

BY-LAWS

New Mexico Association of College Registrars and Admissions Officers

Section I. The officers of the New Mexico Association of College Registrars and Admissions Officers (NMACRAO) shall be the:

- a. President
- b. President-Elect
- c. Secretary
- d. Treasurer
- e. Past President

Section II. The Powers and Duties of Officers:

- a. The President shall serve as the chief executive officer of the association, and:
 - i. shall assume full responsibility for all the general activities of the Association;
 - ii. shall conduct all necessary correspondence with the members in regard to the meetings of the Association;
 - iii. shall, with the assistance of the Executive Board members, arrange the programs;
 - iv. shall preside at all meetings of the membership and the Executive Board;
 - v. shall approve all bills prior to payment;
 - vi. shall see that all directives and resolutions of the Executive Board are executed;
 - vii. Appoint all non-elective officers and members of committees, in coordination with the Executive Board.
- b. The President-Elect shall serve as a member of the Executive Board, and:
 - i. shall perform the duties of the President in his or her absence;
 - ii. shall assist the President with planning of the Annual Meeting Program;
 - iii. shall assume the Office of President at the end of the term as President-Elect, and
 - iv. shall perform other duties as assigned by the President.
- c. The Secretary shall serve as a member of the Executive Board, and:
 - i. shall keep an accurate list of members of the association, including the names, addresses and official voting designee for each member institution;

- ii. shall be the custodian of the official corporate records of the Association;
 - iii. shall keep the minutes for all Association meetings and meetings of the executive committee;
 - iv. shall distribute the reports and other communications from Regional Associations, with the approval of the President;
 - v. shall see that all notices are given to the membership in accordance with the provisions of these Bylaws, or as required by law;
 - vi. shall maintain official stationary supplies for the association;
 - vii. shall be responsible for the development of other publications relevant to official Association business;
 - viii. shall assist the Secretary-Elect with the support of web services, and
 - ix. shall perform other duties as assigned by the President.
- d. The Treasurer shall serve as a member of the Executive Board, and:
- i. shall be the principal financial officer of the Association and prepare and conduct all financial transactions of the Association as required, and in accordance with Section VIII of these Bylaws, to include:
 - 1. the distribution of annual membership billing invoices to member institutions of the Association;
 - 2. collect membership dues and issue receipts to member institutions;
 - 3. deposit funds received by the Association;
 - 4. pay the bills as authorized by the President;
 - 5. process requests for reimbursement of expenses, as approved by the President in accordance with Association Bylaws;
 - 6. maintain evidences and required accounting for any indebtedness or personal property assumed by the Association, under the direction of the Executive Board.
 - ii. shall prepare a Treasurer's Report and Financial Statements for presentation at the annual meeting, and/or as otherwise requested by the Executive Board;
 - iii. shall maintain the Association financial records in accordance with accepted accounting principles;
 - iv. shall prepare and file all local, state and federal income tax returns or forms, including all required documentation

- annually to the Internal Revenue Service in order to maintain the 403C tax-exempt status of the Association;
- v. shall prepare and file the Annual Report with the Secretary of State of New Mexico, in accordance with Chapter 53, Article 8, Sections 83, 85-88 NMSA 1978, and in coordination with the President, and
- vi. shall perform other duties as assigned by the President.
- e. Past – President shall serve as a member of the Executive Board, and:
 - i. shall chair the Nominations and Election Committee;
 - ii. shall maintain the Constitution and Bylaws of the association;
 - iii. shall serve as an advisory member of the Executive Board
 - iv. shall provide historical reference to the membership;
 - v. shall perform the duties of the President, in his/her absence, and in the absence of a President-Elect; and
 - vi. shall perform other duties as assigned by the President.

Section III. Qualifications necessary to hold office in NMACRAO are as follows:

- a. A candidate must be selected from a member institution in good standing with the association.
- b. No member may hold more than one office at one time. No member may serve more than two consecutive years in the same office, except in periods of national or state emergency that precludes the membership from conducting an election.
- c. Any officer who, during the term in office, ceases to meet the qualifications to serve as an officer shall resign from office. The remaining members of the Executive Board shall seek volunteers from the eligible membership to fill the vacant office. The vacant office shall be filled by a majority vote of the Executive Board until the next regular election of officers is held. **A member who ceases to meet the qualifications, must submit their resignation to the Executive Board, but may continue to serve in the position until the replacement is appointed.**
- d. At a meeting called expressly for that purpose, the entire Executive Board or any lesser number may be removed, with or without cause by a majority vote of the members then entitled to vote at an election of Directors.

Section IV. Elections

- a. Elections are held no later than sixty (60) days prior to the scheduled annual meeting of the association.

- b. It shall be the responsibility of the Nominations and Election committee to solicit and prepare a slate of candidates for each elective office. The Nominations and Election committee will call for nominations for the positions of President-Elect, Secretary-Elect and Treasurer-Elect prior to, and/or during the scheduled spring meeting of the association. The committee shall make a reasonable effort to secure at least two viable candidates for each of these positions. All nominees must consent to being placed on the ballot and accept the responsibilities of the positions' duties, including travel to Board of Director meetings and the Annual Meeting.
- c. The Nominations and Election Committee will meet at least three months prior to the Annual Meeting of the Association to review candidates for nomination. The following will be considered in selecting a slate of nominees: the candidate's service to the Association; the candidate's service to other professional organizations such as American Association of Collegiate Registrars and Admission Officers; the candidate's professional ability and experience; the candidate's recommendations from the membership; the candidate's commitment to serve as an officer of the Association; the equitable representation of geographic areas, gender and ethnicity of Association officers; the equitable representation of professions within the Association (i.e., admissions, registration, records, etc.). The slate of candidates will be presented to the Executive Board, who will review and approve the slate of candidates.
- d. No later than 60 days prior to the Annual Meeting, the Nominations and Election committee will prepare and e-mail the ballots to each active member institution. The ballot shall specify the deadline return date, return e-mail address and facsimile number. The ballot shall also have one underlined space per office for write-in candidates. The ballots will be e-mailed, mailed or sent via facsimile to the designated contact person at each member institution. No ballots will be accepted over the phone, or accepted after 12:00 midnight of the deadline date.
- e. The designated contact person of each active member institution will call and conduct a meeting of its own currently active individual members. The purpose of this meeting will be to decide how to cast its allotted vote in the election. The designated contact person will vote on behalf of the institutional Association members and return the ballot.
- f. Not less than 30 days before the annual meeting, the committee will meet, open and tabulate the ballots. All candidates receiving a simple majority vote will be reported to the President as elected. A form of lot to be determined by the committee will break any tie. Should a candidate fail to receive a majority vote, the top two candidates will be resubmitted to the appropriate electors for a second vote following the same procedures cited

in this section. The committee will notify all candidates of the results of the election.

- g. The Nominations and Election committee will report its results under the appropriate item in the order of business at the Annual Meeting. The President will declare all candidates receiving a majority vote to be elected.
- h. Election Inspection - At any membership meeting or any adjournment thereof, inspectors of election may be appointed to act at such meeting by the President, or the proctor if one is appointed. The inspectors shall determine the number of votes outstanding, the number of votes represented at the meeting, the existence of a quorum, the authenticity, validity, and the effect of proxies for such votes, ballots, or consents, and shall hear and determine all challenges and questions in any way arising in connection with the right to vote at such meeting; and they shall count and tabulate all votes or consents, determine the results, and perform such further services as may be proper to insure fairness to all institutional members. The decision, act or certificate of a majority of the inspectors is effective in all respects as the decision, act or certificate of all. On request of the President or any of the institutional members, the inspectors shall make a report in writing of any challenge on matters determined by them and shall execute a certificate of any fact found by them. Any report or certificate made by any such inspector is prima facie evidence of the facts stated therein.

Section V. Executive Board

- a. The Executive Board shall consist of elected and appointed officers of the association, and shall perform the duties as described in Section II of these Bylaws.
- b. The following elected positions shall also serve as voting members of the Executive Board:
 - 1) The Secretary-Elect shall create and manage the NMACRAO website to include updating the members of the Executive Committee and Association membership list on an annual basis, and posting all official meeting minutes. The Secretary-Elect shall assume the office and duties of Secretary in the subsequent term of office of the Executive Board.
 - 2) The Treasurer-Elect shall assist the Treasurer in his/her annual duties. The Treasurer-Elect shall assume the duties of Treasurer in the subsequent term of office after serving on the Executive Board.

- 3) Any member of NMACRAO who is serving as an elected member of the RMACRAO Board of Directors (if applicable) will serve on the NMACRAO Executive Board. This position is an advisor position, and will serve on the committee as a non-voting member. This member will provide information and input to the NMACRAO board that is relative to the operations of NMACRAO.
 - 4) The Historian, if needed, shall be an institutional member appointed by the President to develop and maintain a repository of the Association archives. When there is need to change location of the repository, the Board of Directors will seek suitable invitations and designate the repository headquarters for an undesignated period of time. The appointment shall be a two-year term with reappointment possible. The Historian shall be an ex-officio member of the Executive Board.
 - 5) In case of the absence or inability of any officer to act in his or her place, the Executive Board may from time to time delegate the powers or duties of such officer to any member of the Executive Board or other person who may be selected by the Executive Board.
- c. The Executive Board shall have general supervision of the affairs of NMACRAO between meetings and is authorized to act when action must be taken prior to the next regular meeting. The Executive Board shall report to the membership all actions taken between meetings.
 - d. The first meeting of the newly elected Executive Board, for the purpose of organization, and for the transaction of such other business as may come before the meeting, shall be held immediately after the annual meeting of members, provided a majority of the members elected be present and that any action at such meeting shall be by a majority vote of the whole Board. If a majority of the members elected shall not be present at that time, the said first meeting of the Board shall then be held within thirty (30) days' after the annual meeting of members upon three (3) days' notice by e-mail or one (1) day by telephone or e-mail.
 - e. Regular meetings of the Board of Directors may be held at any place or places within or without the State of Mexico, on such days and at such hours as the Board of Directors may, by resolution, appoint. No notice shall be required to be given of any regular meeting of the Executive Board.
 - f. Meeting forum - Meetings of the Executive Board may be held in-person, or by electronic medium if special circumstances exist that would prevent meeting in person.
 - g. Special meetings of the Executive Board may be call by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Executive Board may fix any place as the place either

within or without the State of New Mexico, for holding any special meeting of the Board called by them. Notice of each special meeting of the Board of Directors, stating the place, day and hour thereof, shall be given by the President, the Secretary, or by any two (2) members of the Board at least three (3) days prior to the designated meeting date and time.

- h. Quorum of the Executive Board - Except as otherwise may be required by law, the Articles of Incorporation of these Bylaws, a majority of the number of Executive Board Members fixed by Sections a and b above, present in person, shall constitute a quorum for the transaction of business at any meeting of the Executive Board. A quorum, once attained by a meeting, shall be deemed to continue until adjournment notwithstanding a voluntary withdrawal of enough Executive Board members to leave less than a quorum and the vote of a majority of the Executive Board members present at the time of a vote at a meeting at which a quorum is present or was obtained shall be the act of the Executive Board, unless a greater than majority vote is required by law, the Articles of Incorporation or these Bylaws. If less than such majority is present at the commencement of a meeting, a majority of the Executive Board members present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. No Executive Board member may vote or act by proxy or power of attorney at any meeting of the Executive Board.
- i. Compensation of the Executive Board - No Executive Board member, as such, shall receive any salary for their services, but by resolution of the Executive Board, notwithstanding any personal interest of a member in such action, an Executive Board member may be paid his or her expenses, if any, of attendance at each meeting of the Board of Directors and each meeting of any committee of the Board of which he/she is a member and may be paid a fixed sum for attendance at each such meeting or a stated salary, or both a fixed sum and a stated salary. No such payment shall preclude any Director from serving the Association in any other capacity and receiving compensation therefore.
- j. Action without an Executive Board Meeting - Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all members of the Executive Board. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Directors and may be stated as such in any document. Unless the consent specifies a different effective, action taken without a meeting pursuant to consent in writing as provided herein is effective when all members of the Executive Board have signed the consent. All consents signed pursuant to this section shall be delivered to the Secretary of the

Association for inclusion in the minutes or for filing with the corporate records.

Section VI Meetings and Voting of the Membership

- a. Annual Meeting - The annual meeting of the Association shall be held at a time and place to be fixed by the Executive Board after seeking input from the membership at a regularly scheduled meeting prior to that date. Annual meetings may be rotated among the member institutions. Any institutional member wishing to host an annual meeting must make a request in writing to the Board of Directors no later than twelve (12) months prior to the annual meeting date. Each special meeting of the members shall be held at such place, either within or without the State of New Mexico, as may be designated in the notice of such special meeting
- b. Special meetings of the membership may be called at the discretion of the Executive Board, with at least a two week notice of the meeting date. Special meetings of the membership may also be called by request in writing to the Executive Board by members of the association representing not less than one-tenth of all the outstanding votes of the Association. A request from members shall state the purpose or purposes of the proposed meeting. The membership must be notified of the purpose of the meeting, and must have at least a two-week notice of the meeting date.
- c. Notice of Meetings - Written notice of each meeting of the members stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be posted to the website and notice shall be sent via email at the direction of the President, or the Secretary, or the officer or person calling the meeting, to each member of record entitled to notice of such meeting, not less than thirty (30) days before the date of the meeting. If a meeting is adjourned to another time or place, notice need not be given if the time and place thereof are announced at the meeting, unless the adjournment is for more than thirty (30) days or if after the adjournment a new record date is fixed, in either of which cases notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.
- d. Meetings may be held in-person, or by electronic medium if special circumstances exist that would prevent meeting in person.
- e. Quorum - Business cannot be conducted unless a quorum of the membership is present.
 - i. At annual or special meetings, a quorum shall be one more than half of the member institutions. A quorum must include at least two voting members from four-year public

institutions, two voting members from two-year public community college institutions, and one voting member from a special, tribal or private institution.

- ii. A quorum for any committee shall be the committee membership present.
 - iii. A quorum for the Executive Board shall be a majority of committee members present at any given meeting.
- f. Extraordinary Matters - Notwithstanding the provisions of item e. above, the following actions shall require the affirmative vote or concurrence of 25% of all the members of the Association (or of each class if class voting is required by the law or the Articles of Incorporation) entitled to vote thereon:
- i. adopting an amendment or amendments to the Articles of Incorporation,
 - ii. authorizing the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Association, with or without its goodwill, not in the usual and regular course of business,
 - iii. adopting a resolution submitted by the Board of Directors to dissolve the Association, and
 - iv. adopting a resolution submitted by the Board of Directors to revoke voluntary dissolution proceedings.
- g. Voting - Members must be present to vote, or be verified as eligible to vote in an election conducted through electronic medium. A member must be in good standing to vote. To be considered in good standing, a member institution must be current on payment of dues, and the member must be designated as the primary contact for the institution, or named as a proxy by the primary contact.
- i. Each member institution will have one vote on each issue at annual or special meetings. The President of the association shall cast his or her vote with his or her institutional member and he or she may not vote separately, even to make or break a tie vote.
 - ii. Each member of committee will have one vote.
 - iii. A quorum must be met, as defined above, in order to call for a vote. With the exception of constitutional amendments, voting at annual, special or committee meetings will be decided by a simple majority of member institutions present at meetings in which a vote is called.
 - iv. A quorum, one attained at a meeting, shall be deemed to continue until adjournment notwithstanding the voluntary withdrawal of enough members to leave less than a quorum.

- v. In the absence of a quorum at any meeting of the members, a majority of the members so represented may adjourn the meeting from time to time for a period not to exceed sixty (60) days at any one adjournment. At any such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting.
- h. The Association shall be governed by the latest edition of Robert's Rules of Order in all matters not specifically covered in the Articles of Incorporation and Bylaws of this Association.
- i. The agenda of the meetings should generally follow the form as is practical:
 - i. Call to order
 - ii. Approval of minutes
 - iii. Report of the President
 - iv. Report of the President Elect
 - v. Report of the Past President
 - vi. Report of the Secretary
 - vii. Report of the Treasurer
 - viii. Report of Secretary-Elect
 - ix. Report of the Treasurer-Elect
 - x. Report of other committees
 - xi. Unfinished business
 - xii. New business
 - xiii. Adjournment
- j. Items of business pertaining to amendments to the Articles of Incorporation, Bylaws, policy resolutions or policy changes shall be submitted in writing to the Executive Board at least thirty (30) days prior to the notice of the regular meeting at which the changes are scheduled to be brought to a vote of the membership.

Section VII Committees

- a. Nominations and Election Committee - A standing nominating committee will present a slate of officers to the membership at the annual business meeting. The committee will be chaired by the immediate Past-President of the Association and the President will appoint three members. This committee will adhere to the election requirements as set forth in Section IV of these Bylaws.
- b. Other committees deemed necessary for the welfare of the Association may be appointed by the President with approval of the other members of the

Board of Directors. Those committees may include, but are not limited to the following:

- i. Program Committee - The purpose of the Program Committee is to assist the President-Elect, who is the Annual Meeting Program chair, and the Executive Board in planning the Annual Meeting. Specific responsibilities include the following: to develop and arrange for the content, sessions, presenter's program, and evaluation of content for the Annual Meeting; to provide for a Session Coordinator at each program session to introduce the session and participants, insure that the physical requirements for the presentation are in the room and operational, handouts are distributed, and evaluation forms are completed and returned to the Program Committee Chair.
- ii. Local Arrangements Committee - The purpose of the committee is to assist the President-Elect, who is the program chair, and the Executive Board in planning and arrangements for the Annual Meeting. Specific responsibilities include the following: to arrange for and provide appropriate facilities for the Annual Meeting; to arrange for meals, meeting rooms, entertainment and other physical arrangements and revenue for the Annual Meeting. The Local Arrangements Chair is responsible for managing the expenses and revenue for the Annual Meeting and shall provide for a financial report to the Executive Board at the conclusion of the Annual Meeting. The Local Arrangements Committee is responsible for meeting all Annual Meetings costs from registration fees and vendor contributions as well as any fund-raising margin set by the Executive Board.
- iii. Membership Relations Committee - The purpose of the committee shall be to promote interaction between the Board of Directors and the membership of the Association and among the Association's members. The committee chair and members shall be appointed by the President and will report to the Board of Directors. Specific responsibilities include the following: to facilitate the participation of new members of the Association; to promote the Association to new admission and registrar professionals; to develop professional growth opportunities for the membership.
- iv. Awards Committee - The purpose of the committee shall be to identify Association members who deserve the recognition of the Association, specifically: retirements, Distinguished service, or others as defined by the Executive Board.
- v. Professional Development Scholarship Committee.

- vi. Special Committees - the President and/or the Executive Board may appoint ad hoc committees as the need arises. Ad hoc committees are dissolved upon completion of the tasks for which they are created. Workshop committees may be appointed by the President as needed.

SECTION VIII FINANCES

- a. The fiscal year of the Association shall be as established by the Executive Board. The fiscal year is defined as July 1- June 30.
- b. Annual dues shall be ~~\$50.00~~ \$100.00 for each member institution.
- c. Dues shall be billed by the Treasurer on or after July 1st of each year.
- d. Special registration fees may be charged for designated events or activities, including conferences, when appropriate to support the expenses of the activity.
- e. Associate Professional membership shall be ~~\$50.00~~ \$100.00 per person. The Association member institutions will be billed by the Treasurer on or after July 1st of each year.
- f. Dues shall be paid by September 30st of each year.
- g. Member institutions who have not paid their dues or special assessments by the due date shall be considered not in good standing, and shall lose all membership privileges, including voting privileges, until dues are paid and current. Member institutions who lose membership privileges for non-payment of dues shall complete and submit a membership application for reinstatement to the NMACRAO Executive Board. Reinstatement applications will be reviewed for consideration by the Executive Board.
- h. Organization funds shall not be used to purchase or reimburse members for alcoholic beverages.
- i. The Executive Board will be authorized to review and decide on special requests for auxiliary expenses such as travel, member scholarships, etc. Review of special requests shall be contingent on the determination of benefit to the membership, and the availability of funds to honor such requests.
- j. The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
- k. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.
- l. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association and in

such manner as is provided in these Bylaws or as may be provided from time to time by the Executive Board.

- m. All funds of the Association, not otherwise employed, shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Board may select.

Section IX Dormancy

The Executive Board shall conform to ARTICLE IX of the Constitution, should operations temporarily cease and the Association is not serving its purpose.

Section X Dissolution

The Executive Board shall conform to ARTICLE X of the Constitution, should the Association elect to dissolve and permanently cease operations.