



CONSTITUTION AND BY-LAWS OF THE NEW MEXICO ELECTRONIC SECURITY ASSOCIATION (NMESA)

ARTICLE 1. NAME AND LOCATION

The name of the Association shall be New Mexico Electronic Security Association (NMESA). It shall be governed by the rules and regulations set forth in this document and the laws of the State of New Mexico.

ARTICLE 2. OBJECTIVES

- A. Promote professionalism within our industry
- B. Promote mutual interests of the electronic security industry
- C. Foster cordial relations among the members
- D. Stimulate, by all lawful means, wider and more extensive use of electronic security systems and the associated security services
- E. Serve , by all lawful means, as a medium for exchange and dissemination to members and the public, of information applicable to the electronic security industry
- F. Cooperate, by all lawful means, with others on matters affecting the business and common interests of the members of the Association
- G. Promote the concept that members be guided by a spirit of justice and honor in all business activities and that members observe the Association's Code of Ethics and Anti-Trust policies at all times
- H. Conduct or engage in all lawful activities in furtherance of the foregoing objectives, or that incident thereto

ARTICLE 3. MEMBERSHIP

A. CLASSES OF MEMBERSHIP:

- a. REGULAR MEMBERSHIP shall be open to any business entity which shall meet the following requirements:
 - i. Have its major activity in the electronic security industry the installation and servicing of electronic security systems
 - ii. Have made application to the NMESA and shall have been approved for membership by the NMESA as per the requirements set forth in Article 3B.
 - iii. Shall at all times be a member in good standing
 - iv. Be willing and agree to conduct their business in accordance with the Code of Ethics, By-Laws, and Anti-Trust statement of the NMESA

- v. Shall be a licensed and insured contractor as required by the laws of the State of New Mexico
- b. ASSOCIATE MEMBERSHIP shall be open to any business entity which is engaged in the business of manufacturing, distributing, supplying, dealing in or selling products or services generally used by and relating to the members of the Association. Associate Members may vote and hold Executive Office.
- c. HONORARY MEMBERSHIP may be conferred by a majority of the Board of Directors upon such persons who have performed meritorious service to the Association. Such appointments are for the period of one (1) year and must be renewed annually unless the appointment is a Life Time Appointment, in which event it shall be permanent. Such members shall be exempt from dues.
- d. PUBLIC SAFETY MEMBERSHIP may be open to any members of the police or fire department of any governmental organization, or any governmental agency concerned with law enforcement, fire safety or alarm licensing and education. Public safety members may not vote or hold office. This membership shall continue only so long as the enabling employment continues. The applicant for this category of membership must secure the approval of the Board of Directors.

B. METHOD OF ELECTION TO MEMBERSHIP

- a. QUALIFICATIONS
 - i. Applicant must submit the proper application form with the required documents
 - ii. Applicant must submit payment to cover dues for the period of one year.
- b. APPROVAL PROCEDURE takes place upon meeting the qualifications of 3.B.a. and submittal of application to the Membership Chairman. The membership Committee shall review the application and shall either grant approval and assign membership category or reject the applicant.
- c. APPEALS may be filed upon denial of an applicant. A rejected applicant may file an appeal in writing, to the Board of Directors, stating the reason for the appeal within thirty (30) days of notification of application rejection. Within a reasonable time thereafter, not exceeding forty-five (45) days, the Board of Directors shall, by a majority vote, either accept or reject the applicant and state to rejected membership applicant the specific reason therefore.

C. TRANSFER OF MEMBERSHIP

- a. Membership is not transferable.

ARTICLE 4. MEETINGS

- A. The NMESA shall hold at least one general membership meetings each membership year. At this meeting, the election of officers will be held, any annual reports will be received, and by-law amendments will be voted and any other required business will be transacted.
- B. The regular meetings of the NMESA shall be established each year by the Board of Directors and the members notified each year as to the coming calendar. All meetings and all voting procedures shall be conducted in accordance with Robert's Rules of Order.
- C. Twenty percent (20%) of the voting members shall constitute a quorum at any membership meeting duly noticed. All action taken at any regularly called meeting shall be pursuant to the majority vote except amendments to the constitution and by-laws as outlined in Article 12b.
- D. A special membership meeting may be called by the President upon recommendation of two-thirds (2/3) of the Board of Directors, or upon written request signed by one-third (1/3) of the Regular Members. Thirty (30) days notice is necessary.
- E. The Board of Directors meetings of the NMESA shall be established by the Board of Directors at the beginning of each membership year. Emergency Board meetings may be called by the President, if necessary, or at the recommendation of two-thirds of the Board of Directors.

ARTICLE 5. BOARD OF DIRECTORS

- A. The NMESA shall be managed by the Board of Directors, who shall be from any class of membership, which shall consist of the President, Vice President, Secretary, Treasurer, and at least two (2) other Directors. The term of office for all Board members is one (1) year. The immediate Past-President shall sit on the Board as a Voting member. Other past-Presidents are invited to join the Board as non-voting members, and may be given such duties as the President or Board deems appropriate.
- B. The officers and directors shall be elected by a majority vote of the members at the annual meeting and serve a term of one (1) year.
- C. A director or officer may resign at any time by giving written notice to the Board of Directors. Any director or officer may be removed for cause by a two-thirds (2/3rds) vote of the membership at a general membership meeting upon recommendation of a majority of the Board of Directors. The Secretary shall cause notice to be given to the membership that the removal of a director or officer will be voted on. Upon two-thirds (2/3rds) vote of the Board of Directors, the Board may suspend an officer or director for a period of up to sixty-five (65) days. The Secretary or President shall

cause proper notice to the membership of such action. Vacancies to the Board of Directors shall be filled by appointment of the President.

- D. The Board of Directors will hold meetings at such time and places it shall deem appropriate. The voting members present at the properly called Board of Directors meeting shall constitute a quorum. Emergency Board meetings require a quorum of the majority of the entire Board of Directors.
- E. The Board of Directors may appoint an Executive Director, who shall receive a salary or such other compensation as the Board approves. The Executive Director shall have all authority of the President and shall be a voting member of the Board of Directors. The Executive Director shall act for and on behalf of the Board of Directors. The Executive Director may be authorized by an officer to act for or on behalf of such officer.

ARTICLE 6. OFFICERS

- A. The officers of the NMESA shall consist of a President, a Vice-President, a Secretary, a Treasurer, (and the immediate Past-President), each performing the usual duties of their office. The position of Secretary and Treasurer may be combined if so designated by a majority of the Board of Directors. All elected officers must be selected from and be authorized to represent a regular member, associate member or regular individual member in good standing.

B. DUTIES OF OFFICERS

- a. **PRESIDENT** – It shall be the duty of the President to preside at all meetings of the NMESA and its Board of Directors and appoint all committees and perform such duties as may be incidental to this office, or which shall be required by a vote of the membership or the Board of Directors; to enforce at all meeting the observance of decorum among the members; to inform the assembly when necessary, or when referred to for the purpose, on a point of order or practice pertinent to pending business; to authenticate by signature, when necessary, all the acts, to sign checks, orders and proceedings of the assembly declaring its will in all things and obeying its commands and be guided at all times by the Constitution and By-Laws of the NMESA and Robert’s Rules of order. The President may also appoint a Sergeant At Arms and a Chaplain. The President shall have the authority to declare any meeting a “Closed Session” which would exclude all but voting and ex-officio members. The President is required to institute an audit of the financial records of the previous year’s business of the NMESA immediately upon taking office.
- b. **VICE-PRESIDENT** – It shall be the duty of the Vice-President to assist the President in his duties as requested by the President. During the absence or disability of the President, which disability shall be certified by a majority of

the Board of Directors or by the instruction of the President, the Vice-President shall have all the powers and functions of the President.

- c. TREASURER – It shall be the duty of the Treasurer to manage the financial affairs of the NMESA and report to the Board of Directors, officers and membership.
- d. SECRETARY – It shall be the duty of the Secretary to keep the minutes of all meetings of the members and of the Board of Directors. He/she shall have the custody of the seal of the NMESA and affix and attest the same to documents when duly authorized by the Board of Directors. He/she shall attend to the giving and serving of all notices of the NMESA and shall have charge of such books, papers and records as the Board of Directors may direct. The Secretary shall keep a membership roll containing the names of all members of the NMESA and other pertinent data. The Secretary shall be responsible for calling the roll of voting members at the annual meeting and conducting the vote of new officers.

C. NOMINATING AND ELECTION OF OFFICERS

- a. The President, at least sixty (60) days prior to the annual meeting, shall appoint the immediate Past-President to chair the nominating committee, consisting of at least three (3) regular members with a maximum of five (5).
- b. At least thirty (30) days prior to the annual meeting, the nominating committee shall propose and submit to the voting membership a nomination for each of the elected officers of the NMESA and the two (2) other members of the Board of Directors. The nominating committee shall obtain the consent of any person nominated for a given office.
- c. Other nominations for each office may be made in writing by a regular member in good standing at least fifteen (15) days before the annual meeting, in writing, by five (5) regular members in good standing and provided further that the nominee shall have given prior written consent to the nomination and election as an officer. The nomination, signed by the five regular members, must be received at the NMESA office at least fifteen (15) days prior to the election.
- d. The President, Vice President, Treasurer and Secretary and the two (2) other members of the Board of Directors shall be elected at the annual meeting. A majority of the vote cast shall elect. All shall serve for a term of one (1) year and/or until their successors are elected. In the event of a vacancy occurring in the office of President, the most immediate Past-President shall become Acting President and shall assume all the duties and authorities of the vacant office until such office shall be filled through election by the remaining

members of the Board of Directors. Vacancies occurring in the office of Vice-President, Secretary, Treasurer and the other two (2) members of the Board of Directors shall be filled by appointment of the President.

ARTICLE 7. COMMITTEES

- a. The President shall establish committees as required. The President shall appoint a Chairman who may then appoint members of the committee.
- b. Committees shall report to the President and to the members.
- c. Committees may be abolished by action of the President.
- d. Standing Committees shall be established and shall include Membership, Long Range Planning and Education/Licensing.
- e. If no committee Chairman has been appointed the Executive Director shall chair the committee.

ARTICLE 8. GRIEVANCE PROCEDURES

- a. Upon the receipt of a complaint by one member against another, the President shall, unless there is a standing grievance committee, appoint a grievance committee, consisting of three (3) members.
- b. The member making the complaint must do so in writing, setting forth the specific details of the nature of the complaint and submit evidence to substantiate the complaint. The accused member will be given the opportunity to submit a written response to the committee, defending the action and submitting evidence to substantiate the defense.
- c. The committee shall review all information and make a determination of recommending: written warning, suspension for a specific period or expulsion from membership. The recommendation shall be provided to the President for action who shall take appropriate action.
- d. Any aggrieved party may appeal a decision of the President by filing a written notice of appeal with the Board of Directors stating specific grounds for appeal. The Board of Directors shall make a final determination within thirty (30) days of receipt of the written appeal.

ARTICLE 9. SUSPENSION AND EXPULSION OF MEMBERS

- a. Any member may have membership terminated by the President upon a majority vote of the Board of Directors, for reasons stated Article 9.b.

- b. Any member shall be disqualified for membership and such membership shall be terminated upon a finding that said member no longer meets the standards and qualifications for membership in the Association, or if such member shall be guilty of conduct detrimental to the best interest of the Association.
- c. Any dues-paying member who shall fail to pay any dues or indebtedness to the Association within three (3) months after statement of such obligation as emailed/mailed by the Treasurer will be designated as a probationary member during the continuance of delinquency. At the expiration of one (1) month period of probation the member may be expelled from the Association, if their dues or other indebtedness to the Association has not been satisfied. The Board of Directors is authorized to impose late fees and sanctions on all past due financial obligations.

ARTICLE 10. LIMITATIONS

- a. Neither the Association nor any of its officers or committees shall incur any obligation or announce any policy in the Association unless the action or obligation or policy shall have been formally approved by the Board of Directors.
- b. The Association or membership therein shall not be used for the promotion of individual interests. No member shall use the office of title on their personal or business stationery. Members may designate their membership by using the name or logo of the Association on their letterheads, advertising or business cards.
- c. All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE 11. RESIGNATION

- a. Member in good standing may resign at any time, upon filing a written statement to the President.

ARTICLE 12. CONSTRUCTION, AMENDMENT AND EFFECTIVE DATE

- a. Upon the approval of these by-laws by the members, as prescribed herein, all prior by-laws or resolutions and orders relating thereto shall be considered rescinded, null and void, and of no force and effect; however, in the event that there exists a conflict between the provision of these by-laws and the laws of the State of New Mexico, the provisions of these by-laws are deemed subordinate to the provisions of the certificate of incorporation or the laws of the State of New Mexico as the case may be.
- b. The by-laws may be amended in the following manner: a written notice setting forth the proposed amendment verbatim shall be sent to each voting member,

by email or postal mail, at least four (4) weeks before the meeting of the Association at which the amendment will be voted upon. Before the amendment is adopted it shall receive a favorable vote of two-thirds or more of the votes cast at the meeting.

- c. These by-laws shall become effective and thereby immediately operational upon approval of two-thirds of the members present and entitled to vote at whatever meeting of members said by-laws are submitted for approval.

ARTICLE 13. DUES

- a. Dues shall be established by a majority vote of the Board of Directors. No assessment shall be made against the membership except by a majority vote of the membership.

ARTICLE 14. LEGAL COUNSEL AND AUDITOR

- a. The Board of Directors shall have the right to engage legal counsel, auditor and other professionals, none of whom shall be permitted to serve on the Board of Directors or hold office.

ARTICLE 15. DISSOLUTION

- a. In the event dissolution of the Association and after payment of all debts and other obligations, the assets of this Association shall be dedicated or transferred only in accordance with the objectives as set forth in Article 2 of these by-laws as a majority of the Board of Directors shall decide.

NMESA By-Laws modified as unanimously approved at Membership Meeting on August 23, 2010. By-Laws were further modified (Articles 3 & 6) by Membership Meeting on May 25, 2011.