

BYLAWS
OF
ASSOCIATION OF BORDERLANDS SCHOLARS, INC.

A New Mexico Nonprofit Corporation

Amended April 26, 1995

ARTICLE I.
NAME, SEAL AND OFFICES

A. Name. The name of this Nonprofit Corporation is ASSOCIATION OF BORDERLANDS SCHOLARS, INC. (sometimes abbreviated "ABS").

B. Seal. The Corporation shall have a common seal and around the circumference of the seal shall appear the words ASSOCIATION OF BORDERLANDS SCHOLARS, INC. However, no instrument executed by officers of this Corporation need bear any seal, unless required by law.

C. Offices. The Corporation shall maintain its principal office in Las Cruces, New Mexico, but may have offices and transact business at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

ARTICLE II.
MEMBERS

A. Membership.

1. A petition for membership accompanied by payment of appropriate dues shall constitute active membership. If dues for the current year have not been received within 30 days after the annual Spring meeting (or by May 1st in those years when an annual meeting is not held), a member reverts to inactive status. Upon payment of current dues, reinstatement to active status is automatic.

2. Only active members may participate as officers and in voting on issues or for ABS officers. Only active members may expect to receive ABS publications and materials which are distributed for the use of the membership.

3. Membership in the organization includes the following categories:

a. Members are self-designated because of their professional standing and their current activity at academic institutions, research bureaus or border agencies. This designation indicates a willingness to participate actively in the organization as well as a professional commitment to the field of Borderland Studies.

b. Associate Members are self-designated as having major interest in the field of Borderlands Studies but who are either not professionally active in border-related research and scholarship or wish only to be recipients of ABS information rather than being actively involved in the ABS organization.

c. Joint Members are husband/wife professionals who are granted a reduced dues fee by the ABS executive officers when only a single set of materials, journals, etc. and mailing address can be utilized.

d. Honorary Members are senior or retired scholars who are so designated because of their outstanding contribution to Borderlands Studies. The number of Honorary Members is limited to a maximum of one (1) per year, and they must be nominated by a petition of five (5) or more active members, approved by two-thirds (2/3) of the Board of Directors (which may be called the "Council" based on previous usage) voting and formal written acceptance of the honor by the nominee.

e. Sustaining Members are those who are supportive financially of the ABS. Those sponsors who do not otherwise qualify as Members or Associate Members cannot hold offices within the ABS but may vote and otherwise participate.

B. Annual Meeting. An annual meeting of the members shall be held without other notice than this Bylaw in conjunction with the annual Board of Directors meeting on the fourth Friday of April of each year at the principal office of the corporation (or at a location chosen by the Board of Directors) at 10:00 a. m. for the purpose of electing directors and taking any other actions deemed appropriate by the members. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors in any year on the date specified, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election had or business transacted at such meeting shall be as valid and effective as if had or transacted at the annual meeting on the date specified.

C. Responsibility and Function. All responsibility and function shall be vested in the Board of Directors as authorized and directed by the members.

ARTICLE III. PURPOSE

A. The purposes for which this Corporation is organized are stated in the Articles of Incorporation. The essence of these purposes are that this Corporation is to be operated for educational purposes. The Directors of the Corporation will endeavor to raise funds and manage those funds for these stated purposes.

B. The ABS is a nonprofit, learned society of scholars established to facilitate scholarly interchange of ideas and information relating to international border areas, primarily that of the U. S. - Mexico Borderlands region.

C. The ABS encourages a multidisciplinary approach to scholarly Borderlands research and seeks to provide the means for disseminating research reports and scholarly information to members from various disciplines, as well as those engaged in policy formation and action programs. Also, it seeks to provide a forum for policy makers, program directors and scholars to exchange views on problems unique to inter-national border regions.

ARTICLE IV.
BOARD OF DIRECTORS

A. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation these Bylaws and the laws of the State of New Mexico, the affairs of the Corporation shall be managed by the Board of Directors.

B. Number and Qualification. The authorized number of Directors of the Corporation shall be nine (9), but that number may be changed (in no event to a number less than three (3)) by an amendment to these Bylaws duly adopted by an action of the members of the Corporation. Directors need not be residents of the State of New Mexico.

C. Selection and Term of Office. The nine (9) Directors shall be appointed as follows: each year three (3) members shall be appointed for three (3) year terms on a rotation basis, nominated by the President and sustained by two-thirds (2/3) of the Directors voting. When Directors are elected to executive positions, the current President will appoint another ABS member to fill the remaining years of their term using the procedures outlined above for other appointive positions. These appointments to the Board of Directors will reflect regional, academic and discipline interests of the entire ABS membership as much as possible. Each Director shall hold office until a successor is selected, or until the Director's death, resignation or removal. Directors may serve more than one term.

D. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation who shall advise the Board of Directors of the resignation. The resignation shall take effect at the time it specifies, or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation. Unless specified in the resignation letter, acceptance of the resignation shall not be necessary to make it effective. Resignation of Directors will call for a replacement appointment as indicated in Paragraph C.

E. Removal. Any individual Director may be removed from office, with or without cause, by the action of the members.

F. Vacancies. Any vacancy in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, shall be filled by replacement appointment under Paragraph C. Each Director so elected shall hold office for the unexpired portion of the term he or she was elected to fill and until a successor is selected, or until death, resignation or removal.

G. Regular meetings. Regular meetings of the Board of Directors of the Corporation shall be held at such time and place as the members designate, or in the absence of designation by the members, as the Board of Directors may designate. An annual meeting of the Board of Directors shall be held without other notice than this Bylaw on the fourth Friday of April of each year at the principal office of the Corporation at 11:00 a. m. for the purpose of ratifying nominated Directors and for the transaction of such other business as may come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors in any year on the date specified, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and business transacted at such meeting shall be as valid and effective as if transacted at the annual meeting on the date specified.

H. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the members or by the President of the Corporation, or if the President is absent or is unable or refuses to act, by any Vice-President or by any two (2) Directors.

I. Place of Meetings. Meetings of the Board of Directors shall be held at any place within or outside the State of New Mexico which may be designated from time to time by the members. In the absence of such designation, meetings of the Board of Directors shall be held at the principal office of the Corporation.

J. Notices. Notice of any regular or special meeting of the Board of Directors (other than the annual meeting described in Paragraph G), in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, not more than twenty-five (25) days prior to the date of the meeting, but at least twenty-four (24) hours before the time set for the meeting or, if notification is by mail, by mailing such notice at least seventy-two (72) hours before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the address shown on the records of the corporation.

K. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting, and (b) each Director present at the meeting who objected to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

L. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors consent in writing to such action. Action by written consent shall have the same force and effect as the unanimous vote of the Directors.

M. Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the law, Articles of Incorporation, or these Bylaws require a greater proportion.

N. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. Notice of the time and place of an adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

O. Organization. The President of the Corporation, or in the President's absence, a Chairman chosen by a majority of the Directors present, shall act as Chairman at every meeting of the Board of Directors. The Secretary of the Corporation, or in the Secretary's absence any person appointed by the Chairman of the meeting, shall act as Secretary of the meeting.

P. Compensation. Directors shall not receive any compensation for their services. Upon resolution of the Board of Directors, Directors may receive reimbursement of expenses of attendance at any meetings of the board.

ARTICLE V.
OFFICERS

A. Officers and Qualifications. The officers of this Corporation shall consist of a President, a President-Elect, one (1) or more Vice-Presidents (the number to be determined by the members), an Executive Secretary, a Treasurer and a Journal Editor. The Board of Directors may also appoint one or more assistant secretaries and assistant treasurers. Each officer shall serve until a successor shall be elected or appointed and has qualified. Each officer shall perform the duties usually pertaining to the respective offices and such other duties as may from time to time be prescribed by the Board of Directors or required by the Bylaws.

B. Duties of Officers.

1. President.

a. After serving a one year term as President-Elect, the President-Elect will become the President. The President will assume office in the spring for a one year term.

b. The President shall preside at all meetings and perform any other duties prescribed by the Board of Directors. The President shall sign all contracts and other documents which have been approved by the Board of Directors and shall draw checks upon the Treasury when directed by the Board of Directors. The President shall serve as the Executive officer for the ABS, appoint officers and nominate members for positions as required, authorize fiscal expenditures, and periodically report to the Board of Directors and the membership on matters requiring their attention and on the status of organization goals.

2. President-Elect.

a. After serving a one year term as Vice-President, the Vice-President shall become the President-Elect. He or she will assume office in the spring for a one year term. (The President-Elect will subsequently become the President.)

b. The President-Elect shall be responsible for the program at the annual meeting or professional sessions when no formal meeting is held, and shall be ready to assume the Presidency if the President is not able to complete his or her term of office.

c. In the absence of the President or upon the President's inability to act, the President-Elect shall perform all of the functions of the President. In the event of a permanent vacancy in the office of President due to death, resignation or removal, the President-Elect shall become the President until the Board of Directors appoints a successor. The Vice-President will become the President-Elect. A replacement Vice-President will be nominated by the new President and sustained by two-thirds (2/3) of

the Directors voting. The President-Elect shall perform any other duties prescribed by the Board of Directors.

2. Vice-President.

a. Each year a Vice-President shall be elected by majority vote of the membership voting. He or she will assume office in the spring for a one year term. (The Vice-President will subsequently become the President-Elect.)

b. The Vice-President shall assist the President-Elect in the organization of the program at the annual meeting or professional sessions when no formal meeting is held, and shall be ready to assume the office of President-Elect if the President-Elect is not able to complete his or her term of office.

c. In the absence of the President-Elect or upon the President-Elect's inability to act, the Vice-President shall perform all of the functions of the President-Elect. In the event of a permanent vacancy in the office of President-Elect due to death, resignation or removal, the Vice-President shall become the President-Elect until the Board of Directors appoints a successor. A replacement Vice-President will be nominated by the President and sustained by two-thirds (2/3) of the Directors voting. The Vice-President shall perform any other duties prescribed by the Board of Directors.

3. Executive Secretary.

a. The Executive Secretary is responsible to the President and Executive Council. The Executive Secretary will maintain the archives and will be responsible for maintaining the financial records of the ABS. He or she will collect dues and maintain a current list of active members and their addresses. The Executive Secretary is responsible for editing, publishing, and distributing the newsletter, and will advise the executive officers on policies and problems relating to the gathering and dissemination of ABS matters. The term for the Executive Secretary shall be 5 years.

b. The Executive Secretary shall keep a full and complete record of the proceedings of the Board of Directors; shall keep the seal of the Corporation and affix the seal to such papers and instruments as may be required in the regular course of business; shall make service of such notices as may be necessary or proper; shall supervise and control the keeping of the books and accounts of the Corporation; and shall discharge other duties as pertain to the office or as prescribed by the Board of Directors.

4. Treasurer.

a. The Executive Secretary shall serve as Treasurer of the Corporation.

b. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation and shall deposit or cause to be deposited in the name of the Corporation all monies or valuable effects in the banks, trust companies or depositories from time to time selected by the Board of Directors. The Treasurer shall give such fidelity bond as the Board of Directors shall designate, premiums of which shall be paid out of the funds of the Corporation. In general, the Treasurer shall perform all the duties ordinarily incident to the office of a Treasurer of a corporation and any other duties assigned by the Board of Directors. Upon expiration of his or her term of office, the Treasurer shall turn over to the successor all funds and records of the Corporation in the Treasurer's possession or custody or under his or her control pertaining to the affairs of the office of Treasurer. The Treasurer shall prepare, or have prepared, regular financial statements, tax forms and reports, and annual tax forms and reports. The Treasurer may employ such personnel as may be needed, subject to Board approval, to assist in these duties.

5. Journal Editor.

a. The Journal Editor will be nominated by the President and ratified by two-thirds (2/3) of the Board of Directors voting.

b. The Journal Editor shall be responsible for setting up the editorial policy and scope of the ABS Journal, subject to any limitations imposed by the executive officers and/or the editorial board. An editorial board will be recommended by the President and ratified by two-thirds (2/3) of the Board of Directors voting which will then give assistance in editorial policy, printing budgets, associate editor appointment and other general matters. At least half of the initial editorial board names will be taken from the Council or executive officers. A yearly report of printing and distribution numbers, publishing costs, etc., will be due by the Journal Editor for the annual meeting.

6. Other Officers. Other officers deemed necessary for the efficient operation of the organization shall be nominated by the President and ratified by two-thirds (2/3) of the Board of Directors voting. These appointments are for five (5) year terms and are renewable by following the procedure indicated above. These officers may be removed by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE VI.
FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1st of each year and end on December 31st of each year.

ARTICLE VII.
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer or employee of, or member of a committee, or person connected with this Corporation or any other private individual shall receive at any time any of the net earnings, or pecuniary profit from the operations of the Corporation, except as provided in Article IV Paragraph P, and no such person shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation.

ARTICLE VIII.
DISSOLUTION

Upon a dissolution of the Corporation, its remaining assets, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the members may determine subject to the provisions set forth in the Articles of Incorporation, to an organization or organizations exempt from federal income tax by virtue of being organized and operated exclusively for charitable, educational or scientific purposes as specified in the Internal Revenue Code of 1986 (the "Code"), as amended from time to time. If this process does not result in the disposition of all the assets of the Corporation, then the court of applicable jurisdiction of the county in which the principal office of the Corporation is then located shall determine which such organizations shall receive the balance of the assets of the Corporation.

ARTICLE IX.
EXEMPT ACTIVITIES

No Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Code Section 501(c)(3) and its Regulations as they now exist or may hereafter be amended, or by organizations contributions to which are deductible under Code Section 170(c)(2) and its Regulations as they now exist or may hereafter be amended. No such person shall engage in any activity which may result in this Corporation being considered a "private foundation" under Code Section 509.

ARTICLE X.
Financial Procedures

A. Annual dues will be due and payable prior to or within 30 days after the annual ABS Spring meeting for the current year's membership. Amounts shall be as follows: Regular members, \$15; student members, \$10.

B. Any proposed change in ABS dues, or any special financial assessment must be proposed by the President prior to the annual meeting, approved by two-thirds (2/3) of the Board of Directors voting, and passed by two-thirds (2/3) of the membership voting.

C. A yearly financial report will be required for presentation to the annual meeting, and a financial audit of ABS funds will be standard procedure for each incoming President.

D. The executive officers shall be the only persons authorized to expend ABS funds, although the Treasurer, newsletter editor and Journal Editor shall be empowered to expend funds already authorized by the executive officers.

ARTICLE XI.
AMENDMENTS

A. Amending procedures for making changes in these Bylaws are as follows:

1. Items incurring any financial obligation to the ABS or its members shall require approval of two-thirds (2/3) of the full Board of Directors and two-thirds (2/3) of the ABS membership.

2. Items unrelated to finances may be approved by a simple majority of members voting.

3. Amendments signed by 10 or more ABS members will be sent to the President for action. Any such amendment must be approved by a majority of the Board of Directors, submitted to the entire ABS membership and approved by a majority of the members voting.

4. If any portion of these Bylaws is invalidated by amendment or any other action, the other provisions of these Bylaws shall remain in full force and effect.

KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned President and Secretary of the Corporation, known as the ASSOCIATION OF BORDERLANDS SCHOLARS, INC., do hereby certify that the above and foregoing Bylaws were duly adopted by the members of the Corporation as the Bylaws of the Corporation on the 26th day of April, 1995, and that they do now constitute the Bylaws of the Corporation.

SECRETARY

PRESIDENT