

# **BY-LAWS OF NEW MEXICO DARKSKY**

## **ARTICLE 1. NAME OF ORGANIZATION**

The name of the organization shall be New Mexico DarkSky, a state chapter of DarkSky International (hereafter, the parent organization).

## **ARTICLE II. PURPOSE**

### **Section 1. Nonprofit Purpose**

This organization is organized exclusively for charitable, religious, educational, and scientific 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, or the corresponding section of any future federal tax code.

### **Section 2. Vision Statement and Mission**

New Mexico DarkSky seeks to restore and preserve New Mexico's heritage of brilliant, star-filled skies and dark nighttime environments. We endeavor to eliminate light pollution throughout the State and protect all communities from its harmful effects, through advocacy, outreach, education, and conservation.

The Organization will strive to:

- become the leading force for protecting New Mexico's existing Dark Sky places and for eliminating light pollution throughout the State.
- develop professional credibility with government, industry, and the public as the authoritative voice for outstanding, protective, and safe outdoor lighting policies.
- bring the experience, expertise, and resources of DarkSky International to enhance and enrich our State-wide work.

## **ARTICLE III. MEMBERSHIP**

All members of the parent organization, who have a mailing address in the State of New Mexico, will also be state members of New Mexico DarkSky. Eligibility for membership, annual dues, and rights of members shall be defined by the policies of the parent organization.

All state members have the right to vote for members of the New Mexico DarkSky State Council (see below), with one vote per member for each vacant position on the State Council.

## ARTICLE IV. MEETINGS OF MEMBERS

### Section 1. Regular Meetings

Regular meetings of the members shall be held at least once per calendar year, at a time and place designated by the State Council; fully and partially online meetings are acceptable.

At the annual meeting the members shall elect candidates for vacant positions on the State Council, receive reports on the activities of the chapter, and provide input on the direction of the chapter for the coming year.

### Section 2. Special Meetings

Special meetings may be called by a simple majority of the State Council. A petition signed by twenty five percent (25%) of voting members may also call a special meeting.

### Section 3. Notice of Meetings

Notice of each meeting shall be given to each member, by email, not less than two weeks prior to the meeting.

### Section 4. Quorum

A quorum for a meeting of the members shall consist of at least five percent (5%) of the current membership.

### Section 5. Voting

All issues to be voted on shall be decided by a simple majority of those members present at the meeting in which the vote takes place.

All elections of members of the State Council shall be decided by a plurality of those members who cast ballots.

## ARTICLE V. STATE COUNCIL

### Section 1. General Powers

The affairs of New Mexico DarkSky shall be managed by the State Council.

## Section 2. Number, Tenure, Requirements, and Qualifications

The number of members of the State Council shall be no less than eight (8) and no more than fifteen (15), as determined by the State Council.

The initial State Council is composed of the Organizers of New Mexico DarkSky and others appointed by the Organizers.

New Mexico DarkSky will conduct an election for members of the State Council in 2024 and each succeeding year.

State Council members must be members of the state organization. No two members of the State Council related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the State Council at the same time.

## Section 3: Elections

Nominations may be made by any member of the chapter. Self-nominations are allowed. Nominations for State Council members shall be submitted four weeks in advance of the annual meeting. Nominees must be consulted and express their willingness to serve no later than two weeks in advance of the election and have the right to submit a statement to be distributed with the ballot.

State Council members will serve for two-year terms, but initially, half the members will serve one-year terms so that changes of State Council membership will be staggered. State Council members may be renominated and serve for up to three successive terms.

Elections will be held via a secure online platform. Voting will be open from the time of the annual meeting for one week. Results will be tabulated by the State Council Secretary, and announced within one week of the closing date, at which point new members shall be considered elected and qualified.

The members of the State Council shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

## Section 4. Meetings

State Council meetings shall be held at least monthly, but no more than weekly. Any member of the general membership may attend State Council meetings but will not vote on any matters. Non-members may attend only upon invitation of the State Council Chair or Vice Chair.

Any question concerning parliamentary procedure at meetings shall be determined by the Chair by reference to Robert's Rules of Order.

## Section 5. Forfeiture

If, over any one-year period a State Council member misses more than half of the meetings, they will be considered to have resigned from their position.

Any State Council member has the right to resign from the State Council at any time.

## Section 6. Officers

Officers of the State Council will be elected by the Council on an annual basis and drawn from State Council members. Officers will include a Chair, Vice Chair, Secretary and Treasurer with the following duties:

Chair : The Chair shall preside at all meetings of the State Council and general membership meetings.. The Chair shall have the following duties:

- a. They shall preside over all meetings of the State Council.
- b. They shall have general and active management of the business of the State Council. This includes assembling and distributing an agenda, at least two days in advance of each State Council meeting.
- c. They shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- d. They shall submit a report of the operations of the program for the year to DarkSky International and members at their annual meetings.

Vice-Chair: The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter. The Vice-Chair duties are:

- a. They shall assist in the assembling and dissemination of agenda for Chair Council meetings.
- b. They shall lead the planning efforts for the annual meeting.

Secretary: The Secretary shall attend all meetings of State Council, and all meetings of members. If the Secretary is unable to attend a meeting, another Council Member will perform the duties of the Secretary. The Secretary's duties shall consist of:

- a. They shall record all votes and minutes of all meetings, including those members present, in a document that will be made public online to the membership.
- b. They shall send notices of all general membership meetings to the membership.
- c. They shall assist the Vice-Chair in planning efforts for the annual meeting.

Treasurer The Treasures duties shall be:

- a. They will lead any efforts initiated by the State Council to incorporate and/or apply for nonprofit status.
- b. They will establish any necessary connection with financial organizations.
- c. They will handle any chapter finances.

The State Council may create committees to undertake designated activities of the organization.

## Section 7. Quorum

The presence of a majority of current members of the State Council shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the State Council present at a meeting at which a quorum is present shall be the act of the State Council, unless the act of a greater number is required by law or by these by-laws.

## Section 8. Compensation

Members of the State Council shall not receive any compensation for their services.

## Section 9. Removal.

A member of the State Council may be removed by a vote of two-thirds of the members of the State Council.

## Section 10. Appointment

If a member of the State Council resigns or is removed, the State Council may appoint a replacement for the balance of the term of the resigning or removed member.

# ARTICLE VI. STAFF

The chapter will not employ any staff without prior modification of these bylaws to outline the conditions for such employment.

# ARTICLE VII. INCORPORATED AGREEMENTS

New Mexico DarkSky will abide by the Chapter Agreement with DarkSky International and the Chapter Handbook of DarkSky International.

# ARTICLE VIII. AMENDMENTS

The State Council may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member within the time and the manner provided for the giving of notice of meetings of members.

## ADOPTION OF BYLAWS

We, the undersigned, are the initial Organizers of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this organization.

ADOPTED AND APPROVED on this 8th day of January 2024.

John Briggs  
Trish Cutler  
Galen Gisler  
Michael Hensley  
Jon Holzman  
Joseph Karnes  
Nick Knorr  
Marisela La Grave  
Peter Lipscomb  
Jim Price  
Gary Starkweather  
Sheila Sullivan  
Derek Wallentinsen