BYLAWS

THE AMERICAS CONFERENCE OF MAYORS

2501 SAN PEDRO DR. NW. ABQ. NM. 87110

Adopted April 4, 2017
The Americas Conference of Mayors

BYLAWS

ARTICLE I. NAME and OFFICES

A. The name of this organization is The Americas Conference of Mayors (ACM), under the sponsorship of the Non Profit Organization 501(c)3 Public Charity Status named International Instituto for Higher Education.

B. (ACM) hereinafter also referred to as the Conference.

C. The principal office of the Conference is located initially at 2501 San Pedro Dr. NW, Albuquerque, NM, 87120. The Conference may have such other offices, either within or without the State of New Mexico, as the Governing Board may determine or as the affairs of the Conference may require from time to time.

ARTICLE II. PURPOSE

In accordance with the Articles of Incorporation, the essential character (purpose) of the Conference is for the institutional development of the member municipalities or cities and for the advancement of local good governments for Americas municipalities in the Americas Continent. It is the responsibility of the Governing Board to retain in perpetuity the identity of the Conference as such an organization. Changes in the essential character of the Conference as herein described shall be approved by the affirmative vote of four-fifths (4/5) of the membership, after the Governing Board has recommended such changes.

The purpose or purposes for which the Conference is organized are to operate for educational and charitable purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of the United States of America, including for such purposes and subject to such limitations to further the development of the member municipalities so that they may be able to provide all their local governments or municipalities, but especially their communities at the cities, the highest quality of best practices in local governments and municipalities, both best social and public policy practices in municipalities and cities in nature, and international professional and training programs.

These Bylaws are intended to provide the framework of operation for the Conference.
ARTICLE III. MEMBERSHIP

A. The municipalities or cities shall be considered for membership in the Conference. Individual non-governmental associations may join as affiliated. Each respective mayor ordinarily shall represent his/her institution in the Conference's business. Membership will be of two types: municipalities from the Americas Continent, and associate members or affiliated non-governmental associations.

1. Municipalities from the Americas Continent Members. Candidates for this type of membership must be municipalities or cities located in the American Continent. Municipalities shall demonstrate their eligibility by providing to the Conference the following:

   a. A signed statement or declaration by or on behalf of the institution's mayor certifying that the candidate city is in agreement with the purposes of the Conference and will take appropriate actions to achieve them; and

   b. Payment of year's dues. Once (a) above and the dues have been received at the Conference's office, the Conference staff will receive the documentation needed from the candidate municipality to show their status as a city or municipality.

2. Associate Members.

   • A signed statement or declaration by or on behalf of the institution's chief executive officer certifying that the candidate institution is in agreement with the purposes of the Conference and will take appropriate actions to achieve them; and

   • Payment of year's dues. Once (a) above and the dues have been received at the Conference's office, the Conference staff will receive the documentation needed from the candidate associate member to show their status as a city or municipality.

The Associate Membership of the Conference shall be divided into geographical regions if it is or as established by the Conference's Governing Board. Each of the regions shall elect, every 2 years at the Annual Meeting, a proportionate number of its members to serve as voting members of the Conference, as approved by the Governing Board. Those municipalities and organizations elected from the associate membership will be represented by the chief executive officer or his/her designee of senior rank.

The Conference's Governing Board may open International Membership category (out of the Americas Continent) as open to duly authorized the municipalities or cities abroad that produce evidence that they are legally constituted entities
authorized to operate in their countries according to the rules and regulations required by their governments. International Members are non-voting members.

International Members shall demonstrate their eligibility by providing to the Conference the following: (1) a signed statement or declaration by or on behalf of the institution’s chief executive officer certifying that the candidate institution is in agreement with the purposes of the Conference; (2) a signed statement or declaration by or on behalf of the institution’s chief executive officer that the institution is duly authorized by the appropriate state and federal authorities to operate as a degree-granting municipality; (3) completion of the official application and required endorsements for admission as an international member; and (4) payment of membership dues.

B. The President of the Conference or President & CEO of the Executive Committee, or his/her delegate, shall upon approval and acceptance of application for membership so notify the applicant in writing.

C. Membership is not transferable or assignable.

D. The failure to pay dues by members shall give the Board the right to declare such members as having resigned.

ARTICLE IV. AFFILIATED COUNCILS, GROUPS, AND PARTNER MUNICIPALITIES

A. The Conference may choose to appoint or entertain the creation, as necessary or desirable, of commissions, advisory groups, or affiliated councils. These will not be eligible to hold membership in ACM per se, but shall provide valuable service to the Conference. At the Inaugural Conference the President of the Conference or President & CEO of the Executive Committee will have the right to create as necessary or desirable, commissions, advisory groups, or affiliated councils

B. Considering that a core principle of the founding and mission of ACM is to foster partnerships between member municipalities and business and industry, a Corporate and Philanthropic Council of 10 members is established as an ongoing Advisory Group. Members will serve a 3-year term. Members shall be eligible to be recommended for additional terms by the President of the Conference or the President & CEO of the Executive Committee and the Chair of ACM’s Governing Board jointly. The procedure for selecting and approving members of the ACM Corporate and Philanthropic Council is:

1. the Chair of the Corporate and Philanthropic Council and the President of the Conference or President & CEO of the Executive Committee will jointly develop a slate of names and present the closed slate to the Governing Board for a simple yes/no ratification at any regular ACM Governing Board Meeting; the President of the Conference or President & CEO of the Executive Committee will appoint the first Chair of the Corporate and Philanthropic Council for a period of three years.

2. the ACM Governing Board will accept or reject the entire closed slate and the
terms of service of the approved Corporate and Philanthropic Council members begins thereupon.

C. In recognition of special efforts to advance ACM’s mission by accredited municipalities which do not meet the eligibility requirement for membership, a Partner institution category is established. Appropriate annual dues and privileges will be set by the Board of Governors periodically to ensure that their partnering role is consistently supportive of ACM’s mission and strategic goals.

D. Nonprofit organizations of education, between others organizations, also may be eligible for affiliation.

ARTICLE V. MEETINGS

A. The Conference shall hold an annual meeting for its membership, the location and date of which shall be determined by the Governing Board of the Conference. This annual meeting may or may not coincide with the Annual Conference and Summit

1. Special meetings may be called by two-thirds (2/3) of the voting membership. Such meetings may be held within or outside of the State of New Mexico. Notice of special meetings shall be given to the entire membership at least 30 days previously thereto by electronic or written notice to each member.

2. Voting members consist of all Municipalities in good membership standing within the Conference as well as the duly elected Associate member representatives. Eligible voting members in attendance shall constitute a quorum for the transaction of business.

3. Business at the annual meeting is ordinarily conducted by voice vote of the voting member. At the request of any member, any business transaction that requires either a simple majority or a two-thirds (2/3) vote of the voting membership, may be done by written ballot. Such written ballot shall be furnished by the Secretary of the Conference to each voting member. The written ballot shall be returned to the teller designated by the Chairperson to provide a report of that vote. The Secretary of the Conference shall certify all written ballot reports to the Governing Board which shall declare the results of the vote.

4. Members shall not receive any compensation for their services during meetings.

B. Robert's Rules of Order shall govern the conduct and business of the meetings of the Conference.

ARTICLE VI. GOVERNING BOARD

A. The affairs of the Conference shall be managed by its Governing Board. Their powers shall include but not be limited to the following:
1. Elect and remove the Officers of the Governing Board in accordance with these Bylaws;

2. Develop and establish policy for the good of the Conference;

3. Inform the membership of significant changes in policy;

4. Appoint or remove the President of the Conference or President & CEO of the Executive Committee in accordance with contractual obligations and procedures established by the Governing Board;

5. Approve annually and monitor the budget of the Conference;

6. Authorize the sale and purchase of land, buildings or other major capital expenditures for use of the Conference and authorize the incurring of debts by the Conference and securing thereof by mortgage and pledge or real and personal property, tangible and intangible;

7. Review the performance of the President of the Conference or President & CEO of the Executive Committee through procedures previously established;

8. Approve any increase in membership dues; and

9. Report to the membership annually the audited financial statements of the Conference, prepared by a licensed CPA firm.

B. The Governing Board shall consist of 9 voting governors.

1. Six members shall be elected by the voting members of the Conference. These 6 Board members will be selected from among the Conference’s voting members for rotating terms of three years. No Governing Board member shall serve more than two consecutive three-year terms on the Governing Board, except when the Board deems appropriate to extend an officer’s term to accommodate his/her continued services as an officer; in such instance the officer may serve for an additional year. However, Governing Board members who cease to be chief executive officers or mayors of their municipalities, after having been selected from among the Conference’s voting members, shall be allowed to serve the remainder of the year involved up to the annual meeting, upon approval by the Governing Board. The 6 individuals elected to the Governing Board by the voting members of the Conference shall be mayors or chief executive officers.

2. The 6 board members elected by the voting members of the Conference shall select the other two members of the Governing Board. This rule does not apply in the first Governing Board of the Conference. The President of the Conference or President & CEO of the Executive Committee has the power of appointment for all the founder’s 9 members of the Governing Board. These two members at-large of the Governing Board should be broadly representative of areas such as
business, industry, and government, and shall include CEO representation from the Associate and/or International membership. These two members at-large shall also serve three-year terms as determined by the Governing Board.

3. A third at-large Board member shall be the Chair of ACM's advisory Corporate and Philanthropic Council for as long as she/he serves as the Corporate and Philanthropic Council Chair, never more than six consecutive years. This rule does not apply in the first Governing Board of the Conference. The President of the Conference or President & CEO of the Executive Committee has the power of appointment for that position.

4. The President of the Conference or President & CEO of the Executive Committee shall serve as an ex-officio member of the Governing Board without power to vote.

5. In addition, the position of Chair Emeritus may serve in ex-officio status, without the power to vote, as an honorary adjunct to the Governing Board. Chair Emeritus must be elected to this honorary position and be confirmed by a majority affirmative vote at a regularly scheduled annual meeting of the Conference's membership. The duration of the term will be for a three-year period.

C. The Governing Board shall meet at least one time a year, with date and location of the regular meetings to be decided by the majority of the Board. A simple majority of the current Governing Board membership shall constitute quorum for its meetings. For the purposes of achieving a quorum, a Governing Board member may authorize in writing someone else to serve as proxy in person, via videoconference, or by telephone conference call. The proxy’s powers shall extend as far as authorized in writing; non-voting proxies will be counted as abstentions in any vote taken. However, proxy participation shall not be counted as “present” for purposes of member attendance requirements, per Article VI.H. The Governing Board, during its regularly scheduled meeting, may vote on holding a special or an additional meeting. Special meetings of the Governing Board may be held at the written request, to the Chairperson-President of The Governing Board, by at least seven members of the Governing Board.

D. The Governing Board, after the annual meeting of members, shall elect its own officers for one-year terms. These will be Chairperson-President, Vice-Chairperson-President, Secretary and Treasurer. The first officers of the Governing Board will be appointed by the President of the Conference or President & CEO of the Executive Committee. Board members Officers are eligible to be elected to a second one-year term. The Executive Committee of the Governing Board shall consist of the Officers such as the Secretary Executive, the Chairs of the Directorship and Government Relations Committees, and others Executive positions. All of them appointed by the President of the Conference or President & CEO of the Executive Committee.

E. The duties of the Officers of the Governing Board shall be as follows:

1. Chairperson-President. The Chairperson-President may call meetings of the Executive Committee as needed, and may call a special meeting of the Governing
Board. The Chairperson-President shall preside at all meetings of the Governing Board, shall have a right to vote on all questions, shall appoint Standing Committees of the Governing Board with agreement of the President of the Conference or President & CEO of the Executive Committee, and shall have such other powers and duties as the membership may from time to time prescribe.

2. Vice-Chairperson-President. In the absence of the Chairperson of the Governing Board, the Vice-Chairperson-President shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions of the Chairperson. The Vice-Chairperson-President shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the membership.

3. Secretary. The Secretary shall keep the minutes and the attendance register of the meetings of the members and of the Governing Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson or by the Governing Board or its Executive Committee.

4. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Conference; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairperson or by the Governing Board or by the membership.

F. Removal. Any Governing Board member elected or appointed by the Governing Board may be removed by two-thirds (2/3) vote of the Governing Board whenever, in its judgment, the best interest of the Conference would be served thereby.

G. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the Governing Board for the unexpired portion of the term.

H. Attendance. Attendance at Governing Board meetings is a serious expectation for all Board members. Any Board member missing two or more meetings (with or without excuse) within any full-year cycle shall be subject to removal from the Board, per Article VI. F.

ARTICLE VII. COMMITTEES

A. The Governing Board shall have four standing committees in addition to the Executive Committee. These committees shall be: Directorship Committee, Finance Committee, Resource Development Committee, and Government Relations Committee.

1. The Directorship Committee shall consist of five members selected from among the
voting members of the Conference. This committee has as its major responsibilities the yearly nomination of candidates for Governing Board openings and the on-going assessment of the Governing Board's needs and effectiveness. Other responsibilities may be assigned by the Chairperson-President. Normally, this Committee shall be chaired by the Secretary.

2. The Finance, Audit, and Investment Committee shall total five members, three of whom will be selected from the membership and two of whom may be selected from the areas of business or finance. This Committee is responsible for advising the Conference on fiscal affairs and providing general audit oversight and guidance to the President of the Conference or President & CEO of the Executive Committee on investment matters. This Committee will identify areas of need and opportunity for the Conference in the furtherance of its financial development. Normally, this Committee shall be chaired by the Treasurer.

3. The Resource Development Committee shall consist of seven members, four of whom will be selected from among the membership and three of whom may be selected from other areas of public life. The Resource Development Committee assists the Conference in the achievement of its purposes and effectiveness by strengthening the Conference's capacities and public acceptance. This Committee offers general guidance to the Conference's fundraising, membership, marketing and conference activities. Ordinarily, the Executive Secretary of the Executive Committee, reporting to the President of the Conference or President & CEO of the Executive Committee too, will chair this Committee.

4. The Government Relations Committee shall consist of a minimum of seven members, at least four of whom will be selected from among the membership and at least three of whom may be selected from other areas of public life. The Government Relations Committee promotes within the Conference the development of public policy positions. The Committee also provides general guidance and support in the Conference's relations with state and federal governments. Normally, this Committee shall be co-chaired by the immediate past Chairperson-President and the President of the Conference or President & CEO of the Executive Committee.

B. The Standing Committees shall report regularly on their activities to the Governing Board as mentioned above. The committees do not have authority to act for the Governing Board.

C. The Executive Committee shall act for the Governing Board between meetings of the Board.

ARTICLE VIII. PRESIDENT OR PRESIDENT OF THE CONFERENCE OR PRESIDENT & CEO OF THE EXECUTIVE COMMITTEE.

The President shall be the principal chief executive officer of the Conference and the official adviser to and executive agent of the Governing Board and its Executive
Committee. He/she shall implement policy adopted by the Conference or Governing Board. He/she shall, in general, supervise and control all of the business and affairs of the Conference, and bring such matters to the attention of the Governing Board as are appropriate to keep the Governing Board fully informed to meet its policy-making responsibilities. He/she shall have power on behalf of the Governing Board to perform all acts and execute all documents to make effective the actions of the Conference and its Governing Board. The President, or his/her designee where appropriate, shall be an ex-officio member of all committees of the Governing Board without power to vote.

1. Executive Secretary. In the absence of the President of the Executive Committee, the Executive Secretary shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Executive Secretary shall perform such other duties as from time to time may be assigned to him/her by the President.

ARTICLE IX. CONTRACTS, FUNDS, AND GIFTS

A. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issues in the name of the Conference shall be signed by such Officer or Officers, agent or agents of the Conference and in such manner as shall from time to time be determined by resolution of the Governing Board. In the absence of such determination by the Governing Board, such instruments shall be signed by the Treasurer and countersigned by the President or Secretary of the Conference. This article will apply after the first meeting or the Inaugural Summit and Conference of Mayors. In this transition period, the President will oversee that functions.

B. The Governing Board or the President may accept on behalf of the Conference any contribution, gift, bequest, or device for the general purpose, or for any special purpose, in keeping with these Bylaws of the Conference and administered in keeping with the rules set forth herewith.

ARTICLE X. OTHER MATTERS

A. The Conference shall keep correct and complete books and records of accounts; shall also keep minutes of the proceedings of its meetings; and shall keep at the business office a record giving the names and addresses of the members entitled to a vote. When it will be needed, all books and records of the Conference will be audited annually by an independent auditing CPA-licensed firm qualified to perform such audits. Furthermore, all books and records of the Conference may be inspected by any member, or his agent, or attorney, for any proper purposes at any reasonable time during the regular business hours of the Conference at the business office of the Conference.

B. Whenever any notice is required to be given under the provisions of the New Mexico Nonprofit Corporation Act, or under the provision of the Articles of Incorporation or the Bylaws of the Conference, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
C. The Conference is an equal opportunity/affirmative action organization and does not discriminate on the basis of sex, race, religion, age, color, national and ethnic origin, political opinions, or disability condition in its employment and other programs or activities.

D. Individuals, corporations, organizations or member municipalities wishing to resign from any office, committee, and/or membership in the Conference must do so in writing. Resignations should be addressed to the Conference’s Chairperson-President.

E. The Conference shall not engage in any of the activities which would characterize it as an action organization as defined in the regulation under Article 501 (c)(3) of the Internal Revenue Code as the same now exists and shall always be operated as an exempt organization under article 501 (c)(3) of the Internal Revenue Code as the same now exists or may be hereafter amended.

ARTICLE XI. AMENDMENTS

The Bylaws may be amended, repealed or altered in whole or in part by the affirmative vote of two-thirds (2/3) of the voting membership, provided that the proposed amendment is submitted in writing to each voting member at least fifteen days prior to the meeting at which the proposed amendment is presented for adoption. If a part of these Bylaws that covers an action requiring an affirmative vote of more than two-thirds (2/3) of the voting members for its approval is to be amended, repealed or altered, the adoption of the amendment requires an affirmative vote equal to that required for the action.

The Articles of Incorporation may be amended, repealed or altered in whole or in part by the affirmative vote of four-fifths (4/5) of the voting members, provided that the proposed amendment is submitted in writing to each voting member at least fifteen days prior to the meeting at which the proposed amendment is presented for adoption.

April 4, 2017
AMENDMENTS TO THE BYLAWS