MID-WEST NEW MEXICO COMMUNITY ACTION PROGRAM

GRANTEE BOARD OF DIRECTORS BY-LAWS

September 1, 2025

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ARTICLE 1

NAME, TERRITORY AND LOCATION

SECTION 1. NAME:

A. The name of the Agency shall be Mid-West New Mexico Community Action Program ("MWNMCAP" or "the Corporation"), a non-profit corporation, incorporated under the laws of the State of New Mexico and recognized by the State as the proper body to carry out the purposes and functions set out in these By-Laws and the United States Internal Revenue Service Code 501 (C) (3).

SECTION 2. TERRITORY:

A. The Territory shall include the total areas of Catron, Cibola, McKinley, Socorro, and Valencia Counties, for the purpose of coordination, cooperation, sponsoring and operating Federal, State and other funded programs, which may fall into a certain planning or regional district, other than the five (5) County territories stated above. This agency may enter into contracts or agreements with State Agencies and organizations adjoining our five (5) County area.

SECTION 3. LOCATION:

A. The main office of the Corporation shall be located at 549 Don Pasqual Rd, Los Lunas, NM 87031. The Corporation shall serve, primarily though not exclusively, a multi-county area of New Mexico.

ARTICLE II

STATEMENT OF PURPOSE

SECTION 1. PURPOSE:

A. The objectives and purposes are to assist in the development of community projects, programs and to improve the economic opportunities in the counties of Catron, Cibola, McKinley, Socorro and Valencia, and any adjoining geographical area. Certain programs may overlap counties.

B. The Corporation will aid, assist, cooperate, sponsor and operate community and local projects as a separate corporate entity or in cooperation with the State of New Mexico or

any other agencies in promoting and developing projects for the improvement of educational, recreational, social and economic opportunities for all of the citizens and residents in the five (5) counties.

C. The Corporation will assist and cooperate in the mobilization of local resources in combating poverty and the general welfare of the people encompassed in the local areas.

D. The Corporation will apply for Federal and State assistance under the Community Opportunities, Accountability, and Training and Education Services Act of 1998 also known as the COATES ACT as amended. In addition, the Community Action Act, as passed by the New Mexico State Legislature and signed into law in 1983. Likewise, to apply under any future Federal, State, and other enabling legislation, which will help in planning and developing a system in priorities among projects, activities and areas to serve as needed, for the most effective and efficient use of resources.

E. To provide assistance to local communities and other neighborhood agencies for the reduction of poverty, revitalization of low-income communities and empowerment of low-income families and individuals in rural and urban areas in accordance with the COATES ACT.

ARTICLE III

BOARD OF DIRECTORS

The principal representative body of this Corporation shall be its Grantee Board of Directors ("Board of Directors" or "the Board"), which shall be comprised in accordance with the terms of this Article.

SECTION 1. POWERS AND DUTIES:

The Board of Directors shall have the following obligations, powers and duties:

A. The Board of Directors shall be responsible for the planning, coordination, and evaluation and administration of the MWNMCAP, including the establishment of the Head Start Policy Council and its structure and procedures by which Policy Council Members are chosen. The roles and responsibilities of the Board of Directors and Policy Council Members are defined in their respective By-Laws. This will include shared governance in accordance with the Head Start Performance Standards, Policy Council and Governing Board in the establishment and approval of the operation of the Head Start Program.

B. The Board of Directors shall have the power to transfer funds within cost categories in each program (Head Start, CSBG, etc.) as allowed by regulations. In addition, the Board shall delegate administrative authority to the Chief Executive Officer, subject to its overall program responsibilities. The Chief Executive Officer is authorized to

sign contracts, agreements or other instruments on behalf of the Chairperson, subject to approval of the Board of Directors.

C. Elect Officers, as described in Article VII and appoint committees as described in Article VIII, herein.

D. Hiring and termination of the Chief Executive Officer of the Agency.

E. Evaluate the Chief Executive Officer annually. This will be accomplished by reviewing the CEO's Goals and Objectives as presented to the Board.

F. Determine, prepare and approve major personnel, organization, fiscal, and program policy.

G. Final approval of all program proposals and budgets as submitted by the Chief Executive Officer.

H. Ensure compliance with all conditions of all grants.

I. Develop the Community Action Plan in accordance with the Federal Coats Act, Section 676B(a)(1). This requires that the Board fully participate in the process to ensure ongoing involvement and participation in the development, implementation and evaluation of the plan that is responsive to the major needs of low income population in the community served by the CAA.

J. Acquire, seek, convey and encumber real and personal property of the Corporation.

K. Institute and defend legal action for and against the Corporation.

L. Hire an auditor.

M. Review the annual audit report as presented by the auditor; determine and take requisite fiscal corrective measures as needed.

N. Determine Board rules and procedures.

ARTICLE IV

COMPOSITION OF THE BOARD OF DIRECTORS

SECTION 1. MEMBERSHIP:

A. Selection to the Board of Directors when possible shall be based on New Mexico's population and proportionate to population of each county. The membership and/or sector designation of Directors may be realigned as necessary to maintain the balance of representation required by State and Federal statute and these By-Laws.

B. Total composition of present Mid-West New Mexico CAP Board of Directors shall consist of no less than six (6) members. Every member of the Board of Directors must be certified at the Annual Board of Directors Meeting. This is to be done through formal written presentation approved at each Annual Meeting.

C. Funding sources may require different types of expertise on the Board of Directors. The MWNMCAP Board of Directors will comply with Head Start regulations that the Board must have an attorney on the Board or as a consultant and be familiar with business of the agency. In addition the Board must have a member with a financial background and a member with an early childhood background. The Board will determine other areas of expertise, experience and community representation needed to meet regulatory and community needs, as defined in Article III, Sections 2 through 8, and Article IV below.

D. Board members shall adhere to the Code of Ethics (as stated in the Board manual): Represent the interests of low income individuals and not favor special interests, not use service on this Board for personnel gain, keep confidential information confidential, respect and support the majority decisions of the Board, focus attention on the mission of the Board, be a trustee of the organization in terms of their fiduciary responsibilities.

E. Any Board member not meeting the above criteria or who is in conflict with Community Services Block Grant (CSBG) regulations or as defined in Section 6, below will not be seated until such criteria and any conflict is rectified to the satisfaction of the entire Board of Directors.

F. Alternate membership is not allowed. (As per State Regulations)
New Mexico State Statutes reads: Community Action Board consists of no less than 6 members. State Statute NMSA [1978] Section 27-8.

SECTION 2. REPRESENTATIVES OF THE PUBLIC SECTOR:

CATEGORY I

A. One third (1/3) of the members of the Board shall be elected public officials currently holding office, or their representatives as appointed by their respective counties or cities. Except, if the number of elected officials, reasonable and willing to serve on the Board is less than 1/3 of the membership of the Board, membership on the Board of appointive public officials or their representatives may be counted in meeting the 1/3 requirement.

B. If there is more than one (1) Public Official Representative at the respective County and one seat allocated to the Board of Directors, they may elect to have said representative serve on a rotating basis every other year.

C. No member may serve on a Board for more than a total of fifteen (15) years. A representative of a public official may not serve more than fifteen (15) years even if the public official represented continues to hold office. State Statute NMSA [1978] section 27-8

SECTION 3. REPRESENTATIVES OF THE LOW-INCOME SECTOR:

CATEGORY II:

A. Representatives of the poor shall consist of a least 1/3 of the members, who are chosen in accordance with democratic selection procedures adequate to insure that they are representative of the poor in the county or area served.

B. Special emphasis shall be given to insure that residents who are poor participate fully in an election process at the local area.

C. Priority shall be given to consumers of services of the Agency or another organization serving the needs of the poor.

D. Democratic selection process consists of soliciting nominations from the community at large as appropriate. Nominees must have expressed an interest in serving on the Board and must have the ability to represent the needs of low income individuals. (Identified individual representatives of the poor defined as at or below 125% or current percentage set by the Health and Human Services Poverty Guidelines) Eligible families will have an opportunity to vote on each nominee.

E. No member may serve on a Board for more than a total of fifteen (15) years. No member may serve for more than five (5) consecutive years without a 60 day break in service. Elected public officials and/or their appointee do not need to take a break in service. (Reference: Attachment C, Policy and Procedures Manual, CSBG Program State of New Mexico HSD/ISD Work and Family Support Bureau effective 07-01-18 and as amended.)

SECTION 4. REPRESENTATIVES OF THE PRIVATE SECTOR:

CATEGORY III:

A. The remainder of the appointed members shall be members of the private sector with preference for selection from, although not limited to, Private Community Groups, as defined below.

B. Private Community Groups shall be defined as any non-profit organization concerned with business, industrial, labor, religious, private education, civic professionals, significant minority groups or other community interests which do not have a legal responsibility to perform an official public governmental function.

C. If there are more private groups willing to serve than there are seats available, then a system of rotation shall be devised to permit each group an opportunity to serve on the Boards of Directors.

D. No member may serve on the Board for more than a total of fifteen (15) years. No member may serve for more than five (5) consecutive years without a 60-day break in service. Elected public officials and/or their appointee do not need to take a break in service.

SECTION 5. NEPOTISM:

A. No person can serve as a member of this Board while any member of his/her immediate family is employed with the Agency. Immediate family constitutes husband, wife, father, mother, brother, sister, son, daughter, father-in-law, and/or mother-in-law.

SECTION 6. CONFLICT OF INTEREST:

A. No two (2) members of the same family (immediate family, as defined in Section 5 A, Nepotism) can serve on the Board as a voting member.

SECTION 7. RESIDENCE OF REPRESENTATIVES:

A. Every member of the Board of Directors must reside within the County selected.

SECTION 8. VACANCIES:

A. Any vacancy, which occurs on the Board from Category I, II or III for any reason, shall be filled within the respective area. Such representatives will serve for the remainder of the un-expired term. Recruitment of new members is accomplished by identifying potential members in each area served. Names of these individuals will be forwarded to the Chair and Executive Committee for consideration to the Board. Vacancies will be filled in accordance with Board composition requirements.

ARTICLE V

COUNTY REPRESENTATIVES

SECTION 1. AREA REPRESENTATIVES:

This Article will apply to the representatives of Catron, Cibola, McKinley, Socorro and Valencia Counties. Representation is based on each counties population. This will be reviewed periodically to ensure equal representation when possible.

ARTICLE VI

MEETING OF THE BOARD OF DIRECTORS

SECTION 1. ANNUAL MEETING:

A. An Annual meeting shall be held in the month of November on the date to be fixed at the discretion of the Chairperson.

SECTION 2. REGULAR MEETING:

A. Regular meetings shall be held on a quarterly basis.

SECTION 3. SPECIAL MEETING:

A. Special meetings may be called by the Chairperson of the Board of Directors or upon the request of any five (5) members of the Board of Directors.

SECTION 4. NOTICE OF MEETING:

A. Notice stating the place, date, and time of each meeting shall be made available to each Board Member and shall be made available to the public through posting on agency web site. Such notice shall include the Agenda of the meeting.

SECTION 5. LOCATION OF MEETING:

A. All meetings of the Board of Directors shall be at a location convenient to the low income or at the desire of Board of Directors. The Board may choose to utilize video conferencing to conduct an official meeting.

SECTION 6. QUORUM:

A. The presence of 50% of the members of the Board of Directors of this Corporation at any meeting (including video conferencing) thereof shall constitute a quorum of that body. No business may be conducted at any meeting unless a quorum is present. Should the total number of seats available on the Board of Directors not be filled at any time, and then the presence of fifty percent (50%) of the non-vacant seats will constitute a quorum.

SECTION 7. MAJORITY:

A. The act of the majority of the Directors at any meeting at which a quorum is present shall be an act of the Board of Directors.

SECTION 8. PUBLIC MEETING EXCEPTION:

A. All meetings shall be open to the general public, except those meetings, which intend to address a personnel or litigation issue, may be held in closed session upon a majority vote of a simple quorum of the Board of Directors.

SECTION 9. PARLIAMENTARY PROCEDURES:

A. The parliamentary procedures of all meetings of this Corporation shall be conducted in accordance with "Roberts Rule of Order, Newly Revised."

SECTION 10. SECRET BALLOT:

A. Secret ballot may be used in voting on all motions to:

1) Remove a Board Member for cause.
2) Hire or fire the Chief Executive Officer of this Corporation
3) Elect any Officer of this Corporation.

SECTION 11. VOTING:

A. Each member of the board shall be entitled on one (1) vote, except the Chairperson. The Chairperson may only vote to break a tie. Proxy voting is prohibited. As stated in the Board Manual, telephone or electronic polls/voting may be done in order to be more cost effective or when necessary. In addition, virtual meetings may be conducted in lieu of an in-person meeting in the event of weather issues, emergency situations and with consultation with the board Chairman.

SECTION 12. REMOVAL OF BOARD MEMBER:

A. Any member of the Board of Directors may be removed from membership for willful misconduct. Removal for cause must be supported by two-thirds (2/3) vote of a meeting at which a quorum is present. No member may be removed without ten (10) days' notice in writing on the contemplated action of removal and reasons for removal be given and/or opportunity of a hearing, if so desired.

B. Any member of the Board of Directors who, without just cause, is absent from three (3) consecutive regularly scheduled meetings of the Board shall no longer be a member of the Board of Directors. A member may be excused from a meeting provided he or she notifies the Chairperson or CEO of extenuating circumstances.

C. Any member of the Board of Directors who ceases to be a member of the County he or she serves or private community organization represented on the Board, or any

public official who ceases to hold the office which entitles such person to seat on the Board of Directors shall no longer be a member of the Board.

SECTION 13. AGENDA:

A. An agenda of each meeting of the board of Directors shall accompany the notice of that meeting and shall be sent to all Board Members.

B. Minutes of prior meetings will be distributed to all members present for approval or rejection by the Board.

C. It shall be the authority of the Mid-West New Mexico CAP Board of Directors to compensate its members in accordance with State and/or Federal guidelines as to per-diem and mileage.

SECTION 14. NO SEXUAL HARASSMENT:

No Board Member is an employee of the Corporation. Each member of the Board is subject to the Grantee Board of Directors' No Sexual Harassment Policy. Inappropriate behavior as described in the No Sexual Harassment Policy by a Board Member shall be grounds for immediate discharge from the Board of Directors.

ARTICLE VII

OFFICERS OF THE BOARD OF DIRECTORS

SECTION 1. OFFICERS:

A. The Officers of this Corporation shall be the Chairperson, Vice-Chairperson, Secretary, and Treasurer.

SECTION 2. DUTIES OF THE CHAIRPERSON:

A. The Chairperson shall be the principal representative of the Corporation and, subject to the control of the Board, shall, in general, supervise all of the business and affairs of the Corporation. Chairperson may appoint persons to Chair Committee(s) and/or appoint committee's as needed and one Member-at-Large.

B. When present, the Chairperson shall preside at all meetings of the Board. The Chairperson may sign, with the Secretary, Treasurer, or any other designated individual thereto authorized by the Board, any contract, check, agreement or other instrument, which the Board has authorized.

SECTION 3. DUTIES OF THE VICE-CHAIRPERSON:

A. The Vice-Chairperson shall perform all duties of the Chairperson in his/her absence. The Vice-Chairperson may perform such other duties as may be assigned by the Board.

B. The Vice-Chairperson in the absence of, inability or refusal by the Chairperson shall exercise all authority and perform all duties granted to the Chairperson.

SECTION 4. DUTIES OF THE SECRETARY:

A. The Secretary shall review all minutes of Board Meetings, and other minutes of meetings as necessary, shall assure that the minutes of the organization are being preserved in a proper and adequate manner, shall sign all minutes as approved by the Board and other duties as expected by the Board.

SECTION 5. DUTIES OF THE TREASURER:

A. The Treasurer shall work with the Chief Executive Officer and Chief Financial Officer to monitor the fiscal operations of the Agency and shall act as Chair of the Finance Committee. The Treasurer shall participate in audit exit conferences. Monies shall be disbursed upon signatures of the Treasurer, and or the signature of the Chief Executive Officer or Head Start Director. All monies or funds disbursed must be supported by vouchers or proper documentation.

B. The Chairperson and the Treasurer of this Corporation shall be bonded, along with other members or staff as required by law. No officer of this Corporation shall receive compensation for duties performed in the exercise of this office, other than per-diem and travel expenses.

SECTION 6. ELECTION:

A. All Officers of the Corporation, shall be elected at the Annual Meeting of the Board, which shall be held in the month of November on the date to be fixed by the Chairperson. Each Officer shall serve for a period of one (1) year and may be re-elected to office upon a proper action taken by the Board. Upon being elected, the Officers will officially take office at the Annual Meeting.

SECTION 7. VACANCY:

A. Any vacancy in any office may be filled by the Mid-West NMCAP Board for the un-expired portion of the term at the next meeting following the meeting at which the vacancy is announced.

ARTICLE VIII

COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1. COMMITTEES

A. The Executive Committee - Will consist of the Chairperson, Vice- Chairperson, Secretary and Treasurer. The Executive Committee may only transact routine and ordinary business between meetings of the full board and need only report at the next meeting if the Board. Quorum for Executive Committee meetings shall consist of three (3) members. All actions of the Executive Committee must be reported to the Board of Directors at the next meeting. If the Board opposes a particular decision of the Committee, it may vote to reverse the decision.

B. Planning Committee – This committee will be involved with the overall planning of the agency programs. They will be involved in the preparation and development of the Community Assessment, Community Action Plan and general planning functions.

C. Grievance Committee – Will be responsible for hearing any grievances that may occur after the Policies and Procedures are followed.

D. Budget/Audit Committee – Will be utilized for the review of program and agency budgets and recommendations for future funding.

SECTION 2. OTHER STANDING COMMITTEES:

A. The Chairperson of the Board of Directors will appoint Chairpersons of other standing committees which may consist of Budget, Planning, and Grievance Committees. The Board may establish additional committees as may be appropriate.

ARTICLE IX

AMENDMENT

A. These By-Laws may be amended, altered, or revised at any time by the Board of Directors by two-thirds (2/3) vote of the Directors present and voting at the meeting if a quorum is present. The amendment, alteration, or revision, of these By-Laws shall be subject to the notice and Agenda requirements.

B. Proposed amendments or revisions must be submitted and presented; in writing, at least ten (10) days prior to the Board of Directors meeting at which time they may be voted upon.

ARTICLE X

DISSOLUTION OF THE CORPORATION

Dissolution of this Corporation shall be in compliance with the State of New Mexico Statutes. The disposition of all property and assets of the Corporation shall be in accordance with Community Action Program Grantee Financial Procedures Guide.

Signature of Chairperson	Signature of Secretary
Date	Date

The table below indicates the approved revisions; issue date, and number of pages.

Revised:	Approved by: Board of Directors
October 2000	Approved on: Nov. 18, 2000 (13 pgs.)
September 27, 2001	Approved on: Nov. 10, 2001 (15 pgs.)
August 13, 2003	Approved on: Nov. 15, 2003 (13 pgs.)
July 26, 2008	Approved on: Aug 23, 2008 (12 pgs.)
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