

**BYLAWS OF THE
VALENCIA COMMUNITY PARTNERSHIP**

ARTICLE ONE: NAME AND JURISDICTION

The jurisdiction of the Valencia Community Partnership, hereafter referred to as the VCP, the health council for Valencia County, will be Valencia County with limited activity upon request to and approval by the Leadership Team in surrounding counties and tribal lands.

ARTICLE TWO: MISSION, VISION AND PURPOSE

- I. Vision:** A community living, working, and playing in a healthy, supportive environment
- II. Mission:** We are a cooperative of community organizations and individuals, dedicated to improving the quality of life in Valencia County by providing an avenue for collaboration of communities, businesses and governments.
- III. Purpose**
- A.** The Partnership shall act as an advisory board to the Valencia County Commission in matters relating to Community Health Assessment and Planning.
 - B.** The Partnership shall act in accordance with the New Mexico Maternal and Child Health Plan Act to encourage the development of comprehensive, community-based services to meet the needs of childbearing women and their families and thereby improve the long-term health of all New Mexico residents.
 - C.** The nature of the activities to be conducted, and the purposes to be promoted or carried out by the Partnership, shall be exclusively charitable, scientific, and/or educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

ARTICLE THREE: MEMBERSHIP

- I. Description of Membership**
- A.** Persons who have an interest in the purposes of the Partnership as stated in Article One are eligible to become members.
 - B.** Members shall represent a broad spectrum of interests, which may include but are not limited to, private citizens, businesses, community-based program providers, health care providers, law enforcement, school representatives, youth, neighborhood associations, faith communities, and tribal, state, county and local

government officials. The Partnership membership shall be geographically and ethnically representative of the communities of Valencia County.

II. General Membership Meetings

- A. Open Meetings: All meetings shall be conducted in accordance with the “Open Meetings Act” (I 05-1 Seq. NMSA 1978)
- B. Date, Time and Place of General Membership Meetings: Unless otherwise specified by the Partnership Coordinator and/or the Chairperson, regular meetings of the Partnership shall be held monthly on the third Thursday of the month at a time and place to be determined by the Coordinator and/or the Chairperson.
- C. Notice of Regular Meetings: Notification of monthly meetings to include minutes of the previous meeting and agenda shall be made to the membership by the Coordinator one week prior to the meeting. The Coordinator shall also post such written notice of the proposed agenda at the administrative offices of Valencia County and other public places as needed at least five days prior to the scheduled meeting.
- D. Annual Meeting: An annual meeting of the VCP shall be held on the third Thursday of July for the purpose of reviewing activity of the council over the preceding year, planning for the upcoming year and electing new members to the Leadership Team.

IV. Voting

- A. Valencia County Commission approved members as indicated in the official Valencia Community Partnership Roster shall have voting privileges. Voting membership shall be reviewed by the Leadership Team at least once a year, 30 days prior to submitting a proposed membership roster to the Valencia County Board of Commissioners for their approval. Voting members listed on the roster shall be those persons who are actively involved in the council as evidenced by attending at least six out of twelve council meetings per year and/or being involved in a council Action Group.
- B. To ensure that no one agency, organization or other entity has undue influence in matters requiring a vote from the VCP membership, each agency, organization or other entity shall designate one person to be their official voting member. In the event that the designated member cannot be present, a proxy may be designated in writing by the member agency, organization or other entity to vote on council business. The VCP Coordinator will be notified in the event that the originally designated official voting member leaves the agency, organization or other entity or for any other reason the officially designated voting member is changed.
- C. A quorum shall consist of a simple majority of voting members present at the Partnership meeting.
- D. An email poll of Partnership members can be used to obtain approval of Partnership matter being voted on if matter is of an emergent nature requiring action prior to the

next meeting. A quorum shall consist of a simple majority of those responding. Results of this voting must be reflected in the minutes.

- E. Partnership members employed by the fiscal agent overseeing contracts which support the work of the VCP shall be ex-officio.

ARTICLE FOUR: LEADERSHIP TEAM

I. General Powers

- A. The Leadership shall exercise such powers and duties of the Partnership as may be delegated by the Partnership and shall prepare recommendations for Partnership approval at the monthly general membership meetings.
- B. Decision making powers of the Leadership shall include:
- Planning agendas and calendar for Partnership
 - Financial allocations not requiring a contractual agreement
 - To the extent permitted by law, the Leadership Team may delegate power and authority in the exercise of its duties and responsibilities to its duly elected and duly appointed committees and agents.

II. Description of the Leadership Team

- A. The Leadership Team shall consist of a minimum of seven members and a maximum of thirteen members.
- B. Leadership Team members shall be elected to the Leadership Team from the general membership of the Partnership by a simple majority of the membership present.
- C. The members of the Leadership Team shall reflect the cultural and geographic diversity of the County.
- D. One half of the Leadership Team Members in place as of October 1, 2007 shall serve for two-year terms, and one half for a three-year term so that the terms of the Leadership Team are staggered.
- E. One position on the Leadership Team shall be reserved as a youth position. Length of term shall vary.
- F. Members of the Leadership Team may, within thirty days of the expiration of their term of office, advise the Leadership Team Chair in writing of their intent to stand for re-election. Such re-election shall be placed on the agenda for the next annual meeting. The term of a re-election candidate shall extend until the membership has voted on the question.

- G. Leadership Team members shall be elected by the majority vote of the members present at each annual meeting of the members. Each member shall hold office during the term specified and thereafter until the member's successor has been elected and qualified, or until the member's death, resignation, or removal.
- H. Leadership Team Members, who fail to attend three (3) consecutive meetings without prior notice or without representation by alternate, may forfeit their office at the discretion of a majority vote of the remaining members of the Leadership Team. The Chair shall act to confirm the forfeiture and shall notify the principals and the membership of such removals from office.
- I. If any vacancy in the Leadership Team occurs, the remaining Leadership Team shall continue to act, and any such vacancy may be filled by the vote of a majority of the members then in office.
- J. Any one or more Leadership Team Members may be removed with cause, at any time, by a vote of at least two-thirds of the Leadership Team then serving, at any regular or special meeting of the Leadership Team duly called and warned for such purpose.
- K. No part of the fund balances of the Partnership shall inure to the benefit of or be distributable to the Leadership Team. The Leadership Team shall be authorized and empowered to pay reasonable compensations, and reimburse reasonable expenses incurred, for services rendered and to make payments and distribution in furtherance of the purpose set forth in this Article II.
- L. The private property of the Leadership Team of this Partnership shall forever be exempt from corporate debts and no members shall be individually liable or responsible for any debts or liabilities of the Partnership.

III. Officers

- A. The officers of the Leadership Team shall consist of Chair, Vice-Chair, Secretary and Treasurer.
- B. The Leadership Team shall elect the officers by majority vote. The officers shall be elected from among the members of the Leadership Team.
- C. The Leadership Team shall fill a vacancy in any office at a regular meeting or a special meeting called for that purpose.
- D. The Leadership Team may remove any officer by a majority vote at any time with cause at any regular or special meeting duly called for such purpose.
- E. Duties and powers of the officers:
 - Chair. The Chair of the Leadership Team shall preside at all meeting of the Leadership Team and the general membership and shall have such other duties responsibilities as are customary for the office of Chair as may be assigned to him or her from time to time by the Leadership Team.
 - Vice-Chair. The Vice Chair of the Leadership Team shall perform the duties of the Chair of the Leadership Team in the absence or disability of the Chair and shall have such other duties and responsibilities as may be assigned to him or her from time to time by the Leadership Team. Furthermore, It shall be the duty of the Vice-Chair to enforce all Bylaws, rules and regulations for the proper

conduct of the Partnership made by or under the authority of the Leadership Team. In all cases of disputed authority or uncertainty as to the meaning of the Bylaws, rules and regulations of the Partnership, his or her decision shall govern until the Leadership Team shall otherwise rule.

- Secretary. The Secretary shall ensure that minutes are kept of the meetings of the Leadership Team and the general membership. A draft of meeting minutes will be submitted to the coordinator and chair two weeks before the next meeting.
- Treasurer. The Treasurer shall ensure that the Leadership Team maintains correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the unrestricted funds of the Partnership, and in general shall perform such duties as are customary in the office of the Treasurer. The Treasurer shall make a report to the VCP Leadership Team monthly and to the general membership quarterly on the use of the unrestricted funds. In addition, the Treasurer shall perform such other duties as the Leadership Team or the Chair may from time to time assign to the Treasurer.

IV. Meetings of the Leadership Team

- A. Regular meetings of the Leadership Team shall take place on the second Tuesday of every month at a time and location to be determined by the Leadership Team and the fiscal agent. Notice of regular meetings shall be mailed, faxed or e-mailed to Leadership Team members at their last known mailing address, fax number or e-mail address at least two working days prior to each meeting, confirming the date, time and location of the meeting. Changes in meeting times, locations or dates of regular Leadership Team meetings shall be decided by a majority vote of the members present.
- B. Special Meetings of the Leadership Team may be called at any time by the Chair, Coordinator or any member of the Team upon the written or verbal request.

V. Voting

- A. At any duly called meeting of the Leadership Team, fifty (50) percent of the elected members then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or in these Bylaws, all actions of the Leadership Team members shall be by a majority vote of the members present. In the event that a member cannot be present, a proxy may be designated in writing by the member to vote on Leadership Team business. The Chair shall file such written notices of designated proxies with the minutes of the meetings of the Leadership Team.
- B. If the Leadership Team severally or collectively consent in writing to any action to be taken by the Leadership Team, and the number of such members constitutes a

quorum for such action, such action shall be as valid as corporate action as though it had been authorized at a meeting of the Leadership Team. The Chair shall file such consents with the minutes of the meetings of the Leadership Team.

ARTICLE FIVE: BILLS, NOTES, ETC.

- I.** All bills payable, notes, checks, drafts, warrants or other negotiable instruments of the Partnership shall be in the name of the Partnership, and shall be made in accordance with an approved budget.
- II.** A financial review detailing expenditures for the preceding year shall be provided to the Membership annually by the Leadership Team, with the assistance of the Treasurer.
- III.** The Leadership Team may accept, on behalf of the Partnership, any contribution, gift, bequest, or devise for the general purpose of the Partnership.

ARTICLE SIX: CONFLICT OF INTEREST

- III.** The Leadership Team has no interest and shall not acquire any interest, direct or indirect, which would conflict in any manner or degree with the performance or purpose of the Valencia Community Partnership. Furthermore, the Leadership Team and the Valencia Community Partnership agree to comply with the Conflict of Interest requirements stipulated by any and all funding sources of the Partnership.
- IV.** The Partnership shall not be used for any lobbying activity that is prohibited by the Section 501 (c)(3) of the Code and the Partnership shall not participate in or intervene in (including the publishing or distribution of Statements) any campaign on behalf of any political candidate for public office. Notwithstanding any other provisions of these Bylaws, the Partnership shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501 (c)(3) of the Code, contribution to which are deductible under section 170 (c)(2) of the Code.

ARTICLE SEVEN: MISCELLANEOUS PROVISIONS

- I.** These Bylaws may be amended by affirmative vote of a majority of the Leadership Team present at any lawful meeting of the Leadership Team, provided that a copy of such proposed amendment shall have been given in the notice calling the meeting.
- II.** The fiscal year of this Corporation/Partnership shall commence on July 1st and end on June 30th of each year.

- IV.** The Corporation/Partnership as needed will adopt standing rules.
- V.** The VCP website, www.vcpnm.org, will be the official means of communicating between the council and the communities. The Coordinator will be responsible for the content of the website and will assure that it is updated periodically.