

# **New Mexico Trout By-Laws**

As Amended 1 August 2019

## **ARTICLE I. PURPOSE AND OBJECTIVES**

The mission of New Mexico Trout is to preserve and restore trout and their associated watersheds in New Mexico. New Mexico Trout is organized and operated exclusively for charitable, educational or scientific purposes, including, but not limited to:

1. Educating the public about the benefits and value of restoring, preserving and enhancing cold water fisheries in New Mexico.
2. Promoting awareness, knowledge and ethics in activities that support trout fishing and fisheries in New Mexico.
3. Promoting and supporting research and fish management activities that benefit cold water fisheries in New Mexico.
4. Preserving and protecting habitat and environmental conditions necessary to support trout fishing and fisheries in New Mexico.

## **ARTICLE II. ORGANIZATION STATUS**

New Mexico Trout is a nonprofit corporation organized under laws of the state of New Mexico. New Mexico Trout shall be authorized and empowered, when authorized by the Board, to 1) pay reasonable compensation for services rendered, 2) make payments and distributions in furtherance of the goals set forth in these by-laws, 3) expend funds to support general membership activities, and 4) expend funds to recognize activities performed in support of the mission to include work performed by the Officers, Directors and committee members and general members performing project work.

## **ARTICLE III. BOARD OF DIRECTORS**

### **Section 1. Composition**

The affairs of New Mexico Trout shall be managed by a Board of Directors, hereinafter referred to as the Board. The Board shall consist of:

- a. The officers of New Mexico Trout, hereinafter collectively referred to as Officers: President, Vice President, Secretary, and Treasurer; and
- b. The immediate past President of New Mexico Trout, Director of conservation program and Director of Membership

The Board may also, at its discretion, create other committee positions in support of the corporation by a majority vote of the Board members then in office, and assign duties and authorities to them as the Board deems appropriate to address the affairs of New Mexico Trout.

All members of the Board must be members in good standing of New Mexico Trout, as delineated under Article V of these by-laws. All members of the Board are voting members.

## Section 2. Nomination

Any member in good standing may nominate them self or any other member as a candidate for a corporate officer position. Such nominations may be made via email to the Secretary or may be made verbally at the membership meeting designated for electing officers. Those making a nomination must ensure that the nominee will accept the responsibilities of the position for which they are being nominated, prior to being nominated. If via email, nominations shall be transmitted to the Secretary at least 5 days prior to the designated meeting.

## Section 3. Elections

Election of Officers shall be held at a membership meeting designated by the President under Article VI, Meetings, Section 1. Notice and Place of Meetings. Officers shall be elected by a simple majority of the votes received from current members at the designated meeting.

## Section 4. Terms

Officers shall each serve a two-year term. Election of the President and Secretary shall be in odd years and the election of the Vice President and Treasurer shall be in even years. Terms of service shall start January 1 of the year following election.

## Section 5. Resignation, Removal, or Prolonger Incapacitation of a Director

Any Officer or Director may resign at any time. Such resignation shall be submitted via email to the Secretary and shall take effect immediately. Any Officer or Director may be removed, for any reason, by a two-thirds vote of the Board members then in office.

## Section 6. Vacancies

In the event of a vacancy resulting from the resignation, removal or prolonged incapacitation of the President of New Mexico Trout, the Vice President shall serve the remainder of their predecessors' term. Other vacancies of the Board that result from resignation, removal or prolonged incapacitation may be filled at any time by a simple majority vote of the Board members then in office.

## Section 7. Compensation

No Officer or Director will receive, directly or indirectly, any income, profit, compensation, or pecuniary benefit from the Corporation, except the Corporation may reimburse them from corporate funds upon proper documentation of expenses incurred on behalf of the Corporation and pay reasonable compensation in recognition for services rendered. However, Officers and Directors may benefit from New Mexico Trout activities as enumerated in Article II.

## Section 8. Conflict of Interest

A conflict of interest exists when there is a conflict between the public interest and the private pecuniary interest of an individual director or officer. No Board member shall use information, relationship, or their participation in the corporation's activities for their personal or financial

advantage. Board members shall make prior disclosure of any matter in which they have a financial, or potential financial interest, to the Board and shall abstain from participation and/or voting on any matter on which they have a conflict of interest.

## **ARTICLE IV. POWERS AND DUTIES OF THE BOARD**

### **Section 1. Powers**

The Board shall be responsible for the overall management and control of the business and affairs of New Mexico Trout and, in this capacity, shall exercise all powers and authorities that may be exercised by the corporation. Any action taken by a majority of the Board, although not taking place at a regularly called meeting, shall be as valid and effective as if passed by the Board at a regular meeting. Such actions may be invoked by vote of the board members in the form of voiced vote, email, or telephone, as recorded by the Secretary.

### **Section 2. Duties**

The Board shall duly perform all of its duties under these by-laws. Each of the Officers shall bear certain specific responsibilities that shall include, but not be limited, to the following:

- a. The President shall preside over all Board meetings and shall have general charge and control over the affairs of New Mexico Trout subject to the approval of the Board.
- b. The Vice President shall perform such duties as may be assigned by the Board and in the event of the absence, resignation, removal or prolonged incapacitation of the president, be vested with all the duties and powers of the president for the remainder of the previous president's elected term, as delineated under Article III, Section 6, of these by-laws.
- c. The Secretary shall keep a record of all of the proceedings of all Board meetings and shall give notice, as required by these by-laws, of all Board meetings, have custody of all books, records and papers of the corporation, except as otherwise specified by the Board. All books, records, and papers of the corporation shall be available for inspection by the membership at reasonable times and places
- d. The Treasurer shall keep monies, receipts, and disbursements of the corporation, and ensure the safekeeping of all monies of the corporation in the name and to the credit of the corporation in such banks and depositories as the Board shall designate. The Treasurer shall report the current status of the accounts of the corporation at each regular meeting of the Board and present an annual financial report to the Board following the close of the prior fiscal year.
- e. The Director of Conservation shall oversee the conservation program and present proposals for conservation projects to the Board for review and approval of funding.
- f. The Director of Membership shall oversee membership status and renewal of memberships, recommend actions to recruit new members, assist in recruiting officers and directors, and identify funding needs for membership activities.
- g. The Board shall have the power to designate a member to temporarily perform the duties of any Officer or Director who is temporarily absent or incapacitated.

### Section 3. Working Committees

The Board may create, empower, and assign responsibilities to working committees, appoint committee chairs, disband or revoke committees, and remove committee chairs, by a simple majority vote of the Board members then in office.

## **ARTICLE V. MEMBERSHIP**

The Board may, by resolution, establish one or more classes of membership and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay annual dues. Membership shall be for a calendar year. Memberships paid during the fourth quarter of a calendar year shall include the following calendar year. Members who have paid the annual dues shall be voting members of the corporation. Membership in this corporation shall be available to all persons without regard to race, color, national origin, sex, religion or age.

## **ARTICLE VI. MEETINGS**

### Section 1. Notice and Place of Meetings

Meetings (board, membership, special, or annual) will be held at a time and place fixed by the President. An annual meeting shall be held to elect officers in conjunction with a membership meeting, typically during the month of November. Notice of the annual meeting stating the time and location shall be published not less than ten days before the meeting date by email. Meetings may be held outside of the state of New Mexico only by the advance approval of a two-thirds majority of the Board.

### Section 2. Special Meetings

Special meetings of the Board may be held at any time when called by the President, or by a simple majority of the Board then in office. The Board shall receive notice at least 48 hours prior to any special meeting of the Board.

### Section 3. Establishing a Quorum, Action

A majority of Board members then in office will constitute a quorum for all meetings of the Board. A quorum once attained continues until adjournment despite voluntary withdrawal of enough Board members to leave less than a quorum. The act of a majority of Board present at a meeting at which a quorum is present will be the act of the Board.

### Section 4. Consent in Lieu of a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting by voiced consent by telephone or email as recorded by the Secretary.

## ARTICLE VII. FINANCES

### Section 1. Fiscal Year and Annual Budget

New Mexico Trout shall utilize a fiscal year coinciding with the calendar year, including the first day of January and extending through the last day of December each year. All business of the corporation shall be conducted in accordance with this fiscal year.

### Section 2. Limitation on Expenditures

At no time may the Board obligate or expend funds exceeding funds available in the corporation's treasury.

### Section 3. Disbursement of Funds

Funds and monies of the corporation shall be distributed only by check drawn on such banks and depositories as the Board shall designate.

### Section 4. Dissolution of the Corporation

Upon the dissolution of the corporation, the Board shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation in a manner that will directly benefit the efforts of another organization or organizations that are dedicated to the preservation of wild trout fisheries and are organized and operated exclusively for charitable, educational, or scientific purposes in a manner that qualifies that organization/s as exempt under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal revenue Law.

## ARTICLE VIII. SEAL

Adoption of a seal shall be at the discretion of the Board.

## ARTICLE IX. AMENDMENTS

Amendments to, or the repeal of, the by-laws of this Corporation shall be announced via email to the members at least 30 days in advance of a general membership meeting called by the President to vote on the proposed by-laws. The adoption of the amended or repealed by-laws shall be accomplished by a majority vote of current members voting at the proscribed meeting or using a vote button which shall be placed on the club website.

## CERTIFICATE

I certify that the foregoing by-laws were adopted and ratified by the members of New Mexico Trout on the 22<sup>nd</sup> day of July, 2019, and were adopted and ratified by the Board at a meeting held on the 1<sup>st</sup> day of August, 2019

  
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Darion Padilla, President

8/1/2019  
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Date

  
\_\_\_\_\_  
David Marsh, Vice President

8/1/2019  
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Date