

AS Amended, May 17, 2008

NEW MEXICO EMERGENCY SERVICES COUNCIL

AMENDED BY-LAWS

"And a certain Samaritan... going up to him, pouring in oils and wine, bound up his wounds; and setting him upon his own beast brought him to the inn and took care of him." Luke 10:33-34

ARTICLE I

Name

Section 1. Name:

A. This corporation shall be known as the New Mexico Emergency Services Council, or also known as the New Mexico Search and Rescue Council, and shall often be referred to herein as the Council.

ARTICLE II

Purpose

Section 1. Primary Purpose:

A. This corporation is organized solely for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code as it now exists or may hereafter be amended. More specifically, the purpose of the corporation is to promote the common interest of volunteer groups dedicated to the saving of life and the relief of human suffering during emergencies in the state of New Mexico.

Section 2. Other Purposes:

- A. To develop and maintain a genuine atmosphere of cooperation among all members of the Council.
- B. To conduct meetings for the exchange of pertinent emergency service information.
- C. To develop an efficient, working relationship with all levels of government. To include informing responsible agencies of the availability of resources and services offered by member groups as conveyed to the Council in writing.
- D. To suggest a common code of ethics and standards for all member groups.
- E. To study problems common to member groups and report findings.
- F. To promote a vigorous program of public education in urban, suburban and wilderness safety.
- G. To seek community and governmental support for volunteer emergency service groups and operations.
- H. To refer new emergency service groups to other member groups with similar interest for possible organizational and training advice.

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ARTICLE III

Membership

Section 1. Membership in the Council:

A. An Organizational Member is defined as any organized independent volunteer group having a stated capability for contribution to the purposes of the Council as defined in Article II.

B. An Individual Member is defined as a person who has demonstrated an interest in contributing to the purpose of the Council and has been elected to individual membership. An Individual Member has all rights, duties and privileges with respect to the Council as an Organizational Member, except that an Individual Member shall not have a vote at Council meetings.

C. An Agency member is defined as an individual or an organization, which is professionally (or other categories approved by the Council) involved in and/or responsible for emergency services.

D. An Honorary Member is defined as any individual, group or agency that has made an outstanding contribution to the purposes of the Council, and which the Council wishes to recognize in this manner.

E. Any member whose expulsion has been proposed to the Board in writing and may be effected by a two-thirds vote of the whole Board, is entitled to a private hearing before the Board, without representation by counsel. Before any proceedings are taken in the proposed expulsion of a member, the member must have written notice of the contemplated action.

Section 2. Qualifications for Membership:

A. Charter Members are those that were represented at the January 12th meeting in Los Alamos, New Mexico, in 1974. Addendum 1 for listed Charter Members.)

B. Candidates for organizational, individual and agency membership will submit a letter of application at the next regular meeting of the Board (as defined in Article V) for a vote of acceptance to membership. A simple majority of those voting members present will be required for approval of a candidate for membership. Upon approval and payment of dues, the candidate will be given the status of "Member in Good Standing".

C. A candidate for Honorary membership may be nominated at a regular meeting by any voting member of the Council and approval will be a simple majority of voting members present.

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ARTICLE IV

Voting

Section 1. Qualified Voting Members:

A. Voting members of the Council shall be limited to Organizational Members whose status is "Member in Good Standing", each member having one vote.

B. A voting Organizational member shall select one voting delegate to represent the organization at each Council meeting. The delegate shall be a bona fide member of the organization.

C. A member delegate may vote in person or by proxy. Such proxy shall be in writing and on a form prescribed by the Board. Such proxy may designate any individual of a member team to vote on behalf of the named member delegate.

D. Notwithstanding any other provisions of these by-laws, no person shall at any meeting of the Board or the Council cast more than two votes on any question.

ARTICLE V

Administration

Section 1. Board:

A. The Council shall have a Board, hereinafter referred to as the Board, to consist of eleven members.

B. The members of the Board shall be elected by voting delegates as defined in Article IV, to consist of eleven members elected at large.

C. The Board may appoint non-voting Committee members with areas of appropriate expertise or experience.

D. The Board is empowered to conduct all business of the council to include but not limited to organizing and conducting training, collection of dues, distribution of information or any purpose stated in Article II.

E. No more than two representatives of any Council Member shall serve on the Board at one time, including Individual members who may also be team members of an Organizational Member.

Section 2. Official Representative:

A. Any person serving as an official representative of the Council, in a capacity other than a specified Board Member or Officer, before or with any constituted organization, body, group, committee, or board, excluding the Council, will be a member of or belong to a member group of the Council and will be elected to this representative post by the Board, and serve at the pleasure of Council members.

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Section 3. Officers of the Board:

A. The Board shall elect from among its own membership, a Chair who will also be known as President, Vice-Chair, who will be known as Vice-President Secretary and Treasurer. The Board retains the right to replace any officer(s) if in the opinion of the Board, as determined by a two-thirds (2/3) majority vote of the entire Board, that said officer(s) are failing to execute their prescribed duties in the best interests of the Council.

B. Board officers will serve a one-year term. Members elected to fill a position that has been vacated by resignation, official removal or death will complete the term they are filling.

Section 4. Board Members Terms of Office:

A. Board members shall be elected to serve a three-year term. A person appointed to the Board because of a vacancy shall need to stand for re-election at the next general council meeting.

B. A Board Member shall serve no more than one consecutive term on the Board. However, a member who was appointed to fill a vacancy shall be allowed, if elected, to serve the full three year term plus the interim term to which they were appointed.

C. Any member of the Board who misses more than two (2) consecutive board meetings may be removed by a vote of seven members of the Board.

D. Any member of the Board currently serving his or her first two-year term when this change goes into effect shall serve three years from the date of election. Any member who is currently serving his or her second two-year term when this change goes into effect shall fulfill the remainder of that two-year term.

Section 5. Election of the Board:

A. The Board shall be elected at the meeting immediately preceding the beginning of the corporate fiscal year, which shall be defined as commencing on the first day of June and ending on the thirty-first day of May of the following calendar year.

Section 6. Vacancies of the Board:

A. Vacancies arising between regular Council meetings may be filled by a majority vote of the Board at the next regular Board meeting, for an interim period ending with the next regular Council meeting. The Board, in filling such vacancies, shall give priority consideration, whenever possible, to runner-up candidates in the last regular election by the Council.

B. Vacancies among the officers of the Board shall be filled by the Board at any regular or special Board meeting.

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Section 7. Special and Regular Meeting of the Board:

A. The Board shall conduct additional regular Board meetings as needed during the year. The Board may announce and schedule additional regular Board meetings at any regular Board meeting or general Council meeting.

B. The Board shall publish the date(s) of a regular Board meeting no less than 21 days prior to such meeting. Notice in the New Mexico Emergency Service Council (NMESC) newsletter and/or electronic mail, and/or placed on the NMESC web site will fulfill this requirement.

C. Special meetings of the Board may be called by any officer.

1. Reasonable notice shall be given to all Board Members of a special meeting.

2. Special meetings of the Board shall be only for the purpose for which they were called.

3. Results of special meetings shall be mailed to all members within 30 days after said meeting.

D. All Board meetings are open to members of the Council.

Section 8. Quorum for a Board Meeting:

A. A quorum for any meeting of the Board shall consist of no less than seven members of the current Board membership.

B. A quorum shall be necessary for any business to be conducted by the Board.

Section 9. Nomination of Board Members:

A. The Board will also serve as a nominating committee for new Board members. This committee will nominate one or more individuals for each of the available positions for Board representation. The committee's report will be presented at the last general meeting of the corporate fiscal year. Nominations will then be accepted from the floor.

Section 10. Duties of the Board:

A. Power shall be vested in the Board to take whatever action they may deem necessary or advisable for the government and direction of this organization. They shall formulate and adopt rules for the conducting of business and for the management and control of the property of this Council.

B. The Board shall submit to the Council the proposed annual Budget for approval.

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ARTICLE VI

General and Special Council Meetings

Section 1. Meeting Place, Time, Frequency and Notice:

- A. General Council meetings will be held a minimum of one time a year.
- B. The month and location for the next general Council meeting will be decided at the preceding general or special Council meeting. If unforeseen circumstances prevent the convening of a scheduled general Council meeting, the Board will reschedule that Council meeting to be held within ninety days of the original meeting date.
- C. Written notice of a general Council meeting shall be published no less than 21 days prior to such meeting. Notice in the New Mexico Emergency Service Council (NMESC) newsletter and/or electronic mail, and/or placed on the NMESC web site will fulfill this requirement.
- D. Chair of the Board shall preside over general council meetings with the Secretary or designee taking the minutes.
- E. The Chair may appoint a Sergeant of Arms and/or a Parliamentarian.
- F. All members of the Board and Council shall adhere to Modern Rules of Order.

Section 2. Quorum for Council Meetings:

- A. A quorum for any meeting of the Council shall consist of the lesser of forty percent (40%) or fifteen (15) members of the voting Council membership.
- B. A quorum shall be present to conduct any business of the Council.
- C. Only voting member delegates present at any meeting may vote. However, with prior written permission of a non-present member delegate, a present member delegate may act as voting proxy for that non-present member delegate as defined in Article IV, Section 1, Paragraphs C and D.

Section 3. Special Meetings of the Council:

- A. Special meetings of the Council shall be called by the Board with a minimum of one week's notice.
- B. Chair of the Board shall preside over general Council meetings with the Secretary or designee taking the minutes.
- C. The Chair may appoint a Sergeant at Arms and/or a Parliamentarian.
- D. All members of the Board and Council shall adhere to Modern Rules of Order.

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- B. Special meeting of the Council shall purpose for which they were called.

ARTICLE VII

Finances

Section 1. Dues Assessment:

- A. The Council may impose such dues and assessments as it deems necessary.
- B. Assessments or dues must be set by a majority vote of all Council Members present at any regular or special meeting.

Section 2. Expenditures:

- A. Budgeted expenditures that exceed five percent (5%) of the Council's funds must be approved by a majority vote of 7 members of the Board. Expenditures over fifty dollars (\$50) of the Council's funds must be approved by a simple majority vote of the Board.

ARTICLE VIII

Duties of the Officers of the Board

Section 1. Chairman's Duties:

- A. The Chairman, in addition to his duties as presiding officer, has the duties of an administrative or executive officer.
- B. The Chairman will preside over the meeting of the Council and over meetings of the Board by taking the chair and calling the members to order; to announce the business before the assembly in the order in which it is to be acted upon; to recognize members entitled to the floor; to state and to put to vote all questions which are regularly moved; and to announce the result of the vote.
- C. The Chairman will assist in expediting business in every way compatible with the rights of the members, by allowing brief remarks when undebatable motions are pending; will enforce on all occasions the observance of order and decorum among all the members

Section 2. Vice-Chairman's Duties:

- A. The Vice-Chairman shall, in the event of the absence of the Chairman, assume the duties of the Chairman, until such time when the Chairman is able to resume his/her duties. In the event of resignation or death of the Chairman, the Vice-Chairman shall assume the duties of the Chairman. The Vice-Chairman, may from time to time, be called upon to chair committees, or to have charge of different departments.

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Section 3. Secretary's Duties:

A. The Secretary will keep a complete set of minutes of each regular and special Council or Board meeting.

B. If requested to do so, the Secretary will compile an Annual Report of the Council's activities and submit the same to the Board.

1. The Annual Report may be published for benefit of Council members and the general public if so deemed by the Board.

C. If requested to do so, the Secretary will cause to be compiled and prepared any special reports for the Elective Board.

Section 4. Treasurer's Duties:

A. To select and maintain a demand deposit account with any recognized banking institution in the state.

1. Said account to require a minimum of two signatures for withdrawal of funds. These signatures to be the Treasurer and one other Board member.

B. The Treasurer will report at each regular Board and Council meeting as to the financial condition of the Council.

Section 3. Financial Report:

A. The Treasurer will present, at the last regular meeting of the fiscal year, the past year's annual financial report.

ARTICLE IX

Amendments

Section 1. Amendments to the by-laws:

A. These By-Laws may be amended by a two-thirds (2/3) affirmative vote of the Council membership at any regular or special meeting; provided that written notice of the proposed amendment or amendments is given to each member of the Council at least 30 days in advance of such meeting.

ARTICLE X

Dissolution

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Section 1. Dissolution of the Council:

A. This corporation may be dissolved by a motion following the procedure for amendments to the by-laws or it shall be considered dissolved if no regular Council meetings are held during a period of one year.

B. Upon dissolution of this corporation, all assets after payment of all debts and liabilities shall be distributed to the affiliated members that then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 and its Regulations as then in effect. In the event there are no members, the assets shall be distributed to the New Mexico Chapter of the American Red Cross, provided the same qualifies under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1954 and its Regulations as then in effect, or if not, then the assets of the corporation shall be distributed exclusively to religious, charitable, scientific, literary or educational organizations that would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XI

Acceptance

Section 1. Acceptance of by-laws:

A. It is hereby certified that these by-laws of the New Mexico Emergency Services Council have been unanimously approved by the Members present at the meeting held on May 17, 2008. These by-laws are the only valid by-laws of the New Mexico Emergency Services Council and are effective immediately.

Signed

Gary Cascio, Chair _____ Date _____

Brian Fuller, Secretary _____ Date _____

Per May 17, 2008 General Meeting vote: by-law Amendments proposed were adopted and have been incorporated in the above edition.