



EAST MOUNTAIN WILDFIRE PREPAREDNESS ASSOCIATION BYLAWS

Article I. General

Section 1. Name

This organization shall be known as the **East Mountain Wildfire Preparedness Association**, herein called the "Association."

Section 2. Mission

The Association shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code, and according to the Articles of Incorporation and provisions of Section 53-8-69 of the New Mexico Nonprofit Corporation Act filed April 14, 1999. The Association shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation under section 501 (c)(3) of the Internal Revenue Code.

The Association shall engage primarily in providing education, training opportunities, information, and outreach to cooperating agencies, residents, and businesses with a vested interest in prevention of and response to wildfire in the East Mountain area of central New Mexico, including the counties of Bernalillo, Sandoval, Santa Fe, and Torrance, and the City of Albuquerque.

Section 3. Dissolution of Association

In the event of the dissolution of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed for use in furtherance of the purposes identified in Section 2 to a nonprofit fund, foundation, or corporation per a majority decision by the Board.

Section 4. Principal Office

The Principal Office shall be located at Sandia Ranger District, Cibola National Forest; 11776 Highway 337; Tijeras, Bernalillo County, New Mexico, 87059. The Board may change the Principal Office from one location to another (within the East Mountains) at its discretion from time to time.

All EMWPA physical property is listed in the attached appendix and is located at the addresses shown in the appendix.

Article II. Membership

The Association shall consist of members from agencies, businesses, or residents with a vested interest in prevention of and response to wildfire in the East Mountain area of central New Mexico, including the counties of Bernalillo, Sandoval, Santa Fe, and Torrance, and the City of Albuquerque.

- A. All members shall have a completed application on file with the Secretary.
- B. Membership shall be renewed annually.
- C. Members shall have voting privileges.

Article III. Officers and Board of Directors

Section 1. Officers

The Officers of the Association shall consist of a President, Vice-President, Secretary, and Treasurer and shall have a term of office for one (1) year. Officers may be elected for consecutive years.

Section 2. Board of Directors

All Officers shall be Board of Director members. The Board shall consist of up to ten (10) members: the Association President, Vice-President, Secretary, Treasurer, and up to six (6) Members-At-Large.

Section 3. Officer/Director Eligibility

Any member of the Association seeking election to any of the Officer or Director positions shall be a current member with an application on file.

Section 4. Officer/Director Elections

- A. Elections shall take place at the beginning of each calendar year, within the first 2 weeks of January, and any new officers will take office immediately.
- B. Any member having membership in the Association shall have the right to vote.
- C. Election of all Officers/Directors shall be made by simple majority of the members in attendance.

Section 5. Vacancies and Resignations

- A. In the event of a vacancy occurring in the office of the President, the Vice-President shall immediately assume all duties and authorities of the President.
- B. In the event of a vacancy occurring in the office of the Vice-President, Secretary, Treasurer, or Members-At-Large positions, the President shall immediately appoint a replacement. Upon approval of the Board of Directors, the appointed replacement shall serve for the unexpired term.

Section 6. Removal from Office

- A. An Officer/Director may be removed by majority vote of the Board of Directors.
- B. An Officer/Director may be removed by majority vote of the members.

Article IV. Duties

Section 1. Duties of Elected Officers

President. The President shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board, generally supervise and direct the Association's affairs and Officers. Without prejudice to these general powers, and subject to the same limitations, the President shall also attend to the following:

- A. Preside at meetings of the membership and the Board of Directors.
- B. Appoint all standing and special committees.
- C. Be an ex-officio member of all committees.
- D. Sign and approve with the Vice-President all expenditures less than \$300. Expenditures of \$300 or more requires approval of the Board of Directors.
- E. Sign and approve any expenditures that will be reimbursed by grants for programs provided to the Association.
- F. Enforce Bylaws of the Association.
- G. Perform all duties incident to the office of President that are required by law and as may be prescribed by the Board of Directors from time to time.

Vice-President. In the absence or disability of the President, the Vice-President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to the restrictions upon, the President. Without prejudice to these general powers, and subject to the same limitations, the Vice-President shall also attend to the following:

- A. Approve with the President all expenditures less than \$300 that will not be reimbursable from grants to the Association.
- B. Perform all duties incident to the office of the Vice-President that are required by law and as may be prescribed by the Board of Directors from time to time.

Secretary. The Secretary shall serve as the Association's custodian of records. The Secretary shall attend to the following:

- A. Keep a book of minutes of the proceedings of its members, the Board, and any standing and special committees.
- B. Give notice of meetings.
- C. May attest the execution of instruments on behalf of the Association.
- D. Attend to all correspondence and present to the Association at its meetings all official communications received.
- E. Maintain the Association's current membership and email lists, file membership applications, and maintain the EMWPA website and Facebook account.
- F. Perform all duties incident to the office of Secretary that are required by law and as may be prescribed by the Board of Directors from time to time.

Treasurer. The Treasurer shall care for, maintain custody of, and be responsible for all funds and securities in the name of the Association in such banks, trust companies, or other depositories as the Board shall designate. The Treasurer shall attend to the following:

- A. Keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the Association.
- B. Make, sign and endorse in the name of the Association all checks, drafts, notes, and other orders for the payment of money, and pay out and dispose of such under the direction of the President.
- C. Furnish a current financial statement and otherwise report on the condition of the finances of the Association at membership meetings, for Board of Directors meetings, and upon request by the Officers or Board of Directors.
- D. Complete the State of New Mexico Annual Corporate Report.
- E. Complete the federal tax return.

F. Prepare documents for annual audit.

G. Perform all the duties incident to the office of Treasurer that are required by law and as may be prescribed by the Board of Directors.

Members-At-Large. Members-At-Large will serve as liaisons to the agency or community they represent. Members-At-Large will assist the President and other Officers of the Association in any duties assigned them by the President of the Association in furtherance of the Mission of the Association.

Section 2. Duties of the Board of Directors

The duties of the Board of Directors shall be as follows:

A. All corporate powers shall be exercised by or under authority of, and the Association shall be managed under the direction of, the Board of Directors. The Board of Directors shall have general charge of the affairs of the Association.

B. Except as limited by the Act or the Articles, and subject to other provisions of these Bylaws, all corporate powers shall be exercised by or under authority of, and the Association shall be managed under the direction of, the Board of Directors.

C. Create and maintain a plan to provide for continuity and the general direction of the Association.

D. Approve all expenditures of \$300 or more that are not from reimbursable grants.

E. Act as a liaison between the Association and represented states on issues of mutual interest and/or concern to agencies.

F. Provide reports and information on behalf of the represented agencies and members pertinent to the Association.

G. Conduct, manage, and control the affairs and business of the Association and make such rules and regulations for the Association that are consistent with law and these Bylaws, as the Directors deem in the best interest of the Association.

H. Perform all duties in good faith, to the best interest of the Association and with such care as an ordinarily prudent person would use under similar circumstance in a like position and shall be entitled to rely on factual information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented.

I. Enforce Bylaws of the Association.

Section 3. Records

All officers shall deliver all records of their office to their successors.

Section 4. Pecuniary Gain

No part of the income or assets of the Association shall become advantageous to the benefit of any Officer or member of the Association or to any private individual.

Article V. Meetings

Section 1. General Meeting

There will be general meetings of the membership scheduled throughout the year as requested by the President or the Board of Directors.

Section 2. Board of Directors Meeting

The Board of Directors shall meet at the call of the President but not less than once a year. This call can be either in person or as a remote video meeting. A simple majority shall constitute a quorum for the transaction of business at all meetings of the Board. A special meeting of the Board may be called at the request of three (3) or more Directors. Directors may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating can hear each other simultaneously.

Article VI. Other

Section 1. Finances and Accounting

A. The fiscal year of the Association shall extend from the first day of January through the thirty-first day of December of the same year. Unless otherwise required by applicable tax law or generally accepted principles of accounting, the Association uses the cash method of accounting.

B. The President and Treasurer shall both be signatories on all accounts of the Association.

C. No Officer or Member shall incur any expenses in the name of the Association without prior approval of the Board of Directors. The President and Vice-President may approve expenditures of less than \$300 without approval of the board. Board approval is not needed if the expenditures will be reimbursed by grants that the Association utilizes for projects and programs during the year.

D. Reasonable compensation in the way of reimbursement may be made to any Officer or Member as approved by the Board of Directors.

Section 2. Quorums

A. Board of Directors—Presence in person or remotely of a majority of Directors then in office .

B. Membership—Presence of a simple majority of the membership in attendance.

Article VII. By-Laws

Section 1. Amendment

These Bylaws may be altered, amended, restated, or repealed, or new bylaws adopted, by majority approval of the Board of Directors.

Section 2. Maintenance

These Bylaws shall be maintained at the Association's Principal Office in New Mexico and shall be subject to inspection and copying by the public.

Except as may be limited by the Board, the Secretary has authority to certify a true and complete copy of these Bylaws (as in effect at the time of certification) as the Bylaws of the Association.

Execution by Authorized Officers/Directors

These foregoing Bylaws of the East Mountain Wildfire Preparedness Association, consisting of six (6) pages, are executed by the Authorized Officers/Directors listed below. By this execution, each of the signatories certify that (1) they are an authorized Officer/Director of the Association and (2) the foregoing Bylaws are the Bylaws of the Association as of the date of this execution.

Jerome Macdonald

Digitally signed by Jerome Macdonald Date:
2024.02.20 19:48:15 -07'00'

Name and Date

President

Title of Officer/Director

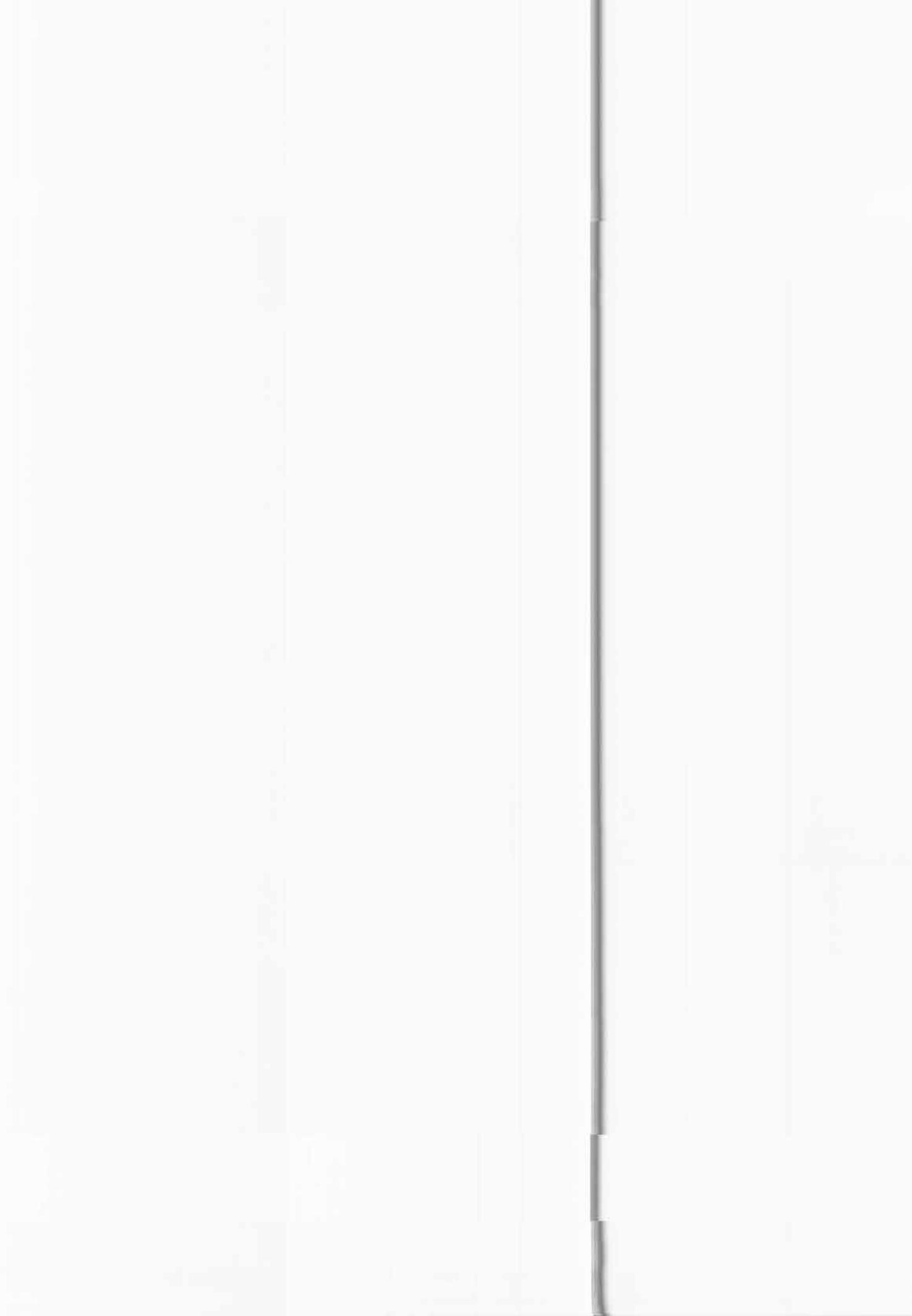
John Helmich

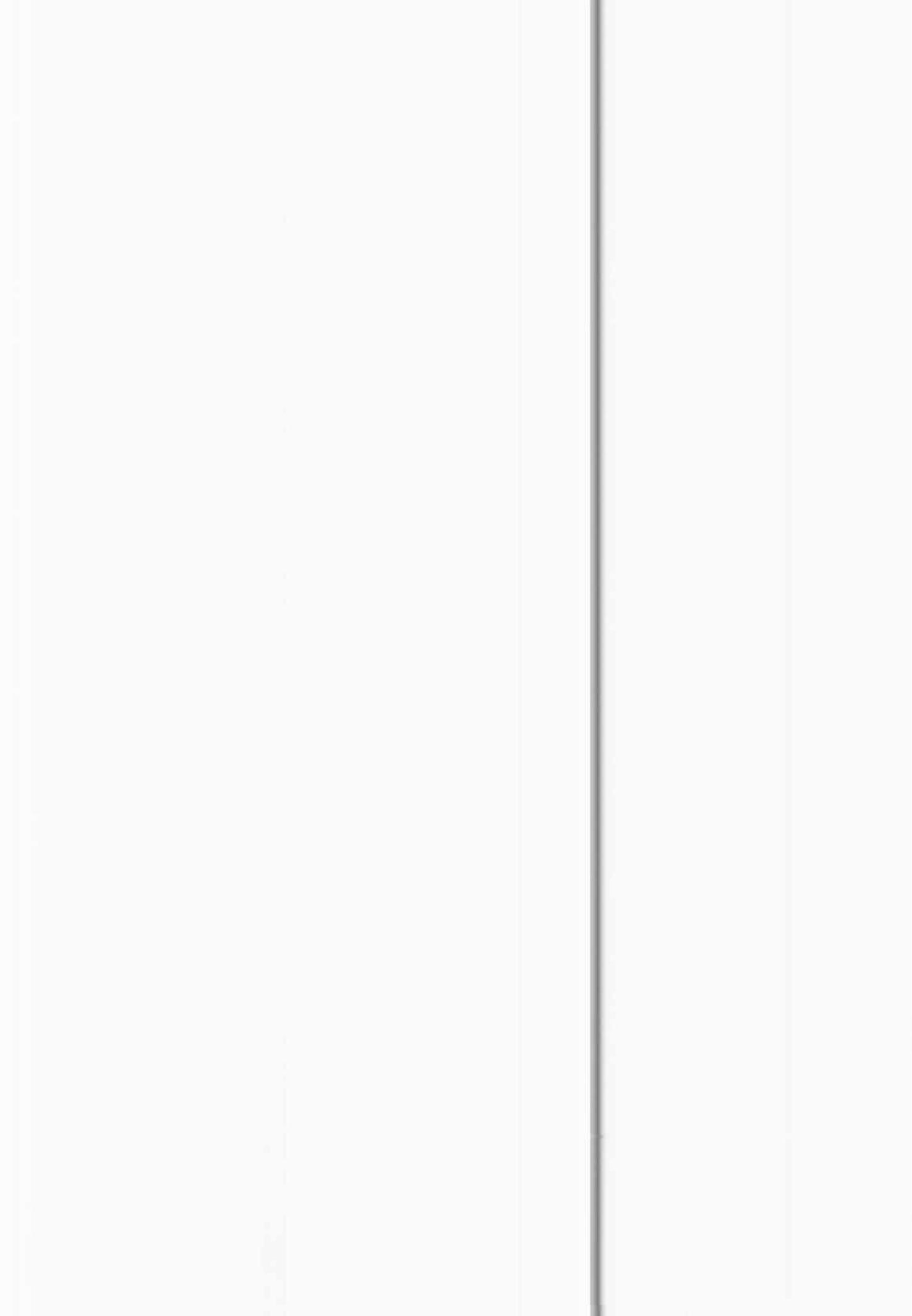
Digitally signed by John Helmich
Date: 2024.02.23 13:32:11 -07'00'

Name and Date

Secretary

Title of Officer/Director







Storage, 553. Zamora Road, Tijeras, New Mexico.

1. Epson Model EX3220 Multimedia Projector
2. Various cables for connecting to computer/laptop
3. Projection screen--large
4. Utility cart--8 cubic feet
5. Hisonic Portable Wireless Microphone PA System
6. 6' table
7. 8' table
8. EMWPA tablecloths for both tables
9. EMWPA banner — 1 each — 3'x 8'
10. EMWPA banner — 1 each — 3'x 6'
11. Commercial ("pop up") booth with accessories — 10' x 10'
12. Various plastic storage bins
13. 4-drawer file cabinet
14. 2-drawer file cabinet
15. Retractable banner stand--map of East Mountain fire hazard zones
16. Assorted tools for 2024 EMWPA programs, assorted overages of Go Bag items
17. EMWPA sandwich boards — 2' x 2' board size, approximately 45" high, 5 each
18. Hosting services for website (intangible)--HostGator
19. Bulk email services (intangible)--YMLP
20. EMWPA Facebook page (intangible)
21. EMWPA website (intangible)
22. EMWPA Gmail account (intangible)
23. Chainsaw--future raffle item

