



BYLAWS

NEW MEXICO ALLIANCE FOR SCHOOL-BASED HEALTH CARE

ARTICLE I NAME, PURPOSE, AND OFFICES

Section 1. Name. The name of this Corporation is New Mexico Alliance for School-Based Health Care (“the Corporation”).

Section 2. Purpose. The Corporation envisions healthy students who are ready to learn. It represents school-based health centers and promotes, facilitates and advocates for comprehensive, culturally competent health care in schools.

Section 3. Offices. The principal office of the Corporation shall be located at such location in New Mexico as the Board of Directors may from time to time determine. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II MEMBERSHIP

Section 1. Membership Eligibility. Membership shall be open to any individual who supports the mission and goals of the Corporation and pays the dues, if any, determined by the Board of Directors. Members may or may not be affiliated with a school-based health center.

Section 2. Application Process and Admission. An individual may become a member by submitting a membership application provided by the Corporation to the President, or the President’s designees, with current dues payment, if any. The application shall be reviewed by the President, or the President’s designee, who shall determine whether the individual will be admitted as a member. No applicant shall be denied membership based upon age, race, gender, creed, sexual orientation, or national origin.

Section 3. Resignation. Any member may resign from the Corporation by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors or Executive Committee by the Secretary at the first meeting after its receipt.

Section 4. Suspension and Removal. A member may be suspended for a definite period of time, or removed by the Board of Directors, if the member ceases to meet the qualifications for membership.

Section 5. Voting. Each member shall be entitled to one vote on each matter submitted to a vote of members. Members entitled to vote shall be those who have joined the Corporation no later than 30 days prior to the date of any meeting at which voting may occur. The Secretary shall prepare a list of all members entitled to vote on any matter on which members are entitled to vote. This membership list will be available for review by any member, officer, or director at the meeting.

ARTICLE III DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of dues, if any, required for membership.

Section 2. Payment of Dues. Dues shall be payable in advance on or before the second day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member becomes a member and is payable within thirty (30) days following admission to membership.

Section 3. Default. Any member who is in default in the payment of dues for a period of 60 days from the beginning of the fiscal year, or period for which such dues became payable, may be removed by the Board of Directors in the manner provided in Article II, Section 4, of these Bylaws.

ARTICLE IV MEETINGS

Section 1. Annual Meetings. There shall be an annual meeting of the members for the election of members of the Board of Directors, for receiving the annual reports of Officers, Board of Directors and Committees, and for the transaction of other business. The Board of Directors shall set the date, time and place of the annual meeting each year.

Section 2. Special Meetings. Special meetings of the members may be called by the President, a majority of the Board of Directors, or upon the written request of one-fifth or more of the total number of the members of the Corporation.

Section 3. Notice of Meetings. Written notice setting forth the day, hour and place of the annual meeting, and, in the case of a special meeting, the purpose for which the meeting is called shall be sent or delivered to each member at the member's address of record not less than 30 days nor more than 60 days prior to the date of the meeting. Any notice may be sent by facsimile, electronic, or mail, or delivered by hand.

Section 4. Quorum. The presence in person or by proxy of 10 percent of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of

business. If a quorum is present, the vote of a majority of the members present shall be binding unless law or these bylaws require the vote of a greater proportion or number.

Section 5. Proxies. Every member of the Corporation entitled to vote at any meeting may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after 11 months from the date of its execution.

Section 6. Election of Directors by Mail. In lieu of electing Directors at the annual meeting, members may elect Directors by mail, if so authorized by the Board of Directors. The Board of Directors shall adopt a ballot and process for any election of Directors by mail.

ARTICLE V BOARD OF DIRECTORS

Section 1. General. The property and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number and Classification. The membership of the Board of Directors of the Corporation shall consist of:

- (a) The Officers of the Corporation;
- (b) The Executive Director of the Corporation, who shall serve in a non-voting capacity;
- (c) Emeritus members of the Board of Directors, who shall serve in a non-voting capacity, and are recommended by the President and approved by the Board of Directors; and
- (d) A minimum of 8, and maximum of 15, At-Large Directors, at least half of whom must be elected by the membership with the remainder elected by the Board of Directors. The number of At-Large Directors shall be determined by the Board of Directors, taking into account the skills and geographic and ethnic representation desired by the Corporation.

Section 3. Qualifications and Duties of Directors. The Board of Directors shall establish, from time to time, as deemed necessary, the minimum qualifications for Directors. Each member of the Board of Directors shall:

- (a) Sign a Board Member Commitment Form;
- (b) Serve as an Officer or participate on at least one committee; and
- (c) Make a financial contribution to the Corporation in accordance with his/her means.

Section 4. Term. Members of the Board of Directors shall serve a two year term that commences with the beginning of the Corporation's fiscal year. The At-Large Directors will be staggered so that approximately one-half of the Directors are elected each year. Directors may serve a maximum of six consecutive years.

Section 5. Meetings of Board. The meetings of the Board of Directors shall consist of the following:

- (a) Annual Meeting. The Board shall meet annually, immediately following the annual meeting of the members, for the purpose of electing directors, appointing officers and conducting other business.
- (b) Regular Meetings. The Board shall hold at least three Regular Meetings annually, in addition to the Annual Meeting. One Regular Meeting shall be held every three months, or as close, thereto, as possible.
- (c) Special Meetings. Any five members of the Board of Directors or the President may call for a Special meeting of the Board of Directors.

Section 6. Quorum. Forty percent of the members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is present, the vote of a majority of the Board of Directors members present shall be the act of the Board of Directors, unless law or these Bylaws require the vote of a greater proportion or number.

Section 7. Notice. Notice of meetings of the Board of Directors shall be sent or delivered to the members of the Board of Directors by hand, mail, facsimile, or e-mail to the last recorded address of each member at least 14 days before such meeting, except for special meetings. Such notice shall state the date, place, time and purpose of such meeting.

Section 8. Attendance. Board members are expected to attend all meetings. After two consecutive absences from any Board of Director's meetings, the Board of Directors shall assess whether a Board of Directors member is demonstrating adequate commitment to the Board of Directors. The Board of Directors may remove a member after two consecutive absences.

Section 9. Vacancies. Any vacancy in the Board of Directors by death, resignation, or otherwise, shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at the Annual, any Regular, or a Special meeting. The election shall be held within 60 days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting

Section 10. Removal of Directors. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members present at any Annual, Regular, or Special meeting. Any such director proposed to be removed shall be entitled to at least 5 days notice in writing by mail of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 11. Teleconference Meeting. Any meeting of the Board of Directors may be held by telephone or other telecommunication means so long as directors can hear the others and participate in the discussion. Such participation shall constitute presence in person at the meeting.

Section 12. Unanimous Consent. Any action that the Board may take at a meeting may be taken without a meeting if all the Directors consent in writing to such action.

Section 13. Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each Annual, Regular, or Special Meeting of the Board.

ARTICLE VI OFFICERS AND DUTIES

Section 1. General. The Officers of this Corporation shall be a President, President-Elect, Immediate Past President, Secretary and Treasurer, and such other Officers as the Board may appoint.

Section 2. President. The President is the chief executive officer of the Corporation and assumes all responsibilities with respect to such position. The President shall serve for a term of one year. The President-Elect shall assume the office of President upon termination of the President's term. The President shall:

- (a) Chair the Board of Directors and the Executive Committee;
- (b) Sign all contracts and other instruments for the organization or may delegate this responsibility to the Executive Director;
- (c) Preside over membership meetings and serve as spokesperson for all public statements on matters relating to the organization. The President may delegate this responsibility to other officers, members of the Board of Directors, or the Executive Director;
- (d) With concurrence of the Board of Directors, appoint committee chairs; and
- (e) Such other duties and authority as determined by the Board of Directors.

Section 3. President-Elect. The President-Elect shall be appointed by the Board of Directors and shall serve a term of one year. The President-Elect shall be a member of the Executive Committee, assist the President, assume the responsibilities of the President during the absence of the President, be a member of and chair the Board Development Committee, and in general perform all duties as from time to time may be assigned by the Board of Directors or President.

Section 4. Immediate Past President. The Immediate Past President shall serve a term of one year, which term shall begin on the date following the last day of his or her term as President. The President shall assume the office of the Immediate Past President upon termination of the Immediate Past President's term. The Immediate Past President shall be a member of the Executive Committee, provide guidance and consultation to the President and, in general, perform all duties as from time to time may be assigned by the Board of Directors or President.

Section 5. Secretary. The Secretary shall be appointed by the Board of Directors and serve for a term of one year.

The Secretary shall:

- (a) Be a member of the Executive Committee, give notice of and attend all meetings of the members, Board of Director and Executive Committee. The Secretary shall record the minutes of those meetings and the Executive Committee;
- (b) Maintain the minutes of all member, Board and Committee meetings;
- (c) Maintain a list of the members of the Corporation; and
- (d) In general, perform all duties incidental to the office of the Secretary, or as from time to time may be assigned by the President or the Board of Directors.

Section 6. Treasurer. The Treasurer shall be appointed by the Board of Directors and serve for a term of one year.

The Treasurer shall:

- (a) Serve as a member of the Executive Committee, the Finance Committee, and Chair the Finance Committee;
- (b) Have charge of and be responsible for the funds, securities, receipts and disbursements of the Corporation;
- (c) Render to the President, the Board, and the Executive Committee whenever requested, a statement of the financial condition of the corporation and of all his or her transactions as Treasurer, and render a full financial report, based on the books and accounts audited annually at the annual meeting of the Board;
- (d) Assist in the preparation of the budget; and
- (e) In general, perform all duties incidental to the office of the Treasurer, or as from time to time may be assigned by the Board of Directors or the President.

Section 7. Removal. Any Officer may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation will be served.

Section 8. Vacancies. A vacancy in any office shall be filled for the unexpired term by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Standing Committees. There shall be the following Standing Committees: (1) Executive Committee; (2) Finance Committee; (3) Resource Development Committee; and (4) Board Development Committee.

Section 2. Other Committees. The Board of Directors may designate and appoint any other Standing or Ad Hoc Committee.

Section 3. Members. All Standing and Ad Hoc Committees shall include at least two members of the Board of Directors who shall be appointed by the Board of Directors, except for officers who serve on Standing Committees pursuant to these Bylaws. Unless otherwise provided by the Board of Directors, members of all Standing and Ad Hoc Committees shall serve a one-year term. Except as otherwise provided in these Bylaws, the President, with the concurrence of the Board of Directors, shall appoint the chair of each committee.

Section 4. Advisory Committees. The President may appoint one or more Advisory Committees to advise the President and the Board of Directors. It is not required that Advisory Committees include members of the Board of Directors.

Section 5. Executive Committee. The Executive Committee has the authority to act on behalf of the Board of Directors on issues that cannot be deferred to the next Board meeting insofar as the exercise of such authority conforms to the New Mexico Nonprofit Corporation Act, as amended, and the Corporation's Bylaws. The designation of such committee and the delegation of authority shall not operate to relieve the Board or Directors, or any member of the Board, of any responsibility imposed by law.

Section 6. Meetings. Committee chairs shall call meetings of committees. Written or oral notice of the date, time, and place of the meeting shall be given to each member of the committee within a reasonable amount of time, but not less than seven days, prior to the meeting. Meetings of Committees shall be held at a place determined by the Committee chair.

Section 7. Minutes of Meeting. The Chair of each committee shall record minutes of the meeting and submit those minutes to the Secretary and, at least one week prior to a meeting of the Board, to the Board of Directors.

Section 8. Committee Quorum. Forty percent of the members of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Section 9. Committee Vacancies. The Board of Directors shall have the power to fill vacancies in their membership.

ARTICLE VIII EXECUTIVE DIRECTOR

The Board Directors may employ an Executive Director. The Executive Director shall have day-to-day responsibility for the Corporation, including carrying out the Corporation's goals and Board of Director's policies, hiring staff and serving as the custodian of the corporate records. The Executive Director shall serve as a non-voting member of the Board of Directors and the Executive and Finance Committees, report on the progress of the Corporation, answer questions of Board of Directors members and carry out the duties described in the job description. The Board of Directors may designate other duties as necessary.

ARTICLE IX INDEMNIFICATION

Any person who is or was an officer, Board of Directors member, employee, or agent of the organization shall be indemnified to the fullest extent under the law.

**ARTICLE X
AMENDMENTS**

These Bylaws may be altered, amended, or repealed by a majority vote of the members. Amendments to the bylaws shall become effective immediately upon member approval.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

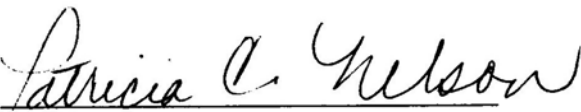
**ARTICLE XII
STATEMENTS OF POLICY AND PROCEDURE**

The Board of Directors may adopt statements of administrative and operational policy and procedure, from time to time, which shall be binding upon the members, directors, employees and agents of the Corporation. At a minimum, the Board of Directors shall adopt the following policies: Conflict of Interest, Whistle Blower and Document Retention and Destruction.

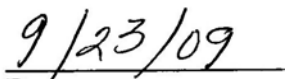
**ARTICLE XIII
PARLIAMENTARY PROCEDURE**

Robert's Rules of Order, newly revised, shall be the Corporation's final authority on all questions of procedure and parliamentary law, to the extent such Rules are not inconsistent with, or covered by, the bylaws.

We certify that the above bylaws of the Corporation were adopted by the Board of Directors on September 18, 2009.



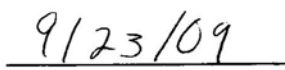
President



Date



Secretary



Date