

Bylaws for Indivisible Albuquerque

As revised May 2025

Article I. Name, Form of Organization, Purposes and Offices

1.1 Name

The name of the corporation is Indivisible Albuquerque (hereinafter referred to as IABQ).

1.2 Nonprofit Status

IABQ is a nonprofit corporation in the State of New Mexico under Section 501(c)(4) of the Internal Revenue Code. IABQ is an educational/public benefit corporation and shall have perpetual duration and succession.

1.3 Purpose

The purpose of IABQ is to educate the public on facts and provide information relating to the executive, legislative, and judicial branches of the federal, state, and local governments.

Through activism, Indivisible Albuquerque's goal is to build a diverse and inclusive community, improve the lives of fellow New Mexicans, and promote social and economic justice. IABQ will promote a progressive agenda in federal, state, and local governments, which may include resisting the current leaders in our branches of government.

IABQ will support and advocate for legislative actions that support our progressive goals.

1.4 Meetings and Place of Business

IABQ shall have regularly scheduled meetings, but will meet no less than four times a year at public locations or by other publicly accessible means, announced at least one week before the scheduled meetings. Meetings shall generally be open to the public but some meetings may be members only. The Board of Directors also shall meet no less than four times a year. The permanent address is Indivisible Nob Hill, P.O. Box 7537, Albuquerque, New Mexico, 87194, USA

Article II. Members

2.1 Eligibility

Membership shall be open to and inclusive of all interested individuals who subscribe to the purposes and goals of IABQ, and who have paid their yearly dues or have received an approved waiver of dues.

2.2 Inclusion and Nondiscrimination

IABQ shall not discriminate based on a person's identity, including but not limited to race, color, religion, sex, ethnic or national origin, age, disability, marital status, immigration status, sexual orientation, gender identity, or any other factor unrelated to the mission of IABQ.

2.3 Dues and Volunteer Services

Payment of annual dues are required starting on January 1st of the new calendar year. Any dues paid in advance between October 1 and December 31 will be applied to the upcoming year, unless the member requests that the dues be applied to the year then ending. If a member cannot afford to pay the yearly dues, a waiver may be granted upon request to the Treasurer. The amount for annual membership dues is set by a vote of the membership concurrent with the election of officers at the December business meeting.

Students enrolled in high school or college shall be granted free membership and have all the privileges and responsibilities of dues paying members.

In addition to paying dues, voting members are expected to volunteer in helping IABQ achieve its goals. Volunteer activities may include helping register people to vote, working at voting polls, phone banking, text banking, letter writing, attending legislative sessions, serving on IABQ committees, rallies, staffing booths, etc.

2.4 Voting

The membership shall elect the Board of Directors, approve the budget for the upcoming year, and set the annual dues by vote at the annual meeting in December. Additionally, members may be asked to vote on strategic priorities at planning meetings. Members shall be asked to vote on Board of Directors proposed unbudgeted financial expenditures in excess of \$1,000.

No voting by proxy can occur. 20% of the total membership must be present for a vote. This represents a quorum.

2.5 Code of Civility

We expect Indivisible Albuquerque members, board members and officers to follow this code of civility at all times when representing IABQ. Violations of the Code may result in membership or officer suspension.

A member may be expelled from a meeting by any Board Member if it is determined by three board members present at the meeting that the member is behaving in a manner contrary to this Code of Civility.

1. We do not discriminate against anyone, at any time for any reason, ever.
2. We conduct ourselves with integrity at all times, developing trusting relationships with legislators, politicians, activists and all members of the community.
3. We respect the privacy of our members and will not disclose personal information to anyone without a member's express permission.
4. Consuming illegal drugs while representing IABQ is not permitted. Alcohol and legal substance use is permitted when it is reasonable and does not lead to impaired judgment or performance.
5. We will not tolerate harassment of others in any way. Members and non-members will not be harassed. We will maintain a civil and well-reasoned discourse at all times.
6. We will avoid conflicts of interest. Conflicts of interest are those that might result or be perceived to result in personal gain in the name of IABQ. This will not be permitted. This includes accepting gifts or entertainment of more than a modest nature (\$25.00).

2.6 Resignation, Termination, Expulsion, and Suspension of a Member

Member Resignations. Those with official positions are asked to debrief the committee on any tasks completed or in need of continuing. It is best practice to identify a successor before resignation or any other type of voluntary termination.

Membership may be suspended with or without cause by two-thirds vote of the Board of Directors.

Article III. General Powers and Authority

3.1 Board of Directors

The officers of IABQ shall include the following positions: President, Vice President, Secretary, Treasurer, Outreach Coordinator, and Parliamentarian, hereinafter referred to as "officer" or "officers").

The officers comprise the Executive Committee of the Board of Directors and are designated as such for purposes of reporting to the Internal Revenue Service and the New Mexico Secretary of State for Indivisible Albuquerque 501(c)4 filings and reporting.

In addition to the Executive Committee, four members serve on the Board of Directors, and will be called Members at Large. Two of the Members at Large may be student members. These Members at Large are elected at the same time as the Executive Committee. All members of the Board of Directors enjoy the privileges and responsibilities of the office they hold as outlined in these bylaws and all (excepting student members), must be current members in good standing.

3.2 Appointment and Election of the Board of Directors

The Board of Directors shall be elected by the Membership on an annual basis, unless otherwise specified in the specific board member's duties. To provide continuity, half of the board is elected in even years and the other half in odd years, as outlined for each office in these bylaws. A meeting in mid-December will take place to vote on the next year's officers. Election of board members for the upcoming fiscal year shall occur no later than December 15 of the current fiscal year except in extreme circumstances.

3.3 Resignation of Board Members

An officer or board member may resign by delivering a written notice to the Board of Directors. The resignation is effective upon the receipt of the notice unless the notice specifies a later date. The Board of Directors may choose to fill the pending vacancy before the effective date on the notice. Vacant board positions will be filled by majority vote of the remaining members of the Board of Directors for a replacement candidate. The replacement board member shall serve until the next regularly scheduled annual meeting in December, at which time the membership shall elect a replacement board member.

3.4 Removal or Substitution of a Board Member

Any board member may, by written request to the Board of Directors, begin removal proceedings against any other board member. In addition, the membership may begin removal proceedings against any board member by submission of a petition to the Secretary, signed by at least ten percent of members. On receipt of the written request or petition, the Board of Directors will determine whether the request is valid and will relieve the board member of their duties if a two-thirds majority of the Board approves the removal. The Board of Directors will assume this board member's duties until such time that another person can be appointed to serve until the next regularly scheduled annual meeting in December. Within two weeks of removal of a board member, the President will nominate a replacement board member, to be ratified by a majority of the board members.

Automatic removal will be initiated for any board member who attends less than 75% of scheduled board meetings in any rolling twelve week period. However, by two-thirds majority vote, the Board of Directors may approve a board member's request for a leave of absence of 13 weeks or less. For a leave of absence of at least 8 weeks, but less than or equal to 13 weeks, the President will nominate an interim board member, no later than two weeks after the start date of the leave of absence, to be ratified by a majority of the board members.

3.5 Compensation and Reimbursement

No officer or member shall receive any compensation for his or her services rendered in support of IABQ, other than reimbursement for approved expenses.

3.6 President

The President is IABQ's chief executive. The President shall preside over the general meetings, special meetings, and the Board of Directors meetings. They will represent IABQ at other organizations, and other related events. In addition, they will enforce policies and ensure that IABQ maintains its values and adheres to the Bylaws. The president will be a signatory on IABQ's checking account if necessary. They will also sign any contracts or any other document, unless decided by the Board of Directors to have additional signatories. The President shall serve a two year term and will be elected by membership vote in even numbered years at the annual meeting in December.

3.7 Vice President

The Vice President shall work with the Board of Directors and other officers to plan, develop, and enforce policies and objectives for IABQ to ensure it maintains its values and meets established goals. Under the direction of the Board of Directors, the Vice President shall from time to time take on additional responsibilities. In the event the President is absent, or otherwise unable to perform the duties of the office of President, the Vice President shall perform the duties of the President and in the performance of those duties shall have all the powers of and be subject to all the restrictions of that office.

The Vice President shall serve a two year term and will be elected by membership vote in odd numbered years at the annual meeting in December.

3.8 Secretary

In the role of Secretary, this person prepares summary minutes of all meetings; maintains the permanent records of the organization, and performs other duties as assigned by the Board of Directors.

The secretary shall be elected to a two year term and will be elected by membership vote in even numbered years at the annual meeting in December.

3.9 Treasurer

In the role of Treasurer, this person receives and disburses funds collected by IABQ. They maintain an accounting of all funds. The Treasurer shall prepare monthly, quarterly and annual financial reports, which will be provided to the Board of Directors and the membership as requested, but no less often than once a quarter. The treasurer shall be responsible for completing all yearly documents that may be required by the IRS and/or state department. The Treasurer shall maintain current membership records for all members.

The Treasurer shall serve a two year term and will be elected by membership vote in odd numbered years at the annual meeting in December.

3.10 Outreach Coordinator

The Outreach Coordinator shall be responsible for the identification and scheduling of speakers. The Outreach Coordinator may also be responsible for disseminating information through social media, traditional media, direct mail, press releases and other avenues as identified.

The Outreach Coordinator shall serve a two year term and will be elected by membership vote in even numbered years at the annual meeting in December.

3.11 Parliamentarian

The Parliamentarian shall keep order at meetings, oversee security at public events, and interpret and coordinate the updating of the bylaws, as needed.

The Parliamentarian shall serve a two year term and will be elected by membership vote in odd numbered years at the annual meeting in December.

3.12 Board Members at Large

Board Members-at-Large do not have assigned duties. They may have various responsibilities and projects, for which they volunteer or are asked to lead, both on a short or long-term basis. Over the course of their term they are expected to offer advice and counsel to the Executive Committee at any given time on items related to Indivisible Albuquerque's mission and operations. Student at-large board members must be enrolled in an accredited learning institution.

There are **four** Board Member at Large positions:

A. Two Year Term (even year election):

The Board Member **(2)** at-Large (even year election) serves a two-year term and is elected in even number years at the appropriate annual business meeting.

B. Two Year Term **(2)** (odd year election):

The Board Member at-Large (odd year election) serves a two-year term and is elected in odd number years at the appropriate annual business meeting.

3.13 Election of Officers and Board Members

An annual election of officers and board members will be held in the fourth quarter of a calendar year. A committee of three members currently not serving in an Indivisible Albuquerque office will identify candidates for each open position.

All current year members in good standing are eligible for nomination.

Ranked choice voting will be used for elections where there are three or more candidates.

Article IV. General Provisions

4.1 Changes to the Bylaws and Financial Policies and Procedures

Any member may submit proposed changes or updates to these Bylaws or Financial Policies and Procedures for consideration by the Board of Directors. The Board of Directors will consider such inputs, or on its own can craft amendments or changes.

Any amendments or changes to the Bylaws must be approved by a quorum of the membership at a pre-announced meeting (minimum seven-day notice to all members). Changes to the Financial Policies and Procedures require approval only by the Board.

4.2 Fiscal Year

The fiscal year of IABQ shall end on December 31st of each year.

4.3 Financial Policies and Procedures

The Treasurer shall maintain written financial policies and procedures. These policies shall be approved by majority vote of the Board of Directors and shall be available to any member for review.

Article V. Political Endorsements

5.1 General Endorsement Policy

In order to promote unity among the membership and to maintain communication with elected officials, Indivisible Albuquerque as an organization only endorses candidates for governmental political office at the city, county, state, and national level in a general election.

Members of the Board of Directors shall refrain from expressing an opinion on a candidate that could be construed as an endorsement by Indivisible Albuquerque, unless that candidate has been endorsed by Indivisible Albuquerque using the process described in section 5.3 for general elections.

Once the organization has endorsed a candidate, the Board should support that endorsement in public comments.

5.2 Candidate Platform Information Gathering

In order to be considered for an Indivisible Albuquerque endorsement, all candidates for an office will be provided an opportunity to offer their views and positions to the general membership.

5.3 Member Approval of Endorsements for a General Election

After their views and positions are presented to the general membership, candidates may be considered for endorsement by IABQ.

A minimum of 14 calendar days are to be provided before a pre-announced member meeting will be conducted to make an endorsement decision.

To be endorsed, a candidate must receive a minimum of 70 percent of the member votes at the member meeting and a quorum of members must be present. (A quorum is defined as 20% of the membership).

Article VI. Dissolution Process

In the event of the dissolution of IABQ, the Board of Directors, after payment of all liabilities of the Association, shall dispose of the remaining assets of the organization as a donation to an organization with a similar purpose as agreed upon by the Board of Directors.

4/29/2025