



## By-Laws

# Women In Construction New Mexico

### ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Women in Construction New Mexico referred in these By-Laws as “the corporation.”

### ARTICLE II. CORPORATE PURPOSE

#### Section 1. Primary Purpose

The purpose for which the corporation is organized is to promote common interests of its members through membership, networking, community outreach and training, and to advance and maintain an enlightened understanding of women in the construction industry.

#### Section 2. Means

To accomplish the corporation’s purposes by way of partial definition and not by limitation, the activities shall, in part, be designed as follows:

- A. To define, establish and preserve the common interests of women in construction.
- B. To promote, foster, and encourage the importance of women in the construction industry.
- C. To unite women who are actively employed in the construction industry for their mutual benefit.
- D. To coordinate and disburse to members information relative to the purpose of the group.
- E. To represent the common interests of the members through meetings, conferences, training, community outreach, networking and other events and meetings.
- F. To encourage women to pursue and continue careers in the construction industry.
- G. To foster an encouraging and uplifting environment for women in construction.

### ARTICLE III. MEMBERSHIP

- A. Active Member: Open to persons who support, promote and encourage success for women in construction. Each active member shall be entitled to vote and to hold office.
- B. Student Member: Open to students enrolled at institutions of higher education and have an interest in the corporation.
- C. Honorary Member: The Board of Directors may determine honorary membership for a person who has rendered outstanding service but is not eligible to be an active member.
- D. Good Standing: A member is in good standing when dues are paid, or dues are paid by sponsorship.
- E. Membership is granted after completion and receipt of a membership application and annual dues.
- F. Annual dues are paid when application is submitted; all renewal membership dues will be due in January.

- G. Any member may resign by not renewing their dues. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.
- H. A member can have their membership terminated by a majority vote of the membership.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Regular Meetings**

- A. Regular meetings of the members shall be held throughout the year, at a time and place designated by the planning committee and approved by the Board of Directors.
- B. There shall be a minimum of one meeting of the membership per year deemed the Annual Meeting where voting by the membership may take place.

### **Section 2. Special Meetings**

Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

### **Section 3. Notice of Meetings**

Notice of each meeting shall be given to each member, by email, not less than two weeks prior to the meeting.

### **Section 4. Quorum**

A quorum for a meeting of the members shall consist of at least twenty percent of the active membership.

### **Section 5. Voting**

All issues to be voted on by the membership shall be decided by a simple majority of those present, those represented by proxy, or by those who have submitted a written vote, at the meeting in which the vote takes place.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the corporation.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall consist of no less than nine (9) nor more than eleven (11) including the following officers: the President, the first Vice-President, the Secretary, and the Treasurer.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a three-year term as submitted by the nominations committee.

The Board of Directors should hold a minimum of six meetings per year.

### **Section 3. Quorum**

The presence of the majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business.

### **Section 4. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

### **Section 5. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

### **Section 6. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

### **Section 7. Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

### **Section 8. Duties of the Board of Directors**

The Board of Directors shall:

- A. Exercise general supervision and control over the business of the group.
- B. Designate financial institution for the group for banking, and other financial purposes.
- C. Authorize payments to indebtedness.
- D. Adopt an annual budget.
- E. Fill vacancies on the board between regular ballot elections.
- F. Establish committees and task forces.
- G. Transact general group business.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

### **Section 1. President**

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. She shall preside at all meetings of the Executive Committee.
- b. She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

### **Section 2. Vice-President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Board.

### **Section 3. Secretary**

The Secretary shall attend all meetings of the Board of Directors and of the Executive Committee, and all meetings of members. The Secretary's duties shall consist of:

- a. Shall be responsible for the permanent records of the group including minutes of meetings including motions, and roster of meetings

### **Section 4. Treasurer**

The Treasures duties shall be custodian of all funds and present written financial reports at board meetings and at membership meetings when applicable.

### **Section 5. Election of Officers**

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the membership.

## **ARTICLE VII. Dues**

Dues for members shall be determined by the Board of Directors.

## **ARTICLE VIII. Fiscal Year**

The fiscal year shall start on January 1st and end on December 31st.

## **ARTICLE IX. Committees**

The group shall have the following standing committees: Planning Committee, Membership & Marketing Committee, Philanthropy Committee, and Nominating Committee.

The Board of Directors may create other committees as they deem necessary.

## **ARTICLE X. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE XI. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors.

### **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting.

## **ADOPTION OF BYLAWS**

We, the undersigned, are the current president and current secretary of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 9 day of May, 2019.