



AP-1010 Restated By-Laws

ARTICLE 1: NAME

This Corporation shall be known as SHARE YOUR CARE, INCORPORATED.

ARTICLE II: PURPOSES

Section 1: All charitable and educational purposes allowed by the law including, but not limited to, operation of a private, non-profit agency, operating a facility to provide day care for the elderly and other persons of limited ability, age eighteen (18) and over, including requisite ancillary services such as transportation.

ARTICLE III: MEMBERSHIP

Section 1: Class of Members

The Corporation shall have two classes of members: Directors and Sustaining Members. Only Directors may be voting members of the Corporation; Directors shall also be Sustaining Members. No employee of the agency, including the Executive Director, shall be a member of the Board of Directors of the agency.

Section 2: Eligibility

Any resident of Bernalillo County or nearby communities who evidences real interest in the agency and desire to support its work shall be eligible to participate as a friend or volunteer in support of the agency.

Section 3: Election to Board of Directors

- A. Appointments or election to the Board of Directors shall be upon approval of the Board of Directors.
- B. Prospective directors shall be recommended by the Nominating Committee and elected by the Board at a regular meeting.

ARTICLE IV: OFFICERS

Section 1: Officers

Officers of the Board of Directors shall consist of a President, Vice-President, Secretary, and Treasurer. This group shall be known as the Executive Committee. The immediate past President shall serve as an advisor to the Executive Committee.

Section 2: Nomination and Election

- A. The nominating committee shall present a single slate of candidates to the April meeting of the Board of Directors.
- B. The Officers shall be elected by the Board at the June meeting and shall take office on July 1. They shall serve for a term of one year, or until their successors take office.
- C. Other offices may be created and filled at any meeting of the Board of Directors.
- D. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 3: The officers shall perform the duties prescribed for them in Article VI, contained herein, and delegated by the Board of Directors unless otherwise prescribed by the Board.

Section 4: Any officers elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

ARTICLE V: BOARD OF DIRECTORS

Section 1: The governance of the Corporation shall be vested in the Board of Directors composed of not less than five nor more than eleven members including the elected officers.

Section 2: The function of the Board of Directors is to make policy relative to the operation of the Corporation. The Board will employ an Executive Director to carry out such policy, employing and directing such staff as needed. Board members may be appointed by the President to serve as signers on the Agency's accounts with financial institutions.

Section 3: Past Board members can be considered for membership only after they have not served on the Board for at least two years.

Section 4: Each member shall serve on the board for three years following election, or until his successor shall have been duly elected and qualified. No member shall serve more than three consecutive three-year terms. Members whose terms expire shall notify the Chair of the Nominating Committee six months prior to the expiration of their term of their desire to be renominated for another three-year term (unless it is the end of a third three-year term).

Board members slated for re-election shall be voted on by secret ballot.

Section 5: The actions of the Board of Directors shall be evidenced by writing bearing the signatures of the President, or in his/her absence the Vice-President and the attestation of the Secretary. The Corporation shall have no seal. In the absence of the Secretary of the Board, the president shall appoint an officer to certify (attest) the Minutes of the Meeting.

Section 6: Resignations and Removal

- A. Resignations shall be made in writing to the President of the Board.

B. It is the responsibility of each Board Member to contact the President of the Board by phone or email before the scheduled Board meeting to notify the Board that they will be absent from that meeting. This will allow the Board to determine ahead of time if they will be a Quorum of members to vote on any important issues being presented at the meeting. If two consecutive Board meetings are missed by that member without notification, it would be in the best interest of both the Board and of that particular member for a vote to be taken to remove that member from the Board. All absences should be monitored by the Secretary of the Board.

Section 7: Vacancies

- A. Vacancies among the officers or members of the Board of Directors shall be filled by the Board upon the recommendation of the Nominating Committee at any meeting of the Board.
- B. Vacancies occurring prior to completion of a three-year term shall be filled by election or appointment by the Board for the unexpired time.

Section 8: Quorum

A majority of Directors and officers shall constitute a quorum at their respective meetings.

Section 9: Voting

- A. The privilege of voting shall be reserved to members of the Board of Directors.
- B. Approval of any motion placed before the Board of Directors shall be by vote of a majority of the members present at a regular or special meeting.

ARTICLE VI: DUTIES OF THE OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS:

Section 1: Duties of the President

The President of the Board of Directors shall:

- Open the meeting at the time the meeting has been set.
- Announce the business before the Board in the order in which it is to be acted upon.
- State and put to vote all questions which are regularly moved, and announce the result of the vote.
- Restrain the members, when engaged in debate, within the rules of order, enforce the observance of order and decorum among the members, and inform the Board when necessary on a point of order or practice.
- Authenticate, by his/her signature, when necessary, all the acts, orders, and proceedings of the Board, and in general represent and stand for the Board, declaring its will and obeying its commands.
- Vote when the vote is by ballot, and in all other cases where his/her vote would change the result. Thus, (s)he can vote with a minority when it will produce a tie vote and thus cause the motion to fail.
- Before the motion is put to a vote, relinquish the chair to the secretary or to the person making the motion when the motion refers especially to the President.

- If it is necessary to vacate the chair, appoint the Vice-President pro-tem-act as ex-officio member of all committees except the Nominating committee. The President will chair the Executive committee.
- With the Secretary of the Board, provide a written agenda before each regular Board meeting.
- Appoint standing and ad hoc committees as needed.
- Co-sign checks.
- Appoint Board members other than officers to co-sign checks if deemed necessary in order to maintain timely disbursement or deposit of funds in financial institutions.
- Appoint a Share Your Care, Inc. Program Management employee to co-sign checks.

Section 2: Duties of the Vice-President

The Vice-President of the Board of Directors shall:

- Participate in the decision-making process of the Board. (S)he is entitled to a vote as a Board member.
- Preside in the absence of the President or when the President vacates the chair the Vice-President will become President of the Board for the rest of the President's term if the President vacates the position.
- Follow the duties prescribed for the President when presiding in place of the President.
- Serve as chairperson of at least one major standing committee.
- Co-sign checks.

Section 3: Duties of the Secretary (Revised 07/2002)

The Secretary of the Board of Directors shall:

- Assist the staff in recording the minutes of meeting.
- Keep a permanent file of minutes with attachments, revisions, etc., and other records of the actions taken by the Board of Directors.
- Certify the accuracy and official adoption of minutes.
- Undertake Board correspondence subject to the approval and/or direction of the President or other appropriate member.
- Sign official documents when requested.
- Participate in committee work.
- Co-sign checks when requested.

Section 4: Duties of the Treasurer

The Treasurer of the Board of Directors shall:

- Review the monthly financial report to the Board in advance of the regular Board meeting.
- Request clarification of the financial report, if necessary, prior to the Board meeting.
- Sign the monthly financial report to the Board.
- Present the monthly financial report to the Board.
- Serve as liaison between the Board and the bookkeeper.
- Monitor the annual professional audit, and assure its presentation to the Board in an appropriate and timely manner.

- In conjunction with the Executive Director, assist the Board in planning and implementing budgets that reflect the policy of Share Your Care, Incorporated and the goals and directives of the Board.
- Participate in committee work.
- Develop, maintain, and oversee all financial planning programs implemented by the Board.
- Co-sign checks.

Section 5: Duties of Board Members

The members of the Board of Directors shall:

- Attend all regular and specially-called Board meetings unless there is a valid excuse for absence.
- Offer any motion that is germane to Share Your Care, Incorporated.
- Explain or discuss that motion, or any matter properly brought before the Board.
- Participate in committee work.
- Co-sign checks if appointed to do so by the President of the Board.

ARTICLE VII: MEETINGS

Section 1: The Board of Directors shall hold regular meetings in June, August, October, December, February and April otherwise directed by the President.

Section 2: The Board of Directors shall be notified of the monthly meetings via a prepared Agenda, which is given to the Board of Directors by the administrative office personnel, a minimum of five days prior to the meeting date.

Section 3: Notice of the date, time, and place of the meetings of the Board shall be announced to the public through some form of media.

Section 4: Special meetings of the Board of Directors may be called by the President, or by written request by one-third of the elected members of the Board. The secretary shall notify each member of such special meetings.

Section 5: The Board of Directors may provide by resolution the time and place for the appointment of additional regular meetings.

Section 6: The Board of Directors may act, without convening in general or special meetings by written resolution signed by all the members of the Board and duly entered in the corporate records.

Section 7: The Annual Meeting shall be held during the last quarter of the calendar year.

ARTICLE VIII: REMUNERATION

No compensation shall be paid to directors. No remuneration shall be paid to a director for services performed for the Corporation in any capacity unless resolution authorizing such remuneration shall have been adopted by the Board of Directors before the services were rendered.

A director may not be an employee of the Corporation.



ARTICLE IX COMMITTEES OF THE BOARD OF DIRECTORS

Section 1: Executive Committee

There shall be an Executive committee composed of officers of the Board of Directors, which shall have all the powers of the Board of Directors between meetings. The actions of the Executive Committee shall be reported to the Board at its next meeting for the Board's information. The Executive Committee functions to make emergency decisions, and generally guide the direction of the Corporation.

Section 2: Standing and Special Committees

A. The President shall appoint the following standing committees with the approval of the Executive Committee:

B. Nominating/Personnel Committee

The President shall appoint other standing committees as required.

B. Special committees shall be appointed by the President of the Board of Directors for any specific purpose, and until the day the task assigned it has been accepted by the Board, the special committee continues to exist.

C. The policy of standing and special committees shall be as follows:

1. Committee members are appointed by the presiding officer during a meeting of the Board of Directors. A list of the members shall be recorded in the Minutes of the meeting. Non-Board members may subsequently be asked to serve on the committee, and their names shall be duly recorded.
2. The chairperson of each committee must be a member of the Board of Directors and is either appointed by the presiding officer or is elected by the members of the committee. In his/her absence, the next named member who is a member of the Board of Directors becomes chairperson. Non-Board members may not chair the committee.
3. Each standing committee is appointed annually.
4. The chairperson of the committee shall call the committee together.
5. The chairperson of a standing committee must report in writing at the annual meeting, or before, on everything referred to the committee whether accomplished or not, and also everything initiated by it during the year.
6. All committees shall report their activities at each regular Board meeting.
7. A special committee is appointed for a specific purpose, and until the duty assigned it by the Board is accomplished, it continues to exist.

A special committee is not discharged when an annual meeting has intervened.

8. When necessary, committees may submit an interim report to the President for discussion as part of the committee process.
 9. When a committee's report has been amended to suit the majority of the committee, the committee members should adopt it as their committee report and direct the chairperson or some other member of the committee to present it to the Board of Directors at the next scheduled meeting.
 10. Committee reports may be received by general consent or, when necessary, by a formal vote of the Board of Directors if a recommendation is offered.
 11. A special committee ceases to exist as soon as the Board of Directors accepts its report.
 12. The President shall be an ex-officio member of all committees except the Nominating Committee.
- D. There shall be a NOMINATING/PERSONNEL COMMITTEE whose mission is:
1. Continuous, active recruitment of new Board members.
 2. Screening, proposal, and initial orienting of potential Board members for vacancies on the Board of Directors.
 3. The President of the Board will notify the Board member after a vote has been taken, informing that he or she has been removed from the Board, and to also thank them for the time they graciously gave in the past.
 4. Presenting in April to the Board of Directors a slate of officers for the succeeding year.
 5. A continuously updated job description for the Executive Director.
 6. The search for, and nomination to the Board of Directors of appropriate candidates for a vacated Executive Directors position.
 7. Evaluation of the Executive Director after the first six months of employment, and annually thereafter.
 8. Recommendation to the Board of Directors for (or against) salary raises and bonuses for the Executive Director, based on the evaluations.
 9. Handling of grievance or other procedures having to do with hiring and firing of staff members, and which, according to the Policies and Procedures, appropriately come before the Board of Directors.
 10. Reviewing all policies, including personnel policies annually.
 11. Implementation of the personnel policy in cooperation with the Executive Director, when appropriate.



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12. Receive from the Executive Director a regular report covering compliance with the EEO plan, describing any promotions, selection of new employees and their wages by race, sex, and national origin, as required in Affirmative Action Plan.

The Nominating/Personnel Committee shall report its activities to the Board of Directors at each regular meeting of the Board.

ARTICLE X: THE EXECUTIVE DIRECTOR

Section 1:

- A. The Board of Directors shall appoint an Executive Director who shall be the administrative head of the agency having charge of general supervision and management including hiring, firing, promotions and all other aspects of personnel management.
- B. The Director is responsible for organizing, planning, budgeting, daily operations and evaluation of the program, initiating changes and growth. The Executive Director shall coordinate ideas and activities with appropriate committees of the Board of Directors.
- C. The Director is responsible for integration of quality gerontological concepts into Corporation philosophy, practice, goals and objectives.
- D. The Director is responsible for integrity and quality of Corporation personnel performance.
- E. The Director is responsible for status or progress reports to the Board at each regular meeting.
- F. The Director must be bondable.

ARTICLE XI: PARLIAMENTARY AUTHORITY

In all matters not covered by its By-Laws, this organization shall be governed by Robert's Rules of Order, Revised.

ARTICLE XII: AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular or special meeting if at least five days written notice is given of intention to alter, amend, or repeal or to adopt new By-Laws at such meeting.

ARTICLE XIII: DISSOLUTION

Should Share Your Care, Incorporated cease to exist, all real personal property solely owned by the Corporation must be donated to a public agency approved by the Board.