

**NEW MEXICO EMERGENCY SERVICES COUNCIL
AMENDED BYLAWS
Nov 18, 2024**

ARTICLE I. NAME

This corporation shall be known as the New Mexico Emergency Services Council (NMESC), or also known as the New Mexico Search and Rescue Council (NMSARC), and may also be referred to herein as the Council.

ARTICLE II. PURPOSE

Section 1. Primary Purpose

The Council 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. The purpose of the Council is to promote the common interest of volunteer individuals and groups dedicated to searching for and rescuing lost or missing persons in the State of New Mexico. The Council and its Board shall act in accordance with the “New Mexico Search and Rescue Standard Operating Procedures Manual,” as it exists now or may be amended or renamed in the future, and which is fully incorporated herein.

Section 2. Other Purposes

Other purposes of the Council may, but do not necessarily, include:

- A. Developing and maintaining cooperation among all Council members.
- B. Conducting meetings to further search and rescue duties in the State.
- C. Developing an efficient, working relationship with all levels of government associated with search and rescue in the State.
- D. Maintaining a common code of ethics and standards for the Council.
- E. Evaluating problems and reporting proposed solutions to the Council.
- F. Promoting a program of public education in wilderness safety.
- G. Seeking community and governmental support for volunteer search and rescue.
- H. Referring new emergency service groups to the Council.
- I. Assisting with coordination of joint education and training events when two or more search and rescue teams, volunteers, or government agencies are involved in a search or rescue operation.

ARTICLE III. MEMBERSHIP

Section 1. Definitions of Membership

- A. Council Member includes each Organizational Member and each Individual Member as they are defined in this Section.
- B. Organizational Member is an organized volunteer group approved by the Board under Section 2

of this Article and operating under the New Mexico Department of Public Safety for the purpose of search and rescue missions or training. An Organizational Member is often referred to as a “team” or a “unit.”

- C. Each person who is on a team or unit is considered a Council Member but is not a Qualified Voting Member as defined in Section 3 of this Article.
- D. Individual Member is an individual approved by the Board under Section 2 of this Article and operating under the New Mexico Department of Public Safety for the purpose of search and rescue missions or training.
- E. An individual member is one who acts individually and is not part of a team or unit.
- F. An Agency Member is defined as an individual or an organization that is professionally involved in or responsible for emergency services related to or assisting with search and rescue missions.
- G. 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 by a majority vote of the Board.
- H. A Board Member is defined as the term is used in Article IV.
 - I. Any member, as defined in this Section, whose expulsion has been proposed to the Board in writing, is entitled to a private hearing before the Board. Before any proceedings are taken in the proposed expulsion of a member, the member must have received a written notice either electronically or by mail of the contemplated action at least 30 days prior to the hearing. Expulsion requires a two-thirds vote of the Board.

Section 2. Qualifications for Membership

- A. A candidate for Organizational, Individual, and Agency membership shall submit a letter of application to be considered and voted on at the next General Board Meeting as defined in Article V. The candidate then must receive a majority vote from the Council to become a member.
- B. A candidate for Honorary membership may be nominated for consideration at the next General Board Meeting by any voting member of the Council. Final approval will then occur from a majority vote of the Council.
- C. An Organizational or Individual Member that does not qualify for two consecutive years as a Member in Good Standing, as defined in Section 3 of this Article, is automatically disqualified from being an Organizational or Individual Member. Such an Organizational or Individual Member must re-apply per the requirements of this Section.

Section 3. Qualified Voting Members

- A. Qualified Voting Member is an Organizational or Individual Member that is also a Member in Good Standing.
- B. Member in Good Standing is a Council Member that has paid its dues for the current fiscal year.
- C. Each Organizational Member that is a Qualified Voting Member has one vote at each General or Special Council Meeting as defined in Article VI. The member must be present to vote or vote by proxy as described in Subsection F of this Section.
- D. Each Individual Member that is a Qualified Voting Member has a one-third vote at each General or Special Council Meeting as defined in Article VI.
- E. A Voting Council Member shall select one voting delegate to represent the organization at each General or Special Council Meeting. The delegate shall be a member of the organization.

- F. A member may vote in person or by proxy. Such proxy shall be in writing and on a form prescribed by the Board. If the meeting is conducted electronically, the member or proxy must be present at the electronically-conducted meeting unless the member has approval to vote early.
- G. A member may request and receive approval from the Board for early voting. If the member receives approval, the member need not vote in person or by proxy.
- H. No person shall at any meeting of the Board or the Council represent more than two Organizational Members on any vote.

ARTICLE IV. BOARD ADMINISTRATION

Section 1. Board

- A. The Council shall have a board (Board) that consists of no fewer than seven and no more than eleven members (Board Members).
- B. Each Board Member shall be elected by the Council by a majority vote.
- C. The Council shall elect Board Members to fill vacant positions at the first General Council Meeting of each calendar year, as the term is defined in Article VI, Section 1.
- D. A person must be a Council Member to qualify for election as a Board Member.
- E. The Board may create committees at the Board's discretion.
- F. The Board is empowered to conduct all business of the Council.
- G. No more than two representatives of any Organizational Member shall serve on the Board at one time, including those with multiple memberships or who meet other definitions of Council Member.

Section 2. Board Members Terms of Office

- A. Board Members shall be elected to serve a two-year term starting in fiscal year 2024, which will run from July 1st of the first year in which the Board Member is elected until June 30th of the second year from when the Board Member is elected.
- B. Board Members who were elected prior to fiscal year 2024 and who were elected to serve a three-year term will finish their three-year term.
- C. A Board Member shall serve no more than three consecutive terms on the Board.
- D. If there are not enough new candidates to fill new Board Member positions, a Board Member who has served three consecutive terms may run for re-election to serve additional two-year terms. This exception only applies when there are not enough new candidates or candidates who have not exceeded their term limits to fill the minimum number of Board Member positions as described in Section 1.A. of this Article.
- E. Vacancies arising between General Council Meetings may be filled by a majority vote of the Board. The term of the person filling the vacancy shall last until the next General Council Meeting when there is an election for Board Members. The Board shall give priority consideration, when possible, to runner up candidates from the last Board Member election. A person appointed to the Board because of a vacancy shall need to stand for election by the Board at the next Board meeting.
- F. A Board Member who is appointed to fill a vacancy shall be allowed to serve the appointed term, and, if elected, to serve no more than three consecutive two-year terms. In the alternative, a Board Member who is appointed to fill a vacancy may fill that vacancy for the remainder of

the year, and the Council may elect another person to continue to fill the vacancy at the next General Council Meeting when there is an election for Board Members.

- G. A person who is elected to the Board shall be known as a Board-Elect Member until the new fiscal year starts on July 1st, at which point the person will officially become a Board Member. Board-Elect Members do not have a right to vote at Board Meetings.
- H. Any Board Member who misses more than two consecutive Board Meetings, as the term is used in Article V, may be removed by a two-thirds majority vote of the Board.
- I. Any Board Member may also be removed by a two-thirds majority vote of the Council or Board for the Board Member's failure to fulfill his or her duties.

Section 3. Board Officers

- A. The Board shall elect Officers from the Board Members: a Chair, a Vice-Chair, a Secretary, and a Treasurer.
- B. The Board and Council retain the right to replace any Officer if, in the opinion of the Board or Council, as determined by a two-thirds majority vote of either the entire Board or the entire Council, that said Officer fails to execute duties in the best interest of the Council.
- C. Officers will serve a one-year term. Board Members elected to fill an Officer position that has been vacated by resignation, official removal, or death will complete the Officer term they are filling.

Section 4. Duties of the Board

Power shall be vested in the Board to take whatever action they may deem necessary or advisable to advance the purpose of the Council.

ARTICLE V. BOARD MEETINGS

Section 1. Meeting Place, Time, Frequency and Notice

- A. The Board shall conduct regular Board meetings as needed during the year, which will be known as a General Board Meeting. The Board may schedule Board meetings at any General Board Meeting, or by electronic or telephonic communication outside of a General Board Meeting.
- B. The Board shall publish the date(s) of each General Board Meeting no less than 21 days prior to such meeting. Notice shall be placed in the Council email forum, electronic mail, or on the Council web site.
- C. All General Board Meetings are open to Council Members.

Section 2. Special Meetings of the Board

- A. Any Officer of the Board may call a special meeting of the Board, which will be known as a Special Board Meeting.
- B. Reasonable notice shall be given to all Board Members of a Special Board Meeting.
- C. Special Board Meetings shall be only for the purpose for which they were called.
- D. Results of Special Board Meetings shall be communicated to all Council Members within 30 days after said Meeting by posting to the Council email forum or website.

Section 3. Quorum for a Board Meeting

- A. A quorum for any meeting of the Board shall consist of the presence of a majority of the Board Members.
- B. A quorum shall be necessary for any business to be conducted by the Board.

ARTICLE VI. COUNCIL MEETINGS

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

- A. A meeting of the Council will be known as a General Council Meeting. At a minimum, the Council will hold a General Council Meeting at least once a year.
- B. The Board will determine the date and location for each General Council Meeting. If unforeseen circumstances prevent the convening of a scheduled General Council Meeting, the Board will reschedule that General Council Meeting to be held within ninety days of the original meeting date.
- C. Written notice of each General Council Meeting shall be published no less than 21 days prior to such meeting in the Council's email forum and on the Council's web site.
- D. The Board may call special meetings of the Council, which will be known as a Special Council Meeting. The Board must give a minimum of one week notice to the Council of a Special Council Meeting in the Council's email forum and on the Council's website.
- E. The Chair of the Board shall preside over General and Special Council Meetings with the Secretary or a designee taking the minutes.
- F. The Chair may appoint a Sergeant of Arms and/or a Parliamentarian at each General or Special Council Meeting.
- G. All Board and Council Members shall adhere to the Modern Rules of Order.

Section 2. Quorum for Council Meetings

- A. A quorum for any meeting of the Council shall consist at a minimum of forty percent (40%) of the Voting Council Members.
- B. A quorum shall be present to conduct any business of the Council.
- C. Only Voting Council Member delegates present at any meeting may vote. However, voting proxies may be assigned as described in Article III, Section 3, Paragraphs E and F.

ARTICLE VII. FINANCES

Section 1. Dues Assessment

- A. The Council may impose such dues and assessments as it deems necessary.
- B. The Board shall set Council dues and assessments by a majority vote of the Board.

Section 2. Budget

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

Section 3. Signatories

- A. The Chair, Vice-Chair, Secretary, Emergency Services Council Annual Preparedness Event (ESCAPE) Chair, and Treasurer will be signatories for Council financial accounts. The Board may add more signatories as required by a two-thirds vote of the Board.
- B. Only one signature is required for banking, checking, and savings account signature card authorizations.
- C. Any transaction amount below \$1,000.00 requires approval of one Board Member at a minimum.
- D. Any transaction amount at or over \$1,000.00 requires approval of two Board Members at a minimum.

Section 4. Fiscal Year

The Council's fiscal year shall be from July 1 through June 30.

ARTICLE VIII. DUTIES OF THE OFFICERS OF THE BOARD

Section 1. Chair's Duties

- A. The Chair will preside over the meetings of the Council and over meetings of the Board, will call the Council Members to order, and will announce the business before the Council Members, and will announce a vote on all matters to be voted upon.
- B. The Chair will assist in expediting business in every way compatible with the rights of the Council Members, by allowing brief remarks when un-debatable motions are pending, and will enforce order and decorum among all the Council Members.

Section 2. Vice-Chair's Duties

The Vice-Chair shall, in the event of the absence of the Chair, assume the duties of the Chair, until such time when the Chair is able to resume his/her duties. In the event of resignation or death of the Chair, the Vice-Chair shall assume the duties of the Chair. The Vice-Chair may, from time to time, be called upon by the Board to preside over committees.

Section 3. Secretary's Duties

- A. The Secretary will keep a complete set of minutes of each General and Special Council or Board Meeting and make them available to the Council.
- B. If requested to do so by either a majority vote of the Council Members or a majority vote of the Board Members, the Secretary will compile an Annual Report

of the Council's activities and submit it to the Board. The Secretary shall make the Annual Report available to the Council.

Section 4. Treasurer's Duties

- A. The Treasurer will select and maintain a bank account with any recognized banking institutions in the State. The Board shall approve the bank account that the Treasurer selects by a majority vote.
- 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 General Board and General Council Meetings as to the financial condition of the Council.
- D. The Treasurer will present, at the first General Council 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 finances or engage an independent certified public accounting firm to conduct an audit. If prepared, the audit report shall be made available to the entire Council.

ARTICLE IX. AMENDMENTS AND RATIFICATIONS

Section 1. Amendments and Ratifications to the Bylaws

- A. These bylaws may be amended by a two-thirds vote of the Voting Council Members at any General or Special Council Meeting, provided that written notice of the proposed amendments is given to the Council at least 30 days in advance of such meeting by placing the notice in the Council's email forum and on the Council's web site
- B. Any action taken by the Board can be rescinded by a two-thirds vote of the Council.
- C. The Board may ratify an action that was not in accordance with these bylaws by a two-thirds vote of the Board.
- D. The Council may ratify an action that was not in accordance with these bylaws by a two-thirds vote of the Council.
- E. The Board may take any action deemed necessary and proper to advance the purpose of the Council or the Board that is unanticipated and not mentioned in these bylaws by a two-thirds vote of the Board.
- F. The Council may take any action deemed necessary and proper to advance the purpose of the Council that is unanticipated and not mentioned in these bylaws by a two-thirds vote of the Council.

All Council Members must receive notice of any action that either the Board or the Council plans to take under this Section at least 30 days prior to the vote. The notice must describe the action and the reason for taking the action. All Council Members may be present during a vote taken under this Section and may hold a discussion prior to the vote, which must be held either in person, through live video communication, or telephonically.

ARTICLE X. DISSOLUTION

Section 1. Dissolution of the Council

- A. This corporation may be dissolved by a two-thirds vote of the Council, or it shall be considered dissolved if no General Council Meeting is held for a period of three consecutive years.
- 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 exist or as they may be amended.

ARTICLE XI. ACCEPTANCE

Section 1. Acceptance of Bylaws

It is hereby certified that these bylaws of the Council have been approved by the Council Members present at the meeting held on **Nov 18, 2024**. These bylaws are the only valid bylaws of the Council, supersede any past bylaws, and are effective immediately.

Signed:

Chair Robert Garcia
Robert Garcia

Date Nov 18, 2024

Secretary Marina Hein
Marina Hein

Date Monday November 18, 2024