposes of the Academy.

Section 2. Earnings. No part of the net earnings of the Academy shall inure to the benefit of any individual. The Academy is however, authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 3. Activities. No part of the activities of the Academy shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Academy operate a social club for the benefit of its members or carry on business with the general public in a manner similar to organizations operated for profit. Notwithstanding any other provision of these bylaws, the Academy shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

Section 4. Dissolution or Liquidation. In the event of the dissolution or final liquidation of the Academy, none of the property nor any proceeds of the Academy shall be distributed to or divided among any of the Board of Directors or members of the Academy or inure to the benefit of any individual.

After all liabilities and obligations of the Academy have been paid and discharged, all remaining property and assets of the Academy shall be distributed to one or more organizations designated (i) pursuant to a plan of distribution adopted as provided for under Section 53-8-49 NMSA 1978 of the New Mexico state statutes, or (ii) if there be no appropriate plan of distribution, as a court may direct; provided, however, that such property shall be distributed only to organizations which shall comply with all of the following conditions:

- 1) Each organization shall be organized and operated exclusively for charitable or educational purposes,
- 2) Each organization shall have been in existence for a continuous period of at least 60 calendar months,
- 3) Transfers of property to such organization shall, to the extent then permitted under the statutes of the United States, be exempt from federal gift, succession, inheritance, estate or death taxes (by whatever name called),
- 4) Such organization shall be exempt from federal income taxes by reason of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law), and
- 5) Contributions to such organization shall be deductible by reason of Section 170 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

Section 5. Robert's Rules of Order. Business of the Academy shall be conducted under Robert's Rules of Order.

Article III. Membership and Fees

Section 1. Qualifications. An eligible member shall be any person or entity interested in scientific research, management, or education, or in the advancement of science. A member in good standing is a dues paying member who is current in the payment of dues or a person who has been designated as an honorary member by the Board of Directors.

Section 2. Voting. The voting members of the Academy are those who are members in good standing, except that honorary members shall not be eligible to vote. A voting member will have only one vote in the proceedings or meetings of the Academy; a voting member who qualifies for more than one type of membership will have only one vote. An entity, such as a corporation, which has a voting membership, must designate a voting representative in writing to the Academy.

Section 3. Membership Types and Fees. The categories of membership required by these bylaws herein referred to as "Bylaws", are regular, lifetime, corporate, and honorary, all of which are voting memberships, except the honorary membership, which is non-voting. The membership definitions and fees shall be enumerated by the Board of Directors. The Board of Directors may create other types of membership, which may be voting or non-voting, subject to Article III, Section 2.

Article IV. Board of Directors and Directors

Section 1. Board of Directors. The affairs of the Academy will be managed by the voting members of its Board of Directors herein referred to as "Board", and all corporate powers shall be exercised the Board, except as otherwise authorized or required by the Articles of Incorporation of the Academy or Bylaws. In the fulfillment of its duties, the Board shall:

- 1) Approve the annual budget of the Academy at the first regular Board meeting of each year.
- 2) Set membership and other fees, award honorary memberships, and create, if necessary, additional membership types.
- 3) Subject to Article IV, Section 2(4) (d), Article IV, Section 8 and Article V, Section 5, appoint persons to fill vacancies in the positions of at-large director or officers caused by resignation, removal or inability to serve.
- 4) Approve the President's appointment of standing committee chairs. Create or dissolve other committees as needed.
- 5) Be empowered to remove any committee members or committee chair.
- 6) Take any action required to perform its duties within and required by these Bylaws.
- 7) Appoint an *ad hoc* election committee annually for the purpose of accounting and certifying ballot results.

Section 2. Number, Tenure and Qualifications.

- 1) All directors must be voting members in good standing (as defined above) of the Academy.
- 2) There shall be a maximum of 15 directors on the Board.
- 3) Each of the six officers shall be a director during their respective terms of office.
- 4) There shall be two at-large directors, elected from the Academy at-large. These at-large directors shall be elected by the members of the academy who are eligible to vote as defined in Article III, Section 2.
 - a) The full term of at-large directors shall be two years, commencing at January 1 of the year following election and serving until December 31 of the second year.
 - b) At-large directors may be re-elected, but may not serve more than two consecutive full terms.
 - c) In the event that a person elected to the Board as an at-large director is unable to complete her/his term, then the Board shall appoint a member in good standing as an at-large director to fill the vacancy. The term of the appointed at large director shall expire when the term of the elected at-large director who she/he is replacing would have expired.
 - d) A member in good standing who has been elected or appointed as an at-large director may be elected or appointed as an officer or as the chairman of a standing committee during her/his term as an at-large director. That member in good standing shall then become a director by virtue of being an officer or the chairman of a standing committee and her/his position as an at-large director shall be considered vacated. The Board shall then appoint a director at-large in accordance with Section 2, 4) c), above as long as the total number of directors does not exceed the maximum allowed as per these Bylaws.
 - e) Any at-large director may resign at any time by giving notice to the Board or the President. Any such resignation shall take effect at the date of receipt of such notice or at any time specified in the notice, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
- 5) The chairmen of a maximum of seven standing committees shall be Directors of the Board as long as she/he remains chairman of one of the committees. The Board shall determine which committees have chairmen who are members of the Board.

- a) The chairman of each standing committee shall be appointed by the President with Board approval for a one year term. The chairman can resign at any time, and can be removed from her/his position as chairman by a vote of the majority of a quorum of the Board at a meeting of the Board called in accordance with these by-laws. A standing committee chairman who resigns, is removed by the Board, completes her/his term, or has her/his committee dissolved by the Board, shall no longer have a position on the Board unless that committee chairman can occupy a position on the Board by virtue of being an officer or an at-large director.
 - b) The chairman of each standing committee, who has a position on the Board by virtue of being a chairman, must be reappointed by the President with Board approval every year or he/she will no longer be the chairman or a Board member. A member in good standing may occupy more than one chairmanship of a standing committee, and/or be an at-large director. Nevertheless, any member in good standing may occupy only one voting position on the Board and may only have one vote on the Board.
- 6) In addition to the voting Directors, as defined in IV.2, items 1) through 5), above, there shall be three additional categories of non-voting directors who must be members in good standing of the Academy. The categories and duties are as follows:
- a) Director Emeritus — Non-voting Directors Emeritus of the New Mexico Academy of Science shall be appointed by the Board and shall serve for life, or until such time as he/she resigns or the Board of Directors rescinds the honor for cause. A Director Emeritus must have served as a regular voting Director and/or in the position of an officer who has, through his/her service to the Academy, demonstrated considerable contributions. The Director Emeritus may be tasked by the Board with duties and actions befitting the circumstances and may represent the Academy in an official capacity, as appropriate, and as determined by the Board.
 - b) Associate Director — Associate Directors may be appointed by the President, subject to Board approval and serve as non-voting members of the Board at the pleasure of the Board. An Associate Director may be charged with providing advice to the Board, heading *ad hoc* committees because of his/her expertise, serving on Standing Committees, and may serve as an official representative of the Academy on certain occasions as deemed appropriate by the Board. The number of Associate Directors shall not exceed five (5). During the first Board meeting of the calendar year, the status and need for each Associate Director shall be reviewed, and the Associate Directors shall be either reaffirmed or denied this status. Any Associate Director may be reviewed as to their status at any time by the Board, as necessary.
 - c) NMAS Fellow — NMAS Fellows shall be appointed by the Board and shall serve for life, or until such time as the Board rescinds the honor for cause. A Fellow is any individual who has made significant contributions to or given exceptional service to the promotion of Science in industry, the community, or educational endeavors in the State of New Mexico. The NMAS Fellow is an honorary title bestowed to acknowledge the contribution or service to all fields of Science in New Mexico.

Section 3. Regular Meetings. Regular quarterly meetings of the Board shall be held with 30 days notice, but notice is not required for other members of the Academy. The Board may provide by resolution the time and place, either within or without the State of New Mexico, for the holding of additional regular meetings of the Board without other notice than the resolution. Any

member in good standing may attend Board meetings. Notices of all regular Board meetings shall be given pursuant to Section 5 below. Members of the Board or any committee designated thereby may participate in a meeting of the Board or committee by means of a conference telephone call, video conference call, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any three directors. The persons authorized to call special meetings of the Board may fix any place, either within or outside of the State of New Mexico, as the place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board shall be given at least 48 hours prior to the meeting pursuant to Section 5 below. Special meetings can be held by means of a conference telephone call, video conference call, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 5. Notice. Notice of any Board meeting shall be deemed to be delivered either personally, by telephone, fax, sent by mail or electronically to each director at their address shown by the records of the Academy. If notice be given electronically, it shall be deemed to be delivered when receipt of notice is given by the receiving party either electronically or by mail. Any director may waive notice of any meeting. The attendance of any director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The notice of a special meeting must include the purpose of the meeting.

Section 6. Quorum. A majority of the voting members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law or by these Bylaws.

Section 8. Vacancies. Subject to the provision for replacement of at-large directors as provided in Article IV, Section 2 (4) (d), any vacancy occurring in the Board may be filled by the affirmative vote of a majority of a quorum of the remaining directors.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, provided that nothing contained herein shall be construed to preclude any director from serving the Academy in any other capacity and receiving compensation for that service.

Section 10. Voluntary Retirement. Any director may retire at any time by notifying the President in writing. Such retirements shall take effect at the time specified in the notices.

Section 11. Action Without a Meeting. When an emergency action is required by the Board, or when a timely action is required as determined by the President or a majority of the Board, an

issue may be formally addressed and voted on electronically (for example, by e-mail, fax, telephone conference call, video conferencing). It is intended that this mode of performing the Board's business never be a substitute for regularly scheduled Board meetings. Rather, this should be used on those occasions when an issue must be settled before the next regular Board meeting and, furthermore, it is determined that if a special meeting were called, it would be highly inconvenient or otherwise impractical for Directors to attend. A motion voted on electronically shall require a majority for passage.

Section 12. Committees. The Board by resolution adopted by a majority of the voting directors may appoint one or more standing committees, each of which will be chaired by a director or the chair of which shall be made a director of the Academy pursuant to Section 2, paragraph 5 above. To the extent provided by the Board in the resolution which creates the standing committee or in the Bylaws of the Academy, each standing committee may be given the authority of the Board in the management of the Academy. Other temporary committees and their chair not having and exercising the authority of the Board in the management of the Academy may be appointed by the President.

Section 13. Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors of the Board determine that it is in the best interest of the Academy to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 14. Indemnification. Any person made a party to any action, suit or proceeding by reason of the fact that he is or was a director of the board officer, or employee of the Academy, or of any corporation for which he/she served as a director of the board or officer at the request of the Academy, shall be indemnified by the Academy against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for willful misconduct or recklessness in the performance of his duties. The foregoing right of indemnification shall be deemed exclusive of any other rights to which any such director of the board, officer, or employee may be entitled as a matter of law.

Article V. Officers

Section 1. Officers. The officers of the Academy shall be a President, President-Elect, Vice President, Secretary, Treasurer and the Past-President.

Section 2. Election and Term of Office. The Vice President shall be elected by the membership of the Academy and shall serve in that office a period of one year commencing January 1 of that year and terminating on December 31 of same year. The elected Vice President shall, in successive years without further election, serve as President-Elect, President, and Past-President of the Academy. The offices of Secretary and Treasurer shall be for a term of two years

commencing on January 1 of the first year and terminating on December 31 two years hence. The term of the Past-President shall be one year commencing on January 1 following the end of the President's term, until December 31 of the same year, at which time the new President becomes Past-President. In the event the Past President is unable to serve, the position will not be filled and the nominating committee chair will be appointed by the President subject to approval of the Board. If the election of officers shall not be held during any year, it shall be held as soon as possible after the end of that calendar year, in which case newly elected officers shall immediately assume office. Once officers have been completed their terms, they are no longer members of the Board but can be appointed by the Board to any available position.

Section 3. Removal. Any officer or member of the Board elected or appointed by the Board may be removed by two thirds vote of the full Board whenever, in its judgment, the best interests of the Academy would be served by the removal, but such removal shall be without prejudice to the contract rights, if any, of the person removed.

Section 4. Resignations. Any officer may resign at any time by giving notice to the Board or the President. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified in the notice, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies.

- 1) When a vacancy occurs in the President's or President-Elect's position, the President Elect or Vice-President, unless appointed, will respectively move into the vacated position, followed by a full term in that position.
- 2) A vacancy in the Vice President's, Secretary's or Treasurer's position, or in the President's or President-Elect's position which cannot be filled by Section 5(1) above, will be filled by the Board. The Board will appoint a member in good standing to fill such a vacancy until the time of the next fourth quarter election under Article VI, Section 2, at which time the position will be filled by election. The appointed officer's term will end December 31 following the election, and the elected officer will serve a full term as per Article V, Section 2. No officer may advance without election from an appointed position as Vice President or President Elect to the position of President-Elect or President.

Section 6. President. The duties of the President shall include, but not be limited to:

- 1) Directing the business of the Academy.
- 2) With the exception of the nominating committee, appointing the chairs of the standing committees, subject to the Board approval.
- 3) Appointing the chair of temporary committees, subject to the Board approval.
- 5) Serving as an ex officio member of all committees.
- 6) Submitting an annual budget to the Board at the first quarterly meeting of the year.
- 7) Otherwise acting as chief executive officer of the Academy, representing the Academy and presiding at Board meetings and at annual meetings of the Academy, and such other duties and tasks required under the Articles of Incorporation or Bylaws of the Academy, or as may be determined from time to time by the Board.
- 8) Serving as Past-President from January 1 to December 31 in the year following service as President.

Section 7. President-Elect. The duties of the President-Elect shall include, but not be limited to:

- 1) Representing the Academy and presiding in the absence of the President.
- 2) Preparing the annual meeting and program and sending the annual meeting notice to the membership by mail or electronic methods.
- 3) Performing any duties assigned by the Board or the President.
- 4) Unless appointed as President-Elect, serving as President from January 1 to December 31 in the year following service as President-Elect.

Section 8. Vice President. The duties of the Vice President shall include, but not be limited to:

- 1) Retaining and recruiting membership for the Academy.
- 2) Representing the Academy and presiding in the absence of the President and President-Elect.
- 3) Preparing an Academy newsletter for the membership.
- 4) Performing any other duties assigned by the Board or the President.
- 5) Unless appointed as Vice president, serving as President-Elect from January 1 to December 31 in the year following service as Vice President.

Section 9. Secretary. The duties of the Secretary shall include, but not be limited to:

- 1) Forming a written record of all meetings or actions of the Board
- 2) Forming a written record of all balloting and decisions by the Board or members during electronic actions or actions without a meeting.
- 3) Maintaining Academy correspondence and filing legal records as required by law.
- 4) Maintaining a calendar of scheduled Academy events and deadlines.
- 5) Maintaining official copies of the Bylaws, lists of committees, their chair, and members.
- 6) Performing any other duties assigned by the Board or the President.

Section 10. Treasurer. The duties of the Treasurer shall include, but not be limited to:

- 1) Managing the finances and the accounting of the Academy, including, but not limited to, collecting, receiving, and recording membership dues and paying bills.
- 2) Submitting to the President an annual budget before the first quarterly meeting of the year and submitting financial statements at each quarterly meeting and whenever requested by the Board or President.
- 3) Maintaining financial records for audit at any time that the Board or President may request an audit.
- 4) Submitting a financial status report and membership report to the annual meeting.
- 5) Maintaining an up-to-date list of members in good standing.
- 6) Performing any other duty assigned by the Board or the President.

Section 11. Past President. The duties of the Past-President shall include, but not be limited to:

- 1) Representing the Academy and presiding in the absence of the President, President-Elect and the Vice President.
- 2) Serving as chair of the nominating committee.
- 3) Performing any other duty assigned by the Board or the President.

ARTICLE VI. Membership Meetings and Elections

Section 1. Meetings. There shall be an annual meeting of the Academy, such meeting to be held at a date, place and time set by the Board. At least 30 days notice of the meeting must be given by the Board pursuant to Article IV, Section 5. The annual meeting can be considered one of the required quarterly meetings of the Board.

A quorum at the annual meeting shall constitute attendance of at least ten percent (10%) of the members in good standing. A financial and membership status report is to be presented to the members by the Treasurer at the annual meeting.

Section 2. Elections.

- 1) Elections needed to fill positions for officers and directors at-large shall take place in the fourth quarter of each year. The election shall be by mail ballot, or electronically as directed by the Board.
- 2) A nomination or nominations for each available position shall be submitted to the Board at the third quarter Board meeting by the nominating committee.
- 3) Other nominations may be submitted by two or more members in good standing, but the nomination must be submitted in writing or electronically to the Secretary in time to be presented to the Board at the third quarter Board meeting. The Board will direct the Secretary to submit all nominations by mail or electronic ballot to the voting members, or as directed by the Board. Voting members of the Academy will have 30 days to return mail or electronic ballots to the Secretary.
- 4) Each position shall be filled by the election of the nominee receiving the largest number of votes from the voting members of the Academy. The votes will be tallied by a committee appointed by the Board subject to Article IV, Section 1(7).

Article VII. Contracts, Checks, Deposits, Funds, and Other Documents.

Section 1. Contracts and other Documents. The Board, unless otherwise required by law, the Articles of Incorporation, or these Bylaws, may authorize any officer or agent of the Academy, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument or document in the name of the Academy, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Loans, Etc. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Academy shall be signed by officers or agents of the Academy in a manner as shall be determined by the Board. In the absence of this determination, the instruments shall be signed by the Treasurer.

Section 3. Deposits. All funds of the Academy shall be deposited to the credit of the Academy in those banks, trust companies or other depositories as the Board selects.

Section 4. Gifts. The Board may accept on behalf of the Academy any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Academy.

Article VIII. Books and Records

The Academy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, and shall keep at the registered office a record giving the names and addresses of the Board. All books and records of the Academy may be inspected by any director, or their agent or attorney, for any proper purpose at any reasonable time.

Article IX. Fiscal Year

The fiscal year of the Academy shall begin on the first day of January and end on the last day of December in each calendar year.

Article X. Waiver of Notice

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or by the Non-Profit Corporation Act of the State of New Mexico, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated here, shall be deemed equivalent to the giving of the notice.

Article XI. Amendments to the By-Laws

- 1) Amendments to the Bylaws may only be approved by mail or electronic ballot sent from the Board to all of the voting members of the Academy. Only the Board may call a mail or electronic ballot for a proposed amendment. At least 10% of the voting members must submit mail or electronic ballots in order for the election to be valid; approval of the amendment requires 2/3 majority vote of those voting.
- 2) Any member in good standing may submit a proposed amendment to the Board. The Board is not required to submit a proposal to the membership.
- 3) If the Board is to consider a proposed amendment, which is submitted to the Board for further recommendation to the membership, it must have at least 30 days to review the full proposal before it may submit the proposal to membership for mail ballot.
- 4) If the Board submits a proposed amendment by mail or electronic ballot, voting members must be sent the ballot at least thirty (30) days before the ballot is to be returned to the Secretary. The complete wording of the proposed amendment must be included in the notice of the ballot.
- 5) The effective date of the adoption of the new Bylaws will be January of the year following approval of a ballot by the appropriate number of members in good standing.

BYLAWS OF THE NEW MEXICO ACADEMY OF SCIENCE

Updated July 15, 2013 Approved by NMAS Membership vote on _____

In Witness whereof, the parties listed below have executed this agreement as dated:

President (Print name) _____

President (Sign Name) _____ Date _____

Secretary (Print name) _____

Secretary (Sign Name) _____ Date _____

