

CONSTITUTION AND BY-LAWS
NEW MEXICO AIRPORT MANAGERS ASSOCIATION

A Subsection of the New Mexico Municipal League

ARTICLE I. NAME

This association shall be known as the New Mexico Airport Managers Association.

ARTICLE II. AFFILIATION

The New Mexico Airport Managers Association, hereinafter known as NMAMA or the association, so created shall be, and hereby is, a subsection of the New Mexico Municipal League with headquarters in the City of Santa Fe, Santa Fe County in the State of New Mexico.

ARTICLE III. PURPOSE

The New Mexico Airport Managers Association is a subsection of the New Mexico Municipal League organized to aid in the improvement of aviation and airport services to municipalities, to provide educational opportunities to airport managers and other related personnel in the State of New Mexico, and to assist the New Mexico Municipal League promote and foster good working relationships with other elected and appointed officials of municipalities within the State of New Mexico.

ARTICLE IV. MEMBERSHIP

SECTION 1. ELIGIBILITY:

- A. Active Membership:** Each municipality, county or other governmental subdivision of the State of New Mexico (hereinafter “Airport Sponsor” which owns or operates a Public Use Airport is eligible for ONE ACTIVE MEMBERSHIP in the Association. The individual assigned the responsibility of airport management by the Airport Sponsor shall be designated the ACTIVE MEMBER representing that Airport Sponsor. Only ACTIVE MEMBERS or their designated ALTERNATE MEMBER shall have the right to vote on issues brought before the Association. Only ACTIVE OR ALTERNATE MEMBERS may hold office or serve on the Board of directors of the Association.

B. Alternate Membership. Other individuals officially designated by the Airport Sponsor as part of the Airport Management system at their Airport, such as members of an Airport Authority or Advisory Board, shall be considered ALTERNATE MEMBERS of the Association.

C. Associate Membership.

- a. Any interested **individual** shall be eligible for membership as an ASSOCIATE MEMBER in this association. The board of directors shall determine the eligibility, subject to Article IV, Section 1, C of these by-Laws.
- b. **Governmental.** Any interested individual whose employment with the State or Federal Governments prohibits membership in the Association, but who, in their official capacity, wishes to be informed of the Association's activities and schedule, may be included in the Association's roster as an associate member for purposes of information and coordination only. Such individuals may not be directly associated with airport management.

D. Corporate Membership. Any interested individual, partnership, corporation or other legal entity which has a business or other professional interest in airports and aviation shall be eligible for membership as a CORPORATE MEMBER in this association. Corporate Members shall be authorized to advertise their products and/or services during the Association's meetings in a reasonable manner as determined by the Board of Directors.

E. The Board of Directors may, at its discretion, invite any person not otherwise eligible for membership to become an HONORARY MEMBER of this Association.

F. Any question concerning eligibility for membership shall be resolved by a majority vote of the Board of Directors.

SECTION 2. VOTING RIGHTS: Each Active Member in the Association whose dues are current shall be allowed one (1) vote on each matter submitted to a vote of this Association. Each Active Member of this Association may designate in writing a primary delegate and one (1) or more alternates to cast the Participating Member's vote.

ARTICLE V. MEMBERSHIP TERMINATION

SECTION 1. RESIGNATION: Any member may submit a resignation in writing to the Secretary-Treasurer and such resignation shall be accepted.

SECTION 2. DISQUALIFICATION: Any member delinquent in the payment of dues for a period of three months shall be notified thereof by the Secretary-Treasurer, together with notice that if proper explanation for the failure to pay such dues is not forthcoming the name of such member shall be submitted to the Board of Directors.

SECTION 3. REMOVAL: By a two-thirds vote, The Board of Directors may censure suspend or expel any member for cause. Any member, subjected to disciplinary action as set forth, shall have, if they request in writing within 10 days of notification of such action, an automatic Right of Appeal. Such right of appeal shall be to the next annual meeting or regular meeting where, by simple majority vote of those present and voting, the action(s) of the Board of Directors shall be sustained, reversed or modified.

SECTION 3. REINSTATEMENT: Upon written re-application a former member may be reinstated as an active member by a majority vote of the Board of Directors and payment of dues.

ARTICLE VI. DUES

SECTION 1. All dues shall be payable on an annual basis and shall be due and payable within 30 days of the due date. An old member who has not renewed within two (2) months after the expiration date of the term of membership shall lose privileges and responsibilities and will be considered a new member after subsequently rejoining. Notice shall be mailed ten (10) days before termination of membership.

SECTION 2. The annual dues for Active Membership shall not be less than \$50.00 per year per Airport Sponsor and may be increased by simple majority of membership.

SECTION 3. The annual dues for Alternate Members shall not be less than \$50.00 per year per member and may be increased by simple majority of membership.

SECTION 4. The annual dues for Corporate Members shall not be less than \$250.00 per year per business and may be increased by simple majority of membership.

SECTION 5. The annual dues for Associate Members shall not be less than \$50.00 per year per member and may be increased by simple majority of membership.

SECTION 6. Honorary members shall be exempt from dues.

SECTION 7. The Association may charge such fees as necessary for conduct of the Annual Meeting, and at such other meetings as may be determined by the Board of Directors. Such fees as are not required for the event itself shall be used for other Association purposes as determined by the Board of Directors.

ARTICLE VII. FISCAL YEAR

The fiscal year of the association shall begin on the first day of July of each calendar year and end on the last day of June of the following calendar year. Dues shall be payable on or before the 31st day of July of each year.

ARTICLE VIII. BOARD OF DIRECTORS

SECTION 1. ELECTION OF DIRECTORS: The Board of Directors shall consist of the officers and three (3) Directors who shall be Active or Alternate Members, and who shall be elected by the membership at the first Regular Meeting of the calendar year. A Director shall hold office for the term of election and until a successor shall have been elected and qualified.

SECTION 2. EX-OFFICIO MEMBERS OF THE BOARD: Any past President who remains an Active Member and who wishes to do so, may serve as an ex-officio member of the Board of Directors provided he/she provides a written notice of that intent to the Association Secretary-Treasurer. However, such ex-officio members shall not be included in calculating the Board Members required for a quorum.

SECTION 3. TERM OF DIRECTORS: A Board of Directors will be elected for a twelve (12) month term by Active members at the first Regular Meeting of each calendar year. Directors shall be installed

during the first Regular meeting following April 1st and serve until the installment of the new President during the first Regular meeting following April 1st of the next calendar year. Should a vote of the membership be required between competing candidates for the Board of Directors, the elected person shall be the first to receive a plurality of votes by the Active Members or their designated alternate member representatives present at the meeting.

SECTION 4. VACANCIES: Vacancies in the Board of Directors shall be filled by appointment made by the remaining directors. Each person so appointed to fill a vacancy shall remain a director until a successor has been elected by the members, who may make such election at the next Regular Meeting of the Association.

SECTION 5. POWERS OF THE BOARD OF DIRECTORS: Any officer or Member of the Board may be removed by the Board of Directors whenever, in the judgment of the board, the business interest of the association will be served thereby. The Board shall direct the president to appoint special committees for various purposes. The Board will control and manage all other affairs of the association and shall, if necessary, recommend adjustment to the annual dues in order to finance normal business of NMAMA.

SECTION 6. QUORUM DEFINITION: A majority of the Board of Directors at the time in office shall constitute a quorum. Ex-officio members shall not be included in calculating the Board Members required for a quorum. Votes on minor issues to be decided by the Board of Directors may be made by electronic communication through the Secretary-Treasurer.

SECTION 7. All expenditures or other orders for payment of money or notes shall be approved by a majority of the Board of Directors. All checks shall require the signature of the Secretary-Treasurer or designee.

ARTICLE IX. OFFICERS

SECTION 1. OFFICERS. The officers of the Association shall consist of a President, Vice-President, and Secretary-Treasurer.

A. Each officer shall be an Active Member in good standing of the Association as defined in Article VIII of this Constitution with the exception of the office of Secretary-Treasurer.

B. The term of office shall be for one year or until the respective successor takes office except, however, that the office of the Secretary-Treasurer is assumed by the Executive Director of the New Mexico Municipal League. Officers shall be installed during the first Regular meeting following April 1st and serve until the installment of the new Officers during the first Regular meeting following April 1st of the next calendar year. Should a vote of the membership be required between competing candidates for an Office, the elected person shall be the first to receive a plurality of votes by the Active Members or their designated Alternate present at the meeting.

C. If the Vice-President loses eligibility as an Active Member, the resulting vacancy shall be filled by a majority vote of the Executive Board within 30 days after such vacancy occurs. Such vote may be made by electronic communication through the Secretary-Treasurer.

SECTION 2. PRESIDENT: The President shall be the chief executive officer of the association and shall preside at all meetings of the members of the association and of the Board of Directors. The President shall sign and execute all authorized bond, contracts or other obligations in the name of the association, and shall perform any other duties as may be assigned by the Board. The President shall serve as the association's representative to the New Mexico Municipal League. Should the president not be a municipal member, the Executive Board shall select a municipal member who is to represent the association on the NMML Board. The President shall submit to the Board of Directors five (5) days prior to the annual meeting, a proposed budget for the ensuing year.

SECTION 3. VICE PRESIDENT: The Vice President shall have such powers and perform such duties as may be delegated by the Board of Directors. In the absence of the president, or at the direction of the Board of Directors, the Vice President shall perform the duties and exercise the powers of the President.

SECTION 4. SECRETARY-TREASURER: The Secretary-Treasurer shall keep the minutes of the meetings and proceedings of the Board and the minutes of the meetings of the members and shall serve all notices for the association when directed by the President. The Secretary- Treasurer shall have power of second signature on all checks to be signed by the President and shall have custody of all funds and securities of the association. When necessary or proper checks, notes and other obligations shall be endorsed for collection and the same shall be deposited to the credit of the association in such bank or banks or depositories as the NMML Board of Directors may designate. The Secretary-Treasurer shall keep and maintain adequate books of account and records for the association and required by said Board. The Secretary-Treasurer shall further perform all acts incident to the office of Secretary-Treasurer, and shall assist with the preparation of the annual budget.

ARTICLE X. MEETINGS

SECTION 1. REGULAR MEETINGS: The regular meetings shall be held at such times and places as the Board of Directors shall designate. Notices of these meetings shall be sent to all members at least fifteen (15) days in advance of said meeting. The first Regular Meeting of each calendar year shall include the election of Officers and the Board of Directors.

SECTION 2. ANNUAL MEETING: An annual meeting of the members of the Association shall be held at least once each year at a time and place to be determined by the Board of Directors for the purpose of installation of Officers and the Board of Directors, the establishment of a legislative, budgetary, or other desired agenda or plan for the coming year, and for the transaction of such other business as may come before such annual meeting. Prior to the annual meeting after April 1st, and if requested by the incoming President, the outgoing Board shall hold a transitional Board meeting with the incoming Board.

SECTION 3. SPECIAL MEETING: Special meetings of NMAMA may be called by the President with the consent of the Board of Directors. Notice thereof shall be sent to the members at least five (5) days prior to any such special meeting. Should at least one fourth of the members request a special meeting in writing, the President will call such special meeting within fifteen (15) days after receipt thereof.

SECTION 4. BOARD OF DIRECTORS MEETING: A meeting of the Board of Directors may be called by the President or by any two of the directors. Three (3) days written notice is required prior to the meeting or a waiver of notice of the time and place for holding such meeting signed by all of the

directors of the Board or by electronic consent. A majority of the Board, at the time in office shall constitute a quorum. Votes on minor issues to be decided by the Board of Directors may be made by electronic communication through the Secretary- Treasurer.

SECTION 5. TRANSFER OF MEMBERSHIP: Except for Honorary Memberships, any membership in this association is transferable or assignable.

SECTION 6. NOMINATING COMMITTEE: At least thirty (30) days before the first Regular Meeting of each calendar year, the President shall appoint the chairperson and two (2) active members of the Nominating Committee.

SECTION 7. RULES FOR NOMINATION: The nominating committee shall select one eligible person for nomination to each office, including the Board of Directors and shall submit the names of such nominees to the Active Membership at the first Regular meeting of the Association held each calendar year. A vote of a majority of the members of the nominating committee shall be binding on all. If a majority of the Nominating Committee is unable to agree on one nominee for an office, the committee shall so report and no name shall be submitted for that office. Any Active member shall be privileged to make nominations from the floor.

SECTION 8. ATTENDANCE AT MEETINGS OF THE ASSOCIATION: Those individuals and other persons eligible for membership may attend Regular Meetings of the Association provided their current dues are paid. The Board of Directors may invite as guests those individuals whose presence the Board determines will benefit the Association.

ARTICLE XI. INDEBTEDNESS

All debt issued in the name of the association shall be approved by a majority of the membership.

ARTICLE XII. GIFTS AND SOLICITATIONS

SECTION 1. GIFTS. The Secretary-Treasurer may accept on behalf of the association any contribution, gift, bequest or device for the general purpose or for any special purpose of the association.

SECTION 2. SOLICITATIONS: No subscriptions or solicitations shall ever be allowed to be made in the name of the Association unless approved by the Association membership and Board of Directors of the New Mexico Municipal League.

ARTICLE XIII. AMENDMENTS

This Constitution may be amended by a two-thirds vote of the full members present at any annual association meeting, provided that any proposed amendment shall be submitted to the Board of Directors of the New Mexico Airport Managers Association not less than sixty (60) days prior to the meeting at which the vote is to be taken. The Association's Board of Directors shall then report its recommendation to the association memberships. Such amendment, if adopted by the Association, shall become effective upon approval by the Board of Directors of the New Mexico Municipal League.

ARTICLE XIV. MISCELLANEOUS

SECTION 1. CERTIFICATES OF MEMBERSHIP: The Board of Directors may provide for the issuance of certificates evidencing membership in the association which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President, and Secretary-Treasurer and a Board Member.

SECTION 2. ISSUANCE OF CERTIFICATES: When a member has been elected to membership and has paid any dues that may then be required, a certificate of membership shall be issued upon request and delivered by the Secretary-Treasurer.