

# 2019 AMENDED BYLAWS



**NEW MEXICO**  
**FARM & LIVESTOCK BUREAU**

**2220 NORTH TELSHOR BOULEVARD, LAS CRUCES, NM 88011**

**WWW.NMFLB.ORG STATE OFFICE: (575)532-4700 FAX: (575)532-4710**

# **ARTICLE I**

## **NAME**

The name of this organization shall be the New Mexico Farm and Livestock Bureau (Farm Bureau).

# **ARTICLE II**

## **PURPOSE**

Farm Bureau is a free, independent, nongovernmental, voluntary organization of farm, ranch and rural families united for the purpose of analyzing their problems and formulating action to achieve educational awareness and social advancement, and thereby, to promote the national well-being.

Farm Bureau is local, statewide, national, and international in its scope and influence and is nonpartisan, nonsectarian, and non-secret in character. Farm Bureau is a member of the American Farm Bureau Federation.

# **ARTICLE III**

## **MEMBERSHIP**

### **SECTION 1. QUALIFICATIONS**

Persons actively engaged in or retired from agricultural enterprises may make application for regular membership in this organization. If accepted, the applicant will be entitled to all rights and privileges of membership upon payment of dues. Other persons interested in agriculture may make application for associate membership in this organization, and if accepted, they will be entitled to rights of membership except that of voting or holding office.

The New Mexico Farm and Livestock Bureau, with the assistance of the county farm bureau, shall classify each member as a regular member or an associate member for purposes of voting, holding of office, dues payment and commodity interest.

## **SECTION 2. DUES**

The annual dues of this association shall be \$56 plus the current membership rate charged by the American Farm Bureau Federation. Payment shall consist of the following \$43.00 to the New Mexico Farm and Livestock Bureau, and \$13.00 to the member County Farm Bureau. Upon such time as the American Farm Bureau membership rate increases to \$7 this section of the bylaws will be subject to review.

# **ARTICLE IV OFFICERS**

## **SECTION 1. OFFICERS**

The officers of this association shall be a president, 1st vice president, ~~2nd vice president~~, and secretary/treasurer.

The president and vice presidents shall be bona fide farmers or ranchers as set forth by **AFBF AND NMFLB GUIDELINES AND DEFINITIONS AND IS A FULL TIME RESIDENT OF THE STATE OF NEW MEXICO.** ~~bylaws~~ **THE PRESIDENT** and **VICE PRESIDENTS** shall serve without salary, except such compensation as is deemed advisable by the Board of Directors.

## **SECTION 2. ELECTIONS FOR PRESIDENT AND VICE PRESIDENTS**

At the annual meeting of delegates, candidates shall be nominated from the floor and elected by ballot, unless running unopposed. The president shall be elected first and then voting for subordinate officers shall take place.

Any qualified candidate from any district is eligible to be nominated for officer positions. State officers may be from the same district but shall not be from the same county. Officers shall serve for a period of two years and shall serve until the election and installation of their respective qualified successors. Elections shall take place in even numbered years.

## **SECTION 3. APPOINTMENT OF SECRETARY/TREASURER**

The secretary/treasurer shall be appointed annually by the Board of Directors. The secretary/treasurer may be removed at any time by a two-thirds (2/3) vote of the Board of Directors

# ARTICLE V

## DUTIES OF OFFICERS

### SECTION 1. THE PRESIDENT

Shall preside at all meetings of its members and at all meetings of the Board of Directors.

Subject to the control of the Board of Directors, the president shall have general charge of the business of Farm Bureau.

In the absence of the president, the next officer in due order who may be present shall preside. For the purpose of these bylaws, the order of officers shall be as follows: president, 1st vice president, ~~2nd vice president~~.

The president, with the advice and approval of the Board of Directors, shall appoint all standing and special committees, with the exception of Young Farmers and Ranchers and Women's Leadership Committee.

The president shall be a member ex-officio of all committees.

### SECTION 2. 1ST VICE PRESIDENT

The 1st vice president shall, in the absence of the president, exercise the powers and perform the duties of the president; otherwise he/she shall have such powers and perform such duties as may be assigned to him/her by the president, or by the Board of Directors.

### ~~SECTION 3. 2ND VICE PRESIDENT~~

~~The 2nd vice president shall, in the absence of the president and 1st vice president, exercise the powers and perform the duties of the president; otherwise he/she shall have such powers and perform such duties as may be assigned to him/her by the president, or by the Board of Directors.~~

### SECTION 4. 5. SECRETARY/TREASURER

The secretary/treasurer shall be appointed annually by the Board of Directors and shall serve until the appointment and acceptance of a successor. Provided, the secretary/treasurer may be removed at any time by a two-thirds (2/3) vote of the Board of Directors. The Secretary/Treasurer is a non-voting member of the Board.

## **SECTION ~~5.~~ 4. CHIEF EXECUTIVE OFFICER**

The chief executive officer is a non-voting member of the Board of Directors, appointed annually by the voting members of the Board. The responsibilities of the chief executive officer are to carry out the day to day business and directives of the Board in operating the corporation, to include receiving and disbursing funds.

## **SECTION ~~6.~~ 5. VACANCY**

If a vacancy occurs in an officer position, the Board of Directors may appoint a successor to fill such vacancy. The appointee shall be qualified to hold the office and shall serve until the next annual meeting of Farm Bureau or is otherwise removed by the Board in accordance with these Bylaws.

# **ARTICLE VI**

## **BOARD OF DIRECTORS**

### **SECTION 1. NUMBER AND AUTHORITY**

The Board of Directors shall be elected by the voting delegates at the annual meeting. Nominees for each director position shall be submitted by the caucus representing the district for which the director will serve. Each of the districts defined in Article VI, Section 2 shall, furnish two members to the Board of Directors, and an additional member upon reaching one-thousand paid members, and a fourth director upon reaching fifteen hundred paid members.

Subject to such policies as may be adopted by the voting delegates assembled in a regular or special meeting, the business and property of Farm Bureau shall be managed and controlled by the Board of Directors, including the president and vice presidents, each of whom shall, upon due election to such office, possess and may exercise all of the powers of directors.

The State Chair of the Women's Leadership Committee and the State Chair of the Young Farmers and Ranchers Committee of the New Mexico Farm and Livestock Bureau shall be additional voting members of the Board of Directors.

The Immediate Past President shall continue to serve as an ex-officio member of the Board for one year after the completion of his/her final term.

## **SECTION 2. DISTRICT REPRESENTATION**

For the purpose of providing district representation on the board of directors, the state shall be divided into five districts as follows:

District 1 - Colfax, Union, Mora, Harding, **AND** San Miguel, and **Guadalupe**

counties. District 2 - Quay, Curry, Roosevelt, De Baca counties **AND GUADALUPE**.

District 3 - Lea, Chaves, Eddy, Lincoln, and Otero counties.

District 4 - Dona Ana, Luna, Hidalgo, Grant and Sierra counties.

District 5 - Torrance, Bernalillo, Valencia, McKinley, Santa Fe, Taos, Rio Arriba, San Juan, Sandoval, Socorro, Catron, Los Alamos and Cibola counties.

## **SECTION 3. TERM OF OFFICE**

The members of the Board of Directors shall serve for two (2) years or until election and acceptance of their qualified successors, except as provided in Section 1.

## **SECTION 4. ELECTION IN ALTERNATE YEARS**

Directors representing districts one (1), three (3), and five (5) shall be elected to office in odd numbered years. Directors representing districts two (2) and four (4) shall be elected in even numbered years.

## **SECTION 5. QUALIFICATIONS**

The members of the Board of Directors must be **BONA FIDE FARMERS AND RANCHERS AS SET FORTH BY THE AFBF AND NMFLB GUIDELINES AND DEFINITIONS, A FULL-TIME RESIDENT OF THE STATE OF NEW MEXICO, AND A** regular members of Farm Bureau in good standing. Except for the chief executive officer, no director may be a regular salaried employee of Farm Bureau, or a regular salaried employee or an independent contractor of an affiliated or subsidiary company.

## **SECTION 6. MEETINGS**

The Board of Directors shall meet for organization and the transaction of necessary business as soon as practicable after the annual meeting of Farm Bureau and as often thereafter as may be necessary to conduct the business of Farm Bureau. Special meetings of the Board of Directors shall be held at such times and on such notice as the President, the Executive Committee or a majority of Board members may from time to time determine.

## **SECTION 7. QUORUM**

Thirteen (13) members of the Board of Directors shall constitute a quorum. A majority of the members in attendance at any meeting, shall, in the presence of a quorum, decide its actions. In the absence of a quorum, those present may adjourn to a later date, but may not transact any business.

## **SECTION 8. VACANCY**

In case of a vacancy in the Board of Directors, the Board of Directors may appoint a successor to fill such vacancy who is qualified to hold the office until the next succeeding annual meeting of Farm Bureau, provided that in the selection of the director, the provision for district representation shall be adhered to and preference given to informal nomination solicited from the county boards in the district affected.

## **SECTION 9. COMPENSATION**

The directors shall serve without compensation but shall be reimbursed to cover necessary expenses of subsistence and travel while attending meetings of the Board of Directors.

## **SECTION 10. COOPERATIVE RELATIONS**

The Board of Directors shall have authority to establish and maintain, by suitable arrangement and agreement, cooperative relations with any other organization.

## **SECTION 11. REMOVAL**

A member of the Board of Directors may be subject to removal at the discretion of the Board for three (3) consecutive unexcused absences or for behavior deemed unethical by the Board. Removal must be approved by sixteen (16) members of the Board.

## **SECTION 12. ADDITIONAL POWERS OF THE BOARD**

### **A. Representation in Meetings of AFBF.**

While and during such period as Farm Bureau shall be a member of the American Farm Bureau Federation, Farm Bureau by due action of its Board of Directors, conforming to the bylaws of the American Farm Bureau Federation, shall annually appoint a voting delegate, or delegates, to represent Farm Bureau at regular and special meetings of AFBF. The representative(s) shall serve until a qualified successor(s) is appointed.

**B. Property Transactions.**

The Board of Directors of Farm Bureau, in addition to the powers and authority authorized by the statutes of the State of New Mexico for Boards of Directors for non-profit corporations, shall have the specific authority to purchase, own, maintain, mortgage, sell, lease, or otherwise deal in real property; and to do all things necessary and convenient in the furtherance thereof, to include, but not be limited to, borrowing money, encumbering, signing mortgages, liens, or any other documents necessary or required by any real property transaction by Farm Bureau.

## **ARTICLE VII**

### **HOUSE OF DELEGATES**

#### **SECTION 1. ANNUAL MEETING**

The annual meeting of the voting delegates and members shall be held during the months of November or December of each year, the date and place to be selected by the Board of Directors. Regular and special meetings of members may be called by the president.

#### **SECTION 2. SPECIAL MEETINGS**

The President shall call a special meeting at the request of 2/3 of the elected Board of Directors or upon receipt of a written request signed by a majority of the delegates authorized at the previous meeting of the House of Delegates. Special meetings called as a result of a vote of the Board of Directors or written request of delegates shall be convened as soon as practical, but not to exceed 45 days of receipt of the request.

#### **SECTION 3. MEETING NOTICE**

Notice of meetings of the voting delegates and of members shall be mailed to the county presidents at least twenty days prior to such meetings.

#### **SECTION 4. QUORUM**

For the transaction of business for any regular or special meeting, the quorum shall consist of 50 qualified voting delegates. A majority of the delegates in attendance at any meeting, shall, in the presence of a quorum, decide its actions. In the absence of a quorum, those present may adjourn to a later date, but may not transact any business.



## **SECTION 5. VOTING DELEGATES**

### QUALIFICATIONS

All voting delegates must be regular members of Farm Bureau who are in good standing (as per Article III, Section 1.). In no event shall the county farm bureau advisor, county farm bureau agent, nor any contracted, salaried or paid employee or agent of Farm Bureau, or any of its affiliated or subsidiary companies, be qualified to serve in such capacity.

### VOTES

Each voting delegate present shall have the right to cast one (1) ballot on each proposition. An individual may serve as a voting delegate and cast one (1) vote representing the county Farm Bureau in which that individual is a regular member. Proxy voting is not allowed.

### NUMBER OF VOTING DELEGATES

The regular members within a county shall be entitled to representation at the annual meeting of voting delegates and at any regular or special meeting of members, by one voting delegate, and one additional voting delegate for each sixty regular members, or major fraction thereof. Representation at any annual meeting of voting delegates or regular or special meeting of members shall be determined on the basis of regular membership on September 30th.

### APPOINTMENT

The names of all voting delegates and alternates shall be submitted to the State Office ten (10) days prior to the State Annual Meeting. There will be no substitutions after that date. Only the delegates or their alternates submitted to the State Office will be allowed to vote.

### EXPENSE OF VOTING DELEGATES

The Board of Directors shall establish an allowance for voting delegates attending the annual meeting of voting delegates.

# ARTICLE VIII

## COMMITTEES

### SECTION 1. STANDING AND SPECIAL COMMITTEES

The president, with the advice and approval of the Board of Directors, shall appoint all standing and special committees with the exception of Young Farmers and Ranchers and Women's Leadership Committee and he/she shall be an ex-officio member of all committees. Members of special and standing committees shall be regular members in good standing of Farm Bureau. No standing or special committee shall have authority to take final action on any matter without approval and due concurrence of the Board of Directors.

### SECTION 2. EXECUTIVE COMMITTEE COMPOSITION

The Executive Committee shall consist of the president, 1st vice president, ~~2nd vice president~~, and one representative from each district, all of whom have voting privileges. At the annual meeting, in alternating years consistent with the election of directors, each district caucus shall nominate one person to represent their district on the Executive Committee. The nominees will be approved by the House of Delegates to be seated by the Board of Directors.

#### RESPONSIBILITIES

The Executive Committee shall be chaired by the president and will make recommendations to the full Board of Directors on interpretation of policy, financial and sensitive personnel issues as well as execute directives assigned to them by the Board of Directors.

#### MEETINGS

The Executive Committee will meet as needed.

#### QUORUM

A quorum will consist of five (5) members of the Committee.

### SECTION 3. WOMEN'S LEADERSHIP COMMITTEE

#### COMPOSITION

The name of this committee shall be the Women's Leadership Committee (WLC). All women who are regular members of Farm Bureau meeting the qualifications as defined in Article VII, Section 5A are eligible to be members of WLC. The WLC shall consist of the state chair, state vice chair, second state vice chair/secretary, treasurer, one district

representative from each district and additional members appointed by the state WLC chair.

There is a distinction between the committee and the Women's Leadership Program. As composition and functions are listed for the Women's Leadership Committee, the Women's Leadership Program is more lucid. Regular members of Farm Bureau meeting the qualifications defined in Article III Section 1 are eligible to participate in the Women's Leadership Program. If they are chosen to represent their county or state as a delegate in any capacity, then they must meet the qualifications defined in Article VII Section 5.

#### FUNCTION

The WLC shall constitute a standing committee of Farm Bureau in a similar manner as any other standing committee and shall perform and carry out its work under the supervision and direction of the Board of Directors of Farm Bureau.

#### ELECTION OF OFFICERS

##### State Officers

At the annual meeting of Farm Bureau in odd numbered years, the state chair of the WLC shall call a meeting of the WLC to nominate members for the positions of state chair, state vice chair, second state vice chair/secretary, and treasurer. These nominations shall be reported to the voting delegates of Farm Bureau for the election to the officer positions. These officers shall serve for a two-year term or until the election and acceptance of a qualified successor.

##### Nomination and Election of District Chairs

At the annual meeting of Farm Bureau, WLC members shall, in district caucuses called by the state women's committee chair, meet and elect from each district a member to serve for two years or until a successor is elected as district women's chair. Districts shall be the same as defined in Article VI, Section 2. Districts 1, 3, and 5 shall be elected in odd numbered years. Districts 2 and 4 shall be elected in even numbered years.

#### VACANCIES

Vacancies occurring in the officers or district chairs of the WLC shall be filled by the Board of Directors of Farm Bureau. The person accepting appointment shall serve until the next annual meeting of Farm Bureau when the voting delegates shall elect the person to fill the vacancy. The board may accept nominations for appointment from a special caucus of the WLC called for the purpose of making a recommendation to the board for appointment to fill the vacated position.

#### DUTIES OF THE STATE CHAIR

The Chairman shall be the presiding officer of the WLC and shall perform such other duties as may be provided in the bylaws of Farm Bureau or by resolution of the Board of Directors of the Farm Bureau.

## SECTION 4. YOUNG FARMERS AND RANCHERS COMMITTEE

### COMPOSITION

All regular members of Farm Bureau 18 years of age through 35 years of age meeting the qualifications defined in Article VII, Section 5 A are eligible to be members of the Young Farmers and Ranchers Committee (YF&RC). The YF&RC shall consist of the state chair, state vice chair, second state vice chair/secretary, treasurer and additional members appointed by the state YF&R chair.

### FUNCTION

The YF&RC shall constitute a standing committee of Farm Bureau in a similar manner as any other standing committee and shall perform and carry out its work under the supervision and direction of the Board of Directors of Farm Bureau.

### ELECTION OF OFFICERS

At the annual meeting of Farm Bureau in odd numbered years, the state chair of the YF&RC shall call a meeting of the YF&RC to nominate members for the positions of state chair, state vice chair, second state vice chair/secretary, and treasurer. These officers shall serve for a two-year term or until the election and acceptance of his/her qualified successor. Nominations shall be reported to the voting delegates of Farm Bureau for the election to the officer positions.

### TERM LIMITS

Each officer is qualified for a two (2) year term unless he/she resigns, is removed, or is otherwise disqualified to serve. No officer shall hold office for more than two (2) consecutive terms—four (4) years for that position. The term limit provision may be waived upon the decision of the committee due to vacancies or special circumstances.

### DUTIES OF THE STATE CHAIR

The Chairman shall be the presiding officer of the YF&RC and shall perform such other duties as may be provided in the bylaws of Farm Bureau or by resolution of the Board of Directors of the New Mexico Farm and Livestock Bureau.

## SECTION 5. AUDIT COMMITTEE

### COMPOSITION

The Audit Committee is a standing committee of the Board of Directors. ~~This committee is chaired by the 2nd vice president unless otherwise determined by the president and approved by the Board.~~ **THIS COMMITTEE CHAIR IS DETERMINED BY THE PRESIDENT AND APPROVED BY THE BOARD ANNUALLY.** Other committee members are nominated by the President and approved by the Board annually.

### RESPONSIBILITIES

The Audit Committee shall receive and review the annual audit or financial review from an outside accounting firm. The Audit Committee will make a report to the Executive Committee and subsequently, to the full Board concerning the highlights of the audit and any findings worthy of mention. The Audit Committee will make a recommendation to the Board concerning receiving and filing the report.

## **SECTION 6. RESOLUTIONS COMMITTEE**

### COMPOSITION

The Committee shall consist of state officers, all County Farm Bureau Presidents or their designees, Young Farmers and Ranchers Committee Chairman, and Women's Leadership Committee Chair.

### RESPONSIBILITIES

The Committee shall receive and review resolutions submitted by county Farm Bureau organizations; consolidate similar resolutions; make recommendations to the House of Delegates to approve, rewrite, amend or delete existing policies and proposed resolutions.

### MEETINGS

The Resolutions Committee may meet if deemed necessary by the President. If necessary, meetings shall take place three (3) to four (4) weeks prior to the annual meeting and reasonable notice shall be given.

## **SECTION 7. NOMINATING COMMITTEE**

Prior to the Annual Meeting, the President may appoint a nominating committee to consider eligible candidates for the offices of president, 1st vice president ~~and 2nd vice president~~. **THE NOMINATING COMMITTEE WILL CONSIST OF AT LEAST ONE MEMBER FROM EACH OF THE FIVE REPRESENTATION DISTRICTS. NO MEMBER MAY SERVE ON THE NOMINATING COMMITTEE MORE THAN ONE CONSECUTIVE APPOINTMENT.** The Nominating Committee shall recommend candidates for nomination to the House of Delegates.

# **ARTICLE IX**

## **FINANCES**

### **SECTION 1. FISCAL YEAR**

The fiscal year of Farm Bureau shall begin on the first day of November and terminate on the last day of October of the following calendar year. The membership year of Farm Bureau shall be on an annual basis and total membership shall be calculated as of October 31st of each year.

### **SECTION 2. AUTHORITY**

The Board of Directors has the authority to direct the financial operations of Farm Bureau.

### **SECTION 3. FINANCIAL OVERSIGHT**

At least semi-annually, the Audit Committee or other committee designated by the president and approved by the Board will meet with the chief executive officer and designated staff to accomplish an in-depth review of the financial condition of Farm Bureau and report their findings to the Board of Directors.

## **ARTICLE X**

### **AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION**

#### **SECTION 1. AMENDMENT**

These Bylaws or the Articles of Incorporation may be amended at any regular meeting of Farm Bureau, by a two-thirds (2/3) affirmative vote of delegates present after a quorum has been established as defined in Article VII, Section 4 or by like vote at any special meeting, due notice thereof having been given.

#### **SECTION 2. NOTICE**

Proposed amendments of both Articles of Incorporation and Bylaws shall be in the hands of the secretary at least twenty (20) days prior to such meeting of Farm Bureau, and the secretary shall have it placed in an electronic form, at least ten (10) days prior to such meeting of Farm Bureau a copy thereof, so that it may be accessible to the entire Ag membership.

# **ARTICLE XI**

## **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **SECTION 1.**

The Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

### **SECTION 2.**

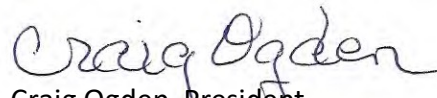
The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article XI.

## ARTICLE XII


### PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Farm Bureau in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order Farm Bureau may adopt.

These bylaws were last revised by the House of Delegates of New Mexico Farm and Livestock Bureau on November 17, 2018.



Craig Ogden, President



Chad Smith, Secretary