

*Proposed Revised Bylaws to SCMS Membership on October 9, 2021
And adopted by a vote of the Membership on November 13, 2021*

BYLAWS OF THE SILVER CITY MUSEUM SOCIETY CORPORATION

PREAMBLE

The Purpose of the Silver City Museum Society Corporation (the Society) is to support through fundraising and other activities the mission of the Silver City Museum (the Museum), a municipally owned and established museum as now or hereinafter constituted or named.

The day-to-day operations of the Society and its relationship with the Museum will be supervised by the Museum Director, who will assist the Society in all its functions and manage its budget as approved by the Society Board of Trustees.

ARTICLE I NAME

The formal name of this New Mexico nonprofit corporation shall be the Silver City Museum Society Corporation.

ARTICLE II MEMBERSHIP

Section 1 Open Membership

Eligibility for membership in the Society shall be open to any person or organization subscribing to the objectives of the Society and who shall pay specified dues. Businesses, organizations, or institutions seeking membership shall designate no more than two (2) people in the membership application as institutional representatives, each having full membership privileges.

Section 2 Application Procedure

Any applicant for membership in the Society shall complete an application form and pay the necessary dues.

Section 3 Categories of Membership

(a) *Regular Membership.* The Society Board of Trustees (the Board) shall create such membership levels and associated dues as deemed appropriate.

(b) *Establishing Membership Levels and Dues.* At any meeting of the Board, membership levels and applicable dues may be changed, adjusted, or amended by a majority vote of the Board present.

subject a member to forfeiture of membership in the Society.

Section 4 Membership Rights and Privileges

Members of the Society:

- (a) shall have the right to participate in activities and projects of the Society.
- (b) shall be eligible for elected offices in the Society.
- (c) shall have voting privileges for amending the Articles of Incorporation, amending the Bylaws, and electing Trustees of the Society.
- (d) shall receive regular Society membership publications and notices.
- (e) may attend special openings of Museum exhibits sponsored for the membership by the Museum and/or the Society.
- (f) may attend other membership functions upon the payment of specified charges, if any.
- (g) may be granted special discounts from time to time at Museum-related activities as specified by the Board.
- (h) may attend meetings of the Board.
- (i) shall have any other rights and privileges that are approved by the Board.

Section 5 Meetings of the Membership

- (a) *Annual Meeting.* There shall be an Annual Meeting of the Society in the fourth quarter of each calendar year at the time and place designated in the notice of said meeting (or by electronic means if necessary), at which time a slate of Board candidates shall be presented for election and any business properly coming before such meeting shall be transacted.
- (b) *Special Meetings.* Special meetings of the members of the Society may be called at any time by the President of the Board, the Vice President, or in their absence, by three (3) members of the Board.
- (c) *Meeting Notification.* Notice of the time, place, and purpose of all annual and special meetings shall be given to the members of the Society at least ten (10) days prior to the meeting.
- (d) *Quorum.* Ten percent of the membership shall constitute a quorum at regular and Special Meetings.
- (e) *Electronic Mail.* Any action which may be done, or is required to be done, in writing under

these Bylaws, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail and memorialized in the records of the Society.

ARTICLE III OFFICES

The office or offices of the Society shall be located at such locations as are specified by the Board.

ARTICLE IV BOARD OF TRUSTEES

Section 1 Composition and Terms of Office

The business and property of the Society shall be managed by a Board consisting of not more than thirteen (13) and not fewer than five (5) members. All but one of these Trustees shall be elected by the members of the Society at the Annual Meeting, and one (1) Trustee shall be appointed by the Municipal Museum Board. The Museum Director shall serve as an ex-officio, non-voting Trustee. Said Trustees shall assume their duties at the next regular meeting of the board. Each Trustee must be a voting member of the Society in good standing.

(a) *Election Procedures.* The Nominating Committee shall prepare and circulate the slate of candidates to the members not less than thirty (30) days prior to the Annual Meeting. Additional nominations for Trustees may be made from the floor at the Annual Meeting. Trustees shall be elected by a majority vote of those members present. Election shall be by voice vote unless a majority of those members present requests a written ballot. Proxy voting or voting by mail shall be permitted with appropriate controls set by the Board.

(b) *Tenure.* Members shall be elected as necessary each year by the membership to serve as Trustees, each for a three (3) year term of office. Elected members of the Board who have completed two (2) consecutive terms of office may not be re-elected to the Board until one (1) year has expired since the end of the last such term. A member elected to the Board to fill an unexpired term of one (1) year or less shall be eligible to be elected for two (2) additional successive terms. A member elected to the Board to fill an unexpired term of one (1) year or longer shall be eligible to be elected to one (1) additional successive term.

(c) *Vacancies.* When a vacancy occurs, the Nominating Committee shall present the names of candidates to fill the remaining term of the departing Board member. A majority vote of the Trustees present will elect such candidate(s) to the Board.

(d) *Removal from the Board of Trustees.* Any member of the Board may be removed from the Board by an affirmative vote of two-thirds (2/3) of those members of the Board present at any meeting or at a Special Meeting called for that purpose.

(e) *Unexcused Absences.* The Secretary shall notify any Board member who has been absent (without an excuse considered adequate by the President) from three (3) consecutive meetings,

including Special Meetings, that their resignation shall be automatic at the next missed meeting.

Section 2 Powers, Duties, and Responsibilities

Subject to any limitations recited in the Articles of Incorporation, other sections of these Bylaws, and the laws of the State of New Mexico, all corporate powers of the Society shall be exercised by or under authority of, and the business and affairs of the Society shall be controlled by, the Board. Without limiting such general power or powers conferred upon the Board elsewhere herein, in the Articles of Incorporation, or by law, the Board shall have the following powers and/or duties:

(a) to conduct, manage, and control the affairs and business of the Society, and to make all rules and regulations consistent with the law, the Articles of Incorporation, or these Bylaws.

(b) to select officers from among the Board, with the authority to remove any or all officers of the Board, to prescribe such powers and duties as are consistent with the law, the Articles of Incorporation, or these Bylaws, and to require from the Board faithful service in the execution of their duties.

(c) to change the size of the Board.

(d) to submit a statement of the business done during the preceding year, together with a report of the condition of its tangible property, if any, and of the general financial condition of the Society to the Society members on an annual basis.

(e) to approve the operating budget for the forthcoming fiscal year.

(f) to select and remove agents, acting at the behest of the Society, prescribe such powers and duties for them as are consistent with law, the Articles of Incorporation, or these Bylaws, negotiate their compensation, and require from them such security for faithful performance as may be deemed appropriate.

(g) to borrow money and incur indebtedness for the purposes of the Society, and for those purposes to cause to be executed and delivered, in the Society's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, collateral, or other evidence of debt and security.

(h) to control the Society's property and provide for the purchase of selected items and the sponsorship of other activities of the Society.

(i) to authorize any officer or agent of the Society to enter into any contract or execute any instrument in the name of and on behalf of the Society, and to make it understood that unless so authorized no officer or agent shall have any power or authority to bind the Society in any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

(j) to designate and establish categories of membership in the Society, the dues and privileges

pertaining thereto, and the method of collecting dues; and to designate the terms and conditions upon which failure to renew membership by payment of dues or otherwise shall constitute termination of membership.

Section 3 Meetings

(a) *Regular Meetings.* The Board shall hold at least one (1) regular Board meeting each quarter. Society officers shall be elected at the first Board meeting after the Annual Meeting.

(b) *Calling of Special Meetings and Notification.* Special and regular meetings of the Board may be called by the President or, in their absence, by either the Vice President or by any three (3) members of the Board. Written notice of all such meetings shall be given to the members of the Board by email or first-class mail sent at least seven (7) days before the date of the meeting. It is the responsibility of the individual Board member to ensure that current contact information is on file. By consent of the majority of the Trustees, Special Meetings of the Board may be held without such notice.

(c) *Quorum.* A quorum for the transaction of business at any regular or special meetings of the Trustees shall consist of more than fifty percent (50%) of members of the Board.

(d) *Proxy.* Proxy voting is permitted and must be designated in writing by the Board member to be absent.

(e) *Electronic Mail.* Any action which may be done, or is required to be done, in writing under these Bylaws, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail and memorialized in the records of the Society.

ARTICLE V OFFICERS OF THE CORPORATION AND THEIR DUTIES

Section 1 Officers

The officers of the Society shall be a President, Vice President, Secretary, and Treasurer and such other officers as may, from time to time, be designated by the Board. The officers must be members of the Board.

Section 2 Election and Term of Office

(a) *Election of Officers.* The Trustees shall elect the officers of the Society at the first Trustees meeting to be held after the Annual Meeting of the Society. The Nominating Committee shall make a presentation of the candidates at that meeting. Additional nominations may be made by any member of the Board present. The officers shall be elected by a majority vote of the Board members present.

(b) *Term of Office.* Each officer shall serve a term of one (1) year, or until their successor may be elected or appointed.

Section 3 Removal from Office

Officers may be removed at any time by a two-thirds (2/3) vote of the full Board at a regular meeting of the Board or at a Special Meeting of the Board called for that purpose. A vacancy in any elected office shall be filled by the Board at the first meeting after the vacancy occurs. The newly elected officer shall assume office immediately.

Section 4 Duties and Powers of the President

The President shall preside at all meetings of the Board and at all meetings of the members of the Society, shall sign or approve all contracts for the Society, and shall perform all such other duties as are incident to the office. The President shall maintain liaison with the Museum Director concerning Society activities and, if requested to do so by the Mayor and the Town Council of the Town of Silver City, may serve as a member of the Municipal Museum Board during tenure. The President shall have signature authority to sign Society checks but not Investment Fund checks. The President shall also serve as the chair of the Nominating Committee.

Section 5 Duties and Powers of the Vice President

The Vice President shall assume all duties and obligations of the President in the absence of the President. When either the President or Treasurer is unavailable, the Vice President shall have secondary signature authority to sign Society checks, but not Investment Fund checks. The Vice President shall also serve as chair of the Fundraising and Membership Committee.

Section 6 Duties and Powers of the Secretary

The Secretary shall issue notices of all Board meetings and Society members' meetings, shall attend and keep minutes of said meetings, and shall see that the Museum Director maintains current register of all members of the Society, all Corporate books, records, and papers, shall attest with their signature all written contracts of the Corporation, and shall perform all other duties incident to the office of Secretary. The Secretary shall also perform such other duties as from time to time may be assigned by the President or the Board.

Section 7 Duties and Powers of the Treasurer

The Treasurer shall have the right to inspect all monies, securities, and expenditures of the Society. The Treasurer shall sign all checks of the Society but not Investment Fund checks. The Treasurer shall make a written report of the general financial condition of the corporation at each meeting of the Board of Trustees and at the Annual Meeting of the Society. The Treasurer shall perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board. The Treasurer shall also serve as the Chair of both the Finance and the Investment committees.

ARTICLE VI COMMITTEES

Section 1 Standing Committees

In order to fulfill the Society's purposes, there shall be four (4) Standing Committees. Each Standing Committee must be chaired by a current Board Member and may be comprised of other Board Members and of members from the Society Membership at large. Any committee chair or committee members not specified in these Bylaws shall be recruited and appointed by the President with approval of the Board. The Museum Director or designee shall serve as an ex-officio member and the Society President shall serve as a voting member of each Standing Committee. Each Standing Committee shall recommend policy for approval by the full Board and shall set meetings as needed to prepare for presentations of written reports and recommendations to the Board or Membership with adequate lead time for informed approval.

- (a) Finance Committee shall oversee and report to the Board on all Society financial affairs, including the development of fiscal and fundraising policies, procedures, and controls; the review, management, and maintenance of adequate insurance; the development of the Society's annual budget for Board approval; and the long-term financial sustainability of the Society's support of the Museum through prudent investment of the Society's board-restricted or board-designated funds. The Finance Committee shall be chaired by the Society Treasurer.
- (b) Investment Committee shall oversee all Society long-term investments including the Society's endowment or funds acting as an endowment and of restricted or other board-designated funds to provide continual future support for the Museum. This includes the development of a board-approved Long-Term Investments Policy Statement for providing support of the Museum through forward looking prudent management. The Investment Committee shall be chaired by the Society Treasurer. Three additional members will be appointed by the Board from the Society membership, although not excluding other Board members.
- (c) Fundraising and Membership Committee shall oversee the development and implementation of the Society's Fundraising Plan including the identification and solicitation of funds from external sources of support; the direct fundraising efforts of projects such as the Annual Fund, capital campaigns, special projects, and grants; the development and implementation of plans related to recruitment and retention of members; and the fulfillment of member benefits. The Fundraising and Membership Committee shall be chaired by the Society Vice President.
- (d) Nominating Committee shall prepare a slate of nominees for the Annual Meeting to elect new trustees of the Society and replacement of any Board members vacated before the end of their term. The Nominating Committee shall be chaired by the Society President.

Section 2 Ad Hoc Committees

The Board shall appoint ad hoc committees and chairs as it deems necessary and advisable.

Section 3 Hiring Persons with Expertise

The Board may engage persons with specific expertise to carry out some of the functions of the Standing Committees as long as there is no conflict of interest.

ARTICLE VII FUNDS, TRUST, AND CONTRACT ADMINISTRATION

Section 1 Fund Policies

All monies of the Society shall be deposited to the Society account as received, in a bank or banks as designated by the Board. The Board shall be responsible for policy decisions concerning the use of funds and shall have transfer authority between banks and between funds upon the recommendation of the Treasurer. Separate fund accounting shall be established, as required.

Section 2 Deposit and Investment Accounts

The Board, upon recommendation of the Treasurer, may authorize the temporary investment of funds not needed for current use in savings accounts, short-term obligations of the United States, and short-term certificates of deposit. Investment instruments shall be managed through the Investment Committee.

The Investment Committee shall oversee the long-term financial sustainability of the Museum Society Corporation's support of the Silver City Museum through prudent investment of the Society's long-term funds, including the endowment, board-restricted funds, and/or board-designated funds.

Section 3 Expenditures

No expenditure shall be made without approval or authorization by the Board. The Board will require background checks of all persons authorized to sign checks, make withdrawals, or otherwise handle funds or assets of all Society funds under the purview of the Finance or Investment Committee.

Section 4 Salaries

No salaries or other remuneration shall be paid to any member of the Board.

Section 5 Society Acting As Contractor

The Society may act as an operating or service contractor on Museum-related activities.

Section 6 Execution of Contracts

Unless authorized by these Bylaws or by the Board, no officer or agent shall have power to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 7 Loans

No loan shall be contracted on behalf of the Society unless specifically authorized by the Board.

ARTICLE VIII PURCHASES FOR THE MUSEUM

Section 1 Purchases

Restricted or unrestricted funds on deposit with the Society may be used for specific purchases of items or services only when requested by the Museum Director and approved by the Board and in line with any restrictions approved by the Board.

Section 2 Ownership Transfer

Following the purchase of items for the Museum, ownership of such items may be subsequently transferred to the Museum or Town of Silver City as gifts from the Society.

ARTICLE IX MISCELLANEOUS PROVISIONS

Section 1 Fiscal Year

The fiscal year of the Society shall be July 1st through June 30th.

Section 2 Books and Records

The Society shall keep correct and complete books and records of financial accounts, minutes of the proceedings of the Board, and membership records at the registered or principal office of the Society. All books and records of the Society shall be open for inspection by any member upon written request to the President.

Section 3 Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the laws of the State of New Mexico or under the provisions of the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

