



# The Arc of New Mexico Board of Directors

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HANDBOOK  
Policies, Procedures, & Guidelines

## **The Right to Change Content**

The Arc of New Mexico Board of Directors reserves the sole right to interpret, add, delete, or modify all provisions contained in this policy document. Revisions and updated information concerning changes in policy will be available by e-mail communication or in person for board members to vote, approve, and amend as needed. This document will remain a living document with amendments recorded accordingly.

<b>Board approved policies and procedures manual presented January 25, 2019</b>	<b>Adopted/Revised by the Board on</b>
Nominating Process Guidelines	July 2016
Board Nomination Form approval	
The Arc of NM Award Nomination form	January 26, 2019
Reimbursement Policy for BOD	September 2018
Reimbursement Form	
Process for Removal of Board Member	January 26, 2019
Reimbursement Policy for BOD Revision	October 20, 2019
Board Minutes Policy	April 16, 2021
Reimbursement Policy for BOD Revision	July 23, 2022
Board Handbook Combined	March 2023

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# THE MISSION

The Arc of New Mexico promotes and protects the human rights of people with intellectual and developmental disabilities and actively supports their full inclusion and participation in the community throughout their lifetimes.

*Our Mission.*

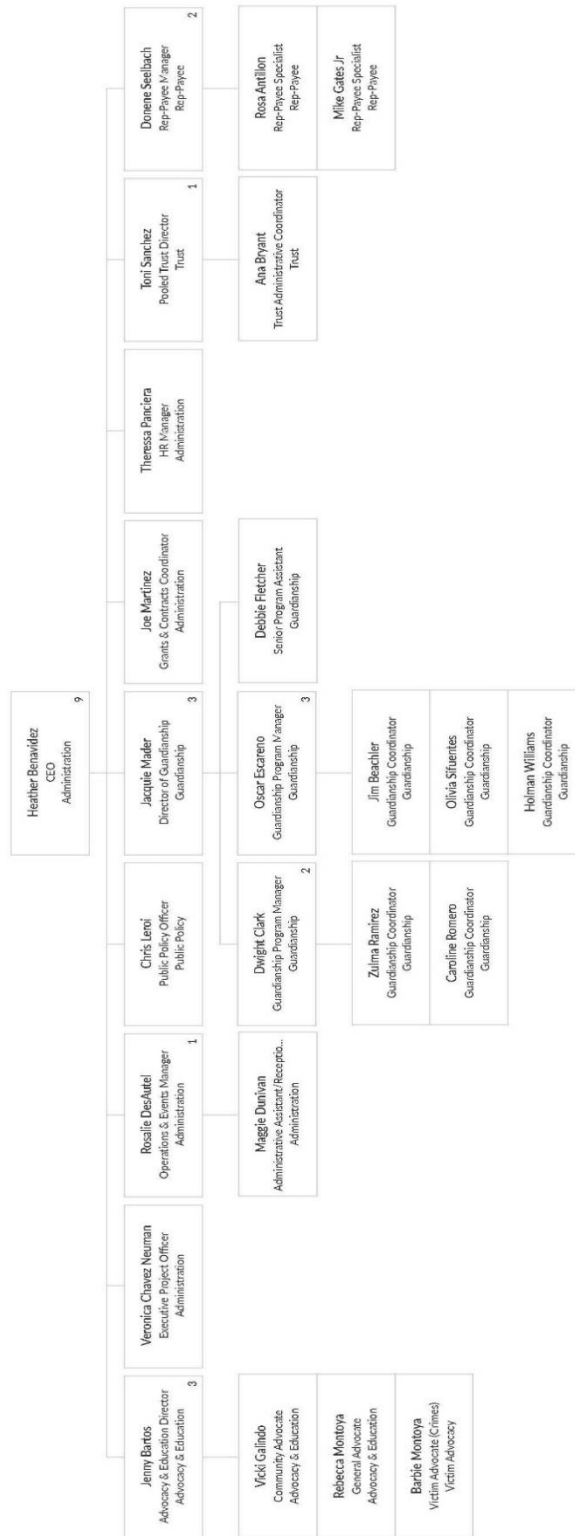
*The Arc of New Mexico promotes and protects the human rights of people with intellectual and developmental disabilities and actively supports their full inclusion and participation in the community throughout their lifetimes.*

## PROGRAMS AT THE ARC OF NEW MEXICO

- **Public Policy** - Promoting the rights of individuals with disabilities during year-round legislative hearings, committee meetings and during the annual Legislative Session. serves as the eyes and the ears of The Arc of New Mexico with the New Mexico State Legislature. For more information please contact: [arcpp@arcnm.org](mailto:arcpp@arcnm.org)
- **Advocacy and Education Program** - Providing advocacy assistance, resources and support to individuals and families in Bernalillo, Sandoval, Santa Fe, Torrance, Valencia and Cibola counties, including system advocacy assistance. This program provides education and training development for individuals with disabilities, as well as their families, support systems, workforce, and their communities. For more information please contact: [advocate@arcnm.org](mailto:advocate@arcnm.org)
- **Sexual Assault Services Victim Advocacy**- A victim advocacy program for sexual assault survivors with disabilities, providing advocacy services, navigating available service options, referrals and technical assistance on providing disability and trauma-informed supports. For more information please contact: [advocate@arcnm.org](mailto:advocate@arcnm.org)
- **Southwestern NM Advocate** - Providing advocacy, support and training to individuals and families in Southern New Mexico. For more information please contact: [advocate@arcnm.org](mailto:advocate@arcnm.org)
- **Master Trust Program** - Administering trusts for over 560 individuals and helping them maintain eligibility for government benefits such as SSI, Medicaid, and Waiver programs. For more information, please contact: [arctrust@arcnm.org](mailto:arctrust@arcnm.org)
- **Guardianship Program** - Assisting approximately 180 individuals with decision-making at the level that each person requires. For more information please contact: [guardianship@arcnm.org](mailto:guardianship@arcnm.org)
- **New Mexico Down Syndrome Fund Program** - Providing advocacy to individuals with Down Syndrome and families through education and training initiatives. For more information please contact: [administration@arcnm.org](mailto:administration@arcnm.org)
- **Representative Payee Program** - Helping over 300 individuals with budgeting their Social Security & VA benefits and finances. For more information please contact: [arcrp@arcnm.org](mailto:arcrp@arcnm.org)



# ORGANIZATIONAL CHART



# BOARD STRUCTURE



## About Serving on The Arc of New Mexico's Board of Directors

The Board Nominating Committee will seek candidates that believe in and will actively support **the mission, core values and vision of The Arc**. The Arc's Board of Directors have also adopted two statements defining the roles of responsibilities of the Board, as a whole, and of individual board members. This information is provided, below, to assist individuals in understanding what is involved in board service.

### The Arc of New Mexico's Mission Statement

The Arc promotes and protects the human rights of people with intellectual and developmental disabilities and actively supports their full inclusion and participation in the community throughout their lifetimes.

### The Arc of New Mexico's Core Values

THE ARC SHARES A COMMITMENT TO CORE VALUES WHICH INFLUENCE AND INFORM OUR WORK

#### People First

The Arc believes that all people with intellectual and developmental disabilities are defined by their own strengths, abilities and inherent value, not by their disability.

#### Equity

The Arc believes that people with intellectual and developmental disabilities are entitled to the respect, dignity, equality, safety, and security accorded to other members of society, and are equal before the law.

#### Community

The Arc believes that people with intellectual and developmental disabilities belong in the community and have fundamental moral, civil and constitutional rights to be fully included and actively participate in all aspects of society.

#### Self-determination

The Arc believes in self-determination and self-advocacy. People with intellectual and developmental disabilities, with appropriate resources and supports, can make decisions about their own lives and must be heard on issues that affect their well-being.

#### Diversity

The Arc believes that society in general and The Arc in particular benefit from the contributions of people with diverse personal characteristics (including but not limited to race, ethnicity, religion, age, geographic location, sexual orientation, gender and type of disability).



## The Arc of New Mexico's Guiding Principles

### Participatory Democracy

The Arc acts to ensure that people with intellectual and developmental disabilities, their parents, siblings, family members and other concerned members of the public have meaningful opportunities to inform and guide the direction of the organization's advocacy, including determining policy and positions on important issues. The Arc strives for diversity in its leadership, as well as in all facets of the work of the organization.

### Visionary Leadership

The Arc leads by articulating a positive vision for the future of people with intellectual and developmental disabilities and catalyzes public and private support in realization of that vision through carefully planned and well-executed goals, strategies and actions.

### Public Interest

The Arc represents the public interest, supporting and acting with and on behalf of all people with intellectual and developmental disabilities and their families regardless of the type of disability or membership in The Arc.

### Collaboration

The Arc works with individuals, organizations and coalitions in a collaborative fashion. The Arc values and promotes effective partnerships between volunteer and staff leadership at all levels of the organization.

### Transparency, Integrity and Excellence

The Arc conducts its business with integrity, accountability, and open, honest and timely communication. The Arc is committed to quality and excellence in all its does.

### Vision for The Arc of New Mexico

The Arc of NM is a leading advocate for all people with intellectual and developmental disabilities and their families and the premier provider of the supports and services people want and need. The Arc actively involves people with I/DD, their parents, siblings and other family members, caregivers, colleagues, neighbors and friends as leaders and activists in a movement dedicated to the inclusion of people with I/DD in all aspects of society. The Arc assures that the human rights of people with I/DD are attained, and that sufficient resources are available to meet their needs, in every community in our nation.

The Arc is the standard bearer for best practices in supports and services for people with I/DD and has a demonstrable record of success in achieving the outcomes people want for their lives. Welcoming people of all races, ethnicity and socio-economic status, and providing both a sense of purpose and of belonging, The Arc is the resource of first choice for people with I/DD and their families regardless of the diagnosis and at all stages of life.

## The Arc of New Mexico's Vision for all People with Intellectual and Developmental Disabilities

All people with intellectual and developmental disabilities are included and participate as full members of the community. Infants, children and youth with I/DD experience the security of family, while living and learning with their peers. Adults with I/DD lead lives of their own choosing, fully integrated in the community, have the opportunity to engage in productive work for fair wages, participate in civic and community affairs, have good health and enjoy meaningful relationships.

People with I/DD have access to the full range of home and community-based supports and services necessary to control their own lives; their families have access to needed family supports. Families enjoy the freedom and peace of mind that comes from knowing that their loved ones have the supports they need to live a full and satisfying life.

Valued and accepted, people with I/DD enjoy the respect, dignity, equality, safety and security accorded to other members of society. As self-advocates, they have a powerful and united voice on the issues that affect their lives and well-being, and enjoy the broad support of family members, friends, colleagues and community members. People with I/DD and their families fully embrace The Arc as their preferred partner for advocacy, services and supports

# The Arc of New Mexico

## Amended and Restated Bylaws

### **Article 1. Corporate Name and Offices**

The name of this Corporation shall be The Arc of New Mexico. The principal office of The Arc of New Mexico shall be in the City of Albuquerque, State of New Mexico or at such office at such other places within or without the State of New Mexico as the Board of Directors may from time to time determine.

### **Article 2. Members**

The Arc of New Mexico shall have no members as that term is defined by the New Mexico Nonprofit Corporation Act.

### **Article 3. Restrictions**

3.1 The Arc of New Mexico is not formed for pecuniary or financial gain and no part of its assets, income, or profit shall be distributed to or inure to the benefit of its directors or officers.

3.2 No substantial part of the activities of The Arc of New Mexico shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and The Arc of New Mexico shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3.3 The Arc of New Mexico shall conduct its affairs such that it will not jeopardize its exemption from federal and state income taxation. It is, and shall be, the policy of The Arc of New Mexico that none of its facilities, activities or programs shall exclude from participation any person on the basis of age, race, disability, religion, sex, national origin, sexual orientation, gender identity, or socio-economic status.

### **Article 4. Board of Directors**

4.1 Board. The Board of Directors shall manage the business and affairs of this Corporation. The number of Directors may be increased or decreased from time to time but in no event shall the Board of Directors consist of less than three (3) Directors, and shall represent each region (Northeast region, Southeast region, Central region, Southwest region, and Northwest region). At least one Director shall have an intellectual or developmental disability. Directors shall be elected by the members of the Board at the annual meeting of the Corporation, and each director shall be elected for a term of two years and until (a) the Director's successor shall be elected, or (b) the Director's earlier resignation or removal. Directors may not serve for more than two (2) terms.

4.2 Method of Election. The Board of Directors shall, by resolution, determine the method for nominating and electing Directors.

4.3 Annual Meetings. The Board of Directors shall hold its annual meeting during the last month of the Corporation's fiscal year or at such times and in such places as the Board of Directors may determine in advance. At each annual meeting, the Board shall elect the officers of the Corporation, and may transact any other business that may properly be brought before a meeting of the Board of Directors.

4.4 Vacancies and Additions to Board Other Than at Annual Meetings. Vacancies in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors present, though less than quorum, or by a sole remaining Director, at any meeting of the Board of Directors called for that purpose, and each Director so elected shall hold office for the unexpired term of the Director's predecessor in office. Any

Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next annual meeting of the Board.

4.5 Regular Meetings. The Board of Directors in its discretion shall fix a place and time for regular meetings of the Board to take place not less frequently than four times per year.

4.6 Special Meetings. Special meetings of the Board may be called at any time by the President or no less than one quarter of the Directors, provided that not less than twenty-four (24) hours' notice is provided. Such meetings may be held by telephonic communication, in person or by similar communications technology.

4.7 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors including, but not limited to, the election or removal of Directors and officers, may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action.

4.8 Place of Meetings. The Board of Directors may hold its meetings at any place within or without the State of New Mexico as may be specified in the respective notices of such meetings. In the absence of such specification, meetings shall be held at the principal office of the Corporation. Members of the Board of Directors may participate in any meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

4.9 Quorum. 60% of the total number of directors shall constitute a quorum for the transaction of business.

4.10 Compensation. Directors shall not receive compensation for their services but may be reimbursed for travel and other necessary expenses incurred in attending meetings and transacting business of the Corporation.

4.11 Resignation. Any Director may resign at any time by giving written notice of such resignation to the President or to the Secretary of the Corporation. Unless the written notice of resignation specifies a later date, a Director's resignation shall be effective upon delivery. The acceptance of a resignation shall not be required to make it effective.

4.12 Removal. Any Director may be removed from the Board by a quorum of Board members, other than the Director whose removal is proposed (which Director shall not have a vote nor be counted in determining whether the necessary quorum vote has occurred) at any regular or special meeting called for that purpose whenever the Board determines such removal would be in the best interest of the Corporation.

#### **Article 5. Officers**

The officers of the Corporation must be members of the Board of Directors and shall be chosen by the Directors and shall, at a minimum, include a President, Past President, Secretary and Treasurer. The Board of Directors may also choose one or more Vice Presidents and such other officers as it shall deem necessary. Any number of offices may be held by the same person. The Officers of the Corporation shall hold office for two years or until their successors are chosen and have qualified with the exception of the Treasurer and Secretary who shall hold office for three years.

5.1 Compensation. Officers shall not receive compensation for their services.

5.2 Term of Office. The officers of the Corporation shall hold office for one year or until their successors are chosen and have qualified. Any officer or agent elected or appointed by the Board may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby.

5.3 President. The President shall preside at all meetings of the directors and shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation.

5.4 Secretary. The Secretary shall attend all sessions of the Board and act as clerk thereof and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose and shall perform like duties for all committees of the Board of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President.

5.5 Treasurer. The Treasurer shall have the responsibility of ensuring the Corporation is a good steward of corporate funds, charitable donations, the tax-exempt status, and providing oversight of the Corporation's fiscal integrity, and assisting the Board in meeting its mandate to govern. The Treasurer, shall, in general, perform the duties incident to the office of Treasurer of a nonprofit corporation formed under the laws of the state of New Mexico. The Directors may, by resolution, require more than one signature on checks exceeding a specified amount.

5.6 Removal or Replacement. Any officer may be removed or replaced, either with or without cause or advance notice, by vote of a majority of the Directors present at a meeting of Directors at which such vote is taken; but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Removal as an officer shall also constitute removal from the Executive Committee if such committee is created.

5.7 Resignation. Any officer may resign their office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some other time be fixed in the resignation, and then from that time. The acceptance of a resignation shall not be required to make it effective.

#### **Article 6. Employees**

6.1 The Corporation shall have a Chief Executive Officer and any such other employees as may be budgeted and approved by the Board. The Board shall establish their duties and fix their salary.

6.2 The Chief Executive Officer shall be the principle executive officer of the Corporation and shall, under the direction of the Board of Directors, supervise and control the business and affairs of the Corporation in accordance with The Arc of New Mexico Policies and Procedures.

6.3 The Chief Executive Officer shall have the power, subject to the resolutions and policies of the Board, to employ, terminate and fix the duties and salaries of the other employees of the Corporation.

#### **Article 7. Committees**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more Officers or Directors. An executive committee if formed, shall be comprised of the officers of the corporation. Such committees shall have and exercise the authority of the Board in the management of the Corporation, subject to such limitations as may be prescribed by the Board and by applicable New Mexico law.

#### **Article 8. Corporate Records**

Any Director of record, in person or by attorney or other agent, shall, upon written demand, stating the purpose

thereof, have the right during the usual hours for business to inspect for any proper purpose the Corporation's books and records, and to make copies or extracts therefrom at the director's expense and in a manner that does not disrupt the business of the Corporation.

#### **Article 9. Miscellaneous Provisions**

9.1 Indemnification. No Director or Officer shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said Director or Officer performed for or on behalf of the Corporation as duly authorized by the Board of Directors. The Corporation shall and does hereby indemnify and hold harmless each person who shall serve at any time as a Director or Officer of the Corporation, as well as such person's heirs and administrators, from and against any and all claims, judgments, and liabilities to which such persons shall become subject, by reason of such person having served as a Director or Officer of the Corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have been taken as Director or Officer, and shall reimburse any such person for all legal and other expenses reasonably incurred in connection with any such claim or liability; provided that the Corporation shall have the power to defend such person from all suits or claims; and provided further that no such person shall be indemnified against or be reimbursed for or be defended against any expense or liability incurred in connection with any claim or action arising out of such person's own reckless or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case, even though not specifically provided for herein or otherwise permitted. The Corporation, its Directors, Officers, employees and agents shall be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel.

9.2 Disallowance of Compensation. Any payments made to an officer, director or employee of the Corporation such as a salary, commission, bonus, interest, rent, travel or entertainment expense incurred by the director, which may constitute disallowance of the Corporation by any taxation authority shall be reimbursed by such officer, director or employee to the Corporation to the full extent of such disallowance. It shall be the duty of the directors to enforce payment of each such amount disallowed. In lieu of payment by the officer, director or employee, subject to the determination of the directors, proportionate amounts may be withheld from the director/officer's future compensation payments until the amount owed to the Corporation has been recovered.

9.3 Fiscal Year. The fiscal year shall begin on the first day of January of each year.

9.4 Governing Law. The conduct of the Corporation is subject to the provisions of the Nonprofit Corporations Act and the laws of New Mexico. If any provision of these Bylaws, or if any conduct by the Corporation or its officers or directors, is contrary to any mandatory statutory requirement, such statute shall pertain.

9.5 Notice. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail or electronically, to the person's address appearing on the books of the Corporation or supplied by the person to the Corporation for the purpose of notice. Notice shall be deemed to have been given when deposited in the United States mail, or when provided electronically to such person. Such notice shall specify the place, day and hour of the meeting as well as the general nature of the business to be transacted.

#### **Article 10. Amendments**

The power to adopt, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Such adoption, amendment or repeal requires an affirmative vote of a majority of the members of the Board of Directors at any regular meeting or at any special meeting if notice in writing of the proposed amendment is

contained in the special meeting notice thirty (30) days prior to the meeting date.

The foregoing Amended and Restated Bylaws of The Arc of New Mexico were adopted by a [unanimous] vote of the Board of Directors at a meeting duly called on this \_8th\_ day of \_September\_, \_2022.

## Foundation Bylaws

### The Arc of New Mexico Foundation Amended and Restated Bylaws

#### **Article 1. Corporate Name and Offices**

The name of this Corporation shall be The Arc of New Mexico Foundation. The principal office of The Arc of New Mexico Foundation shall be in the City of Albuquerque, State of New Mexico or at such office at such other places within or without the State of New Mexico as the Board of Directors may from time to time determine.

#### **Article 2. Members**

The Arc of New Mexico Foundation shall have no shareholders or members. No share of capital stock shall be issued.

#### **Article 3. Restrictions**

3.1 The Arc of New Mexico Foundation is not formed for pecuniary or financial gain and no part of its assets, income, or profit shall be distributed to or inure to the benefit of its directors or officers.

3.2 No substantial part of the activities of The Arc of New Mexico Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and The Arc of New Mexico Foundation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3.3 The Arc of New Mexico Foundation shall conduct its affairs such that it will not jeopardize its exemption from federal and state income taxation. It is, and shall be, the policy of The Arc of New Mexico Foundation that none of its facilities, activities or programs shall exclude from participation any person on the basis of race, religion, sex, national origin, sexual orientation or gender identity.

#### **Article 4. Directors**

The Board of Directors shall manage the business and affairs of this Corporation. The composition, number, qualifications, terms of office and manner of selection of the Board are determined as follows:

4.1 The Arc of New Mexico, the supported organization of The Arc of New Mexico Foundation, shall appoint the Foundation Board of Directors.

4.2 Vacancies occurring during a predetermined term are filled for the unexpired term by a majority vote at any meeting of The Arc of New Mexico Board of Directors.

4.3 Any Director who is absent from three (3) consecutive meetings of the Board shall automatically vacate his/her directorship. A written proxy shall not constitute attendance for the purpose of this section.

4.4 Any Director may resign at any time by giving written notice of such resignation to the President or to the Secretary of the Corporation. Unless the written notice of resignation specifies a later date, Director's resignation shall be effective upon delivery.

#### **Article 5. Officers of the Foundation**

5.1 Officers: The Officers of The Foundation shall consist of the President, Senior Vice-President, Secretary, Treasurer and Immediate Past President.

5.2 Elections and Term: All Officers shall be elected annually at the Annual Meeting. If vacancies exist on the slate other nominations will be considered at the Annual Meeting. The newly elected officers shall be installed at the same Annual Meeting. Duly elected officers and directors shall assume the duties of office immediately upon installation. Staff of The Arc cannot be placed in nomination or elected as an officer or board member of The Arc. Each Officer shall hold office until his or her successor has been duly elected and qualified, or until removed as hereinafter provided.

5.3 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of The Board of Directors.

5.4 Removal: Any Officer or agent may be removed by The Board of Directors whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an Officer or agent shall not of itself create contract rights.

5.5 Duties of Officers: The duties and powers of the Officers of the corporation shall be such duties and powers usually and customarily associated with such Officers of nonprofit corporations or those set by Resolution of The Foundation Board of Directors.

#### **Article 6. Meetings**

##### **6.1 Annual Meeting**

An annual meeting of The Foundation Board of Directors shall be held within a period beginning sixty days before, and ending sixty days after, The Arc of New Mexico Annual Business meeting.

##### **6.2 Regular Meetings**

The Foundation Board of Directors meets as needed. The day, hour, and place are determined by The Foundation Board.

##### **6.3 Special Meetings**

Special meetings of The Foundation Board of Directors may be called by, or at the request of, The Foundation Chairperson, the CEO of The Arc of New Mexico, or a majority of The Foundation Directors.



## **Place of Meeting**

The Foundation Board of Directors may designate any place as the place of meeting for any annual meeting, or for any regular or special meetings called by the President of The Foundation Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of the meeting is The Arc of New Mexico central office. If all the Directors meet at any time and place and consent to the holding of a meeting, such meeting is valid without call or notice, and at such meeting any Foundation action may be taken.

### **6.4 Notice of Meeting**

Notice of any meeting of The Foundation Board of Directors shall be given at least three (3) days previous thereto by telephone, email or facsimile communication. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of The Foundation Board of Directors, need be specified in the notice or waiver of notice of the meeting.

### **6.5 Quorum**

A majority of The Foundation Board of Directors shall constitute a quorum for the transaction of business at any meeting. If a quorum is not present at a meeting of The Foundation Board of Directors, a majority of the Directors present may adjourn the meeting without further notice.

### **6.6 Electronic Attendance at Meetings**

Directors may participate in a meeting of the board by means of telephonic or other electronic communication by which all persons participating in the meeting can hear each other during the meeting.

## **Article 7. Voting**

At all meetings, except for the election of Officers, all votes are by voice vote.

## **Article 8. Contracts, Checks, Deposits and Gifts**

### **8.1 Contracts**

The Foundation Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Foundation and this authority may be general or confined to specific instances.

### **8.2 Deposits**

All funds of The Foundation shall be deposited to the credit of The Foundation in banks, trust companies or other depositories as The Foundation Board of Directors may select.

### **8.3 Checks and Drafts**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such Officer or Officers,

agent or agents of the corporation and in such manner as shall from time to time be determined by Resolution of The Foundation Board of Directors.

#### 8.4 Gifts

The Foundation Board of Directors may accept on behalf of The Foundation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of The Foundation. Such gift acceptance shall be consistent with The Foundation's gift acceptance policies.

#### **Article 9. Fiscal Year**

The fiscal year of The Foundation shall begin on the first day of January and end on the last day of December each year.

#### **Article 10. Waiver of Notice**

Whenever any notice is required to be given under the provisions of the New Mexico Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of The Foundation, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice.

#### **Article 11. Dissolution**

Upon dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation to The Arc of New Mexico, a section 501(c)(3) tax-exempt organization for use in its exempt purposes, except for any assets that are required to be returned conveyed, or transferred by reason of the conditions under which they are held.

In the event The Arc of New Mexico is no longer in existence or it is no longer a qualified exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, the Corporation's assets shall be distributed to one or more organizations which are organized and operated exclusively for charitable, educational, religious or scientific purposes that are similar in nature to charitable purposes of The Arc of New Mexico and which qualifies as an exempt organization under §501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, selected by the Board of Directors.

#### **Article 12. Indemnity**

The Foundation shall indemnify each Director and Officer (or former Director or Officer) of The Foundation, and their heirs, legal representatives and assigns, against expenses and liabilities reasonably incurred in connection with any action, suit, or proceedings in which the Director or Officer is involved or made a party by reason of being or having been such, except in relation to matters as to which the Director indemnitee shall be adjudged to have breached or failed to perform the duties of the Director's office, and the breach or failure to perform constitutes willful misconduct or recklessness, and except in relation to matters as to which the Officer indemnitee duties shall be adjudged guilty of willful misconduct or recklessness in the performance of his or her duties as an Officer.

Advance indemnification of a Director or Officer (or former Director or Officer) may be allowed for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding, provided that the

Director or Officer must reimburse The Foundation if it is subsequently determined that the Director or Officer was not entitled to indemnification. The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law and incurred in settling any such action, suit or proceeding when the settlement has been approved by The Foundation Board of Directors. The Foundation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of The Foundation, against any liability asserted against them and incurred by the Director or Officer under the foregoing provisions.

**Article 13. Amendment of Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a three-fourths( $\frac{3}{4}$ ) vote of the Board of Directors of The Arc of New Mexico Foundation present at any regular meeting or at any special meeting, provided that at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

However, no amendment to The Foundation Bylaws shall be effective until they have been approved by a majority vote of The Arc of New Mexico Board.

**Article 14. Parliamentary Authority**

In the event of a question relating to procedure, the rules contained in "Roberts Rules of Order" govern The Foundation in all cases to which they are applicable', and in which they are not inconsistent with the Bylaws or the special rules of order of The Foundation.

## THE ARC OF NEW MEXICO BOARD OF DIRECTORS APPLICATION

APPLICANT INFORMATION		
Name: _____ , _____		
<i>Last</i>	<i>First</i>	
Address: _____		
<i>City</i>	<i>State</i>	<i>Zip Code</i>
Home Phone: _____	Alt Phone: _____	Email: _____

Please check region of residence:

- Northeast Region:** Los Alamos, Santa Fe, Taos, San Miguel, Mora, Colfax, Guadalupe, Union, Harding, Torrance, Rio Arriba;
- Southeast Region:** Lincoln, DeBaca, Roosevelt, Curry, Quay, Chaves, Lea, Eddy;
- Central Region:** Sandoval, Valencia, Bernalillo, Socorro;
- Southwest Region:** Catron, Grant, Sierra, Otero, Hidalgo, Luna, Dona Ana;
- Northwest Region:** San Juan, McKinley, Cibola

### Board Diversity

The Arc is committed to building a Board of Directors that is representative of the diversity of the community we serve along dimensions of diversity which include, but are not limited to, the following: race, ethnicity, age, gender identity, sexual orientation, disability, education, religion/spirituality, country of origin, tribal community, language, socio-economic status, military service, urban/suburban and rural communities, and professional background.

In the space below, please provide any information you are willing and care to share that will help us understand whether and how your appointment will contribute to the diversity of the Board. Your response is entirely voluntary.

### Board Interest: *Why are you interested in serving on The Arc of NM Board of Directors?*

**EXPERIENCE, KNOWLEDGE, AND EXPERTISE:** *Please identify your expertise areas. Check all that apply.*

- Public Policy Advocacy
- Disability Advocacy
- Leadership Development
- Fundraising
- Financial Management
- Branding and Marketing
- Investment Management
- Human Resources

- Self-Advocacy
- Health Care/NM Waiver Systems
- Community Living for people with I/DD
- Social event/Conference planning
- Organization Membership Development
- Corporate or Nonprofit Law
- Disability Law
- Social Media/Community Relations

Other:

**DOES THE APPLICANT HAVE ANY EXPERIENCE OR IS AFFILIATED WITH THE ARC OF NEW MEXICO OR OTHER DISABILITY-CENTERED ORGANIZATIONS (i.e., PRO, SPECIAL OLYMPICS, DDS, CSA)?  
IF SO, PLEASE SPECIFY.**

**DOES THE APPLICANT HAVE ANY EXPERIENCE BEING ON A NON-PROFIT BOARD OF DIRECTORS?  
IF SO, PLEASE SPECIFY CURRENT OR PAST EXPERIENCE INCLUDING ORGANIZATION AND ROLE:**

Are you able and willing to attend quarterly meetings in Albuquerque? \_\_\_\_ Yes \_\_\_\_ No

*Mission The Arc New Mexico promotes and protects the human rights of people with intellectual and developmental disabilities and actively supports their full inclusion and participation in the community throughout their lifetimes.*

\_\_\_\_\_  
Signature of Applicant

Date: \_\_\_\_\_

\_\_\_\_\_  
Printed Name

## SUBMISSION REQUIREMENTS

\_\_\_\_\_  
\_\_\_\_\_  
To complete this nomination, send, email or fax the following items:

1. The completed application form signed,
2. A current resume or curriculum vitae

The Arc New Mexico  
c/o Board Nominating Committee  
5130 Masthead St. NE  
Albuquerque, NM 87109  
Fax: (505) 883-5564  
[www.arcnm.org](http://www.arcnm.org)

Visit our website for more information

**THE BOARD NOMINATING COMMITTEE WILL REVIEW APPLICATIONS  
ON A ROLLING BASIS**

## Board of Directors Nominating Committee Guidelines (page 1/3)

The nomination process is an ongoing effort all year long. The President of the Board should appoint the Chair (priority given to Senior Vice President) at the first business meeting in order for adequate time to recruit new members. The benefit is to have a full slate of excellent nominees by the annual business meeting and election. The appointed Chair of the Nominating Committee will establish communication and meeting dates with the Board. Before commencing their work, the Committee should review the By-Laws, Article V together to ensure their understanding of responsibility.

### Step 1:

First step is for the Chair to acquire the latest listings with current and former board members.

Download the Excel spreadsheet called *Nomination Slate Tracking* that has the historical listings to use as a reference. Download the newest file that has the vacancies as of today and share with Committee members.

### Step 2:

Review membership - This spreadsheet should list the latest membership and their current term status (one year left, term ending, etc.). If the listing it is not current, the Committee should take the responsibility to verify and update it with the help of The Arc. Board members will each need to disclose whether they want to continue on the Board. There may also be extenuating circumstances that the Committee needs to be aware of for this process. Committee members will participate in validating the positions, their status, and continuation for existing members.

### Step 3:

Each recruited nominee will be provided a nomination form to fill out which will describe their interest. Nominees are also encouraged to submit a resume, and sign the Roles and Responsibilities outline.

### Step 4:

The Committee will review nomination forms to join the Board. At least one member of the Committee will be assigned to check references of individuals that have been nominated to the Board. At the next Committee meeting, the Committee will assess the number of vacancies, review member applications, and discuss their initial nominations to develop a slate. Any missing information should quickly be requested.

### Step 5:

Following the Bylaws specifications, the committee will provide the recommended slate of nominees to the full Board membership on a schedule within the deadlines.

### Step 6:

Once all the nominees have accepted their nomination, a letter will be sent to the nominee by The Arc, inviting them to the annual Board meeting. Following the Bylaws specifications, the committee will provide the final slate of nominees to the full Board within two weeks prior to the annual Board meeting.

### Step 7:

At the Business Meeting, the Nominating Committee Chair will introduce the nominee names to the Board, and the Committee members will present the nominees (say a little something about each) to the Board. Elections are then held by the full Board. The Arc of NM Board orientation commences.

## The Arc of New Mexico Board of Directors Nomination Form (Pg. 2/3)

Nominee Name: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_ State: NM Zip: \_\_\_\_\_

Telephone: \_\_\_\_\_ Email: \_\_\_\_\_

Current Employer: \_\_\_\_\_

Do you represent an organization?     \_\_\_ Yes     \_\_\_ No

If Yes, which organization: \_\_\_\_\_

Are you a current Board member seeking re-appointment:     \_\_\_ Yes     \_\_\_ No

Number of terms served on The Arc Board of Directors (each term 1-2 years): \_\_\_\_\_

Total years: \_\_\_\_\_

I am a (check one):

\_\_\_ Individual with Intellectual and/or Physical Disability

\_\_\_ Family Member

\_\_\_ Professional

\_\_\_ Other: \_\_\_\_\_

Please check region of residence:

\_\_\_ Northeast Region

\_\_\_ Southeast Region

\_\_\_ Central Region (*Albuquerque, Rio Rancho, Bernalillo, Los Lunas, Santa Fe*)

\_\_\_ Southwest Region

\_\_\_ Northwest Region

Why you are interested in serving on the Board of Directors?



## The Arc of New Mexico Board of Directors Nomination Form (Pg. 3/3)

What skills, expertise and experiences do you have that will contribute and support The Arc of New Mexico?

Attached is a description of the board roles and responsibilities. Are you able and willing to attend quarterly meeting in Albuquerque? \_\_\_\_\_Yes \_\_\_\_\_No

***Mission*** *The Arc New Mexico promotes and protects the human rights of people with intellectual and developmental disabilities and actively supports their full inclusion and participation in the community throughout their lifetimes.*

I understand the Roles, Responsibilities, and commitment as a member of the Board of Directors.

\_\_\_\_\_ Date: \_\_\_\_\_  
Signature of Applicant or person nominating applicant

\_\_\_\_\_  
Printed Name

To complete this nomination, send or email the following three items to the address below:

- This nomination form signed,
- The Roles and Responsibilities form signed,
- A current resume.

The Arc of New Mexico  
5130 Masthead St NE  
Albuquerque, NM 87109  
Phone: 505-883-4630  
FAX: 505-883-5564  
[ArcBoard@arcnm.org](mailto:ArcBoard@arcnm.org)

# Board Member Commitment Form

## Board duties

I will:

- Attend at least 75% of all Board meetings by phone or in person, not being absent from three consecutive Board meetings;
- I will send in my written proxy when I cannot be in attendance at a Board meeting;
- Review the agenda and supporting materials prior to Board and committee meetings;
- Make a serious commitment to serve on committees and take on special assignments as needed (i.e. Nominating and Elections Committee, Awards Committee, Public Policy, etc.);
- Personally contribute to The Arc of New Mexico;
- Remain informed about The Arc of New Mexico mission, services, and policies and promote The Arc of New Mexico, as agreed annually by the Board;
- Provide support and advice to the Executive Director;
- Suggest nominees and participate in board recruitment in all NM regions;
- Support the organization by representing the organization in the community and with funders;
- Promote a positive image of The Arc of New Mexico and the individuals it represents.

## Board member code of conduct

As a board member I understand that I have duties of care, loyalty, and obedience to the organization.

- The duty of care is the duty to pay attention to the organization—to monitor its activities, see that its mission is being accomplished, and guard its financial resources.
- The duty of loyalty is the duty to avoid conflicts of interest, and
- The duty of obedience is to carry out the purposes of the organization and to comply with the law.

As a board member I agree to:

- Act with honesty and integrity
- Support in a positive manner all actions taken by the board of directors even when I am in a minority position on such actions. I recognize that decisions of the board can be made only by a majority vote at a board meeting and respect the majority decisions of the board, while retaining the right to seek changes through ethical and constructive channels;
- Strictly adhere to the confidentiality agreement;
- Exercise my authority as a board member only when acting in a meeting with the full board or when appointed by the board.
- Work with and respect the opinions of my peers who serve this board, and leave my personal prejudices out of all board discussions.

- Always act for the good of the organization and represent the interests of all people served by the organization.
- Represent this organization in a positive and supportive manner at all times.
- Observe the parliamentary procedures and display courteous conduct in all board and committee meetings.
- Refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results of the organization.
- Accept my responsibility for providing oversight of the financial condition of the organization (i.e. Exercise fiduciary responsibilities).
- Avoid acting in a way that represents a conflict of interest between my position as a board member and my personal or professional life, even if those actions appear to provide a benefit for the organization. This includes using my position for the advantage of my friends and business associates. If such a conflict does arise, I will declare that conflict before the board and refrain from voting on matters in which I have conflict.

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**Printed Name**

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**Signature**

---

**Date**

## The Arc of New Mexico Board of Directors CODE OF ETHICS

This policy establishes a statement about promoting ethical conduct as a representative of The Arc of New Mexico.

As a nonprofit organization at the forefront of support and services for individuals with intellectual and developmental disabilities, The Arc of New Mexico's policy is to uphold the highest legal, ethical, and moral standards. Our donors and volunteers support The Arc because they trust us to be good stewards of their resources, and to uphold rigorous standards of conduct. Our reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity. These policies are in place to preserve the Company's reputation and prevent adverse consequences to all parties involved.

We, as The Arc of New Mexico professionals (staff and board members), dedicate ourselves to carrying out the mission of this organization. We will do the following:

1. Recognize that the chief function of The Arc, at all times, is to serve the best interests of our constituency.
2. Accept as a personal duty the responsibility to keep up to date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
3. Respect the structure and responsibilities of the board, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the board.
4. Keep the community informed about issues affecting it.
5. Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
6. Exercise whatever discretionary authority we have under the law to carry out the mission of the organization.
7. Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
8. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.
9. Avoid any interest or activity that is in conflict with the conduct of our official duties.
10. Respect and protect privileged information to which we have access in the course of our official duties.
11. Strive for personal and professional excellence and encourage the professional developments of others.

Infractions of this Statement of Personal and Professional Standards of Conduct are to be reported directly to any member of the board or management team who shall, in his or her determination, bring the infraction to the next executive level.

Signature \_\_\_\_\_ Date \_\_\_\_\_

Name (please print) \_\_\_\_\_

Adopted by Board of Directors on 04.23.2022

# BOARD POLICIES





## Board of Directors Confidentiality Policy

### Duty of Loyalty

Among the fiduciary obligations of an officer, director or committee member of a non-profit corporation is a duty of loyalty to the non-profit corporation. This includes supporting, and not opposing directly or indirectly or taking any other stance against the policies and positions duly adopted by The Arc of New Mexico Board of Directors. As representatives of The Arc of New Mexico, officers, directors, and committee members are obligated to maintain this duty of loyalty in all manner of activities during their terms of office. This duty of loyalty is not intended to, nor should it discourage debate within Board or committee meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberation process.

### Confidentiality of Board Discussions and Board Documents

In order to encourage and foster open and candid discussion at its meetings, the Board of Directors of The Arc New Mexico believes confidentiality must be maintained. Therefore, it is the policy of the Board of Directors of The Arc of New Mexico that each director and guests shall keep confidential any and all information relating to discussions at its meetings, including any and all materials, e.g., correspondence, reports, etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board members are free to discuss actions adopted by the Board, disclosing or distributing any information concerning the discussion of such items during the Board meeting is prohibited. Board members acknowledge that any violation of this policy could cause harm to The Arc of New Mexico and frustrate Board deliberations. Therefore, any Board member who violates this policy shall be subject to termination of his/her Board position.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

I have read and understand the above expectations for the position of Director/Officer for The Arc of New Mexico Board and agree to abide by this Duty of Loyalty and Duty of confidentiality.

## Board of Directors Conflict of Interest Policy

A "conflict of interest" is generally defined as a transaction in which the individual is, either directly or indirectly, a party to the transaction or possible beneficiary of the transaction, there is or may be a conflict between the individual's fiduciary obligations to the non-profit corporation and the individual's personal or business interests. Avoidance of a Conflict of Interest is a fiduciary obligation of a non-profit corporation officer, director and committee member. To avoid potential conflict of interest problems, The Arc of New Mexico Board of Directors implements the following procedures:

1. In any transaction involving The Arc of New Mexico and The Arc of New Mexico officer, director, or committee member, and any corporation, partnership or other entity in which an individual is an officer, director, or committee member, has or expects or intends to have a financial or other beneficial interest, such individual, prior to any discussion or decision concerning the transaction, shall fully disclose to The Arc of New Mexico Board or the appropriate committee considering the transaction the material facts of the transaction and the individual's interest or relationship.

2. Upon such disclosure, the individual shall take no further part in the meeting during which time the proposal is considered and voted upon.

3. After receiving such disclosure, prior to approving the transaction, the board or committee must conclude that the transaction is "fair to The Arc of New Mexico" and must approve the transaction without the participation or the vote of the interested individual.

4. The interested individual's presence at the meeting may be counted in determining whether a quorum of the Board or committee is present, but that individual shall not vote on the transaction.

**Fiduciary Obligations as to The Arc of New Mexico Opportunities**

Another fiduciary obligation prohibits a director of a non-profit corporation from seizing a "corporate opportunity" for his or her company's benefit or his or her personal benefit. This means that such an individual may not take advantage of a business opportunity in which the director knows The Arc of New Mexico has a genuine interest and where such an opportunity would be consistent with The Arc of New Mexico's purposes, mission and goals as a non-profit corporation. Further, if the director becomes aware of such an opportunity, he or she is obliged to so inform The Arc of New Mexico and allow The Arc of New Mexico to act first.

**Participation in Deliberations and Actions**

In any case in which there is a question of loyalty, conflict of interest, or corporate opportunity raised, the director shall not participate in the meeting for the entire time the matter is discussed and voted upon. Once you have disclosed your possible or real conflict, you may not take any part in further deliberations regarding that issue and may not vote on anything related to that issue.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

I have read and understand the above expectations for the position of Director for The Arc of New Mexico Board and agree to abide by this Fiduciary and Conflict of Interest Policy.

## Conflict of Interest Policy Disclosure Statement

All Board members:

Please list all possible or real conflicts of interest you may have with The Arc of New Mexico. This does not disqualify you from Board membership. This could include participation in an Arc program such as the Down Syndrome Program, the guardianship or the representative payee program. It could also include any ways you could materially benefit from The Arc (receiving gifts or fees from The Arc) or being involved in any transaction that could personally benefit you (for example, owning an interest in land that is sold to The Arc).

I have the following real or potential conflict of interest between myself and The Arc of New Mexico as a member of The Arc of New Mexico Board member.

- 1.
- 2.

\_\_\_\_\_  
Member of The Arc of New Mexico Board

\_\_\_\_\_  
Date

## Reimbursement Policy for Board of Directors Travel Expenses

Board members, including personal care assistants when applicable, may be reimbursed for travel expenses. Travel expenses must be in relation to carrying out the duties and responsibilities of the Board of Directors, including attending quarterly board meetings, board sponsored social activities, activities sponsored by affiliated groups, and the annual Arc of New Mexico conference.

For all reimbursement requests, Board members must submit a completed **Expense Reimbursement Report** with attached original receipts within 30 days of the expenditures for approval to the Board Treasurer. Board members can select to receive or donate all or a portion of the reimbursement amount and must specify their selection on the expense report form. The CEO will approve and disperse all expense reimbursements within board budget limits.

Board members presenting with a financial hardship may request assistance for travel expenses prior to Board travel if travel presents a hardship. These requests must be submitted in writing to the Arc of New Mexico CEO at least two weeks prior to the scheduled meeting/event for approval. Upon cancellation, such Board member will be responsible for all non-refundable costs incurred. Any discretions of reimbursement of non-refundable incurred expenses can follow discretion process as identified in this policy.

Additional requests for unplanned reimbursements of conference expenses, including registration fees, lodging, and transportation to attend regional, state and national conferences, conventions, workshops and seminars specific to representing The Arc of NM and supporting the mission must be submitted, reviewed, and approved by The Arc CEO and the board Treasurer prior to the expense.

Upon absence of a Board Treasurer, a designee from the board of directors will resume Treasurer duties related to this policy.

### **Travel Expenses**

#### Transportation:

Round-trip mileage exceeding 50-miles will be reimbursed. Actual mileage will be reimbursed at the New Mexico State rate. Under New Mexico Administrative Code 2.42.2.11.B.(1) the mileage reimbursement rate has been set at 80% of the internal revenue service standard mileage rate effective on January 1 of the previous year. If Board members commute together, only the Board member who drove will be reimbursed.

If the hotel does not provide free shuttle transportation, ground transportation (taxi, Lyft, Uber or shuttle) roundtrip from the airport to the hotel will be reimbursed with a receipt.

#### Flight:

Round-trip flight, baggage fees, and airport parking fees will be reimbursed with receipts.



Lodging:

A one-night hotel fee will be reimbursed with a receipt, not to exceed \$150.00. If a room is shared, the Board member who paid for the room will be reimbursed. All expenses over \$150.00 per night will be the responsibility of the Board member.

Exception: Lodging in Santa Fe will be reimbursed, not to exceed \$200.00 per night. Lodging for pre-approved National conferences (National Arc Convention, Disability Policy Summit) will be reimbursed in full.

Meals:

Meals will be reimbursed when complimentary meals are not provided. Reimbursement requests must be accompanied with receipts, and shall not exceed \$20 per meal.

(Revised by Board of Directors: July 22, 2022)

# Board of Directors Expense Reimbursement Report Form



5130 Masthead St. NE  
Albuquerque, New Mexico 87109  
(505) 883-4630 Office  
(505) 883-5564 Fax  
[www.arcnm.org](http://www.arcnm.org)

We Advocate for Persons with Intellectual or  
Developmental Disabilities and Their Families

## Board of Directors Expense Report

Name: \_\_\_\_\_  
Date: \_\_\_\_\_  
Purpose: \_\_\_\_\_

Mileage Expense\* @ \$0.53 per mile

Total Miles: 0  
Mileage Amount to be reimbursed: \$0.00 G/L Account #: 63400-60

Other Expenses:

Advance\* G/L Account #: \_\_\_\_\_  
Meals **Must attach receipts** \_\_\_\_\_  
Lodging \_\_\_\_\_  
Tot. other expenses to be reimbursed: \$0.00 \_\_\_\_\_

Description: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Total Reimbursement Amount: \$ -

Please distribute my reimbursement funds as follows:

- I would like to donate all or some of my reimbursement funds. Total Amount \$ -  
 I would like the total or remainder of my reimbursement to be sent to me at this address:

\_\_\_\_\_  
\_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Thank you so much for your efforts on behalf of The Arc of New Mexico

\* With advance notice and approval.

Reviewed/Approved \_\_\_\_\_ Date: \_\_\_\_\_

# Scholarship Conflict of Interest & Confidentiality Policy

## The Arc of New Mexico Higher Education Scholarship Committee Conflict of Interest and Confidentiality Statement

To be completed by any The Arc of NM Scholarship Committee member, Board member, and staff member that reviews scholarship applications and participates in the selection of scholarship recipients. Completed forms must be submitted annually to the Scholarship Committee Chair prior to receiving or reviewing any scholarship applications.

A conflict of interest can occur when:

- an action of a Scholarship Committee member recommending a scholarship award results in a direct financial benefit to a person closely related to the committee member or;
- a Scholarship Committee member exerts influence to select a recipient without considering objective criteria for the scholarship.

Scholarship Committee members must be able to make independent decisions on behalf of The Arc of NM Higher Education Scholarship Fund and The Arc of NM without potential or perceived influence caused by conflict of interest. They must evaluate the eligibility of all applicants without bias and make selection recommendations based on the established objective criteria for the scholarship.

A conflict of interest exists when a Scholarship Committee member involved in the review of applications for scholarships:

- Is an immediate family member (i.e. spouse, child, including adopted or step-child), parent, grandparent, parent-in-law, sibling, legal guardian, household member, or other relation by blood or marriage) of the applicant;
- Has a long-standing or close social relationship with the applicant or someone who is an immediate family member of the applicant;
- Has a direct business relationship or affiliation, whether for The Arc of NM or personal purposes, with an applicant or someone who is an immediate family member of the applicant.

Scholarship Committee members should avoid any situation where personal and business relationships could have, or give the appearance of having, undue influence on the member's judgment in matters under consideration.

In case of a potential conflict of interest, Scholarship Committee members must disclose to The Arc of NM Board President and CEO any potential conflicts of interest and must recuse themselves from the review and selection process (i.e., cannot participate in any meetings where the candidate will be discussed and may not be involved in any decision regarding the applicant). The Arc of NM Board President will determine if the member can serve in any capacity on the Scholarship Committee.

As a member of The Arc of NM Scholarship Committee, I confirm that:

1. I have received, read and understand The Arc of New Mexico Higher Education Scholarship Policy and Guidelines.
2. I understand that Scholarship Committee discussions are confidential.
3. The review and decision to award a scholarship will be based on objective criteria reasonably related to the purposes of the scholarship. Scholarship applications will be distributed to a broad class of eligible individuals and no individual is earmarked to receive a scholarship award.
4. I affirm that I will not recommend that any scholarship be awarded to a student who is my employee or family member.

I understand that Conflict of Interest and Confidentiality Statement set forth above and agree to adhere to this policy.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Printed Name: \_\_\_\_\_

## Investment Policy (Sample)

### INVESTMENT POLICY (CONTINUED)

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2) As portfolio lifespans lengthen, their volatility has tended to decrease and the predictability of returns has tended to increase; 3) The advisor manages the portfolio with a view to long-term investment holding periods.

The chart titled "Expected Return and Volatility" depicts an investment time horizon of 20 years. Over that time period, historical statistics indicate a 95% probability the portfolio would have experienced a return of between 2.50% and 11.50% per year, and a 68% probability the portfolio would have experienced a return of between 4.70% and 9.30% per year.

Predicting investment returns and volatility is not an exact science. The performance data shown is based upon historical index return analysis and is not intended as a guarantee of future results. Investment returns and principal value will fluctuate, so investors' holdings, when sold, may be worth more or less than their original cost.

At the ARC of New Mexico's request, the investment portfolio will follow a Socially Responsible Investment philosophy with specific attention to avoiding investments in alcohol and tobacco.

**Socially Responsible Investing:** The Board of Directors will seek to invest all funds in accordance with its mission of advocacy for persons with developmental disabilities. The mission means that funds will be invested, so far as its ability to discern, in opportunities which provide full and equal employment opportunities for persons with disabilities. The promotion and use of alcohol, tobacco and illegal drugs has been shown to result in developmental disabilities. Therefore, the Board further directs that all care and study will be exercised to avoid long-term investment in enterprises engaged in the manufacture of Alcohol, Tobacco or in products and services known to be harmful to the human fetus or newborn child.

Dated

4/24/19

Chief Executive Officer

President, Board of Directors

Treasurer, Board of Directors

## Excess Operating Reserve Policy

### Purpose

The purpose of the Operating Reserve Policy for **The Arc of New Mexico** is to ensure the stability of the mission, programs, employment, and ongoing operations of the organization. The Operating Reserve is intended to provide an internal source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, unanticipated loss in funding, or uninsured losses. The Reserve may also be used for one-time, nonrecurring expenses that will build long-term capacity, such as staff development, research and development, or investment in infrastructure. Operating Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention of the **Board of Directors** for Operating Reserves to be used and replenished within a reasonably short period of time. The Operating Reserve Policy will be implemented in concert with the other governance and financial policies of **The Arc of New Mexico** and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.

### Definitions and Goals

The Operating Reserve Fund is defined as a designated fund set aside by action of the Board of Directors. The minimum amount to be designated as Operating Reserve will be established in an amount sufficient to maintain ongoing operations and programs for a set period of time, measured in months. The Operating Reserve serves a dynamic role and will be reviewed and adjusted in response to internal and external changes.

The target minimum Operating Reserve Fund is equal to **six** months of average operating costs. The calculation of average monthly operating costs includes all recurring, predictable expenses such as salaries and benefits, occupancy, office, travel, program, and ongoing professional services. Depreciation, in-kind, and other non-cash expenses are not included in the calculation. The calculation of average monthly expenses also excludes some expenses [**restricted grants and contracts expenses, capital improvements, etc.**]. The amount of the Operating Reserve Fund target minimum will be calculated each year after approval of the annual budget, reported to the Budget & Personnel Committee/Board of Directors, and included in the regular financial reports. (currently included in quarterly financials)

### Accounting for Reserves

The Operating Reserve Fund will be recorded in the financial records as Board-Designated Operating Reserve. The Fund will be funded and available in cash or cash equivalent funds. Operating Reserves will be maintained in a segregated bank account or investment fund, in accordance with investment policies **OR** will be commingled with the general cash and investment accounts of the organization when funds are needed.

### **Funding of Reserves**

The Operating Reserve Fund will be funded with surplus unrestricted operating funds. The Board of Directors may from time to time direct that a specific source of revenue be set aside for Operating Reserves. Examples may include one-time gifts or bequests, special grants, or special appeals.

### **Use of Reserves**

#### **Use of the Operating Reserves requires three steps:**

##### **1. Identification of appropriate use of reserve funds.**

The Chief Executive Officer (CEO) and staff will identify the need for access to reserve funds and confirm that the use is consistent with the purpose of the reserves as described in this Policy. This step requires analysis of the reason for the shortfall, the availability of any other sources of funds before using reserves, and evaluation of the time period that the funds will be required and replenished.

##### **2. Authority to use operating reserves**

Authority for use **of up to \$20,000** at one time of Operating Reserves is delegated to the CEO in consultation with the Treasurer and the Chair of the Budget & Personnel Committee. The use of Operating Reserves will be reported to the Budget and Personnel Committee/Board of Directors at their next scheduled meeting, accompanied by a description of the analysis and determination of the use of funds and plans for replenishment to restore the Operating Reserve Fund.

The CEO must receive prior approval from the Budget & Personnel Committee/Board of Directors for use of Operating Reserves more than **\$20,001**.

##### **3. Reporting and monitoring.**

The CEO is responsible for ensuring that the Operating Reserve Fund is maintained and used only as described in this Policy. Upon approval for the use of Operating Reserve funds, the CEO will maintain records of the use of funds and plan for replenishment.

The use of Operating Reserves in addition to any replenishment plan that has been implemented will continue to be reported at each quarterly Budget & Personnel meeting.

### **Relationship to Other Policies**

**The Arc of New Mexico** shall maintain the following board-approved policies, which may contain provisions that affect the creation, sufficiency, and management of the Operating Reserve Fund.

**Suggested:**

- Financial Policy
- Budget Policy
- Contingency or Disaster Preparedness Plan
- Investment Policy

**Review of Policy**

This Policy will be reviewed every year by the Budget & Personnel Committee, or sooner if warranted by internal or external events or changes. Changes to the Policy will be recommended by the Budget & Personnel Committee to the Board of Directors.

Approved by the Board of Directors on October 23, 2020.



## Building Reserve Policy

### Purpose

A building reserves policy is an important component of an effective capitalization strategy. The principle of building reserves is to ensure that organizations have provided for the inevitable need to reinvest in the assets of their facilities, both to guarantee continuity in the provision of programs and services, and to protect the value of achieved net assets.

The purpose of the Building Reserve Policy for **The Arc of New Mexico** is to support the stability of its property or real estate investment, the mission, programs, employment, and ongoing operations of the organization. The Building Reserve is intended to provide an internal source of funds for situations such as a sudden structural emergency of its property investment, one-time unbudgeted building and renewal expenses, unanticipated loss in funding, or uninsured losses. The Building Reserves may also be used for one-time, improvements and nonrecurring expenses that will build investment in the building's infrastructure, or to upgrade features to ensure environmental responsibility. Building Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention of the **Board of Directors** for Building Reserves to be used only as described. The Building Reserve Policy will be implemented in concert with the other governance and financial policies of **The Arc of New Mexico** and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.

### Definitions and Goals

Reserves are a discretionary fund partitioned from the organization's unrestricted net assets. Best practices suggest that reserve funds be formally designated by action of the board of directors. The Building Reserve Fund is defined as a designated fund set aside by action of The Arc of New Mexico Board of Directors. The minimum amount to be designated as Building Reserve will be established in an amount sufficient to fund major repairs needed for the 5130 Masthead St. building to ensure the health and safety of employees and guests, and to preserve the building for years to come. The Building Reserve serves a dynamic role in the longevity of The Arc's programs and will be reviewed and adjusted in response to internal and external changes.

The target minimum Building Reserve Fund is equal to a timeline associated with anticipated replacement and improvement needs and building repair costs. The calculation of average annual building costs includes all recurring, predictable expenses such as capital improvements and unexpected expenses. Approximate depreciation may be used in the calculation, along with a 3% provision for inflation. In-kind, and other non-cash expenses are not included in the calculation. The calculation of average annual expenses also excludes some expenses [such as restricted grants and contracts expenses, etc.]. The amount of the Building Reserve Fund target minimum will be calculated each year after approval of the annual budget, reported to the Budget & Personnel Committee/Board of Directors, and included in the quarterly financial reports.

### **Accounting for Reserves**

The Building Reserve Fund will be recorded in the financial records as the Building Reserve Fund. The Fund will be funded and available in cash or cash equivalent funds. Building Reserves will be maintained in a segregated bank account or investment fund, in accordance with investment policies **OR** will be commingled with the general cash and investment accounts of the organization when funds are needed.

### **Funding of Reserves**

The Building Reserve Fund was originally established with proceeds of the sale of a real estate asset on August 18, 2021. Replenishing the fund will be funded with surplus unrestricted operating funds, or through regular and planned contributions to the reserve. The Board of Directors may from time to time direct that a specific source of revenue be set aside for Building Reserves. Examples may include one-time gifts or bequests, special grants, or special appeals.

### **Use of Reserves**

**Use of the Building Reserves requires three steps:**

**1. Identification of appropriate use of reserve funds.**

The Chief Executive Officer (CEO) and staff will identify the need for access to reserve funds and confirm that the use is consistent with the purpose of the reserves as described in this Policy. This step requires analysis of the reason for the shortfall, the availability of any other sources of funds before using reserves, and evaluation of the time period that the funds will be required and replenished.

**2. Authority to use Building reserves**

Authority for use **(at the cost of a project or group of projects, unless it is an emergency)** at one time of Building Reserves is delegated to the CEO in consultation with the Treasurer and the Chair of the Budget & Personnel Committee. The use of Building Reserves will be reported to the Budget and Personnel Committee/Board of Directors at their next scheduled meeting, accompanied by a description of the analysis and determination of the use of funds and plans for replenishment to restore the Building Reserve Fund.

The CEO must receive prior approval from the Budget & Personnel Committee/Board of Directors for use of Building Reserves more than **\$100,000** and shall request the funding in advance.

**3. Reporting and monitoring.**

The CEO is responsible for ensuring that the Building Reserve Fund is maintained and used only as described in this Policy. Upon approval for the use of Building Reserve funds, the CEO will maintain records of the use of funds and plan for replenishment.

The use of Building Reserves in addition to any replenishment plan that has been implemented will continue to be reported at each quarterly Budget & Personnel meeting.

#### **Relationship to Other Policies**

**The Arc of New Mexico** shall maintain the following board-approved policies, which may contain provisions that affect the creation, sufficiency, and management of the Building Reserve Fund.

#### **Suggested:**

- Financial Policy
- Budget Policy
- Contingency or Disaster Preparedness Plan
- Investment Policy

#### **Review of Policy**

This Policy will be reviewed every year by the Budget & Personnel Committee, or sooner if warranted by internal or external events or changes. Changes to the Policy will be recommended by the Budget & Personnel Committee to the Board of Directors.

Approved by the Board of Directors on October 16, 2021

## Remainder Fund Policy

### **Remainder Funds**

Amounts to Remain in the Trust. Any amounts remaining in the Beneficiary's Trust Sub-account after payment of the expenses described in subparagraph 6.1.1 above shall be deemed to be surplus Trust property and shall be retained by the Trust and, in the Trustee's sole discretion, used (a) for the benefit of other Beneficiaries, (b) to add indigent disabled persons, as defined in 42 U.S.C. §1382c (a) (3), to the Trust as Beneficiaries, or (c) to provide indigent disabled persons, as defined in 42 U.S.C. §1382c (a) (3), with equipment, medication or services deemed suitable for such persons by the Trustee.

### ELIGIBILITY

Any individual with a developmental disability in New Mexico may be eligible to receive a disbursement from The Arc of New Mexico Master Trust I Remainder funds as defined above. Individuals with existing supplemental needs trusts would not be eligible to access remainder funds.

### REVIEW COMMITTEE

A committee for remainder trust funds will be formed. The committee will be composed of three staff members and one alternate within The Arc. The committee members will rotate every six months giving other personnel the opportunity to participate in the review process. A staff member within the trust department will always serve on the committee.

The trust director has the sole discretion to review and process requests of \$100 or less. Members of the committee will review requests for disbursement above \$100 from the MTI Remainder Funds.

When a request for remainder funds is submitted to the committee, it should be presented on a Master Trust I Remainder Funds Request form. The form must be completed to ensure that all necessary information for review is attached. The Review Committee will review each request on its own merits.

The Review Committee will meet as necessary to consider requests.

### REQUESTS AND REVIEW OF REQUESTS

A request for remainder funds must be submitted using the Master Trust I Remainder Funds request form. Requests will be submitted to the Trust Director for initial review to assess whether the request meets the eligibility criteria. Requests can come from outside The Arc but must be submitted by a Review Committee representative.

Approval may take up to 10 business days and longer if additional information is needed. If the request form is not filled out completely, it will be returned to the requestor.

Approval of requests will be through consensus unless there is significant disagreement among the members. Then, a vote may occur. The person making the request shall abstain from voting on the disbursement. That member may be present for the discussion and may be asked to gather

additional information to assist the committee with their decision.

The requests will be reviewed to ensure that the funds will be used for purposes intended by the Trust (supplemental needs rather than food and shelter); that the beneficiary of the funds is eligible (has no other resources) and that the request is in accordance with SSI and Medicaid regulations. The review team will document their decision in writing along with the outcome and amount approved, or if denied, the reasons for denial. Each request will also be reviewed against other disbursements of the past to ensure that individuals are not accessing the funds excessively.

Funeral expense requests are to be submitted directly to the trust office. A cap of \$2000 is set for funeral expenses for individuals who have trusts and for those who do not have a trust.

If the committee is unable to reach a consensus on a disbursement, the request will be submitted to the Chief Executive Officer for review and recommendation.

#### CRITERIA FOR FUNDING LIMITS

Unless otherwise stated, funding limits are determined by the current value of the Remainder Fund Asset.

Reviewed by the Board of Directors in April, 2022

# PROCESSES & PROCEDURES



Procedure Compliance

**ARTICLE XXI**  
**Procedure Compliance**

Except as proscribed by The Arc of New Mexico policies and procedures in this document, The Arc shall be obligated to follow The Arc of New Mexico policies and procedures.

STATE OF NEW MEXICO

COUNTY OF BERNALILLO

I hereby certify that the above and foregoing Amended Bylaws of The Arc of New Mexico, a New Mexico nonprofit corporation, consisting of seven (7) pages, the following page included, are the amended and restated Bylaws of this corporation, adopted by the Board of Directors thereof on January 26, 2019.

*[Handwritten Signature]*

\_\_\_\_\_  
Name, Secretary

The Arc of New Mexico

Subscribed and sworn before me this 7<sup>th</sup> day of February, 2019.

*[Handwritten Signature: Donene L. Seelbach]*

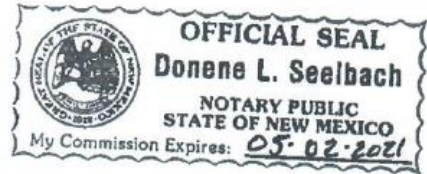
\_\_\_\_\_  
Notary Public

My commission expires: 05-02-2021

STATE OF NEW MEXICO

COUNTY OF BERNALILLO

I hereby certify that the above and foregoing Amended Bylaws of The Arc of New Mexico, a New Mexico nonprofit corporation, consisting of seven (7) pages, the following page included, are the amended and restated Bylaws of this corporation, adopted by the Board of Directors thereof on January 26, 2019.



\_\_\_\_\_  
Name, President

The Arc of New Mexico

Subscribed and sworn before me this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

**ARTICLE XXI**  
**Procedure Compliance**

Except as proscribed by The Arc of New Mexico policies and procedures in this document, The Arc shall be obligated to follow The Arc of New Mexico policies and procedures.

STATE OF NEW MEXICO

COUNTY OF DONA ANA

I hereby certify that the above and foregoing Amended Bylaws of The Arc of New Mexico, a New Mexico nonprofit corporation, consisting of seven (7) pages, the following page included, are the amended and restated Bylaws of this corporation, adopted by the Board of Directors thereof on January 26, 2019.

\_\_\_\_\_  
Name, Secretary

The Arc of New Mexico

Subscribed and sworn before me this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF NEW MEXICO

COUNTY OF DONA ANA

I hereby certify that the above and foregoing Amended Bylaws of The Arc of New Mexico, a New Mexico nonprofit corporation, consisting of seven (7) pages, the following page included, are the amended and restated Bylaws of this corporation, adopted by the Board of Directors thereof on January 26, 2019.

R. Palma  
Name, President

The Arc of New Mexico

Subscribed and sworn before me this 5<sup>th</sup> day of Feb, 2019.

Sylvia Mendez  
Notary Public

My commission expires: 05/29/2022





## Board Meeting Business Process

The Arc of NM Board meetings take place once every quarter, and one time in June for the annual business meeting. Each meeting has a standard agenda, and specific process depending on what type of meeting it is, and in some cases, what time of year. The Board may, if needed, change meeting dates/times by consensus.

In preparation for the Board Meetings:

1. As early as the week after each board meeting, begin planning for the support for the next general board meeting.
2. A month prior to any given meeting, the CEO can initiate the agendas to be developed by the Board president and the secretary. They work together to develop topics for the board meetings.
3. The approved final agenda is sent to the CEO by the president. (Important - the assistant enters the agenda topics into the minutes template to assist the Secretary for the next meeting).
4. Separate emails with specific board documents should be sent to the Executive Committee for the Foundation and B&P meetings. Documents are gathered on the network for the general board meeting.

Two weeks prior:

5. Secretary emails a reminder about the upcoming board meeting and asks members to confirm their attendance. This is important to ensure a quorum for approving policy/data changes.

One week prior:

6. The Secretary will send an email to the President with the attendance confirmation form at least one week prior to the meeting.
7. The assistant will send an email to all Board members with final agenda(s) and any other relevant materials. (A separate email is sent to the executive committee for the Foundation and B&P meetings.)

Post Board Meetings:

On the day of the meeting or as soon as possible after a meeting, the Secretary will send signed minutes to The Arc designated staff for disseminating and archiving. Arc staff will send all signed minutes to the appropriate board members for their final review. Lastly, all documents and materials presented at the board meeting will be scanned and archived electronically, and one original hard copy of the documents will be filed chronologically in the file room.

## Board Minutes Procedure

**Minutes of all meetings will be kept in accordance with the provisions set out below.**

- A. Minutes of closed meetings shall be taken by the Board Secretary.
- B. Minutes of the B&P meetings shall be taken by the Board Secretary and distributed for review and comment by the President and CEO within **three** working days. Upon agreement, the Secretary will sign the final draft version of the B&P DRAFT minutes.
- C. Minutes of open Board meetings shall be taken by the Board Secretary **AND an Arc staff designee.**
  - a. The minutes shall include the date, time, place, members present, members absent and a record of any votes taken. When a roll call vote is taken, the minutes shall attribute each “yes” and “no” vote, or abstinence if not voting, to the name of the individual member of the Board.
  - b. Meetings of the Board shall not be audio or videotaped.
- D. Secretary submits meeting minutes notes to the Arc staff designee within **three** working days.
- E. The Arc staff designee compares the secretary’s minute notes to verify all of the information is complete by compiling both the Arc staff designee’s minutes and the Board secretary’s minute notes to create a final draft minutes record.
- F. The final draft minutes record shall be distributed for review and comment by the President, CEO, and Secretary within 10 days following the meeting. Upon agreement, the Secretary and the Arc staff designee will sign the final draft version of the minutes.
- G. Draft versions shall be clearly marked “DRAFT” and are subject to revision until adoption by the Board at the next quarterly Board meeting.
- H. The final recorded meeting minutes are not considered official until approved by a quorum vote of the Board of Directors. Approval of the Minutes should be included as one of the first items on the agenda or in the consent agenda of the next meeting of the Board.

- I. Once approved, the final recorded meeting minutes, including all documents and materials presented at the board meeting, will be scanned and archived electronically by The Arc of NM.
- J. One original copy of the approved open meeting minutes with all accompanying documents and materials shall be maintained in a permanent chronological file in the office of The Arc of NM. These files are made available for public viewing during regular working hours. Copies are available for a predetermined fee to non-Arc of NM Board members.
- K. Minutes of all closed meetings shall be reviewed and approved by the Board at the next closed meeting and shall be maintained by the Secretary to be turned over to the next Secretary upon position transition. Minutes of closed meetings are not available for inspection.
- L. Minutes of B&P meeting shall be reviewed and approved by B&P Committee members at the next B&P meeting. Once approved, the final recorded B&P meeting minutes, including all documents and materials presented at the B&P meeting, will be scanned and archived electronically by The Arc of NM. B&P Committee meeting minutes are not available for public inspection.

# SAMPLE Corporate Resolution

CORPORATE RESOLUTION  
FOR  
The Arc OF NEW MEXICO BANK SIGNATURES

I HERBY CERTIFY that a quorum of the Board of Directors of The Arc of New Mexico and the majority affirmed that the following preamble and resolutions were adopted and have since been and are now in full force and effect:

WHEREAS this Corporation is duly authorized and permitted by its Charter and By-Laws to deal in stocks, bonds, and other securities:

NOW THEREFORE BE IT RESOLVED that this Corporation voted to approve the following changes for authorized signatures on the following accounts:

**US Bank – Operating Account**

Veronica Chavez-Neuman, Chief Executive Officer  
Jacqueline Mader, Director of Guardianship

**Bank of the West Rep Payee Accounts**

Veronica Chavez-Neuman, Chief Executive Officer  
Jacqueline Mader, Director of Guardianship

**Bank of the West MTI & MTII Accounts**

Veronica Chavez-Neuman, Chief Executive Officer  
Jacqueline Mader, Director of Guardianship

**MyBank Rep Payee Account**

Veronica Chavez-Neuman, Chief Executive Officer  
Jacqueline Mader, Director of Guardianship

**MGM Ltd Company – Endowment, excess Operating Reserves, LEF Fund, GAP Fund, Billy Jordan Advocacy Fund, and The Arc of NM Foundation Investment Accounts**

Veronica Chavez-Neuman, Chief Executive Officer  
Jacqueline Mader, Director of Guardianship

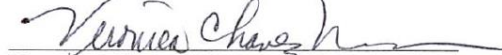
AND THAT

Veronica Chavez Neuman, Chief Executive Officer  
Jacqueline Mader, Director of Guardianship

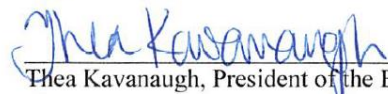
MAY ON BEHALF of the Corporation make, execute and deliver, under the Corporate Seal, any and all written endorsements and documents necessary or proper to effectuate the authority hereby conferred to authorize to request and approve transfers from the said accounts.

ALL TRANSFER REQUESTS AND APPROVALS should be submitted to the said Bank and include the signatures of two authorized signers. The Officers of this Corporation are authorized to perform the acts to carry out this Corporate Resolution:

  
Jacqueline Mader, Director of Guardianship

  
Veronica Chavez-Neuman, CEO

IN WITNESS WHEREOF certifies that the above is a true and correct copy of the Resolution duly adopted at the meeting of the Board of Directors this 24 day of January 2020.

  
Thea Kavanaugh, President of the Board

## Procedure for Removal of Elected Officer or Director

Per Article 4: Section 4.12 of the Arc of New Mexico Board of Directors Bylaws

*Any Director may be removed from the Board by a quorum of Board members, other than the Director whose removal is proposed (which Director shall not have a vote nor be counted in determining whether the necessary quorum vote has occurred) at any regular or special meeting called for that purpose whenever the Board determines such removal would be in the best interest of the Corporation.*

and Article 5: Section 5.6 of the Bylaws

*Any officer may be removed or replaced, either with or without cause or advance notice, by vote of a majority of the Directors present at a meeting of Directors at which such vote is taken; but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.*

Arc of New Mexico Board of Director Meetings:

June: Annual Meeting

July: Quarterly Meeting

October: Quarterly Meeting

January: Quarterly Meeting

April: Quarterly Meeting

Per Article 4: Section 4.3 of the Arc of New Mexico Board of Directors Bylaws

*Any Director who is absent from three (3) consecutive meetings of the Board shall automatically vacate his/her directorship. A written proxy shall not constitute attendance for the purpose of this section.*

- 1.) After an elected officer/director misses their first meeting, the Board Secretary will send an email reminding them of the Article 4: Section 4.3 of the bylaws.
- 2.) After an elected officer/director misses their second consecutive meeting, the Board President will compose and mail a letter reminding them that they have missed two consecutive meetings and noting Article 4: Section 4.3 of the bylaws. The President will follow-up with a phone call.
- 3.) After an elected officer/director misses their third consecutive meeting, the Board President will compose and mail a final certified letter thanking the member for their service and informing them that they have been removed from the Board of Directors per Article 4: Section 4.3 of the bylaws.

Adopted by Board of Directors: **January 26, 2019**

# Trust Oath

## **Trust Company Board Member Oath**

Per the 2018 amendment of the Trust Company Act, 58-9-5, members of the Board of Directors of nonprofit corporations engaged in the trust business, shall swear to the following:

I will diligently and honestly administer the affairs of the trust company and will not knowingly violate or knowingly permit to be violated any state or federal laws or any rules promulgated pursuant to those laws, including The Trust Company Act, the Uniform Probate Code, the Uniform Prudent Investor Act or the Uniform Trust Code.

Sworn this date: \_\_\_\_\_

By: \_\_\_\_\_  
Printed name

\_\_\_\_\_  
Signature

Acknowledgement:

State of New Mexico  
County of \_\_\_\_\_

On this, the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_ before me a notary public the undersigned board member known to me or satisfactory proven to be the person whose name is subscribed to the written instrument and acknowledged that he executed the same for the purposes therein contained.

In witness hereof, I hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public

## THE BOARD MEMBERS



## Current Board of Directors

### The Arc of NM Board of Directors Listing, Jan 2023

Position	Name	Email	Phone
<b>OFFICERS</b>			
President	Ling Faith -Heuertz	<a href="mailto:lfheuertz@gmail.com">lfheuertz@gmail.com</a>	(505) 238-2068
Immediate Past President	Thea Kavanaugh	<a href="mailto:tkavanaugh02@gmail.com">tkavanaugh02@gmail.com</a>	(575) 635-9013
Senior Vice President	Adam Shand	<a href="mailto:wsbadam84@gmail.com">wsbadam84@gmail.com</a>	(505) 319-9153
Vice President NE Region I	Vacant		
Vice President SE Region II	Matthew Sena	<a href="mailto:matthew.sena6600@gmail.com">matthew.sena6600@gmail.com</a>	(575) 693-2085
Vice President Central Region III	Shana Heath	<a href="mailto:shana_66@icloud.com">shana_66@icloud.com</a>	(505) 295-9719
Vice President SW Region IV	Christine Bragg	<a href="mailto:christine@dtsnm.com">christine@dtsnm.com</a>	(575) 642-6391
Vice President NW Region V	Vacant		
Secretary	Dolores Harden	<a href="mailto:ddharden2001@yahoo.com">ddharden2001@yahoo.com</a>	(505) 688-2668
Treasurer	John Attwood	<a href="mailto:jattwood2019@aol.com">jattwood2019@aol.com</a>	(505) 492-1969
<b>DIRECTORS</b>			
Northeast Region I	Vacant		
Southeast Region II	Vacant		
Central Region III	Jill Tatz	<a href="mailto:jillyt1@aol.com">jillyt1@aol.com</a>	(505) 217-4804
Southwest Region IV	Rocio Alfaro Miller	<a href="mailto:rocioamiller@gmail.com">rocioamiller@gmail.com</a>	(575) 649-2529
Northwest Region V	Vacant		
Director at Large	Vacant		
Director at Large Central Region	Roel Adamson	<a href="mailto:roeladamson1@gmail.com">roeladamson1@gmail.com</a>	(505) 948-8214
Roel's Support	Krystal Ortiz	<a href="mailto:gizmo429leto@gmail.com">gizmo429leto@gmail.com</a>	(505) 313-3102



The Arc of New Mexico  
Board of Directors  
**Roles & Responsibilities**

General Description: The Board of Directors has 3 basic responsibilities: 1) fiduciary, which is the development and management of resources, including funds and human resources; 2) strategic, which is the setting of goals and directions to fulfill the mission and vision of the organization; and, 3) generative, which is making sense of what is going on inside and outside The Arc that will help create the best future for people with developmental disabilities and their families.

Roles and Responsibilities of Board of Directors as a Whole:

1. Set the mission, vision and values of The Arc of New Mexico
2. Select the Executive Director/CEO
3. Support the Executive Director/CEO and evaluate his/her performance
4. Make sense of what is going on inside and outside the organization to help generate The Arc's mission, vision, values, positions, programs and activities
5. Participate in The Arc movement at all levels; local, state and national
6. Set a strategic course for The Arc of New Mexico and review progress
7. Make sure The Arc of New Mexico has adequate resources and manages them effectively
8. Make sure The Arc of New Mexico offers appropriate programs and services
9. Make sure The Arc of New Mexico operates with the highest level of legal and ethical integrity and accountability
10. Promote The Arc and enhance its public standing

Roles and Responsibilities of Individual Board Members:

1. Knows and supports the mission, vision and values of The Arc of New Mexico
2. Supports the President of the Board
3. Is a member of The Arc
4. Prepares for and participates in Board meetings
5. Joins and participates in a committee
6. Shares his/her ideas, opinions and life experiences to help The Arc of New Mexico generate a sense of the emerging future for people with developmental disabilities
7. Discloses conflicts of interest
8. Connects to constituents of The Arc of New Mexico in his/her region
9. Networks with constituents of The Arc of New Mexico at annual conferences and other events of The Arc of New Mexico
10. Represents The Arc of New Mexico positions in his/her community
11. Watches the business affairs of The Arc of New Mexico and asks questions
12. Knows and respects the appropriate relationship between board members, the president, the executive director and the staff of The Arc of New Mexico

13. Protects the confidentiality and rights of all individuals served or employed by The Arc of New Mexico
14. Promotes a positive image of The Arc and the individuals it represents
15. Helps The Arc of New Mexico acquire the resources it needs to fulfill its mission
16. Makes a self-satisfying contribution, financially or in-kind, to The Arc of New Mexico

I have read and agree to the above roles and responsibilities and consent to being a member of The Arc of New Mexico Board of Directors.

Name: \_\_\_\_\_ Date: \_\_\_\_\_

*As the Standards for Excellence: An Ethics and Accountability Code for the Nonprofit Sector states:*

**Board Member Responsibilities**

- The board should be composed of individuals who are personally committed to the mission of the organization and understand their roles as a fiduciary in performing the legal duties of a governing body.
- The board should establish and periodically review the bylaws and policies to ensure the effective governance and management of the organization.
- The board is responsible for its own operations, including periodic (i.e., at least once every two years) evaluation of its own performance.
- The board should have stated performance expectations and hold board members accountable for attendance at meetings, participation in fundraising activities, committee service, and involvement in program activities.
- The board is responsible for the orientation, education, and (where appropriate) the removal of board members. New board members should receive an introduction to the Standards for Excellence code.
- The board should meet as frequently as needed to fully and adequately conduct the business of the organization. At a minimum, the board should meet four (4) times a year.
- Board agendas should be strategically structured around decision-making in a way that facilitates efficient, effective, and engaging meetings. Accurate minutes reflecting board and committee actions should be kept and distributed to all board and committee members.
- Committees with decision-making authority should report any committee actions or decisions to the full board. Those decisions must be reflected in the board minutes.



# The Arc of NM Board of Directors Committee Assignments 2022-2023

New Mexico

## Budget and Personnel Committee

President – Ling Faith-Heuertz  
Senior VP – Adam Shand  
Past President – Thea Kavanaugh  
Secretary – Dolores Harden  
Treasurer – John Attwood

## Executive Committee

President – Ling Faith-Heuertz Senior VP – Adam Shand Past President – Thea Kavanaugh Secretary – Dolores Harden Treasurer – John Attwood	VP of NW Region V – <b>Vacant</b> VP of SW Region IV – Christine Bragg VP of Central Region – Shana Heath VP of NE Region I – <b>Vacant</b> VP of SE Region II - Matthew Sena
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## Standing Committees

<p><b>Nominating Committee</b>  <u>Leader:</u> Ling Faith-Heuertz  <u>Committee Members:</u>          Executive Committee          Shana Heath          Christine Bragg          (year-round)</p>	<p><b>Awards Committee</b>  <u>Leader:</u> Arc NM Staff  <u>Committee Members:</u>          Dolores Harden          Shana Heath          (First six months year)</p>	
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## Special Committees

<p><b>Scholarship Committee</b>  <u>Leader:</u> Arc NM Staff  <u>Committee Members:</u>          John Attwood          Jill Tatz          Shana Heath          (March-June)</p>	<p><b>Fundraising Committee</b>  <u>Leader:</u> Matt Sena  <u>Committee Members:</u>          Rocio Alfaro Miller          Adam Shand          Shana Heath          Roel Adams          John Attwood          (End of the year)</p>	<p><b>CEO Search Committee</b>  <u>Leader:</u> Board President -          Ling Faith-Heuertz  <u>Committee Members:</u>          John Attwood          Roel Adamson          Adam Shand  <b>vacant</b>          (Aug - Nov 2022)</p>
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## CEO Administration

The Chief Executive Officer (CEO) is the key management leader of The Arc of New Mexico. The CEO is responsible for overseeing administration, programs, public policy and advocacy, and executing the organization's strategic vision, and reports to the President of the Board of Directors. The CEO should have advanced organizational leadership skills with the ability to lead people into strategic thinking, collaborating and influencing. The CEO will be compassionate and enthusiastic as an advocate for the mission of supporting people with intellectual and developmental disabilities.

### CEO Position Summary

The Arc of New Mexico is an advocacy non-profit organization serving people with intellectual and developmental disabilities since 1955. Our mission statement maintains "The Arc promotes and protects the human rights of people with intellectual and developmental disabilities and actively supports their full inclusion and participation in the community throughout their lifetimes."

The Chief Executive Officer (CEO) is the key management leader of The Arc of New Mexico. The CEO is responsible for overseeing administration, programs, public policy and advocacy, and executing the organization's strategic vision. The CEO will ensure The Arc of New Mexico's relevance to the communities it serves, provide inspirational action-orientated leadership to continually enhance the organization's capacity to carry out its mission, and ensure accountability of the organization to its diverse constituents. General responsibilities include administering board support, developing and sustaining financial strength, enhancing organizational operations including infrastructure, human resources, program efficiency and effectiveness, and optimizing external and internal communications and partnerships. The CEO reports directly to the Board of Directors and will engage in other duties as assigned by the Board of Directors.

#### KEY RELATIONSHIPS

##### Reports To Board of Directors

Direct Reports	Operations Manager Contracts and Grants Coordinator Director of Guardianship Director of Advocacy & Education Director of Master Trust Services Public Policy Officer Representative Payee Program Manager
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Other Key Relationships	Clients and Families General Public National Organization Partners Chapter Executives Representatives of State and Local Government Leaders of Disability Organizations
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## KEY RESPONSIBILITIES

- Serve as the primary spokesperson for The Arc NM
- Advance the mission to ensure the support for people with intellectual and developmental disabilities
- Advance the strategic vision and leadership by establishing and executing the organization's objectives and priorities
- Work in partnership with the Board of Directors and the leadership team to expand the influence and effectiveness of the organization
- Plan and execute the annual conference
- Build, maintain, and energize relationships with key stakeholders
- Develop, motivate, diversify and manage the organization's team and recruit new talent

## DESIRED OUTCOMES

Goal 1. **BOARD ADMINISTRATION:** To work with and support the board to achieve their governance responsibilities over the organization mission, vision, and guiding principles.

Goal 2. **DEVELOP AND SUSTAIN FINANCIAL GROWTH:** To oversee, maintain, and effectively manage the annual budget and develop resources sufficient to ensure and sustain the financial health of the organization.

Goal 3. **ORGANIZATION OPERATIONS:** To oversee and implement appropriate resources to ensure that the operations of the organization including infrastructure and human resources, are appropriate.

Goal 4. **EXTERNAL COMMUNICATION & PARTNERSHIPS:** To enhance the organization's image by being active and visible in the community and by working closely with other professional, civic, and private organizations.

## CEO POSITION QUALIFICATIONS

### Leadership

- Successful, demonstrated achievement in a leadership role as an executive or management position
- Excellent interpersonal and written communication skills
- Skills to collaborate with and motivate board members, staff, volunteers, and constituents
- Ability to work well in a fast-pace, multicultural environment

### Non-Profit Management

- Sound knowledge and experience of non-profit administration principles and management concepts, including budgeting, board management, resource allocation, auditing, asset management, marketing/public relations and program management

- Experience working with a Board of Directors or other governing body structure that works with policy, operational, and fiduciary authority and responsibilities
- Minimum of three (3) years of fundraising experience including individual donor cultivation, grant proposal writing, corporate sponsorship cultivation and special events management
- Working knowledge and experience in the utilization of technology to improve efficiency of services, fundraising, and providing innovative support to the disability community

#### Disability Community experience

- Considerable knowledge of the function, philosophy, and advocacy of services for individuals with intellectual and developmental disabilities

#### Education

- Master's degree in a human services-related field or management-related field (Public Administration; Business Administration; Human Services; Social Work; Public Law, etc.)

### Expectations from the Board

The Arc of New Mexico recognizes the importance of the relationship between the board of Directors and the executive officer hired to perform leadership and professionalism to The Arc as a nonprofit organization.

The employee should perform the duties of the CEO as set forth in the job description as highlighted above. The power to supervise the CEO's performance of duties is exercised by The Arc's Board President. The CEO is expected to undertake the services for and on behalf of and to the extent specifically requested in writing by The Arc subject to the availability of and other limitations. These key duties include

- Board support;
- Develop and sustain the financial strength of the organization;
- Enhance Organizational Operations; and
- External and internal communication and partnerships.

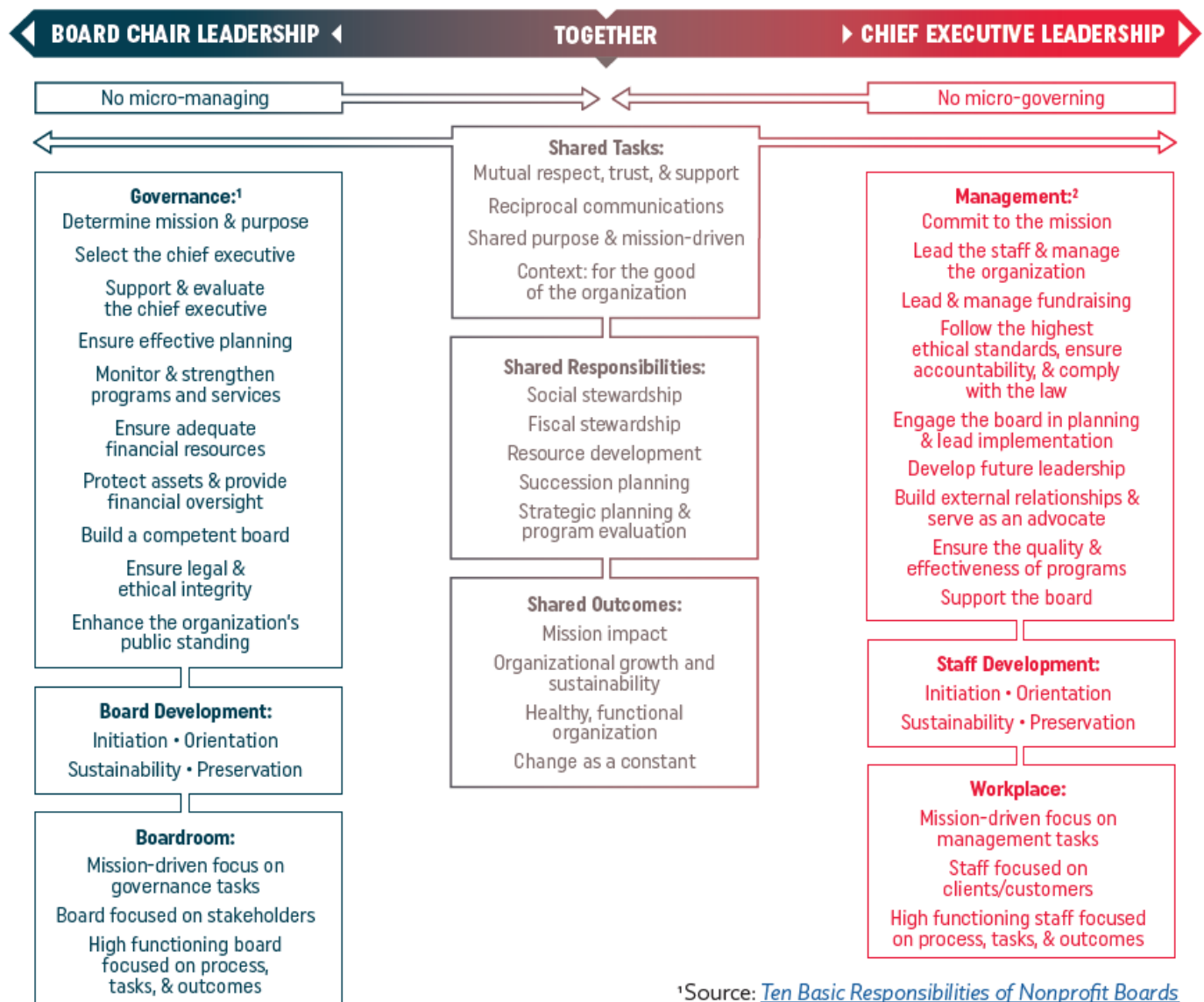
As indicated in the employment agreement, the CEO will conduct duties under the agreement in such a manner that will not discredit, dishonor or in any manner injure the reputation of The Arc. The CEO will not do anything that will reflect adversely on the reputation of The Arc.

The CEO will devote substantially their working time, attention, efforts and skill to the performance of the employment duties and responsibilities as stated, and truly and faithfully serve the best interests of The Arc and the people it serves at all times. In particular, the CEO should not engage in any personal activities such as consulting work, or other business activity on The Arc's account or any person or entity that may materially compete, conflict, or interfere with the performance of the CEO's duties.

The Arc (President) will conduct an annual evaluation of the CEO's performance. Termination of employment at The Arc shall be by mutual consent or by specific cause.

# THE BOARD CHAIR & CHIEF EXECUTIVE PARTNERSHIP

The partnership of the board chair and chief executive provides a structure for accomplishing the tasks of the organization. Governance and management complement and support each other — together focused on mission through different perspectives and actions. The partnership itself is critical in providing a communications headquarter for sharing information, addressing issues, and planning next steps appropriate to the individual and collective responsibilities.



<sup>1</sup>Source: [Ten Basic Responsibilities of Nonprofit Boards](#)

<sup>2</sup>Source: [The Nonprofit Chief Executive's Ten Basic Responsibilities](#)

The Arc of New Mexico  
Profit & Loss Budget Overview  
January through December 2023

	Total 01 - Master Trust	Total 10 - Administration	20 - Ctr for Advocacy & Educ	Total 22 - DRAD	Total 25- ARC Annual Conference
	Jan - Dec 23	Jan - Dec 23	Jan - Dec 23	Jan - Dec 23	Jan - Dec 23
<b>Ordinary Income/Expense</b>					
<b>Income</b>					
40002 - Master Trust I Adm. Fees	400,000.00				
40004 - Master Trust II Admin Fees	36,000.00				
40006 - SNT Admin Fees	43,200.00				
40013 - General Donations		10,000.00			
40024 - DDC-DRAD				10,000.00	
40025 - ARC-Annual Conference					20,000.00
40027 - DOH Self Advocacy Contract					
40040 - Rep Payee Fees					
40050 - Guardian Contract					
40051 - Private Pay Guardianship					
40053 - SAS Grant					
41000 - Conference fees				3,000.00	4,500.00
41100 - Conference Sponsorships				400.00	6,600.00
48001 - Grant Income					
<b>Total Income</b>	<b>479,200.00</b>	<b>10,000.00</b>	<b>0.00</b>	<b>13,400.00</b>	<b>31,100.00</b>
<b>Gross Profit</b>	<b>479,200.00</b>	<b>10,000.00</b>	<b>0.00</b>	<b>13,400.00</b>	<b>31,100.00</b>
<b>Expense</b>					
50100 - Affiliation Fees/Dues		6,000.00			
50300 - Advertising/Promotional	240.00	100.00	600.00	600.00	600.00
50500 - Audit Expense	18,000.00	6,000.00	2,100.00		
50600 - Accounting Expense	4,000.00	9,000.00	2,400.00		
50700 - Awards/Gifts		300.00			
51000 - Bank Fees/Service Charges/WePay		1,000.00			
51060 - Taxes - Other		19,500.00			
51300 - Client Assistance					
51400 - Conference Set up Expense				600.00	2,100.00
51500 - Conference/Education (Training)	1,000.00	2,000.00	2,000.00		
51600 - Conference-Travel/Food/Beverage			900.00	500.00	30,000.00
52800 - Contractual Services			4,800.00		
52850 - Employee Procurement		120.00	240.00		
52900 - Stipends					
54000 - Donations		3,000.00			
55200 - Janitorial	1,200.00	3,000.00	1,200.00		
55300 - Web Services	240.00	600.00	150.00		
56100 - Insurance	3,300.00	8,700.00	1,500.00		
56150 - Bank of The West- Bldg Interest		70,000.00			
56200 - Insurance - Workers Comp	1,000.00	2,000.00	600.00		
56500 - Legal Fees	1,200.00	500.00			
56700 - Licenses/Permits	2,750.00	200.00			
57200 - Office Equipment Lease	1,000.00	2,800.00	600.00		
57800 - General Bldg Expense	500.00	2,000.00	300.00		



The Arc of New Mexico  
Profit & Loss Budget Overview  
January through December 2023

	Total 01 - Master Trust	Total 10 - Administration	20 - Ctr for Advocacy & Educ	Total 22 - DRAD	Total 25- ARC Annual Conference
	Jan - Dec 23	Jan - Dec 23	Jan - Dec 23	Jan - Dec 23	Jan - Dec 23
58100 - Postage	1,000.00	900.00	300.00		300.00
58500 - Printing	100.00	600.00	600.00		
59100 - Computer Supplies	300.00	1,000.00	1,200.00		
59200 - Computer Software	6,300.00	5,000.00	1,200.00		
59300 - IT Services	1,600.00	6,000.00	1,380.00		
59500 - Professional Fees	500.00	800.00		5,700.00	2,500.00
59600 - Training	1,000.00	1,000.00			
60200 - Registration/Subscripton Fees		400.00			
61100 - Resource Materials		1,200.00	300.00		
62100 - Supplies	900.00	3,300.00	1,200.00		
63100 - Telephone	800.00	2,000.00	360.00		
63200 - Cell Phones	900.00	1,500.00	1,200.00		
63400 - Mileage	100.00	600.00	600.00		
63500 - Travel - Lodging			600.00		
63550 - Board of Directors Expenses					
63700 - Vehicle Rental			600.00		
63775 - Gas - Rental Vehicle			600.00		
63800 - Meals		150.00	300.00		
63850 - Meetings		150.00			
64500 - Utilities	3,300.00	9,000.00	5,100.00		
64600 - Building M&R	900.00	3,600.00	600.00		
65100 - Wages - Salary	103,750.00	255,000.00	160,280.00		
65101 - Wages - PTO			0.00		
65105 - Payroll Fees	150.00	400.00	600.00		
65500 - Retirement	2,100.00	4,200.00	1,560.00		
66100 - Disability Insurance	1,330.00	2,300.00	1,047.00		
66500 - Health Insurance	17,100.00	9,400.00	12,024.00		
67200 - Payroll-Employer OASDI	6,433.00	15,810.00	9,938.00		
67300 - Payroll-Employer Medicare	1,505.00	3,700.00	2,325.00		
67400 - Payroll-Employer NM-SUI	450.00	1,125.00	930.00		
68100 - Workers Comp Fee	20.00	60.00	60.00		
68500 - Life Insurance-Emplr	375.00	660.00	150.00		
<b>Total Expense</b>	<b>185,343.00</b>	<b>466,675.00</b>	<b>222,444.00</b>	<b>7,400.00</b>	<b>35,500.00</b>
<b>Net Ordinary Income</b>	<b>293,857.00</b>	<b>-456,675.00</b>	<b>-222,444.00</b>	<b>6,000.00</b>	<b>-4,400.00</b>
<b>Other Income/Expense</b>					
<b>Other Income</b>					
82000 - Rental Income - 5130 Masthead		75,250.00			
<b>Total Other Income</b>		<b>75,250.00</b>			
<b>Other Expense</b>					
90011 - Credit Card Reimbursements					
<b>Total Other Expense</b>					
<b>Net Other Income</b>		<b>75,250.00</b>			
<b>Net Income</b>	<b>293,857.00</b>	<b>-381,425.00</b>	<b>-222,444.00</b>	<b>6,000.00</b>	<b>-4,400.00</b>

## The Arc of New Mexico Profit & Loss Budget Overview

January through December 2023

	Total 27 - DOH - Self Advocacy	Total 40 - Rep Payee	Total 50 - Guardianship	Total 60 - The Board of Directors	80-Sexual Assault Program
	Jan - Dec 23	Jan - Dec 23	Jan - Dec 23	Jan - Dec 23	Jan - Dec 23
<b>Ordinary Income/Expense</b>					
<b>Income</b>					
40002 - Master Trust I Adm. Fees					
40004 - Master Trust II Admin Fees					
40006 - SNT Admin Fees					
40013 - General Donations					
40024 - DDC-DRAD					
40025 - ARC-Annual Conference					
40027 - DOH Self Advocacy Contract	26,500.00				
40040 - Rep Payee Fees		257,666.00			
40050 - Guardian Contract			829,500.00		
40051 - Private Pay Guardianship			21,000.00		
40053 - SAS Grant					175,000.00
41000 - Conference fees					
41100 - Conference Sponsorships					
48001 - Grant Income					
<b>Total Income</b>	<u>26,500.00</u>	<u>257,666.00</u>	<u>850,500.00</u>		<u>175,000.00</u>
<b>Gross Profit</b>	26,500.00	257,666.00	850,500.00		175,000.00
<b>Expense</b>					
50100 - Affiliation Fees/Dues					250.00
50300 - Advertising/Promotional					300.00
50500 - Audit Expense		1,980.00	8,700.00		1,000.00
50600 - Accounting Expense		7,577.00	21,000.00		2,400.00
50700 - Awards/Gifts					2,400.00
51000 - Bank Fees/Service Charges/WePay		1,991.50			
51060 - Taxes - Other					
51300 - Client Assistance		200.00	900.00		
51400 - Conference Set up Expense					
51500 - Conference/Education (Training)			6,000.00		1,000.00
51600 - Conference-Travel/Food/Beverage			1,200.00		750.00
52800 - Contractual Services	12,000.00				750.00
52850 - Employee Procurement		150.00	600.00		100.00
52900 - Stipends	14,500.00				
54000 - Donations					
55200 - Janitorial		2,454.00	5,880.00		480.00
55300 - Web Services		333.00	1,200.00		150.00
56100 - Insurance		6,648.00	18,000.00		1,200.00
56150 - Bank of The West- Bldg Interest					
56200 - Insurance - Workers Comp		1,427.00	4,500.00		600.00
56500 - Legal Fees			24,000.00		1,000.00
56700 - Licenses/Permits			1,500.00		
57200 - Office Equipment Lease		1,469.00	3,900.00		300.00
57800 - General Bldg Expense		894.00	2,400.00		300.00

The Arc of New Mexico  
Profit & Loss Budget Overview

January through December 2023

	Total 27 - DOH - Self Advocacy	Total 40 - Rep Payee	Total 50 - Guardianship	Total 60 - The Board of Directors	80-Sexual Assault Program
	Jan - Dec 23	Jan - Dec 23	Jan - Dec 23	Jan - Dec 23	Jan - Dec 23
58100 - Postage		4,000.00	2,000.00		180.00
58500 - Printing			480.00		1,500.00
59100 - Computer Supplies		251.00	1,200.00		300.00
59200 - Computer Software		1,042.50	2,400.00		300.00
59300 - IT Services		3,365.50	12,000.00		1,500.00
59500 - Professional Fees			900.00		
59600 - Training			1,200.00		1,200.00
60200 - Registration/Subscripton Fees					
61100 - Resource Materials			480.00		1,200.00
62100 - Supplies		2,739.80	3,600.00		1,200.00
63100 - Telephone		2,351.80	5,400.00		600.00
63200 - Cell Phones		787.70	5,400.00		1,200.00
63400 - Mileage		50.00	24,000.00		360.00
63500 - Travel - Lodging			2,400.00		600.00
63550 - Board of Directors Expenses				7,200.00	
63700 - Vehicle Rental			2,400.00		1,000.00
63775 - Gas - Rental Vehicle			1,200.00		
63800 - Meals			1,500.00		
63850 - Meetings			240.00		
64500 - Utilities		6,278.66	16,500.00		2,100.00
64600 - Building M&R		1,924.00	2,400.00		600.00
65100 - Wages - Salary		153,225.00	426,000.00		121,346.40
65101 - Wages - PTO					
65105 - Payroll Fees		265.00	780.00		216.00
65500 - Retirement		2,436.00	1,500.00		990.00
66100 - Disability Insurance		30.00	90.00		585.00
66500 - Health Insurance		22,555.00	46,200.00		8,015.00
67200 - Payroll-Employer OASDI		9,500.00	26,412.00		7,525.00
67300 - Payroll-Employer Medicare		2,222.00	6,177.00		1,760.00
67400 - Payroll-Employer NM-SUI		900.00	2,252.00		708.00
68100 - Workers Comp Fee			48.00		27.60
68500 - Life Insurance-Emplr		600.00	1,500.00		
<b>Total Expense</b>	<b>26,500.00</b>	<b>239,647.46</b>	<b>696,439.00</b>	<b>7,200.00</b>	<b>167,993.00</b>
<b>Net Ordinary Income</b>	<b>0.00</b>	<b>18,018.54</b>	<b>154,061.00</b>	<b>-7,200.00</b>	<b>7,007.00</b>
<b>Other Income/Expense</b>					
<b>Other Income</b>					
82000 - Rental Income - 5130 Masthead					
<b>Total Other Income</b>					
<b>Other Expense</b>					
90011 - Credit Card Reimbursements			-3,129.43		
<b>Total Other Expense</b>			<b>-3,129.43</b>		
<b>Net Other Income</b>			<b>3,129.43</b>		
<b>Net Income</b>	<b>0.00</b>	<b>18,018.54</b>	<b>157,190.43</b>	<b>-7,200.00</b>	<b>7,007.00</b>

The Arc of New Mexico  
**Profit & Loss Budget Overview**  
 January through December 2023

Ordinary Income/Expense	Total 90 - Public Policy	TOTAL
	Jan - Dec 23	Jan - Dec 23
<b>Income</b>		
40002 - Master Trust I Adm. Fees		400,000.00
40004 - Master Trust II Admin Fees		36,000.00
40006 - SNT Admin Fees		43,200.00
40013 - General Donations		10,000.00
40024 - DDC-DRAD		10,000.00
40025 - ARC-Annual Conference		20,000.00
40027 - DOH Self Advocacy Contract		26,500.00
40040 - Rep Payee Fees		257,666.00
40050 - Guardian Contract		829,500.00
40051 - Private Pay Guardianship		21,000.00
40053 - SAS Grant		175,000.00
41000 - Conference fees		7,500.00
41100 - Conference Sponsorships		7,000.00
48001 - Grant Income		0.00
<b>Total Income</b>		<b>1,843,366.00</b>
<b>Gross Profit</b>		<b>1,843,366.00</b>
<b>Expense</b>		
50100 - Affiliation Fees/Dues		6,250.00
50300 - Advertising/Promotional		2,440.00
50500 - Audit Expense	900.00	38,680.00
50600 - Accounting Expense	2,100.00	48,477.00
50700 - Awards/Gifts		2,700.00
51000 - Bank Fees/Service Charges/WePay		2,991.50
51060 - Taxes - Other		19,500.00
51300 - Client Assistance		1,100.00
51400 - Conference Set up Expense		2,700.00
51500 - Conference/Education (Training)		12,000.00
51600 - Conference-Travel/Food/Beverage		33,350.00
52800 - Contractual Services		17,550.00
52850 - Employee Procurement	120.00	1,330.00
52900 - Stipends		14,500.00
54000 - Donations		3,000.00
55200 - Janitorial	780.00	14,994.00
55300 - Web Services	150.00	2,823.00
56100 - Insurance	1,620.00	40,968.00
56150 - Bank of The West- Bldg Interest		70,000.00
56200 - Insurance - Workers Comp	500.00	10,627.00
56500 - Legal Fees		26,700.00
56700 - Licenses/Permits	50.00	4,500.00
57200 - Office Equipment Lease	480.00	10,549.00
57800 - General Bldg Expense	300.00	6,694.00

The Arc of New Mexico  
Profit & Loss Budget Overview  
January through December 2023

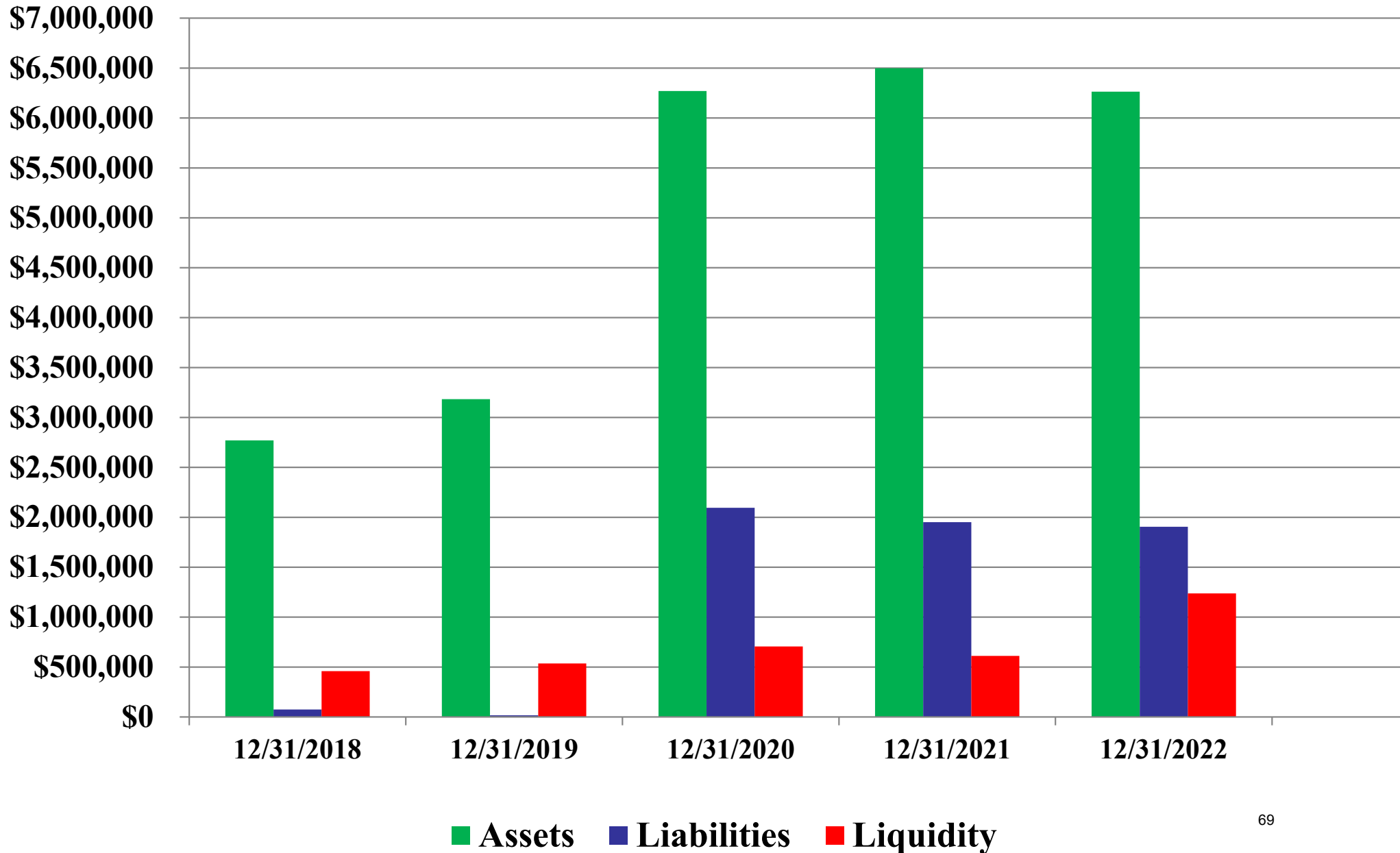
	Total 90 - Public Policy	TOTAL
	Jan - Dec 23	Jan - Dec 23
58100 - Postage	300.00	8,980.00
58500 - Printing	50.00	3,330.00
59100 - Computer Supplies	180.00	4,431.00
59200 - Computer Software	150.00	16,392.50
59300 - IT Services	1,500.00	27,345.50
59500 - Professional Fees	240.00	10,640.00
59600 - Training		4,400.00
60200 - Registration/Subscription Fees		400.00
61100 - Resource Materials		3,180.00
62100 - Supplies	1,200.00	14,139.80
63100 - Telephone	600.00	12,111.80
63200 - Cell Phones	1,200.00	12,187.70
63400 - Mileage	1,200.00	26,910.00
63500 - Travel - Lodging		3,600.00
63550 - Board of Directors Expenses		7,200.00
63700 - Vehicle Rental		4,000.00
63775 - Gas - Rental Vehicle		1,800.00
63800 - Meals		1,950.00
63850 - Meetings		390.00
64500 - Utilities	1,680.00	43,958.66
64600 - Building M&R	600.00	10,624.00
65100 - Wages - Salary	64,546.00	1,284,147.40
65101 - Wages - PTO		0.00
65105 - Payroll Fees	110.00	2,521.00
65500 - Retirement	300.00	13,086.00
66100 - Disability Insurance	826.00	6,208.00
66500 - Health Insurance	8,220.00	123,514.00
67200 - Payroll-Employer OASDI	4,002.00	79,620.00
67300 - Payroll-Employer Medicare	936.00	18,625.00
67400 - Payroll-Employer NM-SUI	225.00	6,590.00
68100 - Workers Comp Fee	30.00	245.60
68500 - Life Insurance-Emplr	78.00	3,363.00
<b>Total Expense</b>	<b>95,173.00</b>	<b>2,150,314.46</b>
<b>Net Ordinary Income</b>	<b>-95,173.00</b>	<b>-306,948.46</b>
<b>Other Income/Expense</b>		
<b>Other Income</b>		
82000 - Rental Income - 5130 Masthead		75,250.00
<b>Total Other Income</b>		<b>75,250.00</b>
<b>Other Expense</b>		
90011 - Credit Card Reimbursements		-3,129.43
<b>Total Other Expense</b>		<b>-3,129.43</b>
<b>Net Other Income</b>		<b>78,379.43</b>
<b>Net Income</b>	<b>-95,173.00</b>	<b>-228,569.03</b>

- December financials pending year end closing adjustments
- Liquidity (excess of liquid assets over liquid liabilities) as of December 31, 2022 of \$1.2M
- Liquidity when including investment accounts as of December 31, 2022 of \$3.2M
  - For context, this \$3.2M of reserves represents 22 months of operating expenses
- FY2022 preliminary net loss - \$115K
  - Investment losses - \$536K
- Investments:
  - Gain on investments 2017-2021: \$980K
  - Loss on investments, 2022: \$536K
- Budget to actual
  - Revenues – 91% of budget met
  - Expenses – 96% of budget met
- ERC credit has been filed – approximately \$520K unrestricted funds have been received
- Audit preparation underway; audit will take place in April and will be presented in July.

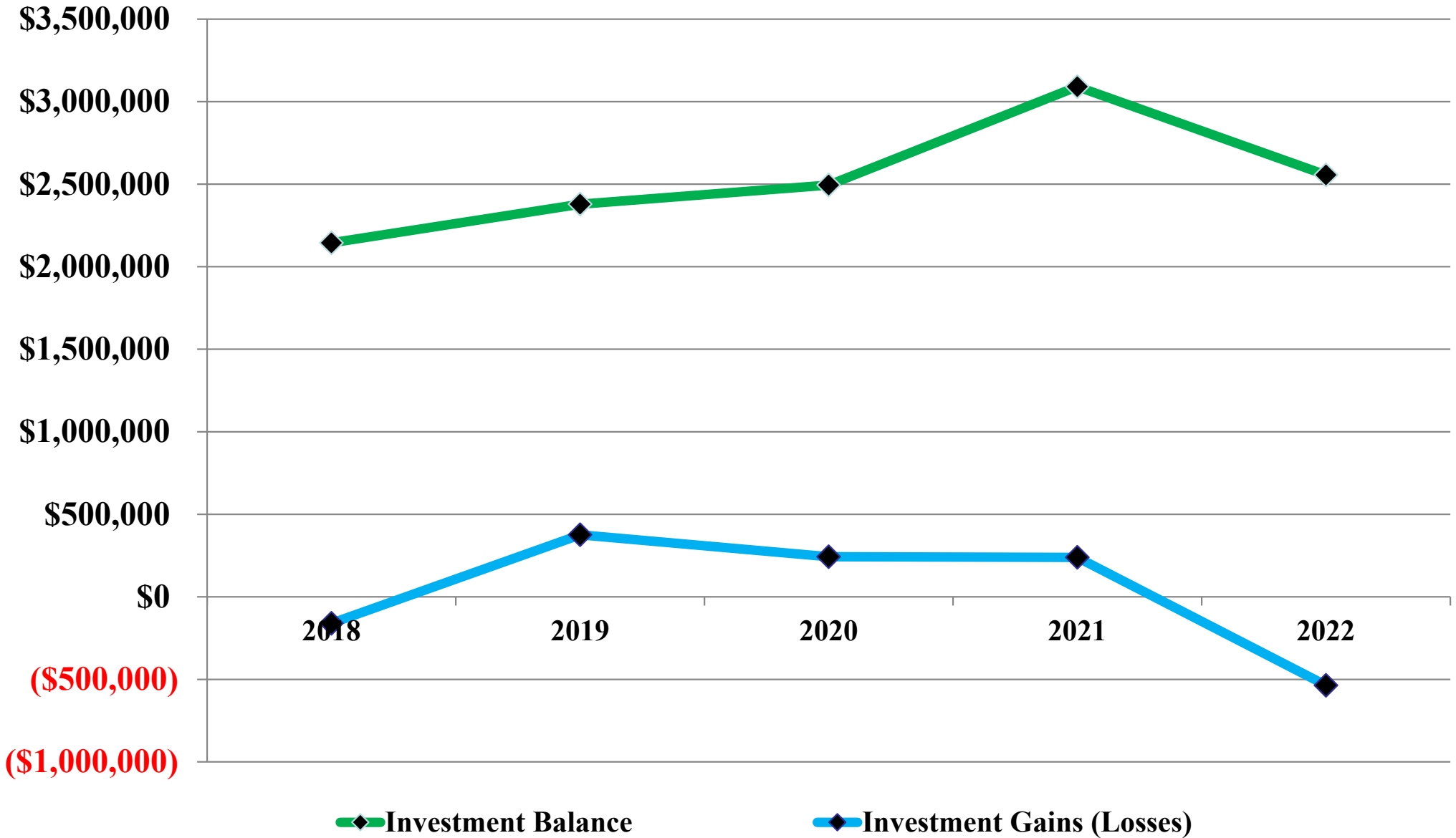
# SAMPLE REPORT IN GRAPH FORMAT



## FINANCIAL POSITION

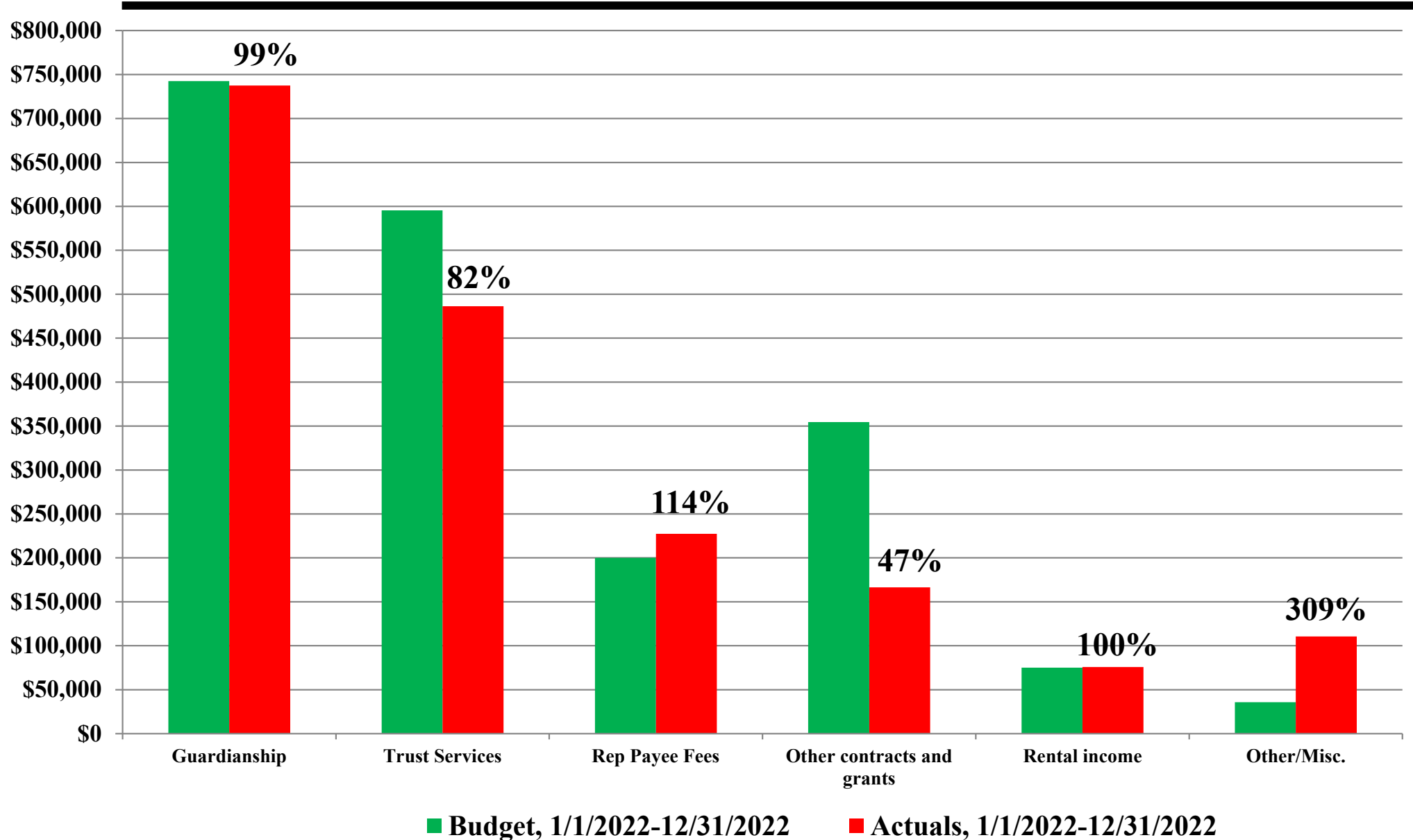


# INVESTMENT ACTIVITY

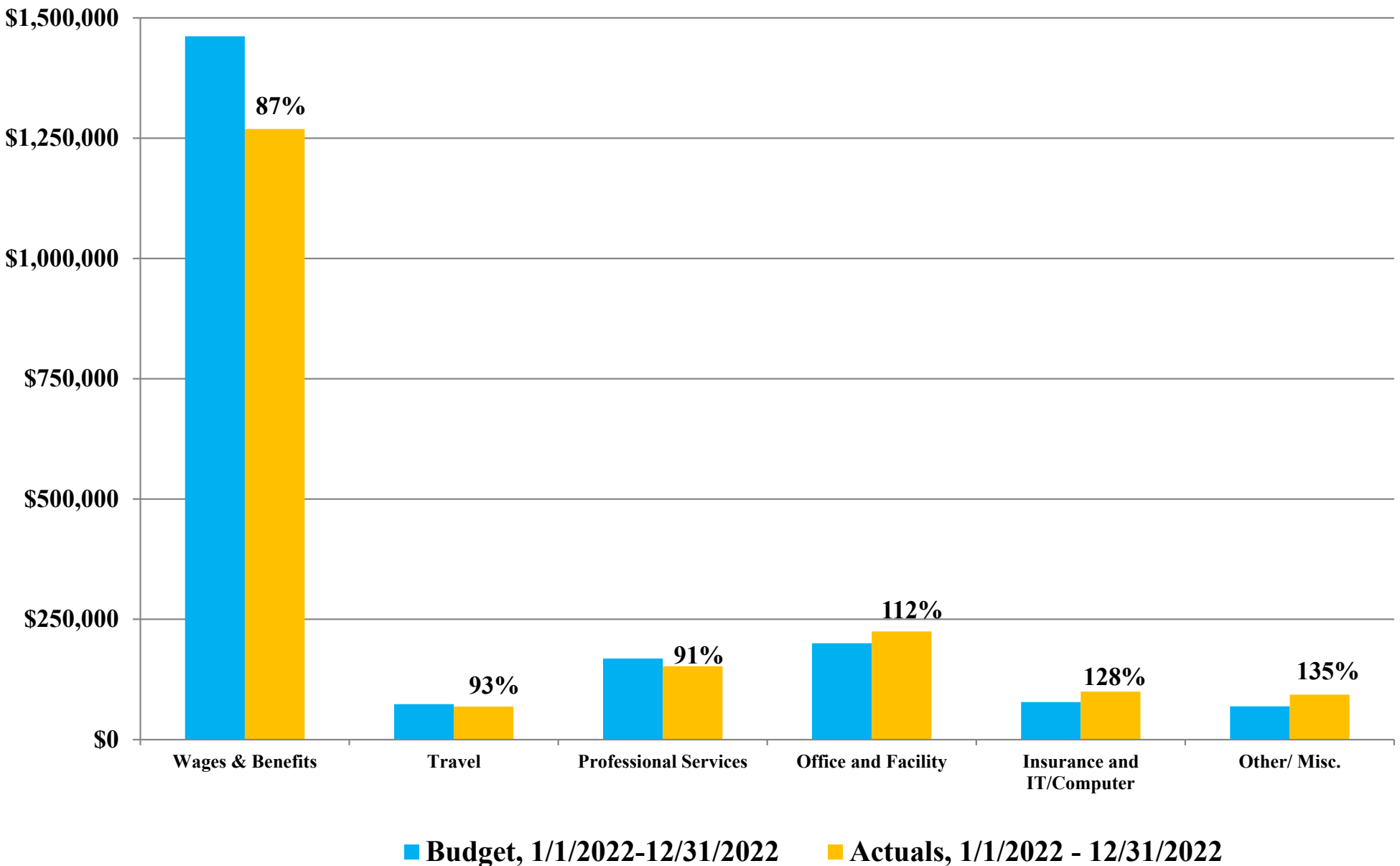




# BUDGET TO ACTUAL – REVENUES DECEMBER 2022 YTD



# BUDGET TO ACTUAL – EXPENSES DECEMBER 2022 YTD



# SAMPLE REPORT IN FINANCIAL FORMAT

The Arc of New Mexico  
Profit & Loss Budget vs. Actual - UNAUDITED  
December 2022 YTD

	TOTAL			NOTES/EXPLANATION
	December 22 YTD Actuals	Jan 22 - Dec 22 Budget	% of Budget	
<b>Income</b>				
40001 · Master Trust I Set Up Fees	4,850	7,500	64.67%	
40002 · Master Trust I Adm. Fees	387,423	480,000	80.71%	Master Trust investment performance
40003 · Master Trust II Set Up Fees	0	3,000	0.0%	
40004 · Master Trust II Admin Fees	33,583	40,000	83.96%	Master Trust investment performance
40006 · SNT Admin Fees	60,510	65,000	93.09%	
40012 · NMCSAP SAP -3	0	21,167	0.0%	Timing - received and recorded in revenue in FY21.
40013 · General Donations	80,324	10,000	803.24%	Benefactor distribution - Lente
40015 · Education/Training Income	2,100	300	700.0%	
40017 · CVRC-Enhancement Grant	3,750	5,000	75.0%	
40024 · DDPC-DRAD	7,200	5,000	144.0%	
40027 · DOH Self Advocacy Contract	15,363	26,500	57.97%	
40040 · Rep Payee Fees	221,377	200,000	110.69%	
40050 · Guardian Contract	716,500	721,500	99.31%	
40051 · Private Pay Guardianship	21,000	21,000	100.0%	
40053 · SAS Grant	138,573	81,404	170.23%	SAS grant amount for 7/1/22-6/30/23 has increased.
41000 · Conference fees/sponsorships	26,885	27,500	97.76%	
48001 · Grant Income	8,721	192,500	4.53%	Planned use of reserves and carryforward funds from FY21; timing.
<b>Total Income</b>	<b>1,728,159</b>	<b>1,907,371</b>	<b>90.6%</b>	
<b>Expense</b>				
50100 · Affiliation Fees/Dues	5,298	5,000	105.96%	
50300 · Advertising/Promotional	1,544	2,590	59.6%	
50500 · Audit Expense	39,894	39,850	100.11%	
50600 · Accounting Expense	52,219	53,150	98.25%	
50700 · Awards/Gifts	11,284	300	3,761.19%	ENMU Scholarship Awards
51000 · Bank Fees/Service Charges	2,878	3,150	91.37%	
51300 · Client Assistance	127	1,600	7.93%	
51400 · Conference Set up Expense	1,645	600	274.17%	Net conference expense slightly underbudgeted
51500 · Conference/Education (Training)	8,593	18,750	45.83%	Net conference expense slightly underbudgeted
51555 · Conference -Honorarium	0	2,100	0.0%	Net conference expense slightly underbudgeted
51600 · Conference-Travel/Food/Beverage	42,938	21,300	201.59%	Net conference expense slightly underbudgeted
52800 · Contractual Services	9,150	45,350	20.18%	Timing and conservative budget
52850 · Employee Procurement	343	1,650	20.8%	
52900 · Stipends	1,714	0	100.0%	
54000 · Donations	3,700	2,700	137.04%	
55200 · Janitorial	19,043	18,282	104.16%	

**The Arc of New Mexico  
Profit & Loss Budget vs. Actual - UNAUDITED  
December 2022 YTD**

	TOTAL			NOTES/EXPLANATION
	December 22 YTD Actuals	Jan 22 - Dec 22 Budget	% of Budget	
55300 · Web Services	2,197	3,100	70.88%	
56100 · Insurance	46,647	32,400	143.97%	Overall cost increase from what was budgeted; more liability coverage added.
56150 · Bank of The West- Bldg Interest	69,429	72,000	96.43%	
56200 · Insurance - Workers Comp	13,476	10,750	125.36%	
56500 · Legal Fees	10,759	21,900	49.13%	
56700 · Licenses/Permits	3,670	1,350	271.85%	
57100 · Office Equipment Repairs	38	600	6.29%	
57200 · Office Equipment Lease	10,483	10,360	101.19%	
57800 · General Bldg Expense	7,102	5,100	139.25%	
58100 · Postage	5,324	7,100	74.99%	
58500 · Printing	1,474	3,200	46.07%	
59100 · Computer Supplies	4,817	3,600	133.8%	
59200 · Computer Software	20,900	13,025	160.46%	
59300 · IT Services	25,299	25,900	97.68%	
59500 · Professional Fees	40,468	8,160	495.93%	Likely commingling with Contractual Services, which is well underbudget
59600 · Training	890	4,000	22.25%	
60200 · Registration/Subscripton Fees	3,467	2,200	157.59%	
61100 · Resource Materials	6,621	1,900	348.47%	SAS program costs.
62100 · Supplies	13,202	12,500	105.61%	
63100 · Telephone	14,471	8,360	173.09%	Underbudgeted; new Comcast service more expensive
63200 · Cell Phones	14,132	15,650	90.3%	
63400 · Mileage	33,904	32,839	103.24%	
63500 · Travel - Lodging	14,374	11,700	122.85%	
63550 · Board of Directors Expenses	1,469	0	100.0%	
63650 · Travel - Airfare/Parking	4,430	2,700	164.08%	
63700 · Vehicle Rental	2,389	9,800	24.38%	
63710 · Conference Fees - Employees	610	200	305.0%	
63775 · Gas - Rental Vehicle	1,193	3,800	31.39%	
63800 · Meals	4,064	4,400	92.36%	
63850 · Meetings	6,276	8,400	74.71%	
64500 · Utilities	39,936	42,120	94.82%	
64600 · Building M&R	26,321	4,940	532.81%	Underbudgeted; additional building related costs.
64700 · Property taxes	2,203	0	100.0%	
65100 · Wages - Salary	1,061,648	1,169,308	90.79%	Underbudgeted; conservative budget and staffing transitions
65105 · Payroll Fees	2,802	4,170	67.18%	
65500 · Retirement	12,999	13,800	94.2%	
66100 · Disability Insurance	64	900	7.13%	

**The Arc of New Mexico  
Profit & Loss Budget vs. Actual - UNAUDITED  
December 2022 YTD**

	TOTAL			NOTES/EXPLANATION
	December 22 YTD Actuals	Jan 22 - Dec 22 Budget	% of Budget	
66500 · Health Insurance	90,710	107,430	84.44%	Underbudgeted; conservative budget and staffing transitions
66501 · Dental Insurance	296	500	59.25%	
67200 · Payroll-Employer OASDI	65,666	73,059	89.88%	Underbudgeted; conservative budget and staffing transitions
67300 · Payroll-Employer Medicare	15,405	17,106	90.06%	
67400 · Payroll-Employer NM-SUI	2,502	6,120	40.88%	
68100 · Workers Comp Fee	238	357	66.67%	
68500 · Life Insurance-Emplr	3,714	3,160	117.52%	
<b>Total Expense</b>	<b>1,908,448</b>	<b>1,996,336</b>	<b>95.6%</b>	
Rental Income - 5130 Masthead	75,701	75,000	100.93%	
ABQ Water Rebate Income	17,590	0	100.0%	Rebate; not budgeted
Employee Retention Credit	508,127	0	100.0%	Not budgeted
Net investment income	-536,043	0	100.0%	Unfavorable market conditions FY22 to date
<b>Net Income</b>	<b>-114,914</b>	<b>-13,965</b>		

**ARC Balance Sheet**  
**December 31, 2022 - UNAUDITED**

	<b>Dec 31, 22</b>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
10100 · US Bank-Operating Account	814,246.84
10300 · Fiserve-Excess Operating	360,034.11
10400 · ACF - Endowment	44,998.56
10500 · First Trust Endowment	145,912.06
10600 · GAP-First Trust	376,623.77
10700 · Billy Jordan Fund-First Trust	651,532.41
10800 · First Trust - LEF Fund	232,127.92
10850 · ARC NM Foundation	167,827.15
10950 · Building Reserve Fund	308,433.63
19500 · Higher Educ. Scholarship Fund	268,373.81
<b>Total Checking/Savings</b>	3,370,110.26
<b>Total Accounts Receivable</b>	78,190.60
<b>Other Current Assets</b>	
13015 · Due from State of NM	63.75
16000 · Prepays	6,091.66
16550 · Prepaid=Xeriscape Rebate	11,546.80
<b>Total Other Current Assets</b>	17,702.21
<b>Total Current Assets</b>	3,466,003.07
<b>Fixed Assets</b>	
14000 · 5130 Masthead N.E- ABQ NM	2,750,000.00
14050 · Building Improvements	82,711.09
15000 · Furniture and Equipment	18,483.68
16005 · Landscaping Improvement	49,731.00
17000 · Accumulated Depreciation	-103,317.15
<b>Total Fixed Assets</b>	2,797,608.62
<b>TOTAL ASSETS</b>	<b>6,263,611.69</b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
20100 · Accounts Payable	17,754.33
<b>Total Accounts Payable</b>	17,754.33
<b>Other Current Liabilities</b>	
Total 24000 · Payroll Liabilities	8,828.86
24260 · Superior Vision Payable	-39.58
27400 · Masthead Security Deposit	6,459.10
<b>Total Other Current Liabilities</b>	15,248.38
<b>Total Current Liabilities</b>	33,002.71
<b>Long Term Liabilities</b>	
27201 · BofW Loan Current Portion	72,413.00
27220 · Bank of The West-5130 MASTHEAD	1,799,086.91
<b>Total Long Term Liabilities</b>	1,871,499.91
<b>Total Liabilities</b>	1,904,502.62
<b>Total Equity</b>	4,359,109.07
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>6,263,611.69</b>

Jun 11, 2021

# A Beginner's Guide to Insurance Terminology

Insurance has its own terms which can be confusing and tough to understand. Here's a cheat sheet on some basic insurance terminology:

- **Claim.** A demand by a person or business seeking to recover from an insurer for a loss that may be covered by an insurance policy.
- **Coverage.** The specific protection provided by a policy against the results of the hazards insured against.
- **Deductible.** A certain dollar amount beyond which insurance protection begins. The insured assumes the loss up to the deductible limit and the insurer pays the remainder, up to the policy limit.
- **Exclusions.** The section of the policy contract that specifies the losses not protected by the policy.
- **Peril.** The specific event causing a loss, such as fire, windstorm or accidental death.
- **Policy.** The written contract effecting insurance, or the certificate thereof, by whatever named called, and including all clauses, riders, endorsements, and papers attached thereto and made a part thereof.
- **Premium.** A periodic payment by the insured to the insurance company in exchange for insurance coverage.
- **Replacement Cost.** The cost of replacing or repairing property using new materials of like kind and quality without deduction for depreciation.
- **Risk.** The hazard or chance of loss on any particular item of insurance. The term "risk" usually is used in a general way to designate the entire subject matter of insurance covered under a policy or upon which an application for insurance has been received.
- **Quote.** The rate at which an insurance company indicates its willingness to assume certain liabilities or provide coverage under an insurance policy. A quote is an approximation of the premium for a given policy.

From Menicucci Insurance

# State of New Mexico



## Certificate of Filing

United States of America }  
State of New Mexico } ss.

It Is Hereby Certified that there was filed for record in the office of the State Corporation Commission of the State of New Mexico on the \_\_\_\_\_<sup>24th</sup>\_\_\_\_\_ day of \_\_\_\_\_<sup>April</sup>\_\_\_\_\_ 1958 \_\_\_\_\_<sup>11:00 A.M.</sup>\_\_\_\_\_

### CERTIFICATE OF INCORPORATION

OF

#### NEW MEXICO ASSOCIATION FOR RETARDED CHILDREN

**WHEREFORE:** The incorporators named in said Certificate of Incorporation and who have signed the same, and their successors and assigns are hereby declared to be from this date until 2009, a corporation by the name and for the purposes set forth in said Certificate.

(38,876)

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe on this \_\_\_\_\_<sup>24th</sup>\_\_\_\_\_ day of \_\_\_\_\_<sup>April</sup>\_\_\_\_\_ 1958 \_\_\_\_\_

(SEAL)

Attest:  
  
ALEX PACHECO, Clerk

  
JOHN BLOCK, JR. Acting Chairman



From: President, N.A.R.C.

File: N.A.R.C.  
Officers

**RECEIVED**

APR 24 '58

NEW MEXICO ASSOCIATION FOR RETARDED CHILDREN

ST. CORP. COMM.  
CORP. DEPT.

Officers, 1957-58

President: Mrs. C. C. Bucknes  
25 Morningside Place, Roswell, N. Mex.  
Vice-President: Mr. Max Niess  
6102 Harmony Lane N. W., Albuquerque, N. Mex.  
Secretary: Mrs. Jean Balagna  
2403 Club Road, Los Alamos, N. Mex.  
Treasurer: Mrs. Jacques Dalley  
P. O. Box 1074, Lovington, N. Mex.

Board of Directors, 1957-58

North Division: (1 unit--Los Alamos Parents for Retarded)  
1 yr. Mr. Ed Kemp, 3069 B Villa St., Los Alamos, N. Mex.  
2 yr. Mr. John Balagna, 2403 Club Road, Los Alamos, N. Mex.  
2 yr. Mr. Ed Vourness, 2505 A 36th St., Los Alamos, N. Mex.

Central Division: (1 unit--Albuquerque Association for Retarded Children, Inc.)  
1 yr. Mrs. E. R. Warner, 1515 Las Lomas Road, N. E., Alb.  
2 yr. Mrs. Max Niess, 6102 Harmony Lane, N. W., Alb.  
2 yr. Dr. Sheldon Bliss, 3640 33rd Place, Santa Fe, Alb.  
600 La Vista, N. E., Alb.

South Division: (2 units--Lovington Association for Exceptional Children  
Roswell Association for Exceptional Children)  
1 yr. Mrs. J. E. Mason, East Star Route, Lovington, N. Mex.  
2 yr. Mrs. Roland Raymond, P. O. Box 1095, Roswell, N. Mex.  
2 yr. Mr. Marion Benjamin, Rt. 1 Box 290, Lovington, N. Mex.

Immediate Past President: Mrs. Max Niess, 6102 Harmony Lane N. W., Albuquerque

IN WITNESS WHEREOF the three undersigned incorporators have signed their names.

Jose M. B. ...  
Max J. Wise  
Mrs. John S. ...

STATE OF New Mexico } ss  
COUNTY OF Chaves

The foregoing instrument was acknowledged before me this 23 day of April, 1958 by

Felimon ...  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

12-5-61

**CONSTITUTION**  
**The Arc of New Mexico**

**ARTICLE I**  
**Name and Purpose**

- Section 1. The name of this corporation shall be The Arc of New Mexico, Inc., hereafter called, “The Arc”.
- Section 2. The principal office of The Arc shall be at such place as the Board of Directors shall determine.
- Section 3. The Arc is a nonprofit, nonsectarian organization organized for the promotion of social welfare under New Mexico statutes. The duration shall be 100 years.
- Section 4. The principal purposes of The Arc are:
1. To promote the common good and general welfare of the community by promoting the welfare of people with developmental disabilities of all ages everywhere; at home, in the communities, in institutions and in public, private and religious schools.
  2. To further the advancement of all ameliorative and preventative study, research and therapy in the field of developmental disabilities.
  3. To develop a better understanding of the problem of developmental disabilities by the public and to cooperate with all public, private and religious agencies, international, federal, state and local departments of education, health and institutions.
  4. To further the training and education of personnel for work in the field of developmental disabilities.
  5. To encourage the formation of local units to advise and aid parents in the solution of their problems and to coordinate the efforts and activities of these groups.
  6. To provide information concerning the problems of people with developmental disabilities to governmental or legislative bodies.
  7. To serve as a clearing house for gathering and disseminating information regarding people with developmental disabilities and to foster the development of integrated programs in their behalf.

8. To solicit and receive funds for the accomplishment of the above purposes. No part of the net funds will be used for the benefit of private interests such as designated individuals, shareholders of this organization or persons controlled directly or indirectly by such private interests. This corporation will not afford pecuniary gain to its shareholders or members and will pay no dividends or other pecuniary remuneration, directly or indirectly, to its shareholders or members as such and will have no capital stock.

## **ARTICLE II** **Membership**

Section 1. Membership as a Local Member Unit in The Arc by a local organization of not less than ten memberships may be obtained upon application to and approval by the Board of Directors. Member units should use the name "The Arc" and the city or county of the unit.

Section 2. Where there is no local organization, any interested person may, pending organization of a member unit, become a Member-at-Large of The Arc upon payment of dues to The Arc. Members-at-large shall have all the rights and privileges of individual memberships of The Arc. No member-at-large will be accepted where there is a member unit.

Section 3. For the purposes of The Arc, the State of New Mexico shall be divided into five regions, by counties, as follows:

**Region I, Northeast**

Los Alamos, Santa Fe, Taos, San Miguel, Mora, Colfax, Guadalupe, Union, Harding, Torrance, Rio Arriba;

**Region II, Southeast**

Lincoln, DeBaca, Roosevelt, Curry, Quay, Chaves, Lea, Eddy;

**Region III, Central**

Sandoval, Valencia, Bernalillo, Socorro;

**Region IV, Southwest**

Catron, Grant, Sierra, Otero, Hidalgo, Luna, Dona Ana;

**Region V, Northwest**

San Juan, McKinley, Cibola;

Section 4. Any member unit may be expelled from The Arc by the Board of Directors in accordance with Article I, Section 5 of the Bylaws.

**ARTICLE III**  
**Officers**

Section 1. The Officers of The Arc shall be a President, Senior Vice President, five Regional Vice Presidents, a Secretary and a Treasurer. Officers shall serve for a term of one year. Officers shall not serve more than two terms in succession except for the office of Treasurer.

Section 2. The President shall preside at all meetings of The Arc, the Board of Directors and the Executive Committee. He/she shall be the chief executive and shall have general supervision and direction of the affairs of The Arc under the direction of the Board of Directors and the Executive Committee.

He/she shall appoint all committees with the advice and consent of the Board of Directors and shall perform all such duties as belong to the office. The President shall not serve more than two terms in succession as President.

The President shall be a member ex officio of all committees and exercise general supervision over their work and that of the other officers in order to assure that the objectives of The Arc are executed in the best possible manner.

The President shall present a written progress report of the year's activities at the Annual Meeting of The Arc.

The President shall be empowered to conduct such official business as may be necessary by mail or phone.

Section 3. The Senior Vice President shall aid the President in the performance of his duties, and in the case of the absence of the President, shall preside at meetings of The Arc, the Board of Directors and the Executive Committee. In the event the President shall be unable to serve, he/she shall succeed to that position until the next regular election. The Board of Directors shall then appoint a Senior Vice President from among its members to serve until the next regular election. In the event both the President and Senior Vice President are unable to serve, the Board of Directors shall appoint successors for the unexpired term.

Section 4. One Regional Vice President shall be elected from each region of the state. The Regional Vice Presidents will coordinate the program of The Arc by relating to the member units of the regions and by carrying out those duties as defined by the Board of Directors. In the case of the absence of the President and the Senior Vice President, one of the five Regional Vice Presidents shall be selected by the Board of Directors to preside at each such meeting of The Arc, the Board of Directors or of the Executive Committee.

Section 5. The Secretary shall ensure that accurate records are kept of the proceedings and business transactions at all regular, special, Board of Directors and Executive Committee meetings. The Arc staff is responsible for the custody of all books, papers and reports of The Arc.

Section 6. The Treasurer shall ensure that accurate records are kept of the receipt of all revenues of The Arc, the collection of all assessments and dues, receipts therefore and statements for assessments and dues in arrears. All funds received are deposited in the name of The Arc in a bank approved by the Board of Directors, and all funds are disbursed only by the authorization of the Board of Directors in a manner prescribed by them.

The Treasurer shall ensure that an accurate account is kept of all funds received and disbursed. The Treasurer shall render an annual statement, or, semiannual if requested by the President, of the financial status of The Arc and shall present a complete report at the meetings of the Board of Directors.

The Treasurer is responsible for all important financial documents of The Arc, to which the President shall also have access. The Treasurer shall ensure that the books and financial records of The Arc are audited at the close of the fiscal year by a certified public accountant and that a summary report be given and a copy of the audit is available to the Board of Directors.

Section 7. All officers and directors of The Arc shall serve without pay. Officers shall be bonded in an amount determined by the Board of Directors.

Section 8. An affidavit, signed by each member of the Board of Directors stating that he consents to being a member of the Board of Directors is on file with The Arc.

#### **ARTICLE IV** **Amendments**

Any proposed amendment shall be presented in writing to the general membership 30 days prior to the meeting at which it is to be voted upon. A two-thirds vote of the accredited votes present shall be required for ratification.

#### **ARTICLE V** **Termination**

If, upon termination of this corporation, there shall be assets (except for special designated funds held in escrow), such assets shall be equally distributed among the Local Member Units; if no such units exist, such assets shall be delivered as a contribution to The Arc, National Headquarters or its successor if any, or such other social welfare organization as selected by the Board of Directors

provided that such proposed recipients of assets in liquidation shall have exemption from taxation provided by Section 501 ( c ) 3 of the Internal Revenue Code (or as it may hereafter be amended).

September 1959

Amended: June 1962; November 2, 1963; April 30, 1966; May 2, 1970; April 28, 1972; April 27, 1973; April 27, 1974; April 20, 1979; May 1, 1981; April 18, 1986; May 2, 1992; April 29, 1995; **May 27, 1996.**

## BOARD ORIENTATION AND GUIDELINES



**JOIN  
OUR  
FIGHT**



## BOARD MEMBER

# ORIENTATION CHECKLIST

This checklist is a general outline to guide the orientation of new board members. Your organization should modify it as you see fit to ensure that all new board members are provided with the information necessary to fulfill their responsibilities.

### PROGRAM

- ✓ **Tour facilities**
- ✓ **Presentation by chief executive, key staff, video, or other electronic media.**  
*Materials to share with board members:*
  - Organization's web site address
  - Annual calendar
  - Publications and programs list

### HISTORY

- ✓ **Ensure that new board members understand the history of the organization. When was it founded? Why? How has it grown and developed over time?**  
*Materials to share with board members:*
  - Brief written history or fact sheet on the organization
  - Brochures
  - Newsletters
  - Articles of incorporation
  - Note whether Directors and Officers insurance has been used in the past

### GENERAL EXPECTATIONS OF BOARD MEMBERS

- i **Know the organization's mission, purpose, goals, policies, programs, services, strengths, and needs.**

### STRATEGIC DIRECTION

- ✓ **Review strategic plan**  
*Materials to share with board members:*
  - Most recent strategic plan
  - Current case statement
  - Recent press clippings

### GENERAL EXPECTATIONS OF BOARD MEMBERS

- i **Follow trends in the organization's field of interest and keep informed.**

## FINANCES

- ✓ Presentation by chief executive, chief financial officer or treasurer.
- ✓ Review recent financials and teach board members how to read and understand organizational financial statements.
- ✓ Provide an overview of the budget practices board members will need to know, including what to know to approve organizational budgets, what the Form 990 is, and how to read a financial statement.

*Materials to share with board members:*

- Annual reports
- Last three Form 990s (this information should also be shared during recruitment, even if documents are public).

## GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Faithfully read and understand the organization's financial statements and otherwise help the board fulfill its fiduciary responsibility.

## ORGANIZATIONAL STRUCTURE

- ✓ Review bylaws
- ✓ Review organizational chart
- ✓ Introduce key staff members
- ✓ Make sure board members not only understand how the organization is structured, but also how the board interacts with specific departments and staff members.

*Materials to share with board members:*

- Committee job descriptions
- List of staff positions
- Bylaws

## GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Avoid prejudiced judgments on the basis of information received from individuals; urge staff members with grievances to follow established policies and procedures through their supervisors. All significant matters coming to you should be called to the attention of the chief executive and/or the board's elected leader as appropriate.

## BOARD ROLES & INDIVIDUAL BOARD MEMBER RESPONSIBILITIES

- ✓ Discussion with board chair or whole board about the role of the full board versus the responsibilities of individual board members

For a brief overview, [download our infographic on board member responsibilities](#).

- ✓ Include fundraising responsibilities of individual board members, role that advocacy plays in mission achievement, and how board members can stand for their missions

Materials to share with board members:

- Board member letter of agreement
- Conflict of Interest policy
- Board roster
- Board member position description
- Document describing board roles v. individual board member roles
- Recent board meeting minutes

## GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Prepare for and conscientiously participate in board and committee meetings, including appropriate organizational activities when possible.

Understand and embrace fiduciary responsibilities.

Act as an ambassador for the organization when in public, speak only with one voice outside of board room.

Volunteer outside of board role when appropriate.

Suggest to the appropriate committee possible nominees for board membership who would make significant contributions to the board and organization.

## BOARD OPERATIONS

- ✓ Review board manual
- ✓ Accept committee or task force assignment
- ✓ Meet with board chair
- ✓ Attend board meetings

Materials to share with board members:

- Schedule of board meetings
- Schedules of committee meetings
- Full board roster and committee rosters

## GENERAL EXPECTATIONS OF BOARD MEMBERS

- i Serve in leadership positions and undertake special assignments willingly and enthusiastically.

Attend all board meetings and come prepared to participate.

# CHECKLIST

## of Board Roles and Responsibilities

Basic board roles and responsibilities are the foundation for a successful board. BoardSource has designed this checklist so you can quickly remind yourself of your key responsibilities. It's also a great board orientation tool! Can you check all the boxes?

### ESTABLISHING IDENTITY AND DIRECTION

- Has the board adopted or revised a strategic plan or defined a strategic direction for the organization within the past three years?
- Does the board ensure that the organization's mission, vision, and values are reflected in the organization's programs?
- Are the organization's strategic priorities adequately reflected in the annual budget?

### ENSURING THE NECESSARY RESOURCES

- Has the board adopted policies related to funds to be pursued and/or accepted in support of the mission?
- Does the board expect all its members to be active participants in fundraising efforts?
- Does the board's composition reflect the strategic needs of the organization?
- Is the board confident that the chief executive's skills and other qualities represent a good match for the organization's strategic needs?
- Does the board seek and review information related to the organization's reputation?

### PROVIDING OVERSIGHT

- Does the board contract with an outside auditor for the annual audit?
- Does the organization have up-to-date risk management policies and plans?
- Does the board monitor progress toward achievement of goals related to the organization's programs?
- Does the board have a clear understanding of the organization's financial health?
- Does the chief executive receive an annual performance review by the board?
- Are all board members familiar with the chief executive's compensation package?

### BOARD OPERATIONS

- Does the board regularly assess its own performance?
- Are organizational and board policies regularly reviewed?
- Do committees and task forces actively engage board members in the work of the board?
- Do board meeting agendas focus the board's attention on issues of strategic importance?
- Do board members have easy access to information needed for effective decision making?

[Source: Nonprofit Board Fundamentals](#)

# THE FORMULA FOR EFFECTIVE GOVERNANCE BOILS DOWN TO SIX ESSENTIAL INGREDIENTS

**Good governance should be celebrated.** It represents a significant achievement, one to recognize and reward. The gratification of contributing to a productive board that enables an organization to advance its mission is reward in itself, but those responsible for making it happen deserve a medal.

When aligned with the strategic priorities of the organization, an efficient structure allows board and staff to apply their skills in concert to fulfill the mission.

The strategic planning process charts a future course and then drives the actions that move the organization forward. It informs the board's structures, aligning committees and task forces with strategic objectives and shaping their work, timetables, and checkpoints. And it guides the leadership prospecting process.

As the boardroom is the formal place where the board acts on its authority, a focused, well planned, and effectively executed meeting is the crux of decision making.

This formula is neither complex nor profound, but few organizations apply it consistently or thoroughly. Those that do, find that while effective governance takes time, flexibility, intention, and attention, it makes all the difference in the world to the nonprofit organization and to the community it serves.

With the right people in the right positions, working on the right mission, success is within reach.

Look at any high-performing organization and you will find it led by a board chair and chief executive committed to a constructive partnership built on a shared understanding of mission and vision; reciprocal communication; and mutual respect, trust, and support for each other and the partnership.

A clear, concise, and compelling mission unifies and motivates the board and staff to achieve meaningful results.



# Every Board's MUST-HAVE DOCUMENTS

Even the most organized, responsible, and amiable board needs to document its activities, internal rules, and processes. Some of the documentation is legally required while some is simply helpful to have. Some documents should be available to the public while others must be kept confidential. Some serve as guidelines for decision making while others are part of the record keeping. For a board that takes its fiduciary role seriously, written rules simply are part of necessary risk management.

Here are the various documents to which your board needs to pay attention.

## DOCUMENTS THAT SERVE AS GUIDES FOR BOARD ACTION:

### ARTICLES OF INCORPORATION

- Legal document that outlines the general purpose and structure of the organization and its intent to operate exclusively with a nonprofit purpose.
- Filed with the state when the nonprofit is incorporated; need to be refiled if any key issues change.
- Usually follow a form and contain a minimum of detail because they are cumbersome to change.
- Must not contradict state nonprofit incorporation statutes.

### BYLAWS

- Significant written rules that establish the governance structure of a nonprofit
- Define the duties, authority limits, and principal operating procedures for the board and board members
- Include the highest-level board policies
- Should not contain overly detailed procedures or restrictions as changes must be approved by the membership or full board
- Should be reviewed for fine-tuning every few years

Resource:  
[The Nonprofit Policy Sampler](#)

### POLICIES

- Some apply to the organization, such as whistleblower and gift acceptance policies
- The chief executive is responsible for personnel policies and office procedures but the board should ensure that they exist and are adequate.
- Some supplement the bylaws and guide board practices and oversight procedures, such as investment, internal controls, and executive compensation policies
- Some direct staff operations, such as personnel policies.
- Operating guidelines for board and staff

### BOARD PROCESSES

- Explain how to implement a policy, e.g., a separate document that explains step-by-step how to remove a board member or resolve a conflict.
- Serve as standard operating procedures.

### JOB DESCRIPTIONS & CHARTERS

- Expectations for individual board members, officers, committees, task forces, and the chief executive

### AGENDAS

- Guide the board's official business meetings

## DOCUMENTS THAT RECORD BOARD DECISIONS & ACTIVITIES

- Meeting minutes
- IRS Form 990 — All nonprofits must indicate whether the board has approved certain policies and followed specific processes when making governance decisions. The laws do not require any policies but no board should be comfortable reporting that it does not have conflict-of-interest, whistleblower, or document-destruction policies.

## Board Meeting Guide Courtesy of BoardSource®

“Meetings are indispensable when you don't want to do anything.” To make meetings creative and useful, a good chairperson is essential. The chair can make the difference between a successful, productive, stimulating meeting and a frustrating, disappointing, waste of time. Chairing a meeting effectively does not come naturally, but it can be learned through practice and effort. Use this checklist to help you as you learn the job.

### Before the Meeting

1. Meetings are for making decisions. Be sure you understand what decisions have to be made at the meeting.
2. Plan the agenda to ensure that the most important and most time-critical decisions 3. Make sure that reports and information necessary to make the needed decisions are sent with the agenda in sufficient time for them to be read.
3. Contact individuals scheduled to make a verbal report and make sure they will be present or will appoint someone else to give the report.
4. Note when someone comes unprepared to the meeting. Call them in advance of the next meeting with a reminder to read and think about the agenda items before the meeting.
5. The board or committee can be severely unproductive when members are absent. Frequent absences may indicate personal problems for the member or a problem with the Board. If you have reason to think that any member is not making a serious effort to attend all meetings, call them to find out why.

### During the Meeting

1. Use a “Consent Agenda” to dispense quickly with routine and non-controversial agenda items.
2. Rules of order are important to ensure that decisions are made fairly and that the rights of the majority and minorities are protected. Make sure that the rules you follow encourage adequate discussion and participation.
3. Start meetings at the scheduled time.
4. Introduce and welcome all newcomers.
5. Summarize the issues to be discussed.
6. Clarify the time-line for discussion.
7. Keep a speakers list. Make sure that everyone who wishes to speak has done so before any speaker has a second opportunity.
8. Encourage the quiet ones. Direct questions to them or go around the table so that everyone can comment.
9. When discussion wanders, bring it back to the matter at hand.
10. Be alert to nonverbal behaviors signifying dissent. Ask the dissenter to comment.
11. When debate becomes confrontational and positions become entrenched, seek ways to identify the interests and values that underlie the positions and seek ways to negotiate resolution.
12. Watch for signs that the debate has run its course. Then summarize the discussion and ask for a vote or expression of consensus.
13. Ask the secretary to read all motions, amendments to be sure that they are clear, express the intent of the mover, and are correctly entered in the minutes.
14. Before the meeting is adjourned (or before people start leaving), make sure that anyone who has been assigned a task is clear on their responsibilities and aware of the reporting date.
15. Check to see if anyone has a problem with the next meeting date and time.
16. End the meeting on time.

### After the Meeting

1. Review the previous meetings to identify problems so that they can be addressed before the next meeting.
2. Review the Annual Agenda to see what is coming up in the months ahead. Update the annual agenda if necessary.
3. Review this checklist. Consider what you might do to make the next meeting better, and what long-term strategies might improve your meetings.
4. Consider what you might do to assist new members, deal with absenteeism, or remediate poor performance.
5. If you have a vice-chairperson or if there is someone in line for the chairperson's role, include her or him in this review process.

## BoardSource® example of Meeting Minutes Process

Minutes are the business records of the organization. Minutes should be kept of all board meetings, as well as committee meetings where the committee is making decisions on behalf of the board. The Internal Revenue Service (IRS) Form 990 instructions include a question about whether the organization keeps *contemporaneous* documentation of its meetings. The IRS defines contemporaneous as either by the next meeting of the board (or committee) or by sixty days following the meeting, whichever is later. State laws often require a corporation to keep minutes in a written form or any other form which can be converted in a reasonable time into a written form for visual inspection. Decisions of committees should be brought to the full board in regular reports. Minutes are not official until they have been approved by the board (or committee) at the next meeting.

Board minutes keep all members informed of actions taken and those that need to be taken in the future. They should state:

- Who is in attendance;
- Who presided at the meeting;
- When the meeting started and ended; and
- What actions (motions) were taken.

The minutes may, but need not, include materials that would explain (briefly) the "why" of a decision. Minutes should not include a recitation of all discussion that took place or any of the personalities involved. It is appropriate to have the person responsible for board minutes sign the minutes that have been submitted. Maintaining board minutes stored in a consistent and secure location (paper files and/or electronic records) protects this historical documentation for an organization.

### Guidelines for Writing Minutes

- Minutes should record what was *done*, not what was *said*.
- Minutes should always include (usually at the beginning)
  - o Kind of meeting (special, regular, annual)
  - o Name of group meeting (board, committee)
  - o Date, beginning time, and location of meeting
  - o Board or committee members present (and may also include names of those *excused* and those *absent but not excused*)
  - o Staff members or guests present
  - o Who chaired the meeting
  - o Whether the minutes from the previous meeting were approved.



- Reports from committees that require no action can be recorded as *received*. The content of the report is not required in the minutes.
- Treasurer's reports are *heard* and *placed on file*.
- Any *recommendation for action* from committees or individuals must be recorded (unless a recommendation is withdrawn by the proposer prior to the vote). The record should include:
  - o The final wording in which the motion was adopted or disposed of.
  - o The disposition of the motion: adopted or not approved, tabled, or sent back to committee.
  - o Names of the proposers and seconders do not need to be recorded, though they may be.
  - o Abstentions or dissents to motions are only recorded at the request of the abstainer or dissenter.
  
- Each subject matter should have a separate paragraph, bullet, etc.
- The order of the minutes does not need to reflect the order of the meeting. Many organizations adopt formats that group together *Reports Received, Issues Discussed, or Actions Taken*.
- The last paragraph should state the time of adjournment.
- If the secretary took the minutes, she/he should sign them, unless the minutes are approved by the full board.
- Minutes should be read and approved at the next meeting of the full board.
- Minutes are the official corporate record and must be maintained permanently. At least one location of the board minutes should be in a fire proof location.

# Taking Board Meeting Minutes

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Use this document as a guide to improve your organization's board meeting minutes. You'll find information about why to take good minutes, what to include in your minutes, and tips for documenting and distributing minutes. If you are completing your organization's review to meet Charities Review Council's Accountability Standards®, note that this document is *not* a list of requirements to Meet Standards.

## Why take board meeting minutes

The purpose of taking minutes at a board meeting is to provide an accurate record of the decisions and actions taken by the board of directors. This serves not only as a documented history of the board's decisions and actions, but can also provide legal protection for the organization and the board of directors.

The purpose of taking board meeting minutes is *not* to record a detailed transcription of everything that was discussed at a meeting. This is unnecessary, and in fact may include information that might be harmful to the organization if read by someone with access to the minutes or by a court reviewing board actions. At most, the minutes should include a brief summary of the important discussion points.

## What to include in the board meeting minutes

Board meeting minutes are legal documents, and there is certain information that is important to include. However, every organization's needs are different. *For information about the specific legal requirements of your organization's board meeting minutes, seek the counsel of an attorney.*

- Identify the name of the organization.
- Record the date, time, and location of the board meeting.
- Identify whether the meeting is a regular or special meeting.
- Record all directors who are present and absent.
- Record all staff and guests who are present.
- Record if any participants arrive late or leave early.
- Identify whether a quorum was present at the meeting.
- Identify any information or reports that are received.
  - Do not record the reports verbatim. Briefly summarize only the important points.
  - Include a list of any materials distributed.
  - Record information that protects the organization (e.g. reviewing financial statements).
- Briefly summarize important discussion points.
  - Do not record the discussion verbatim.
  - Document any potential or actual conflicts of interest, and how those conflicts were handled.
  - Record when a board member recuses himself/herself from a discussion (for example, due to a conflict of interest).
  - For important decisions, briefly summarize any alternatives that were considered. This can protect the organization by showing diligence and reasonable care.
- Record all motions, resolutions, decisions, and other official actions taken by the board of directors, including the outcome of votes.
  - All motions should be recorded in the minutes, no matter what is the outcome of the vote.
  - The wording of the motions and resolutions should be recorded precisely as stated. If they are unclear, they should be clarified *before* the vote is taken.

- It is generally recommended to include the names of the individuals who move and second a motion.
  - Indicate whether a vote passed or not, and if it passed, indicate whether it was unanimous or not. The names of dissenters do not need to be recorded unless they request it.
  - Always include the names of any directors who abstain. This is particularly important to limit any liability related to the action, especially as it pertains to potential conflicts of interest and similar issues that may arise related to a motion.
- Document when an executive session is held.
    - Record the topic(s) of discussion in the meeting minutes.
    - The specific details of an executive session may be confidential, and might not be recorded in the official meeting minutes. Notes may be taken and kept separate.
  - Identify any next steps or action items that have been assigned.
  - Identify the date, time, and location of the next board meeting if known.
  - Identify the name of the person recording the minutes.

## **Tips and suggestions for preparing board meeting minutes**

- We recommend that the person who is taking the meeting minutes not be an active participant in the meeting. For example, this might be a staff member attending the meeting solely to record the minutes.
- That person must sit where all discussion can be heard.
- Ideally, do not take an audio recording of the meeting. If this is required, destroy the audio recording as soon as the minutes have been approved. An audio recording of a meeting may include information that might be harmful to the organization.
- Use the same template for your meeting minutes to reduce preparation time and to give board members a consistent format of the minutes.
- Use the meeting agenda to outline the minutes before the meeting has even started.
- Write objectively.
- Use board members' names when documenting important information such as attendance, key discussions, and official actions. You do not need to include names in most other situations, such as documenting general discussions.
- Do not record the amount of time spent on particular items.

## **After the board meeting**

- Prepare the board meeting minutes as soon as possible after the board meeting takes place, while the details are still fresh.
- Before the minutes are distributed, the elected secretary should review the draft. If the secretary recorded and prepared the minutes, generally the board chair should review the draft.
- Distribute the final draft of the minutes to the full board, including members who did not attend the meeting, and to any staff who require it.
- Distribute the final draft within a reasonable timeframe. Generally, the sooner the better.
- At the start of the next board meeting, review the minutes from the previous board meeting. This should be a standard item on the agenda. Discuss any needed changes to the minutes, then amend the minutes and approve the changes.
- The final approved board meeting minutes should be kept securely in the office. Securely shred or delete all drafts.

# Sample Board Meeting Minutes

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## Name of Organization

## Regular Board Meeting Date, Time, Location

Board Members Present	Board Members Absent	Staff Present
[Name] (chair)	[Name]	[Name] (executive director)
[Name] (treasurer)	[Name]	[Name]
[Name] (secretary)		
[Name]		
[Name] (by phone)		

**A quorum was met**

**Meeting called to order at [Time].**

### Review & Approve Agenda

No changes were made to the agenda.

### Consent Agenda

The consent agenda included the March board meeting minutes and the April executive committee, governance committee, and finance committee meeting minutes.

**[Name] made a motion to approve the consent agenda as presented. [Name] seconded the motion and it passed unanimously.**

### Chief Executive Report

Include a brief summary of the important information reported by the chief executive and any discussion.

### Finance Committee Report

Include a brief summary of the important information reported by the treasurer and any discussion.

**[Name] made a motion to approve the financial report as presented. [Name] seconded the motion and it passed unanimously.**

[Name] presented the draft annual budget. Include a brief summary of the discussion. List any changes being made to the budget.

**[Name] made a motion to approve the next fiscal year’s budget with the following changes: \_\_\_\_\_.**  
**[Name] seconded the motion and it passed unanimously.**

### Board Self-Assessment

The board reviewed the results from the self-assessment survey. Include a brief summary of the discussion. List the goals or next-steps identified by the board in its discussion.

### Contract with XYZ Company

[Name] declared a conflict of interest. He/She gave a brief explanation of the situation, and then recused him/herself from the room. Include a brief summary of the discussion, and list any alternatives considered.

**[Name] made a motion to approve the contract with XYZ Company. [Name] seconded the motion and passed over minority dissent, [Name] abstaining.**

**Executive Session**

[Name (Staff)] left the room while the board conducted [Name (ED)]'s performance evaluation.

**Meeting Evaluation**

The past three meetings have run over the scheduled time by 30 minutes or more. [Name] will identify solutions to this issue.

**[Name] made a motion to adjourn the meeting. [Name] seconded the motion and it passed unanimously. The meeting was adjourned at [Time].**

The next board meeting will be held at [Date], [Time], [Location].

Minutes submitted by Secretary [Name].

\_\_\_\_\_ [Secretary's Signature]

## ROBERTS RULES CHEAT SHEET

To:	You say:	Interrupt Speaker	Second Needed	Debatable	Amendable	Vote Needed
Adjourn	"I move that we adjourn"	No	Yes	No	No	Majority
Recess	"I move that we recess until..."	No	Yes	No	Yes	Majority
Complain about noise, room temp., etc.	"Point of privilege"	Yes	No	No	No	Chair Decides
Suspend further consideration of something	"I move that we table it"	No	Yes	No	No	Majority
End debate	"I move the previous question"	No	Yes	No	No	2/3
Postpone consideration of something	"I move we postpone this matter until..."	No	Yes	Yes	Yes	Majority
Amend a motion	"I move that this motion be amended by..."	No	Yes	Yes	Yes	Majority
Introduce business (a primary motion)	"I move that..."	No	Yes	Yes	Yes	Majority

The above listed motions and points are listed in established order of precedence. When any one of them is pending, you may not introduce another that is listed below, but you may introduce another that is listed above it.

To:	You say:	Interrupt Speaker	Second Needed	Debatable	Amendable	Vote Needed
Object to procedure or personal affront	"Point of order"	Yes	No	No	No	Chair decides
Request information	"Point of information"	Yes	No	No	No	None
Ask for vote by actual count to verify voice vote	"I call for a division of the house"	Must be done before new motion	No	No	No	None unless someone objects
Object to considering some undiplomatic or improper matter	"I object to consideration of this question"	Yes	No	No	No	2/3
Take up matter previously tabled	"I move we take from the table..."	Yes	Yes	No	No	Majority
Reconsider something already disposed of	"I move we now (or later) reconsider our action relative to..."	Yes	Yes	Only if original motion was debatable	No	Majority
Consider something out of its scheduled order	"I move we suspend the rules and consider..."	No	Yes	No	No	2/3
Vote on a ruling by the Chair	"I appeal the Chair's decision"	Yes	Yes	Yes	No	Majority

The motions, points and proposals listed above have no established order of preference; any of them may be introduced at any time except when meeting is considering one of the top three matters listed from the first chart (Motion to Adjourn, Recess or Point of Privilege).

## PROCEDURE FOR HANDLING A MAIN MOTION

**NOTE:** Nothing goes to discussion without a motion being on the floor.

### Obtaining and assigning the floor

A member raises hand when no one else has the floor

- The chair recognizes the member by name

### How the Motion is Brought Before the Assembly

- The member makes the motion: *I move that (or "to") ...* and resumes his seat.
- Another member seconds the motion: *I second the motion* or *I second it* or *second*.
- The chair states the motion: *It is moved and seconded that ... Are you ready for the question?*

### Consideration of the Motion

1. Members can debate the motion.
2. Before speaking in debate, members obtain the floor.
3. The maker of the motion has first right to the floor if he claims it properly
4. Debate must be confined to the merits of the motion.
5. Debate can be closed only by order of the assembly (2/3 vote) or by the chair if no one seeks the floor for further debate.

### The chair puts the motion to a vote

1. The chair asks: *Are you ready for the question?* If no one rises to claim the floor, the chair proceeds to take the vote.
2. The chair says: *The question is on the adoption of the motion that ... As many as are in favor, say 'Aye'. (Pause for response.) Those opposed, say 'Nay'. (Pause for response.) Those abstained please say 'Aye'.*

### The chair announces the result of the vote.

1. *The ayes have it, the motion carries, and ...* (indicating the effect of the vote) or
2. *The nays have it and the motion fails*

### WHEN DEBATING YOUR MOTIONS

1. Listen to the other side
2. Focus on issues, not personalities
3. Avoid questioning motives
4. Be polite

# HOW TO ACCOMPLISH WHAT YOU WANT TO DO IN MEETINGS

## MAIN MOTION

You want to propose a new idea or action for the group.

- After recognition, make a main motion.
- Member: "Madame Chairman, I move that \_\_\_\_\_."

## AMENDING A MOTION

You want to change some of the wording that is being discussed.

- After recognition, "Madame Chairman, I move that the motion be amended by adding the following words \_\_\_\_\_."
- After recognition, "Madame Chairman, I move that the motion be amended by striking out the following words \_\_\_\_\_."
- After recognition, "Madame Chairman, I move that the motion be amended by striking out the following words, \_\_\_\_\_, and adding in their place the following words \_\_\_\_\_."

## REFER TO A COMMITTEE

You feel that an idea or proposal being discussed needs more study and investigation.

- After recognition, "Madame Chairman, I move that the question be referred to a committee made up of members Smith, Jones and Brown."

## POSTPONE DEFINITELY

You want the membership to have more time to consider the question under discussion and you want to postpone it to a definite time or day, and have it come up for further consideration.

- After recognition, "Madame Chairman, I move to postpone the question until \_\_\_\_\_."

## PREVIOUS QUESTION

You think discussion has gone on for too long and you want to stop discussion and vote.

- After recognition, "Madam President, I move the previous question."

## LIMIT DEBATE

You think discussion is getting long, but you want to give a reasonable length of time for consideration of the question.

- After recognition, "Madam President, I move to limit discussion to two minutes per speaker."



## **POSTPONE INDEFINITELY**

You want to kill a motion that is being discussed.

- After recognition, "Madam Moderator, I move to postpone the question indefinitely."

## **POSTPONE INDEFINITELY**

You are against a motion just proposed and want to learn who is for and who is against the motion.

- After recognition, "Madame President, I move to postpone the motion indefinitely."

## **RECESS**

You want to take a break for a while.

- After recognition, "Madame Moderator, I move to recess for ten minutes."

## **ADJOURNMENT**

You want the meeting to end.

- After recognition, "Madame Chairman, I move to adjourn."

## **PERMISSION TO WITHDRAW A MOTION**

You have made a motion and after discussion, are sorry you made it.

- After recognition, "Madam President, I ask permission to withdraw my motion."

## **CALL FOR ORDERS OF THE DAY**

At the beginning of the meeting, the agenda was adopted. The chairman is not following the order of the approved agenda.

- Without recognition, "Call for orders of the day."

## **SUSPENDING THE RULES**

The agenda has been approved and as the meeting progressed, it became obvious that an item you are interested in will not come up before adjournment.

- After recognition, "Madam Chairman, I move to suspend the rules and move item 5 to position 2."

## **POINT OF PERSONAL PRIVILEGE**

The noise outside the meeting has become so great that you are having trouble hearing.

- Without recognition, "Point of personal privilege."
- Chairman: "State your point."
- Member: "There is too much noise, I can't hear."

## COMMITTEE OF THE WHOLE

You are going to propose a question that is likely to be controversial and you feel that some of the members will try to kill it by various maneuvers. Also you want to keep out visitors and the press.

- After recognition, "Madame Chairman, I move that we go into a committee of the whole."

## POINT OF ORDER

It is obvious that the meeting is not following proper rules.

- Without recognition, "I rise to a point of order," or "Point of order."

## POINT OF INFORMATION

You are wondering about some of the facts under discussion, such as the balance in the treasury when expenditures are being discussed.

- Without recognition, "Point of information."

## POINT OF PARLIAMENTARY INQUIRY

You are confused about some of the parliamentary rules.

- Without recognition, "Point of parliamentary inquiry."

## APPEAL FROM THE DECISION OF THE CHAIR

Without recognition, "I appeal from the decision of the chair."

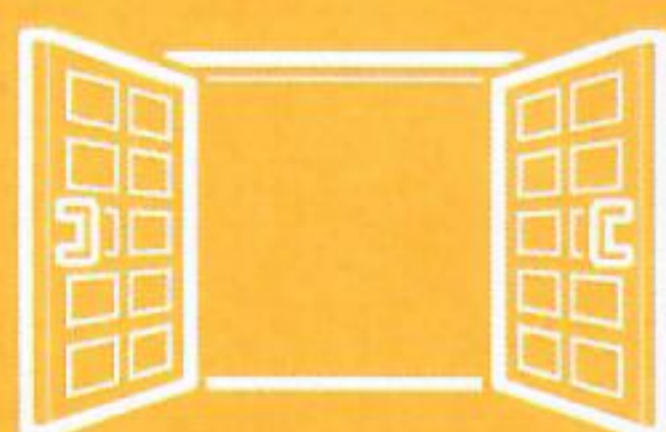
### Rule Classification and Requirements

Class of Rule	Requirements to Adopt	Requirements to Suspend
Charter	Adopted by majority vote or as proved by law or governing authority	Cannot be suspended
Bylaws	Adopted by membership	Cannot be suspended
Special Rules of Order	Previous notice & 2/3 vote, or a majority of entire membership	2/3 Vote
Standing Rules	Majority vote	Can be suspended for session by majority vote during a meeting
Modified Roberts Rules of Order	Adopted in bylaws	2/3 vote

# ORGANIZATIONAL INFORMATION

## What's Public, What's Private?

Every nonprofit is encouraged to function transparently. The more information you share, the easier it is for the public to get to know you and determine whether you are worthy of support, but it is important to know where the line lies between the public's need to know and internal confidential information.



### PUBLIC INFORMATION

There are a few documents that nonprofits are legally obligated to share with the public or their members.

- **Form 990** With some exceptions, every tax-exempt nonprofit must share this form from the last three years with anyone requesting it. Form 990-T indicates in what types of unrelated business activities the organization was involved. Forms 1023 and 1024 are the tax-exemption application forms that also must be readily available. These forms explain the original purpose of the organization and allow those interested to verify that the primary mandate is still being respected.
- **Specific financial documents** Must be made available to members as state laws specify. Know your state requirements if you have a formal membership organization.
- **Board meetings, meeting notices, and minutes** Must be open or available to the public if the organization is covered by state sunshine laws.



### PRIVATE INFORMATION

- **Planning documents** There is no legal obligation for nonprofits to share their strategic planning documents, though many do.
- **Confidential material** Material that would jeopardize the reputation or integrity of an individual must remain undisclosed.
- **Budget** The financial statements demonstrate how the organization's budgetary plans came to life and they take the role of serving as indicators of the financial activities that took place.
- **Executive session minutes** These should be distributed only to board members or anyone else present at the meeting.
- **Donors** Donors have a right to remain anonymous. If a donor makes this request, his name should not be disclosed to anyone outside the senior staff and the board. The list of all donors that is attached to Form 990 is not part of public disclosure.
- **Private addresses of board members** If board members (or key employees) cannot be reached via the organizational address, another address must be disclosed on Schedule O of the Form 990.
- **Personnel files** Even board members normally should have no need to see them.
- **Patient and client information** In the health-care field the Health Insurance Portability and Accountability Act (HIPAA) protects medical records.

Our laws only indicate the minimum requirements for disclosure. Openness about how the board and the organization operate is the easiest way to garner goodwill. Information from audited financial statements to documents outlining organizational and board policies and procedures help eliminate questions and concerns. A climate of secrecy only invites curiosity. Your organization's website is the most obvious location to introduce your organization to those interested in its activities.