Bylaws
New Mexico Institute of Mining and Technology Alumni Association
Initially Adopted August 2, 2007
Amendment No. 1 Adopted November 18, 2009

Article I
Name and Offices

1. Name: The name of the Association is New Mexico Institute of Mining and Technology (NMIMT) Alumni Association, d/b/a New Mexico Tech Alumni Association, hereinafter referred to as the NMTAA.

2. Offices: The principal office of the Association shall be at Office for Advancement, New Mexico Tech, 801 Leroy Place, Socorro, NM 87801. The Association may also have offices at such other places as the Board of Directors may from time to time designate or as the purposes of the Association may require.

Article II
Purposes and Legal Status

1. Purpose. The purpose of the NMTAA is to encourage a lifelong interest in the university by its alumni and friends. Through a variety of actions, events, services, and communications, the Association’s goal is to promote positive feelings and interactions, and mutual support between the university, its alumni and the communities it serves.

2. Legal Status. The NMTAA shall be considered an agency of NMIMT (New Mexico Institute of Mining and Technology, aka New Mexico Tech). No dividends or pecuniary profits of any kind shall be declared to the directors or officers thereof, nor shall any of the net earnings of said Association inure to the benefit of any director or officer of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no director of officer of the Association or any private individual shall be entitled to share in the distribution of any of the Association assets on dissolution of the Association.

Article III
Members

1. Membership: All alumni of NMIMT and all individuals who have completed at least one class for credit at NMIMT shall be considered members of the Association. There shall be the following categories of membership:

   a. Active Member. A person shall be considered an active member if they meet one of the two membership criteria above, and if dues as then currently established have been paid, and only for the period covered by the payment of such dues. An active member, in good standing, shall have the right to cast a vote for the election of officers at the Annual General Meeting (hereinafter referred to as the AGM)

   b. Inactive Member. Any individual who meet the requirements of an Active Member, except for not being current in any and all dues assessed pursuant to these bylaws shall be an Inactive Member of the Association. An inactive member, may attend the
AGM and participate in the proceedings but shall not have the right to cast a vote for the election of officers at the AGM.

c. **Associate Members.** The President of NMIMT, the Director for Advancement, and Assistant Director for Advancement shall be Associate Members of the Association.

d. **Honorary Member.** Any individual who is nominated as an Honorary Member by a member of the Board of Directors at a meeting of the Board at which a quorum is present and who is approved by a majority vote of the Directors present at such meeting shall be an Honorary Member. An Honorary Member may attend the AGM and participate in the proceedings but shall not have the right to cast a vote for the election of officers at the AGM.

**Article IV**

**Dues**

The NMTAA shall charge dues for active membership in the Association. Membership charges shall be as established by the Board of Directors. Funds received from these dues may be used for support of the organization, for awards and/or scholarships, and for any other purposes as designated by the Board of Directors, as long as said purposes are not in conflict with these Bylaws, with NMIMT, or with the statutes of New Mexico. To be considered an active member, dues can be received any time up to the beginning of the current AGM.

**Article V**

**Directors**

1. **Board of Directors.** The business and property of the NMTAA shall be managed and controlled by the NMTAA Board of Directors.

2. **Number.** The number of Directors shall consist of an odd number not to exceed nine.

3. **Appointment.** New and replacement Directors shall be nominated by the Nominating Committee and elected by a majority of Directors.

4. **Qualifications.** The Directors must be members of the NMTAA before assuming their seat on the Board.

5. **Terms of Office.** The Directors shall serve a term of four years, except that, during 2007/2008, in order to achieve staggered terms they shall serve as follows:
   - First four directors: 2 year
   - Remaining directors: 4 years

   After these initial terms of office, the term of office in each case shall be two years. Anyone elected to fill a vacancy thereby acquires the unexpired term of that position. Increases in the number of Directors shall be dealt with in a similar manner. Terms of office will begin on November 1 of each year. Persons filling unexpired terms shall assume the term upon vote of acceptance by the Board of Directors.

   C. **Transition for 2009/2010:**
      - Upon ratification of Amendment 1 to the Bylaws, the Nominating Committee shall solicit interest from the existing 2008/2009 alumni Board members as to their desire to remain on the Board. If more than nine Board members wish to continue to serve, the Nominating Committee shall submit the names of those who want to continue to serve to the Officers who shall select the nine members.
6. **Resignation.** A Director may resign their office by giving written notice to the Board of Directors of the Association.

7. **Removal from office.** A Director may be removed for non-attendance at more than three consecutive meetings by a two-thirds vote of the active Board members. In addition, a Director will be removed from the Board for nonpayment of annual dues.

8. **Compensation.** Directors shall receive no compensation for their service in office, but may be reimbursed for reasonable travel expenses and provided with reasonable meals.

9. **Student Association Directors:** The active NMIMT Student Association president and Graduate Student Association president shall automatically be designated as Board Directors with voting rights but are excluded from quorum requirements. These directors do not count toward the nine maximum Directors described in Article V.2 of which a majority constitutes a quorum. These Directors shall serve until new association presidents are elected or they are removed. The requirement for annual dues is waived for these Directors.

**Article V-1**

**Alumni Board Steering Committee**

1. An Alumni Board Steering Committee shall serve the Board. The Steering Committee shall consist of all active NMTAA Alumni Chapter presidents, New Mexico Tech staff, and other participants selected by the President and/or Board of Directors.

2. There is no limit on the size of the Steering Committee.

3. The role of the Steering Committee is to advise the Board on matters of interest to the Steering Committee members and matters of interest assigned by the President or Board.

4. The Steering Committee shall have veto power over any Board action with a two thirds majority vote of the members present at a Steering Committee meeting that consists of at least a quorum of members. A quorum is a simple majority of the members.

5. The Chair of the Steering Committee will be appointed by the President and will be a member of the Board of Directors. The Chair and other Directors may participate in the discussions and deliberations of the Steering Committee but shall not have a vote in Board veto motions. The Chair shall maintain an accurate membership roster. A Vice-Chair shall be elected by the Steering Committee.

6. Steering Committee members may serve as Chairman of any committee excepting the standing committees described in these bylaws and serve as such at the discretion of the Officers.

**Article VI**

**Officers**

1. **Officers, Qualifications.** The officers of the Association shall be President, Vice President/President Elect, and Secretary/Treasurer. A person must be an active regular
member to serve as an officer. One person may not hold two or more offices simultaneously.

2. **Term of Office.** The term of office of each officer shall be one year from the anniversary of the AGM.

3. **Selection.** The Nominating Committee as described in Article VII, Committees shall nominate officers from among their members at the last board meeting prior to the AGM. The officers will then be voted on by the active members at the AGM. At-large nominations, electronic or in writing, from active members must be submitted to the nominating committee 30 days prior to the AGM.

4. **President.** The President shall be the principal office of the NMTAA and shall, in general, direct all of the business and affairs of the Association. The President shall preside at all meetings of the Board, perform all duties incident to the office of the President, and such other duties as may be prescribed by the Board from time to time. The President shall be a member ex-officio of all committees.

5. **Vice President/President Elect.** The Vice President, in the absence of the President, shall perform and be vested with his/her duties and powers, and shall assume the office of the President at the conclusion of the President’s term in office.

6. **Secretary/Treasurer.** The Secretary/Treasurer shall maintain a roster of members, provide for issuance of notices of all Board and NMTAA functions, and shall prepare and maintain minutes of all board of directors meetings. He/She shall also maintain a current roster of Board Members and shall inform the B from time to time as to the status of Members’ term expirations. The Business Office of NMIMT shall be responsible for the financial records of the NMTAA

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**Article VII**

**Committees**

1. The following shall be considered as standing committees. They shall have a minimum each of three (3) members appointed by the Board from among the membership and including one (1) Director. Each committee shall have such duties and responsibilities as may be designated by the Board of Directors.
   - Annual Fund
   - Nominating Committee
   - Alumni Board Steering Committee
   - Events (including 49ers, Reunions, Graduation)
   - Membership

2. **Nominating Committee:** The Nominating Committee shall be selected each year by the Board of Directors from among the membership, and shall include one (1) director. The duties of the Nominating Committee are:
   a. Select persons for service as officers of the Board of Directors from within its membership. All recommendations shall be presented to the Board of Directors sixty (60) days prior to the Annual Membership Meeting.
b. Recommend persons to the Board for Alumni Awards (e.g., Distinguished Service Award and Distinguished Alumni Award).
c. Nominate members of the Board of Directors.

3. Special committees may be appointed by the President.

Article VIII
Meetings

1. **Annual Meeting.** The annual meeting of the Association shall be held in October, during 49ers weekend, for the purpose of electing officers and reviewing the financial status of the NMTAA.

2. **Regular Meetings.** The Board of Directors and Alumni Board Steering Committee shall meet as regularly as necessary and reasonable to conduct the business of the Association, at such times and in such places as shall be appropriate and reasonable to the conduct of business. Either the President or the Vice President/President Elect may call a Board meeting. The Chair or Vice-Chair of the Steering Committee may call a Steering Committee meeting.

3. **Notice.** Notice of meetings shall be given via e-mail or postal service, according to preference, at least two weeks prior to the meeting.

4. **Agenda.** No action may be taken in a Board meeting unless it appeared on the agenda for that meeting, sent with the aforementioned meeting notice, unless an addition to the agenda is agreed upon by the majority of Board members present.

5. **Quorum.** In order to conduct any official business at live and telephone conference meetings, a simple majority of the Directors then in office shall be necessary for a quorum to exist.

6. **Electronic Meetings:** In the absence of a “Regular” Meeting, the Board of Directors in order to expedite the actions of the board, may deem as necessary an electronic meeting via e-mail correspondence. Either the President or the Vice President/President Elect may initiate such a meeting.

7. **Electronic review and approval.** Consent to action items may be given via e-mail. The consent of a simple majority of Directors then in office is required for an item to pass. Response to any action must be given within 14 calendar days from the initial electronic call for approval of the motion The failure of a Director to respond will be considered as a dissenting vote.

Article IX
Financial Instruments

1. All funds shall be held in the Agency account of NMTAA, and shall be used only for the purposes of the Association. NMIMT Business Office personnel will maintain all necessary records, and records will be audited in conjunction with the university’s annual audit.
2. All asset financial instruments shall be held in the name of the Association.

3. Custody of all assets shall be the responsibility of the Secretary/Treasurer or a properly receipted designee.

4. The Board of Directors may authorize any officer or agent of NMIMT to enter into any contract or execute and delivery any instrument, or to sign checks, drafts, or orders for the payment of money, notes, or other indebtedness issued in the name of and on behalf of the Association, and such authority may be general or may be confined to specific instances.

5. The fiscal year of the Association shall run from 1 July to 30 June each year.

Article X
Loans and Grants

1. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in the name of the Association unless duly authorized by resolution of the Association Board of Directors.

2. No Director or Officer shall be the recipient of any loans or grants from the Association.

Article XI
Indemnification

1. Any person made a party to any action, suit or proceeding by reason of the fact that he/she was a director or officer of the Association shall be indemnified by the Association against the reasonable expenses, including costs and attorneys’ fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceeding, or any appeal therein, and any amount paid by such person to satisfy any judgment of settlement of such action, suit or proceeding, unless it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for willful misconduct or recklessness in the performance of his/her duties. The foregoing right of indemnification shall be deemed exclusive of any other rights to which any such director or officer may be entitled as a matter of law.

Article XII
Amendment of Bylaws

The Board of Directors may alter, amend or repeal these Bylaws and adopt new Bylaws at any time by a two-thirds vote, provided that any changes are not in conflict with the policies of NMIMT or the statutes of New Mexico.

Adopted unanimously by the Board of Directors this 2nd day of August, 2007 and amended by the Board this 18th day of November, 2009.