

BY-LAWS OF THE GRANT COUNTY WORKFORCE AND ECONOMIC DEVELOPMENT ALLIANCE

ARTICLE I

NAME, PURPOSE, LOCATION

SECTION 1. Name: The name of this Corporation shall be as set forth in the Articles of Incorporation, the GRANT COUNTY WORKFORCE AND ECONOMIC DEVELOPMENT ALLIANCE.

SECTION 2. Purpose: The purpose shall be as set forth in the Articles of Incorporation and amended from time to time as approved by the Board of Directors.

SECTION 3. Location: The principal office of the Corporation is located initially at 1400 Highway 180 East, Silver City, New Mexico, with the initial registered office of the Corporation as set forth in the Articles of Incorporation as prescribed by the New Mexico Nonprofit Corporation Act.

ARTICLE II

MEMBERSHIP

SECTION 1. Members. Any person, corporation, or organization may be granted membership in the Corporation by a majority vote of the Board of Directors.

SECTION 2. Members' Representatives. Each member shall designate one person as their representative to the Corporation.

SECTION 3. Meetings. There shall be four meetings of the general membership in the months of January, April, July, and October each year. Other meetings of the general membership may be called by the Board of Directors as necessitated by the business of the Corporation.

SECTION 4. Quorum. The number of members present at any meeting of the general membership in which at least twenty-four hours' notice is given shall constitute a quorum to act only upon items specified in the meeting notice. Forty percent of the general membership shall constitute a quorum for any other meeting of the general membership.

4.1 Electronic Participation. Participation of members before or during the meeting via televote shall be counted as participation in each meeting.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors.

1.1 Setting General Policy. The Board of Directors shall have the authority to set general policies for the Corporation; approve, adopt, and amend the annual budget; and hire and remove an Executive Director, with or without cause.

SECTION 2. Number of Directors. The Board of Directors shall consist of seventeen (17) voting members, with one from each of the following:

1. Grant County,
2. The Town of Silver City,
3. Mining District: Municipality or Business
4. SWNM Council of Governments,
5. Silver City Grant County Chamber of Commerce,
6. Western New Mexico University, and
7. One from each of the following industry sectors:
 - a. Education
 - b. Finance
 - c. Healthcare
 - d. Tourism
 - e. Natural Resources
 - f. Manufacturing
 - g. Ranching/Agriculture
 - h. Nonprofits
 - i. Communications
 - j. Utility
 - k. Entrepreneurs/small businesses

6.1 Industry Sector Board Member Qualification: The member who shall be appointed for each industry sector shall be the member who has contributed the largest amount to the corporation for the current fiscal year and who agrees to continue financial support of the organization.

SECTION 3 Term of Directors. The Directors shall serve one-year terms.

3.1 Consecutive Terms. Directors may serve consecutive terms if re-appointed.

SECTION 4. Residency. Members of the Board of Directors do not need to be residents of the State of New Mexico.

SECTION 5. Ex-officio member of Board of Directors. If not an appointed Director, the immediate Past-Executive Director of the Board shall be an Ex-officio member of the Board.

SECTION 6. Additional Ex-officio members. Additional ex-officio members may be appointed by the Board of Directors for one-year terms if it deems that doing so will facilitate the operations of the Corporation.

SECTION 7. Meetings. The Board of Directors shall meet immediately following the annual meeting of the general membership to elect officers, establish a meeting schedule for the next year, and to conduct any other business, as needed.

SECTION 8. Notice. Notice of any meeting of the Board of Directors shall be given at least twenty-four hours previously thereto.

SECTION 9. Quorum. The number of Directors present at any meeting of the Board of Directors in which at least twenty-four hours' notice is given shall constitute a quorum to act only upon items specified in the meeting notice. Six voting Directors shall constitute a quorum for any other meeting of the Board of Directors. An electronic vote given before or during the meeting shall be counted toward quorum relative to any agenda item(s).

SECTION 10. Compensation. Members of the Board of Directors as such shall not receive any stated compensation for their services, but by resolution of the Board, may be reimbursed for their expenses for meetings outside of Grant County.

SECTION 11. Committees. Committees, other than the Executive Committee described in Article V, may be designated by the Executive Director or by the Board of Directors. Persons may be designated as committee members who are not members of the Corporation or of its Board of Directors.

ARTICLE IV

OFFICERS

SECTION 1. Number of Officers and Terms. The officers of the Corporation shall consist of a Chair, a Vice-Chair, a Secretary, a Treasurer, and the immediate Past-Chair, even if not currently a Director. The four elected officers shall serve for a term of one year or until their resignation or removal and may serve up to two subsequent terms if re-elected. A person having served three consecutive terms in one position shall not be re-elected to that position for at least one year but shall be eligible to serve in another position. The immediate Past Chair shall serve until a new Chair is elected.

1.1 In the event that one of the officers is unable to perform their duties, the board may elect a board member to perform that officer's duties pro-tem.

1.1 Election of Officers. The officers, with the exception of the immediate Past-Chair, shall be elected by the Board of Directors.

SECTION 2. Qualifications. The four elected officers must be voting members of the Board of Directors. The immediate Past Chair may, but is not required to be, a voting member

of the Board of Directors. No officer shall execute, acknowledge, or verify an instrument in more than one capacity.

SECTION 3. Removal. Any officer may be removed either with or without cause by vote of the majority of the Board of Directors.

SECTION 4. Resignation. Any officer may resign at any time by giving written notice to the Board or to the Executive Director. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective.

SECTION 5. Vacancies. A vacancy in any office shall be filled by election by the Board of Directors at its next meeting.

SECTION 6. Chair. The Chair shall preside at all meetings of the Board of Directors and Executive Committee, and in addition thereto, shall exercise and perform such other powers and duties as may, from time to time, be assigned by the Board of Directors or prescribed by these By-Laws, including any amendments thereto.

SECTION 7. Vice-Chair. At the request of the Chair, or in his/her absence or disability, the Vice-Chair shall perform all of the duties of the Chair, and when so acting, shall have all the duties, powers, and responsibilities of the Chair.

SECTION 8. Secretary. The duties of the Secretary shall be, with assistance from the Executive Director and staff, to:

1. Certify and keep at the principal offices of the Corporation the original or a copy of its By-Laws as amended or otherwise altered to date,
2. Keep a book of minutes of all meetings of the Corporation,
3. See that all notices are duly given in accordance with the provisions of these By-Laws or as required to by law,
4. To be custodian of the records and official documents of the Corporation,
5. See that the books, reports, statements, and all other documents and records required by law are properly kept on file,
6. Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to by the Executive Director or Board of Directors.

SECTION 9. Treasurer. The Treasurer, if required so to do by the Board of Directors, shall give a bond for the faithful discharge of duties in such sum, and with such sureties as the Board of Directors shall require. The duties of the Treasurer shall be, with assistance from the Executive Director and staff, to:

1. Have charge and custody of, and be responsible for, all funds and sureties of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or the depositories as shall be selected by the Executive Committee;
2. Keep and maintain adequate and correct amounts of the Corporation's properties and business transactions,

3. Exhibit at all reasonable times, the books of accounts and records to any member of the Board of Directors during business hours or at the office of the Corporation where such books and records are kept,
4. Render a statement of the condition of the finances of the Corporation to the Board of Directors, and full financial report when directed,
5. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever,
6. In general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to by the Executive Director or Board of Directors.

SECTION 10. Duties of the Immediate Past Chair. The Immediate Past Chair shall serve as a member of the Executive Committee.

ARTICLE V

EXECUTIVE COMMITTEE

SECTION 1. Duties of the Executive Committee. The Executive Committee shall oversee the work of the Executive Director, as needed, to respond to possible recruitment opportunities, to negotiate with prospective companies, and to recommend action and policy matters to the Board of Directors.

SECTION 2. Members of the Executive Committee. The Executive Committee shall consist of up to five members, being the officers described in Article IV. There shall be no Ex-officio members of the Executive Committee.

SECTION 3. Removal and Resignation. Any member of the Executive Committee may resign at any time by giving written notice to the Executive Director or the Board of Directors. The resignation will become effective upon receipt. An Executive Committee member may be removed by a majority of the Board of Directors. Removal may be with or without cause.

SECTION 4. Vacancies. Vacancies on the Executive Committee shall be filled by election by the Board of Directors.

ARTICLE VI

DUE DILIGENCE COMMITTEE

SECTION 1. Purpose. Before any proposal or recommendation is made to a Municipality that incorporates the use of economic incentives, a Due Diligence Committee shall conduct a thorough review of the proposal, the prospective company, and its principals.

SECTION 2. Members of the Due Diligence Committee. The Due Diligence Committee shall be made up of the remaining members of the Board of Directors who are not members of the Executive Committee.

- 2.1 Other Members of the Due Diligence Committee. Other persons may be designated as committee members. Members of the committee do not need to be members of the corporation or of its board of directors.

ARTICLE VII

EXECUTIVE DIRECTOR

SECTION 1. The day-to-day operations of the Corporation shall be managed by the Executive Director.

SECTION 2. Duties of the Executive Director. The Executive Director shall serve at the pleasure of the Board of Directors and shall perform such duties that are from time to time imposed upon by the Board of Directors, including but not limited to the following:

1. Implement the policies of the Board,
2. Develop, recommend, and implement an annual budget,
3. Select, hire, or remove authorized employees,
4. Represent the Corporation in all external matters authorized by the Board of Directors,
5. Inform the Board of the general economic condition of the community,
6. Assist the officers of the Corporation in the performance of their duties, as required.

ARTICLE VIII

PARLIMENTARY PROCEDURES

SECTION 1. Procedure. Whenever the within By-Laws do not provide otherwise, parliamentary procedure in accordance with Roberts' Rules of Order shall be used to conduct all meetings of the Board of Directors and of the Corporation.

ARTICLE IX

FINANCES

SECTION 1. Authority. The Board of Directors is ultimately responsible for the financial management of all activities. The organization will manage funds in accordance with the Financial Controls and Management Policy as adopted and amended from time to time by the Board of Directors.

ARTICLE X

SECTION 1. Conflicts of Interest. Board members may not participate in a vote wherein a conflict of interest or an apparent conflict of interest exists. If the board member protests the conflict, the remainder of the Board may vote on the conflict and the member's ability to participate. The Chair's vote will decide a tie.

ARTICLE XI

METHOD OF AMENDING BY-LAWS

SECTION 1. Proposed Amendment. Proposed amendments to these By-Laws may be submitted by either the Board of Directors or by written petition signed by at least ten percent of the general membership.

SECTION 2. Manner of Amendment. These By-Laws may be amended or new By-Laws adopted by a majority vote of the members present at any meeting of the general membership, provided that notice is given at least ten days prior to the meeting and that the notice specifies that changes, and what changes, to the By-Laws will be considered.