

**BY-LAWS OF
JUVENILE JUSTICE ADVISORY BOARD, INC.**

SECTION I. NAME

The name of the Committee shall be The Los Alamos Juvenile Justice Advisory Board (JJAB) Inc., hereinafter referred to as the "Board" or "Organization". This Board was established March 17, 2004.

SECTION II. OUR MISSION

We effectively facilitate the application of resources through innovative direct services and collaborative networks, to engage and support the youth and families of Los Alamos.

SECTION III. PURPOSE

The Board is organized in accordance with requirements of an organization holding 501(c)(3) status under the U.S. Internal Revenue Service Tax Code, to promote:

- A. For exclusively charitable purposes, within the meaning of 501(c)(3) of the Internal Revenue Code, to raise awareness within our communities, families, school districts, service providers and local agencies concerning youth issues and to provide support, resources, training, and outreach to said groups and to publicize and promote the purposes of the Corporation;
- B. To exercise all rights and powers conferred by the laws of the State of New Mexico upon nonprofit corporations, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principle, and proceeds of such property, for any of the purposes set forth herein;
- C. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which nonprofit corporations may be incorporated under the New Mexico Nonprofit Corporation Act, and any successor or amendment to said Act;
- D. To do such other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

SECTION IV. BOARD OF DIRECTORS

A. BOARD COMPOSITION

1. Membership in the Juvenile Justice Advisory Board (JJAB) shall represent a broad spectrum of interests, but not limited to the following:

<u>Position:</u>	<u>Designated by:</u>
District Court	Agency
District Attorney's Office	Agency
CYFD/JPO	Agency
Local Law Enforcement	Agency - LAPD
Local Government	JJAB
Los Alamos Public Schools	Agency
Los Alamos Public Schools	Agency
Los Alamos Public Schools	Agency
Los Alamos National Laboratory	Agency
UNM-LA	Agency
Public Safety/LAFD	Agency – LAFD
Senior Citizen	Agency - Senior Center Contractor
Faith Community	JJAB
Business	JJAB
Healthcare Provider	JJAB
Parent	JJAB
Parent	JJAB
Member at Large	JJAB/Term Limit
Member at Large	JJAB/Term Limit
Member at Large	JJAB/Term Limit

- No Agency or individual, contracted with the Organization which receives annual (fiscal year) program funding, in the amount greater than \$10,000, from the Organization shall hold a position on the Board. The amount of annual (fiscal year) program funding is calculated as the difference between funds provided to the Organization by the Agency and funds allocated from the Organization.

B. VACANCIES

- Any Member may resign at any time by giving prior written notice of such resignation to the Chair. Furthermore, Members may be removed, with notice, from the Board for misconduct, apparent conflict of interest, incapacity or death, or other situations deemed necessary by the majority of the other Members.
- In the event of a Member at Large, Member designated by JJAB, or a Youth Liaison vacancy, the Chair may request the formation of an Ad Hoc Board Committee to recruit and nominate a candidate to serve the remainder of the term of such former incumbent. Said nominations and appointments shall be made and voted on at the meeting of the Board of Directors. All other Member vacancies shall be filled by the designated agency.

C. TERMS

- The term for Officers shall expire two (2) years from the date of election at the annual meeting but, is subject to renewal. No Officer shall hold an elected position for more than two (2) consecutive, two (2) year terms.
- In the event of an Officer vacancy, a special election will be held at the next regularly scheduled meeting or a special meeting may be called. The elected Officer's term will expire at the next annual meeting designated for Officer elections.
- The term of Members at Large shall expire two (2) years from the effective date but, is subject to renewal.

4. All other Members and non-voting Liaisons will serve at the will of the designated agency.

D. RESPONSIBILITIES AND LIABILITY

1. The voting Board Members shall be trustees of the organization and its assets, both real and personal, and shall fulfill functions and duties ascribed them by all applicable laws. In addition, they shall advise the Executive Director in matters of the operation of the organization.
2. Members shall be responsible for attending Board meetings in person or may delegate their voting power to another board member "proxy", to enable a vote in absence. Members must notify the Chair or Executive Director, in writing, at least 24 hours prior to the meeting, regarding the designation of a proxy. Members also must provide verbal notification at the start of the Board meeting as to their representation as a proxy.
3. Exception for remote attendance by phone or teleconference may be given by the Chair or Executive Director.
4. Members will notify Chair or the Executive Director of an anticipated absence from a Board meeting.

E. VOTING

1. As a Member of the Board, it is assumed that each member of the Board will have a personal interest in matters that may affect the interest they represent. Any member with actual or apparent conflict of interest shall immediately notify the Chair in advance of any discussion, voting, or other action undertaken by the Board on the particular issue or action that creates conflict. If a conflict of interest, personal or organizational, is deemed applicable by the majority of the Board, the member shall not participate in any unsolicited discussion, shall remove themselves from the meeting during topic discussion, and shall not vote or take other action of the Board in respect to the matter.
2. Should a Member choose to have a designated "proxy" represent them at a meeting, that representative shall have full discussion and voting rights, as if the member was in attendance. The exception being, the Member may not make a motion or second a motion as the represented proxy.
3. Only one (1) Board position shall represent only one (1) vote
4. In the event of a tie vote, the matter at hand will be tabled until the next regular meeting, a special meeting is called, or until further notice is provided by the Chair.
5. For issues requiring decisions or actions that could not be completed at scheduled meetings, or which the Chair feels would require resolution before the next scheduled meeting, voting by e-mail may be utilized. Quorum rules apply.

F. COMPENSATION

1. Members and Officers shall not receive monetary compensation for duties related to the Organization or the Board. Reimbursement is allowed as defined in policy.

SECTION V. BOARD LIAISONS

- A. The Juvenile Justice Advisory Board (JJAB) shall have the following non-voting liaison positions to provide ongoing input and feedback to the Board:

Los Alamos County Social Services	Agency
Los Alamos County Council	Agency
Los Alamos School Board	Agency
NM State Legislative Representative	Elected/JJAB
Middle School Youth	JJAB
High School Youth	JJAB
High School Youth	JJAB
High School Youth	Los Alamos High School

SECTION VI. QUORUM

- A. A quorum shall consist of 40% or more of filled positions.

SECTION VII. OFFICERS

- A. The elected Officers of the Board shall be a Chair, Vice Chair, and Treasurer. The affairs of the Board shall be under the direction of its Officers.
- B. RESPONSIBILITIES OF OFFICERS:
1. Chair: The Chair is responsible for conducting meetings of the Board and with the Executive Director preparing agendas and organizing committees. The Chair will conduct the Executive Committee meetings.
 2. Vice Chair: The Vice Chair shall, in the absence of the Chair, assume the duties of the position. The Vice Chair shall serve on the Executive Committee.
 3. Treasurer: The Treasurer shall oversee and review all financial matters with the Executive Director. The Treasurer will work with the Executive Director to audit the financials, as deemed necessary. The Treasurer shall serve on the Executive Committee.
- C. An Officer may be removed by the Board, with cause and with notice, at any meeting of the Board by majority agreement of the other Members.

SECTION VIII. MEETING PROCEDURES

- A. An annual meeting of the Board shall be held in the month of MARCH of each year. Such annual meetings shall be general meetings, include Officer elections as applicable, and open for the transaction of any business. Annual meetings shall be open to the public.
- B. A regular meeting of the Board shall take place monthly at an appointed time, date, and place identified by the Chair or Executive Director. There shall be a minimum of nine (9) meetings a year.
- C. Special meetings may be called as needed by the Chair and/or a majority of the Members. Notice of the meeting shall be presented to each Member at least three days before the special meeting is to be held.
- D. All Board meetings will be in compliance with the Open Meetings Act. Compliance shall be overseen by the Executive Director. Board meetings are open to the public.
- E. Members may be notified by e-mail, mail, or phone as to the date, time and place of the meetings.
- F. Meetings of the Board and its Committees shall be conducted in accordance with Robert's Rules of Order, as modified by any special rules of procedure as may be adopted from time to time by the Board or the Committee. The exception may be where Robert's Rules or any

adopted rules are in conflict with any of the provisions of these Bylaws or the Articles of Incorporation the Bylaws or Articles of Incorporation shall prevail.

SECTION IX. COMMITTEES

- A. The Board may authorize the formation of an Executive Committee. The members of the Executive Committee shall be the Chair, the Vice-Chair, and the Treasurer, together with the Standing Committee Chairs. The Executive Committee shall manage the affairs of JJAB between meetings of the Board and, unless limited by the Board, shall have and exercise all of the Board's authority not denied it by applicable law. The Executive Committee shall be subject to the control and be responsible to the Board and make reports to the Board, but there shall be no necessity of a further resolution specially authorizing its actions in the general handling of the affairs of the Organization. The Executive Committee shall initiate and complete the process of hiring an Executive Director with the final decision approved by the Board.
- B. The Board may, from time to time, authorize special Ad Hoc Committees to be appointed by the Chair.
- C. The Board may authorize Standing Committees to be appointed by the Chair. Standing committees, other than the Executive Committee, shall be composed of such numbers of members as may be determined by the Board. The Executive Committee shall be composed exclusively of members of the Board. Membership of the remaining standing committees need not be composed entirely of the members of the Board and may include board liaisons and external parties. External participation is limited to a maximum of two (2) people per committee.
- D. Each member of a committee shall continue to serve on the committee until the next annual meeting of the Board and until a successor is appointed. However, the term of a committee member may terminate earlier if a committee member is terminated, dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment.
- E. The Chairperson of each Ad Hoc and Standing Committee shall be selected by the committee members and/or the Board Chair.
- F. No Agency or individual, contracted with the Organization which receives annual (fiscal year) program funding, in the amount greater than \$10,000, from the Organization shall hold a position on a Committee. The amount of annual (fiscal year) program funding is calculated as the difference between funds provided to the Organization by the Agency and funds allocated from the Organization.
- G. Proxies shall not be allowed or used by any committee member for attendance at committee meetings.

SECTION X. BY-LAWS REVISION

- A. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted by a 51% vote of the Board. Such changes must be presented to the majority of Members at a meeting convened with appropriate notice per the requirements set forth in these Bylaws and may be voted on by the majority at the next regularly scheduled meeting

SECTION XI. DISSOLUTION

- A. Upon the dissolution of the Organization, the Board shall, after paying or making provision for the payment of all of the liabilities, dispose of all of the assets exclusively for the purposes of the Organization in such manner, or to such organization operated exclusively for charitable, religious or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of proper jurisdiction, as provided by New Mexico law.

SECTION XII. FISCAL AGENT

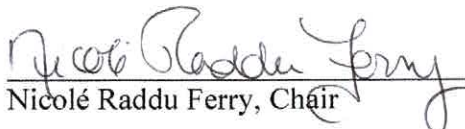
- A. The Organization may designate such fiscal agents, investment advisors and custodians as the Board may select by resolution. The Board may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

SECTION XIII. INDEMNIFICATION AND INSURANCE

- A. The Organization shall indemnify and provide for the defense of any person who was or is a party, is threatened to be made a party to any threatened, pending or completed action, suite, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) as a result of his or her actions or omissions within the scope of his or her official capacity for the Organization as a Board Director, officer, employee, or agent of the Organization, to the full extent permitted under New Mexico state law, as in effect from time to time.
- B. The Organization shall purchase and maintain insurance, unless indicated otherwise in a legal agreement, on behalf of any person who is or was a Board Director, officer, employee, or agent of the Organization.

SECTION XIV. MISCELLANEOUS PROVISIONS

- A. The Board shall govern the Organization in all circumstances which are applicable, and in which are consistent with these Bylaws or policies adopted by the Board.
- B. These Bylaws shall be governed by and construed in accordance with the laws of the State of New Mexico.
- C. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provisions and the Bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the Bylaws.


Nicolé Raddu Ferry, Chair

17 March 2021
Date