

BYLAWS OF THE ACLU OF NEW MEXICO

Proposed 2012 revisions

Section I NAME

The name of this organization shall be the American Civil Liberties Union of New Mexico (ACLU-NM). It shall be a voluntary nonprofit organization. The American Civil Liberties Union of New Mexico is affiliated with the American Civil Liberties Union and the American Civil Liberties Union of New Mexico Foundation.

Section II PURPOSE

The purpose of the ACLU-NM shall be to further the objectives of the national American Civil Liberties Union of which this organization is an affiliate, and to maintain and advance the cause of civil liberties within the state of New Mexico, with particular emphasis on the freedom of religion, speech, press, association, and assemblage, and the rights to the franchise, due process of law and equal protection of the law, and to take any legitimate action in the furtherance and defense of such purposes. These objectives shall be sought wholly without political partisanship on the part of the ACLU-NM.

Section III HEADQUARTERS

The headquarters of the ACLU-NM shall be located within the state of New Mexico as determined by the Board of Directors.

Section IV MEMBERSHIP

The membership of the ACLU-NM shall consist of all members of the American Civil Liberties Union residing within the state of New Mexico. In January of each year the Executive Director shall make a determination of the number of affiliate members as of January 1 of that year.

Section V MEETINGS

At least one general membership meeting shall be held each year in such place and on such date as shall be determined by the Board of Directors. Other meetings of the membership or other public meetings may be called by the president of the Board of Directors or one-twentieth of the members. At least two weeks notice shall be given to all members of all meetings of the membership and other public meetings.

Section VI BOARD OF DIRECTORS

The direction and administration of the ACLU-NM shall be under the control of a Board of Directors consisting of twenty-one members of the ACLU-NM elected by the general membership, and one designated representative from each Chapter of the ACLU-NM. All directors shall be unequivocally committed to the Purpose. (See Section II.) No person who is currently a paid employee of the American Civil Liberties Union or the ACLU-NM or the ACLU-NM Foundation shall be eligible to be elected to or serve on the Board of Directors.

The Board of Directors shall meet as the occasion requires, but not fewer than four times a year. Additional meetings may be called by the president. The President

shall also call a meeting within a reasonable period of time upon the written request of any three directors. ACLU-NM Directors shall receive at least two days notice of each meeting. All meetings of the Board of Directors shall be open to the members of the ACLU-NM for participation but not for voting. The Board of Directors may exclude non-directors when personnel matters are being discussed or when the Board goes into executive session. A quorum for the Board of Directors shall consist of one-third of the directors. Proxy voting is not allowed.

The Board of Directors shall fill a vacancy on the Board by appointing a new director to serve the remainder of the unexpired term.

Directors may be removed for good cause by a vote of an absolute majority of the Board. Before any such removal, the director(s) subject to removal shall be given written notice of the proposed removal with the reasons therefore, and shall be provided an opportunity to respond before final action is taken.

Section VII NOMINATIONS AND ELECTION OF THE BOARD OF DIRECTORS

Each year seven members of the Board of Directors shall be elected by the general membership for three-year terms. The date of the annual election shall be the final day of March or as determined by the Board of Directors.

The President of the Board of Directors shall appoint new members to the Governance Committee, as needed. The Governance Committee shall always consist of no fewer than five members. At least twelve weeks before the annual election, the Governance Committee shall ensure that the general membership is notified of the upcoming election and the procedures for nomination.

Nominations may be made either by the Governance Committee or by petition of five percent of the affiliate members provided there is attached to such petition a signed statement expressing the nominee's commitment to the Purpose (see Section II) and willingness to serve if elected, and provided such petition is filed with the affiliate office not later than eight weeks before the annual election.

If nomination is made by petition of five percent of the affiliate members, such a petition should include contact information for the person submitting the petition. If contact information is provided, then within one week of submission of the petition, ACLU-NM office staff shall notify the person submitting the petition whether the petition contains enough valid signatures of affiliate members and, if not, the number of additional valid signatures needed. If a petition of affiliate members is submitted less than one week before the deadline for submission of petitions, the person submitting the petition shall not be so notified.

With the exception of Board members who choose to stand for reelection, all candidates either nominated by the Governance Committee or by petition shall be interviewed by the Governance Committee. The Governance committee shall recommend a slate of candidates to the general membership.

Prior to the annual election, the Governance Committee shall ensure that ballots are transmitted to every affiliate member showing the candidates nominated by the Governance Committee and those nominated by petition. Members shall vote by secret ballot following procedures established by the Board of Directors. The ballots shall be counted pursuant to the direction of the Executive Director no later than two weeks after the date of the annual election.

Section VIII OFFICERS / EXECUTIVE COMMITTEE

The officers of the organization shall consist of a president, vice-president, secretary and treasurer. Each shall exercise duties relevant to his or her office, and shall serve until his or her successor is elected. The offices of president and secretary shall not be held by the same person.

The officers of the organization shall be elected by the Board of Directors from among the directors. The officers shall be elected at the first meeting of the board following the annual election.

The Board of Directors shall fill any office which becomes vacant.

The Officers, the national board member, and the chairs of the Sustainability Committee and Governance Committee shall serve as an Executive Committee to conduct the business of the Board between board meetings. The President may appoint other board members to the Executive Committee at his or her discretion.

Section IX LIABILITY INSURANCE

The ACLU-NM shall obtain and pay all premiums for a policy or policies of insurance, insuring the Officers and Directors of the ACLU-NM against claims based on their errors and omissions as Officers and Directors. The limits of such coverage shall be in an amount to be determined by the Directors. To the extent allowed by law the Corporation shall indemnify each Officer and Director against all expenses and liabilities, which are not covered by insurance, including, but not limited to, any deductible amount provided for in the insurance policy or policies. The foregoing right of indemnification shall not be exclusive of other rights to which any Director, members of the Executive Committee, or Officer may be entitled as a matter of law and shall include reimbursement of any amount and expenses paid or incurred in settling any such action, suit or proceeding when such settlement has been approved by the Board of Directors.

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Section X NATIONAL BOARD MEMBER

The Board of Directors shall elect a representative to the national board of the American Civil Liberties Union (i.e., a national board member) for a three-year term, which shall begin on 1 July and end on 30 June. The person elected need not be a director but must be a member of the ACLU-NM. He or she must be unequivocally committed to the Object of the American Civil Liberties Union (See Policy Guide) and the Purpose (See Section II above).

The national board member shall be elected at a meeting of the Board of Directors prior to the expiration of the current national board member's term, to ensure continuity of representation on the national board. The procedures for the election shall be established by the Board of Directors at a meeting prior to the election.

If the national board membership becomes vacant, the Board of Directors shall elect a new national board member for the unexpired term.

Section XI EXECUTIVE DIRECTOR

The Board of Directors may employ an Executive Director. The Executive Director shall be responsible for carrying out the policies of the Board of Directors. The Executive Director shall submit an annual budget to the Board of Directors for its approval at a regular meeting at the beginning of the fiscal year, and shall submit an annual report to the membership.

Section XII COMMITTEES

The Board of Directors shall establish such committees which in its judgment best promote the work of the organization and its cooperation with the American Civil Liberties Union.

At the minimum, there shall be three standing committees: Executive, Sustainability and Governance.. The standing committees shall report to the Board of Directors at each meeting of the Board.

Task force committees may be assigned by the President on an as needed basis to address specific issues.

Section XIII CHAPTERS

Chapters of the ACLU-NM are organizational subdivisions of the ACLU-NM. Ten or more affiliate members may form a chapter based on regional or other reasonable basis and make application to the Board of Directors. A chapter has no independent legal or financial standing; the ACLU-NM maintains financial and legal responsibility for all the actions of its chapters. Chapters must comply with and are subordinate to existing national and affiliate bylaws and policies.

The granting and continuation of chapter status shall depend on approval of the current bylaws of the chapter, and on the chapter's adherence thereto. A majority vote of the total Board of Directors of the ACLU-NM (an absolute majority) is required to grant or rescind chapter status. A chapter may be suspended for a limited time by majority action of the Board of Directors of the ACLU-NM.

Each chapter shall be governed by a board of directors, each of whom shall be unequivocally committed to the Purpose (see Section II). The bylaws of each chapter shall set a minimum and maximum number of directors, and each chapter shall make a good faith effort to keep its board membership within the minimum and maximum numbers set by its own bylaws. However, should a chapter board find itself with fewer than the minimum number of members, it may continue to function in all ways as a chapter so long as there are at least two chapter board members and the continued operation of the chapter without a minimum number of chapter board members is approved by a majority of a quorum of the affiliate Board of Directors. If a chapter continues without a minimum number of directors for two full years, the affiliate Board of Directors shall decide by a majority of a quorum, whether and under what conditions the chapter shall continue to exist.

Chapter Directors may be removed for good cause by a vote of an absolute majority of either the Board of Directors of the chapter or of the Board of Directors of the affiliate. Before any such removal, the director(s) subject to removal shall be given written notice of the proposed removal with the reasons therefore, and shall be provided an opportunity to respond before final action is taken.

The bylaws of each chapter shall include specific procedures for the selection of a director to serve on the Board of Directors of the ACLU-NM, if representation is desired. A copy of the current bylaws of each chapter shall be filed with the ACLU-NM office.

Section XIV AMENDMENT OF THE BYLAWS

Any proposed amendment to the Bylaws shall be submitted by the Board of Directors to the entire membership at least thirty days before it is to be voted on. The proposed amendment may be initiated by a majority vote of the Board of Directors, by five percent of the members of the ACLU-NM. To be adopted, an amendment must be approved by two-thirds of all votes cast of the total Board of Directors.

The national American Civil Liberties Union office shall be informed of any proposed change to the Bylaws a reasonable period of time prior to the adoption of the change, and again informed at the time of its adoption.