

**BYLAWS OF THE
BOARD OF DIRECTORS OF THE
ANIMAL SERVICES CENTER OF THE MESILLA VALLEY**

**As Amended
March 15, 2013 (Resolution 2013-xx)
April 11, 2013 (Resolution 2013-05)**

ARTICLE I. CONDITIONS.

Section 1. Name. The name of this agency shall be the “Animal Services Center of the Mesilla Valley” (hereinafter “ASCMV”).

Section 2. Purpose and Authority. The purpose of this agency is to carry out the ASCMV mission in accordance with the terms of the Joint Powers Agreement (hereinafter “JPA”) entered into between the City of Las Cruces (hereinafter “City”) and Doña Ana County (hereinafter “County”), as amended.

Section 3. Mission Statement. The Mission of the Animal Services Center of the Mesilla Valley is to provide safe shelter for all lost, mistreated, and abandoned animals of the Mesilla Valley and surrounding communities. ASCMV utilizes all avenues available to it in placing each animal into a safe, loving, and permanent home whenever possible. We strive to meet the highest standards of humane animal care and husbandry, and to promote responsible pet ownership through public education and outreach.

Section 4. Standards. Management of ASCMV operations and facilities shall be in conformance with the ASCMV Policies and Procedures Manual, all applicable laws and regulations, and to the greatest degree practical the ASV Guidelines for Standards of Care in Animal Shelters. In the event of conflict among these or with other references, a ruling by the Board shall decide the matter.

ARTICLE II. ORGANIZATION.

Section 1. Organization. ASCMV shall consist of a Board of Directors (hereinafter “Board”) comprised of City and County representatives, a Chief Executive Officer (hereinafter “Director”) hired by the Board, and employees of the agency hired by the Executive Director to operate the Center.

Section 2. Roles and Functions. The role and functions of the Board and the Executive Director are defined in the JPA and other policy documents approved by the Board.

ARTICLE III. BOARD OF DIRECTORS.

Section 1. General Powers and Purpose. The Board shall be the sole governing body of the Center, and shall exercise all the duties necessary to carry out the functions identified in the JPA.

Section 2. Number and Tenure. The Board shall consist of six (6) voting members, who shall be City or County elected officials or staff, and two (2) ex-officio members. Three (3) voting members shall be appointed by the Mayor with the advice and consent of the City Council, and three (3) voting members shall be appointed by the County Commission. The two (2) ex-officio members shall be the City Manager and the County Manager or their management designees. The JPA shall govern matters of term, attendance, and removal.

Section 3. Meetings. Meetings shall be conducted in accordance with Robert's Rules of Order and the following conditions:

- A. **Regular Meetings.** The Board shall hold one regular meeting on the second Thursday of each month. (Amended March 15, 2013)
- B. **Special Meetings.** Special meetings of the Board may be called in accordance with the New Mexico Open Meetings Act.
- C. **Notice of Meetings.** All meetings of the Board shall be held in accordance with the New Mexico Open Meetings Act.
- D. **Minutes.** The Board shall keep minutes of all meetings and, as soon as possible after each meeting, shall forward a copy of the minutes to each member of the Board, including ex-officio members.
- E. **Location of Meeting.** Meeting locations shall be at the convenience of the Board.
- F. **Voting and Quorum.** A majority of the voting Board members shall constitute a quorum for the transaction of business. A majority vote of the quorum shall be required for the adoption of a resolution. In the event that the number of regular voting members in attendance at any meeting of the Board is insufficient to establish a quorum for the transaction of business, an ex-officio member in attendance at such meeting may act as an alternate member of their respective governmental body's regular voting member for the purpose of establishing a quorum, and may vote on matters before the Board at such meeting.

Section 4. Compensation. Board members shall not receive any salary or compensation for services rendered by them to the Center other than the salary and compensation to which they are entitled as employees or elected officials of the City or the County with the exception of reimbursement for travel expenses that were incurred on behalf of the ASCMV, approved by the ASCMV Board, and for which they would not have been reimbursed by any other source.

Section 6. Code of Conduct. Board members shall base all decisions on an objective assessment of facts, the best interests of the public, and in a manner consistent with advancement of the ASCMV as outlined in the JPA and other governing documents. No member shall speak on behalf of the Board unless so authorized by the Board. Members shall act in a manner consistent with their responsibilities to the ASCMV. By virtue of their position on the Board, members shall not obtain personal or professional advantage for themselves, family members or close associates. More specifically, members shall:

- A. Avoid real and potential conflicts between private interests and public duties, remembering that the public interest must be their principle concern, and remembering that the appearance of conflict can be just as damaging as real conflict;
- B. Keep confidential all information acquired through their position, which may be used for personal or financial gain for themselves or others;
- C. Refrain from securing special privileges or exemptions for themselves, their relatives, and other persons, that are not available to all citizens;
- D. Avoid receiving, soliciting or otherwise obtaining anything of value from any person that is intended to influence the performance of official duties; and
- E. Disclose to the appropriate authority the nature and extent of any financial or personal interest in official business when participating in discussions of or giving an opinion on the matter.

ARTICLE IV. OFFICERS.

Section 1. Board Chair. The Board shall designate one (1) of its members to act as Chair of the Board. The Chair will: (a) prepare meeting agendas in consultation with the Director (b) preside at all meetings of the Board, (c) serve as a primary point of contact between the Director and the Board, (d) speak on behalf of the Board on matters approved by the Board, and (e) coordinate the annual performance evaluation of the Director. Before taking any action on behalf of the agency, the Chair must have been granted the authority to do so by formal action of the Board.

Section 2. Board Vice-Chair. If the Chair is absent, unable, or unwilling to act, the Vice-Chair shall perform the duties of the Chair. The Vice-Chair shall: (a) perform all other duties normally incident to the office of Vice-Chair, (b) see that the minutes of the Board meetings are kept, (c) ensure that all notices are duly made in accordance with the provisions of these Bylaws and as required by law, and (d) oversee the annual assessment of the agency.

Section 3. Subordinate Officers. Other subordinate officers and agents appointed by the Board shall exercise such powers and perform such duties as may be delegated to them by the resolutions appointing them, or by subsequent resolutions.

Section 4. Election and Term of Office. Officers shall be elected at the regular meeting in February of each calendar year. Terms of office shall be one-year in length and may be filled by a board member for a maximum of no more than two consecutive terms. Any member serving two consecutive terms in the same office must have a break of at least one year before serving again in that office. The Chair and Vice-Chair shall be selected from differing governmental delegations; if the Chair is from the City then the Vice-Chair will be from the County, and vice versa.

ARTICLE V. EXECUTIVE DIRECTOR.

Section 1. Position Summary. The Executive Director (Director) is responsible for overseeing the organization's achievement of its vision, mission, and financial objectives, as outlined in the JPA, the Employment Agreement, the Job Description for the position, and the annual performance plan agreed to by the Board and the Executive Director.

Section 2. Performance Evaluation. The Board shall review the performance of the Director at least once annually using a process, form, criteria and format consistent with the terms of the Employment Agreement. The evaluation shall be performed in closed session and shall, if reduced to writing, not be considered a public document.

A. **Purpose.**

1. Evaluation of the Director is both a contractual requirement and a means by which the Board and the Director can establish an effective working relationship. The process allows the Board to convey, in a unified voice, their assessment of the Director's performance in accordance with a mutually agreed upon annual performance plan.

B. **Procedures.**

1. Unless otherwise determined by the Board, the preliminary evaluation will be completed during June of each year and finalized at the Board's regular July meeting. The Chair will establish the specific date, time and place for the preliminary and final performance evaluation after consultation with the Director. The Chair will then distribute the agreed upon evaluation form to the Director and all voting Board members.
2. Prior to the preliminary evaluation, the Director will prepare a self-evaluation following the critical elements contained in the performance plan that was agreed upon by the Director and the Board at the beginning of the evaluation period.
3. Upon completion, the Director's self-evaluation will be distributed to all Board members. Each Board member will be asked to complete a personal assessment of the Director's performance based on information provided by the Director as well as other relevant information known to that Director. Completed evaluations will be submitted to the Chair.
4. The Chair will consolidate all evaluations submitted by individual Directors and prepare a preliminary performance evaluation. The preliminary performance evaluation will be provided to the Director five (5) working days prior to a closed session meeting with the Board.

5. The Board will meet in closed session with the Director to discuss the preliminary results of the evaluation. The Director will have fifteen (15) working days to address matters of factual error, omissions, relative importance, and mitigating circumstances. Upon receipt of any supplemental information from the Director, the Chair will prepare and submit a draft final evaluation for consideration of the Board.
 6. The Board will meet in closed session to approve the final evaluation and then to discuss the assessment with the Director. The Chair will present a signed copy of the final evaluation to the Director within 20 working days of this meeting.
 7. The original evaluation and all support information will be kept in a secure file and be available for review by the Board and the Director.
- C. Critical Elements. The annual performance plan for the Director shall address at a minimum the following critical elements:
1. Shelter Operations
 2. Shelter Facilities
 3. Shelter Staffing and Partnerships
 4. Financial Management
 5. Population Management
- D. Performance Measures.
1. Each critical element will contain not less than five (5) performance levels of which the following three (3) will be defined in terms of objective measures: (Level 5) Significantly Exceeds Expectations, (Level 3) Meets Expectations, and (Level 1) Fails to Meet Expectations.
 2. Objective measures used to define the performance levels will be agreed upon at the beginning of the performance period. The evaluation process recognize performance activity that falls between the three defined levels.
 3. Each critical element will be assigned a numerical score based on accomplishment of the performance measures. In calculating the total performance evaluation, all critical elements will be equally weighted.

ARTICLE VI. ANNUAL ASSESSMENT.

Section 1. Authority. In accordance with ASCMV Resolution 2011- 09 and 2013-05, a targeted a assessment shall be conducted on an annual basis of ASCMV facilities and operations, as follows:

- A. Preparation of the Assessment
1. The ASV *Guidelines for Standards of Care in Animal Shelters* and *ASCMV Policies and Procedures Manual* will be used as the basis for the assessment. Specific items for evaluation shall be selected on an annual basis according to such criteria as past evaluation results, degree of risk for animal wellbeing, and implications for increased operational efficiency.

2. The assessment will be carried out not more than eight weeks prior to the ASCMV Director's annual performance appraisal or as otherwise determined by the Board.
 3. The assessment will be done by a five-person team consisting of a licensed veterinarian, a member of the public selected by the Board, an Animal Control Officer (ACO) from either the City or the County, and the Internal Auditor of either the City or County but not being from the same governmental entity as the ACO, and an individual with a background in building design or maintenance.
 4. The assessment team will select one of its members to serve as its spokesperson to report to the Board.
 5. If the team does not unanimously agree regarding the assessment of a specific condition, the difference of opinion will be so noted.
 6. The ASCMV Director will provide all logistical support for the assessment and will be invited to participate as an ex-officio member of the assessment team.
 7. A report documenting the results of the assessment will be signed by all members of the assessment team and presented to the ASCMV Board not less than two weeks prior to the ASCMV Director's annual performance appraisal.
- B. Action Plan. As an addendum to the annual assessment the ASCMV Director will prepare and submit to the Board an action plan in which each condition of non-compliance is addressed as follows:
1. A description of the condition, why it exists, and what changes would bring the situation into conformance with the ASV guidelines.
 2. An annotation indicating the relative urgency of changing the situation—that is, “Critical”, “Important”, and “Desirable”—according to potential affect on animal health and welfare or improvement in operational efficiency and effectiveness.
 3. Recommendations for either a temporary or permanent waiver from conformance with a specific ASV guideline or approval of an action plan with cost estimates and deadlines that would correct non-conforming conditions or mitigate their effects. Changes may include but are not limited to modification of the ASCMV *Policies and Procedures Manual*, procurement of supplies and equipment, changes in staffing, or changes to the facility.

ARTICLE VII. BOARD COMMITTEES.

Section 1. Standing Committees. The Board shall establish and maintain three standing committees. The standing committees shall be formed at the regular meeting of the Board in February of each calendar year. Each standing committee shall consist solely of Board members. A chair will be designated for each standing committee. Term limits will not apply to either membership on a standing committee or to service as a committee chair. The three standing committees will be as follow:

- A. Executive Committee. The Executive Committee will consist of the Chair, Vice-Chair, and one other member of the Board. Primary functions of the Executive Committee include:
 - 1. Annual review of the JPA, Bylaws and extant Resolutions to assess their adequacy and to recommend appropriate changes.
 - 2. Annual review of the ASCMV Strategic Plan to assess progress, identify work to be done, and if necessary call for an update to the Strategic Plan.
 - 3. Other work regarding management and administration of ASCMV as necessary and appropriate.
- B. Finance Committee. The Finance Committee will consist of one non-voting representative of either the City or the County, and one voting member of the Board. Primary functions of the Finance Committee include:
 - 1. Consultation with the Director regarding preparation of the agency's annual budget.
 - 2. Monitoring of income and expenditures, and consultation with the Director regarding any financial issues or problematic trends.
 - 3. Development of proposals and strategies to address funding shortfalls and special programs or projects.
 - 4. Other work regarding financial matters as necessary and appropriate.
- C. Facilities and Operations Committee. The Facilities and Operations Committee will consist of whichever the non-voting member of the Board is not sitting on the Finance Committee, and two voting members of the Board. Primary functions of the Facilities and Operations Committee include:
 - 1. Consultation with the Director regarding the condition of existing facilities and shelter operations.
 - 2. Monitoring of repair or rehabilitation projects; consultation with the Director regarding any budgetary or scheduling issues regarding those projects.
 - 3. Periodic inspection of shelter facilities and operations; review of findings in the annual assessment and recommendations for necessary and appropriate changes.
 - 4. Development of strategies to address long-term needs for expansion or relocation of the ASCMV facility.

Section 2. Special Committees. The Board may, as it deems appropriate, establish special committees of Board members to address topics of interest or concern to operation of the agency.

ARTICLE VIII. ADVISORY COMMITTEES.

Section 1. Creation and Purpose. The Board may, as it deems appropriate, establish ad hoc committees (hereinafter "Advisory Committees") of suitable membership, scope, and duration for the purpose of providing advice and recommendations on matters of interest to the Board such as: existing ordinances, policies, and operational procedures. Advisory Committees shall not have authority to enforce policy or create rules.

- A. Membership. Members of the public, representatives of recognized organizations, and representatives of governmental entities other than the ASCMV may be considered for service on Advisory Committees. Procedures for advertisement, selection and appointment of members for Advisory Committees shall be at the sole discretion of the Board. Vacancies in membership on any Advisory Committee may be filled in the same manner as used to make the original appointments. Committee members shall receive no compensation for their service on an Advisory Committee.
- B. Specific Function. The Board shall formally prescribe the purpose, authorities, conditions, duration, and deliverables expected of each Advisory Committee prior to its establishment.

Section 2. Officers and Meetings. Unless otherwise directed by the Board, meetings of Advisory Committees shall be conducted in accordance with Robert’s Rules of Order, all meetings shall be open to the public, and the following provisions shall apply:

- A. Officers. At the first committee meeting the members of the Advisory Committee shall elect a Chair (hereinafter “Committee Chair”), Vice-Chair (hereinafter “Committee Vice-Chair”), and Secretary (hereinafter “Secretary”) by majority vote.
- B. First Meeting. The Board shall schedule the time and location of the first meeting of each Advisory Committee. The Chair of the ASCMV Board shall preside at the first meeting of Advisory Committee meeting up to the point that officers are elected.
- C. Regular Meetings. Advisory Committees that should meet on a regular basis shall agree upon meeting dates as far ahead as practical. For committees that meet on an ad-hoc basis, the Committee Chair shall poll committee members regarding the most advantageous time for them to meet and will provide as much advance notice as possible once a meeting date and time is set.
- D. Special Meetings. Special meetings, workshops, and facility or neighborhood tours may be held by request of the Committee Chair or by majority approval of the Advisory Committee at one of its regular meetings.
- E. Meeting Cancellation. Advisory Committee meetings may be cancelled by the Committee Chair upon notice from members that no quorum is reasonably expected or when there is no item on the agenda other than routine formalities-- such as adoption of the minutes. In addition, the Committee Chair may cancel a meeting for other reasons contingent upon majority approval of the Advisory Committee by telephonic or electronic poll. Appropriate public notice must be provided for any meeting cancellation.

Section 3. Reports and Recommendations. Each Advisory Committee shall report to the Board at the regular monthly Board meetings or as otherwise directed by the Board. The Advisory Committee shall act as a body. The Committee Chair or designee shall serve as official spokesperson for the Advisory Committee and as liaison to the Board. The Committee Chair or designee may speak or act for the Advisory Committee in accordance with actions previously taken by the Advisory Committee.

- A. **Recommendations.** When presenting recommendations to the Board:
1. All recommendations shall be in written form (this shall not prohibit additional forms of presentation of the recommendations to the Board).
 2. All ideas should be expressed in clear and concise language.
 3. Proposed solutions should be viable and cost-effective.
 4. Recommendations should identify the reasons for the changes suggested.
 5. The advice should reflect a consensus or a majority of the committee members.

Section 4. Conflict of Interest. Members of Advisory Committees shall carry out their responsibilities in a manner consistent with the ethical standards outlined for the ASCMV Board of Directors (see Article III, Section 6).

Section 5. Subcommittees. Subcommittees may be formed by majority vote of the committee to better conduct business on the committee's work plan. Subcommittee members may consist of Board-appointed committee members and other members not currently appointed to the regular committee. Members of a subcommittee shall serve at the pleasure of the committee and are subject to the same conditions as members currently appointed to the regular committee. The Board shall be notified when subcommittee members who are not currently appointed to the regular committee are appointed to a subcommittee. Subcommittees shall report their findings to their governing committees and not directly to the Board. All reports, findings, and recommendations of subcommittees will be returned to the full committee for approval prior to adoption as an official report or recommendation of the regular committee.

Section 6. Rules and Bylaws. Each Advisory Committee may adopt rules for its own governance so long as such rules are not inconsistent with these Bylaws or with any other direction provided by the Board.

ARTICLE IX. APPROVAL AND AMMENDMENT

Section 1. Formal Action Required. The Bylaws shall be effective immediately upon formal adoption by the ASCMV Board and shall be in effect until otherwise modified or cancelled by the Board.

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