

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

~~March-May~~ 2019

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 Member-voting member will be the General Manger/Owner of the broadcast station/stations. When an Active Member leaves broadcasting, termination is automatic.

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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.

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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.

BOARD OF DIRECTORS

Section 1 BOARD OF DIRECTORS.

There shall be a Board of Directors of the New Mexico Broadcasters Association hereinafter referred to as the Board of Directors. The directors will manage the which shall manage the business and affairs of the Association.

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Section 2 NUMBERS, TENURE, QUALIFICATION, and ELECTION

The regular Board of Directors will consist of a minimum of 7 and maximum of 15 directors. The Executive Committee will comprise 5 and At Large Directors will comprise up to 10. Directors shall be elected from the Active Membership each of whom shall serve for a staggered term of two (2) years. The NMBA Board of Directors shall be composed of the following:

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Executive Committee- The executive committee consists of the Chairperson, Chairperson-Elect, Secretary, Treasurer, and the Immediate Past Chairperson, and an at-large member. The full voting membership will elect an at-large member of the Executive Committee at the annual meeting. The at-large member of the Executive Committee will serve for a two year term and will not automatically advance to another position on the Executive Committee. The Executive Committee ~~shall~~ should include 2-non-Albuquerque radio board members, 2-television board member and 1-Albuquerque radio board member.

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

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~~1.) Represents associate members, advertiser member, broadcast engineering field, broadcast legislative members and broadcast educational field. They are appointed by the executive committee and shall not to exceed three directors. The appointment shall be for a term of two years, and such person shall not be eligible to serve as an officer of the Association and shall not have voting rights.~~

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~~2.) Past chairpersons/Lifetime member - The Board of Directors may elect past chairpersons or lifetime members to the board. These special directors shall serve in a consultant capacity and shall not have voting and/or other rights and privileges accorded regular directors of this Association. These directors shall not be counted for purposes of a quorum.~~

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1.) there shall be no more than four (4) Special Directors appointed by the Executive Committee from the ranks of the Associate Membership: (1) a representative of the engineering field, (2) a representative of the broadcast educational field, (3) a representative of the advertising field and (4) an Associate Member at large. Each Special Director shall be appointed to a term

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~~of the Board of Directors with the approval of a majority of the Board of Directors.~~

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 unexcused Board meetings without Board approval. Notification of expected absence by an officer shall be given in writing to the Chairperson prior to the meeting.

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Section 6 MEETINGS OF THE BOARD OF DIRECTORS.

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

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~~A simple majority of the number of active member 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. The act of a majority of the directors' present at a meeting at which a quorum is present will be the act of the Board.~~

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 BOARD MEMBERS/OFFICERS.

A. Election of Directors. The nominating committee (the executive committee) shall present a slate of nominations to the membership, 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.

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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. Nominations may be taken from the floor as well. The Treasurer shall be elected by majority vote of the membership as recited above at the annual meeting of the association.

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

The nominating committee ~~(the executive committee)~~ shall present a slate of nominations for the board of directors whose term has expired and a treasurer ~~(the treasurer will be nominated from the at large director)~~ to the Active

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Members at the annual meeting and, after nominations are taken from the floor, a vote may be taken. ~~When required by these By-laws, each Active Member shall be entitled to cast one vote either in person or via proxy. 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.

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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~~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 Chairman prior to the vote. If a there is only one person seeking the position of ~~Treasurer~~Treasurer, the vote shall be by acclamation. If more than one person seeks the ~~office~~office of Treasurer the ~~vote~~vote shall be by secret ballot.

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 ex-officio voting member of all committees. ~~The Chairperson of the Board shall vote only to break tie votes.~~

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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.~~

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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.~~

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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.

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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.

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~~Section 3. QUORUM~~

Section 43. 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 54. 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).

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Section 65. 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.

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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 EXECUTIVE OFFICER. EXECUTIVE OFFICER~~

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The ~~President and CAO~~ ~~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 ~~the~~ right to vote) The ~~President and CAO~~ ~~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.

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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.

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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.

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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.

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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.

| [Chairperson](#)

Secretary