

BYLAWS
THE FOUNDATION FOR LAS CRUCES MUSEUMS (FLCM)
Revised February 15, 2012

ARTICLE I. Name

Section 1. The name of this organization shall be The Foundation for Las Cruces Museums (FLCM).

ARTICLE II. Purpose

Section 1. The Foundation for Las Cruces Museums, hereinafter referred to as The FLCM, shall serve as the fund-raising and support organization for the multi-facility museums of the City of Las Cruces Museum System including, but not limited to, the Branigan Cultural Center, the Las Cruces Museum of Art, the Las Cruces Museum of Nature and Science, and the Las Cruces Railroad Museum, hereinafter collectively referred to as the Museums. The purpose of the FLCM shall be to create financial and public support for the Museums; to encourage gifts, endowments, bequests, and memorials for the Museums; and to acquire and provide special and unusual items which would be of great benefit but which cannot be purchased through city procurement procedures; to work for appropriate cultural legislation and appropriations; to intensify community awareness and use of the Museums; to participate in and administer fund raising for the Museums; to sponsor programs and exhibitions designed to add to the cultural life of the community; to aid in public relations and communicate the needs of the community to the staff of the Museums.

Section 2. The FLCM is a non-profit and educational organization under Section 501(c)3 of the Internal Revenue Code and formed under NMSA 1978, Section 6-5A-1.

Section 3. The administration and operational control of the City of Las Cruces Museum System is vested in the Las Cruces City Council.

Section 4. The Museums and the FLCM serve people of all ages and cultural backgrounds that live in or visit Las Cruces and Dona Ana County, by providing a place to exhibit perform, share, and celebrate their cultural heritage.

ARTICLE III. Membership

Section 1. Membership in the FLCM shall be open to all individuals interested in the cultural development of the community. Members shall be known as Friends of Las Cruces Museums. The City will not pay membership dues to the FLCM.

Section 2. Each category of membership shall be entitled to one vote. Under no circumstances will an officer or member of the FLCM be entitled to more than one vote. The Board, by majority vote, shall determine dues and categories of membership based on recommendations of the Membership Committee.

Section 3. Membership dues are payable annually. Members resigning during the calendar year will not be entitled to any refund of previously paid dues. Members will be removed from active membership if dues become 60 days delinquent.

ARTICLE IV. Officers

Section 1. The officers of the FLCM shall be president, vice president, secretary, and treasurer and as such constitute the Executive Committee. Officers must be FLCM members in good standing.

Section 2. An ad hoc nominating committee of three foundation members appointed by the Executive Committee shall recommend a slate of candidates for the annual meeting. The nominating committee shall nominate officer candidates and recommend the slate of candidates for approval by the Board at least one month before the annual membership meeting. The nominations shall be submitted in written form (either traditional mail or email) to the membership at least two weeks prior to the annual meeting. Additional nominations may be made from the floor of the annual meeting. Floor nominations will be required to be seconded: Election will be by ballot except where there is only one nominee for any office, at which time the vote may be made by voice.

Section 3. The officers shall be elected for a term of two years by a majority vote of those foundation members present and voting. Their term of office shall begin immediately following the annual meeting and conclude in two years at the annual meeting when their successors are elected. Officers shall not serve for more than two consecutive two-year terms in one office. The president and treasurer will be elected in odd years. The vice president and secretary will be elected in even years. The term for the vice president and secretary elected in 2011 will be a one year term.

Section 4. Vacancies, except for the office of president, shall be filled by nomination by the president with the consent of the Executive Committee for the remainder of their term. The vice president shall assume the position of president should that position become vacant. The Executive Committee may, at its discretion, replace any Board member or committee chairperson who is absent without excuse from three consecutive regularly scheduled meetings.

ARTICLE V. Duties of Officers

Section 1. President: The president shall preside at all Executive Committee, Board meetings and the annual meeting of the FLCM and perform all duties pertaining to this office. The president will have full voting rights on all issues before the Executive Committee and the Board. The president will nominate chairpersons for committees (except Leadership Committees (See Article VII, Section 2g) to be ratified by a vote of the Executive Committee.

Section 2. Vice President The vice president shall act in the absence of the president and otherwise perform such duties as the president shall designate.

Section 3. Secretary: The secretary shall be responsible for the official records of the FLCM and shall keep and arrange for the safekeeping of records of the official actions of the organization. The secretary shall record attendance at all Executive Committee, Board

meetings and at all annual meetings and record the minutes of all meetings. The secretary shall write the correspondence of the FLCM and notices of general meetings when required.

Section 4. Treasurer: The treasurer shall be responsible for receiving and disbursing funds for the FLCM and shall keep the financial records for the organization. All checks, payment authorizations and funding commitments will be cosigned by two members of the Executive Committee. The treasurer will manage the annual audit the books shall be audited at the close of the calendar year.

ARTICLE VI. Board

Section 1a. The Board shall administer the affairs of the FLCM. All Board members must be FLCM members in good standing. The Board shall endeavor to represent diverse backgrounds in keeping with the missions of the Museum System and the diversity of the community. The voting members of the Board shall consist of the elected officers, chairpersons of the Permanent Standing Committees, the museum representatives, and the leadership Committee chairpersons. The City's Museums Administrator serves on the Board as a non-voting member.

Section 1b. Upon completion of the president's term of office, the immediate past president can choose to serve as a non-voting member of the Board. At the discretion of the president, the immediate past president will contribute to, but not be limited to, advocacy, fund raising, and public awareness activities on behalf of the FLCM.

Section 2a. A majority of voting members either present or by written proxy of the Board shall constitute a quorum.

Section 2b. Board members may submit their written assigned proxy to either the president or secretary of the Board.

Section 3a. Meetings of the Board shall be held monthly. Special meetings may be called by the president.

Section 3b. Board members *may* request the president to call a special meeting.

Section 4. Museum representatives shall be recommended by museum managers or other designee and serve with the approval of the Executive Committee.

ARTICLE VII. Committees

Section 1. Committees may meet as often as is necessary to complete assignments and reach their goals.

Section 2. The permanent standing committees shall be: Communications, Development, Institutional Advancement, Membership, Museum Stores, and Special Events. The permanent Leadership Committees shall be: Branigan Cultural Center, Las Cruces Museum of Art, Las Cruces Museum of Nature and Science, and New Mexico Railroad Museum.

Section 2a. The Communications committee shall promote awareness and events of the Museums and the FLCM through public relations and marketing communications activities.

Section 2b. The Development committee shall provide funding for the FLCM through fund raising activities, including but not limited to endowment, annual giving, capitol campaigns, and legislative appropriations. The committee shall research grant support funding and apply for such funding as approved by the Executive Committee.

Section 2c. The Institutional Advancement committee shall promote FLCM initiatives through contact with community leaders and local, state, and nationally elected and appointed officials.

Section 2d. The Membership committee shall increase awareness and support the Museums by maintaining and increasing members of the Friends of Las Cruces Museums.

Section 2e. The Museums Stores committee shall work with the museum staff to operate and support gift shops within the system.

Section 2f. The Special Events committee shall organize and operate special events that will support and promote the missions of the FLCM and the Museums.

Section 2g. The Leadership Committees will work to advance the initiatives and interests of the various designated museums within the system. Museum Managers or other designees of the Museums Administrator will serve ex-officio, without voting rights, on the Leadership Committees of the FLCM relating to their individual museums. In no event will a Museum Manager or designee function as a Leadership Committee chairperson. Leadership Committee chairpersons will be selected by a vote of each Leadership committee as a whole, through nomination and second. Leadership Committee chairpersons are members of, and will attend meetings of, the Board and will present monthly reports.

Section 3. Committee chairpersons shall make monthly written reports of their activities and give the reports to the secretary, who will make these reports a part of the permanent records.

Section 4. The president, with the approval of the Executive Committee, may appoint special committees as needed.

ARTICLE VIII. Meetings

Section 1. A meeting of the Foundation for the Las Cruces Museums (FLCM) will be held annually.

Section 2. A special meeting of the FLCM may be called at any time by the Executive Committee. The notice of any such meeting shall be in writing, by telephone, or by e-mail to the members with one week's notice stating the date, time, location, and the subject to be discussed at the meeting.

ARTICLE IX. Financial Reporting Requirements

Section 6-5A-1 of the New Mexico Code Annotated requires that, as the non-profit organization service a governmental agency, namely the City of Las Cruces Museum System, certain reporting requirements must be met. The FLCM agrees to comply with the following reporting requirements:

(1) If the FLCM's gross annual income exceeds \$100,000.00, the FLCM must have a financial accounting system considered adequate under customarily and currently accepted accounting standards. The financial affairs of the FLCM shall be audited annually in accordance with generally accepted government auditing standards by an independent professional auditor who is required to furnish the City copies of the annual audit which, exclusive of any lists of donors or donations shall be public record. The FLCM's auditor shall make associated working papers available to the City for review upon its written request for a three-year period after the audit report date.

(2) If the FLCM's gross annual income is under \$100,000.00, the FLCM will file a statement with the City in the fund of a balance sheet showing the assets of the FLCM, its liabilities, *income* classified by general source, and expenditures classified by object.

ARTICLE X. Dissolution

Upon dissolution of the FLCM. Its assets shall become the property of the Museum System whose administration and control is vested in the Las Cruces City Council.

ARTICLE XI. Amendments

Amendments to these by-laws may be made at any Board meeting by a two- thirds vote of those present and voting provided notification In writing was given each member at least two weeks prior to the meeting scheduled for voting on by-laws changes. All by-laws changed must be ratified by a simple majority *vote* at the next occurring annual meeting.

ARTICLE XII. Policies

The Executive Committee will develop conflict of interest, procurement and other policies as needed for the functioning of the FLCM. These will policies will follow accepted business practices.