

# **BYLAWS OF THE COMMUNITY WELLNESS COUNCIL**

## **ARTICLE ONE: NAME AND JURISDICTION**

The jurisdiction of the Community Wellness Council, hereafter referred to as the Council, will be Valencia County with limited activity upon request to and approval by the Executive Committee 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:** To promote community collaboration through a framework of coordination, assessment and solutions.

**III. Purpose:**

A. The nature of the activities to be conducted, and the purposes to be promoted or carried out by the Council, shall be exclusively charitable, scientific, and/or educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

B. To improve the health of all Valencia County residents;

C. To engage Valencia County residents in community health assessment and planning processes;

D. To create healthy communities in Valencia County, through building and strengthening systems and environments that improve community health;

E. To facilitate communication and sharing of information among health council members and the community;

F. To achieve greater health equity among Valencia County residents and communities.

## **ARTICLE THREE: MEMBERSHIP**

## **I. Description of Membership:**

- A. Persons who have an interest in the purposes of the Council as stated in Article Two 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 Council membership shall be geographically and ethnically representative of the communities of Valencia County.

## **II. General Membership Meetings and Voting:**

- A. Regular meetings: Regular meetings of the members shall be held at least quarterly at a time and location determined by the Board of Directors.
- B. Annual meeting: The Board of Directors shall designate one of the regular meetings towards the end of the fiscal year to be the Annual Meeting at which time the membership shall elect officers to begin their terms in July. The Board may also choose to hold election of officers by electronic vote when necessary.
- C. Special meetings: Special meetings may be called by the Chair, the Executive Committee, or by a simple majority of the Board of Directors.
- D. Notice of meetings: Written notice of each meeting shall be given by e-mail, not less than one week prior to the meeting.
- E. Quorum: The members present at any properly announced meeting shall constitute a quorum.
- F. Vote. Decisions referred to the general membership will be decided by a consensus process whenever possible. Those issues needing a vote 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 FOUR: BOARD OF DIRECTORS**

### **I. Description of the Board of Directors:**

- A. Board role, size, and compensation: The Board of Directors is responsible for overall policy and direction of the Council, and delegates responsibility of day-to-day operations to staff and/or committees. The board shall have up to (13) members, but not fewer than (5) members. The board receives no compensation other than reasonable expenses.

B. Board composition: The Board of Directors shall include the officers of the Council: Chair, Vice-Chair, Secretary and Treasurer who shall constitute the Executive Committee and shall strive to represent a broad cross-section of Valencia County, including racial/ethnic/cultural/age/gender diversity and representation from multiple sectors, such as, but not limited to: public health, health care (community clinics, hospitals and health plans), educational institutions, social services, early childhood services, business, transportation, food policy, community planning, advocates, faith community, and local/state government.

C. Board selection: New Board members, with the exception of Officers, shall be appointed based on achieving adequate diversity and representation reflective of the population of Valencia County and relevant sectors listed above. After submission of a letter of interest, new members shall be approved by a simple majority of current Board members present at a Board meeting, or of those responding to an electronic survey.

D. Terms: With the exception of the elected Officers, all Board members shall be appointed to serve (3) year terms.

E. Resignation, termination, and absences: Resignation from the board must be in writing and received by the Chair and/or Coordinator. Three consecutive absences from Board meetings without notification shall be cause for termination of a Board member. A Board member may be removed for other reasons by a simple majority vote of the remaining Directors. For persons who have resigned from the Council or whom have been terminated for lack of participation, a period of one year must elapse before reappointment to the Board of Directors can occur upon submission of a letter of interest.

F. Compensation: Board members shall not receive any stated salaries for their services as Board members, but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Board member from serving CWC in any other capacity and receiving compensation therefore.

G. Campaigns, coalitions and endorsements: The Board may endorse a stand on an issue, be part of a public health campaign, or join a coalition as long as the issue under question is in line with the mission and priorities of the Council. Formal endorsements of such actions shall be approved by the Board of Directors.

## **II. Board of Directors Meetings and Voting:**

A. Meetings and notice: The Board shall meet monthly, at an agreed upon time and place. Meetings may take place in person, by telephone conference call, or other electronic means.

B. Special meetings: Special meetings of the Board may be called upon the request of the Chair, or one-third of the Board. Notices of special meetings shall be sent out to each Director at least one week in advance.

- C. Quorum: The simple majority of the seated Board members present at any properly announced meeting shall constitute a quorum.
- D. Voting: Except when required by law, decision-making will be by a consensus process whenever possible. Those issues needing an official vote 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. Consistent with the Conflict of Interest statement, Board members shall abstain from any vote involving a decision in which they have a direct financial interest.
- E. Board members employed by the fiscal agent overseeing contracts which support the work of the CWC shall be ex-officio.

## **ARTICLE FIVE: OFFICERS**

### **I. Description of Officers and Duties:**

- A. The officers of the Executive Committee of the Board shall consist of; a Chair, Vice-Chair, Secretary and Treasurer. Their duties are as follows:
1. Chair. The Chair shall preside at all meetings of the Board of Directors and the general membership meetings and shall have such other duties and responsibilities as are customary for the office of Chair as may be assigned to him or her from time to time by the Board of Directors.
  2. Vice-Chair. The Vice Chair shall perform the duties of the Chair 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 Board of Directors. Furthermore, it shall be the duty of the Vice-Chair to enforce all bylaws, rules and regulations for the proper conduct of the Council made by or under the authority of the Board of Directors. In all cases of disputed authority or uncertainty as to the meaning of the bylaws, rules and regulations of the Council, his or her decision shall govern until the Board of Directors shall otherwise rule.
  3. Secretary. The Secretary shall ensure that minutes are kept of the meetings of the Board of Directors and are posted to the website. The Secretary shall ensure a list of previously passed motions/policies made by the Council and make sure Coordinator updates the list upon approval of new motions/policies following: Board, General, and/or Special meetings and/or following any motions/policies passed via electronic vote.
  4. Treasurer. The Treasurer shall ensure that the Board maintains correct and complete books and records of account of the Council, and in general shall perform such duties as are customary in the office of the Treasurer. The

Treasurer shall make a report to the CWC Board of Directors monthly and to the general membership annually. The Treasurer is responsible for maintaining the following reports: IRS filing, COROS with the state of NM, and Secretary of State filing requirements. In addition, the Treasurer shall perform such other duties as the Board of Directors or the Chair may from time to time assign to the Treasurer. This position can be shared between two board members, separating bookkeeping, check writing, and government filings.

B. Election procedures: The Board of Directors shall be responsible for nominating a slate of prospective Officers to be elected by the voting members at the Annual Meeting to be held before the end of each fiscal year.

C. Terms: All Officers shall serve three-year terms, beginning in July of each year.

D. Vacancies: When a vacancy on the Executive Committee exists mid-term, the Board of Directors may appoint someone from within the remaining Board of Directors. The appointee will remain in office and may run for election at the next regularly scheduled annual meeting that elections take place.

## **II. Executive Committee Role:**

A. Except for the power to amend the Articles of Incorporation and by-laws, which is the responsibility of the full Board of Directors, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board. All such decisions made by the Executive Committee shall be reported to the full Board for ratification at the next regularly scheduled meeting. The Executive Committee will serve as the Finance Committee in the absence of a separate functioning committee.

B. Committee formation: The Executive Committee may create standing committees as needed, such as, but not limited to: assessment/planning; finance; resource development; policy; strategic planning; capacity-building; marketing/communication; data; or content areas relevant to Council priorities. Each committee shall have a committee Chair who serves as their representative to the Board of Directors.

C. Task Forces: The Executive Committee may also create ad hoc task forces for short-term activities not requiring an ongoing standing committee, such as, but not limited to, developing a slate of Officers for approval by the Board to be presented to the membership for election.

## **ARTICLE SIX: COORDINATOR**

### **I. Coordinator:**

A. Depending on resources available, the Board may contract a Coordinator to manage day-to-day responsibilities for the organization, in accordance with a written job description, including carrying out the organization's goals and policies as an independent contractor.

B. The Executive Committee shall be responsible for supervising and evaluating the Coordinator.

### **ARTICLE SEVEN: FISCAL MANAGEMENT**

**I. Bills, Checks, Drafts:** All bills payable, notes, checks, drafts, warrants or other negotiable instruments of the Council shall be in the name of the Council, and shall be made in accordance with an approved budget and fiscal policy.

**II. Financial Review:** A financial review or audit detailing expenditures for the preceding year shall be provided to the membership annually by the Board of Directors, with the assistance of the Treasurer.

**III. Dissolution:** In the event of dissolution, all remaining funds belong to Community Wellness Council will be gifted to a similar IRS qualified 501c3 non-profit in Valencia County.

### **ARTICLE EIGHT: CONFLICT OF INTEREST**

**I. Conflict of Interest:** The Board of Directors 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 Community Wellness Council. Furthermore, the Board of Directors and the Community Wellness Council agree to comply with the Conflict of Interest requirements stipulated by any and all funding sources of the Council.

**II. 501C (3):** The Council shall not be used for any lobbying activity that is prohibited by the 501 (c)(3) status and the Council 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 Council 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 NINE: MISCELLANEOUS PROVISIONS**

**I. Amendments:** These by-laws may be amended at the annual meeting and if necessary can be amended by submitting changes to the Secretary for distribution to the Board of Directors for vote at the following regular meeting.

**II. Fiscal Year:** The fiscal year of this Corporation/Council shall commence on July 1st and end on June 30th of each year.

**III. Standing Rules:** The Corporation/Council as needed will adopt standing rules.

**IV. CWC Email:** CommunityWellnessCouncil@gmail.com will be the official means of communicating between the council and the communities. The Social Media Community Liaison and/or contracted coordinator will be responsible for maintaining the email distribution list and will assure that it is updated periodically.

**CERTIFICATION**

These by-laws were approved by the incorporating Board of Directors by a majority vote on

June 29, 2018 .

  
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CHAIR

7/10/18  
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DATE

