

(10/7/13)

**UNIVERSITY OF NEW MEXICO
JOHN DONALD ROBB TRUST BOARD OF DIRECTORS
BYLAWS**

ARTICLE I - NAME

The name of this organization shall be the UNIVERSITY OF NEW MEXICO JOHN DONALD ROBB TRUST BOARD OF DIRECTORS, hereafter sometimes referred to as “UNM John Donald Robb Trust Board of Directors”, “Trust Board of Directors”, “Trust Board”, “UNM John Donald Robb Trust”, “UNM Robb Trust”, or “Trust”.

ARTICLE II – MISSION

The Mission of the UNM John Donald Robb Trust in collaboration with the University of New Mexico is to support the music and musical legacy of John Donald Robb, to further his inspiring commitment to education, and to advance the understanding of music of the Southwest.

ARTICLE III– VISION

The UNM Robb Trust in partnership with composers, performing artists, educators, students, and audiences, will enhance the legacy of Dean Robb by preserving the traditions of Southwest Folk Music, promoting the music of John Donald Robb, and supporting the composition of contemporary music.

ARTICLE IV – PURPOSE, POWERS, AND RESPONSIBILITIES

- Section 1. The University of New Mexico and the UNM Foundation established in a *Memorandum of Agreement* (9/4/08) (MOA) Section 1, the Creation of the John Donald Robb Trust Board of Directors to carry out the responsibilities specifically or implicitly assigned by the Last Will and Testaments of John Donald Robb and Harriet B. Robb to the Committee (and as later expanded by the Committee) and to assume such additional full operational authority over the affairs of the Trust that could otherwise be the responsibility of the University and the Foundation subject to certain MOA guidelines and limitations.
- 1.2 In addition to the functions specifically established in the said Robb Last Wills and Testaments, the UNM Trust Board is delegated the functions specified in Section 1. and without limiting the generality thereof which includes the following specific powers and responsibilities:
- Raise funds for the Trust at its discretion
 - Enter into contracts necessary for the activities undertaken by the Trust Board, except for contracts of employment
 - Manage, oversee and preserve (but not enforce) the copyright ownership rights gifted to the Foundation, and arrange for licensing and other uses of the same in its discretion

- To perform all acts and exercise all functions which are necessary or proper to accomplish its authority, powers, and responsibilities.

1.3 Section 2.2 of the MOA provides authority:

-To treat the Trust Board as a special limited agent for the University, to act in a manner consistent with that role, and to ensure that the Dean of the College of Fine Arts carries out the special administrative support responsibilities contained in this Agreement;

-To utilize resources of the Library and those provided by the Trust Board and to maintain appropriate archival support for the preservation and maintenance of the John Donald Robb Archives and their contents.

1.4 The Trust Board is and will remain an entity that is a part of the University, and accountable to the University and the Foundation as specifically described in the Memorandum of Agreement with the University of New Mexico, The UNM Foundation, and the John Donald Robb Trust Board of Directors.

ARTICLE V – OBJECTIVES

Section 1 The objectives of the UNM John Donald Robb Trust include the following:

- a. to support the study, editing, performance, production, and/or publishing of the music of John Donald Robb and Hispanic Folk Music of the Southwest,
- b. to encourage and select new compositions in the spirit of the Robb legacy by supporting master classes, workshops, guest artist performances, the annual UNM John Donald Robb Composers’ Symposium, the biennial UNM John Donald Robb Composers’ Competition, and other activities as appropriate,
- c. to offer graduate assistantships and scholarship(s) for students who are committed to the study of music and whose duties support the activities of the Trust Board of Directors,
- d. to cooperate with the UNM Libraries’ Center for Southwest Research and support the preservation and maintenance of the John Donald Robb Archives of Southwestern Music and Robb’s papers, and
- e. to enlist volunteers and encourage involvement in the UNM Robb Trust and participation in such other activities in the support of the Trust as the Trust Board of Directors may deem appropriate.

ARTICLE VI - MEMBERSHIP

- Section 1. The membership of the UNM Robb Trust Board of Directors shall consist of
- a. Dean of the College of Fine Arts
 - b. Dean of the UNM Libraries
 - c. Director of the UNM Libraries Center for Southwest Research
 - d. Chair of the Department of Music
 - e. Two representatives of the Robb and McDonnell Families
 - f. President of the UNM Foundation (serving ex officio)
 - g. at least five or more at-large members of the business and professional community necessary to constitute a majority of the Board as determined by the Trust Board
 - h. Honorary members as deemed appropriate

ARTICLE VII - THE BOARD OF DIRECTORS

- Section 1. The University of New Mexico and the UNM Foundation (*Memorandum of Agreement*, Section 2.1) has delegated among other matters the following authority to the Trust Board:
- a. To establish an annual budget not to exceed the funds available for expenditure in the agency account;
 - b. To commit and disburse funds from the agency account for expenditures incurred for purposes related to the operations of the Trust;
 - c. To select, discharge, discipline, oversee and direct persons employed to assist the Trust Board in carrying out its mission, with the assistance of the Office of the Dean of the College of Fine Arts to ensure compliance with University personnel management policies;
 - d. To determine who shall be selected to provide the artistic, creative and musical skills necessary to the educational, performance, and related activities assigned to the Trust Board;
 - e. To contract with performers, for performances generally and performance venues, and recording and other electronic and digital reproductions for such contracts, and contracts for other purposes utilizing forms previously approved by the Director of Purchasing and the University counsel up to and including \$50,000 in value, (adjusted from time to time by appropriate changes for inflation); any such contracts or payments proposed to be paid to University employees shall be done in a manner consistent with University policy;

f. To select and award scholarship and fellowship funds to qualified students to support the mission and purposes of the Trust as determined by the Trust Board; and

g. To use the name “The University of New Mexico” and other University trademarks in accord with the University style manual.

- Section 2. Responsibilities: Trust Directors will be familiar with the Trust Board of Directors’ Packet, which includes the Bylaws, Policies & Procedures, and other documents, attend all board meetings, participate on one or more committees, participate on Special Projects, and will be or become familiar with Dean Robb’s music.
- Section 3. Number and Composition of the Board of Directors: The number of Directors shall be not less than twelve (12) or more than nineteen (19) and shall include the Immediate Past Chair.
- Section 4. Election and Terms of Directors: The Directors shall be elected by the Board from a slate of candidates presented annually (in December) by the Nominating Committee. Directors hold three year, renewable term appointments until qualified directors are elected to replace them.
- Section 5. Vacancies: A vacancy occurring on the Board of Directors before the next scheduled election may be filled by majority vote of those present. Persons shall be nominated by the Board Nominating Committee, and the list of nominees shall be included with the notice of the meeting at which election is proposed. A person elected to fill a vacancy on the Board will be elected for the unexpired term of the Director relinquishing the position. Such an election may occur at any meeting of the Board.
- Section 6. Leaves of Absence
- Upon written application setting forth good and sufficient cause to the Trust Board of Directors, a leave of absence may be granted for up to twelve (12) months excusing a Director from attending all meetings and activities of the Board of Directors. The leave of absence will terminate at the end of the requested period, or upon written notification to the Trust Board. The Director’s elected term will not be considered vacant, and the member may return to serve any unexpired portion of the elected term when the leave of absence ends. The granting of a leave of absence does not cause a vacancy on the Trust Board, but the number of Directors will be reduced in determining whether a quorum is or is not present.
- Section 7. Honorary Members
- Honorary Members shall be non-voting participants with the right to attend meetings and offer advice. Honorary Members shall be informed about the activities of the Trust Board.
- Honorary Members will be nominated by the Board Nominating Committee and approved by the Trust Board of Directors.

Section 8. Attendance, Resignation, and Removal: All Trust Directors are expected to notify an Officer or Trust Staff of his or her anticipated absence, and Trust Directors occupying designated positions should notify the Trust Chair of a designated representative for a proposed absence.

Any *at-large* Director may resign by giving written or oral notice of his or her resignation to the Trust Chair or to the Board of Directors of the Trust Board. Resignation shall take effect at the time specified in the notice, and the acceptance of that resignation shall not be necessary to make it effective.

The Trust Board of Directors in its discretion may remove an *at-large* Trust Director for any reason upon a two-thirds (2/3) vote of the Board at any meeting at which a quorum is present.

Section 9. Ex-Officio, Non-Voting Directors: The President of the UNM Foundation will be an ex-officio, non-voting member of the Trust Board.

ARTICLE VIII – OFFICERS

Section 1. Officers

Leadership for the organization shall be provided by five positions:

- a. The Chair: The Chair shall be the chief executive officer of the Trust Board of Directors, have general management of the business and affairs of the Trust Board, set agendas and preside at meetings as well as delegate responsibilities, and supervise employees as appropriate. The Chair shall also serve as parliamentarian and make all decisions on the rules of order at all meetings of the Board or the Executive Committee unless another person is appointed to serve as parliamentarian or other rules of order are adopted by majority vote of the Directors present.
- b. Vice-Chair: The Vice-Chair shall perform all duties of the Chair in the case of absence or inability on the part of the Chair.
- c. In the absence of the Chair and Vice-Chair, the Immediate Past Chair shall perform all duties of the Chair.
- d. Secretary: The Secretary shall take and preserve minutes of the Trust Board meetings and oversee provision of safe-keeping of all records of the Trust except for the financial records to be the responsibility of the Treasurer.
- e. Treasurer: The Treasurer shall have oversight of all funds and securities and shall keep or cause to be kept correct and complete books and records of account for the Trust. The Treasurer shall oversee and present interim period reports of income and expenses together with a statement of all assets, liabilities and fund balances. The Treasurer shall be a member of the Development/Finance Committee.

- f. Immediate Past Chair: The Immediate Past Chair shall provide continuity and act as an advisor to the Officers and the Board of Directors.

All officers shall have such other duties and responsibilities as may be delegated by the Trust Board of Directors.

Section 2. Terms of Office

Terms of Office shall be two years or until qualified officers are elected to replace them.

Section 3. Election of Officers

In even-numbered years, a Vice-Chair, Secretary, and Treasurer shall be elected by the Trust at a regularly scheduled meeting of the Board of Directors, and the persons receiving the highest number of votes shall be deemed to have been elected. After two years, the person filling the Vice-Chair position is eligible to assume the role of Chair. The sitting Vice-Chair will become Chair at the June meeting unless the Board by majority vote elects a different person as chair. The Immediate Past-Chair shall be an officer by virtue of his or her prior election and service as Chair of the Trust Board of Directors.

Section 4. Resignation and Removal: Any Officer may resign by giving written or oral notice of his or her resignation to the Board or to an Officer of the Board. Resignation shall take effect at the time specified in the notice, and the acceptance of that resignation shall not be necessary to make it effective. Any Officer may be removed by the Directors at any meeting of the Board of Directors, provided that notice of the meeting thereof shall specify that removal of an officer shall be considered at the meeting. A two-thirds (2/3) vote is required for removal.

Section 5. Vacancies: A vacancy in office may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE IX – MEETINGS

Section 1. Frequency

The Trust Board of Directors shall meet monthly.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the Chair, Vice-Chair, or by any four Directors.

Section 3. Action Without a Meeting: Action may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed either before or after the action by a

majority of the voting Directors then serving in office. Electronic Mail may be utilized if followed by a written approval of action taken.

Section 4. Electronic Meetings: Members of the Board of Directors or of any Trust Committee may participate in a meeting through use of conference telephone, interactive computer network, or similar communications equipment, so long as all members participating in such a meeting can hear one another. Participation in a meeting pursuant to this provision constitutes presence in person at such a meeting.

Section 5. Notice of Meetings: At least five (5) days written notice (including electronic media) specifying the time and place of any regularly scheduled meetings of the Board of Directors shall be given to the members of the Board. At least twenty-four (24) hours written notice shall be given specifying the time and place of any special meeting of the Board of Directors. The notice of meeting need not set forth the purpose of the meeting except as otherwise provided in these bylaws.

Section 6. Waiver of Notice: Whenever any notice is required to be given under the provisions of these bylaws or any other governing requirement, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving such notice.

Section 7. Quorum

A quorum shall consist of a majority of the Trust Board of Directors. All decisions shall be made by a majority of those present. Meetings of the Board of Directors at which a quorum is present may continue to do business until adjournment, unless the withdrawal of enough Directors leaves less than one-third (1/3) of the Board of Directors.

Section 8. Voting

Each Member of the Board of Directors shall be entitled to one vote on each matter submitted to a vote. Except in the election of Trust Committee Members and Officers, a majority vote of those Trust Committee Members at which a quorum is present shall prevail. In the election of Trust Directors and Officers, those receiving the greatest number of votes shall be deemed elected even though not receiving a majority. The Board can give prior approval to voting by email, facsimile, or web forum if the need arises. If an email or facsimile vote is not available or received from a Board Member, voting by phone will be allowed, but only if it is also confirmed in writing by the voting member.

ARTICLE X –COMMITTEES

Section 1. Committees

The Trust Board of Directors may designate standing, ad hoc, and/or special committees of the Board. Standing Committee Chairs shall be appointed by the Board Chair with the approval of the Trust Board. The Chairperson of each committee shall be a member of the Board of Directors. Each committee shall include a minimum of two members. The Chair, in cooperation with Committee Chairpersons, may appoint to committees

persons other than members of the Board. The Chair shall be an ex-officio member of all committees unless otherwise specified by the Board of Directors. Trust Staff may be invited as needed to attend committee meetings in an ex-officio status. At the invitation of the Chair, Non-Trust members can be non-voting participants on committees with the right to attend meetings and offer advice. At each meeting of the Board, either the Chairperson or a member of each committee will provide a report to the Board of any activities of the committee. Standing Committees shall be:

- a. Executive Committee. The Executive Committee shall be comprised of the Chair, Vice-Chair, Secretary, Treasurer, Immediate Past-Chair, an at-large community member (from the Board) and the Dean of the College of Fine Arts. In the absence of action by the Trust Board of Directors, and subject to its direction, the Executive Committee shall have and exercise the authority of the Trust Board in the management of its business, except that the Executive Committee shall have no authority to amend or repeal the Bylaws or adopt new or to amend or repeal any resolution of the Trust Board. The Chair shall be the Chairperson of the Executive Committee, and it shall meet upon call of the Chairperson. The Chairperson shall invite Chairs of Standing Committees to meetings as needed. Minutes of each meeting of the Executive Committee shall be provided to each member of the Trust Board.
- b. Nominating Committee. The Nominating Committee shall annually present a slate of candidates for election to the Trust Board at the December meeting. The Nominating Committee will recruit and interview prospective officer nominees from existing Trust Directors, and a slate of officers will be presented at the June meeting in even-numbered years. The Nominating Committee shall make recommendations for nominations of Honorary Members and for filling vacancies on the Trust Board of Directors. In addition, the committee will formulate and present a Trust Board of Directors Profile detailing the strengths/weaknesses, demographics, and skills needed relative to recruiting new Directors.
- c. Performance/Education Committee. The Performance/Education Committee shall (1) approve and recommend as well as oversee editing works of John Donald Robb to be performed (including performances of such works at the UNM Composers' Symposium), produced and/or published, and (2) assure that the Robb Collections are accessible to educational institutions and others when appropriate through methods such as performance, demonstration, or lecture, and (3) develop Outreach programs and recommend their implementation.
- d. Archives/Grants/Scholarships Committee. The Archives, Grants and Scholarships Committee shall (1) assure that papers/collections in Robb's papers in Zimmerman Library, Center for Southwest Research are preserved, maintained, and made available and will oversee any exhibits of Robb materials; (2) encourage applications, review grant proposals, and make award recommendations to the Trust Board of Directors; and (3) in consultation with the Department of Music, recommend recipients of assistantships and scholarships awarded by the Trust.

- e. Development/Finance Committee. The Development/Finance Committee shall provide oversight to the financial management of the Trust Board, to include giving leadership to the annual budget planning process, providing quarterly financial reports, and initiating key fundraising issues. In consultation with other Committees, the Development/Finance Committee shall recommend development strategies for both short and long-term needs of the Trust.
- f. PR/Marketing Committee. The PR/Marketing Committee will supervise public relations and marketing functions of the Trust and will recommend strategies for increasing awareness of products and services of the Trust.

Section 2. Quorum: A majority of the members of each committee shall constitute a quorum necessary to transact the business of the committee.

Section 3. Committee Authority and Reporting Structure

Committees shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board from time to time, shall keep minutes of meetings, and shall report to the Board concerning activities.

Committees shall be subject at all times to the direction and control of the Board. No Trust Committee may bind the Trust Board of Directors. A committee may recommend through the Executive Committee that the Board take action.

Section 4. Term of Committees: All committee appointments shall correspond to the fiscal year, July 1 to June 30.

ARTICLE XI – FISCAL POLICIES

Section 1. Fiscal Year

The fiscal year of the organization shall be July 1 to June 30.

Section 2. The *Memorandum of Agreement* (MOA) in Section 4.1 includes the following specific Delegation of Authority and Responsibility from the University and the Foundation:

The Foundation has established a University agency account for the Trust Board and delegates to the Trust Board the responsibility and authority to control and make all operational decisions over this agency account. Each decision and expenditure must be consistent with the purposes of the Trust and may not be made to advance any other purpose.

Section 3. Approvals

The budget shall be approved by the Trust Board of Directors annually as dictated by budgeting schedules provided by UNM. Any subsequent changes, amendments, or transfers involving the Trust Budget shall be approved by the Trust Board of Directors, and action shall be subject to the direction of the Board Chair. Expenditures of less than

\$500 may be approved by the Chair, Vice-Chair, Treasurer, the Trust Board or the Trust Staff when designated by the Trust Board of Directors. Expenditures of \$500 or more shall be approved by the Trust Board. All expenditures shall be subject to UNM policy and procedure.

ARTICLE XII – EMPLOYMENT

Section 1. The University of New Mexico and the UNM Foundation has delegated the following general operational authority to the Trust Board relative to employment:

-To select, discharge, discipline, oversee and direct persons employed to assist the Trust Board in carrying out its mission, with the assistance of the Office of the Dean of the College of Fine Arts to ensure compliance with University personnel management policies;

The Trust Board shall provide the job description for potential hires and serve as the selection committee. To facilitate hiring in the event that the Trust Chair is deemed for this purpose not to be considered a UNM employee, UNM Human Resources will establish affiliate role status for the Chair to allow a UNM identification number. A supervisor for supervisor/employee relations and the Hiring Officer role (when required), shall be filled by a university employee as designated by the Dean of the UNM College of Fine Arts.

Section 2. Fiscal Planning

Contracted services and salaries for employees shall be fully accounted for in the annual budget.

ARTICLE XIII – INDEMNIFICATION

Section 1. Responsibilities of the University delegated by the *Memorandum of Agreement of 9/04/08* include the following reference in Section 5.4:

Consistent with this Agreement, the Trust Board and its members, officers, staff, and volunteers carrying out responsibilities under this Agreement are to be considered to be part of the University of New Mexico and therefore subject to the benefits, limits and restrictions of the New Mexico Tort Claim Act, Section 41-4-1 *et seq*, NMSA 1978 of any coverage provided to UNM by the New Mexico Risk Management Division Funds, 15-7-1 ff. NMSA and any other insurance of the University. As such, the University will be responsible to ensure the provision of a defense in the event of a lawsuit or other legal claim against the Trust Board or its members, officers, staff and volunteers including without limitation those arising under the U.S. Copyright Act.

The actions or omissions of the Trust Board or its individual members, its staff and its volunteers are deemed to be those of the University.

ARTICLE XIV – INUREMENT

No part of the net earnings of the Robb Trust shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Trust shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

This provision does not preclude any Trust Director from serving the Trust in another capacity, i.e., employee, independent contractor, consultant providing professional services, and receiving compensation therefore.

ARTICLE XV– CONFLICT OF INTEREST

The Directors and/or Officers and/or staff members of the UNM Robb Trust shall have an obligation to disclose in writing to the Trust Board any person to whom they are closely related or organization with which they are affiliated who or which presently transacts business with the Trust Board or might reasonably be expected to do so in the future. Each disclosure shall be updated and resubmitted on a yearly basis when appropriate.

An affiliation with an organization will be considered to exist when a Director or Officer or management staff member or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of an organization or owns 5% or more of the voting stock or controlling interest in an organization or has any other substantial interest or dealings with an organization which transacts business or might reasonably be expected to transact business with the Trust Board in the future.

All Robb Trust Directors shall be responsible for promptly disclosing to the Trust any conflicts or potential conflicts of interest arising from the exercise of his/her official duties. Trust Directors shall be requested to sign a statement indicating their understanding that when a conflict or potential conflict arises, they will not a) participate in any action or decision involving such matter(s), b) be present during any discussion of voting of such matter(s), nor c) use any information gained through their positions as Trust Directors in any way which conflicts with their duties and obligations as a Trust Director.

ARTICLE XVI – AMENDMENTS

These bylaws may be amended by a majority vote of Directors present at a regular meeting or at any special meeting called for that purpose, provided that notice of the proposed amendment(s) shall have been sent to the members at least one month prior to the meeting.

ARTICLE XVII – DISBANDING

Section 6. of the *Memorandum of Agreement* of 9/04/08 includes the following reference to TERMINATION, DEFAULT AUTHORITY AND ENFORCEMENT:

- 6.1 In the event of the termination of this Agreement, the Foundation must re-establish the Committee as required by the Trust. The re-established Committee shall be comprised of

the then members of the Trust Board. The Foundation shall delegate to the Committee the authority to perform the activities of the Trust in accordance with the Last Wills and Testaments of John D. Robb and Harriett B. Robb which established such Committee and also all the functions and activities previously exercised by the Committee, except that the Committee will not be entitled to use the name of or to act upon behalf of the University except as specifically agreed by the University; and (iii) the Committee will not enjoy the benefits or obligations of being a part of the University and be accountable to the Foundation under the terms of the Trust.

CERTIFICATION

The foregoing is a true and correct copy of the Amended and Restated Bylaws of the UNM Robb Trust Board of Directors as adopted by the Trust Board on October 7, 2013.

Dated: _____

Signed: _____

CHAIR

SECRETARY

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws or by special rules of procedure adopted by the organization.

Adopted August 3, 1993
Amended November 11, 1997
Amended July 14, 1998
Amended July 12, 2000
Amended May 14, 2003
Amended February 9, 2005
Amended February 24, 2007
Amended and Restated January 9, 2009
Adopted October 7, 2013