

**BY-LAWS  
OF  
NEW MEXICO ALLIANCE OF HEALTH COUNCILS**

**ARTICLE I: NAME AND OFFICES**

*Section 1. Name:* The name of the Corporation is New Mexico Alliance of Health Councils (NMAHC)

*Section 2. Registered Address:* The principal offices of the corporation shall be at 73A La Barbaria Road, Santa Fe, New Mexico 87505.

**ARTICLE II: PURPOSE**

*Section 1. Nature of Corporation and Purpose:* This Corporation is organized exclusively for charitable, educational, and scientific purposes as specified in section 501 (c)(3) of the internal revenue Code, and for purposes for which a corporation may be formed under the Nonprofit Corporation Act of the State of New Mexico.

*Section 2. Primary Purposes:* The purposes for which the Corporation is organized are:

- To improve the health of all New Mexico residents by creating and strengthening systems and environments that improve community health;
- To work with other entities to build the capacity of county and tribal health councils;
- To facilitate communication and sharing of information among New Mexico health councils;
- To assist the health councils in identifying potential funding sources to support community health improvement;
- To conduct education and outreach regarding the role and benefits of health councils and policies to improve health.

**ARTICLE III: MEMBERSHIP**

*Section 1. Eligibility for membership:* Application for voting members shall be open to any county or tribal community health council in New Mexico. County and tribal health councils are defined as entities whose purpose is to improve community health in their respective jurisdictions, and which were established under the general guidelines and provisions of the New Mexico Maternal and Child Health Act, as passed by the New Mexico Legislature and signed into law in 1991 and amended in 2007.

*Section 2. Rights of members:* Each member health council shall be eligible to appoint one voting representative to cast the member's vote in alliance elections. Selection of the representative may occur by whatever method that health council chooses, including election, appointment, and volunteer.

*Section 3. Resignation and termination:* Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the membership.

*Section 4. Non-voting membership:* The board shall have the authority to establish and define non-voting categories of membership, including individuals and organizations that support the purposes of the NMAHC.

*Section 5. Dues:* Annual dues may be established by a majority vote of the members.

#### **ARTICLE IV: MEETINGS OF MEMBERS**

*Section 1. Regular meetings:* Regular meetings of the members shall be held annually, at a time and place designated by the chair(s). At the annual meeting, the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the Alliance for the coming year. Meetings may take place in person, by telephone conference call, or other electronic means.

*Section 2. Special meetings:* Special meetings may be called by the chair(s), the Executive Committee, or by a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

*Section 3. Notice of meetings:* Written notice of each meeting shall be give by e-mail, not less than one week prior to the meeting.

*Section 4. Quorum:* The members present at any properly announced meeting shall constitute a quorum.

*Section 5. Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Voting may be conducted in person, by telephone, by e-mail, or by electronic survey.

#### **ARTICLE V: BOARD OF DIRECTORS**

*Section 1. Board role, size and compensation:* The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to fourteen members, but not fewer than four members. The board receives no compensation other than reasonable expenses.

*Section 2. Board composition:* The Board shall consist of the officers of the Alliance: Chair, Vice-Chair or Co-Chair, Secretary, Treasurer, five Regional Representatives (Northeast, Northwest, Southeast, Southwest, and Metropolitan Regions) and one Tribal Representative. The Board may appoint up to four additional directors.

*Section 3. Terms:* All board members shall serve two-year terms, but are eligible for re-election for up to three consecutive terms (6 years total).

*Section 4. Meetings and notice:* The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each director have written, e-mail notice at least one week in advance. Meetings may take place in person, by telephone conference call, or other electronic means.

*Section 5. Board elections:* New directors and current directors shall be elected or re-elected by the voting representatives of Alliance members at the annual meeting. Directors shall be elected by a simple majority of members present at the annual meeting, or of those responding to an electronic survey of members.

*Section 6. Election procedures:* The Board shall be responsible for nominating a slate of prospective board members representing the Alliance's diverse constituency. Regional representatives and alternates shall be elected by a majority of the member health councils in their respective regions. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to designate one representative to vote for each candidate.

*Section 7. Quorum:* The directors present at any properly announced meeting shall constitute a quorum.

*Section 8. Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Voting may also occur through an e-mail poll of directors, in which case the vote shall be decided by a simple majority of those responding.

*Section 9. Officers and Duties:* There shall be four officers of the board, consisting of a chair, vice-chair, secretary, and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair or co-chair, secretary, treasurer.

The vice-chair or co-chair shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each director, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

*Section 10. Vacancies:* When a vacancy on the board exists mid-term, the secretary must receive nominations for new directors from present directors two weeks in advance of a board meeting. These nominations shall be sent out to directors with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular director's term.

*Section 11. Resignation, termination, and absences:* Resignation from the board must be in writing and received by the secretary. A director may be terminated from the board due to excess absences--more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

*Section 12. Special meetings:* Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each director at least two weeks in advance.

*Section 13. Compensation:* Directors shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any director from serving the NMAHC in any other capacity and receiving compensation therefor.

## **ARTICLE VI: COMMITTEES**

*Section 1. Committee formation:* The board may create committees as needed, such as finance, policy, resource development, capacity-building, marketing/communication, etc. Each committee shall elect a committee chair.

*Section 2. Executive Committee:* The four officers serve as the members of the executive Committee. Except for the power to amend the Articles of Incorporation and by-laws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

*Section 3. Finance Committee:* The treasurer is the chair of the Finance Committee, which includes three other directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other directors. The board must approve the budget, and all expenditures must be within budget. Any major change in the budget must be approved by the board or by the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the

organization are public information and shall be made available to the membership, board members, and the public.

*Section 4. Other committees:* Committees established by the board may include voting members and non-voting members of the NMAHC. Membership of committees must be approved by the board of directors.

#### ARTICLE VII: FISCAL YEAR

*Section 1. Fiscal year:* The fiscal year of the New Mexico Alliance of Health Councils shall begin on the first day of January and end on the last day of December in each year.

#### ARTICLE VIII: DIRECTOR AND STAFF

*Section 1. Executive Director:* The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members, and carry out the duties described in the job description. The board can designate other duties as necessary. The Executive Director may hire additional staff as authorized by the Board.

#### ARTICLE IX: AMENDMENTS

*Section 1. Amendments:* These by-laws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

#### CERTIFICATION

These by-laws were approved at a meeting of the board of directors by a two-thirds majority vote on November 6 2014.

  
Secretary

12/1/14  
Date

  
Board Chair