

BY-LAWS, RULES OF PROCEDURE AND CODE OF CONDUCT

ANDERSON ABRUZZO ALBUQUERQUE INTERNATIONAL BALLOON MUSEUM

BOARD OF TRUSTEES

Adopted: July 8, 2026

These By-Laws, Rules of Procedure and Code of Conduct are promulgated and adopted in accordance with the power and authority of the City of Albuquerque as outlined in Albuquerque Ordinance § 10-4-5-1 et seq., as amended, establishing the Anderson Abruzzo Albuquerque International Balloon Museum Board of Trustees (the "Board"). These By-Laws are intended to serve the public, City staff, and the Board as a guide to the operations and policies of the Board and to facilitate the carrying out of the intent of the ordinance creating the Board. The organizational structure and conduct of the Board and its subcommittees shall be governed by the Public Boards, Commissions and Committees Ordinance, Albuquerque Ordinance § 2-6-1-1 et seq., as amended, and applicable state and federal law. In the event of any conflict between these By-Laws and applicable City ordinances, the provisions of the City ordinances shall control and supersede these By-Laws.

Article I. The Board

Section 1. Name

The name of the Board shall be the *Anderson Abruzzo Albuquerque International Balloon Museum Board of Trustees*.

Section 2. Administrative Support

Administrative and staff support for the Board shall be provided by the City of Albuquerque through the Department of Arts & Culture under the direction of the Chief Administrative Officer.

Article II. Purpose and Duties

Section 1. Purpose

The purpose of the Board is to support, guide, and advance the mission of the Anderson Abruzzo Albuquerque International Balloon Museum (the "Museum") in accordance with City ordinances and policies.

Section 2. Powers and Duties

Pursuant to Albuquerque Ordinance § 10-4-5-2, the Board shall have the following powers and duties:

- A. To refine the mission, purpose, and goals of the Museum and to set policies, defined as broad operational guidelines, within which programmatic and administrative decisions may be made and implemented in accordance with accepted City administrative procedures;
- B. To review and recommend the Museum's annual budget proposal to be submitted to the Mayor;
- C. To review and recommend an annual fee schedule for rental and use of Museum facilities;
- D. To review and recommend Museum programming as proposed by the Museum Director;
- E. To review and recommend guidelines and procedures for selecting resident tenants and concessionaires of the Museum and for allocating Museum facilities to other potential users;
- F. To review, recommend, and acknowledge appropriate forms of recognition within the Museum for donors to the Museum Endowment;
- G. To review and recommend design, renovation, and construction projects for the Museum; and
- H. To prepare and submit an annual report of Board activities to the Mayor and the City Council.

Article III. Membership

Section 1. Composition

The Board shall consist of twelve (12) appointed members, one (1) assigned member, and two (2) ex-officio members, as provided in Albuquerque Ordinance § 10-4-5-3.

Section 2. Appointed Members

- A. One member shall be *appointed from each City Council District*.
- B. Three members shall be appointed by the Mayor to serve at large.
- C. Appointed members shall serve staggered three-year terms.

Section 3. Assigned and Ex-Officio Members

- A. One assigned member shall be designated from the Anderson Abruzzo International Balloon Museum Foundation and shall serve by virtue of title.
- B. *One ex-officio designee representing the Maxie Anderson family shall be recommended by the descendants of Maxie Anderson.*
- C. *One ex-officio designee representing the Ben Abruzzo family shall be recommended by the descendants of Ben Abruzzo.*
- D. One member of the Board shall be designated and available to serve on the Anderson Abruzzo International Balloon Museum Foundation and shall serve by virtue of title.

Section 4. Qualifications

Members of the Board shall be broadly representative of the art, sport, science, and history of hot air ballooning and lighter-than-air flight and shall include individuals with recognized professional competence and knowledgeable lay persons.

Section 5. Orientation and Training Requirements

All members of the Board shall complete a new trustee orientation within a reasonable period following appointment, as determined by the City or its designee. Such orientation shall include, at a minimum, a review of applicable City ordinances, the Public Boards, Commissions and Committees Ordinance, these By-Laws, the Board's Code of Conduct, and any relevant City policies, procedures, or handbooks. The Board of Trustees shall provide newly appointed trustees with the most current versions of applicable policies, procedures, handbooks, and other orientation materials within a reasonable period following their appointment.

Board members shall remain informed of and comply with all applicable laws, ordinances, and policies governing their service and may be required to participate in additional trainings, briefings, or educational sessions as deemed necessary by the City or the Board to support effective governance and compliance.

Section 6. Appointments and Vacancies

Appointments, reappointments, and the filling of vacancies shall be conducted in accordance with Albuquerque Ordinance § 10-4-5-3(B) and the Public Boards, Commissions and Committees Ordinance.

Section 7. Attendance and Removal

Members may be removed for excessive absences; three or more consecutive absences from board meetings may cause removal of a board member, or other cause as provided in the Public Boards, Commissions and Committees Ordinance.

Section 8. Conflicts of Interest

Board members shall comply with all conflict-of-interest provisions of Albuquerque Ordinance § 10-4-5-3(G). Any member with a financial interest in a matter before the Board shall disclose such interest and recuse themselves from deliberation and voting on the matter.

Section 9. Resignations

A member may resign by submitting a written letter of resignation to the Mayor's Office with copies to the Board Chair and the Museum Director.

Article IV. Officers

Section 1. Officers

The officers of the Board shall be a Chair and a Vice-Chair.

Section 2. Election and Term

Officers shall be elected annually by the Board at the January meeting and shall serve one-year terms. No officer shall serve more than two consecutive terms in the same office.

Section 3. Duties of Officers

A. **Chair:** The Chair shall preside at all meetings, appoint committees, serve as the principal spokesperson for the Board, and perform all duties customary to the office.

B. **Vice-Chair:** The Vice-Chair shall perform the duties of the Chair in the Chair's absence and shall carry out other duties as assigned by the Board.

Section 4. Vacancies

A vacancy in any officer position shall be filled by election at the next regular meeting following notice of the vacancy.

Article V. Meetings

Section 1. Open Meetings

All meetings of the Board and its subcommittees shall be open to the public and conducted in accordance with the New Mexico Open Meetings Act and City ordinances.

Section 2. Notice

Public notice and agendas for regular and special meetings shall be provided at least seventy-two (72) hours in advance, except as otherwise permitted by law.

Section 3. Quorum and Voting

A majority of the authorized voting membership of the Board shall constitute a quorum. Actions of the Board shall require an affirmative vote of a majority of members present.

Section 4. Minutes

Minutes shall be kept of all meetings and filed with the City Clerk, with copies provided to the Mayor as required, and shall be retained as official public records and posted for public access in accordance with applicable City ordinances, including Albuquerque Ordinance § 2-6-1-4, as amended. It is the responsibility of the Chair to ensure minutes are being recorded.

Section 5. Public Comment

Members of the public may address the Board pursuant to established agenda procedures and the Open Meetings Act.

Article VI. Committees

Section 1. Committees

The Board may establish standing or ad hoc committees to advise and assist the Board in carrying out its duties. In performing their functions, committees shall coordinate with

appropriate City staff or designated representatives and shall operate in an advisory capacity only, without authority to represent or bind the City.

The establishment of any standing or ad hoc committee shall require Board approval and the adoption of a written charter defining the committee's purpose, scope of work, membership, and duration, if applicable. Each committee shall operate in an advisory capacity only and shall provide regular reports to the Board, consistent with any reporting requirements established in its charter or by the Board.

Section 2. Appointments

Committee members and chairs shall be appointed by the Board Chair unless otherwise directed by the Board.

Section 3. Governance Committee

The Board shall maintain a Governance Committee composed of the Chair, Vice-Chair, and one additional member elected by the Board. The Governance Committee shall continually review Board performance, recommend by-law amendments, address conduct issues, and recommend removal of members when appropriate.

Article VII. Code of Conduct

Section 1. Duty to the Public

Board members shall serve the public interest and act in a manner consistent with the public trust, applicable law, and City policy.

Section 2. Professional Conduct

Members shall maintain the highest standards of ethical and professional conduct, fostering respect, courtesy, and inclusiveness.

Section 3. Nondiscrimination and Harassment

Discrimination, harassment, or violence by Board members toward any individual is prohibited. Complaints shall be reported and investigated in accordance with City procedures.

Section 4. False Statements and Fraud

No Board member shall knowingly make false statements, conceal wrongdoing, or engage in fraud in connection with Board service.

Article VIII. Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* shall govern the Board in all cases not inconsistent with these By-Laws or applicable law.

Article IX. Amendments

These By-Laws may be amended upon notice to the Board at a meeting preceding the vote and approval by a two-thirds majority of the Board's voting members.

APPENDIX A: Board Position Matrix
(To be developed and adopted separately)

ADOPTED AND APPROVED by the Board of Trustees on this 8th day of July, 2026.

Attest:



Nora Tocci, Chair