

Friends of Eagle Nest Lake and Cimarron Canyon State Parks

BYLAWS – Approved by Friends 2/24/11

ARTICLE I- NAME

The name of this organization shall be Friends of Eagle Nest Lake and Cimarron Canyon State Parks, referred to in this document as “Friends”.

ARTICLE II- PURPOSE

Friends is a private entity whose principle and authorized purpose is to complement, contribute to and support, aid the function of and forward the purpose of Eagle Nest Lake and Cimarron Canyon State Parks and the defined division, referred to in this document as “Division”. Friends will support the Parks and the Division in accordance with these Bylaws and the signed Cooperative Agreement between Friends and Energy, Minerals and Natural Resources Department (EMNRD).

ARTICLE III- MEMBERSHIP

- A. Membership in Friends is open to all individuals and groups (families, businesses, private and non-profit organizations), who are interested in pursuing the purpose of Friends, are committed to Friends’ activities, and comply with the Cooperative Agreement and these Bylaws. Each Active individual member and each group member will be entitled to one vote.
- B. The Friends Board of Directors at the November meeting will set annual dues for the following year.
- C. Active members are those individuals or groups who are entitled to vote at annual meetings and must participate in at least one of the following activities:
 - a. Serving as a Board Member or Officer.
 - b. Serving on at least one committee.
 - c. Assist with at least one activity or event.
- D. Active Membership Benefits include:
 - 1. Free entry to Eagle Nest Lake and Cimarron Canyon State Parks.
 - 2. Networking opportunities with community members.
 - 3. Opportunities to contribute to the development of educational resources of the community by teaching/leading activities at Eagle Nest Lake and/or Cimarron Canyon State Parks, as approved by said Park(s).

ARTICLE IV- BOARD OF DIRECTORS

- A. The Friends’ Board of Directors shall govern Friends in accordance with the signed Cooperative Agreement between Friends and EMNRD and these Bylaws.
- B. The Board of Directors shall consist of seven members to be elected at the annual meeting. For the first year only, three members the Board of Directors

shall be elected for a one-year term and four members shall be elected for a two-year term. In subsequent years, the expiring Board members shall be elected for two-year terms. Members of the Board of Directors whose terms expire may stand for re-election. When available, the past president shall serve as a Board member. Should the past president not be available to serve on the Board, this position shall remain vacant.

- C. The Friends Board of Directors will approve or disapprove all Friends activities and expenditures.
- D. Each Board member will have one vote, with the President voting only in the case of a tie.
- E. If a Board member resigns or if the Board membership is increased, the position will be filled by Board appointment for the remaining term or until the next general election in the case of increasing the Board membership.

ARTICLE V- OFFICERS

The Board members shall elect officers at its first meeting, following the Annual General Meeting.

A. Election of Officers

- 1. All elected Officers shall serve one-year terms, which will commence with the first meeting.
- 2. If there is more than one candidate for office, the election will be conducted by written ballot. Board members must be present to vote but need not be present to be elected to an office if they have stated their intentions in writing prior to the election.
- 3. When an Officer resigns or is removed from office, a replacement shall be appointed by the Board for the remaining term.

B. Duties of Officers

- 1. President
 - a. Shall preside over all meetings
 - b. Shall appoint committee chairpersons, as appropriate.
 - c. Shall be designated representative of Friends.
- 2. Vice President
 - a. Shall assume the duties of the president in the absence of the President or at the President's request.
 - b. Shall assist the President in carrying out his or her duties as necessary or requested.
- 3. Secretary
 - a. Shall keep minutes of all monthly Board and annual meetings.
 - b. Shall provide draft minutes to members as requested in advance of the regularly scheduled meetings.
 - c. Shall prepare such official Friends correspondence as may be necessary.

- d. Shall ensure all Annual Reports are filed in accordance with the signed Cooperative Agreement between Friends and EMNRD.
- 4. Treasurer
 - a. Shall keep accurate account of all monies and properties accumulated and maintain the bank account.
 - b. Present monthly financial reports to the board.
 - c. Assure that all tax reporting forms and financial statements are submitted to the appropriate State and Federal Agencies in the event that they are required.
 - d. Advise the Board of any fiscal conditions that may impact operations.
 - e. Shall be responsible for the bank checking account. The signatures of two officers are required on all checks.
 - f. Prepare and submit all financial requirements in accordance with the Cooperative Agreement between Friends and EMNRD.

ARTICLE VI- REMOVAL OF OFFICER, OR MEMBER OF THE BOARD OF DIRECTORS

The procedure for the removal of an Officer or Member of the Board of Directors who has proven on more than one occasion to be unsupportive of Friends or who has violated the Cooperative Agreement or Bylaws shall be as follows:

- A. A motion for removal of an Officer or Member shall be made in writing to the Board of Directors. The vote on the motion for removal shall be at a Special General Meeting called by the Board of Directors for the purpose of voting on removal.
- B. Notice of the motion to remove shall be sent to the Officer at least fourteen days prior to the meeting at which the vote is to be taken.
- C. A vote of the majority of the Members of the Board of Directors is required for the removal of the individual.

ARTICLE VII- MEETINGS

A. General Meetings:

The procedure of all meetings shall be in accordance with the Robert's Rules of Order, Revised.

- 1. Annual General Meeting
 - a. The Friends' fiscal year shall commence on July 1st. The Annual General Meeting of the membership shall be held in February on a date established by the Board.
 - b. Notice shall be sent to all members on record, by post or electronic mail, at least 14 days in advance.
 - c. Election of the board members shall take place at this meeting.
 - d. Quorum will be met when simple majority of the general membership is in attendance. A quorum, once attained at a meeting, shall be deemed to continue until adjournment.
- 2. Special General Meetings:

Special Meetings may be called by the Board or by a majority of the general membership by written notice, post or electronic mail, at least 14 days in advance.

B. Board Meetings:

1. The Board shall meet as established by the Board, but not less than quarterly.
2. Board meetings shall be open to the general membership.
3. Board members shall elect the Officers at the first Meeting following the Annual General Meeting.
4. The President or any two Board members can call special Board Meetings.
5. The procedure of all meetings shall be in accordance with the Robert's Rules of Order, Revised.
6. A quorum for Board meetings shall consist of a simple majority of the Board being present. A quorum, once attained at a meeting, shall be deemed to continue until adjournment.
7. The Park Superintendent or Manager of Eagle Nest Lake State Park and Cimarron Canyon State Park shall serve as a non-voting advisor and liaison between the Division and the Friends organization.

ARTICLE VIII- AMENDMENTS

These by-laws may be amended as follows:

- A. Any member can make recommendations for amendment at a regularly scheduled Annual General Meeting in written form. The vote on the proposed amendment shall be at the Annual General Meeting.
- B. Notice of "intent to amend" and a copy of the proposed amendment(s) shall be sent to the membership postmarked 14 days prior to the meeting at which the vote is to be taken.

ARTICLE IX- DISSOLUTION

In case of dissolution of Friends and subsequent to settlement of all outstanding debts and obligations of Friends, all remaining assets on hand at the time of such dissolution shall be donated to Eagle Nest Lake and Cimarron Canyon State Parks. Special event funds must be turned over to the non-profit organization that has been designated to handle those future scheduled events, unless there is no non-profit organization designated to receive such funds or unless the designated non-profit organization is not able to receive such funds for whatever reason, then remaining funds must be turned over to Eagle Nest Lake and Cimarron Canyon State Parks.

ARTICLE X- APPLICATION

The above-described bylaws apply to Friends of Eagle Nest Lake and Cimarron Canyon State Parks, which shall be included in the signed Cooperative Agreement between Friends and EMNRD.

ARTICLE XI- RECORDS

Friends retains a copy of the Bylaws, the minutes of official meetings and the financial reports and they are available for perusal by any member, or any employee of EMNRD upon request.

ADOPTED IN Eagle Nest, New Mexico on the 24th day of February 2011.

FRIENDS OF EAGLE NEST LAKE AND
CIMARRON CANYON STATE PARKS

By: _____
Bruce Manakas, President

Attest: _____
Agnes Gibson, Secretary