

AZTEC MUSEUM ASSOCIATION, INC.
BYLAWS

Aztec, New Mexico
May 19, 2008

ARTICLE I: OFFICE

The principal office of the Aztec Museum Association, Inc. hereinafter referred to as “Association” shall be located at 125 North Main, Aztec, New Mexico.

ARTICLE II: PURPOSES

The purposes of this Association as set forth in the Articles of Incorporation and in addition thereto, the following:

- 1) To conserve the historic landmarks, artifacts, and records of the Town of Aztec and its surrounding area, and to make them more generally known to the public
- 2) To establish and maintain a museum for the storage, preservation and display of such artifacts and records.
- 3) To cooperate and encourage worthy movements that have as their objective the (a) advancement of knowledge and interest in the areas of historic, economic, agricultural, and oil and gas industries; and (b) concerned with the advancement of knowledge in the natural history, cultures, and natural resources of the area.
- 4) The Association shall have further purpose and authority to receive assets of any type, including money, and all real and personal property having a monetary value, sell assets to become a portion of an Endowment Fund or Subscription Fund, to be appropriately named by the Board of Directors, into which contributions will be deposited for the sole purpose of investment in some appropriate banking institution or institutions or type of investment permitted for fiduciaries under the laws of the State of New Mexico, the income realized from said investment to be used for maintenance, preservation, and promotion of the Aztec Museum Association, Inc. Donors must be notified in writing their donated property is to be sold.
- 5) The Association is authorized to operate a museum store for the sole benefit of supporting the Association goals.

ARTICLE III: MEMBERS

ELIGIBILITY: Any person or organization in sympathy with the purposes of this Association shall be eligible for membership.

MEMBERSHIP: Membership in the Association shall be composed of (1) Annual Individual Members, (2) Patron Members, (3) Life Members, and (4) Honorary Life Members.

ANNUAL MEMBERS pay yearly dues of \$25.00. In those instances of a family membership, each member of the immediate family over 18 years of age shall have voting privileges.

PATRON MEMBERS are Association members who contribute at least \$100.00 for their annual membership dues.

LIFE MEMBERSHIP is given to individuals and organizations that contribute over \$500.00 in one fiscal year to the Association.

HONORARY LIFE MEMBERSHIP is awarded to those persons who, out of consideration for extraordinary services to the Association, are nominated by the Board of Directors and approved by the general membership at an official meeting, to be designated Honorary Life Members. These members are not required to pay dues to the Association.

DUES: Membership dues are payable in January for the calendar year (January 1 thru December 31). The Board of Directors will review dues amounts, classifications, and designations in November of each year. Any agreed upon changes will become effective the following January 1st.

TERMINATION OF MEMBERSHIP shall occur two calendar months after a member's dues become delinquent. Any member may resign by filing a written resignation and/or failing to pay annual dues. The Board of Directors may expel or suspend a member for cause, following a formal hearing by an affirmative vote of 2/3 of all of the members of the Board of Directors.

ARTICLE IV: MEETINGS OF MEMBERS

MEETINGS OF THE ASSOCIATION shall be held at the principal office of the Association unless otherwise designated by the Board of Directors, provided that said alternative location shall be in San Juan County, New Mexico.

NOTICE OF MEETINGS written, printed or electronic shall state the date, location, hour and purpose of the meeting.

ANNUAL MEETING of all the members shall be held during the month of February. Notice of the meeting, date, time and location shall be delivered to all members 30 days prior to the annual meeting and shall contain a list of Board of Director candidates with

mail-in election ballots. The results of the balloting for newly elected directors will be counted and the results announced at the annual meeting.

SPECIAL MEETINGS of the members may be called by the Board of Directors or not less than 10% of the eligible voting members.

A **QUORUM** is constituted at any meeting of the members provided the meeting has been called in compliance with the Association Bylaws.

ARTICLE V: BOARD OF DIRECTORS

DUTIES OF THE BOARD: The Board of Directors shall manage the affairs of the Association, including but not limited to the following responsibilities:

- 1) Establish and maintain the Association's policies and procedures.
- 2) Provide the membership with a yearly museum program plan and operating budget before each Annual Meeting.
- 3) Review and approve monthly financial reports to confirm prudent financial practices.
- 4) Perform the Board of Directors' trust responsibilities as defined within the attached document titled **RESTATEMENT OF TRUST AGREEMENT**.

TENURE, QUALIFICATIONS & NUMBER: The number of Directors shall be not less than nine (9) or no more than fifteen (15). Directors must be members of the Association and residents of San Juan County, New Mexico. Directors may not be paid employees, contractors, or suppliers of services to the Association.

ELECTION PROCEEDURE: In December of each year, the President of the Board of Directors shall appoint a nominating committee from the Board of Directors. The Nominating Committee will nominate candidates from the Association membership to run for positions vacated by expiring terms of Board Members. New Directors are elected for two years to provide for overlapping terms and shall serve until their successors have been elected and qualified by the general membership.

Ballots listing the candidates nominated shall be mailed to all members by January 15th of each year. The ballot shall also provide a space for write-in candidates. The deadline for the return of ballots shall be February 1st, at which time they will be given to the Secretary of the Board for vote tabulation.

RESIGNATION of a Director shall be by written notice to the Board.

MEETINGS of the Board of Directors shall be held monthly at the principal office of the Aztec Museum Association, Inc. at 125 North Main, Aztec, New Mexico. Meetings are open to all members of the association and the general public. The President or any three Directors, for a stated reason, may call **SPECIAL MEETINGS** of the Board of Directors. Such meetings shall be held at the Association office. **CLOSED SESSION** meetings may

be held by a majority vote of the Board. A QUORUM shall consist of a simple majority of current Board of Director Members being present for the transaction of Association's business.

VACANCIES: The Board of Directors shall fill vacancies occurring on the Board. A director elected to fill an unexpired vacancy shall be elected for the remainder of the term of his/her predecessor. Any Director who does not fulfill the duties of his/her office may have his/her office declared vacant by a majority vote of the Board of Directors. The office of a Director shall be declared vacant also if he/she misses three (3) consecutive meetings

NON VOTING BOARD MEMBERS may be appointed in a specific advisory capacity for an indefinite period of time. The Board may designate persons as Honorary Board Members in recognition of their service to the Museum.

ARTICLE VI: OFFICERS

OFFICERS OF THE ASSOCIATION: President, Vice President, Secretary, and Treasurer. The Board of Directors shall elect each Officer of the Association annually after the annual meeting. Each Officer shall hold office until his/ her successor shall have been duly elected and qualified. Any individual may be removed from office by the Board of Directors whenever, in its judgment, the best interests of the Association would be served

DUTIES AND RESPONSIBILITIES

The PRESIDENT shall act as the principal executive officer of the Association and shall provide general supervision of the Association activities. The President shall act as the Board representative in the Association's business and legal affairs including, but not limited to, (a) hiring and supervision of Association employees; (b) interaction with other agencies; (c) member and donor relations; (d) appointment of Board committee members and chairpersons; and (e) provide over-site assurance that the Museum activities fall within the Association's bylaws. The president will conduct all meetings of the Board of Directors in accordance with *Roberts Rules of Order*.

The VICE-PRESIDENT shall perform the duties of the President in the event of his/her absence or failure to carry out the duty and responsibilities of that office; when so acting the Vice-President shall have all powers of the office of President. The Vice-President shall oversee and assure that physical plant/equipment/collections are secure and maintained, and shall perform such other duties as may be assigned to him/her by the President or the Board of Directors.

The SECRETARY shall keep an accurate and complete record of the proceedings of the meetings of the Board of Directors and annual member meeting. The Secretary shall

oversee and assure accurate membership records and the Association's communication with members and donors.

The **TREASURER** is responsible for the financial affairs of the association including, but not limited

- (a) Preparing yearly budget for the Association before each annual meeting;
- (b) Supervising and providing direction to the museum staff on daily cash transactions;
- (c) Presenting monthly financial statements to the Board that reflect the activities of the Association, including Profit and Loss, Income and Expense, Balance Sheet and Investment Performance
- (d) Assisting the Association's accounting firm's preparation of State and Federal tax reports
- (e) Advising the Board on compliance with the terms and conditions of the attached "RESTATEMENT OF TRUST AGREEMENT"

The **EXECUTIVE COMMITTEE** shall be established by the Board of Directors to oversee the on-going activities of the Museum. The Executive Committee shall include officers of the Association.

ARTICLE VII

The **CALENDAR YEAR** of the association shall begin on the first day of January and end on the last day of December of each year.

The **CORPORATE SEAL** shall be provided by the Board of Directors in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal."

ARTICLE VIII:

The **BYLAWS** of the Association may be altered, amended or repealed and new Bylaws adopted by a majority vote of the Board of Directors 30 days following written notice to the Association membership of the proposed changes.

The Aztec Museum Association, does hereby approve, adopt, and ratify the amended Bylaws.

President	Date	Vice President	Date
Secretary	Date	Director	Date

