

## **AMENDED COALITION OF ARIZONA/NEW MEXICO COUNTIES BY-LAWS**

### **ARTICLE I - NAME OF CORPORATION AND PURPOSE**

The name of the corporation is the "Coalition of Arizona/New Mexico Counties for Stable Economic Growth." The Corporation may be referred to herein by that name or as the "Coalition." The purpose of this non-profit corporation is to provide for stable economic growth in the Member Counties through mutual and common efforts in reviewing state and federal regulatory actions potentially impacting land and wildlife resource management, as well as the potential preparation, funding and direction of litigation and related activities pertaining to land use and resource management actions by federal agencies that affect the parties and the economies of the member counties.

### **ARTICLE II - BOARD OF DIRECTORS**

**Section 2.1 Conduct of Business.** Policies of the Coalition shall be set by the Board of Directors and shall be consistent with the underlying Intergovernmental Agreement between the Member Counties creating the Coalition\_or through a Contract executed between the Coalition Governing Board and a Member County.

**Section 2.2. Voting Members of Board of Directors.** The Directors of the Corporation shall consist of one voting representative from each of the dues paying Member Counties whom have executed the Intergovernmental Agreement Regarding the Exercise of Joint Powers\_or through a Contract executed between the Coalition Governing Board and a Member County for the Operation of the Coalition of Arizona/New Mexico Counties for Stable Economic Growth. As provided in that Intergovernmental Agreement or through a Contract executed between the Coalition Governing Board and a Member County, the Board of Supervisors or County Commissioners of each Member County shall appoint one representative to serve on the Board of Directors of the Coalition. Each duly appointed representative shall be either a.) an elected official of the County he or she is representing, or b.) shall be a designee of the County that he or she is representing.

**Section 2.3. Non-Voting Members of Board of Directors.** In addition to the voting members of the Board of Directors, the Board shall also include non-voting representatives from agriculture, the mining industry, the timber industry, the livestock industry, the sportsman industry, the outfitters industry, as well as small business. Advisory members of the Board are not authorized to serve as Officers of the Board of Directors other than the Secretary and Treasurer.

The non-voting members of the Governing Board shall constitute a standing committee which shall advise the voting members of the concerns and viewpoints of private businesses and industry.

**Section 2.4 Quorum and Proxies.** A majority of Directors in office shall constitute a quorum for all purposes at any meeting of the Board of Directors. The Board shall act by a majority of votes cast, each Director casting one vote. Proxies voting shall be allowed consistent with the provisions of the Intergovernmental Agreement of the Member Counties or through a Contract executed between the Coalition Governing Board and a Member County forming the Corporation.

**Section 2.4 Duration of Term on Board of Directors.** Each member of the Board of Directors shall serve until their successors are duly appointed by the relevant Member County and notice thereof is given to the Secretary of the Board of Directors.

**Section 2.5 Meetings.** Meetings of the Board of Directors may be held at any time or place upon the call of the President or the Vice-President or at the written request of three (3) Directors, provided however, that at least one meeting must be held on an annual basis.

**Section 2.6 Minutes.** The Board shall keep minutes of all meetings of the body to include, but not necessarily be limited to, the names of the Directors in attendance, the topics discussed, the decisions reached and taken, the target dates for implementation and recommendations, a status report of ongoing programs, and all items required by the open meeting laws of the State of New Mexico and the State of Arizona. All meetings shall be recorded and the recordings shall be maintained a minimum of two years.

**Section 2.7 Notice and Agenda.** The President or Secretary of the Board shall give notice of the time and place of each Board meeting. All meeting notices and agendas shall be posted on the Coalition's website and be issued to each member of the Board of Directors at least seven (7) days prior to the meeting date. Additionally, notices and agendas shall comply with the minimum requirements of the open meeting laws of the State of New Mexico and the State of Arizona.

**Section 2.8 Vacancy.** In case of a vacancy of a voting member of the Board of Directors, the vacant position shall continue until a successor is appointed by the relevant County Commission or Board of Supervisors. In the interim period of time, the vacant board position shall not be counted in calculating the number of members required for a quorum.

**Section 2.9 Compensation.** Directors shall not receive any salary for their services. Actual, necessary and reasonable expenses may be allowed upon prior specific authorization by the Board.

**Section 2.10 Powers.** The Board shall have the authority for the overall operation of the Coalition of Counties, including authority over all funds, staff, equipment, supplies, facilities and programs of the Coalition of Counties.

**Section 2.11 Duties.** The Board's duties shall include, but not necessarily be limited to the following matters to the extent they are consistent with the purposes set forth in these bylaws and the

Intergovernmental Agreement adopted by the Member Counties\_ or through a Contract executed between the Coalition Governing Board and a Member County:

- A. Adoption, review and revision of the Coalition of Counties Bylaws and Policies;
- B. Establishment of programs designed to recognize and maintain stable economic growth within rural counties;
- C. Establishing and reviewing an annual budget and required dues from members in order to carry out the objectives of the Coalition;
- D. Reviewing and approving all contracts between the Coalition of Counties and any agency, entity, contractor or subcontractor;
- E. Commenting and lobbying when deemed necessary and advisable on proposed federal or state regulations impacting land use or wildlife management within the Member Counties;
- F. Authorizing litigation when deemed necessary and advisable, and consistent with the limitations set forth in the Intergovernmental Agreement between the Member Counties\_ or through a Contract executed between the Coalition Governing Board and a Member County, in matters connected to federal or state regulations impacting land use or wildlife management within the Member Counties;
- G. Approving the contract of an individual to serve as the Executive Director of the Coalition, and supervising the work of the Executive Director as necessary;
- H. Hiring a Certified Public Accountant to conduct bi-annual financial reviews of the Coalition's books and finances;
- I. Ensuring that the Coalition follows the requirements of the laws of the State of New Mexico and the State of Arizona with regard to maintaining public records and conducting open meetings.

### **ARTICLE III - OFFICERS OF THE BOARD OF DIRECTORS**

**Section 3.1 Officers.** The Officers of the Coalition of Counties shall consist of a President, Vice President, Secretary and Treasurer, all of whom with the exception of the Secretary and Treasurer shall be voting members of the Board of Directors. The Officers shall be elected by the Board of Directors at the annual meeting of the Members. Other offices may be created and filled by the Board of Directors and shall have such authority and shall perform such duties as maybe prescribed by the Board. Any two or more offices may be held by the same person except the offices of President and Vice President. In addition, the President and Vice President shall represent different states.

**Section 3.2 President.** The President shall be the Chief Executive Officer, and shall preside at all meetings of the Board of Directors; shall be an ex officio member of all committees; shall be responsible for seeing that the actions of the Board are carried into effect; and shall have such other powers and

perform such other duties as may be assigned by the Board of Directors.

**Section 3.3 Vice President.** The Vice President, in the temporary absence or disability of the President, shall chair the meetings of the Board of Directors; and shall have other powers and perform such other duties as may be assigned by the President or Board of Directors.

**Section 3.4 Secretary.** The Secretary shall be responsible for seeing that the notices of all meetings of the Board of Directors are issued and that the minutes of each meeting are kept. The Secretary shall also be responsible for the custody of the Coalition of Counties records, book and seal; shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President or Board of Directors.

**Section 3.5 Treasurer.** The Treasurer shall be responsible for monitoring all fiscal policies and procedures of the Coalition of Counties. The Treasurer shall keep an accurate account of all monies received and paid out; shall take custody of all monies and securities; and shall prepare and/or issue all financial statements and reports. The Treasurer shall also exercise the powers and perform such other duties usually incident to the office of Treasurer; and shall exercise such powers and perform such other duties as may be assigned by the President or Board of Directors.

**Section 3.6 Removal of Officers.** Any Officer elected or appointed may be removed by the majority vote of the Board of Directors whenever, in their sole and independent judgment, the best interests of the Coalition of Counties will be served by removal. Neither election nor appointment of any Officer shall, in and of itself, create any contractual rights.

**Section 3.7 Resignation, Disability or Death.** Upon the resignation, disability or death of any Officer, the Board of Directors may appoint the successor to such office until the next scheduled election.

#### **ARTICLE IV - STANDING AND AD HOC COMMITTEES**

**Section 4.1 Establishment.** Standing and/or ad hoc committees may be established and/or dissolved by the Board of Directors at any time. The membership of such a committee shall be appointed by the President. All committees shall be comprised of at least one (1) voting member of the Board of Directors and/or other general members of the Coalition of Counties.

**Section 4.2 Powers.** Standing and/or ad hoc committees shall have the authority to study matters requested by the Board of Directors and report to the Board as reasonable and necessary on all matters consistent with the purpose of the committee. Recommendations made to the Board of Directors are non-binding.

**Section 4.3 Meetings of Committees and Quorum.** A majority of members of a standing or ad hoc committee shall constitute a quorum. Committees shall meet on an as-needed basis and all meetings

shall be chaired by a chairperson who is appointed by a majority vote of the members of the committee. Meetings may be held in person or through electronic device.

## **ARTICLE V - MEMBERSHIP**

**Section 5.1 Membership.** Membership in the Coalition of Counties shall be as dictated in the Intergovernmental Agreement between the Counties or through a Contract executed between the Coalition Governing Board and a Member County to create and operate the Coalition of Arizona/New Mexico Counties for Stable Economic Growth. Each Member County shall have one voting member on the Board of Directors. Advisory members of the Board may also participate on the Coalition Governing Board as dictated by the Intergovernmental Agreement or through a Contract executed between the Coalition Governing Board and a Member County.

**Section 5.2 Annual Meeting.** The annual meeting of the Members of the Coalition of Counties shall be held on a date in March each year at such time and place as the Board may determine, for the purpose of electing Officers and for the transaction of such other business as may properly be brought before the Board.

**Section 5.3 Annual Report.** The Board shall approve an annual report to the Members at the annual meeting that shall include, but not necessarily be limited to the following: full disclosure of the names and addresses of all Directors and Officers of the Coalition of Counties, the financial status of the Coalition of Counties, and the activities of the Coalition of Counties.

## **ARTICLE VI - FISCAL MATTERS**

**Section 6.1 Fiscal Year.** The fiscal year of the Coalition of Counties shall be from January 1 through December 31st annually.

**Section 6.2 Annual Fees.** The Coalition Governing Board shall establish, and each Member of the Coalition shall pay on a timely basis, the annual dues established by the Coalition as provided in the Intergovernmental Agreement or through a Contract executed between the Coalition Governing Board and a Member County.

**Section 6.3 Contributions.** The Board may also accept contributions, donations, gifts and bequests from companies, organizations, entities and individuals for the purpose of carrying on the business of the Coalition as it deems appropriate to be utilized in a manner consistent with the purpose of the Coalition. The Board may direct that special project money be collected for use only for that named project.

**Section 6.4 Depositories.** All funds of the Coalition of Counties shall be deposited to the credit of the Coalition of Counties under such conditions and in such financial institutions as may be designated by

the Board of Directors.

**Section 6.5 Approved Signatories.** All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Coalition of Counties shall be executed and delivered as provided by the resolution of the Board of Directors. All checks issued by the Coalition shall be signed by either two Officers or one Officer and the organization's Executive Director.

**Section 6.6 Bonding.** All persons having access to, or major responsibility for, the handling of monies and securities of the Coalition of Counties may be bonded as provided by resolution of the Board of Directors.

**Section 6.7 Budget.** The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expenses shall be incurred in excess of budgetary appropriations without prior approval of the Board of Directors.

**Section 6.8 Comprehensive Financial Statement.** No later than January 31st of each year the Coalition Governing Board shall approve and provide the Clerk of the Board of each County Commission or Board of Supervisors a comprehensive financial statement for the preceding calendar year (January 1 through December 31st), as well as a report regarding the Coalition's activities during the previous year. The Coalition Governing Board shall also cause a financial review of its books to be conducted at least bi-annually by a certified public accountant. The most recent such financial review shall be shared with the Member Counties as part of the comprehensive financial statement.

## **ARTICLE VII - PROPERTY INTERESTS, NON LIABILITY AND PROHIBITION OF CERTAIN LOANS**

**Section 7.1 Property Interest of Directors and Officers.** No Director or Officer of the Coalition of Counties shall have any right, title or interest in or to any property or assets of the Coalition of Counties, either prior to or at the time of any liquidation of the Coalition of Counties. All properties and assets controlled by the Coalition of Counties at the time of liquidation or dissolution shall be disbursed consistent with the Intergovernmental Agreement between the parties to create and operate the Coalition or through a Contract executed between the Coalition Governing Board and a Member County.

**Section 7.2 Non-Liability for Debts.** The private property of the Directors and Officers shall be exempt from execution or other liability for any debts of the Coalition of Counties. No Director or Officer shall be liable or responsible for any debts or liabilities of the Coalition of Counties.

**Section 7.3 Indemnification.** All Directors, Officers, employees or agents of the Coalition of Counties shall be indemnified by the Coalition of Counties to the fullest extent permitted by law.

**Section 7.4 Prohibition of Certain Loans.** The Coalition of Counties shall not lend money or use its

credit to assist its Directors, Officers, agents or employees. Any such transaction is prohibited and any Director or Officer who assents to or participates in such transaction shall be personally liable to the Coalition of Counties.

**ARTICLE VIII - AMENDMENTS**

After seven (7) days written notice to the members of the Board of Directors setting forth any proposal, amendment, alteration or repeal of all or any part of these bylaws, these bylaws may be altered, amended or repealed by the affirmative vote of a majority of the full Board of Directors at any regular or special meeting so noticed. Any alterations or amendments of these bylaws must be consistent with the Intergovernmental Agreement of the Member Counties governing the creation and operation of the Coalition or through a Contract executed between the Coalition Governing Board and a Member County.

APPROVED by the Board of Directors this 14th day of October 2019.

ATTEST:

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Bucky Allred, President

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Caren Cowan, Secretary/Treasurer