

# **New Mexico Dressage Association Bylaws**

## **Restated and Membership Approved ?? 2016**

### **ARTICLE I – NAME AND ADDRESS**

The organization shall be known as New Mexico Dressage Association (referred to as NMDA or the Association herein), a non-profit corporation incorporated under the laws of the State of New Mexico, and an Internal Revenue Code 501(c)(3) tax-exempt public charity under the Internal Revenue Code 509(a)(2). The State of New Mexico Registered Agent and Address of the Association will be determined by its Board of Directors.

### **ARTICLE II – PURPOSE AND OBJECTIVES**

1. The purpose of the Association is to promote and encourage the sport of dressage, working cooperatively with local, regional and national organizations in matters of common concern.
2. The Association is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
3. The objectives of the Association include, but are not limited to, the following:
  - A. to educate and create opportunities for its Members and other interested parties (including individuals and other organizations), to develop skill and excellence in dressage so that they may progress with the schooling of their horses and themselves. In furtherance of this objective, NMDA Education Fund mini-grants may be made available to Members and other interested parties who meet the requirements set forth in the Standing Rules;
  - B. to encourage and reward excellence in performance, horsemanship and sportsmanship;
  - C. to encourage, promote and conduct exhibitions, shows, clinics, seminars and other educational events designed to develop the potential of rider and horse;
  - D. to educate its Members and other interested parties in the skills required to produce such exhibitions, shows, clinics, seminars and other educational events;
  - E. to maintain accurate records of the activities of the Association and its Members;
  - F. to lease, purchase, rent, hold for use, sell, mortgage, and otherwise manage real estate and/or real property as needed for the advancement and furtherance of the sport; and
  - G. to provide fair representation to all Members in formulating policies and in the management of the Association.

### **ARTICLE III– MEMBERSHIP**

Membership in the Association is open to all persons, regardless of religion, race, color, creed, sex or sexual orientation, age or national origin; and organizations interested in the sport of dressage. Each Member is strongly encouraged to contribute to the success of NMDA by serving as an Officer, Board Member, Committee Chair or Member, by volunteering at an NMDA-sponsored activity, or by other service to the Association.

1. The NMDA Membership year begins December 1st and ends November 30th. After December 1 but before October 1st, the effective date of Membership is the date on which the Membership form and correct dues are received by the NMDA person responsible for Membership. Memberships received after October 1st will go towards Membership in the following USDF Member year starting on December 1st.
2. The Membership classes (more details are provided in the Association's Standing Rules) are as follows:
  - A. Primary Adult
  - B. Primary Youth
  - C. Additional Family Member(s)
  - D. Business Member
3. Voting and other Membership rights and privileges shall be effective upon payment of the current annual dues and assessments, except as noted in 1. above. Each person who is a Member is entitled to one vote. Each Business Membership is entitled to one vote.
4. Membership rights and privileges shall include:
  - A. eligibility to vote in election of Officers/Board Members and on any other matter presented to the Membership for approval;
  - B. eligibility for election to the Association Board of Directors;
  - C. eligibility for awards and trophies presented by the Association;

- D. participation in all educational activities, shows, clinics, programs, entertainments, discussions and meetings held or presented by the Association; and
  - E. USDF Group Membership.
5. Expulsion of Member - other than for nonpayment of dues, fees, charges or assessments, no Member may be expelled or suspended except pursuant to applicable law and/or in accordance with these Bylaws.
- A. Grounds for expulsion include any conduct that in the reasonable opinion of the Association would have a negative impact on the reputation or mission of the Association, or is unsportsmanlike, unsafe to humans or animals, or considered as being cruelty to animals.
  - B. Method for Initiating an Expulsion Proceeding: An action to expel a Member may be initiated in one of the two following ways:
    - A Director may make a formal motion to the Board requesting that the Board schedule an expulsion proceeding. The motion must state with particularity the alleged grounds for expulsion.
    - A Member may submit to the Board a petition signed by no less than ten Members. The petition must state with particularity the alleged grounds for expulsion.
  - C. Prior to initiating a formal expulsion proceeding based on the above motion or petition, the Board shall notify the Member in question via electronic notification and US mail (with delivery confirmation), that sufficient grounds have been raised for the consideration of an expulsion proceeding. Such notice shall be mailed to the Member's last known address as shown in the Association records and shall set forth the manner in which the expulsion proceeding was initiated, and shall state with particularity the facts alleged which form the grounds for seeking expulsion. The Member in question has 21 days after receipt of the Board correspondence to respond and provide information to the Board that is pertinent to the expulsion grounds raised. After considering all of the information provided, the Board may, upon a two-thirds vote of the Directors, determine that a formal expulsion proceeding should be held, as detailed below in D. - H. Within five days of making its decision, the Board shall inform the Member via electronic notification and US mail (with delivery confirmation), how the Board plans to proceed.
  - D. Notice: Not fewer than 30 but not more than 45 days prior to the scheduled date of the formal expulsion proceeding, the Secretary or appointed Board Member shall transmit by electronic notification and US mail (with delivery confirmation) to the Member whose expulsion is being sought, written Notice of the expulsion proceeding. Such notice shall be mailed to the Member's last known address as shown in the Association records and shall set forth the manner in which the expulsion proceeding was initiated, and shall state with particularity the facts alleged which form the grounds for seeking expulsion. Notice of an expulsion proceeding shall be published on the NMDA website at least 30 days prior to the date of meeting during which the expulsion proceeding will take place.
  - E. Expulsion Proceeding: A special expulsion proceeding shall include a quorum of the Board of Directors and shall be open to the Membership. Any Member, including the Member whose expulsion is being sought, may give testimony concerning the proposed expulsion, and the Board shall have the right to ask questions relevant to the proceeding of any person so testifying.
  - F. Vote on Proposed Expulsion: After a fair and reasonable consideration of the facts alleged and all relevant testimony, the Board Members present shall vote on the proposed expulsion. The Member may be expelled from Membership in the Association only upon a two-thirds vote of all Directors present. The Member shall be expelled for such period as the Board determines.
  - G. Announcement of Vote: The President or appointed presiding Board Member shall announce the vote count and the result of the vote within two days of the conclusion of the expulsion proceeding. The Secretary or appointed recording Board Member shall record the vote count and the result in the minutes and shall, within 48 hours, mail written notice to the Member whose expulsion was considered, advising such Member of both the vote count and result of the vote; such notice shall be mailed to the Member's last known address as shown in the Association records. Both the vote count and the result of the vote count shall be published to all Members by email, and on the website, within 30 days from the date of the expulsion proceeding.
  - H. Status of Expelled Member: Any Member expelled pursuant to these Bylaws shall, as of the time of the announcement by the President or appointed presiding Board Member at the conclusion of the expulsion proceeding, cease to be a Member of the Association and shall have no rights or benefits of Membership. No dues or fees paid by an expelled Member prior to expulsion shall be refunded, but any unpaid debt owed by such Member to the Association for any fees, charges, assessments, etc., shall remain the obligation of such Member and shall be paid to the Association.

## **ARTICLE IV – MEMBERSHIP MEETINGS**

1. A meeting of the General Membership shall be held annually. Interim meetings may be called by the President, the Board of Directors, or by a petition of ten current Members. Electronic notification of such meetings shall be given at least three weeks prior to the meeting date on NMDA's website and/or by email.
2. Meetings of the Membership shall be open to all current Members in good standing and guests with an interest in dressage, however only Members may vote.
3. A quorum to conduct business at a General Membership meeting shall consist of at least ten current Members, which number shall include three elected Board Members.

4. Members may vote by proxy executed in writing on a Board-approved form, with both signature and printed name, and submitted to the Secretary of the Association. Issues eligible to be voted on by proxy shall ONLY be those that have been discussed at a previous meeting – and/or printed in the minutes of a previous meeting. Examples include, but are not limited to: Election of Officers, or voting on Bylaws changes at a General Membership meeting. Proxy votes received after a vote has been taken are invalid. Proxy vote(s) remain in effect for the meeting(s)/issue(s) originally identified in the written proxy form submitted to the Association Secretary, but in no instance greater than 11 months in accordance with the New Mexico Nonprofit Corporate Act. A previously executed Member proxy may be revoked in writing, with both signature and printed name, and submitted to the Secretary of the Association.

## **ARTICLE V – BOARD OF DIRECTORS**

The management, control and responsibility for the affairs of the Association are vested in the Board of Directors, who shall act as the governing and policy-making body of the Association.

### **1. Members and Conduct of Meetings**

- A. The Board shall consist of the elected Officers, the immediate Past President (who will serve for no more than one year past their last elected term as President), one elected Member-at-Large, and the chairpersons of the various official standing committees. A Board Member may hold more than one position on the board, but be entitled to only one vote in Board or Membership matters.
- B. The Board shall meet on dates and at times and locations as determined by the Board. Emergency meetings may be called by the President or upon petition of at least three elected Members of the Board.
- C. Meetings shall be open to any Member in good standing and guests with an interest in dressage, however only Board Members may vote.
- D. If a vacancy occurs in a Board position, the President may ask for Member volunteers to serve, and shall appoint a current Member of the Association to the position for the remainder of the term, with the approval of the other elected Board Members. If a Board Member is unable to serve his/her function with respect to any matter, the President, with approval of the elected Board Members, may appoint another Board Member to serve with respect to such matter. However, if it is the Presidency that has become vacant, the office shall be assumed by the Vice-President, with the latter office then being appointed by the elected Board Members.
- E. A quorum of the Board of Directors shall consist of a minimum of one-third the current existing Board Members. Action may be taken by the majority of the quorum, including all Board Members present.
- F. Meetings of the Board shall be announced on the Association's website.
- G. Board Members may vote by proxy executed in writing, with both signature and printed name, and submitted to the Secretary of the Association. Issues eligible to be voted on by proxy shall ONLY be those on the agenda, or that have been discussed at a previous meeting, and/or printed in the minutes of a previous meeting, and for which the final Board resolution wording has been provided before the proxy is executed. Proxy votes received after a vote has been taken are invalid. Proxy vote(s) remain in effect for the meeting(s)/issue(s) originally identified in the written proxy submitted to the Association Secretary, but in no instance greater than 11 months in accordance with the NM Nonprofit Corporate Act. A previously executed Board Member proxy may be revoked in writing, with both signature and printed name, and submitted to the Secretary of the Association.

### **2. Board of Directors Duties**

- A. Board Directors are expected to attend and participate in Board meetings, participate as Committee Chairs, perform additional duties as assigned by the Board, and represent the Membership interests in voting on issues set before the Board.
- B. The Board may make, alter, amend or repeal the Standing Rules of the Association (See Article IX).
- C. The Board shall conduct periodic reviews of Bylaws and Standing Rules for consistency with stated Association and public charity purposes. When conducting the periodic reviews, the Board may, but need not, use outside advisors/experts. If outside advisors/experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.
- D. The Board may approve periodically, the Association's customary and usual expenses (including, but not necessarily limited to, the amounts to be paid to show judges, venues, and incidentals like purchase of dressage tests, ribbons, office supplies) to be paid by the Treasurer without further approvals being provided on an individual basis for Board-approved events. Expenses for educational activities (e.g clinics), and other costs substantively over the Board-approved customary and usual expenses must have separate Board approval prior to the event. See Standing Rules for more detail.
- E. Annual Membership dues and other fees shall be reviewed periodically and approved by the Board of Directors.
- F. A Board Member, other than the President or Treasurer, shall periodically provide (at least quarterly) a financial checks & balances review of the financial institution statement(s) to assure monetary distributions are appropriate, accurately reported, and that the Association records reconcile with the financial institution records. Acceptance/rejection of this financial checks and balances review shall be acknowledged by the Board and documented in the appropriate Board meeting minutes.
- G. All Board Directors shall provide information pertinent and necessary to complete Association business in a timely manner, including, but not limited to, financial filings/registrations required by Federal and New Mexico law.

## **ARTICLE VI – ELECTED BOARD DIRECTORS**

1. The elected Officers of the Board of Directors are President, Vice-President, Secretary, Treasurer. In addition to the elected Officers, elected Board Members may include one elected Board Member-at-Large, and the past President, who was elected to serve in a previous term. Only persons 18 years old and over shall be eligible to run for elected office. Candidates for elected Officer positions must be current NMDA Members in good standing, and must continue their Membership during the period they serve. Standing committee chairs, discussed below, will also be Members of the Board of Directors.
2. Term of elected office shall be two years from January 1st of the year following election through December 31st of the second year following election. December is the transition month between the outgoing Board Members and the in-coming Board Members. There are no term limits placed on any elected Board position.
3. Yearly elections shall be staggered, President, Vice-President and the Member-at-Large position one year and the Treasurer, Secretary the next, and so on.
4. At the end of an Officer's term of office, whether by expiration, resignation or removal, each officer shall transfer all records pertaining to the office to the succeeding officer within a two-week period. If an Officer/Board Member has their Membership revoked (see Article III, 5) then they will be dismissed from office.
5. Duties of the President are to:
  - A. preside at all meetings of the Board of Directors and the General Membership and to be an ex-officio Member of all committees. In the absence of the President, the Vice-President shall preside. In the absence of both President and Vice-President, the Board Members present shall determine who presides;
  - B. appoint the committee chairs for all standing and ad-hoc committees, with the approval by the elected Board Members;
  - C. co-sign, with the Treasurer, all contracts and obligations, and distribute funds and sign checks along with the Treasurer in accordance with the Board's direction;
  - D. represent the Association and be the official Association spokesperson before the public; and
  - E. otherwise serve as the Chief Executive Officer of the organization.
6. Duties of the Vice-President are to:
  - A. in the absence of the President, exercise any power or duty of the President;
  - B. oversee the Association's Annual Awards Banquet with the assistance of the Awards Chairperson and other volunteers; and
  - C. perform such duties as are assigned by the Board or the President.
7. Duties of the Secretary are to:
  - A. be the custodian of the Association records;
  - B. give such notices to the Membership as required by the Bylaws;
  - C. prepare agendas for, and record the minutes of, the meetings of the Board of Directors and the General Membership (President may opt to prepare meeting agendas);
  - D. publish final Board-approved meeting minutes on the website, and
  - E. handle correspondence as required by the Board and maintain a file thereof.
8. Duties of the Treasurer are to:
  - A. be the custodian of all Association monies and maintain records and financial accounts showing all income and disbursements;
  - B. hold all monies in a FDIC-insured bank or NCUA-insured federal credit union and disburse funds as directed by the Board;
  - C. prepare and file tax and financial reports as required by state and federal law with the assistance of a knowledgeable CPA, accountant or tax attorney (as needed) to assure compliance with 501(c)(3) rules and regulations.
  - D. co-sign all contracts and monetary obligations with the President; and
  - E. procure insurance coverages, including general liability covering NMDA-sponsored activities and volunteers, Directors insurance, and property insurance, as directed by the Board.

## **ARTICLE VII – BOARD COMMITTEES**

1. The President will appoint Chairpersons of standing and ad-hoc committees, with the approval of the elected Board Members, and the Chairpersons and their respective committees thereafter will address the affairs of the organization that are within the delegated responsibilities of the respective committees. The Chairpersons will recruit additional Committee Members as needed to fulfill the business of the committee. Chairpersons of standing committees shall be Directors of the Board. The Board can vote to dismiss a Chairperson.
2. All Board Committees shall include two Board Members (which may include the President as an ex-officio Member), consistent with state law.
3. Committee Chairpersons will report at Board of Directors meetings and bring significant Committee issues to the Board for information, action and decision making.

4. Standing Committees - committees of a permanent nature shall include:
  - A. Membership - maintains an accurate record of the current Membership of the Association; sends roster reports to the United States Dressage Federation, Inc. (USDF) as required; provides contact lists as needed to conduct Association business. (Note: The first USDF Membership roster must be postmarked on or before the USDF-specified deadline);
  - B. Education/Clinics - plans and assists in organizing NMDA-sponsored clinics and other educational activities for the benefit/education of NMDA Members and others interested in dressage; oversees the writing of any grant application(s) to cover a portion of clinic educational activity costs, as appropriate;
  - C. Youth - represents the needs and interests of the Association's Youth Members and other youths interested in dressage; and
  - D. Awards - implements the NMDA Year End Awards program as outlined in the Standing Rules.
5. Ad-Hoc Committees - may include, but not be limited to:
  - A. Nomination/Election Committee: a Nomination/Election Committee will be established no later than July 1st each year with three current Members on a voluntary basis, one of which is a Board Member and two non-Board Members. One Member of the Committee will be designated as the manager of the election process. The Nomination/Election Committee will solicit nominations for the elected Officer/Board positions, prepare, distribute, collect and count ballots and/or oversee electronic voting; and announce the winners of the election as outlined in Article X of these Bylaws. Candidates for office cannot serve on this Committee.
  - B. Bylaws Committee - a Bylaws Committee will be established to consider Bylaws amendments on a periodic basis in accordance with Article XI of these Bylaws.
  - C. Financial Review Committee: a Financial Review Committee will be established to periodically review the financial accounts of the organization, and present a report to the Board and the Membership.

## **ARTICLE VIII - BOARD ADVISORY/LIAISON GROUPS**

Board advisory/liaison groups will be established to assist the Board by advising and coordinating with the Board Members with respect to the activities for which they are responsible, and may include, but not be limited to:

- A. Volunteer Coordinator - identifies and organizes volunteers needed to man NMDA-sponsored events and activities;
- B. Schooling Show Managers - individuals that plan and organize specific NMDA-sponsored schooling shows according to the Association's current Standing Rules;
- C. Clinic Organizers - individuals that assist the Education/Clinics Chairperson to plan and organize individual NMDA-sponsored clinics and educational activities;
- D. WebMaster - manages the Association website, posts materials provided by the Board, and advises and offers assistance with website and electronic media issues;
- E. Western Dressage (WD) Liaison - represents the needs and interests of the Association's Western Dressage Members and other interested WD riders;
- F. Publicity Liaison - coordinates publicity (i.e., advertising at tack stores, in magazines and other appropriate publications and venues, etc.); and
- G. Welcoming/Hospitality Liaison - assist in the recruitment of new Members by making people feel welcome at meetings, shows, and other Association events.

## **ARTICLE IX – STANDING RULES**

1. The Standing Rules of the Association, a formal record of NMDA policies and procedures, shall be established and approved by the Board of Directors to specify the policies, procedures and rules by which the business of the Association shall be conducted. The Standing Rules derive their authority from the Bylaws. If a conflict arises between the Standing Rules and the Bylaws, the Bylaws shall be the prevailing authority.
2. Changes or additions to the Standing Rules require approval by the simple majority of a quorum (as specified in Article V, 1, E) of the Board of Directors, including all Board Members present. These changes or additions shall be published on the website at the direction of the Secretary or President in a timely manner after approval.

## **ARTICLE X – NOMINATION/ELECTION PROCESS**

1. The Nomination/Election Committee will publish a nomination request on the website to the Membership by August 1<sup>st</sup>. The deadline and process to submit written nominations must be included in the notice.
2. Written nominations must be received by the Nomination/Election Committee by September 1st. Interested candidates must accept the nomination and submit a Bio including qualifications for the office to the Nomination/Election Committee by September 10th. Only current Members in good standing may run for office. Candidate Bios will be published on the website, and distributed via email no later than Sept 18th.

3. Each and every candidate must run as an individual, and will be given equal access to the General Membership contact information for campaigning.
4. Ballots must be transmitted, postmarked or otherwise made available to Members by October 1st. Balloting may be conducted via US Mail or by electronic means.
5. A secure and anonymous balloting process will be established by the Nomination/Election Committee.
6. If elections are conducted by US Mail:
  - A. Completed Member ballots must be received by the Nomination/Election Committee by the date specified in the mailed ballot to count;
  - B. Final ballot counting will be completed by the Nomination/Election Committee and validated by a Board Member who is not a candidate;
  - C. If a recount is called for, the Nomination/Election Committee shall conduct the recount in the presence of all candidates for the Officer/Board position being recounted; and
  - D. Ballots from the election shall be kept by the Nomination/Election Committee Chair for 90 days (three months) after the close of balloting.
7. If elections are conducted electronically:
  - A. Member electronic votes must be completed by the date specified in the election invitation email to count;
  - B. Members without computer access may request a paper copy of the ballot.
  - C. Final ballot counting will be completed by the selected on-line election service and results reported back to the Nomination/Election Committee Chair; and
  - D. The Nomination/Election Committee Chair will keep all electronic election results for 90 days after receipt from the on-line election service.
8. The winners of the election will be published by the Nomination/Election Committee on the website by November 15st.

## **ARTICLE XI – BYLAWS AMENDMENTS**

Bylaws amendments may be considered on a periodic basis using the following process:

1. The President will appoint a Bylaws Committee Chair with approval by the elected Board Members to develop Proposed Amendments.
2. The General Membership will be notified via electronic means of the initiation of the Amendment process, and invited to submit written comments and/or proposals (within a specified timeframe), to the Bylaws Committee for consideration. All comments must be received to the Bylaws Committee Chair in writing (via email or US Mail) by the requested deadline.
3. The Bylaws Committee will develop Draft Proposed Amendments, and provide electronic notice to the General Membership of a meeting at which the proposed amendments will be provided to the Board of Directors. Any interested Member is welcome at this meeting.
4. After providing to the Board of Directors (and any interested Members), the Draft Proposed Amendments will be published via electronic means for comment by the General Membership. All comments must be submitted to the Bylaws Committee Chair in writing (email or via US Mail) by the requested deadline.
5. If the Bylaws Committee, along with the Board, determine that the General Membership written comments (received on the Draft Proposed Amendments by the required deadline) warrant a General Membership meeting for discussion, one month prior notification via electronic means will be given the General Membership. This designated General Membership meeting will be primarily for the discussion of the Draft Proposed Amendments. In this meeting, the Bylaws Committee Members will note Member comments for use in making final revisions to the Proposed Bylaws Amendments.
6. The Committee will provide final Bylaws Amendments to the Board of Directors for approval prior to making the final Proposed Bylaws Amendments available to the General Membership (via electronic means) for review and subsequent vote (by either US Mail or electronically). Members without computer access may request a paper copy of the final Proposed Bylaws Amendments.
7. Any final Proposed Bylaws Amendments must be accepted by 60% of the Members' vote.

An exception to the above Amendment process may occur if the Bylaws contradict a new USDF General Membership Organization compliance requirement, or any change in State or Federal law. In such a case, the compliance or regulatory Amendments may be approved by a majority vote of a quorum of the Board of Directors, and electronic notification of the amendment provided to the General Membership within two weeks of Board approval.

## **ARTICLE XII - CONFLICT OF INTEREST POLICY**

1. Conflict of Interest Defined: Unless otherwise required by law, conflict of interest as used in these Bylaws means that, with respect to matters or transactions effected or proposed to be effected by the Association, a Director or Related Person (a person related to the Director by blood, marriage or adoption) has, or reasonably anticipates having, a beneficial interest, either financial or personal, in that matter or transaction, which interest is of such character and significance to the Director or Related Person that the interest would reasonably be expected to exert an influence on the Director's judgment if he or she were called on

to vote on the matter or transaction, and the benefit of such interest is greater than or different in nature than the benefit to the General Membership. The term conflict of interest does not include any interest which the Director or Related Person has or anticipates having in an Association matter or transaction if the Director or Related Person stands to gain no more benefit from the matter or transaction than does the General Membership.

2. Restriction on Voting, Exceptions: No Director or Officer may vote on, or participate in, any matter or transaction of the Association if that person has a conflict of interest with respect to such matter or transaction, or any matter pertaining to any Member of the Association.
3. Disclosure, Abstention: If a Director or Officer has a potential conflict of interest with respect to any matter or transaction effected or proposed to be effected by the Association, such person has a duty to:
  - A. disclose to the Board of Directors both the existence and nature of the potential conflict of interest, and such disclosure shall then be entered in the minutes; and
  - B. said person shall abstain from voting on such matter or transaction, unless the Board, after due consideration of the existence and nature of the potential conflict, determines by a two-thirds vote of the Directors then eligible to vote, that the potential conflict of interest is not a conflict of interest as defined above.

The Secretary shall note in the minutes the disclosure made by the person, the determination of the Board whether a conflict of interest existed, and whether such person voted or abstained from voting.

## **ARTICLE XIII - AFFILIATIONS**

1. The Association shall be affiliated with the United States Dressage Federation, Inc. (USDF) and United States Equestrian Federation (USEF).
2. The Association may affiliate with other appropriate horse organizations as approved by the Board of Directors.

## **ARTICLE XIV – MEETING MANAGEMENT PROCEDURE**

The Association shall conduct its meetings using modern business management methods, including advance preparation and dissemination of agendas and discussion materials, completion and publication of meeting minutes with action items and decisions. Roberts Rules of Order Newly Revised may be invoked if necessary.

## **ARTICLE XV - NOTIFICATIONS**

Notifications to the General Membership will be sent electronically via email (to the Members email address supplied on the annual Membership form), and the Association website. The President or Secretary will provide a Membership-wide email (to all Members-in-good-standing at the time of the notification) alerting the Membership that an important notification has been posted on the Association website.

## **ARTICLE XVI – DISSOLUTION**

Upon dissolution of the corporation, the then existent Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation to an organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE XVII - EXECUTION OF BYLAWS:**

As required by New Mexico Nonprofit Corporate Act (53-8-12), these Bylaws are hereby executed by signature of the authorized NMDA Officers below:

\_\_\_\_\_

NMDA Officer

\_\_\_\_\_

Date

\_\_\_\_\_

NMDA Officer

\_\_\_\_\_

Date