

# **BYLAWS of the NEW MEXICO WATER DIALOGUE**

## **Article I. Name**

This nonprofit corporation shall be known as the New Mexico Water Dialogue.

## **Article II. Purpose**

The purpose of the corporation shall be to promote the wise stewardship of water resources in New Mexico through creation and support of open, inclusive and democratic public processes that work toward the development of common ground.

In carrying out its purpose, the corporation shall represent a broad public interest rather than a private interest in a manner designed to present a position on behalf of the public-at-large on matters of public interest.

## **Article III. Membership**

Membership will consist of persons who are concerned with water issues and planning in New Mexico and who demonstrate this interest through support of, or participation in, Dialogue activities.

## **Article IV. Board of Directors**

The governing body of the corporation shall be the board of directors, hereafter called the "board," which shall have and exercise for the corporation all the powers of the corporation.

The board shall consist of a minimum of fifteen (15) and a maximum of twenty-five (25) directors. The size of the board shall be determined from time to time by the board itself. The board will be balanced to represent various cultures, geographic and water resources in the state.

Each director shall serve for a period of five years. Directors may be elected to serve consecutive terms.

The election of board members and officers shall be held on a date to be set by the board. Nominations shall be made either by a director or the general membership of the organization, prior to the annual election. Nominations shall be made to any board member. Elections will occur no less than every two years.

The board shall consider each nominee and shall elect the directors.

The board may remove a director if, in its judgment, the person does not adhere to the principles of the organization. A director shall be removed by a vote of three-fourths of the full board. A director who has missed three consecutive board meetings without notifying the President in advance of the meeting shall be asked by letter, email, or phone call whether he or she wishes to remain on the board. Failure to reply within one month shall be considered resignation from the Board. Regardless of response, absence from the next board meeting without notifying the President in advance of the meeting shall be considered resignation from the Board.

If removal or resignation of directors causes the size of the board to drop below fifteen (15) members, or if the board otherwise deems it necessary, the board may hold an interim election of directors. Nominations for an interim election may be made by a director or by the general membership of the organization prior to the interim election.. The board shall be responsible for confirming the interest of each nominee in serving as a director. The board shall consider each nominee and shall elect the directors. A director elected to fill a vacancy shall be elected for the remainder of the term. He or she may be nominated to serve an additional term.

#### **Article V. Meetings**

Notice of the date, time and place of a meeting must be given at least seven calendar days before the meeting and may be oral or written. The board shall conduct at least two meetings per year.

At a minimum, five (5) board members shall constitute a quorum. The board shall strive to make decisions by consensus. If a clear consensus is not reached, any director present may request a vote. The vote by simple majority of directors at a meeting at which a quorum exists shall be the act of the board, unless a different number is provided by law, the article of incorporation, or by these bylaws.

#### **Article VI. Officers of the Corporation**

Officers shall consist of a president, vice-president secretary and treasurer who shall be members of the board. The board shall elect officers at a board meeting. The term of office shall be approximately three years with a maximum of two consecutive terms in office.

The president shall be the chair of the executive committee and shall preside at all meetings of the board and executive committee. The president shall be an ex-officio member of all committees. The vice-president shall have the power and discharge the duties of the president in the absence or infirmity of the president.

The treasurer shall chair the finance committee and report to the board on its findings in a timely and understandable manner. T secretary shall see that accurate and complete records are maintained of the minutes and actions of the board of directors and shall maintain the records of the corporation. Records shall be maintained at the corporate office.

#### **Article VII. Committees**

With the approval of the board, the president may appoint ad hoc committees, each of which shall consist of two or more directors, and may authorize such committees to carry out specific duties. The president shall appoint the chair of each committee subject to confirmation by the board.

There shall be two standing committees of the board: executive, and finance committees. The board shall appoint members to the standing committees.

The executive committee shall consist of the president, vice-president, secretary and treasurer and

three members chosen by the board.. The president shall chair the executive committee. Subject to any limitations of New Mexico state law, the executive committee shall have the authority to act on behalf of the board on business that requires action in the interim between meetings of the board. The executive committee shall make operational decisions relating to the organization. Decisions by the executive committee shall require three-fourths vote of the full executive committee, unless emergency action is necessary, in which case it will be three-fourths vote of the participating members. Proceedings of the executive committee shall be reported to the board.

The finance committee shall prepare, review and recommend the annual budget of the corporation, recommend investment and membership outreach efforts, and recommend the annual funding plan to the board of directors for approval.

**Article VIII. Advisory Council**

The board may create an Advisory Council. Any member may nominate a former staff or board member or a board member who is leaving the board to the Advisory Council. The board shall consider and act upon each nomination. Advisory Council members will receive the same communications as the Board of Directors. It is expected that Advisory Council members will continue to advise the Board of Directors on any of their areas of expertise or interest.

**Article IX. Indemnification**

To the extent consistent with its charitable purposes, the corporation shall indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or other (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or serves or served at the request of the corporation as a director, officer, employee or agent of another corporation. This article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw agreement, general or specific action of the board or other document or arrangement.

**Article X. Amendments**

Amendments to these bylaws require approval by a majority of directors.

**Amended and Approved by the Board of Directors:** Date: \_\_\_\_\_

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Mary K. Murnane President, Board of Directors

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Jason John, Secretary, Board of Directors