

**BYLAWS**  
**of the**  
**Wagon Mound Bean Day Association**

- 1. Purpose of these Bylaws** – The primary organizational and governing document of the *Wagon Mound Bean Day Association* is the “*Articles of Incorporation*”. These bylaws provide administrative procedures, management methods, and guidance, for the processes and activities of the Association. The use of the word “Corporation” or “Association” in this document refers to the *Wagon Mound Bean Day Association*; the words Corporation and Association are interchangeable since they refer to the same organization, the *Wagon Mound Bean Day Association*. These bylaws supersede any and all previous bylaws of the Association.
- 2. Membership**
  - a. Voting membership shall be open to anyone who upon application pays the current annual dues. All memberships shall be subject to a majority vote of the current members at any regular meeting of the Association.
  - b. Non-Discrimination – It is the policy of the *Wagon Mound Bean Day Association* that no person shall be subjected to discrimination on the grounds of race, color, sex, disability, age, religion, or national origin.
  - c. Resignation and termination -- Any member may resign by filing a written resignation with the Secretary of the Association. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership at any regular meeting of the Association.
- 3. Board of Directors** -- A Board of Directors is required by State law. The Board of Directors oversees the operations of the Wagon Mound Bean Day Association by establishing broad policies and objectives, and advising elected officers.
  - a. The Board of Directors shall consist of not less than three nor more than five persons\*.
  - b. Each director will serve for a period of three years\*.
  - c. Directors will be nominated and elected by a majority vote of the current members at regular meetings of the Wagon Mound Bean Day Association.
  - d. All directors must also be current members of the Association.
  - e. A director may also be an officer of the Association.
  - f. The final authority for decisions of the Corporation rests with the Board of Directors; this authority is expected to be exercised uncommonly and can only be taken through an official Board meeting.

(\* As stated in the Articles of Incorporation)

**4. Officers** -- Association officers are elected members who carry out the normal daily functions of the Association / Corporation. Officers will be nominated and elected by a majority vote of the current members at regular meetings of the Wagon Mound Bean Day Association, during October to December each year. New officers take office effective January 1st, each year.

- a. President -- The President of the Association /Corporation shall exercise all powers normally and reasonably associated with the office of President of any non-profit Corporation under the laws of the State of New Mexico.
- b. Vice-President -- The Association Vice-President shall act in the absence of the President and shall possess all of the powers, rights, and duties of said office.
- c. Secretary -- The Association Secretary shall exercise all of the rights and duties normally associated with said office under the laws of the State of New Mexico and shall, without limitation, be responsible for the maintenance of Association /Corporation minutes and record books.
- d. Treasurer -- The Association treasurer shall exercise all of the rights and duties normally associated with said office under the laws of the State of New Mexico and shall, without limitation, be responsible for the maintenance of Association /Corporation receipts and expenditures, and the corporate record books of these activities. Duties will include, but are not limited to: maintain the Association /Corporation checking account, provide a financial report at each regular meeting, provide a complete written financial report to Board of Directors at their annual organizational meeting, collect dues and maintain a membership roster, maintain a list of donations by fiscal year.
- e. An officer may also be a director of the Association.
- f. Term of office -- All officers are elected for a one (1) year term. Tenure of office is normally limited to not more than three (3) consecutive years, however, this term limit may be overridden by a three-fourths (3/4) vote of all the current voting members of the Association.
- g. The Corporation retains and has the lawful power to employ any person to provide services to the Corporation.

**5. Meetings**

- a. Regular – Meetings will be held at least once every three months, and will normally be scheduled by the President, but can be called by any officer of the Association. A meeting notice should be posted in public places as far in an advance as possible. Other notice by phone or e-mail is also encouraged. An agenda approved by the Association should be followed. Future meetings will normally be scheduled during each regular meeting.

- b. Special -- A special meeting may be called upon the order of the President of the Association upon five (5) day notice to all members and directors. Any two (2) directors may likewise call a meeting of the Corporation / Association upon a five (5) day notice.
  - c. Board of Directors – The Board of Directors shall meet at least once per year. The purpose of this annual meeting is to organize the Board, review the organizational and financial status of the Association, complete and submit all necessary tax and corporate reports (including those required by the State or Federal governments), and other actions or issues that the Board may deem necessary. Other officers or members of the Association may participate as the Board deems necessary. This meeting will normally be held in February of each year.
  - d. When not in conflict with these bylaws, *Robert’s Rules of Order* shall apply in all business meetings of the Association /Corporation.
- 6. Dues** --The amount of membership annual dues will be set by vote of the majority of members at any regular meeting of the Association. Dues are due each January, and will be paid to the Treasurer.
- 7. Accounting**
- a. Contracts -- Upon majority vote of the members at any Regular, Special, or Board of Directors meeting, the Corporation / Association may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances, as determined by the Association.
  - b. Checks, Drafts or Orders -- All checks, drafts, or orders for the payment of money, and any notes or other evidences of indebtedness issued in the name of the Corporation must be signed by the Treasurer and countersigned by the President or Vice-President of the Association.
  - c. Deposits -- All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, Savings and Loan, or other depositories as the officers may select. Significant changes in any monetary procedure should be brought before the Association at a regular or special meeting.
  - d. Gifts -- The Association may accept any contribution, gift, bequest or devise for any purpose of the Corporation. A list of donations will be maintained by the treasurer.
  - e. Records -- The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its directors exercising any of the authority of the Corporation. All books and records of the Corporation may be inspected by any director or the agent or attorney of any director for any proper purpose at any reasonable time.

8. **Committees** -- The President of the Association shall have the power to appoint such committees as he shall deem reasonably necessary and appropriate in order to conduct the affairs of the Corporation.
9. **Offices** -- The principal office of the Corporation shall be located at Wagon Mound, New Mexico. The Corporation may have other offices, either within or without the State of New Mexico as the Board of Directors may determine from time to time.
10. **Registered Agent** – According to the *Articles of Incorporation* and laws of the State of New Mexico, the Association must maintain a “Registered Agent”. The registered agent need not be an association member. The duties are described by the State as “An individual or Corporation, which may be a domestic Corporation or a foreign Corporation authorized to transact business in our state who is going to accept service of process in the event a Corporation is sued.”
11. **Fiscal Year** -- The fiscal year of the Corporation/Association is the calendar year commencing on January 1 and terminating on December 31 of each year.
12. **Waiver of Notice** -- Whenever any notice is required to be given under the provisions of these bylaws, or under the provisions of the laws of the State of New Mexico, a waiver thereof in writing executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
13. **Indemnity** -- The officers, directors, and members of this Corporation shall be indemnified for their acts and conduct to the full extent of such indemnity permitted under the laws of the State of New Mexico, as set forth in N.M.S.A. 53-4-9.1 .
14. **Seal** -- This shall be a Corporation without a corporate seal.
15. **Maintaining and Amending these Bylaws**
  - a. **Filing** -- The bylaws in effect for the Corporation / Association shall be signed by two authorized officers of the Corporation and shall be maintained at the Corporation’s principal office in New Mexico and shall be subject to inspection and copying by the public. (State Law)
  - b. **Changing the Bylaws** -- These bylaws may be amended by the majority vote of the members present at any regular meeting , or at any special meeting if at least five (5) days written notice is given of such intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.
  - c. **List of Approved Amendments to the Bylaws**
    1. July 23, 2009 – These By-laws were adopted and effective by vote of the majority of the Board of Directors and Members present at the Association regular meeting on July 23, 2009. (These bylaws were adopted after the NMPRC approved the 2009 amendment of the Articles of Incorporation.)
    2. February 2, 2010 -- Paragraph 4 amended to add dates for nomination and election of officers. Paragraph 6 amended to add, “Dues are due each January, and will be paid to the Treasurer.” Paragraph 15 c. (this paragraph) changed from Last Amendment to “List of Approved Amendments to the Bylaws”

Ronald Luebke, Secretary \_\_\_\_\_