

CONSTITUTION AND BY-LAWS
Gadsden Chapter, New Mexico Society, Sons of the American Revolution

CONSTITUTION

ARTICLE ONE

Name and Objectives

The name of the Chapter shall be "The Gadsden Chapter of the New Mexico Society of the Sons of the American Revolution." Its objective shall be to implement the purposes of the National Society of the Sons of the American Revolution as set forth in that Society's Constitution, and to work in harmonious cooperation with the New Mexico Society of the Sons of the American Revolution.

In the event of a situation which is not covered by the Gadsden Chapter's Constitution or By-Laws, the National Society and State Society Constitution and By-Laws will apply.

ARTICLE TWO

Officers

The officers of the Gadsden 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 the Gadsden Chapter. 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 be elected for more than two consecutive terms. Nomination of officers shall be as set forth in the By-Laws of the Gadsden Chapter, and their election shall be by ballot at the annual meeting. Winning candidates shall be determined by a plurality of votes cast by members in good standing at the annual meeting. Locally assigned duties and responsibilities of all officers are as follows:

Locally-Assigned Duties and Responsibilities of All Officers

1. Obtain copies of the Constitution and By-Laws of the New Mexico Society and of the Gadsden Chapter of the Sons of the American Revolution, read and understand them, and be willing to work within the regulations of the Constitutions and By-Laws of these groups.
2. There will be a written list of duties and responsibilities for each office in the Chapter. When a member is nominated for an office, he should read, understand, and be willing to abide by the duties and responsibilities of his office.

3. If for any reason an elected or appointed officer cannot carry out the duties of his office, it is his responsibility to notify the President as soon as practical and be of help in obtaining a replacement for his position.

4. The outgoing officer will normally have a collection of papers, handbooks, etc., which are related to the job and which should be turned over to the incoming officer. The incoming officer should read the "inherited" material, keep that which will be needed during his term of office, and turn over to the Historian all items which may be of historic interest.

5. Whenever an officer's term of duty expires, he should turn over to his successor all records, handbooks, and other papers pertaining to the job. He should also cooperate with the new officer in every way and help him to become acquainted with his new duties.

6. Communication and cooperation between officers is basically important. Each officer should have a list of all other officers, their telephone numbers, and addresses. Meetings of the Board of Managers will be utilized primarily for better communication between officers, but there should, ideally, be additional communication directly between one officer and another.

7. It is recognized that certain individuals, because of their interest or experience, will choose to perform certain duties which are not within the job description for his own office. When it is mutually agreeable and it is approved by the Board of Managers, officers may "switch" duties as herein outlined to improve the overall efficiency of the organization. Such changes of duty, however, will be approved for only one administration and should be reviewed at least annually.

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. The duties and powers of the Board of Managers shall be those duties and powers customarily appertaining to governing bodies of similar organizations. This Board shall exercise control over the administrative and financial affairs of the Gadsden Chapter, and shall perform those duties and exercise those powers more specifically set forth in the By-Laws.

ARTICLE FOUR

Membership

Membership in the Gadsden Chapter shall be confined to members in good standing of the National Society of the Sons of the American Revolution, and any member of said National Society shall be eligible for membership in the Gadsden Chapter. Procedures

governing the admission of members and their subsequent removal from the rolls of the Gadsden Chapter for any reason, shall be as set forth in the By-Laws.

ARTICLE FIVE

Meetings

The annual meeting for the election of officers and rotating Board members shall be held in January of each year. In addition thereto such other regular and special meetings shall be held as set forth in the By-Laws.

ARTICLE SIX

Dues and Fees

Upon becoming a member of the Gadsden Chapter each member may be required to pay into the funds of the Gadsden Chapter an initiation fee prescribed by the membership of the Gadsden Chapter, and this amount shall be in addition to any initiation fees payable to the National Society or any State Society of the Sons of the American Revolution. In addition to said initiation fee, each member of the Gadsden Chapter shall pay annual dues into the funds of the Gadsden Chapter in the amount prescribed by the Board of Managers, and said annual dues shall be in addition to any annual dues payable to the National Society of any State Society of the Sons of the American Revolution. The time and method of payment of Chapter dues shall be as set forth in the By-Laws.

ARTICLE SEVEN

Amendments

This Constitution may be amended by a two-thirds affirmative vote of the members in good standing who vote on such amendment at any regular meeting of the Gadsden Chapter, or by letter ballot sent to all members in good standing: provided that such amendment shall have been proposed at a previous meeting of the Gadsden Chapter, or by its Board of Managers: and provided further that detailed written notice of the proposed amendment shall have been sent to all members in good standing at least thirty days prior to the said meeting at which said amendment is to be voted upon, or prior to the date set for the counting of letter ballots.

BY-LAWS
Gadsden Chapter, New Mexico Society, Sons of the American Revolution

ARTICLE ONE

Officers

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 the Gadsden Chapter shall have such duties as are hereinafter imposed, and such powers as are hereinafter granted or which may be delegated to them from time to time by the Board of Managers.

President: The President shall be the chief executive officer of the Gadsden Chapter and shall exercise general control over the affairs of the Chapter under authority of the Board of Managers. He shall preside as chairman at all Chapter meetings. He shall preside as chairman 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, except as otherwise provided for in these By-Laws or in the Constitution of the Gadsden Chapter. He shall make a written annual report to the Chapter at its annual meeting near the end of this term in office 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. This report may be received by title.

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. He shall perform such other duties as may from time to time be assigned to him by the President, and he shall exercise such other powers as may from time to time be delegated to him by the Board of Managers.

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. He shall perform such other duties as may from time to time be assigned to him by the President.

Secretary: The Secretary shall serve as Secretary of the Board of Managers. At the direction of the President, he shall call meetings of the Chapter and of the Board. He shall keep a fair and accurate record of the proceedings of all meetings of the Chapter and of the Board, and shall 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 this office shall include billing Chapter dues, fees, and assessments as appropriate, but such billing may be delegated to the Treasurer of the New Mexico Society. The Treasurer shall receive all monies paid into the Chapter's funds, and shall deposit the same in such depository as shall be designated by the Board of Managers. He shall make all disbursements of Chapter funds, his signature and that of the President being sufficient authority for such disbursements, provided, however, that he shall secure from the Board of Managers prior authority for all disbursements save only minor and incidental current operating expenses. He shall keep a fair and accurate record of all funds and financial transactions of the Chapter, and he shall present and turn over such records to the Board of Managers at its last meeting prior to the end of his term of office. He may serve, without bond, at the discretion of the Board of Managers.

Registrar-Historian: The Registrar shall examine all applications for membership, and make appropriate recommendations thereon to the Board of Managers. He shall have care and custody of all records of membership, and shall keep a complete register of the names, dates of birth, dates of admission, and resignation or death of all members admitted, together with pertinent information concerning all applicants who are refused admission. He may serve as Chapter Historian: The Historian shall maintain a current history of the Gadsden 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. Either or both posts may be left vacant if the pertinent duties are delegated to the corresponding State officers. The Registrar-Historian's duties may be assumed by the Secretary upon the direction of the Board of Managers.

Chaplain: The Chaplain shall be an ordained minister: provided that if there be no ordained minister available from amongst the members in good standing of the Gadsden Chapter, then a layman may serve: and provided further that in selecting such a layman the Nominating Committee shall give preference to godly men who are closely identified with the affairs of their church. He shall pronounce the invocation and the benediction at all Chapter meetings and upon other appropriate occasions, and he shall perform such other religious functions as shall to him seem proper, under 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 those general duties and powers set forth in said Article Three, the Board of Managers shall

(1) Review and audit the records of the Treasurer before they are turned over to his successor.

(2) Approve or disapprove all expenditures of Chapter funds, excepting only minor and incidental current operating expenses.

(3) Appoint a Nominating Committee in accordance with Article Four of these By-Laws.

(4) In case of a vacancy of any office in the Gadsden Chapter, or the temporary disability of any officer to act, or of a vacancy or temporary disability of a rotating Board Member, appoint a member in good standing to fill such vacancy until the next election, or during such temporary disability, as occasion requires and except as otherwise provided for herein.

(5) Investigate, if and as it deems proper, any application for membership that has not been approved (accepted) by the New Mexico Society.

(6) Discipline or expel any member who by conduct disloyal to the ideals or prejudicial to the interests of the Sons of the American Revolution, shall render himself unworthy of membership in the Gadsden Chapter: provided the accused shall have had due notice and an opportunity to be heard.

(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 five of its members.

ARTICLE THREE

Membership

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

Any current year's dues shall become delinquent if not paid on or before March 1 of the year in which they are payable. Any member of the Gadsden Chapter who shall be delinquent in the payment of his dues shall cease to be a member in good standing, and shall lose his right to vote or to hold office. On March 1, the Treasurer shall give written notice to all members who have lost their good standing by nonpayment of dues. Any member who shall continue delinquent in the payment of his dues shall, after fifteen days written notice, be dropped from the rolls of this Chapter. Any member who has been thus dropped from the rolls shall pay the current year's dues and the National and State Societies reinstatement fee, if any, in order to rejoin.

ARTICLE FOUR

Nominations and Elections

The officers enumerated in Article Two of the Constitution of the Gadsden Chapter, together with the rotating Board members described in Article Three thereof, shall be

elected by ballot at the annual meeting of the Chapter. Nominations shall be made in the following manner:

(1) At least thirty days before the annual meeting the Board of Managers shall appoint a Nominating Committee of three members, of which no more than one shall be an officer or a member of the Board. The Nominating Committee shall prepare in writing a slate of officers and rotating Board Members containing only one candidate for each office to which an election is to be made, and shall present this slate at the annual meeting; provided, however, that a copy of said slate shall be sent by the Secretary to each member of the Gadsden Chapter along with the written notice of the annual meeting.

(2) The ballot shall provide space for write-in candidates.

(3) There may be 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 four 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 provided further 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 American shall be repeated by the membership at each Chapter meeting.

ARTICLE SIX

Fees and Dues

An initiation fee shall be paid by all members who join the Chapter in accordance with Article Six of the Constitution of the Gadsden Chapter. Each member of this Chapter shall pay annual dues in accordance with Article Three of these By-Laws and Article Six of the Constitution of the Gadsden Chapter: provided, however, that the Board of Man-

agers shall have power to pro rate the annual dues of new members in accordance with their length of membership during the year in which they join. Annual dues shall be payable in advance in January of each year, excepting for new members who shall pay in advance, upon notification of their acceptance as members, the proportional amount of their first years dues as determined by the Board of Managers.

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 elect 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 in person 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 the Gadsden Chapter. A plurality of the votes cast shall decide all issues.

At any meeting of the Board of Managers, except as otherwise provided for in these By-Laws or in the Constitution of the Gadsden Chapter, five members of the Board shall constitute a quorum competent to transact all business property 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

These By-Laws may be amended by a two-thirds affirmative vote of the members in good standing who vote on such amendment at any regular meeting of the Gadsden Chapter, or by letter ballot sent to all members in good standing: provided that such amendment shall have been proposed at a previous meeting of the Chapter, or by its Board of Managers: and provided further that detailed written notice of the proposed amendment shall have been sent to all members in good standing at least thirty days

prior to the said meeting at which said amendment is to be voted upon, or prior to the date set for the counting of letter ballots.