



NMBA Anti-Trust Statement

"The New Mexico Broadcasters Association has a policy of strict compliance with federal and state antitrust laws. The antitrust laws prohibit competitors from engaging in actions that could result in an unreasonable restraint of trade. Consequently, New Mexico Broadcasters Association members must avoid discussing certain topics when they are together – both at formal association membership, board, committee, and other meetings and in informal contacts with other industry members: prices, fees, rates, profit margins, or other terms or conditions of sale (including allowances, credit terms, and warranties); allocation of markets or customers or division of territories; or refusals to deal with or boycotts of suppliers, customers or other third parties."

2021 Annual Membership Meeting

Friday- June 18, 2021

Call meeting to order – Charlie Blanco.

Approval of Agenda and Minutes from 2020

Committee Reports

Treasurer's Report – Lori Waldon

New Business

2021 NMBA By-Laws

Board and Officer Election for 2020-2022

Other Business

Adjournment

**RESTATED BY-LAWS
OF THE
NEW MEXICO BROADCASTERS ASSOCIATION**

June 2020

ARTICLE I

NAME

The name of this Association shall be the NEW MEXICO BROADCASTERS ASSOCIATION (hereinafter known as "Association")

ARTICLE II

OBJECT

The object of this Association shall be:

To foster and promote free over the air broadcasting and the development of the arts of aural and visual broadcasting in all its forms; to protect its members in every lawful and proper manner from injustices and unjust executions; to do all things necessary and proper to encourage and promote customs and practices which will strengthen and maintain the broadcasting industry to the end that it may best serve the public of New Mexico and adjoining states; and to act as a regional contact with the National Association of Broadcasters;

To purchase, hold, own, lease, mortgage, sell and convey such real and personal property as may be necessary, convenient, or useful for the purpose of carrying out the objects and purposes of this Association.

To carry on any operation or activity in connection with the foregoing objectives and purposes and to have and exercise all the powers conferred by the laws of the State of New Mexico upon associations formed under the laws of such State, and to do any and all things herein-before set forth to the same extent as natural persons might or could do; provided, however, that the Association shall not be operated for profit.

The Association shall have a life of one hundred (100) years as set forth in the original charter and thereafter until dissolved by three-fourths (3/4) of the members in good standing at the regular annual convention.

ARTICLE III

BROADCASTING DEFINED

The word "Broadcasting" as used herein is defined as the utilization of electromagnetic waves for the widespread dissemination, without charge to the general public, of intelligence and entertainment appealing either to the aural or visual senses or both.

ARTICLE IV

MEMBERSHIP

Section 1. DEFINITION OF MEMBERSHIP. There shall be two (2) categories of members: Active and Associate.

A. ACTIVE MEMBERS - APPLICATIONS

Active members shall be those licensed broadcast stations and those holding construction permits in the State of New Mexico. The voting member will be the General Manger of the broadcast station/stations. When an Active Member leaves broadcasting, termination is automatic.

B. ASSOCIATE MEMBERS - APPLICATIONS

Any individual, partnership, firm or association engaged in a business or profession connected with or who have interest in radio or television broadcasting and serve at the sole discretion of the board of directors.

Section 2. RIGHTS AND PRIVILEGES OF MEMBERSHIP

A. ACTIVE MEMBERS

(1)An Active Member, is in good standing, upon payment of all required dues, registration and/or other fees and (a) has the right to cast one vote for or on account of each Active radio and/or television membership, on all appropriate occasions and shall have the right to participate in all affairs of the Association; (b) has the right to attend all conventions and meetings; (c) has the privilege of the floor at such meetings; (d) except as otherwise provided, has the right to be nominated and elected by the membership, and to serve as a member of such board or boards of directors of the Association; (e) the right to serve, upon appointment by the Chairman, as a member of committees of the Association; (f) the right to exercise such other

privileges and to receive such services of the Association as may be prescribed for Active Members. The application for membership and the acceptance of the same by the Board of Directors shall be deemed an agreement on the part of the applicant to abide by the Articles of Incorporation and by-laws of the Association and all amendments and additions that may in due form be made thereto.

(2) Membership shall continue until notice in writing of resignation by the member and acceptance of the same by the Board of Directors or until termination of the membership in accordance with these Bylaws. All rights, privileges and interests of a member in or to the Association and its property, if any, shall cease on the termination of membership.

B. ASSOCIATE MEMBERS

An Associate Member shall have such rights and privileges as established from time to time by the Board of Directors.

ARTICLE V

DUES

Section 1. RADIO, TELEVISION AND ASSOCIATE MEMBERS.

Each Radio, Television and Associate Member shall pay dues in accordance with such schedule as the Board may determine. Each Active and Associate Member shall pay dues in accordance with such schedule as the Board may determine.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS.

There shall be a Board of Directors of the New Mexico Broadcasters Association which shall manage the business and affairs of the Association.

Section 2. NUMBERS, TENURE, QUALIFICATION, and ELECTION

The regular Board of Directors will consist of 15 directors. The Executive Committee will be comprised of 5 Directors, and At Large Directors will be

comprised of 10 Directors. The NMBA Board of Directors shall be composed of the following:

Executive Committee: The executive committee consists of the Chairperson, Chairperson-Elect, Secretary, Treasurer and the Immediate Past Chairperson. The Executive Committee shall include 2-non-Albuquerque radio board members, 2-television board members and 1-Albuquerque radio board member.

At Large Directors: There shall be ten (10) at large directors who shall be elected from the Active membership. At large directors shall serve for a staggered term of two (2) years.

Associate Directors: There shall be up to four (4) associate directors who shall be appointed by the executive committee to a term of two (2) year. Associate members will consist of two (2) associate members; one (1) representative of the broadcast engineering field and one (1) non-commercial broadcaster. These associate directors shall not have voting rights at meetings of the Board of Directors, shall not be counted for purposes of a quorum, and shall not be eligible to serve as an officer of the Association.

Section 3. REMOVAL OF DIRECTORS; BOARD VACANCIES.

A director may be removed for cause by majority two-thirds (2/3) vote of the other members of the Board, or a director may resign. Vacancies on the Board and/or officers of the Association may be filled by appointment by the Chairperson with approval of a majority vote of the remaining directors in attendance at a meeting in which the appointment is considered. The Board may declare vacant the office of any officer who has missed two consecutive Board meetings without Board approval.

Section 4. MEETINGS OF THE BOARD OF DIRECTORS.

- A.** The Board of Directors shall meet at least three times per year.
- B.** The Chairperson may at any time, upon five (5) days written notice, call a meeting of the Board of Directors setting forth a specific subject or subjects to be considered. The Secretary shall call a meeting of the Board and give at least five (5) days written notice thereof.
- C.** Meetings can be held through use of conference telephone, electronic video screen communication, or other communications equipment as long as all members participating in such meeting can hear one another and as long as there is some means of verifying that

(i) a person participating in the meeting is a person entitled to participate in the meeting, and (ii) all actions of, or votes by, are taken or cast only by the members and not by persons who are not members

Section 5. QUORUMS.

A simple majority (defined as one-half plus one) of the number of the Executive Committee, At Large and Associate Membership Special Directors shall constitute a quorum at Board meetings. A quorum, once attained, continues until adjournment despite the voluntary withdrawal of directors which leave less than the number required for a quorum.

Section 6. VOTE REQUIRED FOR ACTION.

Except as otherwise provided in these Bylaws or by law, the act of a majority of the directors eligible to vote who are present at a meeting of the Board at which a quorum is present at the time shall be the act of the Board. Each director present and eligible to vote shall be entitled to one vote on each matter placed before the Board. In the event of a tie, the issue is remanded back to the board for further discussion. At an annual meeting, the directors whose terms are expiring may be re-elected, and, until their successors are qualified and seated, shall be entitled to vote upon all matters, including the election of their successors.

Section 7. ACTION BY DIRECTORS WITHOUT A MEETING.

Whenever any action is required or permitted to be taken by the Board or any committee thereof, such action may be taken without a meeting if the Entire Board or all members of the committee consent in writing (including by electronic communication) to the adoption of a resolution authorizing the action. Consents in writing may be executed by any reasonable means, including facsimile signature or email. If the consent is written, it must be signed by the director. If the consent is electronic (e.g., by email), it must include sufficient information from which it can reasonably be determined that the consent was authorized by the director.

Section 8. METHOD OF ELECTING TREASURER and AT LARGE DIRECTORS.

The nominating committee shall present to the Active Members a slate of nominations for the board of directors whose term has expired and a treasurer (the treasurer will be nominated and selected from the Active Members at the annual meeting and, after nominations are taken from the floor, a vote may be taken. A proxy shall be in writing and presented to the Chairperson before a

vote. The nominees receiving the highest number of votes shall be elected to the Board.

ARTICLE VII

OFFICERS OF THE ASSOCIATION

Section 1. NUMBER, TENURE, QUALIFICATION AND ELECTION.

The officers of the Association are elected by the Membership at the annual meeting and serve until their successors take office. The officers shall be a Chairperson, a Chairperson-Elect, Secretary, Treasurer and the Immediate Past Chairperson. The Treasurer is initially elected for a term of 10 years (which encompasses 2 years as Treasurer, 2 years as Secretary, 2 years as Chairperson-Elect, 2 years as Chairperson, and 2 years as Immediate Past Chairperson). The other officers having been previously elected at the time of adoption of these by-laws will assume the positions listed above in succession from Secretary to Immediate Past Chairman (moving up the chairs). An officer may be removed with cause by the Board or may resign. Vacancies will be filled by the Board. One person may not be both Chairperson and Treasurer. Officers will perform the duties, and will have the power and authority, assigned by the Board, incident to the office and provided by the By-Laws.

Section 2. ELECTION AND TERM OF OFFICE.

The nominating committee is comprised of the executive committee of the board. The nominating committee shall present a candidate for the office of Treasurer. Nominations will be taken from the floor as well. The office shall be elected by majority vote of Active Members. Each Active Member shall be entitled to cast one vote either in person or via proxy presented to the Chairperson prior to the vote.

Section 3 CHAIRPERSON.

The Chairperson will be the chief executive officer of the Association. He or she will preside at all Association and Board meetings, when authorized will execute and deliver documents in the name of the Association and will appoint all committees of the Association and the Board. The Chairperson shall name the members of all committees from the membership of the Association, and shall prescribe their duties, procedures and methods of keeping records of their proceedings, copies of which shall be transmitted to the Secretary/Treasurer. The Chairperson shall also be an ex-officio voting member of all committees.

The Chairperson will be the chief executive officer (CEO) of the Association. He or she will preside at all Association and Board meetings, when authorized will execute and deliver documents in the name of the Association and will appoint all committees of the Association and the Board. The Chairperson shall name the members of all committees from the membership of the Association, and shall prescribe their duties, procedures and methods of keeping records of their proceedings, copies of which shall be transmitted to the Secretary/Treasurer. The Chairperson shall also be an ex-officio voting member of all committees. The Chairperson of the Board shall vote only to break tie votes.

Section 4. CHAIRPERSON ELECT.

In the absence of the Chairperson or in the event of his/her death, inability, or refusal to act, the Chairperson-Elect shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairperson. The Chairperson-Elect shall perform such other duties as from time to time may be assigned to him by the Chairperson of the Board or by the Board.

Section 5. SECRETARY.

The Secretary will keep and have custody of the minutes of the proceedings of the Membership and Board with the assistance of the NMBA staff.

Section 6 TREASURER.

The Treasurer will manage or oversee the management of the financial affairs of the NMBA with the assistance of the NMBA staff.

Section 7. ABSENCE OF OFFICERS.

In the absence of the Chairperson of the Board, the Chairperson-Elect shall assume the powers and duties of the Chairperson; in the absence of the Chairperson-Elect, the Secretary shall assume the powers and duties of the Chairperson-Elect. One person may not be both Chairperson and Treasurer.

ARTICLE VIII

CONVENTION AND MEETINGS OF THE ASSOCIATION

Section 1. ANNUAL MEETING.

The annual meeting of this Association will be held at a date selected by the Board of Directors. The time or method of such annual meetings shall be determined by vote of the Board, and the Secretary shall notify the members of the Association in writing of the time and place not less than 30 days prior to the date of the annual meeting.

Section 2. SPECIAL MEETINGS.

Special meetings of the Association may be called by a majority of the Board of Directors, provided that notice of such meetings shall be communicated to all of the members of the Association by the Secretary-Treasurer advising the time and place not later than ten (10) days prior to the date of the meeting.

Section 3. QUORUM

At any duly called meeting of the members of this Association, one-quarter (1/4) of all Active Members in good standing and present or represented by a written proxy shall constitute a quorum. If less than a quorum is present, a majority of the Active Members present may adjourn the meeting from time to time until a quorum is present.

Section 4. VOTING.

A vote of the majority of the Active Members at a meeting where a quorum is present shall constitute formal action of the members. Votes may be cast in person or via proxy.

Section 5. SPECIAL MEETINGS.

Special meetings of the Association may be called by a majority of the Board of Directors, provided that notice of such meetings shall be communicated to all of the members of the Association by the Secretary within 5 (five days).

Section 6. WAIVER OF NOTICE.

Whenever any notice is required to be given to any member of the Association or its Board, a waiver thereof in writing signed by the person entitled to the notice is equivalent to the giving of the notice. The attendance of a member in person or by proxy, or of a director, at a meeting constitutes a waiver of notice of the meeting except when attendance is for the sole purpose of objecting because the meeting is not lawfully called or convened.

ARTICLE IX

AMENDMENTS

The By-laws of the Association may be amended, repealed or altered in whole or in part by a majority referendum vote upon submission by the Board of Directors to the qualified voting membership in such manner as the Board may prescribe. Furthermore, upon petition signed by not less than five (5) percent of active membership of the Association proposing amendment of the by-laws filed with the Secretary-Treasurer at least thirty (30) days prior to any meeting of the Board of Directors, the Board shall at such meeting provide for the submission of such proposals in accordance with the provision of this Article.

ARTICLE X

OPERATIONS

Section 1. PRESIDENT AND CHIEF ADMINISTRATIVE OFFICER.

The President and CAO shall report directly to the Chairperson and the Board. He or she shall be an ex-officio member of all standing committees (with no the right to vote) The President and CAO shall be the administrative head of the Association. He or she shall provide for keeping an accurate record of members and collecting all dues and special funds. He or she shall provide for maintaining a system of accounting, showing the application of funds to the various departments and the record of expenditures of such funds, under the direction of the Treasurer.

Section 2. FUNDS.

There shall be two regular funds, designated as the General Fund and the Reserve Fund. The President/CEO and Treasurer shall deposit each of the funds in separate accounts as directed. The General Fund shall consist of all monies other than the Reserve Fund and special trust funds if created. The Reserve Fund shall consist of any surplus, or portion thereof, that is left in the General Fund at the end of any fiscal year. The monies constituting this fund shall be carried in a separate account and/or invested in safe securities.

Section 3. BUDGET.

As near December 1ST as is practicable in each year, the President and CEO shall prepare or cause to be prepared a budget for the next fiscal year setting forth the anticipated income of the Association from all sources, specifying the sources and the amount expected to be realized from each, and setting forth the anticipated expenditures based on the proposed activities for the ensuing fiscal year. At its December meeting, the Board shall approve or amend such budget, which thereafter shall constitute an allotment of funds to the several departments; providing, however, that at any time thereafter or from time to time the Board may amend the budget and may reapportion allotment of funds.

Section 4. FISCAL YEAR.

The fiscal year shall end on December 31st of each year, unless, at the discretion of the Board, a different date is advisable.

Section 5. CONTRACTS.

In addition to the officers so authorized by these By-Laws, The Board may authorize any officer or officers to be agent or agents of this Association, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Association, and such authority may be general or confined to specific instances.

Section 6. CHECKS, DRAFTS, ETC.

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of this Association shall be signed by such officer or officers, agent or agents, of this Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and CEO of this Association or two (2) persons so authorized by him or her.

Section 7. DEPOSITS.

All funds of this Association shall be deposited from time to time to the credit of this association in such banks, trust companies or other depositories as the Board may select.

Section 8. DISSOLUTION.

The Association shall use its funds only to accomplish the purposes specified in these By-Laws, and no part of said funds shall inure, or be

distributed, to the members, directors or officers of the Association. On dissolution of the Association, any funds remaining, after liquidation of all outstanding debts and obligations, shall be distributed to one or more philanthropic organizations to be selected by the Board of Directors; provided that such organizations qualify under existing laws as non-profit organizations and are legally qualified to accept such distributions.

ARTICLE XI

BOOKS AND RECORDS

This Association shall keep at its principal office in this state the original or a copy of its Articles of Incorporation and By-Laws as amended to date. Furthermore, this Association shall keep adequate and correct books and records of account and shall also keep minutes of the proceeding of its Board and committees of the Board. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. Every director shall have the rights provided by law to inspect and copy the books and records of this Association and to inspect the physical property of this Association.

ARTICLE XII

ANNUAL REPORTS

The Board shall cause to be prepared by the Association's independent certified public accountants, within one hundred twenty (120) days after the close of this Association's fiscal year, for the Board's own use and for whatever further use the Board may duly authorize, an audited report containing in appropriate detail the following information:

- A.** The assets and liabilities, including the trust funds, of this association as of the end of the fiscal year;
- B.** The principal change in assets and liabilities, including trust funds, during the fiscal year;
- C.** The revenues and receipts of this Association, both unrestricted and restricted to particular purposes, for the fiscal year; and,

- D. The expenses and disbursements of this Association, for both general and restricted purposes, during the fiscal year.

ARTICLE XIII

INDEMNIFICATION

This Association shall, to the maximum extent permitted by law, indemnify each of its present or former directors, officers, employees or other agents (hereinafter referred to as "Agents") against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceedings or any threatened proceedings (hereinafter "proceedings" includes any threatened proceedings) arising by reason of the fact that any such person is or was an Agent of this Association; provided that the Board determines that such Agent was acting in good faith and in a manner that he or she reasonably believed to be in the best interests of this Association and, in the case of criminal proceedings, had no reasonable cause to believe his/her conduct was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceedings. The foregoing does not apply to any proceedings specifically excluded by law, which include a breach of any duty relating to assets held in charitable trust. If, because of the nature of any proceedings, this Association is prohibited by law from indemnifying an Agent against judgments, fines, settlements and other amounts, this Association shall nevertheless indemnify its Agent against expenses actually and reasonably incurred in connection with the defense or settlement of such proceedings arising by reason of the fact that such person is or was an Agent of the Association; provided the Board determines that such Agent was acting in good faith and in a manner such person believed to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph. Expenses incurred in defending any proceedings may be advanced by this Association prior to the final disposition of the proceedings upon receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance, unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this article or by-law. The Board may authorize this Association to purchase and maintain insurance on behalf of any Agent against any liability asserted or incurred by such person in such capacity or arising out of such person's status as Agent, whether or not this Association would have the power to indemnify such

person against such liability. This article does not apply to any proceedings against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an Agent of this Association. Nothing contained in this article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which right shall be enforceable to the extent permitted by applicable law.

ARTICLE XIV

EFFECTIVE DATE

The effective date of these By-Laws is June ____ 2020, on which date these By-Laws were duly voted upon and approved by the general membership.

All prior By-Laws and Amendments thereto are superseded by these By-Laws.

The above is certified to be a true and correct copy of the By-Laws of the New Mexico Broadcasters Association.

Chairman

Secretary

RESTATED BY-LAWS
OF THE
NEW MEXICO BROADCASTERS' ASSOCIATION

Date: 4/22/21 Approved by Board for Submission to Annual Membership for Consideration

ARTICLE I

NAME

The name of this Association shall be the NEW MEXICO BROADCASTERS' ASSOCIATION (hereinafter known as "Association")

ARTICLE II

OBJECT

The object of this Association shall be:

To foster and promote free over-the-air broadcasting and the development of the arts of aural and visual broadcasting in all its forms; to protect its members in every lawful and proper manner from injustices and unjust executions; to do all things necessary and proper to encourage and promote customs and practices which will strengthen and maintain the broadcasting industry to the end that it may best serve the public of New Mexico and adjoining states; and to act as a regional contact with the National Association of Broadcasters;

To purchase, hold, own, lease, mortgage, sell and convey such real and personal property as may be necessary, convenient, or useful for the purpose of carrying out the objects and purposes of this Association.

To carry on any operation or activity in connection with the foregoing objectives and purposes and to have and exercise all the powers conferred by the laws of the State of New Mexico upon associations formed under the laws of such State, and to do any and all things herein-before set forth to the same extent as natural persons might or could do; provided, however, that the Association shall not be operated for profit.

The Association shall have a life of one hundred (100) years as set forth in the original charter and thereafter until dissolved by three-fourths (3/4) of the members in good standing at the regular annual convention.

ARTICLE III

BROADCASTING DEFINED

The word "Broadcasting" as used herein is defined as the utilization of electro-magnetic waves for the widespread dissemination, without charge to the general public, of intelligence and entertainment appealing either to the aural or visual senses or both.

ARTICLE IV

MEMBERSHIP

Section 1. DEFINITION OF MEMBERSHIP. There shall be four (4) categories of members: Active, Associate, Emeritus, and Lifetime.

A. ACTIVE MEMBERS

Active members shall be those licensed broadcast stations and those holding construction permits in the State of New Mexico. The voting member will be the General Manger/Owner of the broadcast station/stations. When an Active Member leaves broadcasting, termination is automatic.

B. ASSOCIATE MEMBERS

Any individual, partnership, firm or association engaged in a business or profession connected with or who have interest in radio or television broadcasting and serve at the sole discretion of the Board of Directors.

C. EMERITUS INDIVIDUAL

An Emeritus Individual is an individual, who has previously served on the NMBA Board of Directors, who is appointed by the Board of Directors, through a majority vote of the board.

D. LIFETIME MEMBER

A lifetime member is recognized as a member who has contributed significantly to the NMBA and by a majority vote of the board is designated as a lifetime member.

Section 2. RIGHTS AND PRIVILEGES OF MEMBERSHIP

A. ACTIVE MEMBERS

- 1) An Active Member, is in good standing, upon payment of all required dues, registration and/or other fees and (a) has the right to cast one vote for or on account of each Active radio and/or television membership, on all appropriate occasions and shall have the right to participate in all affairs of the Association; (b) has the right to attend all conventions and meetings; (c) has the privilege of the floor at such meetings; (d) except as otherwise provided, has the right to be nominated and elected by the membership, and to serve as a member of such board or boards of directors of the Association; (e) the right to serve,

upon appointment by the Chairperson, as a member of committees of the Association; (f) the right to exercise such other privileges and to receive such services of the Association as may be prescribed for Active Members. The application for membership and the acceptance of the same by the Board of Directors shall be deemed an agreement on the part of the applicant to abide by the Articles of Incorporation and by-laws of the Association and all amendments and additions that may in due form be made thereto.

- 2) The active member should notify the Chairperson in writing within five (5) business days when they no longer meet the requirements of active membership or have decided to conclude their membership with the NMBA and/or board position. The Chairperson will then forward the written resignation and/or termination to the Chief Executive officer (CEO). If the resignation and/or termination concerns a board member, in addition to notifying the CEO, the Chairperson will notify the Board of Directors within five (5) business days, providing the written resignation to the Board for acceptance. In the event the situation involves the Chairperson becoming no longer able to serve, the Chairperson must notify the Chairperson-Elect (Vice-Chairperson) in writing within five (5) business days of the event/situation, who will then notify the Board of Directors and CEO as to the situation, providing the written correspondence to the Board.
- 3) The rights, privileges and interests of a member in or to the Association and its property, if any, shall cease on the termination of membership. The status and any privileges associated with "active membership" can be terminated by the Board with a two-thirds (2/3rds) majority vote of the Board.

B. ASSOCIATE MEMBERS

An Associate Member shall have such rights and privileges as established from time to time by the Board of Directors. The status and any privileges associated with "associate members" can be terminated by the Board with a two-thirds (2/3rds) majority vote of the Board.

C. EMERITUS INDIVIDUAL

An Emeritus Individual, being an individual who has previously served on the NMBA Board of Directors, is appointed by the Board of Directors, through a majority vote of the Board and may attend board meetings. This non-voting individual is appointed the status of "emeritus" for an initial term that will conclude at the next annual meeting following the appointment, after which time, the individual can be appointed for a two year term by a majority vote of the Board. Each subsequent two-year term has to be approved by the majority vote of the Board. This position does not require payment of annual dues. The status and any privileges associated with "emeritus" can be terminated by the Board with a two-thirds (2/3rds) majority vote of the Board.

D. LIFETIME MEMBERS

A lifetime member is recognized as a member who has contributed significantly to the NMBA and by a majority vote of the board is designated as a lifetime member. This non-

voting member may attend board meetings and NMBA functions. If this individual is a current NMBA broadcaster, the individual or the organization the lifetime member is associated with will be required to pay annual dues like regular active members. If the member is not a current NMBA broadcaster, then dues are not required. The status and any privileges associated with "lifetime membership" can be terminated by the Board with a two-thirds (2/3rds) majority vote of the Board.

ARTICLE V

DUES

Section 1. RADIO, TELEVISION AND ASSOCIATE MEMBERS

Each Radio, Television and Associate Member shall pay dues in accordance with such schedule as the Board may determine. Each Active and Associate Member shall pay dues in accordance with such schedule as the Board may determine.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS

There shall be a Board of Directors of the New Mexico Broadcasters Association which shall manage the business and affairs of the Association.

Section 2. NUMBERS, TENURE, QUALIFICATION, and ELECTION

The regular Board of Directors will consist of a minimum of seven (7) and maximum of fifteen (15) directors. The Executive Committee will comprise five (5) and At Large Directors will comprise up to ten (10). The NMBA Board of Directors shall be composed of the following:

Executive Committee: The executive committee consists of the Chairperson, Chairperson-Elect (Vice-Chairperson), Secretary, Treasurer, and the Immediate Past Chairperson. The Executive Committee should include: two (2) non-Albuquerque radio board members, two (2) television board members, and one (1) Albuquerque radio board member.

At Large Directors: There shall be a minimum of seven (7) and a maximum of ten (10) at large directors who shall be elected from the Active membership. At Large Directors shall serve for a staggered term of two (2) years.

Associate Directors: There shall be up to four (4) associate directors who shall be appointed by the executive committee to a term of two (2) years. Associate members will consist of two (2) associate members, one (1) representative of the broadcast engineering field and one (1) non-commercial broadcaster. These associate directors shall not have voting rights at meetings

of the Board of Directors, shall not be counted for purposes of a quorum, and shall not be eligible to serve as an officer of the Association.

Section 5. BOARD VACANCIES; REMOVAL OF DIRECTORS;

A. Vacancies of officers of the Association may be filled by appointment by the Chairperson following the procedures below.

(1) Notification and Appointment Process

(a) If the vacancy and subsequent appointment of an officer transpires at the same board meeting, then approval is needed by a majority vote of the remaining directors in attendance at the meeting whereby the appointment is considered.

(b) If the vacancy of the officer occurs between board meetings, the vacancy may be filled by Chairperson, with the approval of the Executive Committee, from a current member of the board. The chairperson will then notify all board members in writing of the Executive Committee's designated appointment to serve in an interim position until the next board meeting whereby approval will be needed by a majority vote of board members.

(c) In the event a majority vote is not obtained in either circumstance, nominations from the Board will be taken and voted upon until a majority has agreed upon the appointment.

(2) Term

(a) The individual appointed/approved and/or moved up in the chairs of offices will serve in that position until that original term for that position expires, for the exception of the vacancy being that of the Chairperson. In the event the vacancy is that of the Chairperson, the term will continue until the next annual meeting.

(b) To continue in the position after the original term expires, such as a board member, or to move-up the line such as Treasurer to Secretary, at the annual meeting whereby the term expires, a vote from the annual membership will need to be taken following a similar process as stated in the By-Laws.

(3) Type of Vacancy

(a) In the event the position of vacancy is that of the Chairperson, as stated in Section VII, Section 4, the Chairperson-Elect (Vice-Chairperson) assumes the position of Interim Chairperson.

(b) In the event the vacancy concerns the Vice-Chairperson or Secretary, each officer will move up to the position above that office in the chairs of offices, leaving open the position of Treasurer that will be filled according to the By-Laws.

(c) In the event the vacancy is that of Treasurer or if more than one position has become vacant, the Chairperson will follow procedures for appointing a person(s) and gaining approval of the Board to that (those) office(s) according to the By-Laws.

(d) In the event the vacancy is either for the Immediate Past Chair position or the vacancy causes the position of the Immediate Past Chair to become vacant, the position may be filled by a majority vote of the Board by any eligible NMBA member who has previously served as Chairperson of the Board.

B. A director may be removed for cause by a majority two-thirds (2/3rds) vote of the other members of the Board or a director may resign with written notice to the Board.

C. The Board may declare vacant the office of any officer and/or Board Member who has missed two consecutive unexcused Board meetings without notice to the Chairperson. Excused absences are determined by the Chairperson. In the event the absence is that of the Chairperson, the Chairperson-Elect (Vice-Chairperson) will make the determination with the approval of the Executive Committee.

D. Notification of expected absence by an officer and/or Board member to a Board meeting shall be given in writing (electronic correspondence acceptable) to the Chairperson prior to the meeting.

E. Vacancies of board members who are not officers of the Association will remain vacant until the next annual meeting, where the position will be filled in accordance to the By-Laws.

Section 6. MEETINGS OF THE BOARD OF DIRECTORS

A. The Board of Directors shall meet at least three times per year.

B. The Chairperson may at any time, upon five (5) days written notice, call a meeting of the Board of Directors setting forth a specific subject or subjects to be considered. The Secretary shall call a meeting of the Board and give at least five (5) days written notice thereof.

C. Meetings can be held through use of conference telephone, electronic video screen communication, or other communications equipment as long as all members participating in such meeting can hear one another and as long as there is some means of verifying that (i) a person participating in the meeting is a person entitled to participate in the meeting, and (ii) all actions of, or votes by, are taken or cast only by the members and not by persons who are not members

Section 7. QUORUMS

A simple majority (defined as one-half plus one) of the number of the Executive Committee and At Large Directors shall constitute a quorum at Board meetings. A quorum, once attained, continues until adjournment despite the voluntary withdrawal of directors which leave less than the number required for a quorum. Associate directors shall not be counted for purposes of a quorum.

Section 6. VOTE REQUIRED FOR ACTION

Except as otherwise provided in these By-Laws or by law, the act of a majority of the directors eligible to vote who are present at a meeting of the Board at which a quorum is present at the time shall be the act of the Board. Each director present and eligible to vote shall be entitled to one vote on each matter placed before the Board. In the event of a tie, the issue is remanded back to the board for further discussion. At an annual meeting, the directors whose terms are expiring may be re-elected, and, until their successors are qualified and seated, shall be entitled to vote upon all matters, including the election of their successors.

Section 7. ACTION BY DIRECTORS WITHOUT A MEETING

Whenever any action is required or permitted to be taken by the Board or any committee thereof, such action may be taken without a meeting if the Entire Board or all members of the committee consent in writing (including by electronic communication) to the adoption of a resolution authorizing the action. Consents in writing may be executed by any reasonable means, including facsimile signature or email. If the consent is written, it must be signed by the director. If the consent is electronic (e.g., by email), it must include sufficient information from which it can reasonably be determined that the consent was authorized by the director.

Section 8. METHOD OF ELECTING BOARD MEMBERS/OFFICERS

- A. **Election of Directors.** The Nominating Committee (the Executive Committee) shall present a slate of nominations to the Board of Directors, then nominations can be taken from the floor, and a vote may be taken. When required by these By-Laws, Directors shall be elected by a majority of voting members either in person or by proxy. The nominees receiving the highest number of votes shall be elected to the Board.
- B. **Election of Officers.** The nominating committee is comprised of the Executive Committee of the Board. The Nominating Committee shall present a candidate for the office of Treasurer and/or any other openings. Nominations may be taken from the floor as well. The Treasurer and/or any other officer/board openings shall be elected by majority vote of the membership as recited above at the annual meeting of the association.

Section 9. METHOD OF ELECTING TREASURER and AT LARGE DIRECTORS

The nominating committee shall present a slate of nominations for the board of directors whose term has expired, a Treasurer, and any other open officer/board position(s) (the Treasurer and any other open officer/board positions will be nominated from an At Large Director) to the Active Members at the annual meeting and, after nominations are taken from the floor, a vote may be taken. A proxy shall be in writing and presented to the Chairperson before a vote. The nominees receiving the highest number of votes shall be elected to the Board.

ARTICLE VII

OFFICERS OF THE ASSOCIATION

Section 1. NUMBER, TENURE, QUALIFICATION AND ELECTION

The officers of the Association are elected by the Membership at the annual meeting and serve until their successors take office. The officers shall be a Chairperson, a Chairperson-Elect (Vice-Chairperson), Secretary, Treasurer, and the Immediate Past Chairperson. The Treasurer is initially elected for a term of ten (10) years [encompassing two (2) years as Treasurer, two (2) years as Secretary, two (2) years as Chairperson-Elect (Vice-Chairperson), two (2) years as Chairperson, and two (2) years as Immediate Past Chairperson]. An officer may be removed with cause by the Board or may resign. Vacancies and term adjustments in the event of the absence/vacancy of the chairperson will be filled by the Board according to Article VII, Section 7 of the By-Laws. One person may not serve as more than one officer. Officers will perform the duties, and will have the power and authority, assigned by the Board, incident to the office and provided by the By-Laws.

Section 2. ELECTION AND TERM OF OFFICE

The Nominating Committee is comprised of the Executive Committee of the board. The Nominating Committee shall present a candidate for the office of Treasurer and any other open officer position, if applicable. Nominations will be taken from the floor as well. The office(s) shall be elected by majority vote of Active Members. Each Active Member shall be entitled to cast one vote either in person or via proxy presented to the Chairperson prior to the vote. If there is only one person seeking the position of Treasurer or any open position, the vote shall be by acclamation. If more than one person seeks the office of Treasurer or any open position, the vote shall be by secret ballot.

Section 3. CHAIRPERSON

The Chairperson will preside at all Association and Board meetings, when authorized will execute and deliver documents in the name of the Association and will appoint all committees of the Association and the Board. The Chairperson shall name the members of all committees from the membership of the Association, and shall prescribe their duties, procedures and methods of keeping records of their proceedings, copies of which shall be transmitted to the Secretary. The Chairperson shall also be ex-officio voting member of all committees-

Section 4. CHAIRPERSON-ELECT (Vice-Chairperson)

In the absence of the Chairperson or in the event of his/her death, inability, ineligibility, or refusal to act, the Chairperson-Elect shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairperson. The Chairperson-Elect (Vice-Chairperson) shall perform such other duties as from time to time may be assigned to him/her by the Chairperson of the Board or by the Board.

Section 5. SECRETARY

The Secretary will keep and have custody of the minutes of the proceedings of the Membership and Board with the assistance of the NMBA staff.

Section 6 TREASURER

The Treasurer will manage or oversee the management of the financial affairs of the **NMBA** with the assistance of the NMBA staff.

Section 7. ABSENCE OF OFFICERS

In the absence of the Chairperson of the Board or in the event the Chairperson cannot complete his/her duties as Chairperson, the Chairperson-Elect shall assume the powers and duties of that office until such time the Chairperson can return to active duties of that office or is determined to no longer be considered the Chairperson of the Association. The Interim-Chairperson (Chairperson-Elect) is entitled to serve as Interim-Chairperson until the next annual meeting, then will begin his/her two years of their elected leadership position as Chairperson. The other officers in chairs will advance and begin their two-year term in alignment with the Chairperson's two-year term. For the other absent officer positions, the Chairperson may appoint a replacement based on the guidelines established with these By-Laws and that individual will complete the term of that appointment's two-year cycle.

ARTICLE VIII

CONVENTION AND MEETINGS OF THE ASSOCIATION

Section 1. ANNUAL MEETING

The annual meeting of this Association will be held at a date selected by the Board of Directors. The time or method of such annual meetings shall be determined by vote of the Board, and the Secretary shall notify the members of the Association in writing of the time and place not less than 30 days prior to the date of the annual meeting.

At any duly called meeting of the members of this Association, one-quarter (1/4) of all Active Members in good standing and present or represented by a written proxy shall constitute a quorum. If less than a quorum is present, a majority of the Active Members present may adjourn the meeting from time to time until a quorum is present.

Section 2. SPECIAL MEETINGS

Special meetings of the Association may be called by a majority of the Board of Directors, provided that notice of such meetings shall be communicated to all of the members of the Association by the Secretary advising the time and place not later than ten (10) days prior to the date of the meeting.

Section 3. VOTING

A vote of the majority of the Active Members at a meeting where a quorum is present shall constitute formal action of the members. Votes may be cast in person or via proxy.

Section 4. SPECIAL MEETINGS

Special meetings of the Association may be called by a majority of the Board of Directors, provided that notice of such meetings shall be communicated to all of the members of the Association by the Secretary within five (5) days.

Section 5. WAIVER OF NOTICE

Whenever any notice is required to be given to any member of the Association or its Board, a waiver thereof in writing signed by the person entitled to the notice is equivalent to the giving of the notice. The attendance of a member in person or by proxy, or of a director, at a meeting constitutes a waiver of notice of the meeting except when attendance is for the sole purpose of objecting because the meeting is not lawfully called or convened.

ARTICLE IX

AMENDMENTS

The By-Laws of the Association may be amended, repealed or altered in whole or in part by a majority referendum vote upon submission by the Board of Directors to the qualified voting membership in such manner as the Board may prescribe. Furthermore, upon petition signed by not less than five (5) percent of active membership of the Association proposing amendment of the By-Laws filed with the Secretary at least thirty (30) days prior to any meeting of the Board of Directors, the Board shall at such meeting provide for the submission of such proposals in accordance with the provision of this Article.

ARTICLE X

OPERATIONS

Section 1. CHIEF EXECUTIVE OFFICER

The CEO shall report directly to the Chairperson and the Board. He or she shall be an ex-officio member of all standing committees (with no right to vote) The CEO shall be the administrative head of the Association. He or she shall provide for keeping an accurate record of members and collecting all dues and special funds. He or she shall provide for maintaining a system of accounting, showing the application of funds to the various departments and the record of expenditures of such funds, under the direction of the Treasurer.

Section 2. FUNDS

There shall be two regular funds, designated as the General Fund and the Reserve Fund. The CEO and Treasurer shall deposit each of the funds in separate accounts as directed. The

General Fund shall consist of all monies other than the Reserve Fund and special trust funds if created. The Reserve Fund shall consist of any surplus, or portion thereof, that is left in the General Fund at the end of any fiscal year. The monies constituting this fund shall be carried in a separate account and/or invested in safe securities.

Section 3. BUDGET

As near December 1ST as is practicable in each year, the CEO shall prepare or cause to be prepared a budget for the next fiscal year setting forth the anticipated income of the Association from all sources, specifying the sources and the amount expected to be realized from each, and setting forth the anticipated expenditures based on the proposed activities for the ensuing fiscal year. At its December meeting, the Board shall approve or amend such budget, which thereafter shall constitute an allotment of funds to the several departments; providing, however, that at any time thereafter or from time to time the Board may amend the budget and may reapportion allotment of funds.

Section 4. FISCAL YEAR

The fiscal year shall end on December 31st of each year, unless, at the discretion of the Board, a different date is advisable.

Section 5. CONTRACTS

In addition to the officers so authorized by these By-Laws, The Board may authorize any officer or officers to be agent or agents of this Association, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Association, and such authority may be general or confined to specific instances.

Section 6. CHECKS, DRAFTS, ETC.

All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of this Association shall be signed by such officer or officers, agent or agents, of this Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the CEO of this Association or two (2) persons so authorized by him or her.

Section 7. DEPOSITS

All funds of this Association shall be deposited from time to time to the credit of this association in such banks, trust companies or other depositories as the Board may select.

Section 8. DISSOLUTION

The Association shall use its funds only to accomplish the purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members, directors or officers of the Association. On dissolution of the Association, any funds remaining, after liquidation of all outstanding debts and obligations, shall be distributed to one or more philanthropic organizations

to be selected by the Board of Directors; provided that such organizations qualify under existing laws as non-profit organizations and are legally qualified to accept such distributions.

ARTICLE XI

BOOKS AND RECORDS

This Association shall keep at its principal office in this state the original or a copy of its Articles of Incorporation and By-Laws as amended to date. Furthermore, this Association shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its Board and committees of the Board. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. Every director shall have the rights provided by law to inspect and copy the books and records of this Association and to inspect the physical property of this Association.

ARTICLE XII

ANNUAL REPORTS

The Board shall cause to be prepared by the Association's independent certified public accountants, within one hundred twenty (120) days after the close of this Association's fiscal year, for the Board's own use and for whatever further use the Board may duly authorize, an audited report containing in appropriate detail the following information:

- A. The assets and liabilities, including the trust funds, of this association as of the end of the fiscal year.
- B. The principal change in assets and liabilities, including trust funds, during the fiscal year.
- C. The revenues and receipts of this Association, both unrestricted and restricted to particular purposes, for the fiscal year; and,
- D. The expenses and disbursements of this Association, for both general and restricted purposes, during the fiscal year.

ARTICLE XIII

INDEMNIFICATION

This Association shall, to the maximum extent permitted by law, indemnify each of its present or former directors, officers, employees or other agents (hereinafter referred to as "Agents") against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceedings or any threatened proceedings (hereinafter "proceedings" includes any threatened proceedings) arising by reason of the fact that any such person is or was an Agent of this Association; provided that the Board determines that such Agent was acting in good faith and in a manner that he or she reasonably believed to be in the best interests of this Association and, in the case of criminal proceedings, had no reasonable cause to believe his/her conduct was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceedings. The

foregoing does not apply to any proceedings specifically excluded by law, which include a breach of any duty relating to assets held in charitable trust. If, because of the nature of any proceedings, this Association is prohibited by law from indemnifying an Agent against judgments, fines, settlements and other amounts, this Association shall nevertheless indemnify its Agent against expenses actually and reasonably incurred in connection with the defense or settlement of such proceedings arising by reason of the fact that such person is or was an Agent of the Association; provided the Board determines that such Agent was acting in good faith and in a manner such person believed to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph. Expenses incurred in defending any proceedings may be advanced by this Association prior to the final disposition of the proceedings upon receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance, unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this article or by-law. The Board may authorize this Association to purchase and maintain insurance on behalf of any Agent against any liability asserted or incurred by such person in such capacity or arising out of such person's status as Agent, whether or not this Association would have the power to indemnify such person against such liability. This article does not apply to any proceedings against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an Agent of this Association. Nothing contained in this article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which right shall be enforceable to the extent permitted by applicable law.

ARTICLE XIV

EFFECTIVE DATE

The effective date of these By-Laws is _____, on which date these By-Laws were duly voted upon and approved by the general membership.

All prior By-Laws and Amendments thereto are superseded by these By-Laws.

The above is certified to be a true and correct copy of the By-Laws of the New Mexico Broadcasters Association.

Chairperson-NMBA Board of Directors

Date

Secretary-NMBA Board of Directors

Date