



Bylaws of the
New Mexico
Tribal
Infrastructure
Board

Resolution

WHEREAS, the members of the New Mexico Tribal Infrastructure Board, hereinafter referred to as the “Board”, desire to amend the bylaws previously adopted by the membership; and

WHEREAS, the by-laws previously enacted provided that the By-laws may be amended, suspended or revoked at any regular meeting of the Board by a majority vote of all voting Members; and

WHEREAS, If any provisions fo the Bylaws contradict one another, the latest document amended, as approved by the membership, will prevail.

NOW, THEREFORE, be it resolved that these By-laws were adopted by the membership of the New Mexico Tribal Infrastructure Board, and are hereby amended to read as follows:

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Article I - Name

The name of this public body politic, which is a governmental instrumentality of the State of New Mexico, is the "New Mexico Tribal Infrastructure Board," and is referred to in these Bylaws as the "Board."

Article II – Purpose, Principle Place of Business

The purposes of the Board are:

(a) to adopt rules governing terms, conditions, and priorities for providing financial assistance to tribes, including developing application and evaluation procedures and forms and qualifications for applicants and for projects;

(b) to provide financial assistance to tribes for qualified projects on terms and conditions established by the Board;

(c) to authorize funding for qualified projects as authorized by the Tribal Infrastructure Act, Laws of 2005, Chapter 146, Section 5(C); and

(d) to implement legislative directives as required by law;

The Board designates the offices of the Indian Affairs Department as its principle place of business. The address of the office may be changed from time to time. Currently the address is 1220 S. St. Francis Drive, Second Floor, Wendell Chino Building, Santa Fe, New Mexico, 87505.

Article III - Definitions

As used in these Bylaws, the following words and terms shall have the following meanings, unless the context clearly indicates another or different meaning or intent.

3.1 The term "Act" shall mean the "Tribal Infrastructure Act" contained in the Laws of New Mexico 2005, Chapter 146, as amended.

3.2 The term "Department" shall mean the New Mexico Indian Affairs Department.

3.3 The term "Member" means a member of the New Mexico Tribal Infrastructure Board, as defined in 5.2, below, or their designee, where a designee is allowable by statute.

3.4 The term "Secretary" shall mean the Cabinet Secretary for the New Mexico Indian Affairs Department. Pursuant to §4(C)(1) of the Act, the Secretary of the Indian Affairs Department shall serve as the Chair of the Tribal Infrastructure Board.

3.5 The term "State" shall mean the State of New Mexico.

Article IV - Duties

4.1 The Members' duties are:

4.1.1 To attend all meetings of the Board;

4.1.2 To adopt rules governing terms, conditions, and priorities for providing financial assistance to tribes pursuant to the Act;

4.1.3 To provide financial assistance for qualified projects on terms and conditions established by the Board;

4.1.4 Authorize funding for qualified projects as defined by the Act; and

4.1.5 To provide recommendations, reports, or other information as requested by the Governor of the State of New Mexico.

Article V – Membership of the Board

5.1 Number. As set forth by the Laws of New Mexico 2005, Chapter 146, §B, the Board shall consist of no more than thirteen (13) members, and who shall constitute the entire membership of the Board.

5.2 Appointment and Terms of Office.

5.2.1 Pursuant to the Act, the Board shall be comprised as follows:

(1) the Secretary of Indian Affairs, or the Secretary's designee from the Department;

(2) the Secretary of Finance and Administration, or that Secretary's designee from the Department of Finance and Administration;

(3) the Secretary of Health, or that Secretary's designee from the Department of Health;

(4) the Secretary of the Environment, or that Secretary's designee from the Department of Environment;

(5) the Executive Director of the New Mexico Finance Authority or the Executive Director's designee from the New Mexico Finance Authority;

(6) one person with experience with capital projects development or administration who is a member of a New Mexico Pueblo and who is appointed by the Governor of New Mexico;

(7) one person with experience with capital projects development or administration who is a member of the Jicarilla Apache Nation and who is appointed by the Governor of New Mexico;

(8) one person with experience with capital projects development or administration who is a member of the Mescalero Apache Nation and who is appointed by the Governor of New Mexico;

(9) one person with experience with capital projects development or administration who is a member of the Navajo Nation and who is appointed by the Governor of New Mexico;

(10) one representative from the federal Bureau of Indian Affairs (SW Regional Office), Albuquerque Area Office, designated by the Regional Director;

(11) one representative from the federal Bureau of Indian Affairs (Navajo Regional Office), Navajo Area Office, designated by the Regional Director;

(12) one representative from the Albuquerque Area Indian Health Services, designated by the Area Director; and

(13) one representative from the Navajo Area Indian Health Services, designated by the Area Director.

5.2.2 The Secretaries of the Indian Affairs Department, Department of Finance and Administration, Department of Health, the Environment Department, and the Executive Director of the New Mexico Finance Authority, or their designees are voting ex-officio members of the Board.

5.2.3 The members of the Board designated pursuant to §4(D) of the Act are appointed by the Governor of the State of New Mexico and are voting members. Such members shall be appointed to a two-year term. There is no limitation on the number of terms any appointed member may serve.

5.2.4 The members of the Board designated pursuant to §4(E) of the Act are non-voting members and serve in an advisory capacity.

5.2.5 Vacancies of members of the Board who are appointed by the Governor of the State of New Mexico shall be filled by the Governor for the remainder of the unexpired term.

5.2.6 Members of the Board who are appointed by the Governor of the State of New Mexico are eligible for reappointment.

5.3 Oath of Office. Members of the Board, before entering upon their duties, shall take an oath of office to administer the duties of their offices faithfully and impartially. A record of such oaths shall be filed in the New Mexico Secretary of State's office.

5.4 Removal. Appointed Members of the Board serve at the pleasure of the Governor. Upon approval by a quorum of Members present during a regularly scheduled meeting, the Board may recommend removal of a Member to the Governor for cause shown by a vote of not less than a majority at any annual meeting, any regular meeting, or any special meeting called for that purpose. The Member shall be informed in writing of the concerns of the board at least ten (10) days before such meeting. The Member shall have the opportunity to appear in person and present witnesses in his/her behalf. Vacancies caused by such removal shall be filled by appointment of the Governor.

5.5 Removal of Members of the Board. Any Member of the Board appointed by the Governor, who fails to attend three (3) regularly scheduled meetings of the Board in a one calendar year period shall be deemed to have resigned from the Board unless a majority of the remaining board members vote to retain them. The Board may take a vote at a regularly scheduled meeting, or upon a special meeting called for this purpose. If the Board votes to remove the non-attending Board Member by a majority of the quorum, the Board will make this recommendation to the Governor.

Article VI – Meetings of the Board

6.1 Regular Meetings. The Board shall meet no less than twice each calendar year. All Members are expected to attend regular Board meetings. The Chair of the Board may establish the regular meeting schedule, the times and places of which may be fixed in consultation with the Department.

6.2 Special & Emergency Meetings. Special meetings of the Board may be called by the Chair, upon a resolution of the Board, or by written request of four voting Members of the Board upon three (3) days notice. Emergency meetings of the Board may be called by the Chair for any reason. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted, except such as is specified in the notice.

6.3 Notice of Meetings. The Board shall adopt a resolution at least annually setting forth its policy with respect to notice of all meetings of the Board. Notice of all meetings shall follow the Open Meetings Act (“OMA” – Section 10-15-1 to 10-15-4 NMSA 1978). Notice of all regular Board meetings shall be given to all Members by electronic mail and/or U.S. Postal Service, and posted on the Department’s website, at least ten (10) calendar days in advance of the meeting. Such notice shall state the nature, time, place and purpose of the meetings, and will be either mailed by first-class mail to each member of record, directed to the address shown upon the books of the Board, and/or by e-mail to the address of the Board Member. The failure of any

Member to receive notice of an annual or special meeting of the Member shall not invalidate any action that may be taken by the Members at such meeting. Agenda. An agenda shall be prepared by the Chair and shall be distributed to the Members at least 7 calendar days in advance of each regular Board meeting. Additional items may be submitted by any Member to the Chair at any time for inclusion on the agenda in accordance with the Board's Meetings Resolution and the OMA.

6.4 The order of business at the meeting of the Members, as far as possible at other meetings, shall be:

6.4.1.1 Calling to order and proof of the quorum

6.4.1.2 Proof of notice of meeting

6.4.1.3 Approval of Agenda

6.4.1.4 Reading and/or approval of any minutes

6.4.1.5 Report on Tribal Infrastructure Project Status

6.4.1.6 Unfinished business

6.4.1.7 New Business

6.4.1.8 Other, such as questions or issues from the floor

6.4.1.9 Adjournment

6.5 Quorum. A majority of the voting Members of the Board then in office shall constitute a quorum for the transaction of business; and the act of a majority of the voting Members shall be deemed the act of the Board.

6.6 Voting Procedures. The Chair may vote on all matters coming before the Board. Each Member shall be entitled to one vote and only one vote on each matter submitted to vote at a meeting of the Members. There shall be no proxy voting at Board Meetings.

6.7 Minutes. The draft minutes of each meeting shall be prepared by the Department after the meeting and shall be distributed to all Members of the Board at least ten (10) days after the meeting of the Board.

6.8 Public Attendance. All regular and special meetings of the Board (other than meetings which are closed in accordance with the New Mexico Open Meetings Act, NMSA 1978, §§10-15-1, et seq.) shall be open to the public.

6.9 Designation of Presiding Officer. The Chair of the Board may designate a presiding officer to serve in the capacity of the Chair should the Chair be unable to attend a Board meeting or the Chair is otherwise unable to fulfill the duties of the Chair.

6.10 Public Participation.

6.10.1 Any person wishing to make a formal presentation at a regularly scheduled meeting of the Board shall notify the Chair in writing at least 72 hours prior to the time set for the meeting. Such notification shall contain the person's name, address, organization represented, if any, and topic to be presented. Any such person shall be permitted to speak at such meeting for such period as the Chair or other presiding officer deems appropriate.

6.10.2 The Chair or other presiding officer may, in the presiding officer's discretion, recognize anyone in the audience who indicates in writing or such other manner as shall be acceptable to such presiding officer at the time of the meeting that the person wishes to speak, provided that such remarks by one person shall be limited to five minutes or such longer period as the presiding officer shall, in the presiding officer's discretion, permit.

6.11 Telephonic Appearance. Board Members may, with prior approval of the Chair, attend meetings telephonically. Should a Member desire to attend a meeting telephonically, (s)he shall contact the Department to make prior arrangements. If such arrangements are not feasible, the Member shall either seek excusal from the Chair or attend the meeting in person. Members of the public or presenters of information to the board may also attend the meeting telephonically, and shall contact the Department to make prior arrangements. The Department shall accommodate such requests as reasonably practical. The Department has discretion in this matter, and may decline such a request without incurring liability.

Article VII - Finances

7.1 Budget. The Department shall prepare a budget annually, in the second quarter of the fiscal year, and present this budget to the Board. All project awards of the Board shall be expended in accordance with the budget.

7.2 Compensation. Members of the Board appointed by the Governor may receive per diem and mileage pursuant to the Per Diem and Mileage Act, NMSA 1978, §10-8-1, but shall receive no other compensation, perquisite or allowance for their services.

Article VIII - Reports

8.1 Annual Report. The Board shall submit to the legislative interim Indian Affairs Committee no later than October 1 of each year, a complete and detailed report setting forth its operations and accomplishments pursuant to §8(C) of the Act.

8.2 Other Reports. The Board may issue such other reports as may be determined necessary to carry out the continuing functions and purposes of the Board.

8.3 Requests for Information. Requests for reports and other information concerning activities of the Board shall be submitted or referred to the Board, and shall be acted upon by the Chair in accordance with state and federal laws regarding disclosure and availability of public records.

Article IX Conflict of Interest and Disclosure

Members must avoid actual or apparent conflict of interest and must disclose to the full Board any such conflict. An actual or apparent conflict of interest occurs when a Member has, or may have, a direct, indirect, or personal material interest in a transaction between the Board and another entity, and that Member or his/her immediate family might directly benefit personally or financially. An actual or apparent conflict of interest may also occur when a Member is in a position to influence a decision of the Board that may result in direct or indirect personal gain for the Member or his or her family. Immediate family is defined as a spouse/domestic partner, parent, legal guardian, child, or sibling, mother or father in law, spouse's child or sibling, son or daughter in law, grandparents and grandchild. When an actual or apparent conflict of interest

exists, the Member must excuse himself/herself from consideration of that transaction by absenting himself/herself during Board discussion prior to a vote on the transaction and may not vote on that transaction.

X - Amendments

These Bylaws may be repealed or amended at any regular meeting of the Board by a majority vote of all voting Members at any annual meeting of the Board, at any regular meeting, or at any special meeting of the Board called for that purpose. The Members shall not have the power to change the purposes of the Board so as to decrease its rights and powers under the laws of New Mexico, or to waive any requirement of any provision for the safety and security of the Tribal Infrastructure Fund, or to waive any requirement of the Open Meetings Act. Any such action shall be deemed null and void.

We the undersigned below the Chair of the Tribal Infrastructure Board, a Board existing under the laws of the State of New Mexico, hereby certify that the foregoing is a true and correct copy of the By-laws, together with all amendments thereto, as of this ___ day of ___, 2010, which were duly adopted by vote of the Membership on July 30, 2010.

Alvin H. Warren, Chair

ATTEST:

(Seal)

(Notary)

My Commission expires: _____