

OPERATING COVENANTS
of the
LAS CRUCES ARTS & CULTURAL DISTRICT COORDINATING COUNCIL
(hereinafter referred to as “the Council”)

ARTICLE I - PURPOSE

The Arts & Cultural District (ACD) Coordinating Council is responsible for administering the establishment and growth of the State-Authorized Arts & Cultural District as a standing committee of the Downtown Las Cruces Partnership. The New Mexico MainStreet program oversees the implementation of State-Authorized Arts & Cultural Districts and maintains a “Policy Establishing Guidelines for the ACD Coordinating Councils in State-Authorized Arts & Cultural Districts” (February 2022)

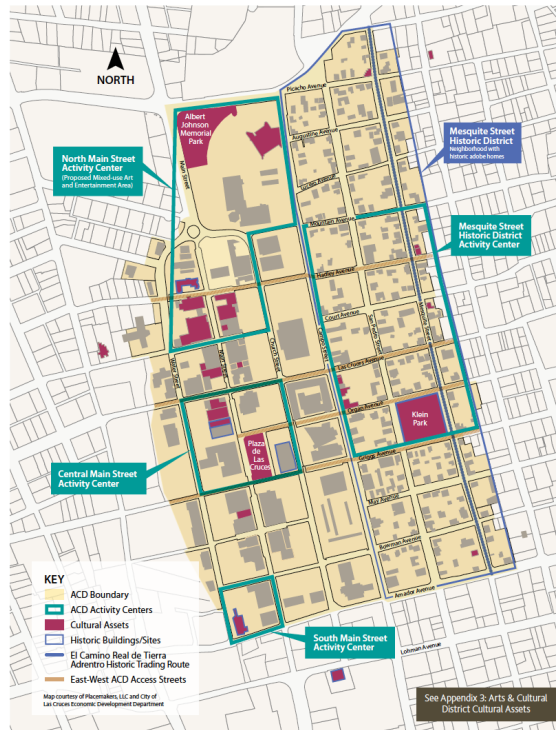
By promoting economic development based on the community’s arts and cultural assets, local ACDs help their communities realize their visions and goals. ACDs help develop and promote a creative mix of local businesses, vibrant arts spaces and events, visitor amenities, and successful urban design. They serve local residents as well as visitors by helping develop a walkable and engaging downtown area, and by generating dynamic experiences within the district. Arts and cultural districts serve as catalysts for community revitalization and incentive for new or relocating businesses. As an economic development initiative of the municipality, the local government provides financial resources and support matching the state’s economic investments.

The role that an Arts & Cultural District plays in providing a vibrant and appealing environment is a major factor in retaining young residents and their families, attracting a well-educated and creative workforce, and positioning the community as a cultural tourist destination. Arts & Cultural Districts bring community members out from their homes and into a vibrant social space to interact and bond with their families and neighbors, and the community’s young talent is showcased and recognized as part of the cultural landscape.

ARTICLE II - PROGRAM AREA

Section 1. Geographic Focus. The Council shall focus its primary activities within the boundaries established in the municipally adopted ACD Cultural Plan and shown in the ACD boundary map below.

Section 2. Activities Outside the Program Area. The Council may, from time to time and at the discretion of the Council, conduct limited activities outside of the Program Area if the Council determines that such activities will support or advance the purposes described in Article I.



Las Cruces Arts & Cultural District Boundaries

ARTICLE III - ROLES AND EXPECTATIONS

Section 1. Role. The Council is expected to prioritize, design, plan and implement projects that enhance the arts, cultural and creative economy sectors within the district boundaries. In alignment with mandates established by the New Mexico MainStreet program for State-Authorized Arts & Cultural Districts, the Council and the ACD designation is attached to the local MainStreet host organization, Downtown Las Cruces Partnership (DLCP).

The Council acts as a standing committee operating under its purview, policies and adopted procedures. There may, however, be certain circumstances that call for the development of additional policies established by the Council and specific to the ACD, though any such policies must be approved by the Board of Directors of the host MainStreet organization.

Section 2. Performance Requirements. The Council shall:

- A. Establish and maintain parameters and guidelines ensuring the appropriate stakeholders are represented on the Council as per Article IV, and to delineate number and terms for members, and the process for adding and replacing members of the Council as per Article V.

- B. In collaboration with the host MainStreet program, establish operating processes for coordination of the ACD program and projects, including communication, reporting, and dispute resolution tasks.
- C. Be responsible for developing and implementing Creative Economy projects and activities in the Arts & Cultural District.
 - i. Establish annual priorities and implementation plans with reasonable goals and performance measures to accomplish the goals of the Cultural Plan.
 - ii. Coordinate with DLCP to ensure at least one of their Board-adopted Economic Transformation Strategy's (ETS) focuses on Creative Economy development and clearly articulate the creative economy work in their annual work plans and performance measures. Economic Transformation Strategies serve to focus DLCP's economic goals, projects and expected outcomes. The Creative Economy ETS is essentially framed around, and must clearly respond to priorities in the municipally-adopted Cultural Economic Development Plan. Implementation of the Creative Economy ETS should be supported and implemented by the Council and the ACD Coordinator.
 - iii. Develop an Implementation Plan for ACD projects and implements related goals and strategies.
 - iv. Council members define which components of the plan they will be responsible for implementing.
 - v. Identify, establish, and utilize financing tools with local MainStreet Board and municipality necessary to implement ACD projects and activities.
 - vi. Develop appropriate task forces and ad-hoc committees as needed.
 - vii. Monitor and track internal success and report to external funders and the authorizing body, the New Mexico Arts Commission.
- D. Support the position of an ACD Coordinator whose role is crucial to the day-to-day operations of the Council and managing the implementation plan:
 - i. Work with the DLCP Board and the City of Las Cruces to ensure that a salaried Coordinator is in place, funded by the annual or biannual scope of services contract between DLCP and the City that is aligned with the annual implementation Cultural Plan's goals, projects, and activities. As per New Mexico MainStreet guidelines, the Executive Director of DLCP may also serve as the ACD Coordinator but it is the intent of the Council to advocate for maintaining an ACD Coordinator as the volume of Cultural Plan priorities will likely require additional staffing .
 - ii. Work with the MainStreet Board to develop and approve a job description/scope of work for the coordinator, and job responsibilities should be supervised by the President of the MainStreet Board in collaboration with the Council chair.
 - iii. The Council, nor its Officers maintain supervisory authority over the ACD Coordinator, but the Council Chair shall collaborate on establishing annual performance goals and

evaluation of the Coordinator with the DLCP Governing Committee. The Council Chair may/shall coordinate with the Council on the setting annual goals for the Coordinator and evaluating performance thereof.

- iv. To ensure that the Coordinator's duties are focused, individual committee members should refrain from assigning tasks to the Coordinator or redirecting the Coordinator from their assigned responsibilities.
- E. Implement Volunteer and Financial Resource Development initiatives activities to allocate financial and human resources that reflect investment in creative economic development initiatives, and in alignment with the municipally-adopted Cultural Plan.
- i. With the support of the Coordinator, develop a volunteer recruitment, engagement and management program that connects interested volunteers to support the implementation of ACD Creative Economy goals and projects.
 - ii. With the support of the ACD Coordinator, support the identification and acquisition of financial resources for the implementation of projects prioritized in the Cultural Economic Development Plan. These may include grant development (proposal reviews), and fundraising via events and other activities.
 - iii. Ensure that resource development and management efforts comply with all relevant laws governing tax-exempt corporations and with Fiscal Controls/Financial Management policies established by the host MainStreet organization (DLCP).

Section 3. Limitations. In addressing performance expectations outlined herein, the Council shall not establish any operating policies or practices that conflict with, or countermand, the Bylaws and Board-adopted policies of the host organization (DLCP).

ARTICLE IV- MEMBERSHIP

The Council, as a standing committee of DLCP, shall be comprised of the following members:

- A. Required of State-Authorized ACD's:
 - i. Position 1: City of Las Cruces Arts Program Coordinator (or appropriate Economic Development representative). **Note: this is a non-voting position on the Council.**
 - ii. Position 2: Downtown Las Cruces Partnership Board member (or ACD Coordinator designate) as selected or appointed by the DLCP Board of Directors.
 - iii. Position 3: Doña Ana Arts Council: Board member (or staff designate) as selected or appointed by the Doña Ana Arts Council Board of Directors.

- B. Community Positions - 4:
 - i. Representative from NMSU Arts Museum or College of Arts & Sciences, as appointed by the Dean of the College of Arts & Sciences.

- ii. Position 5: Creative Economy sector - owner/representative from a local creative economy business.
- iii. Position 6: Local artist or artisan
- iv. Position 7: Mesquite Neighborhood Representative. Individual must possess knowledge/expertise in heritage, cultural or historic preservation as relevant to the implementation of the ACD Cultural Plan. Representative is expected to represent the interests and priorities of neighborhood residents/stakeholders within the ACD boundary and thus willing to establish/maintain engagement with neighborhood residents, collect feedback on priorities relevant to the ACD Cultural Plan, and relay information back to neighborhood residents on Council priorities and projects.
- v. Position 8: Heritage/Cultural/Arts/Creative Economy representative: A community member (or institutional representative) with expertise in building and supporting heritage/cultural/historic preservation/arts/creative economy efforts as relevant to the implementation of the ACD Cultural Plan.

ARTICLE V – COUNCIL OPERATIONS

Section 1. Powers. The Council shall supervise and administer the affairs of the Arts & Cultural District as specified in Article III herein. *The Council is expressly prohibited from engaging in any activity that remain the sole purview of the host organization, including:*

- A. Execution of contracts and agreements that commit the host organization
- B. Handling or execution of financial transactions except under expressed authorization of, and coordination with, DLCP Board members or staff.
- C. Adopting policies or operating practices that extend beyond or are in conflict with the Board-adopted policies of DLCP.
- D. Engaging in any activity in violation of any local, state or federal law governing tax-exempt corporations.

Section 2. Standard of Care. As defined in the New Mexico Charitable Solicitations Act, Section 57-22-10 NMSA 1978, and defined by the State’s Attorney General, all “*officers, directors, managers, trustees, professional fundraisers, professional fundraising counsel or other persons having access to the money of a charitable organization intended for use for charitable purposes shall be held to the Standard of Care defined for fiduciary trustees under common law*”. As a standing committee of the host organization (DLCP) the Council shall similarly adhere to the Standard of Care, including

- A. The Duty of Care. Members of the Council shall actively participate in the Council’s affairs by attending Council meetings and meetings of committees on which they serve. Council members stay informed of Council tasks and operations, to determine if the DLCP’s policies and the Council’s Operating Covenants and policies are being followed, and to understand how the Council is meeting its purpose.

- B. The Duty of Loyalty. Members of the Council shall ensure that the interest of the Council and, as a consequence, the interest of the public, takes precedence over their personal interests. Council members shall, loyally and without self-interest, advance this purpose by acting fairly and in the best interest of the Council and the tax-exempt host organization.
- C. The Duty to Manage Accounts. The Council shall be responsible for coordinating with the Staff and Board of DLCP to meet all financial accountability requirements and to comply with procedures that ensure the host organization is fiscally sound and ensure that it operates in a fiscally responsible manner.
- D. The Duty of Compliance. Council members shall be faithful to the Council's purposes, to maintain familiarity with the laws that apply to the tax-exempt host organization, and to comply with those state and federal laws that relate to DLCP and its business operations.

Section 3. Council Member Responsibilities. Responsibilities for members of the Council shall include, but are not limited to, the following:

- A. Engaging in resource development activities to support the Council's operations and projects.
- B. Serving as a member of ad-hoc subcommittees, as needed.
- C. Attending a Council orientation session at the start of the onboarding process.
- D. Attending the annual meeting of the Council.
- E. Attending an annual coordination meeting between the Council and the DLCP Board of Directors.
- F. Supporting the decisions of the Council.
- G. Attending leadership and other trainings of the New Mexico MainStreet Program as required.
- H. Abiding by and supporting the operating policies adopted by the Council and the bylaws and policies adopted by the host MainStreet organization (DLCP).
- I. Responding to communications, timelines and commitments related to Council actions in a timely manner.
- J. Providing information to support reporting requirements (monthly volunteer hours contributed, etc.),

Section 4. Number and Qualifications. The Council shall be comprised of no less than the three (3) required members of a State-Authorized ACD program, and no more than eight (8) members as per the requirements set forth in Article III. Council members must meet the qualifications established in Article III. In addition, the Council Chair must meet the minimum qualifications established and encoded in the Bylaws of DLCP (describe in Article VI).

Section 5. Election and Term of Office. The initial Council shall, by acclamation, and in within parameters established DLCP policies, be permitted to appoint members to bring the total number of members to

the number prescribed in Article V, Section 4. Council members for positions 2-8, as listed in Article III, shall generally serve for a two (2) year term.

Initial terms will be staggered (1 or 2-year terms) so as to minimize a complete turnover during the same year. The initial Council volunteers shall establish a process for randomly allocating the length of term among Members.

Thereafter, each member shall be elected for a two (2) year term at each annual meeting of the Council, to be convened in the month of June (end of the fiscal year for the host organization). Each member shall serve for the term for which he or she is elected and until his or her successor shall have been elected and qualified.

Members may be re-elected for up to two consecutive terms for a maximum of six years on the Council.

The ACD Coordinator shall be responsible for compiling applications and nominations for Council membership and presenting these to the Council for review and election.

Section 6. Recruitment, Vetting and Onboarding. The Council shall establish processes for recruitment, vetting and onboarding of Members, including but not limited to:

- A. Recruiting:
 - i. Communicating vacancies and expectations;
 - ii. Developing and utilizing an application so that prospective Council members relay their interests/knowledge/expertise and willingness to meet participation requirements of membership.
- B. Vetting process that ensures:
 - i. Applicants meet the criteria for positions 2-8 as described in Article IV.
 - ii. Applicants are prepared to work on prioritizing and implementing projects listed in the Cultural Plan (the role is not advisory in nature; this is a working group as identified in Article III – Roles and Expectations).
 - iii. Applicants are willing to commit to “due diligence” to ensure progress with projects, communication, collaboration.
 - iv. Applicants are willing to extend their “network” of relationships to support volunteer development, resource development, advocacy/political will-building and community engagement efforts.
 - v. Applicants are prepared to take an active role in raising funds for projects (and operations, where applicable).
- C. Election and Onboarding:
 - i. Applicants are accepted by majority vote of Council members currently eligible to vote. Voting may be conducted via email or ballot voting process.
 - ii. Council will establish a comprehensive onboarding/orientation process; participation required by all new members.

Section 7. Resignation. Any Member may resign at any time by giving written notice to the chairs of the Council and DLCP . Such resignation shall take effect at the time specified therein, or, if no time is specified, immediately upon providing notice of resignation.

Section 8. Removal. Any Member may be removed from such office, with cause, at any regular or special meeting of the Council called expressly for that purpose by a two-thirds vote of the Members eligible to vote. Any Member who is absent from three consecutive regular meetings or twenty-five percent of meetings of the Council in any twelve-month period may be removed as a member for cause. Additionally, Council members may be removed for noncompliance with DLCP’s board-adopted policies.

Additionally, any member that is found to willfully violate the policies and bylaws of the host organization shall be removed for cause. The Council is a standing committee of DLCP, and thus DLCP’s policies regarding committee conduct and actions may also establish a removal “for cause” of Council members.

Section 9. Vacancies. Vacancies other than those resulting from the normal expiration of a Member’s term of office shall be filled by majority vote of the remaining members of the Council for the unexpired term.

Section 10. Regular Meetings. Regular meetings shall be held not less than nine (9) times each year at such a time, day, and place as agreed upon by the Council.

Section 11. Annual Meeting. An annual meeting of the Council shall be held each year during the last month (June) of the designated fiscal year and at such time, day, and place as shall be designated in the notice of the meeting. The agenda for the annual meeting shall include:

- i. Election or renewal of terms for Council members and/or Officers.
- ii. Confirmation of annual CLC-contracted ACD Service Agreement deliverables.
- iii. Review of progress with previous workplans; prepare/adopt an annual workplan and project priorities (including resource development efforts) that coordinate and align with the municipally-adopted Cultural Plan and DLCP’s Economic Transformation Strategies.
- iv. Establish sub-committees as needed to implement projects.
- v. Evaluate the performance of the Council and address operational improvements.
- vi. Renew or recharter subcommittees that may automatically expire as per Article VII, Section 1.
- vii. Other matters as may be appropriate to discuss.

Section 12. Other Meetings. Council Officers and/or Members shall participate in any regular, special or emergency meetings called by DLCP to address joint DLCP-Council business.

Section 13. Notice of Meetings. The Council shall establish a regular time and day for meetings and notice of such, and place of any meeting shall be provided in advance by the ACD Coordinator. Any Member may waive notice of any meeting by a written statement executed either before or after the

meeting; attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 14. Quorum. A majority of the Members then in office shall constitute a quorum for the transaction of business at any meeting of the Council. If a quorum shall not be present at any meeting, the Members present shall adjourn until a quorum shall be present.

Section 15. Manner of Acting. Except as otherwise expressly required by law or DLCP bylaws and policies, the affirmative vote of a majority of the Members present at any meeting at which a quorum is present shall be the act of the Council. Each Member, with the exception of the City-designated liaison (Position 1), shall have one vote. Voting by proxy shall not be permitted.

Section 17. Telephone and Electronic Meetings. Except as mandated by laws governing the Open Meetings Act (if required), any one or more Members may participate in a meeting of the Council by means of a conference telephone, online conference system or similar telecommunications device, which allows all persons participating in the meeting to understand and communicate with each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present. The Council may, if expediency is required, vote on Council actions via email so long as such action does not conflict with DLCP bylaws and policies.

Section 18. Orientation of New Members. All new Members of the Council shall participate in an orientation program familiarizing them with the goals and objectives of the Council and with their responsibilities as Members.

Section 19. Conflict of Interest. Members of the Council must abide by the Conflict of Interest policies established and adopted by DLCP. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Council in which a Member has a direct or indirect personal interest, or any transaction in which a Member is unable to exercise impartial judgment or otherwise act in the best interests of the Council.

- A. In the event that any Member has a conflict of interest that might properly limit fair and impartial participation in Council deliberations or decisions, such Members shall inform the Council as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Member, the Council may nonetheless request from the Member any appropriate non-confidential information which might inform its decisions.
- B. No Member shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such Member has allegiance, has a personal interest that may be seen as competing with the interest of the Council. Any Member who believes he or she may have such a conflict of interest shall so notify the Council prior to deliberation on the matter in question, and the Council shall make the final determination as to whether any Member has a conflict of interest in any matter. The minutes

of the Council meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Member.

- C. The Council may develop, adopt, and periodically update a more stringent Conflict of Interest Policy which shall be distributed and followed by all Member with the expressed consent of the host organization (DLCP). That policy shall include the contents defined herein and shall outline procedures for the disclosure of any real or perceived conflict. That policy shall be consistent with these DLCP Bylaws.
- D. All Council Members must sign a Conflict of Interest Disclosure statement acknowledging their compliance with the Conflict of Interest policy and disclosing any conflict of interest as specified by the policy.
- E. Subcommittee members who are not Members of the Council must be willing to sign an agreement that they will comply with the bylaws and policies of the host organization (DLCP) and not violate any local, state or federal law applying to the host organization.

Section 20. Compensation. No Council Member is to be compensated for services as a Member or Officer. Upon prior approval of the DLCP Board of Directors, a Council member or volunteer may be reimbursed in whole or in part for expenses incurred in the execution of any role, including, but not limited to travel expenses to attend workshops, conferences or other educational training programs related to the purpose of the organization as a representative of the organization and/or purchase of material essential to the implementation of activities in accordance with the organization's purchasing/procurement policy and approved in advance by the DLCP Board of Directors. The individual must present to the Executive Director or DLCP Treasurer, expense statements and bills for reimbursement.

ARTICLE VI – OFFICERS

Section 1. Officers. The Officers of the Council shall consist of a Chair, a Vice-Chair, a Secretary/Records Officer.

Section 2. Eligibility for Election. Any member of the Council other than the individual occupying Position 1 (City of Las Cruces Arts Program Coordinator or Economic Development representative) is eligible to be nominated to an office and may hold the position of Officer.

Section 3. Election and Terms of Officers. Officers shall be elected from the current roster of Members at the annual meeting of the Council by a majority of Members eligible to vote. The Officers of the Council shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next election or until their respective successors shall have been duly elected. No officer may serve more than two (2) consecutive one-year terms in any officer position.

Following a one (1) year break in service, and assuming an individual is still within their term limits as a Council member, individuals may be re-elected to an Officer position. There shall be no ascension process or structure established for the election of Officers; Officers must be elected by majority vote of Council members (*note: an ascension process essentially elevates the Vice-Chair to Chair once the Chair's term has expired*).

Section 4. Duties and Powers. Except as hereinafter provided, the Officers of the Council shall each have such powers and duties as generally pertain to their respective offices, as well as those that may be conferred by the DLCP Board of Directors and mutually agreed upon by the Council. As the Council is established as a committee of the host MainStreet organization (DLCP), no Officer shall assume nor maintain any duties, roles or powers that supersede or countermand the duties of the DLCP Board of Directors.

The general duties and powers of the Officers are described here:

- A. **Chair:** The Chair of the Council shall serve as an automatic representative of the DLCP with all voting rights accordingly bestowed. As such, the Chair shall meet and maintain all qualifications and eligibility requirements established in DLCP Bylaws or Governance policies. However, unless the Chair of the Council is the DLCP designate (Position 2), the Chair shall not be required to be a dues-paying member of the DLCP Board nor expected to serve on any other DLCP Committees.

The Chair of the Council shall:

- i. Serve as the primary representative of the Council on the DLCP Board of Directors to facilitate communication, collaboration and alignment of priorities
- ii. Provide oral or written reports to the DLCP Board with respect to Council priorities, actions, decisions, and progress with implementation of projects.
- iii. Preside over Council meetings and Council's operational processes, including implementation of orderly meetings following the practices established in Roberts Rules of Order.
- iv. Work with ACD Coordinator to ensure alignment with project priorities of the Council (and sub-committees).
- v. Collaborate with the ACD Coordinator and DLCP leadership to developing the ACD's annual operating budget which will be integrated within DLCP's annual operating budget.
- vi. With the ACD Coordinator and DLCP leadership, coordinate with the City leadership and/or Economic Development staff to prioritize municipal funding allocations for the ACD program.
- vii. Co-lead the onboarding/orientation for new members (with the ACD Coordinator).
- viii. Ensure the Council adopts processes for assignment/election of sub-committee chairs.
- ix. Oversee coordination of Council's compliance with DLCP's Bylaws and policies.
- x. Regularly consult with the host organization to determine how governance and operating finances should be managed in alignment with established policies and procedures.

- xi. Since the ACD Coordinator is hired by the host organization (or may be the MainStreet Executive Director), the MainStreet Chair/President and the Council Chair shall collaborate to establish annual performance goals, and to regularly monitor and evaluate progress toward advancing goals of the Cultural Plan as prioritized by the Council. The Council Chair shall coordinate with the Council members on prioritizing performance goals for negotiation with the DLCP Chair/President.
- xii. The Chair shall not exercise a vote on Council actions except in case of tie when a quorum is met.

B. *Vice-Chair:* The Vice-Chair of the Council shall:

- i. Preside over Council meetings in the absence of the Chair; assist with preparing and disseminating meeting agendas as needed.
- ii. Oversee and ensure timely progress with sub-committee assignments and sub-committee reports to the Council and DLCP.
- iii. With the support of the ACD Coordinator, manage processes for recruitment, vetting and onboarding of Council Members.
- iv. Prepare, compile and disseminate all content needed for the annual meeting of the Council.
- v. With the Chair, collaborate with the ACD Coordinator and DLCP leadership to developing the ACD's annual operating budget which will be integrated within DLCP's annual operating budget.
- vi. With the support of the ACD Coordinator, collaborate with DLCP staff and board members to ensure timely coordination of financial management practices in alignment with DLCP's fiscal controls and financial management policies.

C. *Council Records Officer:* The Council Records Officer shall:

- i. Record, maintain and distribute minutes of Council meetings, specifically, critical information, decisions and action items of the Council.
- ii. With the Chair and the ACD Coordinator, finalize agendas for regular meetings and ensure the notice of meetings is provided to Council members.
- iii. Compile and disseminate the content for an orientation manual or information binder for new and current Members.
- iv. Ensure proper maintenance of all Council records/documents and in compliance with DLCP's Records Retention and Destruction Policy required by the IRS of tax-exempt corporations. At least monthly, compile all relevant records related to the policy and submit them to DLCP for archiving.

Section 5. Resignation. Any Officer may resign at any time by giving written notice to the Council. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 6. Removal. Any Officer may be removed from such office, with cause, at any meeting of the Council by a two-thirds vote of the Members eligible to vote.

Section 7. Vacancies. A vacancy in any office shall be filled by a majority vote of the Council for the unexpired term of the vacant position. Vacancies in the Officer positions may only be filled by an individual already serving as a member of the Council.

ARTICLE VII - SUBCOMMITTEES

Section 1. Subcommittees of Council. The Council, by resolution adopted by a majority of the Members, may designate and appoint one or more subcommittees or taskforces. Subcommittees and taskforces shall have the responsibility for planning and implementing specific tasks in the fulfillment of the Council's purpose.

Subcommittees or taskforces do not have, and shall not exercise, any authority which is duly reserved for the Council and/or the host organization (DLCP). The designation and appointment of any subcommittee or taskforce and the delegation thereto of assignment shall not operate to relieve the Council Members or DLCP of any responsibility imposed upon them by law. Subcommittees or taskforces shall implement projects and/or prepare recommendations for Council or DLCP approval.

Subcommittees or taskforces shall be automatically dissolved during the commencement of the annual meeting of the Council unless specifically renewed by majority vote of the Council.

Section 2. Composition and Vacancies. Each subcommittee or taskforce must consist of two or more Council Members. Volunteers or content experts external to the Council (non-members) may be added to subcommittees or taskforces for the purpose of planning and implementing specific tasks in the fulfillment of the Council's purpose.

Vacancies in the membership of subcommittees or taskforces may be filled by majority vote of the Council, or a Committee Chair who is a member of the Council, as long as individuals on the Council are not prohibited from serving due to a conflict of interest or other DLCP specification.

Subcommittee or taskforce members who are not Members of the Council must be willing to sign an agreement that they will comply with the bylaws and policies of the host organization and not violate any local, state or federal law applying to the host organization.

Section 3. Chairperson. Each subcommittee or taskforce shall have a chairperson who is able to meet expectations of Chairperson role and who is elected by the Council and approved by a majority of the Members eligible to vote or who is appointed by the Council Chair. The Chairperson must be a current member of the Council. subcommittee or taskforce chairperson shall be responsible for providing oral

and written (as needed) reports at Council Meetings, detailing progress with assigned tasks and providing recommendations for Council approval.

Section 4. Rules. Each committee or task force may adopt rules for its meetings not inconsistent with these Covenants or with any rules adopted by the DLCP Board of Directors.

ARTICLE VIII – ACD COORDINATOR

The DLCP Board of Directors may hire an ACD Coordinator to support the operations and projects of the Council. The Coordinator shall be the primary staff person responsible for coordinating the implementation of the Council's policies and projects and such other duties as the DLCP Board of Directors may require.

- A. Status as Coordinator. The ACD Coordinator shall be a non-voting member of the Council and, where practical, shall attend each meeting of the Council. As per NMMS guidelines for State-Authorized Arts & Cultural Districts, the ACD Coordinator may also serve as the Executive Director of the MainStreet program. Since the Council is a standing committee of the MainStreet host organization the DLCP Executive Director may be assigned by the DLCP Board of Directors to provide daily supervision of the Coordinator's tasks.
- B. Title. The DLCP Board of Directors may assign a title different than "ACD Coordinator" to its staff.
- C. Compensation. The Coordinator shall receive for services such compensation as may be determined by the DLCP Board of Directors.
- D. Review. The DLCP Board of Directors shall conduct, at minimum, an annual review of the Coordinator's performance and compensation and shall present the findings of that review to Coordinator. DLCP shall establish a process to coordinate, engage and integrate Council input in the review process, through the Council Chair, as per Article VI, Section 4.A.x.

ARTICLE IX - FINANCES

Section 1. Fiscal Year. The Council shall operate in the same fiscal year as the host organization (DLCP), beginning on the first day of July and end on the last day of June in the subsequent year.

Section 2. Execution of Financial Instruments. The Council shall have no authority to execute financial instruments or agreements that bind host organization except as the DLCP Board of Directors may have established via the adoption of fiscal controls and financial management policy, or in particular cases authorize the execution thereof in some other manner. The Council and its members shall strictly comply with DLCP's fiscal controls and financial management policies.

Section 3. Coordination of Financial Transactions. Any financial transaction resulting from the Council's work shall be coordinated in accordance with, and adherence to, DLCP's financial management policies. This includes any transaction relating to the acceptance of donations, contributions and grants, expenses and reimbursements thereof, budget preparation, documentation of finances, and financial reviews/audits.

ARTICLE X - MISCELLANEOUS

Section 1. Notice. Whenever under the provisions of these Covenants notice is required to be given to a Director, officer, committee member, or volunteer, such notice shall be given in writing by email (or if needed, via first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Council). Such notice shall be deemed to have been given when delivered.

Section 2. Parliamentary Authority. Roberts Rules of Order, Newly Revised, may govern the parliamentary procedures of the Council when not in conflict with these Covenants. The order of business may be altered or suspended at any meeting by a majority vote of the active members present.

ARTICLE XII - AMENDMENTS

The Council shall have the power to amend these Covenants by a two-thirds vote of the Members eligible to vote following a review by DLCP Governance Committee, provided that no such action shall be taken if it would in any way adversely affect the DLCP's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. Council members shall receive the proposed amendments no less than five [5] days prior to the date of the meeting at which the amendments will be voted on by the Council.