

NMCTM BY-LAWS

New Mexico Council of Teachers of Mathematics By-Laws (April 2016)

The By-Laws of the New Mexico Council of Teachers of Mathematics (hereinafter referred to as NMCTM) address the duties of officers, roles of standing committees, and financial and budgetary matters. The By-Laws also contain board policies. If there is any conflict or disagreement between these By-Laws and any provision of the Constitution of the New Mexico Council of Teachers of Mathematics, the Constitution shall take precedence and its provisions shall be observed.

ARTICLE I: NAME

The Non-Profit Corporation shall be known as the New Mexico Council of Teachers of Mathematics. (NMCTM)

ARTICLE II: OFFICES

Section I: The principal offices of the Corporation shall reside within the State of New Mexico, as the Executive Board may determine. There shall be other offices that may reside within or without of the State of New Mexico, as the Executive Board may determine.

Section II: The Corporation shall have and continuously maintain in the State of New Mexico a registered office. The registered office may be, but need not be; identical with the principal office in the State of New Mexico, and the address of the registered office may be changed from time to time by the Executive Board.

ARTICLE III: PURPOSE

The purpose of NMCTM shall be the advancement, encouragement, extension, improvement, and coordination of mathematics teaching at all educational levels in all membership regions of the state of New Mexico.

ARTICLE IV: MEMBERSHIP

Section 1: Eligibility: Membership is open to all persons interested in mathematics and mathematics education.

Section 2: The Executive Board shall establish various types of membership in the Council and determine the dues for each.

Section 3: Dues: The amount of the annual dues shall be established by the Executive Board.

Section 4: Voting membership shall consist of all regular members whose current dues to NMCTM have been paid.

Section 5: Any member delinquent in payment of dues as of January 31st shall have her/his membership terminated

ARTICLE V: VOTING AND MEETINGS

Section 1: Each member in good standing is entitled to one (1) vote in any election for Officers and on any matter submitted to the membership by the Executive Board.

Section 2: The annual meeting for the general membership of NMCTM shall be held in conjunction with the annual state conference.

Section 3: Special meetings of the membership may be called by the Executive Board, or the President at written request of not less than 10% of the membership entitled to vote.

Section 4: Notice of the time, place, and purpose of a special membership meeting shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given in person, by mail and/or electronic communication to each member of record entitled to vote at the meeting at his or her last address as it appears in the records of NMCTM. Alternatively, notice may also be published in any of the NMCTM's publications.

Section 5: The members present at a membership meeting shall constitute a quorum for all purposes. At such meeting, actions require approval by a majority of members present.

ARTICLE VI: OFFICERS

Section 1: The Officers of NMCTM shall consist of a President, President-Elect, NCTM Representative, Recording Secretary and Treasurer.

Section 2: Officers shall not receive any stated salaries or other compensation for their services as Officers. However, nothing herein contained shall be construed to preclude any officer from serving NMCTM in any other capacity and receiving compensation therefore.

Section 3: *Qualifications:* Candidates must be members of the NMCTM and maintain their membership throughout their term. President and NCTM Representative are required to be current members of NCTM.

Section 4: *Terms of Office*

- a) President-Elect shall be elected every other year. The term of office shall be one (1) year. At the end of that term, the President-Elect shall automatically serve two (2) years as President and one (1) year as Past-President.
- b) The term of office for the Recording Secretary, Treasurer and NCTM Representative shall be three (3) years. NCTM Representative election will occur in 2009; Recording Secretary in 2010 and Treasurer in 2011. Current officers shall continue their term until the appropriate election year.

- c) The membership shall elect the President - Elect every even-numbered year beginning with the election in 2010.
- d) If there are no nominations for a position, incumbent officers may serve more than two (2) consecutive full terms in the same position.
- e) Elected Officers assume the duties of their office at the first Executive Board meeting, held prior to January 1st of the calendar year following the annual meeting.
- f) If any office becomes vacant due to death, resignation or removal, the Executive Board is responsible for filling that vacancy by appointment.

ARTICLE VII: DUTIES OF OFFICERS

Section 1: *President*: It shall be the duty of the President to:

- a. Chair all business, Executive Board and Executive Committee meetings.
- b. Name all committees and appoint the chairs of all committees unless otherwise provided for in these By-Laws.
- c. Complete and submit Annual Report to NCTM.
- d. Perform all other duties as are customary for this office.

Section 2: *President-Elect*: It shall be the duty of the President-Elect to:

- a. Perform the duties of the president in the absence of that officer.
- b. Act as program chair for NMCTM meetings.
- c. Serve as a committee member, or appoint designee, of the State conference planning committee.

Section 3: *Treasurer*: It shall be the duty of the Treasurer to:

- a. Collect and disburse funds;
- b. Keep and maintain financial records;
- c. Pay all bills as authorized by the Executive Board;
- d. Present a Treasurer's report at Executive Board and Annual meetings
- e. Insure that any requisite IRS forms are filed, and
- f. Prepare, with the assistance of the Executive Board, an annual budget of the NMCTM.

Section 4: *Recording Secretary*: It shall be the duty of the Recording Secretary to:

- a. Keep an accurate record of meetings of the organization, Executive Board and Executive Committee.
- b. Provide minutes to each Executive Board and/or Committee member no later than two weeks following each meeting.
- c. Maintain all official records of the organization with the exception of the financial records.

- Section 5:** *NCTM Representative:* It shall be the duty of the NCTM Representative to:
- a. Act as a liaison between NMCTM and NCTM.
 - b. Keep NMCTM Executive Committee informed of NCTM activities
 - c. Promote membership in NCTM.
 - d. Submit article(s) to NMCTM Communication Specialist for publication in Newsletters regarding NCTM issues.
 - e. Be the NMCTM Delegate to NCTM Annual Conference, or appoint a designee. Expenses will be reimbursed based upon the availability of funds, up to \$500.

ARTICLE VIII: EXECUTIVE BOARD

Section 1: The business, property, and affairs of NMCTM shall be managed by the Executive Board.

Section 2: The Executive Board shall consist of the President, President-Elect, NCTM Representative, Treasurer, and Recording Secretary

Section 3: *Duties:* The Executive Board shall:

- a) Set policies and procedures related to the general oversight of all activities of the NMCTM, and review policies and procedures annually;
- b) Supervise the expenditure of funds and any required bonding;
- c) Fill interim vacancies on the Executive Board or Committee, by a majority vote, for the unexpired portion of the term.
- d) Act in accordance with NMCTM's organizational documents, the Articles of Incorporation and Bylaws, the New Mexico Nonprofit Corporation Act and Robert's Rules of Order, Newly Revised.

Section 4: *Resignation:* Any Board member may resign at any time by providing written notice to NMCTM. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 6.4f of the bylaws.

Section 5: *Removal:* Any officer elected or appointed by the Executive Board may be removed by a majority vote of the Executive Board wherever, in its judgment, the best interests of NMCTM would be served thereby.

Section 6: *Meetings:*

- a) The Executive Board shall meet at least once per quarter at a time and place determined by the President.
- b) Special meetings of the Board may be called by the President or a majority of the Executive Board.
- c) A Board member may participate in a meeting by telephone conference or any similar communications through which all persons participating in the meeting can communicate in real time and with each other. Participation in a meeting under this section constitutes presence in person at the meeting.

- d) A majority of the Executive Board shall constitute a quorum for the transaction of business at any Board meeting. At such a meeting actions voted on by a majority of Board members present shall constitute authorized actions of the Board.

Section 7: Consent to Board Actions

- a) Any action required or permitted to be taken by authorization of the Board may be taken without a meeting if, before the action, a majority of the Board consent to the action in writing or electronically. Consents shall be filed with the minutes of the Board's proceedings.
- b) An Officer of NMCTM shall be deemed to have assented to an action taken by the Executive Board unless he or she makes his or her dissent known during the meeting at which action was taken and his or her dissent is recorded in the minutes of the meeting. No Officer who affirmatively votes for any action may later dissent to that action.

ARTICLE IX: EXECUTIVE COMMITTEE

Section 1: The Executive Committee shall consist of the Executive Board, Immediate Past President, Communications Specialist, the Mathematics Specialist of the New Mexico Public Education Department (ex-officio), the Regional representatives and the various committee chairmen.

Section 2: *Regional Representatives:* Representatives will be elected at the annual meeting for a one year term. Regional representatives shall be appointed by the Executive Board if no nominations are received.

There will be five (5) regional representatives. Regions are defined by New Mexico school districts as follows:

Northwest Region School Districts: Central, Farmington, Aztec, Bloomfield, Dulce, Chama Valley, Jemez Mountain, Cuba, Quemado, Grants-Cibola, Zuni, and Gallup-McKinley.

Northeast Region School Districts: Clayton, Des Moines, Raton, Cimarron, Questa, Taos, Peñasco, Mora, Wagon Mound, Springer, Maxwell, Roy, Mosquero, Logan, Las Vegas City, Las Vegas West, Pecos, Vaughn, Santa Rosa, Tucumcari, San Jon, Mesa Vista, Española, Los Alamos, Santa Fe, and Pojoaque.

Central Region School Districts: Jemez Valley, Rio Rancho, Bernalillo, Albuquerque, Moriarty, Estancia, Mountainair, Belen, and Los Lunas.

Southwest Region School Districts: Reserve, Magdalena, Socorro, Truth or Consequences, Carrizozo, Tularosa, Ruidoso, Cloudcroft, Alamogordo, Las Cruces, Hatch Valley, Gadsden, Deming, Silver, Lordsburg, Animas, and Cobre.

Southeast Region School Districts: Corona, Hondo Valley, Capitan, Artesia, Carlsbad, Jal, Eunice, Lovington, Hobbs, Tatum, Dexter, Hagerman, Lake Arthur,

Roswell, Elida, Dora, Portales, Floyd, Texico, Clovis, Melrose, Grady, House, Fort Sumner, and Loving.

Section 3: *Duties of Regional Representatives:* It shall be the duty of the regional representative to:

- a) Be a member of the Membership Committee.
- b) At least once during a calendar year, host a mini-conference/workshop for their region, separate from the Annual Meeting. Up to \$500 in expenses may be reimbursed, subject to availability of funds.
- c) Be liaison for their region with the Executive Board.

Section 4: *Duties of the Immediate Past-President:* It shall be the duty of the immediate Past-President to:

- a) Chair the nominations committee and Awards Committee
- b) Prepare a ballot for the annual election of Officers
- b) Aid the president in carrying out his/her duties wherever possible
- c) Act as a resource person with regard to policies of the organization

Section 5: Duties of the Communications Specialist

- a) Assemble and distribute the NMCTM newsletter to all members at least twice a year.
- b) Maintain a database of members
- c) Update Website as needed

Section 6: The Mathematics Specialist of the New Mexico Public Education Department shall act as a liaison between the NMCTM and the New Mexico Public Education Department and serve on the board ex-officio.

Section 7: Executive Committee members will be invited to all Executive Board meetings as non-voting members and assist in the general operations of NMCTM.

ARTICLE X. SPECIAL COMMITTEES

Section 1: The Executive Board shall have the power to create any special committee when necessary and establish guidelines therefore.

Section 2: The AUDITING COMMITTEE, consisting of at least two members appointed by the Executive Board, shall audit the financial records annually.

Section 3: The MEMBERSHIP COMMITTEE shall include the Regional Representatives. It shall be the duty of the membership committee to promote, expand and stabilize the membership of the organization and keep an accurate list of the members of their regions. The chairperson of the Membership Committee shall be appointed by the Executive Board.

Section 4: The NOMINATIONS COMMITTEE shall prepare a slate of nominees prior to the annual meeting for presentation to the Executive Board. The Past-President shall serve as chairperson of the Nominations Committee.

Section 5: The SCHOLARSHIP AND AWARDS COMMITTEE shall solicit candidates for the various awards given by the Association to include, but not limited to, The Presidential Award for Excellence in Mathematics and Science Teaching.

ARTICLE XI: CONTRACTS, CHECKS, DEPOSITS AND FUNDS.

Section 1: The Executive Board may authorize any officer or officers, the agent or agents of NMCTM, in addition to the officers so authorized by these bylaws, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of NMCTM and such authority may be general or confined to a specific instance.

Section 2: All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of NMCTM shall be signed by such officer or officers, agent or agents of NMCTM in such a manner as shall from time to time be determined by resolution of the Executive Board.

Section 3: The Executive Board may accept on behalf of NMCTM any contribution, gift, bequest or devise for the general purpose of, or any special purpose of NMCTM. Either the Treasurer or the President will deposit all funds received, from any source, into the proper NMCTM bank account in accordance with provisions in fiscal guidelines.

ARTICLE XII: FISCAL YEAR

The fiscal year of NMCTM shall begin the first day of July and end the last day of June of the following year.

ARTICLE XIII: WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the Non-Profit Corporation Act of New Mexico or under the provisions of the Articles of Incorporation or bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV: PLURALISM AND DIVERSITY

The NMCTM is committed to reflecting the cultural diversity of American society. The goal is to reflect the diversity of our society in all aspects of operations, including the Executive Board, and the membership of the Corporation

ARTICLE XV: CONFLICT OF INTEREST

In all instances where policy or business decisions of NMCTM can result can result in direct or indirect financial or personal benefit to a member of the Executive Committee, the decisions in question must be explicitly reviewed by the Executive Board and with the member concerned absent during the decision. At every fall meeting of the Executive Committee, all members of the

Committee shall disclose any possible benefits they may receive, financial or otherwise, as a result of any NMCTM policy or business decision.

ARTICLE XVI; AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the members present at any regular meeting or at any special meeting.

ARTICLE XVII: PARLIAMENTARY PROCEDURE

All meetings will be governed by Roberts Rules of Order as then in effect.

ARTICLE XIX: FINACIAL CHARACTER OF THE ASSOCIATION

Section 1: The NMCTM shall be a nonprofit organization dedicated to the improvement of the teaching of mathematics in the elementary and secondary schools and in the two-year and four-year colleges and universities in New Mexico. This organization is organized exclusively for educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). More specifically, the purposes of the NMCTM shall be to encourage an active interest in mathematics, to afford an medium of interchange of views regarding the teaching of mathematics, and to further the study of problems relating to the teaching of mathematics.

Section 2: No substantial part of the activities of NMCTM shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, NMCTM shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 3: As a non-profit organization, no part of the net income of NMCTM shall inure to the benefit of or be lawfully entitled to receive any pecuniary profit from the operation thereof to its members, directors, officers or other private persons except NMCTM shall be powered to pay reasonable compensation for services rendered in affecting one or more such purposes and to make payments and distribution in furtherance of the purposes set forth above.

SECTION XX: DISSOLUTION

If, at any time, the NMCTM shall cease to carry out the purposes as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after the payment of its liabilities, be paid over to an organization, selected by the final Executive Board, which has similar purposes and has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding section of any future federal tax code, and such assets and property shall be applied for such charitable, scientific and educational programs.