

ALBUQUERQUE HISTORICAL SOCIETY
Constitution and Bylaws

ARTICLE I: NAME & PURPOSE

Section A. The name of this organization shall be the Albuquerque Historical Society. This Society is a not-for-profit corporation organized under the laws of the State of New Mexico.

Section B. This Society is organized in order that this and future generations may know and appreciate the history and cultures of Albuquerque. The Society provides information, programming and resources to educational and cultural institutions and to the public.

ARTICLE II: MEMBERSHIP

Section A. Membership shall be open to any person who supports the aims and purposes of this Society.

Section B. Members may join at any time and upon payment of dues shall be considered to have paid for the current fiscal year.

Section C. Only members of the Society whose dues are current shall be eligible to participate in business meetings or serve in any of its elective or appointive positions.

ARTICLE III. : BOARD OF DIRECTORS

Section A. The Board of Directors shall consist of the officers of the Society and six directors elected from the membership.

Section B. Officers and their duties

- 1. The President shall**
 - a. preside at all meetings.**
 - b. appoint the chairperson and members of an auditing committee and such other committees and functions as are necessary, with the approval of the board.**
 - c. carry out those other responsibilities usual to the office.**

- 2. The Vice-President shall**
 - a. assist the President as needed.**
 - b. act in the absence or incapacity of the President.**
 - c. be responsible for programming.**

- 3. The Secretary shall**

- a. record the minutes of all meetings of the Society and of the Board of Directors
 - b. perform such other duties as are customarily required of a Secretary.
4. The Treasurer shall
- a. collect dues and deposit all funds of the Society in an Albuquerque bank in the name of the Society.
 - b. keep books of account which shall be open to the inspection of the Board at any time, and which shall show all receipts and disbursements.
 - c. make disbursements as authorized in the adopted budget or by the Board of Directors.
 - d. when, in the opinion of the Board of Directors, the funds of the Society are of such amounts as to require bond, such bond will be fixed-by the Society.
 - e. keep a record of dues paid and in cooperation with the assigned individual shall notify members whose dues are delinquent.
 - f. be a non-voting ex-officio member of the audit committee.
5. The four officers shall constitute an Executive Committee to advise the President on such actions which are necessary between board meetings.

Section C. Directors and their duties. Directors shall

- 1. serve on such committees and in such functions as are necessary to conduct the business of the Society.
- 2. determine the duties and membership of committees.

Section D. Committees

The President shall appoint such committee members as shall be necessary and shall serve as an ex-officio member of all committees except the Nominations and Elections Committee. The President shall designate the chair of each committee and shall make such appointments as necessary to complete the term when vacancies occur. Unless otherwise indicated, the President shall determine the number of members on a committee.

Section E. Vacancies

In the event the President's office is vacated, for whatever reason, the vice-President shall automatically become President for the remainder of the term. Any other vacancy among the officers shall be filled by the President with the approval of a majority of the Board. Such an appointment shall be for the remainder of the vacated term.

ARTICLE IV: ELECTIONS

Section A. The President and Treasurer shall serve for two years and be elected in even-numbered years. The vice-President and Secretary shall serve for two years and be elected in odd-numbered years. Three directors shall be elected each year for a term of two years. Elections shall be held at the annual meeting in April.

Section B. There shall be a nominating committee of no fewer than three members, to be selected by December 1. The President shall appoint the chairman, and the Board of Directors shall elect the other members. The recommendations of the committee for officers and directors shall be presented at the last monthly meeting preceding the April meeting. Nominations may be made from the floor at the April meeting, if the consent of the nominee has been obtained. All voting shall be by secret ballot, except when there is only one nominee for a given office or directorship the election may be by voice vote.

ARTICLE V: MEETINGS

Section A. Regular meetings

No fewer than six meetings shall be held each year from September through May. A scheduled special event shall constitute a meeting, whether or not business is conducted. Notice of time and place of each meeting shall be communicated to the membership at least two weeks before the date of the meeting.

Section B. Special Meetings

Special meetings may be called at any time by the President with the approval of a majority of the Board-of Directors, upon notice communicated to the membership at least ten days before the meeting.

Section C. The Board of Directors shall hold at least four meetings during the fiscal year. Such meetings are open to the membership.

Section D. The annual meeting shall be held in April.

Section E. Quorum.

The number of members present whose dues are current shall constitute a quorum for the transaction of business. A majority of the Board of Directors shall constitute a quorum for the Board of Directors' meetings.

ARTICLE VI: FISCAL POLICY

Section A. The fiscal year shall run from May 1 to April 30.

Section B. The Society shall establish a schedule of dues and provide for their collection annually. Dues are payable in April for the following fiscal year.

Section C. The Board shall prepare and adopt an annual budget.

Section D. The Society may utilize its funds to provide and produce materials furthering its purposes.

Section E. The title to all property, funds, and assets of the Society shall at all times be vested in the Society for the joint use of members, and no member or group of members shall have any severable right to all or any part of such property.

Section F. An Auditing Committee of three members shall be appointed before the end of the fiscal year and shall complete its report by June 30.

ARTICLE VII: CONFLICT OF INTEREST

Whenever an Officer or Director has a financial or personal interest in any matter coming before the Board of Directors, 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 Officers and Directors determine that it is in the best interest of the Society to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE VIII: INDEMNIFICATION

The Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or Director of the Society against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Society; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Society and the indemnified Officers and Directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer or Director under this Article shall apply to Officer or Director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE IX: AMENDMENTS

This Constitution and Bylaws may be amended by proposals presented in writing at any regular meeting and approved at the next subsequent meeting by a two-thirds (2/3) vote of the members present.

ARTICLE X: PARLIAMENTARY AUTHORITY

This Society shall be governed by the most recent edition of Robert's Rules of Order in all instances not governed by this Constitution and Bylaws.

ARTICLE XI: DISSOLUTION

In the event of dissolution of this Society, its assets shall become the property of the Albuquerque Museum Foundation (a 501-c-3 organization).

ARTICLE XII: EFFECTIVE DATE

This Constitution and Bylaws becomes effective upon adoption by the membership, superseding all prior Constitutions and Bylaws as amended.

Last Edited, August 1988

Last Version Approved, January 1985

New Version Approved by Board for Submittal to Membership, September, 2014