

BYLAWS OF LOWER GALLINAS LAND ASSOCIATION

ARTICLE I: NAME

The name of the Organization is THE LOWER GALLINAS LAND ASSOCIATION (a community organization).

ARTICLE II: PURPOSES

The Lower Gallinas Land Association (hereafter referred to as the Association) has been organized exclusively for scientific, charitable and educational purposes including, but no limited to the following:

- A. To defend, protect, and preserve the sovereign rights of its members.
- B. To hold in trust land and water, and interest in land and water in order to preserve, protect and enhance the natural and productive attributes of these natural resources, and to educate the public on matters pertaining to sound conservation practices and land use.
- C. To pursue, develop, and implement community economic development efforts for its members and their community at large that will foster sound resources management practices.
- D. The land held by the association shall be used solely for grazing purposes by the membership as constituted and established now and in the future and they shall have the further right to use any and all dead timber and wood on the land for domestic uses only.
- E. That no part or portion of the Association land and real estate shall ever be held, alienated or conveyed to or used by any individual adversely or exclusively to any or all of the other members of the Association as constituted and established now and in the future.
- F. For such other purposes as outlined in the original granting deed dated July 15, 1950 and recorded in the county Clerk's office of San Miguel County, in Book 174 of Deeds pages 223-225 as may now and in the future be applicable.

ARTICLE III: OFFICE AND REGISTERED AGENT

Section 1. Offices

The principle office for the transaction of the business of the Association shall be located in the Lower Gallinas Land Association, Gallinas, San Miguel County, New Mexico.

ARTICLE IV: BOARD OF TRUSTEES

Section 1. Nominations and Elections

Election of trustees shall be made at the annual membership meeting of the Association. Only members of the Association who have the right to vote in accordance with these Bylaws may nominate a candidate or be nominated as a candidate for the Board of Trustees. Said nomination shall be made in writing to the Secretary of the Board of Trustees or to a substitute so designated by a majority vote of the Board of Trustees. Nominations for trustees may be made up until the time of voting at the election. Voting by proxy will not be allowed.

Section 2. General Powers and Duties

The Board of Trustees shall be the governing body of the Association. With consent of its members, the Board of Trustees shall manage, control and direct the affairs and property of the Association.

Section 3. Composition and Terms of the Board of Trustees

- A. The number of members making up the Board of Trustees shall be as fixed from time to time by the Board of Trustees but shall not be less than four nor more than seven.
- B. Members of the Board of Trustees shall serve for terms of two years and the term of any member may also expire by death, resignation, or removal in accordance with these Bylaws. A member shall serve for only one term of office and then shall await one complete term before seeking another term of office. The terms of the initial trustees shall be staggered with trustees serving the following initial terms:
 - (1) One trustee shall serve for three years or until his successor is elected.
 - (2) Two trustees shall serve for two years or until their successors are elected.
 - (3) One trustee shall serve for one year or until his successor is elected.
- C. Any vacancy occurring on the Board of Trustees may be filled by affirmative vote of the majority of the then members of the Board of Trustees. A trustee elected or appointed as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office.
- D. A member of the Board of Trustees may resign from the board of Trustees by giving ten days notice in writing to the President. Said resignation shall be final only upon an affirmative vote of the majority of the then Board of Trustees.

Section 4. Meetings of the Board of Trustees

- A. Regular meetings of the Board of Trustees shall be held at least four times a year. Special meeting shall be called by the President at the request of half (1/2) of the then members of the board of Trustees or at the request of one third (1/3) of the membership. The last regular meeting of the Board of Trustees shall be held in May and shall constitute its annual membership meeting.
- B. With the exception of the annual membership meeting the time and place of all meetings shall be designated by the President. The meeting shall be held within the bounds of the

Association. Notice of all regular and special meetings of the Board of Trustees, shall be given at least seven (7) days before the meetings either by mail or in person.

- C. A simple majority of the then members of the Board of trustees shall constitute a quorum at any meeting of the Board of Trustees, and all matters shall be decided by a majority of the members of the Board of Trustees present at any meeting at which a quorum exists.

ARTICLE V: OFFICERS

Section 1. Titles

The officers of the Association shall be a president, a vice-president, a secretary treasurer, a sentinel, a collector and such other officers as may be elected or appointed by the Board of Trustees.

Section 2, Election and Term of Office

The Board of Trustees, at its first regular meeting following the annual membership meeting shall organize into officers the new members to serve a term of two years and the other members and remainder of their terms until their successors are elected and qualified.

Section 3, Removal

Any officer elected or appointed by the Board of Trustees may be subject to removal whenever in the Board's best judgement, the best interest of the Association would be served and upon a vote a 3/4's majority of the board members or by petition of two thirds (2/3) of the membership. The officer involved shall be given an opportunity to be present and to be heard at the meeting at which his removal is considered and be allowed to present testimony on his behalf and cross-examine witnesses against him. If the action for removal is by the Board of Trustees, a hearing panel shall be appointed from the general membership. The Board shall appoint one member, the director against whom the action is proposed shall appoint another and the two panelist shall appoint a third member who will there make the final decision. If the proposed action is by 2/3 of the membership, the remaining Board members shall be the hearing panel and make the final decision. The time and place for the hearing shall be set by the hearing panel.

Section 4. Vacancies

A vacancy in any office by whatever reason may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. Powers and Duties

- A. President. The President of the Association shall be the Association's principle executive officer and shall exercise general supervision and control over all the business and affairs of the Association. The President shall have the following specific powers and duties:
- a. To preside at all meetings of the members.
 - b. To have general and active management of the business of the Association.
 - c. To see that all orders and resolutions of the Board are carried into effect.
 - d. To submit a report of the operations of the Association to the Directors at the regular meetings of the Board and an annual report to the members at the annual meeting, and from time to time to report to the Directors all matters within his knowledge that should be brought to their attention in the best interest of the Association.
- In addition, the president shall have such other powers, duties and authority as may be set forth elsewhere in these Bylaws and as may be prescribed by the Board of Directors from time to time.
- B. Vice-President. The Vice-President of the Association shall exercise the powers and perform the function that are from time to time assigned by him or her or by the Board of Trustees. The Vice-President shall have the powers and shall exercise the duties of the President whenever the President, by reason of his absence, is unable to act, and at other times when specifically so directed by the Board of Trustees.
- C. Secretary-Treasurer. As the secretary of the Association he shall be the custodian of and shall maintain the corporate books and records and shall be the recorder of the Association's formal actions and transactions. The Secretary shall have the following specific powers and duties:
- a. To record or supervise the proper recording of the minutes and transactions of all meetings of the directors and the members, and to maintain separate minute books at the principal office of the Association.
 - b. To keep at the principal office of the Association record books showing the details required by law with respect to membership of the corporation, including ledgers showing all memberships issued and the date of each issuance; and also all other books of the corporation except books of account.
 - c. To keep at the principal office, open to inspection by members at all reasonable times, the original or a certified copy of the Bylaws of the corporation as amended or otherwise altered to date.
 - d. To attend to the giving and serving of all notices of the corporation required by law or these Bylaws to be given.
 - e. To attend to such correspondence and make such reports as may be assigned by him.
 - f. To maintain an accurate list of all the members in good standing of the Association. The Secretary shall have such other powers, duties, and authority as may be set forth elsewhere in these Bylaws and as may be prescribed by the Board of Trustees from time to time.

D. Treasurer. As Treasurer of the corporation he shall be its chief fiscal officer and the custodian of its funds, securities, and property. The Treasurer shall have the following specific powers and duties:

- a. To keep and maintain, open to inspection by the President and any director at all reasonable times, adequate and correct accounts of the properties and business transactions of the Association which shall include all matters required by law and which shall be in form as required by law.
- b. To have the care and custody of the funds and valuables of the Association and deposit the same in the name and the credit of the Association with such depositories as the Board of Directors may designate.
- c. To maintain accurate lists and descriptions of all capital assets of the Association, including land, building, and plants.
- d. To see to the proper drafting of all checks, drafts, notes, and orders for the payment of money as required in the business of the Association.
- e. To disburse the funds of the Association for proper expenses and, as he or she may be ordered by the Board, to take proper vouchers for such disbursements.
- f. To render to the Board of Directors whenever they may require it, an account of all his or her transactions as Treasurer and a financial statement in form satisfactory to them, showing the condition of the Association.

In addition, the Treasurer shall have such other powers, duties, and authority as may be set forth elsewhere in these Bylaws, and as may be prescribed by the Board of Trustees from time to time.

E. Centinel. The Centinel shall be responsible for insuring that all annual, regular and special meetings are conducted in an orderly fashion. He shall remove any unruly members or otherwise cause to be removed any member(s) who interrupt(s) the meeting or impede(s) the orderly flow of business. He shall do that in addition to voting on business matters affecting the Association and attending to other matters that may be prescribed by the Board of Trustees from time to time.

F.

G. Collector. Shall be responsible for collecting membership dues from the members and shall turn over all the money collected to the treasurer with a complete accounting of who paid in what amount and the receipt number. In addition, he shall keep a separate log outlining how much money he collected, from whom, the receipt number and the date he handed it over to the treasurer. He shall also receive a receipt from the treasurer for all money turned over to him. He shall do that in addition to being a full voting member of the Board of Trustees and attending to other matters that may be prescribed by the Board from time to time.

ARTICLE VI: COMMITTEES

The Board of Trustees shall appoint a membership committee to be composed of one member of the Board, two members from the general membership and of such others as the Board may deem

necessary. Otherwise the Board of Trustees, at its discretion, may constitute and appoint other committees to assist in the supervision, management, and control of the affairs of the Association, with responsibilities and powers appropriate to the nature of the several committees and as provided by the Board of Trustees in the resolution of appointment. Each committee so constituted and appointed by the Board shall serve at the pleasure of the Board of Trustees, a member who is not a member of the Board of Trustees, and such further persons as the Board may designate.

ARTICLE VII: MEMBERSHIP

Qualifications

Membership in the Association shall be limited to 42 active members in good standing and it may be less but in no case shall it be more. All current members in good standing shall be grandfathered into the Association by the adoption of these bylaws. New applicants for membership shall follow the guidelines set out elsewhere in these bylaws and shall be considered on a first come first serve basis.

Vacancies

If a vacancy occurs in the total membership of the Association listed above, anyone may apply as set forth herein, but the heirs of current members shall receive preferential consideration. Heir as used in this section is defined as an immediate family member of an existing member including husband, wife, son, or daughter.

Succession

Any member in good standing may bequeath his membership said member's named herein (as defined under vacancies) by way of a will or any other written document indicating that members' intent to do so. Only members who are deceased or are so incapacitated by reason of health so as not to be able to fulfill the duties of a member shall be allowed to make such a bequest.

Renunciation/Lapse

If a member renounces his membership in the Association or allows it to lapse, said member shall not be allowed to rejoin the Association under any circumstances. This does not preclude that member's heirs from applying for the membership and be subject to receiving preferential consideration.

Section 2. General Powers and Privileges

Members in good standing shall meet each year to elect an appropriate number of directors to the Board of Trustees, to discuss policy and to make recommendation to the Board of Trustees. Such members shall also be eligible to participate in the membership committee and in such other

committees that the Board in its discretion may deem necessary from time to time. Members shall be entitled, when available and free of charge, to any newsletters or publications produced by the Association.

Section 3. Annual Meetings

The membership shall meet in May of each year within the Lower Gallinas Land Association. The date, time, and place of the meeting shall be determined by resolution of the Board of Trustees.

Section 4. Notification

Notice of the annual meeting shall be given by the Secretary to every member and associate member in good standing at his or her address as it appears in the membership roll book of the Association at least twenty (20) days prior to the annual meeting and shall be delivered either personally or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Association, with postage thereon, prepaid.

Section 5. Procedure

Any eligible person who wishes to be a member of the Association shall submit a written request to the Membership Committee of the Association in such form as may be prescribed by such committee. Perspective members shall be recommended by the Membership Committee to the Board of Trustees to be acted upon by the Board of Trustees at the next meeting. Any person denied membership shall receive written notification within a reasonable time by the Board outlining the reasons why that person was denied membership.

ARTICLE VIII: INDEMNIFICATION

No person who is now, or who later becomes, a member of the Board of Trustees shall be personally liable for any indebtedness, or liability or obligation of the Corporation, and any and all creditors of this corporation shall look only to the assets or security of this Corporation for payment. The Association shall carry general liability insurance to protect the Board of Trustees in their exercise of discretion and in carrying out the duties of the Association, the organization property both real and personal and the members engaged in the exercise of Association business.

ARTICLE IX: BONDING

The Board of Trustees may authorize any officer or officers, agent or agents of the Association to enter into any contract and deliver any instrument in the name and on behalf of the Association.

All checks, drafts, or orders of the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents

of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the treasurer and countersigned by the President of the Association. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Trustees may select and the same shall be deposited in interest bearing accounts, if possible.

The Board of Trustees may accept on behalf of the Association any contribution, gift, bequest, or device for any purpose of the Association.

Section 2. Maintenance of Books and Records

The Association shall keep correct and complete books and records of account of all funds received and expended by the Association and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

All books, records, and documents of the Association shall be considered property of the Association, shall be so identified, and shall be subject to recall from any member, trustee, officer, or person at the discretion of the Secretary or by an affirmative vote of a majority of the Board of Trustees.

Section 3. Fiscal Year

The fiscal year of the Association shall be twelve (12) months and shall coincide with the calendar year. (To begin on the first day of January in each year and end at midnight on the thirty-first day of December of the same year).

Section 4. Organizational Dues

The Board of Trustees shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by members, and shall give appropriate notice to the members.

Section 5. Amendment of Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by: (1) Vote of a three fourths (3/4) majority of Trustees present at any regular meeting or at a special meeting, if at least seven (7) days written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting; or (2) an affirmative vote at any regular meeting of two-thirds of all of the member entitled to vote.

ARTICLE XI: DISSOLUTION

Dissolution shall take place upon a vote of a majority of the Board of Directors and approval of the two-thirds (2/3) of the membership.

Upon the dissolution of the Association, the board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by Direct Court of the county in which the principal office of the Association is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes. In the alternative, after paying or making provisions to pay the corporations liabilities after dissolution the Association may revert to operating as an unincorporated association.

ARTICLE XII: CERTIFICATION OF BYLAWS

These Bylaws were reviewed and approved by unanimous vote of the Board at its regular meeting on _____.

Verified by:

(name)

(title)