

**Bylaws
of
Lea County Cowboy Hall of Fame**

(Amended)

Article I

Name

The name of the corporation shall be “Lea County Cowboy Hall of Fame.” The principal place of business shall be New Mexico Junior College, Lovington Highway, at Hobbs, New Mexico. The name, when used to describe the total entity to include the Museum shall be “The Western Heritage Museum and Lea County Cowboy Hall of Fame.”

Article II

Purposes and Powers

Section 1. Purposes. The mission of this corporation is a non-political and non-profit, and shall be devoted to honoring those persons from Lea County who have been outstanding in rodeo or who have made outstanding contributions to Lea County as ranch cowboy; to collect and display memorabilia of the inductees for the purpose of perpetuating our western heritage; to collect and display works of art that depict the spirit and culture of the American West; to engage in the dissemination of information concerning the rodeo cowboy and ranch cowboy, and our western heritage; to encourage research in the area of the history of the Lea County Cowboy; to receive and accept contributions and funds from the public, from governmental agencies, and other sources, and to expend and use those contributions and funds to promote and advance the purposes stated herein; to cooperate with other organizations, which are involved in similar programs; and to do all things and take all steps reasonably calculated to further the aims and objectives of the corporation as referred to herein.

Section 2. Powers. The corporation shall be empowered to accept, receive, and acquire funds, stocks, securities, and property by donations, bequests, and devises or otherwise, and to hold, invest, re-invest, convert, exchange, sell, transfer, mortgage, pledge, lease, give, dispose of and otherwise deal with any and all funds, stocks, securities, and properties so received or acquire, all for the purpose of operating and obligations necessary or incident thereto. To own, encumber, sell, or mortgage and convey by proper instruments any and all real and personal or mixed property, which shall be acquired by it as a result of collections, gifts, solicitations, or donations, or any other method of acquisition. No part of the income or principal of the corporation shall inure to the benefit of any private individual, contributor, or the Board of Directors. All the assets of the corporation will be used to achieve the purposes of the corporation.

Article III

Members

Section 1. Memberships. The corporation shall have members in good standing composed of all persons and entities interested in furthering the purposes of the corporation. The amount of the dues will be established by the Board of Directors, working in cooperation with the Executive Director of the Western Heritage Museum and Lea County Cowboy Hall of Fame. The member in good standing is dues paying member and said member shall be entitled to one vote on each matter submitted to a vote of the members; to nominate prospective inductees into the Lea County Cowboy Hall of Fame; to vote on the annual slate of nominees for induction into the Lea County Cowboy Hall of Fame; to nominate and vote for the Board of Directors of this corporation; to be elected to the Board of Directors. Any member may terminate his membership at any time by written notice to the Board of Directors.

Section 2. Meetings. The members shall meet each year during the month of November in a regular annual meeting for the purpose of honoring the yearly inductees into the Lea County Cowboy Hall of Fame. The meeting shall be held at such a time and place, as the Board of Directors shall indicate by written and/or electronic notice. Special meetings of the membership may be held at any time upon call of the Chairman of the Board of Directors with the advice and consent of a majority of said Board.

Section 3. Voting. At the regular annual meeting of the corporation, all vacancies in the Board of Directors shall be filled and any other business as may come before the meeting may be transacted by a majority vote of the membership present. The members present in person at any properly convened meeting shall constitute a quorum at such meeting. Each member shall be entitled to one vote on each matter submitted to a vote of the members. At any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. The act of a majority of the members present and eligible to vote shall be the act of the members. Written or printed notice stating the place, day, and hour of any meeting of the members shall be delivered, either personally, by mail, or by electronic means to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If delivered by electronic means, such notice shall be deemed to be delivered when electronic receipt of the notice being sent is received.

Article IV

Directors

Section 1. Number and Term of Office. The members of the corporation elected to the Board of Directors shall be the Board of Trustees for this corporation, and shall be composed of the

following thirteen members: one representative from Tatum school district; one representative from Lovington school district; one representative from Hobbs school district; one representative from Eunice school district; one representative from Jal school district; the Chairman of the New Mexico Junior College Board or his/her designee, the Director of the Western Heritage Museum and Lea County Cowboy Hall of Fame, and six members at large. The Board of Directors shall consist of eleven members, in addition to the Chairman of the New Mexico Junior College Board and the Director of the Western Heritage Museum and Lea County Cowboy Hall of Fame, and one-third of said eleven directors shall be chosen annual meeting and said directors shall hold office for three (3) years, or until other directors of the corporation are chosen or qualified in their place and stead. The Board of Directors may fill unexpired terms created by vacancy as they occur, by the affirmative vote of the majority of the remaining Directors. A Director appointed by the Board of Directors to fill such vacancy shall serve for the unexpected term of his/her predecessor. No member of the Board of Directors shall serve more than two consecutive elected three-year terms.

The original Board of Directors except the Chairman of the New Mexico Junior College Board shall draw for positions on the original board. Four (4) Directors shall draw for one (1) year terms; four directors shall draw for two (2) year terms; four Directors shall draw for three (3) year terms. The term of office of one-third (1/3) of the members of the Board shall expire every year with the results that two-third (2/3) of the Board shall be “hold-over experienced Directors” at all times. To provide stability, the original Board of Directors will serve for a period of three years, and then the above drawing for positions will commence. The fourth year will be the first election of the Board of Directors. All vacancies occurring on the Board will be filled in the manner appointed above with respect to the eleven members whose terms are so vacated.

Section 2. Election of Directors. Prior to the annual membership meeting of the corporation, the Chairman, with the approval of the Board of Directors, shall appoint a nominating committee of five (5) members, not more than four (4), and not less than three (3), of whom shall be directors, and all of whom shall be members of the corporation. The nominating committee shall meet and submit to the Secretary of the corporation a list of the nominees for directors to be voted on at the annual membership meeting. A majority of the nominating committee shall be a quorum, and as such may carry out the duties and work of the committee. Nominees shall be selected by a majority vote of the acting members of the nominating committee present at the time of such selection. At least twenty-five (25) days prior to the date of the annual meeting, the Secretary shall post a copy of such list of nominees for directorship in an open and accessible place at the registered office of the corporation. Additional nominations for directorship may be made only by members in good standing and such nominations must be filed in writing with the Secretary of the organization prior to a posted deadline. From those so nominated, the Directors shall be elected at the annual membership meeting of the corporation. Voting for Directors shall be in person only and may not be exercised by proxy. The individuals receiving the highest number of

votes at such election shall become directors regardless of whether or not any individual receives a majority of the votes.

Section 3. Meeting of Directors. Regular meetings of the Board of Directors shall be held at least once each year and at the same place or in the same vicinity as the regular annual meeting of members provided for elsewhere in these By-Laws. The Board of Directors may provide by resolution the time and place for the holding of special meetings of the Board without notice other than such resolution. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4. Compensation of Directors. No Directors shall be entitled to or receive any profit or compensation from this corporation by reason of his/her being a Director.

Section 5. Corporate Powers of Directors.

- (a) The affairs of the corporation shall be managed by the Board of Directors.
- (b) The Board of Directors shall have the power to acquire by purchase or gift, or otherwise, real and personal property of every kind; to hold, use, or dispose of it in the name of the corporation.
- (c) The title to all permanent acquisitions of artifacts or property, both real and personal, shall be vested in New Mexico Junior College.
- (d) The Board of Directors reserves the right to hold title to certain property, either real or personal, deemed to be temporary.
- (e) The title to and control of all funds and monetary assets of any and all kind shall be vested in the corporation.
- (f) The Board of Directors shall elect the officers of the corporation.
- (g) The Board of Directors by resolution has the power to present special award(s) to a person or to an animal as outlined in Article VII, "Honorees of the Organization."
- (h) The Board of Directors by resolution has the power to select no more than one qualified individual per year with induction into the Lea County Cowboy Hall of Fame as outlined in Article VII, "Honorees of the Organization."

Article V

Officers

Section 1. Titles and Terms of Office. The officers of this corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, and said officers and Directors shall be the officers and trustees of the corporation. One person may hold more than one office, except the Chairman shall not hold the office of Secretary. A vacancy in an office shall be filled by a vote of Directors

may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Powers and Duties of the Chairman. The Chairman shall be the chief executive officer of the corporation, and subject to the Board of Directors, shall be in general charge of the properties and affairs of the corporation in the ordinary course of all its purposes; he/she shall preside at all meetings of the members and of the Board of Directors; he/she may sign and execute all bonds, deeds, conveyances, assignments, mortgages, notes, contracts or other obligations in the name of the corporation.

Section 3. Vice Chairman. The Vice Chairman shall act in the stead of the Chairman during said Chairman's absence by presiding at all meetings of the members and of the Board of Directors; and shall otherwise act in the official capacity of the absented Chairman.

Section 4. Secretary. The Secretary, or his/her designee, shall keep the minutes of all meetings of the Board of Directors in books provided for the purpose; he/she shall attend to the giving and serving of all notices; he/she may sign with the Chairman the name of the organization and /or attest the signature thereto on all contracts, conveyances, bonds, deeds, assignments, mortgages, notes and other instruments, except the books of account and financial records and securities of which shall at all reasonable times be open to inspection of any Director upon application at the office of the corporation during business hours; and he/she shall in general perform all duties incident to the officer of Secretary, subject to the control of the Board of Directors.

Section 5. Treasurer. The Treasurer shall have custody of all the funds and securities of the corporation, which come into his/her hands. When necessary or proper, he/she may endorse on behalf of the corporation for collection checks, notes, and other obligations and shall deposit the same to the credit of the corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors; whenever required by the Board of Directors, he/she shall render a statement of his cash account; he/she shall enter or cause to be entered regularly in books of the corporation kept by him for the purpose full and accurate accounts of all monies received and paid out on account of the corporation; he/she may sign all receipts and vouchers for payments made to the corporation, either alone or jointly with such other officer as designated by the Board of Directors; he/she shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; he/she shall, if required by the Board of Directors, give such bond for the faithful discharge of his/her duties in such form as the Board of Directors may require.

Section 6. Election of Officers. The Directors of this corporation shall elect the officers of the corporation by a majority vote of the Board. Such election shall take place annually at the first regular meeting of the Board of Directors following the annual meeting of the members.

Article VI

Committees

Section 1. Number and Term of Office. The Board of Directors, by resolution, adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one member who is a member of the Board of Directors, which committees shall function according to the extent provided in said resolution

Article VII

Honorees of the Organization

The Lea County Cowboy Hall of Fame shall provide for the recognition of honorees at its annual meeting of the membership as follows: *Induction into the Lea County Cowboy Hall of Fame* through nomination and election of the membership; *Induction into the Lea County Cowboy Hall of Fame* through selection by the Board of Directors; Recognition of an individual or animal as a “*Silver Concho*” recipient; Recognition of an individual or couple as “*Outstanding Rancher(s) of the Year;*” and Recognition of an individual as the “*Working Cowboy of the Year.*” The process and criteria for providing for said recognitions shall be as follows:

Section 1. *Induction into the Lea County Cowboy Hall of Fame* through nomination and election of the membership.

- a. **Criteria for Nomination.** Individuals may be nominated for Induction into the Lea County Cowboy Hall of fame provided they are, or have been, a long-time legal resident of Lea County, New Mexico; must have been, if deceased, or be, if living, a person of good character and reputation; must have distinguished themselves as a rodeo performer or as a ranch cowboy; must be a community leader and have had a helping hand in the development of the livestock industry in Lea County; or have had as their principal business the livestock industry; must be twenty-one years of age; must be nominated by a member of the corporation, must be elected by the membership of the corporation; must be willing to be honored by the Lea County Cowboy Hall of Fame and must be willing to contribute memorabilia to be displayed in the Western Heritage Museum and Lea County Cowboy Hall of Fame.
- b. **Number and Method.** The number that will be inducted into the Lea County Cowboy Hall of Fame will be as follows: seven people, from a slate of ten nominees in 1978; six people, from a slate of nine nominees in 1979; five people, from a slate eight nominees in 1980; four people, from a slate of seven nominees in 1981; and the maximum of three people, from a maximum slate of six nominees each year thereafter. The method by which inductees are nominated and selected each year will be as follows, and on dates set by the Board of Directors, the following sequence will occur:

1. Nominations will be sought. Letters and/or electronic communication, asking for nominations, will be sent to members of the corporation by the Board of Directors. A nomination must include a resume of the nominee; must be made by a member in good standing; and must adhere to the criteria for nomination.
2. Deadline for nomination. The nominations must be at the place designated, and by the designated deadline set by the Board of Directors.
3. Screening of nominations. The nominations will be screened by the committee of the board to be certain the criteria for the award have been met. After screening the nominations, the committee will determine the final ballot to be distributed by the Board of Directors to the membership in good standing.
4. Deadline for the return of the ballots, and the place to which ballots must be returned, will be designated by the Board of Directors.
5. The Board of Directors will certify the election before the annual dinner and will honor the inductees at the annual dinner, the time and place announced by the Board of Directors as set forth in Article III, Section 2.

Section 2. *Induction into the Lea County Cowboy Hall of Fame* through selection by the Board of Directors

- a. Criteria for selection. Beginning in 2015, no more than one individual per year will be selected by the Board of Directors for Induction into the Lea County Cowboy Hall of Fame. An individual selected by the Board of Directors shall meet the following criteria: during their lifetime they were a long-time legal resident of Lea County, New Mexico; must have been a person of good character and reputation; must have distinguished themselves as a rodeo performer or as a ranch cowboy; must have been a community leader and have had a helping hand in the development of the livestock industry in Lea County; and/or have had as their principal business the livestock industry; and must be deceased a minimum of ten years.
- b. Number and Method. No more than one individual per year will be selected by the Board of Directors for direct induction into the Cowboy Hall of Fame. This individual must have been previously nominated by a member of the corporation, must have stood for election by the membership of the corporation on at least two occasions without having been elected, and is a person determined by the Board of Directors to be unlikely of future election by the membership. The Board of Directors may, after due consideration, select that individual whom they deem worthy of induction but who, through extenuating circumstance was not elected by the members of the corporation. The individual's family must be willing to have their loved one honored by the Lea County Cowboy Hall of Fame and must be willing to contribute memorabilia to be displayed in the Western Heritage Museum and Lea County Cowboy Hall of Fame.

Section 3. Recognition of an individual or animal as a “*Silver Concho*” recipient. The Board of Directors will select for recognition no more than one individual, or animal, per year to be honored and recognized as a “*Silver Concho*” for the Hall of Fame. This special recognition will be presented by the Board of Directors and will be awarded to men, women, or animals not eligible for induction into the Cowboy Hall of Fame but who deserve to be recognized and/or remembered for their service to Lea County.

Section 4. Recognition of an individual or couple as “*Outstanding Rancher of the Year.*” One individual or couple per year may be selected by the Board of Directors for recognition as “*The Outstanding Rancher of the Year.*” The award will be presented to an individual, or couple, whose occupation is ranching, and is recognized as a business person, or business couple, with ethics, integrity and honor.

Section 5. Recognition of an individual as the “*Working Cowboy of the Year.*” One individual per year may be selected by the Board of Directors for recognition as “*Working Cowboy of the Year.*” Nomination of that individual may be received from any source and selection will be determined by the Board of Directors. The individual selected for recognition must be a wage-earning cowboy and someone who exemplifies ability, dependability, and character. The person recognized will be someone who is actively preserving the fast-fading cowboy way of life.

Article VIII

Miscellaneous Provisions

Section 1. Seal. The seal of the corporation shall have inscribed thereon its name, and shall be in the exclusive custody of the Secretary.

Section 2. Resignations. Any Director may resign by giving a written notice of such resignation to the other Directors.

Section 3. Dissolution. In the event of the dissolution of this corporation at any time or for any reason, all the funds, transitional properties, and assets of this corporation shall be given or contributed to any one or more other corporations, associations, entities or institutions which are wholly of a public and nonprofit nature and which are organized and operated exclusively for charitable, scientific, or educational purposes. Such gift or contribution shall be made to such corporation, association, entity, or institution, as may be determined by a majority of the members. No contributor, nor any corporation controlled by a contributor in the manner hereinabove described, shall ever derive or receive any financial or pecuniary gain or profit from this corporation, either on dissolution, liquidation, winding up, or otherwise.

Section 5. Fiscal Year and Audit. The fiscal year for business and tax purposes shall be fixed by resolution adopted by the Board of Directors. As of the close of each fiscal year and as soon thereafter as practicable, the Chairman of this corporation shall cause there to be made an audit by certified public accounting firm, the selection of which is subject to the approval of the Board

of Directors. A copy of such audit shall be furnished to each member of the Board of Directors within twenty (20) days after certification.

Article IX

By-Laws

Section 1. Adoption of By-Laws. The Board of Directors shall adopt the initial By-Laws of the corporation at the first meeting of the Board of Directors following incorporation.

Section 2. Amendments. These By-Laws, subject to the qualifications hereinafter provided, may be altered, amended, or repealed by a majority vote of the full membership of the Directors of this corporation at any regular or special meeting at which a quorum is present. Anything to the contrary herein notwithstanding, non of the provisions of Article II of Section 3 of Article VIII herein may, at any time, be altered, amended, or repealed.

In WITNESS WHEREOF, we have hereunto set our hands this ____ day of _____ 2015, as to the amendment of these bylaws.

C.J. Kinsolving, Chair

Patricia Jones, Secretary

Darrell G. Beauchamp, Executive Director

State of New Mexico

County of _____

Signed or attested before me on _____ (date) by _____ names(s) of person(s).

Notary Public

Title (and Rank): _____

Printed Name: _____

My Commission Expires:
