



State Employees Commuter Association, Inc.

# BY-LAWS

Revised, March 2006

## Table of Contents

<b>ARTICLE I: NAME</b>	<b>1</b>
<hr/>	
<b>ARTICLE II: PURPOSE</b>	<b>1</b>
<hr/>	
<b>ARTICLE III: MEMBERSHIP</b>	<b>1</b>
<hr/>	
<b>A. MEMBERSHIP</b>	<b>1</b>
<b>B. BASIC RIGHTS AND OBLIGATIONS OF MEMBERS</b>	<b>2</b>
<b>C. FEES AND ASSESSMENTS</b>	<b>2</b>
<hr/>	
<b>ARTICLE IV: BOARD OF DIRECTORS</b>	<b>3</b>
<hr/>	
<b>A. OFFICES</b>	<b>3</b>
<b>B. RESPONSIBILITIES OF THE BOARD OF DIRECTORS</b>	<b>4</b>
<b>C. ELECTION AND TERM OF BOARD OF DIRECTORS</b>	<b>6</b>
<b>D. REMOVAL OF OFFICER(S)</b>	<b>6</b>
<b>E. COMPENSATION OF DIRECTORS</b>	<b>7</b>
<b>F. GENERAL POWER</b>	<b>7</b>
<b>G. VACANCIES</b>	<b>7</b>
<b>H. OTHER AGENTS OR EMPLOYEES</b>	<b>7</b>
<b>I. FUNCTIONS, AUTHORITY, DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS</b>	<b>7</b>
<hr/>	
<b>ARTICLE V: VEHICLES</b>	<b>8</b>
<hr/>	
<b>A. CONTROL AND MAINTENANCE OF VEHICLES</b>	<b>8</b>
<b>B. SECA VANS</b>	<b>10</b>
<hr/>	
<b>ARTICLE VI: MEETINGS</b>	<b>10</b>
<hr/>	
<b>A. ANNUAL MEETINGS</b>	<b>10</b>
<b>B. SPECIAL MEETINGS</b>	<b>11</b>
<b>C. NOTICE OF MEETING</b>	<b>11</b>
<b>D. QUORUM</b>	<b>11</b>
<b>E. ORDER OF BUSINESS</b>	<b>11</b>

<b><u>ARTICLE VII: AUTHORITY</u></b>	<b>12</b>
<b>A. PARLIAMENTARY AUTHORITY OF SECA</b>	<b>12</b>
<b><u>ARTICLE VIII: BASIC POWER</u></b>	<b>12</b>
<b>A. BASIC POWER OF SECA</b>	<b>12</b>
<b><u>ARTICLE IX: ADOPTION OF BYLAWS</u></b>	<b>13</b>
<b>A. ADOPTION OF BYLAWS</b>	<b>13</b>
<b><u>ARTICLE X: AMENDMENTS</u></b>	<b>13</b>
<b>A. AMENDMENT TO OR REVISION OF THE BYLAWS</b>	<b>13</b>

## ARTICLE I: Name

The name of this organization is STATE EMPLOYEES COMMUTER ASSOCIATION hereinafter referred to as SECA, and is recognized as a private, member owned, non-profit New Mexico corporation incorporated since February 1976.

## ARTICLE II: Purpose

The objective and purpose of this organization is to provide members with a safe, comfortable, economical, reliable, and time efficient means of commuting to work or school.

## ARTICLE III: Membership

### A. *Membership*

1. SECA membership shall be limited to commuters in the service areas established by SECA.
2. Types of Membership
  - a) *An "Active" member shall denote a member who:*
    - (1) rides full time or pays a full fare,
    - (2) rides on a space available basis, or
    - (3) shows an interest in SECA by attending meetings or serving on a committee or board.
  - b) *An "Inactive" member shall denote a member who does not use the services or show an interest by serving on a committee or the board of directors of SECA.*
3. Application for Membership
  - a) *The Board of Directors reserves the right to review and approve or disapprove all new applications for membership.*
  - b) *Each Active Member shall pay a lifetime membership fee of \$10.00.*
  - c) *All new members of SECA shall be required to pay the specified fee for membership AND the first two weeks' transportation fee IN ADVANCE.*

## **B. *Basic Rights and Obligations of Members***

1. Each ACTIVE member of SECA has the right to:
  - a) *request a copy of this organization's bylaws and understand its covenants,*
  - b) *receive notices of all Board meetings and review meeting agendas in advance of meetings,*
  - c) *attend all Board meetings,*
  - d) *present business, participate in debate, and vote,*
  - e) *nominate, accept or decline office, and resign if necessary,*
  - f) *inspect the records of the organization,*
  - g) *insist on enforcement of the organization's Bylaws, Standing Rules, and Rules of Parliamentary Procedure,*
  - h) *receive and complete an absentee ballot provided such ballot is received by the Secretary not less than 7 days prior to the date of the vote (late ballots will not be counted and voting by proxy is specifically prohibited).*
  
2. Each ACTIVE member of SECA has the obligation to:
  - a) *follow all relevant laws,*
  - b) *accept majority rule on all decisions,*
  - c) *accept elected officers, whether his/her choice or not,*
  - d) *bring in new members,*
  - e) *generally promote the objectives and aims of the organization.*
  
3. An INACTIVE member is not allowed to vote at any of SECA's meetings or in any SECA election.

## **C. *Fees and Assessments***

1. Upon approval of an application for membership in SECA, each applicant shall pay a membership fee of \$10.00 and prepay the first month fare.

2. All fares are due and payable, in advance, for each commuting period.
3. All active, full-time members of SECA will be required to pay for the service whether or not the service is used. There will be no monetary reimbursement to full-time members for unused service due to absence. Standby riders are entitled to receive monetary reimbursement for any unused prepaid service upon their termination or transfer to another van.
4. Fares are reviewed and can be reset each year at the March Board of Directors monthly meeting after the annual budget is approved or at other times deemed necessary by the Board due to increased operating costs.
5. Drivers and Route Treasurers are entitled to compensation in the form of discounted fares. The maximum extent of the compensation:
  - a) *is to be decided within each van according to financial condition of the route, and,*
  - b) *cannot exceed the cost for one and one-half (1.5) fares, and,*
  - c) *must be voted on by a simple majority of the route membership, and,*
  - d) *documented in the route's records and to the SECA.office.*

## **ARTICLE IV: BOARD OF DIRECTORS**

### **A. *Offices***

1. The SECA Board of Directors shall consist of the following offices:
  - a) *President*
  - b) *Vice-President*
  - c) *Treasurer*
  - d) *Secretary*
  - e) *Project Directors (The number of Project Directors shall be determined by the Board of Directors).*

## B. *Responsibilities of the Board of Directors*

### 1. President

a) *The president shall:*

- (1) preside over all meetings of SECA and the Board of Directors,
- (2) call special meetings of the Directors,
- (3) perform all acts and duties usually performed by an executive and presiding officer.

b) *The president may be designated by the Board to:*

- (1) sign any forms and documents on behalf of SECA,
- (2) be an ex-officio member of all standing committees,
- (3) have such powers and perform such other duties as may be properly required of him/her by the Board of Directors.

c) *The president shall be granted the authority to remove from office any Board member under the following guidelines:*

- (1) if, after a majority vote of the entire Board of Directors, any officer fails to abide by the Board's decision regarding policies and/or management;  
or
- (2) a written vote of approval by the majority of the remaining Board members has been obtained and submitted to the SECA Advisory Board of Directors.

### 2. Vice-President The vice-president shall:

a) *perform the duties of the president in his/her absence or if the president becomes temporarily disabled,*

- (1) in the case of the death, resignation or permanent and incapacitating disability of the president, the vice president may advise the Board of Directors to declare the office vacant; or
- (2) choose a successor to fill the unexpired portion of the President's term.

b) *prepare final reports from those submitted by the Project Directors, and submit same reports to the requesting agencies; and*

- c) *assist the president in preparing applications for funding and specifications for bids,*
- d) *conduct on an annual basis, or as directed by the Board of Directors, a check of all drivers' license status and driving record to assure compliance with ARTICLE V herein.*

3. Treasurer The treasurer shall:

- a) *collect all assessments and moneys due the organization and deposit same in the depository designated by the Board of Directors,*
- b) *make a report of business transacted by him/her annually, or when required by the Board of Directors,*
- c) *be covered in the performance of duties by a Surety Bond in the amount to be determined by the Board of Directors and paid for by the organization,*
- d) *turn over, upon selection of a successor, all books and other properties belonging to the SECA that are in his/her possession,*
- e) *make payments on billing statements only when accompanied by an itemized list of charges.*

4. Secretary The secretary shall:

- a) *attest to the president's signature on any documents pertaining to the organization,*
- b) *keep a complete record of all meetings of the organization and of the Board of Directors,*
- c) *have general charge and supervision of all books and records of the organization,*
- d) *keep and affix the Corporate Seal to all papers requiring the seal.*

5. Project Director The project director(s) shall:

- a) *assure that the SECA preventative maintenance schedules are followed by all vans in a timely manner,*
- b) *implement and keep detailed maintenance schedules for each vehicle,*
- c) *assist the drivers in obtaining parts and service if the need arises,*



- d) *answer all technical questions regarding costs associated with the vehicles,*
- e) *maintain historical data files for major repairs/replacements of each van in the assigned project area,*
- f) *direct these reports to the vice-president on a quarterly basis.*

### **C. *Election and Term of Board of Directors***

1. At each *annual* meeting, SECA members shall elect 50% of the Board of Directors for a two-year term.
  - a) *In even-numbered years, the membership shall elect the president, secretary and 50% of the project directors.*
  - b) *In odd-numbered years, the membership shall elect the vice-president, treasurer and 50% of the project directors.*
2. After serving a two-year term, former Board members shall become ex-officio members of an "Advisory Board" and, when requested, will act as counsel for the newly elected officers of SECA. The Advisory Board will have the authority to:
  - a) *check all past contracts and review all new contracts before they are signed by the appropriate, elected SECA Board of Directors; and*
  - b) *act in the capacity of advisors if necessary.*

### **D. *Removal of Officer(s)***

1. Directors of the SECA Board may be removed from office for any of the following reasons:
  - a) *non-attendance at three (3) meetings in a row; or*
  - b) *no valid contribution to SECA; or*
  - c) *nonperformance of duties (ARTICLE IV, Section B); or*
  - d) *unethical conduct or practices as it applies to SECA.*

**E. *Compensation of Directors***

1. The members of the SECA Board of Directors shall receive compensation in the amount of \$225.00 per month. Approval for such payment shall be contingent upon performance of Directors (ARTICLE IV, Section B).
2. All reimbursements for SECA incurred expenses shall be paid by the treasurer to the board member only if receipts are attached to a reimbursement request.

**F. *General Power***

1. The Board of Directors shall have the general power to act for SECA in any manner not prohibited by statute or by the Certificate of Incorporation.
2. If SECA, at any time, borrows or receives, by way of grant, any property of the United States, through any of its agencies, the Board of Directors shall pursue such management methods, including accounting and audits, as such agencies may prescribe.

**G. *Vacancies***

1. If a vacancy occurs on the board, the remaining Directors, though less than a quorum, shall choose a successor for the remainder of the position's current term.

**H. *Other Agents or Employees***

1. The Board of Directors may appoint, in addition to the officers named above, other agents or employees which may be necessary to conduct daily activities for SECA.

**I. *Functions, Authority, Duties and Responsibilities of the Board of Directors***

1. The business and affairs of SECA shall be managed by the Board of Directors. Officers shall be responsible for attendance of at least seventy-five percent (75%) of all regularly scheduled meetings. The Functions of the Board shall include:
  - a) *Determination of policies for the guidance and proper management of the organization,*

- b) *Control of expenditures by authorizing and approving budgets,*
- c) *Apprising the members of the business of SECA,*
- d) *Ensuring monthly and yearly financial reports are prepared and provided to the Board of Directors monthly and to the membership at the annual meeting and at other times upon request,*
- e) *Determine and meet the needs of SECA, promoting good member relations,*
- f) *Prescribe forms for the efficient operation of SECA,*
- g) *Establish the costs of transportation and in accordance therewith the levying of assessments and the enforcement and collection thereof, in accordance with the provisions of these By-laws; equitable uniform rules and regulations and the laws of the State of New Mexico.*

## **ARTICLE V: VEHICLES**

### **A. *Control and Maintenance of Vehicles***

- 1. Use of Surplus Moneys
  - a) *In order to achieve as low a cost of commuting as possible, all surplus moneys remaining at the end of the operating year may be used for the maintenance and replacement of existing vans.*
  - b) *In case the project is abandoned and the corporation dissolved, any surplus moneys remaining from commuting fees collected, shall be used to pay the debts of SECA. If there are any moneys remaining after such debts are paid, they shall be disbursed in the manner specified by the Board.*
  - c) *In the case a route is abandoned and a van returned to SECA, all moneys collected belong to the SECA Organization.*
- 2. Van Maintenance
  - a) *The driver and co-driver of each vehicle shall be responsible for the following:*
    - (1) general upkeep and maintenance of the assigned vehicle, to include:

- (a) *washing and cleaning the vehicle, both inside and outside, at least once a month unless weather conditions prohibit such activities; and*
  - (b) *a complete visual examination of the general condition of the assigned vehicle at least once a week. If repairs are needed or maintenance is required, approval must be obtained from the Project Director before any work is initiated. A standard form, showing repairs or maintenance required and signed by the driver, shall be submitted to the Project Director for approval.*
- (2) see that all repairs and maintenance are arranged for and completed through the Project Directors. Requests for reimbursement for maintenance costs incurred by a van must be submitted to the Board and will be reviewed monthly.
  - (3) to have emergency repairs done promptly (with the Project Director's approval).
  - (4) to ensure the assigned van is present at all inspections.

### 3. Inclement Weather

- a) *The driver and/or co-driver of each vehicle shall have the authority to determine whether or not said vehicle will be operated during inclement weather. Inclement weather is hereby defined as being weather conditions that would present a safety hazard to riding members of SECA. The driver and/or co-driver shall:*
  - (1) be responsible for contacting the appropriate state and local agencies regarding road conditions; and
  - (2) be responsible for informing all active members of their van if service will be canceled.
- b) *The goals and objectives of the organization and the Board of Directors is to provide commuters with a safe and economical means of transportation between van pick-up and destination points, therefore, neither the Board nor the drivers of SECA vehicles shall be held responsible for any failure to provide service due to the inclement weather.*

### 4. Personal Use of Vans

- a) *SECA vehicles shall **NOT** be used for personal transportation by any member, driver or co-driver. A fine of **\$50.00** per infraction plus a*

*mileage fee will be enforced as will a possible dismissal from SECA for anyone violating this rule.*

## **B. SECA Vans**

### **1. Van Pool Definition**

- a) *A SECA Van is defined as a vanpool, and its riders authorized by the Board of Directors to operate, PROVIDED all payment of a monthly amount is received by the SECA administration before the 10th calendar day of the operational month. (unless otherwise authorized by the Board of Directors).*

### **2. Van Operating Procedures**

- a) *Procedures concerning SECA van operation shall be the responsibility of each SECA Route, as follows:*
  - (1) the coordinator / treasurer shall collect rider fees and fares and driver reimbursement(s),
  - (2) designate full-time/standby riders,
  - (3) maintain internal finances and up-to-date records,
  - (4) provide scheduled preventative maintenance, fuel receipts and up-to-date reports of same.

All SECA members shall conform to all SECA Bylaws, Standing Rules, Policies and operational procedures established by SECA Administration.

## ARTICLE VI: MEETINGS

### A. *Annual Meetings*

1. The Annual meeting shall be held on the last Saturday of March, each year, except when the holding of such meeting will interfere with the celebration of Easter, whereas the meeting will be re-scheduled for the first Saturday in April.
  - a) *In odd-numbered years, the Annual meeting of the members of SECA shall be held in the City of Santa Fe, County of Santa Fe, State of New Mexico.*
  - b) *In even-numbered years, the Annual SECA meeting shall be held in the City of Albuquerque, County of Bernalillo, State of New Mexico.*

### B. *Special Meetings*

1. Special meetings of the members of SECA may be called at any time by the President, or upon resolution of the Board of Directors, or upon written petition to the President of the Board, signed by at least ten percent (10%) of the membership.
2. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted thereat, except such business as is specified in the notice.

### C. *Notice of Meeting*

1. Notices of meetings will be provided to the driver of each van, who will direct the information to the members of that van, ten (10) days prior to the designated meeting. The notice shall state the nature, time, place and purpose of the meeting.

### D. *Quorum*

1. Ten (10) percent of the Active Members shall constitute a quorum at any meeting of SECA for the transaction of any business, other than impeachment of a member of the Board of Directors (ARTICLE IV, Section D).

## **E. *Order of Business***

1. The order of business at the regular meeting, and so far as possible at the other meetings, shall be as follows:
  - a) *call to order and proof of quorum,*
  - b) *proof of notice of meeting,*
  - c) *reading of an action upon any approved minutes,*
  - d) *reports by officer/s and committees,*
  - e) *election of officers,*
  - f) *unfinished Business,*
  - g) *new Business, and*
  - h) *adjournment*

## **ARTICLE VII: AUTHORITY**

### **A. *Parliamentary Authority of SECA***

1. The basic authority of SECA is vested in:
  - a) *the Laws of the State of New Mexico by Articles of Incorporation (copy attached),*
  - b) *the Bylaws of SECA as adopted by the membership,*
  - c) *the Standing Rules of SECA as adopted from time to time by the membership,*
  - d) *the rules of Parliamentary Law for ruling, guidance and interpretation (Robert's Rules of Order and Mason's Manual for Legislative Process), and*
  - e) *the rulings from the presiding officer of any meeting convened according to Bylaws.*

## ARTICLE VIII: BASIC POWER

### A. *Basic Power of SECA*

Unless delegated to an officer, Board or a committee by SECA's Bylaws, or a floor motion, the basic power of SECA is retained by the assembly of the total membership.

The provisions of these Bylaws shall be severable if any provision, clause, section or part thereof, is held illegal, invalid, unenforceable, inapplicable or unconstitutional to any person or circumstance. The illegality, invalidity, inability to enforce, inapplicability or unconstitutionality shall not impair any remaining provisions, sentences, clauses, or parts of these persons or circumstances.

## ARTICLE IX: ADOPTION OF BYLAWS

### A. *Adoption of Bylaws*

These Bylaws may be adopted by a simple majority vote of the members present and voting, or voting by mail. A copy of these Bylaws, Standing Rules and up-to-date financial and maintenance records shall be kept on each van for review by any member, at any time.

## ARTICLE X: AMENDMENTS

### A. *Amendment to or Revision of the Bylaws*

Any article or section of these Bylaws may be amended or repealed by a majority vote provided that those approving the proposed amendment or repeal constitute twenty-five percent (25%) of the active members. Amendments and revisions may be voted on at any Annual Meeting or a special meeting called for that purpose, provided that a copy of the proposed amendment or repeal is incorporated in the notice of the meeting, as provided under ARTICLE VI, Section C.

PASSED, ADOPTED and APPROVED THIS 25TH DAY OF MARCH, 2006 by the membership of SECA.

\_\_\_\_\_  
Richard Goshorn, President

\_\_\_\_\_  
Tino Lopez, Secretary

\_\_\_\_\_  
Selby Lucero, Vice-President

\_\_\_\_\_  
Michael Shepherd, Treasurer

\_\_\_\_\_  
Ken Thom, Project Director

\_\_\_\_\_  
Moises Zamora, Project Director