

BYLAWS
OF
THE ASSOCIATION FOR BORDERLANDS STUDIES, INC
A New Mexico Nonprofit Corporation

Adopted 26 April 1995*

*Amended 5 April 2011 and 10 April 2015**

Amended 15 April 2016

ARTICLE I.

NAME, SEAL AND OFFICES

A. Name. The name of this Nonprofit Corporation is the ASSOCIATION FOR BORDERLANDS STUDIES, INC. (sometimes abbreviated "ABS"). The name of the nonprofit corporation has also included the Association of Borderlands Studies, The Association of Borderlands Scholars, and the Association of Border Studies.

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

C. *Offices and non-profit status.* The Association shall maintain its non-profit status as an incorporated organization in the State of New Mexico, but the Association may have offices and transact business at such other places as the Board of Directors may require. In particular, the Association's main offices will be considered to be the institution at which the Executive Secretary/Treasurer works and that provides support for this office.

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 vote 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 borderlands studies.

b. *Non-OECD Members* – These are regular members that live or work in non-OECD countries, and this membership category was established to provide a reduced membership rate for these individuals to assist them in participating in the ABS and to provide an extra incentive to new members from these countries to join the ABS.

c. *Student members* are active undergraduate or graduate students with an interest in Borderlands Studies, with similar responsibilities, duties, and rights as members. To facilitate the participation of undergraduate and graduate students in its conference and other activities, the Association provides a reduced membership rate for student members.

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 ($\frac{2}{3}$) of the Board of

Directors and Officers (which may be called the “Council” based on previous usage) voting, and formal written acceptance of the honor by the nominee. Honorary members no longer pay a yearly membership fee and enjoy all of the privileges of membership in the ABS throughout their lives.

e. *Lifetime members* are regular members that have chosen to purchase a lifetime membership in the ABS to support the organization with a one-time payment of the lifetime membership fee; such members no longer have to pay a yearly membership fee and enjoy all of the privileges of membership in the ABS throughout their lives.

B. *Annual Meeting.*

An annual meeting of the members shall be held as part of the Annual Conference of the Association. The purpose of this meeting is to discuss relevant matters of The Association and take any other actions deemed appropriate by the members. In the event of failure, through oversight or otherwise, to hold the annual meeting in any year in conjunction with the Annual Meeting of the Association, the meeting, upon waiver of notice or upon due notice, may be held at a later date; any business transacted at such meeting shall be as valid and effective as if had been transacted at the annual meeting as specified above.

C. *Responsibility and Function.* All responsibility and function of The Association shall be vested in the Board of Directors and Officers 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 this purpose is that this Association is to be operated for educational and research purposes. The Board of Directors of the Association will endeavor to raise funds and manage those funds for this stated purpose.

B. The ABS is a nonprofit, learned society of scholars and educators established to facilitate scholarly interchange of ideas and information relating to international border areas and issues. The ABS was formed in the U.S.-Mexico Borderlands region, and the organization remains anchored in this region, with the recognition that borderlands studies

extend globally, and with a commitment to engage and represent border scholars internationally.

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, the ABS seeks to provide a forum for policy makers, program directors, and scholars to exchange views on problems unique to international border regions worldwide.

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 Association shall be managed by the Board of Directors and the Officers, as noted below.

B. *Number, Representation and Qualifications.* The authorized number of Directors of the Association 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 Association. Directors need not be residents of the State of New Mexico. Although no geographical or other formula of representation of directors is mandated in these Bylaws, the Board of Directors shall represent the diversity of the ABS membership, including regional affiliation, academic interest, representation of discipline, stage of academic career, gender, ethnicity, and nationality.

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 a nominating committee charged by the President and sustained by two-thirds ($\frac{2}{3}$) of the Directors and Officers voting. When Directors are elected to executive positions (i.e. to serve as an officer), the current President will appoint another ABS member to fill the remaining year(s) of their term using the procedures outlined above for other appointive positions. These appointments to the Board of Directors will reflect regional, academic, discipline, career level, gender, ethnicity and nationality considerations 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 Executive Secretary or President of the Association, 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 Executive Secretary or President of the Association. 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. Board members that fail to attend 2 meetings of the Board without documentation of an excused absence will be removed. Note is made that members may participate in Board meetings via telephone, video-conferencing, or Internet-enabled linkages.

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.* The members shall hold regular meetings of the Board of Directors of the Association at such time and place as the members designate, or in the absence of designation, as the Board of Directors may designate. Normally, an Annual Meeting of the Board of Directors will occur in conjunction with the Annual Conference of the Association. The purpose of this annual meeting is to discuss relevant matters concerning the management of the Association, including the designation of nominating committees for naming new Directors and developing a slate of officers for the following year. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors at the Annual Conference of the Association, 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 that occurs at the Annual Conference of the Association.

H. *Special Meetings.* Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the Directors, The Board, or by the President of the Association, 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.* As noted above, the Annual Meeting of the Board of Directors normally occurs in conjunction with the Annual Conference of the Association. In addition, meetings of the Board may be held at any place within or outside the State of New Mexico, which may be designated from time to time by the Board, and this also includes meetings to be held by telephone, video-conferencing, or Internet-enabled linkages. Minutes of the Board meetings will be recorded by the Executive Secretary/Treasurer and posted on the website of the Association.

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/means, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing/email, not more than twenty-five (25) days prior to the time set for the meeting, but at least twenty-four (24) hours before the time set for the meeting. In the past, this notice was often given by conventional post, but in light of the widespread use and acceptance of email by the vast majority of members and the international nature of the Association, such notices will be given by email.

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 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 by email or facsimile to such action. Action by written consent shall have the same force and effect as the unanimous vote of the Directors.

M. *Quorum.* A simple majority of the Directors and Officers 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 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 when it was 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 Association, or in the President's absence, a Chair chosen by a majority of the Directors present, shall act as Chair at every meeting of the Board of Directors. The Executive Secretary of the Association, or in the Executive Secretary's absence, any person appointed by the Chair 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 in support of attendance at meetings of the Board for which such an arrangement is agreed to by the Board.

ARTICLE V.

OFFICERS

A. *Officers and Qualifications.*

The Officers of the Corporation shall consist of a President, a President-Elect, a *First Vice-President*, a *Second Vice-President*, an Executive Secretary/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 as provided for in these bylaws. 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 at the close of the regular meeting of the membership that is normally held at the Annual Conference of the Association, 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 that have been approved by the Board of Directors and shall authorize payment from the Treasury when directed by the Board of Directors. The President, working with the Board of Directors and the Officers, shall serve as the Executive Officer for the ABS, appoint officers and nominating committees 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 the Associations' goals. The President, or his or her designee, shall serve as liaison to the Western Social Science Association, as long as the two organizations continue to conduct their annual meetings together.

2. *President-Elect.*

a. After serving a one-year term as *First Vice-President*, the *First Vice-President* shall become the *President-Elect*. He or she will assume the office at the close of the regular meeting of the membership that is normally held at the Annual Conference of the Association, for a one-year term.

b. The *President-Elect* will subsequently become the *President* and the *Second Vice-President* will become the *First Vice-President*.

c. The *President-Elect* shall be responsible for the program of 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 in office.

d. 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 *First Vice-President* will become the *President-Elect*, and the *Second Vice-President* will become the *First Vice-President*. A replacement *Second Vice-President* will be nominated by a nominating committee charged by the new *President* and sustained by two-thirds ($\frac{2}{3}$) of the Directors voting. The *President-Elect* shall perform any

other duties prescribed by the Board of Directors.

3. *Vice-Presidents.*

a. Each year a Second Vice-President shall be elected by majority vote of the membership voting. He or she will assume office at the close of the regular meeting of the membership that is normally held at the Annual Conference of the Association, for a one-year term.

b. At the close of the regular meeting of the membership that is normally held at the Annual Conference of the Association, the First Vice-President will subsequently become the President-Elect, and the Second vice-President will become the First Vice-President.

c. The *First* 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.

d. In the absence of the President-Elect or upon the President-Elect's inability of act, the *First* Vice-President shall perform all 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 *First* Vice-President shall become the President-Elect until the Board of Directors appoints a successor. A replacement *First* Vice-President will be the elected Second Vice-President. A new Second Vice-President will be elected by the membership. The *First* Vice-President shall perform any other duties prescribed by the Board of Directors.

4. *Executive Secretary/Treasurer.*

a. Candidates to serve as the Executive Secretary/Treasurer will be identified through a formal search process that is conducted by a nominating committee named by the President and Board of Directors. As the search process is completed and names of candidates to serve are put forward to the Board and Officers, the Board and Officers will make a recommendation of who shall serve as the Executive Secretary/Treasurer, based on their review of the Search Committee's input. The final decision on who shall serve as the Executive Secretary/Treasurer is to be made by a digital vote of the entire active membership at the time the recommendation is made.

b. The Executive Secretary/Treasurer is responsible to the President and Board of Directors. The Executive Secretary/Treasurer 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, and he or she is authorized to make expenditures on behalf of the Association, upon direction and authorization of the President. The Executive Secretary/Treasurer is also responsible for editing, publishing, and distributing the newsletter, and maintaining the ABS Website and related access to the online holding of the Journal of Borderland Studies. The Executive Secretary/Treasurer will also advise the executive officers on policies and problems relating to the gathering and dissemination of ABS matters. The term for the Executive Secretary/Treasurer shall be 4 years, unless a two-thirds ($\frac{2}{3}$) majority of the Board of Directors and Officers acts to lengthen or shorten the term.

c. The Executive Secretary/Treasurer 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 Association; shall provide an annual financial report of the books and accounts of the Association at the Board meeting and Membership meetings held at the Annual Meeting of the Association; and shall discharge other duties as pertain to the office or as prescribed by the Board of Directors.

5. *Journal Editor of the Journal for Borderlands Studies.*

a. Candidates to serve as the Journal Editor will be identified through a formal search process that is conducted by a nominating committee named by the President and Board of Directors. As the search process is completed and names of candidates to serve are put forward to the Board and Officers, the Board and Officers will make a recommendation of who shall serve as the Journal Editor, based on their review of the Search Committee's input. The final decision on who shall serve as the Journal Editor is to be made by a digital vote of the entire active membership at the time the recommendation is made.

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 Board of Directors and ratified by two-thirds ($\frac{2}{3}$) of the Board of Directors and

Officers voting; the editorial board will then give assistance in editorial policy, printing budgets, associate editor appointments, and other general matters. A yearly report of printing and distribution numbers, publishing costs, etc., will be presented by the Journal Editor at the annual meetings of the Board and the general membership held at the Annual Meeting of the Association.

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 ($\frac{2}{3}$) of the Board of Directors and Officers 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 ($\frac{2}{3}$) vote of the Board of Directors and Officers.

ARTICLE VI.

FISCAL YEAR

The fiscal year of the Association 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 Association 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 Regulation 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 by 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 PROCEDURE

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. The actual amount of the dues and currency being handled will be decided by the Executive Secretary and Treasurer, in consultation with the Board and Officers, and as a function of the country where the ES&T is held.

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 ($\frac{2}{3}$) of the Board of Directors and Officers voting, and passed by a simple majority of the membership voting.

C. A yearly financial report will be required for presentation to the annual meetings of the Board of Directors and the general membership by the Executive Secretary/Treasurer, and a financial audit of ABS funds will be standard procedure for each incoming President. This audit will be conducted by a sub-committee of three Directors that would be chaired by the longest serving Board member, with one Board member rotating on and off each term.

D. The executive officers shall be the only persons authorized to expend ABS funds, although the Executive Secretary/Treasurer, newsletter editor and Journal Editor may be empowered to expend funds already authorized by the executive officers, upon approval of the Board and Officers.

ARTICLE XI.
AMENDMENTS

A. Procedures for amending these Bylaws are as follow:

1. Items incurring any financial obligation to the ABS or its members shall require approval of two-thirds ($\frac{2}{3}$) of the Board of Directors and Officers, and two-thirds ($\frac{2}{3}$) of the ABS membership present at the annual membership meeting.

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 and Officers, 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.

5. Proposed changes to the Bylaws must be sent to the membership and posted two weeks prior to the Annual Meeting, or digital vote if the two weeks notice cannot be provided.

KNOW ALL PERSONS BY THESE PRESENT:

That the undersigned President and Executive Secretary/Treasurer of the Corporation, known as THE ASSOCIATION FOR BORDERLANDS STUDIES, 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, amended on 10th day of April 2015, amended again on 15 April 2016, and that they do now constitute the Bylaws of the Corporation.



A handwritten signature in blue ink, appearing to read "Patricia Barraza", written over a horizontal dashed line.

Dr. Patricia Barraza
PRESIDENT

A handwritten signature in blue ink, appearing to read "Jussi P. Laine", written over a horizontal dashed line.

Dr. Jussi P. Laine
EXECUTIVE SECRETARY/TREASURER