

**Amigos de Cerrillos Hills State Park
BYLAWS**

ARTICLE I- NAME

The name of this group shall be Amigos de Cerrillos Hills State Park, referred to in this document as "Group".

ARTICLE II- PURPOSE

This Group is a private entity whose principle and authorized purpose is to complement, contribute to and support, aid the function of and forward the purpose of Cerrillos Hills State Park and the Division. The group will support the park and the Division in accordance with these Bylaws and the signed Cooperative Agreement between the Group and Energy, Minerals and Natural Resources Department (EMNRD).

ARTICLE III- MEMBERSHIP

- A. Membership in the Group is open to all individuals and groups (families, businesses, private and non-profit organizations), who are interested in pursuing the purpose of the Group, are committed to Groups activities, and comply with the Cooperative Agreement and these Bylaws. Each individual member and each group member will be entitled to one vote.
- B. The Group Board of Directors at the annual general meeting will set annual dues for the following year.
- C. Membership shall be as follows:
 - 1. Active Membership: Active members are those, individual or group, who are entitled to vote at annual meetings and must participate in at least one of the following activities:
 - a. Serving as a Board Member or Officer.
 - b. Serving on at least one committee.
 - c. Serving in at least two activities or events.
 - 2. Sponsoring Membership: Sponsoring members pay annual dues, but do not participate, and therefore have no voting privileges.
- D. Active Membership Benefits include:
 - Free Park Pass to Cerrillos Hills State Park.

ARTICLE IV- BOARD OF DIRECTORS

- A. The Group's Board of Directors shall govern the Group in accordance with the signed Cooperative Agreement between the Group and Energy, Minerals and Natural Resources Department (EMNRD) and these Bylaws.
- B. The Board of Directors shall consist of not less than 3 (three) members to be elected at the annual meeting. For the first year only, Board of Directors shall be elected for a one-year term. In additional subsequent years, Board of Directors shall be elected for one-year terms. Board of Directors whose terms expire may stand for re-election, for up

to three consecutive terms, after which a one year absence is required prior to re-election.

- C. The Group Board of Directors will approve or disapprove all Group activities and expenditures.
- D. Each Board member will have one vote, with the President voting only in the case of a tie.
- E. If an officer resigns or if the membership is increased, the position will be filled by Board appointment for the remaining term.

ARTICLE V- OFFICERS

The Officers serve as board members and are elected by a simple majority vote of the members present at the first meeting, following the Annual General Meeting.

A. Election of Officers

- 1. All elected Officers shall serve one-year terms, which will commence with the first meeting.
- 2. An elected Officer may serve three consecutive terms and is eligible for subsequent elections after being out of office for one year.
- 3. If there is more than one candidate for office, the election will be conducted by written ballot. Board members must be present to vote, and must be present to be elected to an office.
- 4. When an Officer resigns or is removed from office, a replacement shall be appointed by the Board for the remaining term.

B. Duties of Officers

- 1. President
 - a. Shall preside over all meetings
 - b. Shall appoint committee chairpersons, as appropriate.
 - c. Shall be designated representative of the Group.
- 2. Vice President
 - a. Shall assume the duties of the president in the absence of the President or at the President's request.
 - b. Shall assist the President in carrying out his or her duties as necessary or requested.
- 3. Secretary
 - a. Shall keep minutes of all regular and special Board meetings and the annual general meeting.
 - b. Shall provide draft minutes to members as requested in advance of the regularly scheduled meetings.
 - c. Shall prepare such official Group correspondence as may be necessary.
 - d. Shall ensure all Annual Reports are filed in accordance with the signed Cooperative Agreement between the Group and EMNRD.
- 4. Treasurer

- a. Shall keep accurate account of all monies and properties accumulated and maintain the bank account.
- b. Present monthly financial reports to the board
- c. Assure that all tax reporting forms and financial statements are submitted to the appropriate State and Federal Agencies in the event that they are required.
- d. Advise the Board of any fiscal conditions that may impact operations.
- e. Shall be responsible for the bank checking account. The signatures of two officers are required on all checks.
- f. Prepare and submit all financial requirements in accordance with the Cooperative Agreement between the Group and EMNRD.

ARTICLE VI- REMOVAL OF OFFICER, OR MEMBER OF THE BOARD OF DIRECTORS

The procedure for the removal of an Officer or Member of the Board of Directors who has proven on more than one occasion to be unsupportive of the Group or who has violated the Cooperative Agreement or Bylaws shall be as follows:

- A. A motion for removal of an Officer or Member shall be made in writing to the Board of Directors. The vote on the motion for removal shall be at a Special General Meeting called by the Board of Directors for the purpose of voting on removal.
- B. Notice of the motion to remove shall be sent to the Officer at least fourteen days prior to the meeting at which the vote is to be taken.
- C. A majority of the Members of the Board of Directors is required for the removal of the individual.

ARTICLE VII- MEETINGS

A. General Meetings:

The procedure of all meetings shall be in accordance with the Robert's Rules of Order, Revised.

1. Annual General Meeting

- a. The Group's fiscal year shall commence on January 1st. The Annual General Meeting of the membership shall be held in February on a date established by the Board.
- b. Written notice of the meeting and agenda shall be sent to all members on record or made available, in post office and at park, at least 14 days in advance.
- c. Election of the officers shall take place at this meeting.
- d. Quorum will be met when 10% of the general membership is in attendance. A quorum, once attained at a meeting, shall be deemed to continue until adjournment.

2. Special General Meeting

May be called by the Board or by a majority of the general membership by written or electronic notice, at least 14 days in advance.

B. Board Meetings:

1. The Board shall meet as needed, but not less than twice annually.
2. Board meetings shall be open to the general membership.
3. Members shall elect the Officers at the Annual General Meeting.
4. The President or any two Board members can call Special Board Meetings.
5. The procedure of all meetings shall be in accordance with the Robert's Rules of Order, Revised.
6. A quorum for Board meetings shall consist of a 60% of the Board being present. A quorum, once attained at a meeting, shall be deemed to continue until adjournment.

- C. Written notice and agenda of General and Board Meetings shall be sent to the Manager of the Cerrillos Hills State Park at least 14 days in advance of the meeting. The Manager or designee shall be allowed to attend the meetings to act as liaison between the Cerrillos Hills State Park and the Amigos de Cerrillos Hills State Park.

ARTICLE VIII- AMENDMENTS

These by-laws may be amended as follows:

- A. Any member can make recommendations for amendment at a regularly scheduled Annual General Meeting in written form. The vote on the proposed amendment shall be at the Annual General Meeting.
- B. Notice of "intent to amend" and a copy of the proposed amendment(s) shall be sent to the membership 14 days prior to the meeting at which the vote is to be taken.

ARTICLE IX- DISSOLUTION

In case of dissolution of the Group and subsequent to settlement of all outstanding debts and obligations of the organization, all remaining assets on hand at the time of such dissolution shall be donated to Cerrillos Hills State Park. Special event funds must be turned over to the non-profit organization that has been designated to handle those future scheduled events, unless there is no non-profit organization designated to receive such funds or unless the designated non-profit organization is not able to receive such funds for whatever reason, then remaining funds must be turned over to Cerrillos Hills State Park.

ARTICLE X- APPLICATION

The above-described Bylaws apply to Amigos de Cerrillos Hills State Park which shall be included in the signed Cooperative Agreement between the Group and EMNRD.

ARTICLE XI- RECORDS

The Group retains a copy of the Bylaws, the minutes of official meetings and the financial reports and they are available for perusal by any member, or any employee of EMNRD upon request.

ADOPTED IN Cerrillos, NM ON THE 11 DAY OF August 2011

Signed by the officers of Amigos de Cerrillos Hills State Park.

Chip Purkins

Chip Purkins, President

8-11-11

Date

Mark Kaltenbach

Mark Kaltenbach, Vice President

8-11-11

Date

Linnah Neidel

Linnah Neidel, Secretary

8-11-11

Date

Ruth Center

Ruth Center, Treasurer

8-11-11

Date