

NEW MEXICO ASSOCIATION OF COUNTIES
BYLAWS

Approved by
NMAC Board of Directors
October 16, 2015

**NEW MEXICO ASSOCIATION OF COUNTIES
BYLAWS**

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**NEW MEXICO ASSOCIATION OF COUNTIES
BYLAWS**

**Article I
Name**

The name of this corporation shall be:

NEW MEXICO ASSOCIATION OF COUNTIES (NMAC)

which is a non-profit corporation incorporated under the laws of the State of New Mexico.

**Article II
Objectives**

The objective of NMAC is to strengthen New Mexico counties' ability to govern their own affairs and to improve the well-being and quality of life of their constituents. As an advocate for good county government, NMAC provides legislative representation, general research, training and assistance in developing and improving methods of administration and financing of county government, and administers self-insurance programs. NMAC provides educational programs and conferences to assist all elected officials and employees of member counties in their duties.

**Article III
Procedures**

~ Section 1 - Rules of Order

The order of business shall be determined by the Board of Directors (the Board). Except as otherwise provided by these Bylaws or prescribed by the Board, Robert's Rules of Order (latest edition) shall govern procedure at all meetings of NMAC.

**Article IV
Membership**

~ Section 1 – County Members

Any New Mexico county is eligible for membership in NMAC. Active county members shall be those county governments that contribute annually to the financial support of NMAC according to the schedule of dues or participation fees adopted by the Board. Any member may withdraw from membership in NMAC by notifying the Board of its election to do so in writing. Participation fees will not be refunded in the event of a withdrawal from NMAC.

~ Section 2 – Other Members

Separate membership categories and related fees for organizations or individuals other than counties may be authorized by the Board.

Article V **Finance**

~ Section 1 - Fiscal Year

The fiscal year of NMAC shall begin July 1 of each year and end on June 30 of the following year.

~ Section 2 - Budget

The Executive Director shall prepare a budget setting forth estimated revenue and disbursements for each complete fiscal year, which shall be submitted to the Executive Committee serving as the Budget Committee. The Executive Committee shall submit its budget recommendations to the Board for final action. Adoption of the budget shall occur prior to the end of the fiscal year. Expenditures shall not be incurred in excess of actual funds available and authorized in the approved budget without the consent of the Board or the Executive Committee.

~ Section 3 - Audits

The Board shall annually employ an independent certified public accountant to audit NMAC's financial records and prepare a report for the past fiscal year for submission to the Board. The Executive Committee shall review the annual audit with the independent certified public accounting firm present to answer questions and explain procedures. The Executive Committee, serving as the Audit Committee, shall report to the Board at the next meeting following completion of the annual audit review.

~ Section 4 - Insurance Policy

NMAC shall procure either surety bonds or a crime insurance policy to cover the NMAC staff and the Board Treasurer.

~ Section 5 - Quarterly Financial Reports

The Executive Director shall furnish a quarterly financial report to the Board.

Article VI **Board of Directors**

~ Section 1 - Membership

The Board of Directors shall be composed of one representative holding elective office from each active county member who shall serve a two-year term. At the Board meetings no county shall have more than one vote. Officers shall not have voting privileges unless they are also their county Board representative.

Ex-officio positions on the Board shall consist of:

- Appointed Treasurer
- Executive Director
- New Mexico representative(s) on National Association of Counties Board of Directors
- New Mexico representative(s) on Western Interstate Region Board of Directors
- Designated representative from each New Mexico County Insurance Authority Pool Board

- Designated representative from each elected affiliate not currently represented on the Board

Ex-officio positions shall be nonvoting members of the Board, unless they are also their county Board representative. The designated representatives from each Pool Board shall be elected county officials and shall be appointed by their Pool Boards to represent the Pools on the NMAC Board.

~ Section 2 – Elections

The Board representative for each county shall be elected by all county elected officials within the county. The elections shall take place in every odd year and the elections shall be conducted by the county clerk as follows:

- A. The county clerk shall request candidates at least 55 days prior to the Annual Conference and shall notify, in writing or via electronic mail, each county elected official at his or her place of business, place of residence, or county email address, of the election. The notice shall also include the deadline for announcing candidacy, date and location of the election, and who is eligible to vote.
- B. Candidates shall notify the county clerk at least 50 days prior to the Annual Conference of their candidacy.
- C. The vote shall take place at least 47 days prior to the Annual Conference. Each county elected official shall cast one vote, either in person or by absentee ballot, within the timeframe designated by the county clerk. Written or electronic ballots must be used. A canvass of the election shall be conducted in public. The county clerk shall submit to the Executive Director of the name of the county's representative to the Board of Directors in writing at least 45 days prior to the Annual Conference.

If any deadline for election of the Board representative falls on a weekend or holiday, the first business day following shall become the actual deadline. In the case of a tie vote, the Board representative shall be selected by lot. Newly elected Board representatives take office upon the adjournment of the NMAC Annual Conference in every odd year.

~ Section 3 – Vacancies

Should a vacancy in a Board representative occur, the representative will be replaced by election as described in Section 2 of this Article, except that the election shall take place no later than 15 days after the occurrence of the vacancy; the notification of the election and the request for nominees shall take place at least 10 days prior to the election; and the nominees shall notify the county clerk of their candidacy at least five days prior to the election. The county clerk shall submit the name of the elected county representative to the Executive Director in writing immediately after the election. The newly elected Board representative shall serve the remainder of the vacated term. If the remainder of the term is six months or less, the newly elected Board representative shall serve the remainder of the term and a full two-year term beginning at the adjournment of the next Annual Conference.

~ Section 4 – Resignation and Removal

A Board representative may resign at any time upon written notice to the Executive Director, and such resignation shall become effective immediately. By the affirmative vote of two-thirds of the Board representatives then serving, the Board may remove a Board

representative from office at any time, whenever the Board, in its sole discretion, deems such removal to be in the best interests of NMAC. NMAC will promptly notify the impacted County Clerk of any such action.

~ Section 5 - Duties

The Board shall have general supervision over the affairs of NMAC including but not limited to the approval of NMAC's bylaws, annual budget and board policies, approval of presidential established committees, approval of NMAC's legislative priorities and policies, review and approval of affiliate bylaws, and purchase, sale, and mortgaging of NMAC's real property. The Board is responsible for actions relating to the Executive Director including selection, compensation, performance evaluations, and termination.

~ Section 6 - Meetings

Regular board meetings shall be held as determined annually by the Board. Special meetings may be called by the President, the Executive Committee, or upon the written request of a majority of the Board representatives. The purpose of the meeting shall be stated in the notice. Except in cases of emergency, at least three days' notice shall be given. NMAC meetings shall be open unless the Board, by majority vote, decides to meet in closed session. A quorum is a simple majority of the total number of Board representatives with voting privileges.

~ Section 7 - Proxies

If a Board representative is unable to attend a board meeting, he or she may provide a proxy to another elected county official from the same county.

Article VII
Officers and NACo/WIR Representatives

~ Section 1 – Officers and Duties

The officers of NMAC shall be in order of rank:

- President
- President Elect
- Vice President
- Immediate Past President

The President shall be the chief elected official, preside at all meetings of the Board and the Executive Committee, and have other duties as are incumbent upon the office. The President may assign to other officers specific areas of responsibility. The President may recommend formation of committees of the Board and shall have authority to appoint all committee members. The President Elect shall automatically succeed the President. If the President is unable to preside at a meeting, the next highest ranking officer present shall preside. The Vice President shall chair the Advisory Council and perform any other duties requested by the President.

~ Section 2 – Elections

The Board representatives shall elect the President Elect, Vice President, and the National Association of Counties (NACo) and Western Interstate Region (WIR) Board representatives. Elections will be held at the NMAC Annual Conference. The positions shall be announced at the

first general session, nominations shall be made at the second general session, and voting shall be conducted at the next duly called board meeting. Candidates must be an elected official from an active county member and must be nominated by an elected official from an active county member.

President Elect and Vice President elections shall be held as follows:

- A. Elections shall be held annually and the term of office shall be one full year.
- B. Each Board representative shall have one vote.
- C. Balloting shall continue at the Board meeting until a candidate has received a majority of the ballots cast for that position.
- D. If no candidate receives a majority of votes cast after a second round of voting, the candidate receiving the smallest number of votes shall be dropped from the ballot for each subsequent round of votes. A candidate may withdraw at any time.
- E. Elected officers will assume their duties upon adjournment of the NMAC Annual Conference.
- F. When the President's term expires, the President Elect shall automatically become President.

In every odd numbered year, the NACo and WIR Board representative elections shall be held after the President Elect and Vice President elections as follows:

- A. Elections shall be held every odd numbered year and the term of office shall be two years.
- B. The NACo candidate receiving the highest number of votes will serve as the New Mexico representative on the NACo Board of Directors.
- C. If all New Mexico counties are members of NACo, the NACo candidate receiving the second highest number of votes will serve as the 100% state representative on the NACo Board of Directors. In the event a New Mexico county withdraws its membership in NACo, this position will be eliminated at that time.
- D. The two WIR candidates receiving the highest number of votes shall serve as the representatives on the WIR Board of Directors.
- E. No one county may hold both NACo positions or both WIR positions. In the event that the two persons receiving the highest number of votes are from the same county, the person with the second highest number of votes is disqualified.
- F. Tie votes shall be determined by lot.
- G. Elected NACo/WIR Board representatives will assume their duties upon adjournment of the NACo Annual Conference.

~ Section 3 – Vacancy

An officer, NACo, or WIR position shall be vacant when the person holding the position resigns, does not meet the qualifications of the office, or is removed. Vacancies shall be announced.

If the office of President becomes vacant, the President Elect shall serve the remainder of that person's term as President in addition to serving as the President Elect. Following the completion of the partial term, the President/ President Elect shall then serve one full term as President.

If the office of President Elect becomes vacant (when the President Elect is serving as both President Elect and President, the President Elect position is not deemed to be vacant), the Vice President shall assume the position of President Elect for the remainder of that person's term and following the partial term as President Elect, shall serve a full term as President. When the Vice President assumes the President Elect position, a vacancy is created in the position of Vice President.

If the office of Vice President becomes vacant, the Board shall elect someone to fill the remainder of that term at the next duly called meeting of the Board held no less than two weeks following the vacancy. Nothing shall preclude the person who has been elected to fill the partial term of the office of the Vice President from seeking the office of Vice President or President Elect for a full term at the next Annual Conference, in accordance with the election procedures outlined in Article VII, Section 2.

If a NACo/WIR Board representative position becomes vacant, the Board shall elect someone to fill the remainder of that term at the next duly called meeting of the Board held no less than two weeks following the vacancy. If the remainder of the term is six months or less, the newly elected NACo/WIR Board representative(s) shall serve the remainder of the term and a full term beginning at the adjournment of the next NACo Annual Conference..

~Section 4 – Emergency Interim Appointments

In the event that the President, President Elect, and Vice President positions are all simultaneously vacant, the Executive Committee shall fill the vacancies by appointment, selecting from county elected officials from active county members to serve until the next NMAC Annual Conference. Nothing shall preclude the persons who have been appointed to fill the partial terms of these offices from seeking a full term at the next Annual Conference, in accordance with the election procedures outlined in Article VII, Section 2.

~ Section 5 – Removal from Office

By the affirmative vote of two-thirds of the Board representatives then serving, the Board may remove an officer, NACo Board representative, or WIR Board representative from office at any time, whenever the Board, in its sole discretion, deems such removal to be in the best interests of NMAC.

Article VIII **Executive Committee**

~ Section 1 - Membership

The Executive Committee is comprised of the President, President Elect, Vice President, Immediate Past President, and district members. The Treasurer and the Executive Director shall be nonvoting members. A person shall be eligible to run for and hold a position on the Executive Committee representing a district, only if currently a voting Board representative. The districts shall be as follows:

- District One: Los Alamos, McKinley, Rio Arriba, Sandoval, San Juan and Santa Fe Counties
- District Two: Colfax, Harding, Mora, San Miguel, Taos and Union Counties
- District Three: Bernalillo, Catron, Cibola, Socorro and Valencia Counties
- District Four: Curry, De Baca, Guadalupe, Quay, Roosevelt and Torrance Counties
- District Five: Dona Ana, Grant, Hidalgo, Luna and Sierra Counties
- District Six: Chaves, Eddy, Lea, Lincoln and Otero Counties

~ Section 2 – Selection of District Representatives

Members representing odd numbered districts shall be selected for a two-year term during even numbered years and members representing even numbered districts shall be selected for a two-year term during odd numbered years. At the NMAC Annual Conference the Board representatives shall caucus to select one Board representative from their district to represent their counties on the Executive Committee.

~ Section 3 – Duties

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

- A. Serve as the Audit and Budget Committee.
- B. Make recommendations for the selection or termination of the Executive Director.
- C. Make decisions on behalf of NMAC to support or oppose proposed legislation.
- D. Have authority to take any necessary and appropriate action including budget adjustments on behalf of NMAC between meetings of the Board because of unforeseeable exigent circumstances.
- E. Take other actions on behalf of NMAC as authorized by the Board.
- F. Each action taken by the Executive Committee on behalf of the Board shall be reported to the Board as soon as practicable but no later than the next duly called meeting of the Board.

~ Section 4 - Meetings

A meeting of the Executive Committee may be called by the President, the Executive Director, or a majority of the Executive Committee representatives. All members shall be given adequate prior notification that a meeting has been called. A quorum is a simple majority of the total number of Board representatives with voting privileges.

~ Section 5 - Proxies

If an Executive Committee district member is unable to attend an Executive Committee meeting, he or she shall provide a proxy to another Board representative from within the same district.

~ Section 6 - Vacancy

A vacancy occurs when the Executive Committee member resigns, does not meet the qualifications of the Board or Executive Committee, or is removed. If a vacancy occurs in the position of any of the district representative of the Executive Committee, that position shall be filled at the next meeting of the Board by appropriate caucus of the members of that District. The newly selected Executive Committee member shall serve the remainder of the vacated term.

~ Section 7 – Removal from Office

By the affirmative vote of two-thirds of the Board representatives then serving, the Board may remove an Executive Committee member from office at any time, whenever the Board, in its sole discretion, deems such removal to be in the best interests of NMAC.

Article IX
Treasurer

~Section 1 – Appointment

The position of the office of Treasurer shall be appointed by the President and confirmed by the Board after the Annual Conference. The Treasurer shall be an elected county official from an active county member.

~Section 2 – Duties

The Treasurer shall serve as a nonvoting member of the Executive Committee and an ex-officio member of the Board and shall:

- A. Have signatory authority on NMAC checks. The voucher for any checks not signed by the Treasurer will be reviewed and endorsed by the Treasurer.
- B. Review Board travel reimbursements for conformance with established policies of the Board.

Article X
Executive Director

~ Section 1 - Employment

The Executive Committee, the Multi-Line Pool Board Chair and the Workers' Compensation Pool Board Chair shall recommend appointment of an Executive Director to the Board. The Executive Committee shall negotiate compensation and all other terms and conditions of employment of the Executive Director. The Board shall have final approval regarding the selection, compensation, and all other terms and conditions of employment (or termination) of the Executive Director.

~ Section 2 – Duties

The Executive Director shall be the chief executive officer of NMAC. Under the direction of the Board and the Executive Committee, he or she shall establish, maintain, manage, and generally control the executive offices of NMAC. He or she will do or cause to be done on behalf of NMAC all actions directed by the Board. He or she shall have authority generally to carry on the business of NMAC and execute necessary or appropriate policies, decisions, and instructions of the Board, including providing for the approval of all contracts, vouchers, and other documents involving in any manner the disbursement of NMAC funds. However, all contracts, vouchers, loans, and other actions involving in any manner the disbursement or commitment of NMAC funds in excess of an amount to be determined by Board policy shall be approved by the NMAC President or the Executive Committee. Other duties include:

- A. Advise the Board of its financial condition and annually prepare and submit a proposed budget, in accordance with the provisions of Article V, Section 2.

- B. Work collaboratively with the Risk Management Director in oversight of the NMCIA insurance pools.
- C. Represent NMAC by conveying its policy positions to other agencies of government, the public, and the media.
- D. Apprise the Board of all significant activities and events involving NMAC and its staff.

~ Section 3 - Political Activity

The Executive Director shall completely refrain from entering into political campaigns for any candidate in elective office. The Executive Director shall not attempt to perpetuate his or her position by bargains or political activity.

Article XI
Affiliates and Advisory Council

~ Section 1 - Affiliates

Affiliates are organizations that represent areas of expertise in county government. The Board shall have general superintending control over affiliates. Affiliate members must be from active county members in good standing with the affiliates. Other membership requirements are determined by affiliate bylaws. Elected affiliates shall be comprised of assessors, clerks, commissioners, probate judges, sheriffs, and treasurers. Non-elected affiliates shall be those designated by the Board.

~ Section 2 – Affiliate Officer Elections, Bylaws, & Legislative Resolutions

Each affiliate, at the Annual Conference or Legislative Conference, as stated in each affiliate's bylaws, shall elect a chair and vice chair to serve a two-year term.

- A. Affiliate bylaws and any changes shall be presented and approved by the Board.
- B. Affiliates shall request the Board to contract with a representative(s) to help with legislative or regulatory matters as soon as practicable prior to any regulatory hearing or legislative session. The Board shall approve agreements with any representative working on behalf of NMAC or any affiliate.
- C. Affiliates may formulate and present legislative resolutions and proposals to the NMAC Board as part of the legislative process and shall assist the Board and NMAC staff in promoting and monitoring legislation that affects counties.

~ Section 3 - Advisory Council

- A. Membership - The Vice President of NMAC shall chair the Advisory Council which shall be comprised of each affiliate chair. The Executive Director shall be an ex-officio member.
- B. Duties
 - 1) Serve as a liaison among affiliates.
 - 2) Review the affiliate portion of conference programs at least 30 days prior to the Annual and Legislative Conferences for the purpose of program coordination and enhancement of educational opportunities for the membership, and assist with the presentation of a report and suggestions to the Executive Director.
 - 3) Perform other duties assigned by the Board.

Article XII
Conferences

Annual Conference, Legislative Conference, and any other conferences shall be held each year at such place and time as shall be determined by the Board.

Article XIII
Amendments and Revision

The Bylaws may be amended or revised by a two-thirds vote of the Board in session, provided that the amendment or revision has been submitted to each Board representative at least 15 days prior to the vote. A properly submitted amendment can be amended for technicalities during the board meeting so long as the technical amendment does not alter the original intent or meaning of the original amendment. Such technical amendments can be made by a two-thirds vote of the Board in session.

Article XIV
Indemnification

~ Section 1 - Right to Indemnification

To the extent permitted by the New Mexico Nonprofit Corporation Act, NMAC shall indemnify each current, future and former Board representative, director and officer of NMAC (“indemnitee”) who was or is a party to any threatened, pending, or completed action, suit, proceeding, or other claim, whether civil, criminal, administrative, or investigative (other than an action by or in the right of NMAC) by reason of being or having been a Board representative, director or officer of NMAC against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the indemnitee in connection with such action, suit, proceeding or claim; provided, however, that the indemnitee shall not be indemnified if the indemnitee breached or failed to perform the duties of his or her office or NMAC’s code of conduct, and the breach or failure to perform constituted willful misconduct or recklessness. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent, will not, of itself, create a presumption that the indemnitee’s breach or failure to perform constituted willful misconduct or recklessness. NMAC may provide advance indemnification to an indemnitee for reasonable expenses incurred in connection with the defense of an action, suit, proceeding, or other claim for which the indemnitee is or may be entitled to indemnification under this section, provided that the indemnitee shall first agree to reimburse NMAC if it is subsequently determined that the indemnitee is not entitled to indemnification under any applicable limitation of law or these bylaws. The right to indemnification under this section shall (i) be a contract right in favor of each indemnitee; (ii) include threatened, pending, or completed actions, suits, proceedings, and other claims to which the indemnitee is made a party by reason of being or having been, while a Board representative, director or officer of NMAC, a Board representative, director, officer or agent of another organization serving at the express request of NMAC; and (iii) inure to the benefit of the indemnitee’s heirs and personal representatives.

~ Section 2 - Right of Indemnities to Bring Suit

If a valid claim for indemnification pursuant to Section I of this Article is not paid in full by NMAC within ninety (90) days after a written claim has been received by NMAC, the claimant may at any time thereafter bring suit against NMAC to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be reimbursed his or her reasonable costs and expenses, including attorneys' fees, of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to NMAC) that the claimant has not met standards of conduct which make it permissible under the New Mexico Nonprofit Corporation Act for NMAC to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on NMAC. The failure of NMAC (including its Boards, independent legal counsel or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the claimant has met the applicable standard of conduct shall not be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

~ Section 3 - Non-Exclusivity

The right to indemnification conferred by Section I of this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaws, agreement vote of members or disinterested Board representative, directors or otherwise. This Article shall not preclude or restrict NMAC from extending other or additional rights of indemnification to Board representative, directors, officers or other persons as permitted by law and as duly authorized by NMAC.

Article XV **Dissolution**

~ Section 1 - Procedure

If at any regular or special conference three-fourths of all the members participating in NMAC vote in favor of the dissolution of NMAC, NMAC shall be dissolved within 60 days of the date such dissolution was approved.

~ Section 2 - Obligations

Immediately after a vote favoring dissolution, the Board shall proceed to settle any financial obligations pending against NMAC and to dispose of all property owned by NMAC. Any money remaining after all claims against NMAC have been settled and all property disposed of shall be returned to each participating member in proportion to the service participation fee paid by each participating member.