

Constitution and By-Laws



Albuquerque Chapter New Mexico Society of the Sons of the American Revolution

Adopted January 18, 1954

Revised July 24, 1976

Revised September 20, 1994

Revised October 26, 2013

Constitution

ARTICLE ONE Name and Objectives

The name of this Chapter shall be "The Albuquerque Chapter of the New Mexico Society of the Sons of the American Revolution (ABQ NMSSAR)." Its object shall be to implement the purposes of the New Mexico Society of the Sons of the American Revolution (NMSSAR) as set forth in that Society's Constitution and By-Laws.

ARTICLE TWO Officers

The officers of this Chapter shall be elected from among the members in good standing; and shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer, Registrar, Historian and Chaplain. The duties and powers of officers shall be those customarily appertaining to their respective offices, and those specific duties and powers more fully set forth in the By-Laws of this Chapter; additional duties may be assigned to these officers by the President.

All officers shall hold office for a period of one year, or until their successors have been duly elected or appointed; and the President shall not normally be elected for more than two consecutive terms. Nomination of officers shall be as set forth in the By-Laws of this Chapter, and their election shall be by ballot at the annual meeting. Winning candidates shall be determined by a plurality of the votes cast by members in good standing at the annual meeting.

ARTICLE THREE Board of Managers

There shall be a Board of Managers composed of the officers named in Article Two and the immediate past President. All members of the Board of Managers shall hold office for a period of one year, or until their successors are duly elected and appointed. The duties and powers of the Board of Managers shall be those customarily appertaining to governing bodies of similar organizations. This Board shall exercise control over the administrative and financial affairs of this Chapter, and shall perform those duties and exercise those powers more specifically set forth in the By-Laws.

ARTICLE FOUR Membership

Membership in this Chapter shall be confined to members in good standing in both the National Society of the Sons of the American Revolution (NSSAR) and the NMSSAR and any person eligible for membership in the NMSSAR shall be eligible for membership in this Chapter. Procedures governing the admission of members and of their subsequent removal from the rolls of this Chapter for any reason are set forth in the By-Laws of this Chapter.

ARTICLE FIVE
Meetings

The annual meeting of the Chapter shall be held in January and the Secretary shall send by regular mail the meeting notice to each member of the Chapter at least thirty (30) days prior to the meeting. In addition thereto, such other regular and special meeting shall be held as set forth in the By-Laws.

ARTICLE SIX
Albuquerque Chapter Dedicated Fund

The *Albuquerque Chapter Dedicated Fund* has been formed for the express purposes of receiving funds dedicated to supporting and perpetuating the Mission of the NSSAR with Outreach and Publicity activities.

ARTICLE SEVEN
Dues and Fees

New members of the Albuquerque Chapter shall pay a NMSSAR and NSSAR New Member Application Fee as well as all Chapter, NMSSAR and NSSAR dues for the current year. All members will pay annually Chapter, NMSSAR, and NSSAR dues in accordance with the By-Laws of this Chapter.

ARTICLE Eight
Amendments

Proposed amendments to the constitution shall be reviewed and approved by the Chapter's Board of Managers (BOM). Following approval by the BOM, a written notice of the proposed amendment shall be sent to all members in good standing at least thirty (30) days prior to a meeting to vote on the amendment. The constitution may be amended at any regular or special meeting of the Albuquerque Chapter. An affirmative vote of two-thirds of those members present, and in good standing, shall be required for the adoption of any amendment.

By-Laws

ARTICLE ONE Officers

Every officer of this Chapter, in the performance of his official duties, shall act at all times wholly within the scope and intent of the Constitution and By-Laws of the National Society of the Sons of the American Revolution. In addition to the general duties and powers which customarily appertain to their respective offices, the officers enumerated under Article Two of the Constitution of this Chapter shall have such duties as are hereinafter imposed and such duties and powers as are hereinafter granted.

President: The President shall be the chief executive officer of this Chapter and shall exercise general control over the affairs of the Chapter under authority of the Board of Managers and this Constitution and By-Laws. He shall preside as Chairman at all meetings of this Chapter and of the Board of Managers, and shall have the right to cast his vote in their deliberations. He shall appoint all committees and instruct the Secretary to call all meetings of the Chapter and the Board of Managers, except as otherwise provided for in these By-Laws or in the Constitution of this Chapter. He shall make a written report to the Chapter at its annual meeting and such annual report shall contain a summary of the more important administrative acts of the President and the more important administrative decisions of the Board of Managers during the past year.

First Vice-President: The First Vice-President shall, during the absence or incapacity of the President, perform all of the duties and exercise all of the powers of the President.

Second Vice-President: The Second Vice-President shall, during the absence or incapacity of the First Vice-President, perform all of the duties and exercise all of the powers of the First Vice-President. He shall during the absence or incapacity of both the President and the First Vice-President, perform all of the duties and exercise all of the powers of the President.

Secretary: The secretary shall serve as Secretary of both the Albuquerque Chapter and Board of Managers. At the direction of the President he shall call all meetings of the Chapter and of the Board. He shall keep a fair and accurate record of the proceedings of all meetings of both the Chapter and the Board, distribute written minutes to the membership and turn such record over to his successor when he shall for any reason leave office. Under the direction of the President he shall conduct the general correspondence of the Chapter and of the Board.

Treasurer: The duties of the Chapter Treasurer shall be to receive all moneys paid into the Chapter General Fund and the Dedicated Fund, and shall deposit the same in such depository as shall be designated/approved by the Board of Managers. The Chapter dues component of the annual membership dues is collected and remitted to the Chapter Treasurer by the Treasurer of the NMSSAR.

He shall make all disbursements of funds from the Chapter General Fund and the Dedicated Fund. He shall secure from the BOM prior authority for all disbursements from the Dedicated Fund and disbursements from the Chapter Fund save only routine or incidental current operating expenses as defined in the Annual Budget.

He shall maintain fair and accurate records of all funds and financial transactions of the Chapter General Fund and the Dedicated Fund; and provide an updated written financial report in conjunction with each BOM meeting. He shall turn over such records to his successor when he shall for any reason leave office; and during his term of office, he shall present such records to the Board of Managers for auditing and review when so requested by the Board. He may serve without bond, in the discretion of the Board of Managers.

He shall be responsible for the Chapter's annual compliance with the IRS *Non-Profit Compliance Policy*. Details to assist in compliance are provided by NSSAR @ <http://www.sar.org/node/1783>.

Registrar: The Registrar shall examine all applications for membership for the accuracy of back-up proof and correctness. Upon satisfactory conclusion of this review, the Registrar will secure the necessary signatures and forward the completed application and one copy of said completed application to the NMSSAR Registrar for processing.

Historian: The Historian shall maintain a current history of this Chapter including: a chronological list of all officers who have served the Chapter, with their dates of service and their pertinent information, and insofar as possible a chronological account of the more important activities of the Chapter.

The Historian shall also keep a record of any awards presented by the Chapter, to include the name of the person or organization receiving the award; a description of the award; the date of the award; at what level the award was made (i.e.: Chapter; State; National, etc.)

Chaplain: The Chaplain shall open and close all meetings of the Chapter with such services as are usual and proper and shall perform such other religious functions as shall to him seem proper and under the invested authority of the Board of Managers.

ARTICLE TWO Board of Managers

The Board of Managers shall be composed of voting members as set forth in Article Three of the Constitution. In addition to the general duties and powers set forth in Article Three, the BOM shall:

- (1) Review and audit the records of the Treasurer before they are turned over to his successor.
- (2) Meet promptly after its election for the purpose of approving a budget of expected revenues and proposed expenditures for the ensuing year.
- (3) Approve or disapprove all expenditures of Chapter General Funds, excepting only previously budgeted minor and incidental current operating expenses.
- (4) Approve or disapprove all expenditures of Dedicated Funds.
- (5) In the case of a vacancy of any office, excluding the President & 1st VP, in this Chapter, or temporary disability of any officer to act, appoint a member in good standing to fill such vacancy until the next election, or during the temporary disability; as occasion requires.
- (6) Recommend to NMSSAR for discipline or expulsion any member who by conduct is disloyal to the ideals or is prejudicial to the interest of the NSSAR.

- (7) Meet in executive session upon the call of the President; provided that the Board may call itself into executive session without issuance of a call by the President, upon the written request of four of its members.

ARTICLE THREE Membership

Eligibility for membership shall be in accordance with Article Four of the Constitution of this Chapter.

Membership in this Chapter is contingent upon the punctual payment of annual dues; non-payment will result in membership sanction as more fully described in the NMSSAR By-Laws. Any member who has been dropped from the rolls for non-payment and wishes to be reinstated shall pay the current year's dues and the NSSAR and NMSSAR reinstatement fees.

ARTICLE FOUR Nominations and Elections

The officers enumerated in Article Two of the Constitution of this Chapter shall be elected by ballot at the annual meeting of the Chapter. Nominations shall be made in the following manner:

- (1) The outgoing president shall be the chairman of the Nominating Committee. He shall appoint at least four more members to the Nominating Committee no more than three of which can be current officers or members of the Board of Managers. The Nominating Committee shall meet no later than November 15 and shall prepare in writing a slate of officers containing only one candidate for each office for the following year. This slate shall be presented at the annual meeting; provided however, that a copy of said slate shall be sent by regular mail by the Secretary to each member of this Chapter along with the written notice of the annual meeting.
- (2) The ballot shall provide space for write in candidates. There shall be no nominations from the floor. Winning candidates shall be determined by a plurality of votes cast by members in good standing.

ARTICLE FIVE Meetings

In addition to the annual meeting designated in Article Five of the Constitution of this Chapter, there shall be at least six meetings of the Chapter each year. Said meetings are to be called by the President with the advice and consent of the Board of Managers. Written notice of such meetings shall be sent to each member at least five days prior to the meeting. Special meetings may be called at any time by the President with the advice and consent of the Board of Managers, provided that at least five days written notice of such special meetings shall be sent to each member, and further provided that such written notice shall fully and clearly describe the special business to be transacted at said meeting; and provided further that no business other than that specified in the call may be transacted at any special meeting. The Pledge of Allegiance to the Flag of the United States of America and the Pledge to the Sons of the American Revolution shall be recited by the membership at each Chapter meeting.

ARTICLE SIX Fees and Dues

Each member of this Chapter shall pay annual dues in accordance with the NMSSAR By-Laws.

ARTICLE SEVEN Committees

Except as otherwise provided herein, the President with the advice and consent of the Board of Managers shall determine from time to time what committees are desirable for the proper implementation of the Chapter's activities. The President shall appoint said committees and he shall designate the Chairman of each such committee or leave them to select their own chairman, as he may deem advisable.

ARTICLE EIGHT Quorums and Proxies

At any regular or special meeting of the Chapter, a quorum competent to transact all business properly coming before it shall be ten percent of the members in good standing appearing on the rolls of the Chapter at the time the meeting is convened. In order to cast a vote on any matter coming before such a meeting, a member must be in good standing and he must be present to cast his vote. There shall be no voting by proxy, either oral or written, except as otherwise provided in these by-Laws or in the Constitution of this Chapter. A plurality of the votes cast shall decide all issues unless specified otherwise in this Constitution & By-Laws.

At any meeting of the Board of Managers, except as otherwise provided for in these By-Laws or in the Constitution of this Chapter, four members of the Board shall constitute a quorum competent to transact all business properly coming before it, and a plurality of those present shall be required to resolve any issues. In order to cast a vote on any matter properly coming before the Board, a member must be present in person to cast his vote. There shall be no voting by proxy, either oral or written.

ARTICLE NINE Parliamentary Procedures

The rules set forth in the most current edition of *Robert's Rules of Order, Newly Revised* shall govern all Chapter meetings, Board meetings, and committee meetings of this Chapter, in so far as this volume is not inconsistent with these By-Laws or with Constitution of this Chapter.

ARTICLE TEN

Code of Business Ethics, Conflict of Interest, Whistle Blower Policy, and Record Retention and Destruction

The Albuquerque Chapter has adopted the NMSSAR position statement on *Code of Business Ethics, Conflict of Interest, Whistle Blower Policy, and Record Retention and Destruction*.

ARTICLE ELEVEN Communications

E-mail is the preferred method of written communications for Chapter business. Regular mail with proper postage may be used for those members who do not have E-mail.

ARTICLE Twelve Amendments

Proposed amendments to the By-Laws shall be reviewed and approved by the Chapter's Board of Managers. Following approval by the BOM, a written notice of the proposed amendment shall be sent to all members in good standing at least thirty (30) days prior to a meeting to vote on the amendment. The By-Laws may be amended at any regular or special meeting of the Albuquerque Chapter. An affirmative vote of two-thirds of those members present, and in good standing, shall be required for the adoption of any amendment.