

1 **NEW MEXICO EMERGENCY SERVICES COUNCIL AMENDED**
2 **BYLAWS**
3 **May 18, 2019**
4

5 **ARTICLE I. NAME**

6 Section 1. Name

- 7 A. This corporation shall be known as the New Mexico Emergency Services Council, or also known as
8 the New Mexico Search and Rescue Council, and shall often be referred to herein as the Council.
9 References to NMESC also refer to NMSARC.

10 **ARTICLE II. PURPOSE**

11 Section 1. Primary Purpose

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

17 Section 2. Other Purposes

- 18 A. To develop and maintain a genuine atmosphere of cooperation among all Council Members.
19 B. To conduct meetings for the exchange of pertinent emergency service information.
20 C. To develop an efficient, working relationship with all levels of government. To include informing
21 responsible agencies of the availability of resources and services offered by Council Members as
22 conveyed to the Council in writing.
23 D. To suggest a common code of ethics and standards for all Council Members.
24 E. To study problems common to Council Members and report findings.
25 F. To promote a vigorous program of public education in urban, suburban and wilderness safety.
26 G. To seek community and governmental support for volunteer emergency service groups and
27 operations.
28 H. To refer new emergency service groups to other Council Members with similar interest for possible
29 organizational and training advice.
30 I. To assist with coordination of joint education and training events when two or more SAR teams are
31 involved. Coordination may include planning, operations, and logistics management.

32 **ARTICLE III. MEMBERSHIP**

33 Section 1. Definitions of Membership

- 34 A. "Council Member" may refer to a member of the Council as defined below, or a member of a group
35 defined below. Elected Board Members are Council Members.
36 B. An Organizational Member is defined as any organized independent volunteer group having a stated
37 capability for contribution to the purposes of the Council as defined in Article II.
38 C. An Individual Member is defined as a person who has demonstrated an interest in contributing to
39 the purpose of the Council and has been elected to individual membership. An Individual Member

- 40 has all rights, duties and privileges with respect to the Council as an Organizational Member, except
41 that an Individual Member shall not have a vote at Council meetings.
- 42 D. An Agency Member is defined as an individual or an organization that is professionally (or other
43 categories approved by the Council) involved in and/or responsible for emergency services.
- 44 E. An Honorary Member is defined as any individual, group, or agency that has made an outstanding
45 contribution to the purposes of the Council, and which the Council wishes to recognize in this
46 manner.
- 47 F. Any member, as defined above, whose expulsion has been proposed to the Board in writing is
48 entitled to a private hearing before the Board, without representation by counsel. Before any
49 proceedings are taken in the proposed expulsion of a member, the member must have received a
50 written notice of the contemplated action. Expulsion requires a two-thirds vote of the Board.

51 Section 2. Qualifications for Membership

- 52 A. Charter Members are those that were represented at the January 12th meeting in Los Alamos, New
53 Mexico, in 1974. Addendum 1 for listed Charter Members.
- 54 B. Candidates for Organizational, Individual, and Agency membership will submit a letter of application
55 which will be considered at the next regular meeting of the Board (as defined in Article V) for a vote
56 of acceptance to membership. A simple majority of those Board Members present will be required
57 for approval of a candidate for membership. Upon approval and payment of dues, the candidate will
58 be given the status of "Member in Good Standing."
- 59 C. Candidates for Honorary membership may be nominated for consideration at the next regular
60 meeting of the Board by any voting member of the Council and approval will be a simple majority of
61 Board Members present.

62 Section 3. Qualified Voting Members

- 63 A. Voting members of the Council shall be limited to Organizational Members whose status is "Member
64 in Good Standing," each voting member having one vote.
- 65 B. A Voting Council Member shall select one voting delegate to represent the organization at each
66 Council meeting. The delegate shall be a bona fide member of the organization.
- 67 C. A member delegate may vote in person or by proxy. Such proxy shall be in writing and on a form
68 prescribed by the Board.
- 69 D. No person shall at any meeting of the Board or the Council represent more than two (2)
70 Organization Members on any vote.

71 **ARTICLE IV. ADMINISTRATION**

72 Section 1. Board

- 73 A. The Council shall have a Board, hereinafter referred to as the Board, to consist of no fewer than
74 seven (7) and no more than eleven (11) members elected at-large, which shall hereafter be referred
75 to as the "Board".
- 76 B. The members of the Board shall be elected by the Voting Council Membership as defined in Article
77 III, Section 3.
- 78 C. The Board may appoint non-voting committee members with areas of appropriate expertise or
79 experience.
- 80 D. The Board is empowered to conduct all business of the Council, including but not limited to
81 organizing and conducting training, collection of dues, distribution of information, or any purpose
82 stated in Article II.
- 83 E. No more than two representatives of any Organizational Member shall serve on the Board at one
84 time, including those with multiple memberships or meet other definitions of Council Member.
- 85 F. Nominees, described under "Section 2. B." in this Article do not have to be Council Members.
- 86 G. Board Members elected from the general public become Council Members for the duration of their
87 term.

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89 Section 2. Election of the Board

- 90 A. The Board shall be elected at the first General meeting of the calendar year.
91 B. The Board will also serve as a nominating committee for new Board Members. This committee will
92 nominate one or more individuals for each of the available positions for Board representation. The
93 committee's report will be presented at the first General meeting of the calendar year. Nominations
94 will then be accepted from the floor.
95 C. Open Board positions will then be filled by a simple rank-order vote by the Voting Members of the
96 Council.

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98 Section 3. Board Members Terms of Office

- 99 A. Board Members shall be elected to serve a three-year term which will run July 1st of the first year
100 until June 30th of the third year.
101 B. A Board Member shall serve no more than two consecutive terms on the Board.
102 C. A Board Member who was appointed to fill a vacancy (see Section 5, Vacancies of the Board in this
103 Article) shall be allowed to serve the appointed term, and, if elected, to serve no more than two
104 consecutive three-year terms
105 D. Any Board Member who misses more than two consecutive Board meetings may be removed by a
106 two-thirds majority vote of the Board.
107 E. Any Board Member may be removed by a two-thirds majority vote of the Council or Board.
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109 Section 4. Officers of the Board

- 110 A. The Board shall elect from among the Board Membership; a Chair who will also be known as
111 President, a Vice-Chair, who will be known as Vice-President, a Secretary, and a Treasurer.
112 B. The Board and Council retain the right to replace any officer(s) if, in the opinion of the Board or
113 Council, as determined by a two-thirds majority vote of the entire Board or Council, that said
114 officer(s) fail(s) to execute prescribed duties in the best interests of the Council.
115 C. Board officers will serve a one-year term. Board Members elected to fill a position that has been
116 vacated by resignation, official removal, or death will complete the term they are filling.
117 D. Any Officer of the Board may be removed by a two-thirds majority vote of the Council or Board.
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119 Section 5. Vacancies of the Board

- 120 A. Vacancies arising between General Council meetings may be filled by a majority vote of the Board at
121 the next regular Board meeting, for an interim period ending with the first General Council meeting
122 of the calendar year. The Board, in filling such vacancies, shall give priority consideration, whenever
123 possible, to runner up candidates in the last General election by the Council. A person appointed to
124 the Board because of a vacancy shall need to stand for election at the next General Council meeting.
125 B. Vacancies among the officers of the Board shall be filled by the Board at any regular or special Board
126 meeting.
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128 Section 6. Duties of the Board

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

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133 Section 7. Official Representatives

- 134 A. Any person serving as an official representative of the Council, to an external organization will be a
135 Council Member. The representative will be elected to this representative post by the Board, and
136 serve at the pleasure of Council and Board Members.

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138 **ARTICLE V. BOARD MEETINGS**

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

- 140 A. The Board shall conduct regular Board meetings as needed during the year. The Board may
141 schedule additional regular Board meetings at any regular Board meeting or General Council
142 meeting.
143 B. The Board shall publish the date(s) of a regular Board meeting no less than 21 days prior to such
144 meeting. Notice in the New Mexico Emergency Service Council (NMESC) (or NMSARC) email forum
145 and/or electronic mail, and/or placed on the NMESC (or NMSARC) web site will fulfill this
146 requirement.
147 C. All Board meetings are open to Council Members.

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149 Section 2. Special meetings of the Board

- 150 A. Special meetings of the Board may be called by any officer.
151 B. Reasonable notice shall be given to all Board Members of a special meeting.
152 C. Special meetings of the Board shall be only for the purpose for which they were called.
153 D. Results of special meetings shall be communicated to all Council Members within 30 days after said
154 meeting, posting to the email forum and/or website will fulfill this requirement.

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156 Section 3. Quorum for a Board Meeting

- 157 A. A quorum for any meeting of the Board shall consist of the presence of a simple majority of the
158 current Board members.
159 B. A quorum shall be necessary for any business to be conducted by the Board.

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ARTICLE VI. COUNCIL MEETINGS

161 Section 1. Meeting Place, Time, Frequency, Notice and Conduct

- 162 A. General Council meetings will be held a minimum of one time a year.
163 B. The month and location for the next General Council meeting will be decided at the preceding
164 General or special Council meeting. If unforeseen circumstances prevent the convening of a
165 scheduled General Council meeting, the Board will reschedule that Council meeting to be held within
166 ninety days of the original meeting date.
167 C. Written notice of a General Council meeting shall be published no less than 21 days prior to such
168 meeting. Notice in the email forum and/or electronic mail, and/or on the web site will fulfill this
169 requirement.
170 D. Special meetings of the Council may be called by the Board with a minimum of one week's notice.
171 E. Chair of the Board shall preside over General & Special Council meetings with the Secretary or
172 designee taking the minutes.
173 F. The Chair may appoint a Sergeant of Arms and/or a Parliamentarian.
174 G. All Board and Council Members shall adhere to Modern Rules of Order.

175 Section 2. Quorum for Council Meetings

- 176 A. A quorum for any meeting of the Council shall consist a minimum of forty percent (40%) of the
177 Voting Council Members.

- 178 B. A quorum shall be present to conduct any business of the Council.
- 179 C. Only Voting Council Member delegates present at any meeting may vote. However, voting proxies
- 180 may be assigned as described in Article III, Section 3, Paragraphs C and D.

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ARTICLE VII. FINANCES

184 Section 1. Dues Assessment

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

188 Section 2. Budget

- 189 A. A projected budget for the next fiscal year shall be prepared and approved by the Board annually
- 190 and made available to the Council at the first General meeting of the calendar year.
- 191 B. Expenses not included in the approved budget must be approved by the Board.
- 192 C. Unbudgeted expenditures that exceed five percent (5%) of the Council's funds must be approved by
- 193 a two-thirds vote of the Board.

194 Section 3. Signatories

- 195 A. Signatories for Council financial accounts shall consist of the Chair, Vice-Chair, Secretary, ESCAPE
- 196 Chair, and Treasurer as a minimum; more Board or Council Members may be added as required.
- 197 B. Only one signature is required for banking, checking, and savings account signature card
- 198 authorizations.
- 199 C. Any transaction amount below \$1,000.00 requires approval of one Board member as a minimum.
- 200 D. Any transaction amount at or over \$1,000.00 requires approval of two Board members as a
- 201 minimum.

203 Section 4. Fiscal Year

- 204 A. The NMSARC fiscal year shall be from January 1 through December 31.

ARTICLE VIII. DUTIES OF THE OFFICERS OF THE BOARD

206 Section 1. Chair's Duties

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

216 Section 2. Vice-Chair's Duties

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

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Section 3. Secretary's Duties

- A. The Secretary will keep a complete set of minutes of each regular or General and special Council or Board meeting and make them available to the Council once approved by the Board. Distribution through the email forum and/or website will fulfill this requirement
- B. If requested to do so, the Secretary will compile an Annual Report of the Council's activities and submit it to the Board.
- C. The Annual Report may be published for benefit of Council Members and the general public if so deemed by the Board.
- D. If requested to do so, the Secretary will cause to be compiled and prepared any special reports for the Board.

Section 4. Treasurer's Duties

- A. The Treasurer will select and maintain a demand deposit account with any recognized banking institution in the state, with Board approval.
- B. The Treasurer will be responsible for maintaining the budget as described in Article VII, Section 2 and the signatory responsibilities as described in Article VII, Section 3.
- C. The Treasurer will report at each Regular or General Board and Council meeting as to the financial condition of the Council.
- D. The Treasurer will present, at the first General meeting of the calendar year, the past year's annual financial report.
- E. An independent group selected by the Board may conduct a review of the financials or engage an independent CPA firm to conduct an audit. If prepared, the audit report shall be made available to the entire Council.

ARTICLE IX. AMENDMENTS

Section 1. Amendments to the bylaws

- A. These bylaws may be amended by a two-thirds affirmative vote of the Voting Council Members at any General or Special Council meeting, provided that written notice of the proposed amendment or amendments is given to each Voting Member of the Council at least 30 days in advance of such meeting.

ARTICLE X. DISSOLUTION

Section 1. Dissolution of the Council

- A. This corporation may be dissolved by a motion following the procedure for amendments to the bylaws or it shall be considered dissolved if no General 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.

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ARTICLE XI. ACCEPTANCE

268 Section 1. Acceptance of bylaws

269 A. It is hereby certified that these bylaws of the New Mexico Emergency Services Council (NM SAR Council)
270 have been approved by the Council Members present at the meeting held on May 18, 2019. These
271 bylaws are the only valid bylaws of the New Mexico Emergency Services Council (NM SAR Council) and
272 are effective immediately.

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274 Signed

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276 , Chair _____

Date_____

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278 , Secretary

Date_____