

**BYLAWS OF
THE BOARD OF DIRECTORS
OF THE
REGIONAL COALITION OF LANL COMMUNITIES**

PREAMBLE

The Regional Coalition of LANL Communities (the “Regional Coalition”) shall carry out its purposes as described in and pursuant to the Joint Power Agreement establishing the Regional Coalition of LANL Communities (the “JPA”) and amendments thereto.

ARTICLE I.

Offices

If the Regional Coalition has offices, the principal office of the Regional Coalition shall be located within the boundaries of any Party to the JPA and amendments thereto, as designated by the Board of Directors. The Regional Coalition may have other offices and places of business at such places within the State of New Mexico as shall be determined by the Board.

ARTICLE II.

Board of Directors

- A. Number, Qualifications and Term of Office.** The business and affairs of the Regional Coalition shall be managed by a Board of Directors. All Directors must be an elected official, and all Alternate Directors can be either an elected official or employee of that government. Annually, each government will appoint the Director and Alternate Director(s) and inform in writing the Regional Coalition. Each government may appoint up to two Alternate Directors.
- B. Performance of Duties.** A Director and Alternate Director shall perform his/her duties in good faith and in a manner he/she believes to be in the best interests of the Regional Coalition. An Alternate Director shall serve in the absence of the Director for which he/she is an alternate. However, at no time shall an Alternate Director serve as an officer of the Board of Directors.
- C. Vacancies.** Any Director or Alternate Director may resign at any time by giving written notice to the chair of the Board of Directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. In the case where the Director or Alternate Director is an elected official, that office shall be

deemed to be vacant upon the failure of any Director or Alternate Director to be re-elected to public office of the Director's or Alternate Director's designating Party. A vacancy will occur if a Director or Alternate Director dies during his or her term of office.

D. Expenses. By resolution of the Board of Directors, any Director may be paid his/her direct expenses, if any, of attendance at meetings or other Regional Coalition business. Expenses for meetings of the Board of Directors will not be a covered expense.

E. Conflict of Interest. No Director or Alternate Director may enter into an employment relationship with the Regional Coalition (1) while serving on the Board or (2) for twelve months thereafter.

F. Non-voting Members of the Board. At its discretion, the Board may appoint non-voting members to the Board. Non-voting members shall not be a Party to the JPA.

ARTICLE III.

Officers of the Board

A. General. The Chair, Vice Chair, Secretary, and Treasurer shall be elected annually by the Board of Directors. The terms shall commence at the first meeting of the Board held on or after March 1st of each year. There shall be no limitation on the number of terms for which a person may serve as an officer. An officer shall hold office until he/she is no longer qualified to serve or his/her successor is chosen, until his/her death, or until he/she shall resign. All officers of the Regional Coalition shall be Directors of the Regional Coalition; should an Alternate Director represent the Director at a meeting, said Alternate Director shall not assume any office held by the Director for whom the alternate Director is substituting.

B. General Duties. All officers and agents of the Regional Coalition, as between him or her and the Regional Coalition, shall have such authority and shall perform such duties as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

C. Vacancies. When a vacancy in one of the Board offices occurs due to any of the reasons listed in paragraph III.A., it shall be filled by a resolution of the Board of Directors at the following meeting of the Board at which a quorum is present.

D. Chair of the Board. The Chair of the Board shall preside as chair at meetings of the Board of Directors. He/she shall, in addition, execute resolutions and documents, represent the Board and Regional Coalition at public functions and perform such other duties as the Board may prescribe.

E. Vice-Chair. The Vice-Chair shall fulfill the responsibilities of the Chair when the Chair is unavailable to do so.

F. Secretary. The Secretary shall keep or cause to be kept, in books provided for that purpose, the minutes of the meetings of the Board. The Secretary/Treasurer may have one or more assistant secretaries, which need not be Directors and which shall be appointed by the Board.

G. Treasurer. The Treasurer shall perform the duties of a treasurer, as follows:

1. Shall have oversight of Regional Coalition funds and assets. He/she shall review accounts of receipts, disbursements and deposits of all Regional Coalition monies and other valuable effects in the name and to the credit of the Regional Coalition and report to the Board of Directors upon request.
2. Shall provide or cause to be provided a detailed monthly financial statement to the Board. The financial statement shall include all revenue, revenue sources, expenditures and balances, and include monthly and year-to-date figures.

H. Delegation of Duties. Except for the Chair, whenever an officer is unable to perform the duties of his/her office for any reason, the Board may delegate the powers and duties of an officer to any other officers or to any qualified Director.

ARTICLE IV.

Regional Coalition Staff

At its discretion, the Board may hire an Executive Director who shall serve at the pleasure of and report directly to the Board of Directors of the Regional Coalition, and who shall be responsible for implementing the Board's policies, and for the overall management of all activities of the Regional Coalition. All other staff shall be hired by the Executive Director and shall report to him/her.

ARTICLE V.

Meetings of the Board

- A. Place of Meetings.** The regular or special meetings of the Board of Directors or any committee designated by the Board shall be held at the principal office of the Regional Coalition or at any other place that the Board of Directors or the Executive Director designates.
- B. Regular Meetings.** The Board of Directors shall meet monthly, or as otherwise determined by the Board of Directors.
- C. Special Meetings.** Special meetings of the Board of Directors may be called by the Chair or any three members of the Board of Directors, and held at any time. The provisions in section 5(E)(a) regarding a quorum apply to Special Meetings.
- D. Notice of Meetings.** Notice of the regular or special meetings of the Board of Directors or any committee designated for such notice by the Board shall be as follows:
 1. Regular Meetings. The time, date and place of regular meetings shall be set by the Board and notice thereof shall be provided (a) to the clerk of all Regional Coalition parties for posting in a public place, with at least ten (10) days advance notice of the meeting time, place and date, (b) to the Directors and Alternate Directors, with at least ten (10) days advance notice of the meeting time, place and date, and (c) to those members of the public who so request.

2. **Special Meetings.** Notice of each special meeting of the Board of Directors setting forth the time and the place of the meeting shall be given as follows:
 - a. by electronic mail to each Director not less than 72 hours prior to the time fixed for the meeting;
 - b. to the clerk of each Regional Coalition party for posting in a public place, not less than 72 hours prior to the time fixed for the meeting; and
 - c. by electronic mail to those members of the public who so request such information.

3. **Emergency Special Meetings.** When necessary, an emergency special meeting may be called with notice given in the same manner as provided for special meetings, except that notice may be given not less than 24 hours prior to the time fixed for the meeting, in accordance with the New Mexico Open Meetings Act. All notices of meetings shall be given by electronic mail.

E. Voting.

1. **Quorum.** At meetings of the Board of Directors, a majority of the appointed Directors (or their alternate if a Director is not present) shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the Regional Coalition's goal is to reach consensus on matters under consideration. If a vote is needed, an affirmative vote a majority of the Directors present (or their alternate if a Director is not present) shall be required to be the act of the Board of Directors.

2. **Consent Agenda.** Within a meeting agenda, Regional Coalition staff may place on the consent agenda any one or more items which staff believes do not give rise to discussion by the Board, and which may be acted upon by singular action and vote of the Board. Any Director may pull from the consent agenda any one or more items which shall then be separately and individually discussed and voted on by the Board.

F. Conduct of Meetings. The Board may adopt such rules of procedure as it deems proper. To the extent any rules adopted by the Board do not specify how an item of business of the Board is to be conducted, Roberts' Rules of Order shall apply.

ARTICLE VI.

Open Records and Open Meetings

A. All accounts and records of the Regional Coalition and its committees shall be open to the public as provided for in the New Mexico Open Records Act and any other applicable laws, at all reasonable times under reasonable regulation, except where a specific determination is made by the Regional Coalition that there is a legitimate public purpose achieved by withholding a document concerning legal, personnel, or private proprietary information.

B. All meetings of the Board of Directors of the Regional Coalition and any of its committees subject to New Mexico's Open Meetings Act, NMSA 1978, § 10-15-1(1999), as the New Mexico legislature may amend from time to time.

C. Minutes or similar record shall be kept of all meetings of the Board of Directors of the Regional Coalition.

ARTICLE VII.

Committees

A. **Regional Coalition Committees.** The Regional Coalition is interested in working with the public and will seek the input of the local community and other interested parties. As necessary, and to the extent practicable, the Regional Coalition will seek the input of the local community and other interested parties by establishing *ad hoc* committees and task forces, and by holding public meetings, workshops, special meetings, or other forums of public involvement, from time to time as may be deemed appropriate by the Board. By resolution or motion of the Board, the Regional Coalition may establish such working committees from time to time as it deems appropriate. These committees shall be open to all persons interested in participating with the Regional Coalition. Each committee shall have a chair appointed by the Board of Directors. Committees may consider issues consistent with the Regional Coalition's purposes and make recommendations for actions to the Board of Directors. Any such recommendations, together with any minority reports, shall be made to the Board of Directors. The Board may consider and comment on committee recommendations and formulate its own recommendations for official action by the Board. Any minority report(s) from a committee shall be transmitted simultaneously with such recommendations. The Board of Directors may take such actions as it deems appropriate, notwithstanding recommendations or lack thereof or the fact of pending deliberations of committees and of the Regional Coalition.

B. **Board Committees.** The Board may have committees any matters as the Board deems proper for the administration of the Regional Coalition.

C. **Executive Committee.** The Executive Committee shall consist of the officers of the Regional Coalition. Meetings of the Executive Committee shall be held by call of the Chair or by the Executive Director upon written request of two members of the Executive Committee. For the purposes of this section a majority of the members of the Executive Committee shall constitute a quorum for the purpose of conducting business, meeting either in person, by means of a conference telephone call or other forms of audio/video electronic communication available.

The Executive Committee shall advise the Executive Director as necessary between regularly scheduled meetings of the Board consistent with the policies of Regional Coalition and shall:

- Make recommendations for the selection or termination of the Executive Director.
- Have authority to take any necessary and appropriate action including budget adjustments not to exceed \$5,000 on behalf of Regional Coalition between meetings of the Board because of unforeseeable exigent circumstances.
- Take other actions on behalf of Regional Coalition, but only as authorized by the Board. The Board may at any time take action to overturn a decision made by the Executive Committee.

Each action taken by the Executive Committee on behalf of the Board shall be reported to, and subject to final approval by the Board as soon as practicable but no later than the next duly called meeting of the Board.

ARTICLE VIII.

Fiscal Year

The fiscal year of the Regional Coalition shall be July 1 to June 30. Said fiscal year may be changed by the Board of Directors.

ARTICLE IX.

Amendments

A. General. The Board of Directors may amend, supplement or repeal these Bylaws or adopt new Bylaws, and all such changes shall affect and be binding upon the Regional Coalition. Any amendment, supplement or repeal of these Bylaws or adoption of new Bylaws shall require consideration at two meetings of the Board.

B. Vote Necessary. Amendment to, supplementation of or repeal of these Bylaws or adoption of new Bylaws shall require approval by a majority of the Directors of the Board at the second meeting at which the amendment, supplement, repeal or adoption is considered.

ARTICLE X.

Annual Report

On an annual basis, any one or all of the parties to the JPA may request Regional Coalition to submit an annual report which shall generally address Regional Coalition's operations for the previous year; Regional Coalition's proposed plans for the upcoming year; a summary of Regional Coalition's financial status, including revenue projections and operating costs; and any changes or proposed changes in Regional Coalition's policies. Upon request, the Executive Director shall present an oral presentation of the annual report at a designated board or council meeting of the requesting party.

ARTICLE XI.

Miscellaneous

A. Invalid Provision. The invalidity or non-enforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision was omitted.

B. Governing Law. These Bylaws shall be governed by and construed in accordance with the constitution and laws of the State of New Mexico and the JPA, as amended from time to time. To the extent there are inconsistencies between the JPA and any amendments thereto and these Bylaws and any amendments thereto, the JPA and amendments thereto shall control.

C. Debt. The incurrence of any revenue-based or other non-general obligation debt shall be subject to the prior approval of the governing body of each Party.