

BYLAWS
of the
Music Guild of New Mexico, Inc.
A New Mexico Nonprofit Corporation

ARTICLE I – NAME

These Bylaws of the Music Guild of New Mexico, Inc., a New Mexico nonprofit corporation, have been adopted by the membership of the Guild this 28th Day of September, 2011. The name of the organization shall be Music Guild of New Mexico, Inc. (hereinafter known as the Guild).

ARTICLE II – OFFICES AND PURPOSE

The registered office of the Guild is located at c/o Lastrapes, Spangler, and Pacheco, P.A., Attn: Jenica Jacobi, 333 Rio Rancho Drive, Suite 401, Rio Rancho, New Mexico 87174. The Guild may have offices or locations as required by the business of the Guild and designated by the Board of Directors.

The Guild is organized exclusively for the following purposes:

- A. To support nonprofit musical organizations and nonprofit music education organizations in New Mexico.
- B. To educate and build appreciation for music.
- C. To offer volunteer service opportunities for its members.
- D. Notwithstanding any other provision of this certificate, the Guild shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereinafter be amended.
- E. No part of the funds of the Guild shall inure to the benefit of any member, executive committee member, officer of the Guild, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Guild affecting one or more of its purposes), and none of the foregoing persons shall be entitled to share in the distribution of any of the Guild assets on dissolution of the Guild.
- F. To hold and exercise all of the powers conferred by law upon nonprofit Corporations organized under the laws of the State of New Mexico; and
- G. In general, to carry on any lawful activity and perform any lawful act permitted by the laws of the State of New Mexico.

ARTICLE III – MEMBERS

Section 1: The classes of membership may include such categories as Active, Active Couples, Social, Social Couples, C-Note, C-Note Couples, Lifetime, Lifetime Couples, and Honorary.

Section 2 Eligibility: Any person who shall make payment of annual dues shall be admitted to membership in the Guild.

Section 3: Guild dues and classes of membership shall be determined and set by the Executive Board.

Section 4: Each Member shall have one vote.

Section 5: The term of membership shall be one year, renewable annually, except for lifetime members. The membership year shall run from June 1 to May 31.

ARTICLE IV - OFFICERS

Section 1: Officers/Directors

- A. The Officers of the Guild shall be elected and consist of a President, President-Elect, Immediate Past President, Secretary, Treasurer, and Vice President of Communication, Vice President of Education, Vice President of Grant Selection, Vice President of the Jackie McGehee Young Artists' Competition, Vice President of Membership, Vice President of the Señorita Ball, and Vice President of the Señorita Program.
- B. The Executive Committee will consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer.
- C. The Board of Directors of the Guild (hereinafter referred to as the Board) shall consist of the Executive Committee, the Officers of the Guild, the two Directors at Large in accordance with the Guild's Operating Guidelines.
- D. It shall be the responsibility of the Board to allocate financial contributions to nonprofit musical organizations and nonprofit music education organizations in New Mexico.
- E. The Board shall formulate policy and exercise all the necessary powers to carry on the business of the Guild consistent with the Guild's incorporation and governing documents, which shall include the bylaws and Operating Guidelines.
- F. Refer to Operating Guidelines for detailed job descriptions.

Section 2: Qualifications. All Officers and Directors must be members in good standing of the Guild.

Section 3: Nominations and Election

- A. At least 30 days prior to the Annual meeting, the Nominating Committee shall submit to the membership in writing, by surface mail and by electronic mail, a slate of one or more candidates for the offices of President-Elect, Secretary, Treasurer, Vice President of Communication, Vice President of Education, Vice President of Grant Selection, Vice President of the Jackie McGehee Young Artists' Competition, Vice President of Membership, Vice President of the Señorita Ball, Vice President of the Señorita Program. and two Directors at Large.
- B. Nominations may also be made from the floor at the Annual meeting prior to the election and such nominees shall be entered on the slate provided they have consented to the nomination.

- C. A majority vote of the members present and voting at the Annual meeting shall be by ballot unless there is but one nominee for an office. In the event that no candidate receives a majority vote on the first ballot, all but the two highest for such office shall be eliminated and the balloting continued. If the vote remains tied after the second ballot, the election shall be decided by lot.
- D. A vacancy occurring among the directors-elect between the time of election and assumption of office shall be filled by special election at the next regular Board meeting. All provisions outlined in this section shall prevail.
- E. Electronic and Proxy voting may be allowed upon approval by the Board in accordance with the Operating Guidelines.

Section 4: Term

Following their election, Directors shall assume office on June 1st and shall serve for a term of one year. The President-Elect shall assume the office of President. At the end of the term the President shall serve as Immediate Past President for the following year. Unless mitigating circumstances arise, directors may be elected to serve no more than two consecutive terms in the same office.

Section 5: Duties and Responsibilities shall be performed as outlined in the most current and approved version of the Operating Guidelines.

Section 6: Vacancy

- A. In the event of a vacancy in the office of President, the President-Elect shall succeed to the office for the unexpired term and shall continue in the office of President for the following year. In the event of a vacancy in the office of President-Elect, the Board shall appoint a Guild member in good standing to fill the unexpired term. The appointed President-Elect shall be eligible to run for the office of President at the next regular election.
- B. In the event of vacancies in the offices of both President and President-Elect, the Board shall appoint Guild members in good standing to serve in the offices of President and President-Elect for the unexpired terms.
- C. In the event of a vacancy in the office of Treasurer, the Assistant Treasurer shall assume the office. An audit shall be made of the Guild financial records by a qualified person or persons within 15 days of the vacancy. A written report covering the audit shall be submitted to the Board, and the records transferred to the new Treasurer.
- D. In the event of a vacancy in any other office, the Board shall appoint a Guild member in good standing to fill the vacancy for the unexpired term.

ARTICLE V – MEETINGS

Section 1: General meetings of the Guild shall be held a minimum of four times a year, one of which shall be the Annual Meeting.

Section 2: The Executive Committee shall meet as needed.

Section 3: The Board shall meet a minimum of six times a year.

Section 4: Special Meetings may be called by the President, or the Executive Committee, or the Board, or at the written request of thirty members provided written notice is given to the membership at least ten days prior to the date of the special meeting.

Section 5: The Annual Meeting of the Guild membership shall be held in March or at such other time as established by the Board.

Section 6: A Quorum for a General Meeting of the Guild shall be one-tenth of its membership. A quorum for meetings of the Executive Committee and the Board shall be a majority of its members.

ARTICLE VI – COMMITTEES

Section 1: The President shall:

- A. Appoint committee chairs.
- B. Have the authority to establish ad-hoc committees to carry on Guild business as necessary.

Section 2: All committees shall:

- A. Review plans and the proposed budget with the Board prior to execution.
- B. Consist of a Chair and such members as needed to conduct the business of the committee.
- C. Maintain a list of responsibilities, including timeline, and submit a year-end report to the Board.
- D. The Finance Committee shall be comprised of the Immediate Past Treasurer, who shall serve as the Chair, Immediate Past Assistant Treasurer, and Immediate Past President, together with the current Treasurer, Assistant Treasurer, and President. The committee shall be responsible for preparing, with input from committee chairs, the annual Guild Budget for the Board and shall perform such other duties as directed by the Board.
- E. The Nominating Committee shall consist of a chair, who shall be the Immediate Past President, and five Guild members, who shall be elected at the September regular meeting of the Guild. This committee shall carry out the duties as prescribed in Article IV, Section 3.
- F. The Bylaws Committee shall consist of a chair appointed by the President and four Guild members. It shall meet a minimum of once a year to verify the functionality of the Bylaws.

Section 3: Ad Hoc Officers

- A. May be created from time to time as the Board decides.
- B. Shall have a two year term and shall be reauthorized as ad hoc for additional terms.

Section 4:

- A. Special Committees may be appointed when deemed necessary by the Board of Directors.
- B. A Parliamentary Advisor may be appointed by the President. This person shall have knowledge of parliamentary law and be familiar with the bylaws of the Guild. This person shall have none of the rights of an officer but shall serve as an advisor to the President and to the Board.

ARTICLE VII – PARLIAMENTARY AUTHORITY

The current edition of Robert’s Rules of Order, Newly Revised, shall govern the Guild in all matters of procedure not otherwise covered by these bylaws.

ARTICLE VIII - LIMITATION OF ACTIVITIES

Section 1: General Prohibition: Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations.

Section 2: Political Activities: No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE IX - CONFLICT OF INTEREST

Section 1: Members of the Board of Directors, officers of the Guild, and all employees of the Guild shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest or appearance of conflict with their duties and responsibilities as members of the Corporation’s organization. A conflict of interest is present whenever a Director, officer, or employee has a material personal financial interest in a proposed contract or transaction to which the corporation is a party. This interest can occur either directly or indirectly; the Director or officer may be personally involved with the transaction, or may have an employment or investment relationship with an entity with which the corporation is dealing, or it may arise from some family relationship.

Section 2: Any duality of interest on the part of any Director or officer shall be disclosed to the Board of Directors, and made a matter of record through an annual procedure and also when the interest becomes a matter of Director or officer action. In general, a Director’s or officer’s conflict shall be cleared of any consequence by, first, full disclosure and, second, approval or ratification of the subject action by a disinterested majority of Directors. Any Director having a duality of interest shall not vote or use personal influence on the matter, and shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

Section 3. Any new Director, officer, or employee of the Corporation shall be advised of this Bylaw restriction upon entering the duties of office or employment.

ARTICLE X – AMENDMENTS

These bylaws may be amended at any General meeting of the Guild by an affirmative vote of two-thirds of the members present and voting, a quorum being present, provided the proposed amendment has first been presented in writing to the Board of Directors and has been presented in writing, by surface mail and by electronic mail, to the Guild membership at least 30 days in advance of the meeting at which the amendment is to be considered. These bylaws and/or amendments thereto shall become effective upon adoption.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the Guild, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Guild, dispose of all of the assets of the Guild to such organization or organizations organized and operated exclusively for charitable, religious or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), with a program or purpose similar to the Guild's objectives, as the Board of Directors shall determine. Any such assets not so disposed of shall be distributed by a court of proper jurisdiction in the county in which the principal office of the Guild is then located, as said court shall determine, to tax-exempt organizations organized and operated exclusively for purposes similar to the Guild's purpose.

(Bylaws Adopted May 20, 2010; Revised 9/28/2011, 1/17/2014, and 3/19/2015)