

AMENDED BY-LAWS FOR LEA COUNTY COMMISSION FOR THE ARTS

A New Mexico Non- Profit Corporation

Article I Name

The name of the corporation is the **Lea County Commission for the Arts**, a New Mexico non-profit corporation, and it will be referred to hereinafter as the **Corporation**.

Article II Purposes

The purpose of the Corporation is to promote all forms of art in Lea County, New Mexico. The Mission of the Lea County Commission for the Arts is to the availability and diversity of the arts in Lea County. The objective of the Commission is to promote and further the development of the visual, literary and performing arts in Lea County. The Corporation will exist (a) to coordinate events, performances and exhibits so that they do not conflict with each other or other community events, (b) to establish Fellowship between the various artistic and cultural organizations in the county/state and among their patrons, and (c) to promote development of the visual, literary and performing arts not only in Lea County but throughout the State of New Mexico.

Article III Policy

The Corporation shall be non-profit, non-partisan, and non-union. The Corporation shall not discriminate on the basis of age, sex, creed, religion or sexual orientation.

Article IV Office and Registered Agent

- Section 1** The principal office of the Corporation, and other such offices as may be established, shall be located at such places, within Lea County and the State of New Mexico, as may be designated by the Board of Directors. The Corporation shall continuously maintain, within the State of New Mexico, a registered office as such as may be designated by the Board of Directors.
- Section 2** The Corporation shall continuously maintain within the State of New Mexico, a registered agent who shall be designated by the Board of Directors. Any changes in the office of the registered agent shall be accomplished in compliance with the State of New Mexico Non-Profit Corporation Act.

Article V Membership

Section 1 **General Membership:** Membership shall be open to all persons who have a personal and/or vested interest in the arts. There shall be a general membership which is extended to any patron of the arts, whether he/she is an individual, business, foundation or organization who shares the purposes of the Corporation as set forth in Article II. This person and/or organization may become a member of the Corporation upon payment of the annual dues, as set by the Board of Directors.

Section 2 **Membership Meetings:**

A. The Corporation shall hold an **annual meeting** each year. The exact time and place of such meeting shall be determined by the Board of Directors for convenience of the general membership. Written notice stating the place, the day and hour of the annual meeting will be provided to the membership at least ten **(10) days prior** to such meeting. It is suggested this annual meeting be held for conducting elections and other current business.

B. The Corporation may hold **special meetings**. A quorum of the Board of Directors, the President, or the Vice President may call a special meeting of the general membership. Written notice stating the place, day, hour and purpose of the special meeting shall be provided to the membership **at least three (3) days** before such a meeting.

C. The Corporation may hold a meeting which can be called in the case of an **emergency** arising or programs which need presentation and cannot wait for a preset regular meeting or special meeting. Each Board Member must be contacted personally to advise him/her of the time and place of the meeting. The President or the Vice President may call this meeting. Written proxies may be presented in the absence of any Board Member.

D. For voting purposes, **a quorum** shall consist of the members present at the membership meeting and/or votes taken electronically.

E. Each voting member shall be entitled to only one (1) vote.

F. A membership meeting may be adjourned by a majority vote of the membership present.

Section 3 **Annual Dues:** Annual membership dues for all individual, organizations, foundations, associations, and groups **are due and payable one year from registration date**. The amount of the membership fee or any prorated fee is set by the Board of Directors.

Section 4 **Denial of or Involuntary Termination of Membership:**

A. An application for membership or for reinstatement of membership may be

denied or a member may be expelled and the membership terminated by the Board of Directors for non-payment of dues or assessments.

B. Membership of an individual, association, foundation, association or group may be terminated by the Board of Directors for conduct deemed to be detrimental to the Corporation. Such termination must be voted upon by the Board of Directors.

Article VI Board of Directors

Section 1 General Powers and Duties:

The Corporation shall designate a Board of Directors who shall serve as Directors until such Director's death, resignation, or removal as provided by the By-Laws.

Number, Tenure, and Qualifications

The number of directors the Corporation shall be a minimum of 5 current paid members and consist of the President, Vice-President, Secretary, Treasurer and at large members elected from the current paid members of the Corporation. The terms of the Board Members shall be as follows: President, 1 year; Vice-President, 1 year; Secretary, 1 year; Treasurer, 1 year; and at large members, 1 year. Any increase in the number of years of directors shall be filled by election at any annual meeting or at a special meeting of the membership called for that purpose.

A. Each member of the Board of Directors must be a member in good standing.

B. The Board of Directors shall be the governing body of the Corporation.

C. The Board of Directors shall manage, control and direct the affairs and property of the Corporation.

D. The Board of Directors shall oversee the management of the Executive Director and all Standing Committees.

E. The Board of Directors shall have, and may exercise, all powers specified in the Articles of Incorporation and in the State of New Mexico Non-Profit Corporation Act, as necessary to carry out the purposes of the Corporation except as those powers limited by rights vesting exclusively in the voting membership, as provided in Article V, Section 1, A.

F. The Board of Directors must follow an established operational process in all their proceedings.

Section 2 Composition and Elections: The Board of Directors shall be elected at the annual meeting by a majority of the membership in attendance. The Board of Directors shall take office the **first day following the annual meeting**. In case of removal or resignation of a Board Officer or a member of the Board of Directors, the Board of Directors shall appoint a replacement. This Board shall consist of the officers: President, Vice President, Secretary, Treasurer and Past

President. It will be comprised of additional “At Large” members. A candidate for the Board of Directors shall be elected according to an established process.

Section 3 **Terms for *Officers*:**

A. Officers of the Lea Count Commission for the Arts Board shall be elected for a one (1) year term. Any Officer can be elected again for the same office for an additional one (1) year term. At the end of the Second Term s/he may be elected to a different position but cannot serve a third term consecutively in the same office.

B. All officers if not elected to a different office after serving two (2) one (1) year terms may return to a Director At Large.

C. Any Officer who chooses to serve only one (1) term in office may return to be a Director At Large.

Section 4. **General requirements and duties of the Corporation Officers:**

A. PRESIDENT. The President is the official representative and spokesperson for the Corporation, shall serve as Chairman of the Board of Directors, preside over all meetings and shall have general and active management of the business of the Corporation. The President shall be apprised of all business, guide all actions to the proper conclusion and see that all orders and resolutions of the Board of Directors are carried into effect.

Upon discretion, the President may elect to appoint an Executive Cabinet to be comprised of no more than five (5) Board members to serve an Advisory function on strategic, operational, programmatic, and financial matters.

B. VICE PRESIDENT. The Vice President shall handle the Corporation’s operations under the direction and in the absence of the President. The Vice President shall become thoroughly familiar with the operations, goals, projects, and responsibilities of the Board of Directors. The Vice President shall be the direct representative of the membership.

C. SECRETARY. The Secretary shall keep accurate minutes of all meetings, (general membership, special, emergency, and Board of Directors) of the Corporation and provide the Board of Directors a copy of all minutes prior to the following scheduled meeting.

D. TREASURER. The Treasurer will have charge and custody of all funds of this Corporation and will deposit the funds on a weekly basis as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation’s properties and business transactions, and render reports and accountings to the

Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these By-Laws or prescribed by the Board of Directors on behalf of the membership.

D. DIRECTORS AT LARGE. The Directors At Large positions on the Board of Directors are designated as positions that represent the membership and act as liaisons between various voting members, associations, organizations, foundations, and groups to the Board of Directors. Each may be called upon to serve as chairman of one or more of the Standing Committees as outlined in Article VIII. Roles and responsibilities associated with these positions will be prepared for each Committee in a separate document relevant to the specific Committee. The Membership Term of a Director At Large shall be up to and not exceed five (5) Fiscal Years. After this five (5) year term if the Director At Large wishes to continue for an additional five (5) year term they shall make this desire known to the Board of Directors. The Board of Directors shall take a vote via secret ballot to approve this extension *if the individual desires to continue an additional five (5) years.*

Section 5 **Vacancies:** The Board of Directors may replace by a majority vote of the Board, any vacancy on the Board of Directors other than the President. In the case of the vacancy of the President, the Vice President will assume the remaining time left on the President's term.

Section 6 **Removals:** A member of the Board of Directors may be removed from office for missing 2 or more consecutive meetings, without notification for a justifiable reason, a two-thirds (2/3) vote of the Board of Directors for good cause shown. No member of the Board of Directors shall be removed at a meeting of the Board of Directors unless each member of the Board has been notified, including the member whose removal is to be considered. The person who is being considered for removal may resign prior to the meeting, at which time a vote is not necessary. Notice of the meeting and the proposed removal action shall be given by first-class mail or electronically to each Board of Directors' **at least ten (10) days** prior to the meeting.

Section 7 **Resignation:** Resignation from the Board of Directors must be presented in writing to current serving board members.

Section 8 **Meeting of the Board of Directors:**
A. Regular meetings will be held at an arranged time and place for the Board of Directors. An announcement will be given by the President of the next scheduled meeting at the end of each meeting. Notice of the upcoming meeting should be sent to each Board Member two (2) days prior to the meeting. All Board of Directors' meetings are open to the **membership** of the organization.
B. A special emergency meeting of the Board of Directors may be called by the

President or Vice President or any two directors. Written notice or electronic notification stating the place, day, hour and purpose of each of the special meetings shall be given to all members of the Board by the President. Minutes of this meeting must be made available to the Board of Directors at its next regular monthly meeting.

- C. A quorum of the Board of Directors shall be a majority of the Board at all meetings. If a majority is unavailable in person, conference calls or electronic dialogues may be made to absent Board Members to secure a vote on any action to be taken. Written proxies may be accepted only on motions stated in the proxy.
- D. Except as otherwise provided by statute, the Articles of Incorporation, or these By-Laws, all matters shall be decided by a majority of the Board of Directors present at any meeting at which a quorum does exist.
- E. All major decision making will be made according to the correct procedure of Robert's Rules of Order.

Section 9 **Minutes of the Board of Directors:** The minutes of the Board of Directors meeting shall be taken by the Secretary. In the Secretary's absence, the President shall designate another member to take the minutes. Such minutes shall be presented to the Board of Directors for approval at the next meeting and shall be available for inspection by any Corporation member upon reasonable notice to the Secretary, at a place and time which is mutually convenient.

Section 10 **Compensation:** No member of the Board of Directors shall receive a salary for services required by being a member of the board. Exceptions shall be as follows; teaching a class held at or by LCCA. By resolution of the Board of Directors, any Director may be reimbursed by the Treasurer for expenses incurred on behalf of the Corporation. Appropriate receipts and/or documentation must be submitted to the Treasurer to be reimbursed.

Article VII Executive Director

The Executive Director of the Lea County Commission for the Arts (LCCA), a non-profit organization is a permanent paid position and is responsible for overseeing the daily operations of the Center for the Arts. The Executive Director is responsible for conducting and administrating the business of the Center for the Arts in an efficient and effective manner in accordance with policies set by the Board of Directors. The position reports to the LCCA Board of Directors. The qualifications and duties of the Executive Director will be outlined in a proper Position Description and serve as the basis for annual assessment and evaluation of performance. In the event there is no Executive Director, the duties will be performed by the Board of Directors.

Article VIII Committees

The Chairperson of each Standing Committee shall be a member of the Board of Directors ratified by the Board of Directors with a majority vote. Each Committee shall be formed by its chairman, members chosen from the general membership, and any other source deemed necessary by the chairman. The length of the committee membership term shall be for one year or until the actions of the committee is complete. The President may form at his/her discretion other committees than those listed in Section 1.

Section 1 Standing Committees:

A. Membership. This committee will generally coordinate all membership matters relevant to the Corporation, in accordance with a set of established guidelines.

B. Programs. This committee will work closely with the Executive Director to set all programs, socials, and other art relate events for the benefit of the general public. Specific responsibilities will be outlined in an established procedure for the Committee.

C. Budget. The President of the Corporation will preside as chairman of this committee. This committee will work closely with the Executive Director and the Program Committee. The committee will set the budget for each new year in accordance with the incoming grants and monies. Specifics will be outlined in a set of established procedures for the Committee.

D. Nominating. This committee will be responsible for preparing and implementing written procedures to guide the presentation of a slate of officers to be presented to the membership for a vote.

Section 2 Ad Hoc Committee: The President and/or Board of Directors may, from time to time, appoint ad hoc committees to serve on a temporary basis, and the President shall appoint coordinators for those committees from the membership at large.

Section 3 Compensation: No member of any committee, either standing or ad hoc, shall receive a salary for services performed. Any member of a committee may be reimbursed for expenses by presenting receipts to the chairman of the particular committee. This expense must be out of necessity in behalf of the Corporation.

Section 4 **Removals:** *see article VI Sect.6*

Article IX General Provisions

Section 1 **Checks:** All checks, drafts or other orders for payment shall be **signed by two signers** who are members of the Executive Board of Directors. Checks one year or older are considered abandoned and shall be voided in the check registry.

Section 2 **Execution of Instruments:** All official documents of the Corporation shall be signed by the President except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. Both President and Secretary will sign all approved minutes, copies of which will be maintained in an archived manner that allows for immediate access.

Section 3 **Fiscal Year:** The Fiscal year of the Corporation shall be the calendar year of July 1, through June 30 of each year.

Section 4 **Examination of the Financial Records:** The financial records of the Corporation shall be available for inspection by any voting Corporation member upon reasonable notice to the Secretary/Treasurer and the Executive Director at a time and place which is mutually convenient.

Section 5 **Endowment:** The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, or bequests on behalf of the Corporation. The rationale for the gifts will be collected in writing and monies will be used for the sustainability of the Center for the Arts. Recognition shall be made in an appropriate manner as agreed to by the Board of Directors.

Section 6 **Proxy Voting:** Proxy voting executed in writing shall be permitted on any vote at any meeting of the voting membership or Board of Directors. These votes shall state on which issue the vote is to be cast and may be revoked only by the person casting the proxy vote prior to the vote on the said issue.

Section 7 **Advisors:** The President and/or the Board of Directors may, from time to time,

invite persons supportive of the purposes of the Corporation to act in an advisory capacity to the Corporation.

Section 8 Former President: The immediate Past President of the Board of Directors may sit on the Board and shall be a voting member of the Board of Directors. Other duties may be outlined in the Code of Operations.

Article X Amendments

These bylaws may be amended, altered, or repealed and/or new By-Laws may be adopted by a two-thirds (2/3) vote of eligible members voting in person or by written proxy at the regular annual meeting of the Corporation. Written notice of the proposed amendments will be published at least ten (10) days prior to the called annual meeting of the Corporation.

Article XI Limitation of Liability

The Corporation shall indemnify and hold harmless the Officers, Members of the Board of Directors and any others acting on behalf of the Corporation to the fullest extent provided by the laws of the State of New Mexico.

Article XII Dissolution

In the event of dissolution of the Corporation, all property and assets of the Corporation shall be distributed to a non-profit, charitable organization as defined by the Internal Revenue Code. In no event shall any Corporation assets be distributed to any member or private individuals.

Approved and adopted on this 12th day of July, 2019, at a meeting of the Board of Directors and membership of the Corporation.

Joyce Walker, President
Lea County Commission for the Arts

Jean Peter, Vice President

Lea County Commission for the Arts

Adopted by the Board of Directors on July 12, 2019