

# **BYLAWS OF THE VALLES CALDERA TRUST**

**(AMENDED AND RESTATED, AUGUST 12, 2005)**

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**ARTICLE I  
NAME, ORGANIZATION, PURPOSES, FUNCTIONS, AND LOCATION**

**SECTION 1- NAME, ORGANIZATION, AND GENERAL PURPOSES**

The name of the body corporate by and for which these bylaws are adopted is The Valles Caldera Trust (hereinafter the “Trust”). It is an instrumentality of the United States, established as a wholly owned government corporation by the Valles Caldera Preservation Act of July 25, 2000, 114 Stat. 598, 16 U.S.C. 698v, et. seq., (hereinafter the “Act”). The general purposes for which the Trust is established are to protect and preserve the scientific, scenic, geologic, watershed, fish, wildlife, historic, cultural, and recreational values of the Valles Caldera National Preserve (hereinafter the “Preserve”), and to provide for multiple use and the sustained yield of renewable resources within the Preserve.

**SECTION 2 - PURPOSES AND POWERS**

A. Pursuant to the provisions of Section 106(b) of the Act, the purposes of the Trust are:

1. To provide management and administrative services for the Preserve;
2. To establish and implement management policies which will best achieve the purposes and requirements of the Act;
3. To receive and collect funds from private and public sources and to make dispositions in support of the management and administration of the Preserve; and
4. To cooperate with Federal, State, and local governmental units, and with Indian tribes and Pueblos, to further the purposes for which the Preserve was established.

B. Pursuant to the provisions of Section 106(c) of the Act, the Trust has all necessary and proper powers for the exercise of the authorities vested in it. Among these necessary and proper powers are the following authorities explicitly provided by the Act:

1. To solicit and accept donations of funds, property, supplies, or services from individuals, foundations, corporations, and other private or public entities for the purposes of carrying out its duties;
2. To sue and be sued in its own name to the same extent as the Federal Government;
3. To have the sole and exclusive right to use the term “Valles Caldera Trust,” and any seal, emblem, or other insignia adopted by the Board of Trustees;

4. To negotiate directly and enter into such agreements, leases, contracts and other arrangements with any person, firm, association, organization, corporation or government entity, including without limitation, entities of Federal, State and local governments, without regard to Section 321 of the Act of June 30, 1932 (40 U.S.C. 303b);
5. To procure goods and services without regard to the Federal laws and regulations governing procurement by Federal agencies, except for laws and regulations related to Federal Government contracts governing health and safety requirements, wage rates, and civil rights;
6. To construct and upgrade roads and bridges, and provide other facilities for administrative, recreational and other activities consistent with the purposes of the Trust;
7. To assess reasonable fees for admission to, and the use and occupancy of, the Preserve;
8. To reasonably limit the number and types of recreational admissions to the Preserve, or any part thereof, based on the capability of the land, resources, and facilities, including by use of reservation or lottery systems;
9. To cooperate and consult with Indian tribes and Pueblos on management policies and practices for the Preserve which may affect them; and
10. To allow the use of lands within the Preserve for religious and cultural uses by Native Americans and, in doing so, may set aside places and times of exclusive use consistent with the American Indian Religious Freedom Act and other applicable statutes.

C. According to the Act, the powers of the Trust are subject to the following limitations:

1. The Trust shall be represented by the Attorney General of the United States in any litigation arising out of the activities of the Trust;
2. The Board of Trustees can make final decisions to adopt or amend the comprehensive management program or to approve any activity related to the management of the land or resources of the Preserve only in open public session;
3. The Trust may not dispose of any real property in, or convey any water rights appurtenant to the Preserve; and
4. The Trust may not convey any easement, or enter into any contract, lease, or other agreement related to use and occupancy of property within the Preserve for a period greater than ten (10) years.

### **SECTION 3 - FUNCTIONS**

A. Pursuant to the provisions of the Act, the Trust shall perform the following functions:

1. Reports. Not later than January 15 of each year, the Trust shall submit to the U.S. Secretary of Agriculture and Committee on Energy and Natural Resources of the U.S. Senate and the Committee on Resources of the U.S. House of Representatives a comprehensive and detailed report of its operations, activities, and accomplishments for the prior year including information on the status of ecological, cultural, and financial resources being managed by the Trust, and benefits provided by the Preserve to local communities. The report shall also include a section that describes the Trust's goals for the current year.
2. Annual Budget. The Trust shall prepare an annual budget with the goal of achieving a financially self-sustaining operation within fifteen (15) full fiscal years after the date of acquisition of the Baca Ranch under Section 104(a) of the Act.
3. Insurance and Bond. The Trust shall require that all holders of leases from, or parties in contract with, the Trust that are authorized to occupy, use, or develop properties under the management jurisdiction of the Trust, procure proper insurance against any loss in connection with such properties, or activities authorized in such lease or contract, as is reasonable and customary.
4. Programs. The Trust shall develop programs and activities at the Preserve.
5. Agreements. The Trust shall establish procedures for entering into lease agreements and other agreements for the use and occupancy of facilities of the Preserve.
6. Procurement Procedures. The Trust shall establish and adopt procedures applicable to the Trust's procurement of goods and services, including the award of contracts on the basis of contractor qualifications, price, commercially reasonable buying practices, and reasonable competition.
7. Public Information. The Trust shall establish procedures providing appropriate public information and periodic opportunities for public comment regarding the management of the Preserve.
8. Other Functions. The Trust shall perform any other functions consistent with the intent and purposes of the Act.

## **SECTION 4 - LOCATION OF OFFICES**

The legal residence of the Trust is the state of New Mexico. The Trust shall have its primary office in Santa Fe, New Mexico, in Los Alamos, New Mexico, or at such other places as the Board of Trustees may from time to time designate.

## **ARTICLE II** **BOARD OF TRUSTEES**

### **SECTION 1 - COMPOSITION AND APPOINTMENT**

A. In accordance with Section 107 of the Act, the Board of Trustees (hereinafter “Board” or “Trustees”) shall be comprised of nine (9) members consisting of the following:

1. Voting Trustees. The voting Trustees shall be –
  - a. the Supervisor of the Santa Fe National Forest, United States Forest Service;
  - b. the Superintendent of the Bandelier National Monument, National Park Service; and
  - c. seven (7) individuals, appointed by the President, in consultation with the congressional delegation from the State of New Mexico.

The seven (7) individuals shall have specific expertise or represent an organization or government entity as follows:

- (i) one Trustee shall have expertise in aspects of domesticated livestock management, production, and marketing, including range management and livestock business management;
- (ii) one Trustee shall have expertise in the management of game and nongame wildlife and fish populations, including hunting, fishing, and other recreational activities;
- (iii) one Trustee shall have expertise in the sustainable management of forest lands for commodity and noncommodity purposes;
- (iv) one Trustee shall be active in a nonprofit conservation organization concerned with the activities of the Forest Service;
- (v) one Trustee shall have expertise in financial management, budget and program analysis, and small business operations;

- (vi) one Trustee shall have expertise in the cultural and natural history of the region; and
  - (vii) one Trustee shall be active in State or local government in New Mexico, with expertise in the customs of the local area.
2. Qualifications. Of the Trustees appointed by the President none shall be employees of the Federal Government; and at least five (5) shall be residents of the state of New Mexico.

## **SECTION 2 - TERM OF OFFICE, VACANCIES, AND LIMITATIONS**

A. Term. Appointed Trustees shall each serve a term of four (4) years.

B. Vacancies. Any vacancy among the appointed Trustees shall be filled in the same manner in which the original appointment was made, and any Trustee appointed to fill a vacancy shall serve for the remainder of that term for which his or her predecessor was appointed.

C. Limitations. No appointed Trustee may serve more than eight (8) years in consecutive terms.

## **SECTION 3 - COMPENSATION**

A. Trustees shall serve without compensation for performing their duties as Trustees, but may be reimbursed from funds of the Trust for actual and necessary travel and subsistence expenses incurred in the performance of the duties of the Trustee.

B. Trustees who are officers or employees of the United States shall not receive any additional compensation by reason of service on the Board.

C. Notwithstanding Article III, Section 3, Paragraph A, subject to authorization by Congress, a Trustee who is appointed pursuant to Section 107(a)(1)(C) of the Act may receive, upon request, compensation for time (including travel time) that the Trustee is engaged in the performance of the functions of the Board. Compensation shall be in addition to any reimbursement for actual and necessary travel and subsistence expenses incurred in the performance of the duties of the Trustee.

## **SECTION 4 - FINANCIAL DISCLOSURE REQUIREMENTS**

A Trustee who is appointed pursuant to Section 107(a)(1)(C) of the Act shall be subject, at the time of his or her appointment, to the financial disclosure requirements set forth in Title 5, Code of Federal Regulations, Part 2634 (or any corresponding or similar regulation or ruling) applicable to a Special Government Employee. The Executive Director shall assist the Trustees in properly filing financial disclosure forms with the appropriate Federal officials as required by law.

## **SECTION 5 - ETHICS**

Trustees who are appointed pursuant to Section 107(a)(1)(C) of the Act are Special Government Employees within the meaning of the Ethics in Government Act, as amended. As such, those Trustees are required to comply with the standards of ethical conduct promulgated by the Office of Government Ethics, cited at Title 5, Code of Federal Regulations, Part 2635, and all relevant portions of interest to the extent they apply to Special Government Employees.

## **ARTICLE III** **MEETINGS OF THE BOARD**

### **SECTION 1 - TIME AND LOCATION**

A. Board Meetings. The Board shall meet in sessions open to the public at least three (3) times per year in New Mexico; provided that, at least one of those meetings be held in September. Upon a majority vote and a statement of the reasons therefore, the Board may, during the course of a meeting open to the public, meet in executive session closed to the public to discuss matters, including, but not limited to, personnel; current or foreseeable litigation, contracts, or negotiations; law enforcement; internal governing affairs of the Trust; cultural, archaeological, historical, or religious issues of significance to Indian tribes or Pueblos; or any other matter of a private or necessarily confidential nature; provided that, any final decision of the Board to adopt or amend the comprehensive management program for the Preserve or to approve any activity related to the management of the land or resources of the Preserve shall be made in open public session.

B. Upon a majority vote made in open session, and a public statement of the reasons therefore, the Board may hold meetings closed to the public; provided that, any final decision of the Board to adopt or amend the comprehensive management program for the Preserve or to approve any activity related to the management of the land or resources of the Preserve shall be made in open public session.

### **SECTION 2 - NOTICE AND AGENDA**

A. Notice to Trustees. Notice to the Trustees of any meeting shall be given in writing and delivered in person, by mail electronic mail, or by facsimile to each Trustee. The notice shall set forth the date, time, place, or method of meeting, and, to the extent practicable, a proposed agenda for the meeting, together with copies of material, if any, relevant to the agenda items. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail, addressed to the Trustee at the Trustee's address as it appears on the records of the Trust, with postage thereon prepaid; if by electronic mail, such notice shall be deemed to be delivered when delivery notice is received on the sender's computer; and, if notice is by facsimile, such notice shall be deemed to be delivered when transmission of notice has been successfully completed as shown on the facsimile machine's communication report or comparable document.

B. Notice to Public. Public notice of Board meetings will be given at least five (5) working days in advance of the regularly scheduled public Board meetings. Notice shall consist of the

date, time, and place of the meeting and shall be delivered via the Trust's web site, distribution of press releases to area newspapers, and electronic mail to persons who have provided the Trust a written request to receive notice of Board meetings electronically.

C. The Chairperson with due cause may call emergency meetings of the Trustees, provided that, business of any emergency meeting be restricted to reasons for which the meeting is called.

### **SECTION 3 - BOARD COMMITTEES**

The Board may establish committees from among the Trustees as it deems necessary to assist the Board in the exercise of its responsibilities. The Chairperson shall appoint such committees, subject to approval of the Board by a majority vote of the Trustees voting; provided that, a quorum of Trustees is present.

### **SECTION 4 - QUORUM AND TRANSACTION OF BUSINESS**

A majority of the Trustees shall constitute a quorum for the transaction of business at any meeting. Each Trustee shall have one vote. All decisions of the Board shall require an affirmative oral vote of at least a majority of the Trustees voting, subject to the procedures outlined in the Robert's Rules of Order. The Board, in accordance with this section, may vote to consider items not on the proposed agenda.

### **SECTION 5 - CONFERENCE CALL MEETINGS**

Any Trustee may participate in a Board meeting through the use of conference call telephone or similar communications equipment by means of which all persons participating in the meeting can speak to and hear each other. Actions taken by the Board at meetings conducted through the use of such equipment, including the vote of each Trustee, shall be recorded in the usual manner in the minutes of the meetings as provided in these bylaws. A Trustee participating in a meeting by this means is deemed to be present at the meeting.

## **ARTICLE IV** **OFFICERS OF THE BOARD**

### **SECTION 1 - CHAIRPERSON**

A. The Trustees shall elect at its meeting in September, by majority vote of the Trustees voting, a Chairperson from among the Trustees; provided that a quorum of Trustees is present. The Chairperson shall serve a one (1) year term of office commencing on the first day of October. The Chairperson shall:

1. Prepare a written agenda of all matters to be considered by the Board at any meeting;
2. Prepare and issue all notices, including notices of meetings, required to be given to the Trustees and the public;

3. Preside at all meetings of the Board and, unless otherwise directed by the Board, present items of business for consideration by the Board in the order listed on the agenda for the meeting;
4. Conduct all meetings in accordance with the provisions of the Act, these bylaws, and with Robert's Rules of Order;
5. Exercise the authority in Article III, Section 3 to appoint such committees as may be required; and
6. Perform such other duties as may be requested by the Board.

### **SECTION 2 - VICE-CHAIRPERSON**

The Trustees shall elect at its meeting in September, by majority vote of the Trustees voting, a Vice-Chairperson from among the Trustees; provided that, a quorum, of Trustees is present. In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson or by the Board of Trustees. The Vice-Chairperson shall serve a one (1) year term of office commencing on the first day of October.

### **SECTION 3 - SECRETARY**

A. The Trustees shall elect at its meeting in September, by majority vote of the Trustees voting, a Secretary from among the Trustees; provided that, a quorum of Trustees is present. The Secretary shall serve a one (1) year term of office commencing on the first day of October. The Secretary shall:

1. Keep and certify the accuracy of the minutes of all Board meetings;
2. Maintain an official record of resolutions adopted by the Board; and
3. Perform other such duties consistent with those of a Secretary of a corporation as may be requested by the Board.

### **SECTION 4 - OTHER OFFICERS**

The Board may establish and appoint other officers of the Trust and define the duties of such officers.

**ARTICLE V**  
**TRUST EMPLOYEES**

**SECTION 1 - EXECUTIVE DIRECTOR**

A. Appointment. The Trust shall be headed by an Executive Director who shall be appointed by the Board by a majority vote of the Trustees voting; provided that, a quorum of Trustees is present. The Executive Director shall be a Federal employee, shall report to the Board, and shall be supervised by the Chairperson of the Board.

B. Duties. The Executive Director shall serve as the chief executive of the Trust, with such power and authority as may be conferred by these bylaws or by resolution of the Board. In general, the Executive Director is responsible for the overall supervision, program direction, execution, and review of all activities associated with day-to-day operations of the Trust and the management of the Preserve.

**SECTION 2 - COMPENSATION**

The Trust is authorized to appoint and fix the compensation and duties of an Executive Director and such other officers and employees as it deems necessary without regard to the provisions of Title 5, United States Code governing appointments in the competitive service, and may pay them without regard to the provisions of Chapter 51, and Subchapter III of Chapter 53, Title 5, United States Code relating to classification and General Schedule pay rates. No employee of the Trust shall be paid at a rate in excess of that payable to the Supervisor of the Santa Fe National Forest or the Superintendent of the Bandelier National Monument, whichever is greater.

**ARTICLE VI**  
**FINANCIAL TRANSACTIONS**

**SECTION 1 - ACCOUNTING SYSTEMS**

The Trustees shall cause to be established and maintained a complete accounting system which shall conform to the accounting standards issued by the Federal Accounting Standards Advisory Board and the requirements of the Government Corporation Control Act. Financial systems used by the Trust shall be in compliance with the financial system requirements established by the Joint Financial Management Improvement Program (JFMIP).

**SECTION 2 - FINANCIAL MANAGEMENT RESPONSIBILITIES**

- A. The Trust shall conduct the following financial management activities including:
1. Receipt and collection of funds, as well as making payments in support of the management and administration of the Preserve;
  2. Acquisition, if necessary, of liability or other insurance coverage;

3. Use of a special interest bearing fund established in the Treasury of the United States known as the Valles Caldera Fund;
4. Periodic filing of an annual budget and other financial reports;
5. Annual audit of the financial statements of the Trust in accordance with Section 9105, Title 31, United States Code;
6. Solicitation and acceptance of donated funds, property, supplies, or services; and
7. Determination of and subsequent assessment of reasonable fees for admission to, and the use and occupancy of, the Preserve; provided that, admission fees and any fees assessed for recreational activities shall be implemented only after public notice and a period of not less than sixty (60) days for public comment.

## **ARTICLE VII** **MISCELLANEOUS**

### **SECTION 1 - DELEGATION OF AUTHORITY**

The Board may, by resolution, delegate to the Chairperson, the Executive Director, or any other officer or employee of the Board or Trust any function, power, or duty assigned to the Trust in the Act or these bylaws, other than a function, power, or duty expressly vested in the Board. All delegations shall be made pursuant to resolutions of the Board and be recorded in writing in the minutes of a meeting or otherwise. Any action taken pursuant to delegated authority shall have the effect of an action taken by the Board or the Trust, as appropriate.

### **SECTION 2 - POLICIES, RULES, AND REGULATIONS**

The Board shall have power to make and adopt such policies, rules, and regulations, not inconsistent with law or these bylaws, as it may deem advisable for the management of the Trust.

### **SECTION 3 - SEAL**

The Board may, but need not, adopt a form of seal to be used by the Trust, but the failure to use a seal does not affect the validity of any instrument or any action taken in reliance thereon or in pursuance thereof.

## **ARTICLE VIII** **AMENDMENTS**

As may be necessary for the proper management and functioning of the Trust, these bylaws may be repealed, altered, or amended by the affirmative vote of at least two-thirds of the seated Trustees. A copy of any proposed amendment shall be provided to the Chairperson and shall be sent to each Trustee with the notice of the meeting at which the proposed amendment will be considered.

Adopted as amended by the Board of Trustees on August 12, 2005

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Larry Icerman  
Secretary  
Valles Caldera Trust