



NEW MEXICO MUNICIPAL LEAGUE BYLAWS

Adopted By:

**NMML
Membership**

August 31, 2023

Farmington, NM

BYLAWS OF THE NEW MEXICO MUNICIPAL LEAGUE

ARTICLE I – NAME AND PURPOSE

SECTION 1. Name: The name of this Association shall be the New Mexico Municipal League, Incorporated.

SECTION 2. Purpose: The New Mexico Municipal League is an association of incorporated municipalities organized for the purpose of solving mutual problems and making recommendations to the Executive, Legislative, and Judicial branches of the State of New Mexico and the Federal Government; promoting improvement and efficiency in municipal government and in the administration of municipal affairs; fostering conferences and seminars on the management and conduct of municipal government; establishing a central office of information and research for the practical study of matters pertaining to municipal government; stimulating greater interest and more active civic consciousness among people as to the importance and significance of matters relating to municipal government and its administration; and representing participating municipalities upon the request of their governing bodies, with the approval of the Board of Directors, in matters affecting municipal governments of New Mexico.

ARTICLE II – MEMBERSHIP

SECTION 1. Eligibility: All incorporated municipalities, consolidated local governments, and other statutorily-created urban forms of general-purpose local government of the State of New Mexico shall be eligible for membership. The Board of Directors shall have the power and authority to approve other classifications of membership and to establish their dues schedule. For the purposes of these Bylaws the term "municipality" means an incorporated municipality, a consolidated local government, or other statutorily created urban forms of general-purpose local government.

SECTION 2. Procedure: Each municipality desiring membership after the adoption of these Bylaws may apply by forwarding to the Executive Director a resolution, motion, or letter agreed to by its governing body. The Board of Directors, its Executive Committee, or the Executive Director shall act upon any application for membership.

SECTION 3. Member in Good Standing: For the purposes of these Bylaws a member in good standing is defined as one which has acted in accordance with Article IX, Section 1, of these Bylaws.

SECTION 4. Withdrawal: A member municipality wishing to withdraw from the League may do so by forwarding to the Executive Director a letter stating its intention to withdraw. Membership of the municipality may cease for failure to pay dues or upon receipt of the withdrawal letter. Membership reinstatement shall occur for members in default upon resumed payment of dues.

SECTION 5. Voting Rights: The right of members to vote is limited to the annual election of directors and officers of the League, and to the matters required by these Bylaws to be submitted to a vote of the members.

ARTICLE III – OFFICERS

SECTION 1. Enumeration, Qualification, and Duties: The officers of this League shall be a President, a President-Elect, a Vice President, a Treasurer, and a Secretary. The Executive Director shall serve as Secretary.

- A. Each officer, with the exception of the Secretary, shall be an elected official of a member municipality in good standing. The Secretary shall be the Executive Director.
- B. There shall be only one (1) officer from any one member municipality.

The officers, with the exception of the Secretary, shall be elected each year at the Annual Business Meeting.

- C. Officers shall assume their respective roles on the October 1 immediately following their election and serve until September 30 of the following year, or until their respective successors are elected and take office.

SECTION 2. Executive Committee: The Executive Committee shall consist of the officers of the League and the Immediate Past President. The Executive Committee shall perform all the duties and have all the powers of the Board of Directors when so designated by the Board. Meetings of the Executive Committee shall be held by call of the President or by the Executive Director or upon request of a majority of the Committee. A majority of the members of the Committee shall constitute a quorum for the purpose of transacting business. Upon any vote, a majority of the Committee present and voting shall prevail. Meetings may be held in person or by a conference telephone call or by other means of audio/video electronic communication available. If any actions are taken by the Executive Committee, minutes shall be distributed to the full Board of Directors.

SECTION 3. President: The President shall preside at all meetings of the Municipal League, the Board of Directors, and the Executive Committee. The President shall appoint all committees, except as otherwise herein provided. The President shall have other duties as are incumbent upon the office.

SECTION 4. President-Elect: The President-Elect shall perform all the duties and have all of the powers of the President in case of the absence of the President from meetings or inability of the President to perform the duties of the office. The President-Elect shall assume the duties of the President if the office of President is vacant.

SECTION 5. Vice President: In absence of the President and the President-Elect, the Vice-President shall perform all the duties and have all the powers of the President.

SECTION 6. Treasurer: The Treasurer shall see that all membership dues are paid and shall account for all money collected and spent on behalf of the League. The Treasurer shall render a statement of the League's receipts, expenditures, and financial position at each meeting of the Board of Directors, at the Annual Business Meeting, and at any other time which the Board of Directors may require. The Treasurer shall perform the duties and have all the powers of the President if the offices of President, President-Elect and Vice-President are vacant.

SECTION 7. Secretary: The Executive Director, acting as Secretary, shall perform all of the duties and have all the powers as are incumbent upon the office. The Executive Director, acting as Secretary, shall not be entitled to vote on any matters before the Board.

SECTION 8. Disqualification: If an officer ceases to be a municipal official before his or her term of office in the League expires, or in the event a member municipality by whom the officer is employed withdraws or is suspended from the League, the office held by such officer shall be deemed vacated.

SECTION 9. Filling of Vacancies: If the office of President is vacant, the President-Elect shall assume the duties of President. If the offices of President and President-Elect become vacant, the Vice-President shall assume the duties of President for the unexpired term of the office of President. If the offices of President, President-Elect, and Vice-President become vacant, the Treasurer shall assume the duties of President for the unexpired term of the office of President. If neither the President nor the President-Elect nor the Vice-President nor the Treasurer is able to perform the duties of the President, the Board of Directors shall nominate one of its members to perform the duties of President for the unexpired term. In the case of more than one nomination, the Board of Directors shall vote on nominees, with the nominee receiving the most votes elected to the office for the remainder of the term.

In the case of any other officer vacancies, the Board of Directors shall nominate one of its members to perform the duties of President for the unexpired term. In the case of more than one nomination, the Board of Directors shall vote on nominees, with the nominee receiving the most votes elected to the office for the remainder of the term.

SECTION 10. Succession of Office: The President-Elect shall automatically assume the office of President on October 1 for the ensuing year.

ARTICLE IV – BOARD OF DIRECTORS

SECTION 1. Officers and Directors: The Board of Directors shall have general supervision of the affairs of the League, including, but not limited to, the establishment of standing committees; the approval of the League's annual budget; and the purchase, sale, and mortgaging of League property. The Board of Directors shall have the right to vote on all matters coming before the Board, except as otherwise provided in these Bylaws.

- A. Composition of the Board of Directors: The Board of Directors shall consist of:
1. the President, President-Elect, Vice President, Immediate Past President, Treasurer;
 2. Past Presidents who shall serve on the Board of Directors for two (2) years after their term as Immediate Past President has expired, provided they still hold municipal elected office;
 3. one City Councilor from the City of Albuquerque;
 4. the Mayor of the City of Albuquerque;
 5. six (6) elected officials, serving as Directors-at-Large, who are elected by the delegates assembled at the Annual Business Meeting;

6. eight (8) elected officials, serving as Directors, with each of the eight (8) Districts of the League electing one (1) Director;
7. one additional elected official selected by the municipal governing body, from every municipality with a population that exceeds 50,000 according to the most recent decennial census; exclusive of the Directors provided for in Article IV, Section I. A. (3 & 4);
8. the Presidents of all Subsections that have been approved and authorized by the Board of Directors, provided, however that Subsection presidents must be a municipal elected official or municipal employee in a member municipality to sit on the NMML Board of Directors as the Subsection representative. Should the president of a Subsection be a non-municipal member, the Subsection must appoint another municipal Subsection member from a member municipality to serve on the board; and
9. the Chairperson of the Board of Trustees of the New Mexico Self-Insurers' Fund.

B. Limitations: No person can hold more than one Board position at one time.

C. Term of Office: The New Mexico Municipal League Board of Directors terms are as follows:

1. District Directors shall be elected for staggered two-year (2) terms and shall hold office from May 1 immediately following election through April 30 of the second succeeding year or until their respective successors are elected or appointed and take office. Directors of odd-numbered districts shall be elected and take office in odd-numbered years and directors of even-numbered districts shall be elected in even-numbered years.
2. Directors-at-Large shall be elected for two-year (2) terms with three (3) Directors-at-Large to be elected at each Annual Business Meeting, and hold their office from October 1 to September 30, or until their respective successors have been elected and take office.
3. The Director selected from the City Council of the City of Albuquerque shall hold office at the pleasure of the City Council of the City of Albuquerque.
4. The Director from a municipality with a population that exceeds 50,000, as provided for in Article IV, Section 1. A (7) shall hold office at the pleasure of the governing body of that municipality.
5. The President of each Subsection that has been approved and authorized by the Board of Directors shall serve for the duration of his or her term as President.
6. Past Presidents shall begin their term when their term as Immediate Past President ends and shall serve on the Board of Directors for two (2) consecutive years thereafter. When the term of the Past President expires, or when the Past President ceases to be an elected official, that person's position on the Board is vacated.

- D. Board Membership: Each member of the Board shall be an elected official or an employee of a member municipality in good standing.

SECTION 2. Meetings: The Board of Directors shall meet as soon as practicable after October 1, and as often thereafter as the President may direct. Meetings of the Board may also be called by the Executive Director or upon the written request of a majority of the Board.

Meetings of the membership of the League for the purposes enumerated in Article XIII may be called by a majority of all member municipalities of the League.

Meetings may be held in person or by a conference telephone call or by other means of audio/video electronic communication available.

SECTION 3. Quorum and Voting: A majority of members of the Board of Directors shall constitute a quorum for the purpose of transacting business. Upon any vote, a majority of the Board of Directors present and voting shall prevail.

SECTION 4. Designees: A board member may appoint a designee who can attend Board meetings and vote on Board actions in the event that the Board member is unable to attend. Board members wishing to appoint a designee must contact Municipal League staff to identify their designee and complete appropriate documentation.

SECTION 5. Disqualification: If a Director ceases to be a municipal official before his or her term as Director in the League expires, or in the event the member municipality withdraws from or fails to maintain League membership, and if that municipality has representation on the Board of Directors, such directorship shall be deemed vacated.

SECTION 6. Filling of Vacancies:

- A. The Executive Committee shall appoint an eligible municipal official to the following vacancies on the Board:
 - 1. Except for Article VIII, Section 8, when a vacancy of an At-Large Director position occurs, that vacancy shall be filled by appointment by the Executive Committee of an elected official of a member municipality. The elected official appointed to fill a vacancy of an At-Large Director shall hold office until the next Annual Business Meeting. At that time an At-Large Director will be elected to serve the unexpired term of office, if any remains.
 - 2. When the office of District Director becomes vacant, the position shall be filled by appointment by the Executive Committee of a representative from a member municipality from the District, until the following District meeting. At that time, a District Director will be elected to serve the unexpired term of office, if any time remains.
- B. Vacancies on the Board of Directors in the following positions shall be filled as follows, as soon as practicable:
 - 1. When the position held by the Board member from the City Council of the City of Albuquerque becomes vacant, the City Council from the City of Albuquerque shall appoint one of its members to the Board at its next regularly scheduled meeting.

2. When the position held by the Chairperson of the Board of Trustees of the New Mexico Self-Insurers' Fund becomes vacant, the Fund Board shall fill the vacancy in accordance with their bylaws.
3. When a position held by a Director who is the President of a Subsection represented on the Board becomes vacant, the members of the Subsection shall fill the vacancy in accordance with their established bylaws.
4. When a position held by a Director who is selected by the governing body from any municipality with a population that exceeds 50,000 becomes vacant, that vacancy shall be filled by appointment by the governing body of the municipality.

SECTION 7. Emergency Powers: Whenever the Annual Business Meeting of the League cannot be held due to the nation or state being engaged in an emergency that makes it infeasible for a quorum of delegates to meet either in person or by audio/video electronic communication, the powers, functions, rights, and duties of the delegates in conference shall be exercised by the Board of Directors until such a meeting can be held.

ARTICLE V – EXECUTIVE DIRECTOR

SECTION 1. The office of the Executive Director shall be a paid, full-time position. The Executive Director's salary shall be fixed by the Board of Directors or by the Executive Committee when so designated by the Board of Directors. The Executive Director shall continue in said office thereafter year to year at the pleasure of the Board of Directors. The duties of the Executive Director shall be prescribed by the Board of Directors.

ARTICLE VI – DISTRICTS

SECTION 1. Purposes and Assignment: The municipalities making up the membership of the League shall, for the purpose of assisting the League in carrying out its purposes and policies, be assigned by the Board of Directors to eight (8) geographical areas as determined by the Board.

SECTION 2. Meetings: Each District shall meet at least once a year. Meetings of the District may be called by the President or by the Executive Director. At any meeting of a District, each member municipality in good standing under Article IX, Section 1 of these Bylaws, shall be entitled to one voting delegate by an elected official, appointed officer, or employee as the governing body of such municipality may designate. In the event that a member municipality shall fail to appoint a delegate, such matter shall be referred to the presiding officer for designation at the District's Business Meeting. For the purpose of voting at such meetings, a quorum is defined as a majority of member municipalities in good standing represented at the District meetings, with each municipality to exercise one vote.

SECTION 3. District Directors: Prior to May 1, each district shall elect an elected official to serve as its representative to the Board of Directors for the District, as set out in Article IV, Section I (c). The District Director shall act as Chair of the District.

ARTICLE VII – COMMITTEES

SECTION 1. Committees: The President shall appoint all committees, except as otherwise provided. The President may appoint committee chairs or may authorize committees to elect a chair from among its membership.

SECTION 2. Standing Committees: The President shall appoint the following Standing Committees, who shall meet at least once per year, and whose members shall serve until the President appoints their successors. Standing Committees of the League shall have at least five (5) members and shall be comprised of an odd number of members.

- A. Budget Committee: The Budget Committee shall review the budget prepared by the Executive Director and submit for approval of the Board of Directors a budget appropriating such sums as may be proper within the purposes of the League, to be used throughout the ensuing year for the proper expenses of the League.
- B. Policy Committees: The Policy Committees shall review League-adopted Resolutions and the Statement of Municipal Policy assigned to them and consider new issues affecting municipalities within the committees' purview. Resolutions and policy statements adopted by these committees shall be submitted to the Resolutions Committee for consideration.
- C. Resolutions Committee: The Resolutions Committee shall review the submitted Policy Committees' Resolutions and Statement of Municipal Policy proposals. Additional proposed Resolutions or proposed Policy Statement amendments may be submitted by committee members, member municipalities, or League Subsections. Adopted Resolution Committee proposals are submitted to the membership for their consideration at the Annual Business Meeting.

SECTION 3. Ad Hoc Committees: The President may appoint such other committees as deemed necessary and define their duties accordingly. Members of ad hoc committees shall serve until their duties are completed or until the committees are disbanded by the President.

SECTION 4. Nominating Committee: In the absence of any declaration of candidacy for a particular office or at-large directorship, the League President shall appoint a Nominating Committee not less than fifty-nine (59) days before the Annual Business Meeting and written notice of such appointment shall be given to all member municipalities. Whenever the 59th day falls on a weekend or holiday, the President shall appoint a Nominating Committee, if needed, the following regular workday. The Nominating Committee shall consist of the President, who shall serve as chair, and one person from each of the League Districts. No candidate for any office or for an at-large directorship shall be a member of the Nominating Committee.

ARTICLE VIII – ANNUAL CONFERENCE & ANNUAL BUSINESS MEETING

SECTION 1. Annual Conference: The League shall hold an Annual Conference at least once each year, not later than the 1st day of October, to be held at such place and time as the Board of Directors shall establish. The Annual Conference shall include an Annual Business Meeting.

SECTION 2. Annual Business Meeting: The Annual Business Meeting may be held in person or by audio/video electronic communication. In the event that the Annual Conference cannot be held, the Annual Business Meeting shall still be held, unless as provided for in Article IV, Section 6.

SECTION 3. Conference Program: It shall be the duty of the Executive Director, with the approval of the League Board of Directors, to prepare a program for the business session and the conference, secure speakers, arrange topics for discussion and in all respects work in close

cooperation with the municipality in which the conference is being held, in order that a complete schedule for the business activities of the conference may be worked out.

SECTION 4. Parliamentary Authority: Robert's Rules of Order Revised shall govern and control the actions and deliberations of the League assembled in conference. The President shall serve as Presiding Officer and may appoint a parliamentarian to assist the Presiding Officer at the Annual Business Meeting.

SECTION 5. Representation: Each member municipality shall be entitled to representation at the Annual Business Meeting by its elected officials or appointed officers and employees. The governing body of each member municipality shall appoint a voting delegate to vote at the Annual Business Meeting. In the event that a member municipality shall fail to appoint a delegate, such matter shall be referred to the Presiding Officer for designation at the Annual Business Meeting.

SECTION 6. Quorum: The presence of appointed voting delegates representing a majority of the member municipalities in good standing registered at the Annual Business Meeting shall constitute a quorum.

SECTION 7. Voting: Each member municipality in good standing, registered and attending the Annual Business Meeting, shall be entitled to one vote by its voting delegate. In the event that a member municipality shall fail to appoint a voting delegate, such matter shall be referred to the Presiding Officer of the Annual Business Meeting who may designate a voting delegate from that member municipality.

- A. Where there is more than one nominee for office, the voting shall be by ballot. The candidate who receives the most votes for a designated office and term shall be elected to the office for the term designated.
- B. All other voting shall be at the direction of the Presiding Officer. Any single voting delegate may demand a standing or roll call vote on any question. Upon any vote, a majority of the delegates present and voting shall prevail, except upon questions which require more than a majority vote under any provisions of these bylaws.

SECTION 8. Filling of Vacancies Created by Election of Officers: Any vacancy of Director-at-Large positions created by an election of Officers shall be filled by vote of the voting delegates at the Annual Business Meeting.

SECTION 9. Conference Committees: The President shall, at the appropriate time, appoint a Credentials Committee, a Canvassing Committee, and such other committees as may be necessary to handle matters in connection with the Annual Business Meeting.

- A. Resolutions Committee: The Resolutions Committee shall be appointed prior to the convening of the Annual Business Meeting. At least one member of the Committee shall be a municipal attorney. The Resolutions Committee shall meet no later than thirty days prior to the start of the Annual Business Meeting to consider submitted resolutions and changes to the Statement of Municipal Policy. The Resolutions Committee shall also meet on the opening day of the Annual Business Meeting to consider any new resolutions and new changes to the Statement of Municipal Policy. Any new proposal submitted to the Annual Business Meeting Resolutions Committee shall be in typewritten form. A resolution shall not address more than one subject area.

The report of the Resolutions Committee shall be submitted to the Annual Business Meeting at the time called for in the Annual Business Meeting program. Resolutions and changes to the Statement of Municipal Policy which are favorably reported by the Resolutions Committee shall be adopted upon approval of a majority of the voting delegates present and voting at the Annual Business Meeting.

- B. Credentials Committee: The Credentials Committee shall have the power to determine the right of any municipality to be represented at the Annual Business Meeting of the League.
- C. Canvassing Committee: The President shall appoint a Canvassing Committee to oversee the counting of ballots in the event that there is more than one candidate for an office. The candidates or their representatives shall have the right to observe the tallying of the votes. The Canvassing Committee shall issue a report containing the votes received by each candidate. The successful candidates of the election shall be announced by the Presiding Officer. The official results of the election shall be available for inspection upon request.

SECTION 10. Elections – Officers and Board: Not less than ninety (90) days before the Annual Business Meeting, a written notice shall be sent to all member municipalities soliciting declarations of candidacy for any office or directorship to be filled.

- A. Declaration of Candidacy: Any appointed or elected official of a member municipality in good standing may nominate any eligible elected official, or any elected official may declare his or her candidacy, for any office or directorship to be filled. A letter declaring candidacy for office or directorship must be received at the Municipal League Office not later than sixty (60) days before the Annual Business Meeting. A report of the Declared Candidates shall be sent to all members no later than five (5) days after the deadline for submission of declarations.

The declared candidates, or candidates nominated by the Nominating Committee if any, for League Officers and Board of Directors shall be announced at the Opening General Session at the League's Annual Business Meeting.

- B. Nominating Committee Meeting: When necessary, the Nominating Committee will meet no later than twenty-one (21) days prior to the Annual Business Meeting to recommend a candidate for any undeclared office. The Nominating Committee Report shall be sent to all members within five (5) days after the finalization of the Committee Report.
- C. Order of Elections: The candidates shall be considered in the following order:
 - 1. President (if there is no President-Elect)
 - President-Elect
 - Vice President
 - Treasurer
 - 2. Directors-at-Large
 - 3. Candidates for vacant Director-at-Large positions, if any

- D. Nominations from the Floor: At the Annual Business Meeting, nominations from the floor may be made by any certified voting delegate in attendance for any office except for President, unless there is no President-Elect.

ARTICLE IX – FINANCE

SECTION 1. Membership Dues: The annual membership dues of the New Mexico Municipal League, Inc. shall be determined by the Board of Directors, provided that:

- A. Dues for municipalities having over 100,000 population shall not exceed \$100,000.
- B. Dues for municipalities having less than 100,000 population shall not exceed \$75,000.
- C. Membership dues shall become due and payable on July 1 and become delinquent if still unpaid on August 15. Member municipalities having a dues assessment in excess of the authorized highest minimum dues may elect to pay dues in two equal installments, one in July and one no later than January 1 of each year. Failure to pay at least one-half (1/2) of said dues by August 15, or the balance on January 1 of each year may result in a suspension of the privileges of membership until said dues are paid.
- D. Dues for newly-incorporated municipalities joining the League for the first time shall be waived for any partial year and the first full year after incorporation.

SECTION 2. Budget: The Executive Director shall prepare a detailed budget setting forth the estimated revenues and disbursements for each year, which shall be submitted to the Budget Committee for review and recommendation prior to submission to the Board of Directors for final approval.

SECTION 3. Limitations and Expenditures: Expenditures shall not be incurred in excess of actual funds available or as authorized by the Board of Directors.

SECTION 4. Audit: The Board of Directors shall, annually, employ a Certified Public Accountant to audit the Municipal League's financial records and to prepare a report for submission at the Annual Business Meeting.

SECTION 5. Bonds: The Treasurer, Executive Director, and all other positions designated by the Executive Committee shall be appropriately bonded at League expense.

ARTICLE X – INDEMNIFICATION

SECTION 1. Right to Indemnification: Each person who was or is made a party, or is threatened to be made a party to, or is involved in any pending or threatened action, suit or proceeding, whether civil, criminal, administrative, or investigative (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the League, or was serving at the request of the League as a director, officer, partner, trustee, employee, or agent of another corporation or of a partnership, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer, partner, trustee, employee or agent or in any other capacity,

shall be indemnified and held harmless by the League to the fullest extent authorized by the New Mexico Nonprofit Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the League to provide broader indemnification rights than said law permitted the League to provide prior to such amendment), against all expense, liability, and loss (including, but not limited to attorneys' fees, judgments, fines, taxes, or penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director or officer and inure to the benefit of his or her heirs, executors, and administrators; provided, however, that, except as provided in this Article, the League shall indemnify any such person seeking indemnification in connection with a proceeding (or a part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the League. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the League the expense incurred in such a proceeding in advance of its final disposition. Director and officer indemnification shall align with Section 53-8-26 NMSA 1978. The League may, by action of its Board, provide indemnification and advance expenses to employees and agents of the League and others permitted to be indemnified by the New Mexico Nonprofit Corporation Act with the same scope and effect as the foregoing indemnification, and in advancement of expenses of directors and officers.

SECTION 2. Right of Indemnitee to Bring Suit: If a valid claim pursuant to Subsection (a) of this Article is not paid in full by the League within ninety (90) days after a written claim has been received by the League, the claimant may at any time thereafter, as permitted by applicable law, bring suit against the League to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be reimbursed his or her reasonable costs and expenses, including attorneys' fees, of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition) where the required undertaking, if any is required, has been tendered to the League that the claimant has not met the standards of conduct which make it permissible under the New Mexico Nonprofit Corporation Act for the League to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the League. Neither the failure of the League (including its Board, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the New Mexico Nonprofit Corporation Act, nor an actual determination by the League (including its Board, independent legal counsel, or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

SECTION 3. Non-Exclusivity: The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the League's Articles of Incorporation, Bylaws, agreement, vote of members or disinterested directors, or other means.

SECTION 4. Insurance: The League may maintain insurance, at its expense, to protect itself and any director, officer, partner, trustee, employee or agent of the League or another corporation, partnership, joint venture, trust or other incorporated enterprise (including an employee benefit plan or trust) against any such expense, liability, or loss, whether or not the League would have the power to indemnify such person against such expense, liability, or loss under the New Mexico Nonprofit Corporation Act.

ARTICLE XI – AFFILIATIONS AND SUBSECTIONS

SECTION 1. Authority: The League may become affiliated with other organizations and may participate in Conferences as the Board of Directors may authorize.

SECTION 2. Representatives: In affiliating with, or participating in, such organizations or Conferences, the President, together with such other individuals as the Board of Directors may select, shall be representatives of the League thereto.

SECTION 3. Subsections: The Board of Directors may authorize and approve Subsections. Any Subsection authorized and approved by the Board of Directors shall enjoy all the rights and privileges extended to other Subsections as provided in these Bylaws. Subsections shall develop proposed Bylaws. No Subsections shall be formed without the prior approval of the Subsection's Bylaws by the League Board of Directors. Existing subsections shall ensure that they have Bylaws than contain all relevant requirements for subsection activities.

SECTION 4. Subsection Activities: No Subsection shall engage in any activity under the auspices of, or in association with, the New Mexico Municipal League without the prior approval of the League Board of Directors, the Executive Committee, or the Executive Director. A majority of the voting membership of any Subsection or Affiliate shall be officials or employees of member municipalities.

SECTION 5. Conflict with League Bylaws or Resolutions: In the event that any Subsection's bylaws, resolution, or stated position or activity conflicts with any of the League's Articles of Incorporation, Bylaws, Resolutions, or stated position adopted by the Board of Directors or the League members, then the League's Articles of Incorporation, Bylaws, Resolutions, or stated position shall govern and be binding upon the Subsections and all affected Subsections shall take appropriate action including, but not limited to, amendments to the Subsection Bylaws, resolution, etc., in order to remove any conflict which exists.

SECTION 6. Legislation: Legislation desired by any Subsection shall be presented in accordance with existing procedures for inclusion in the Statement of Municipal Policy or as a Resolution. In the event that it is impossible for the matter to be raised through normal procedures, then the Subsection may request that the Board of Directors approve a resolution calling for legislation to be drafted and introduced.

SECTION 7. Membership: Each subsection shall determine eligibility for membership in the subsection.

SECTION 8. Officers. All officers (both voting and non-voting) shall be elected from among subsection membership. The terms of office for all officers shall be two years.

SECTION 9. Meetings. Each subsection shall convene at least once per year, at the Annual Business Meeting or another time and place of the subsection's choosing, for the purpose of electing officers and conducting other business as necessary. Subsections may hold other meetings as necessary. The presence of a Municipal League representative or liaison is not necessary to hold meetings. Meetings may be held in person or by a conference telephone call or by other means of audio/video electronic communication available.

SECTION 10. Dissolution: Any Subsection that has been authorized and approved by the Board of Directors may be dissolved by a majority vote of the Board of Directors. Any funds remaining in the Subsection's name shall revert to the general fund of the League upon dissolution. Upon

dissolution of Subsection, the Subsection Bylaws are also hereby repealed.

ARTICLE XII – AMENDMENTS

SECTION 1. Proposed Amendments: Any proposed amendments to these Bylaws must be submitted to the Executive Director, who will present proposed amendments to the Executive Committee for preliminary approval no later than sixty (60) days prior to the Annual Business Meeting.

SECTION 2. Vote: These Bylaws shall be amended by a two-thirds (2/3) vote of member municipalities registered and voting at the Annual Business Meeting.

ARTICLE XIII – DISSOLUTION

SECTION 1. Vote: If, at any regular or special meeting, three-fourths (3/4) of the member municipalities of the New Mexico Municipal League vote in favor of dissolution of the New Mexico Municipal League, the New Mexico Municipal League shall be dissolved within six (6) months of the date approving such action.

SECTION 2. Financial Statement: Immediately after a vote favoring dissolution, the Board of Directors shall proceed to settle any financial obligations pending against the New Mexico Municipal League and to dispose of all property held by the New Mexico Municipal League. Any funds remaining after all claims have been settled and all property disposed of shall be returned to each municipality in proportion to the membership dues which each municipality pays.

ARTICLE XIV – SEVERABILITY

SECTION 1. If any of the provisions of these Bylaws are held to be invalid, the remaining provisions thereof shall not be affected thereby, and shall remain in full force and effect.

