

**AMENDED AND RESTATED BYLAWS**  
**OF THE**  
**NEW MEXICO SCHOOL FOR THE ARTS SCHOOL**  
(A New Mexico Public Charter High School)

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These Amended and Restated Bylaws of the New Mexico School for the Arts (the "School"), a New Mexico public charter high school, are effective Aug 31, 2010.

**ARTICLE 1**  
**OFFICE**

The principal office of the School shall be located in Santa Fe, New Mexico. The School may have such other offices, either within or without the State of New Mexico, as the business of the School may require from time to time.

**ARTICLE 2**  
**GOVERNING COUNCIL**

**2.1 General Powers.** The business and affairs of the School shall be managed by the Governing Council (the "Council") who shall serve the function of the board of directors of the School in accordance with state and federal laws and regulations, including the New Mexico Public School Code.

**2.2 Number, Tenure and Qualifications.** The Governing Council shall have not less than five (5) members. Subject to that limitation, the number of Council members shall be fixed by these Bylaws at nine (9), but that number may be increased or decreased from time to time by action of the Governing Council without the necessity of an amendment to these Bylaws. No decrease shall have the effect of shortening the term of any incumbent Council member. The members of the Governing Council shall be divided into three (3) classes and each member of a class of shall be elected and hold office for a term of three (3) years and until a successor has been elected and qualified. A Council member shall not serve on the governing body of another charter school.

**2.3 Duties and Powers.** The Governing Council shall have control and be responsible for the management of the business and affairs of the School. The Governing Council shall in all cases act as a Council, regularly convened and in the transaction of business, the act of a majority of the Governing Council who are present at a meeting in which a quorum is present shall be the act of the Council, except as otherwise provided by law, these Bylaws or the School Charter. The Governing Council may adopt rules and

regulations for the conduct of their meetings and the management of the School which they deem proper and which are not inconsistent with law or these Bylaws.

**2.4 Meetings.** The date, time and place of the meetings of the Governing Council shall be set by the Council. A regular meeting of the Governing Council shall be held during either the last or first calendar quarter of each fiscal year for the purpose of electing or appointing members of the Governing Council and officers for the coming year and for the transaction of any other business which may come before the meeting. The Governing Council may provide by resolution the time and place for the holding of additional regular meetings without notice other than such resolution.

**2.5 Special Meetings.** Special meetings of the Governing Council may be called by or at the request of the Chair of the Council (the "Chair") at any time. The Chair shall call a special meeting after the receipt of a written request for a special meeting made by at least one-half of the members of the Governing Council. Notice and the time, date, and place of a special meeting shall be set in accordance with applicable law and regulations and the terms of these Bylaws.

**2.6 Meetings by Telephone Conference Calls.** Members of the Governing Council may participate in a meeting of the Governing Council or any members of any committee designated by the Governing Council may participate in a meeting of such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting by such means shall constitute presence in person at such meeting.

**2.7 Action by Written Consent.** To the extent permissible by law, including without limitation applicable provisions of the Open Meetings Act and the Charter Schools Act, any consent action to be taken at a meeting of the Governing Council or any consent action which may be taken at a meeting of the Governing Council or of a committee, may be taken without a meeting if a written consent setting forth the action so taken is signed by all of the members of the Governing Council or all of the members of the committee, as the case may be. The signature of a Council member or committee member may be affixed to a written consent provided that authorization for affixing the signature has been received from the Council member or committee member by facsimile, electronic mail or other similar electronic transmission. The consent shall have the same effect as a unanimous consent vote.

**2.8 Notice.** Notice of meetings of the Governing Council shall be given in compliance with applicable law, including the Open Meetings Act and the Charter Schools Act.

**2.9 Quorum.** A quorum for the transaction of business at any regular or special meeting shall consist of no less than one-half (1/2) of the number of Council members. A quorum, once attained at a meeting, shall be deemed to continue until adjournment notwithstanding a voluntary withdrawal of enough Council members to leave less than a quorum. The act of the majority of the Council members present at a

meeting at which a quorum is present, unless otherwise provided by law, these Bylaws or the Charter, shall be the act of the Governing Council. If less than a majority of the Council members are present at any meeting, a majority of the Council members present may adjourn the meeting from time to time without further notice.

**2.10 Manifestation of Dissent.** A Council member who is present at a meeting of the Governing Council at which action on any corporate matter is taken shall who dissents from an action that is proposed to be taken must give notice of his or her dissent to such proposed action to the secretary of the meeting and in such event the vote of each Council member shall be entered in the minutes of the meeting. The right to dissent shall not apply to a Council member who voted in favor of such action.

**2.11 Vacancies.** Subject to the Charter, any vacancy occurring in the Governing Council or any membership to be filled by reason of an increase in the number of members of the Governing Council may be filled by the affirmative vote of a majority of the members of the Governing Council. A Council member elected to fill a vacancy shall be elected for the unexpired term of the vacant office. Any membership to be filled by reason of an increase in the number of members of the Governing Council shall be filled by the Governing Council for a term of office continuing only until the expiration of the term of the class of members of the Governing Council to which the membership is assigned.

**2.12 Resignation and Removal.** Any Council member may resign from office at any time by delivering a written notice of resignation to the office of the School and such resignation will take effect immediately without acceptance. Any Council member may be removed from office at a meeting of the Governing Council called expressly for that purpose, with or without cause, by a vote of a three-fourths (3/4) majority of the Council members.

**2.13 Committees.** Subject to applicable provisions of the Charter Schools Act and the Open Meetings Act, the Governing Council may designate one or more committees, appoint the members of the committee and their terms as the Governing Council from time to time determines is in the best interests of the School. The Governing Council also may designate advisory committees and appoint advisory committee members to serve on Council committees or advisory committees. Advisory committees and advisory committee members shall not have the authority or power to act on behalf of the Governing Council. All committees shall have and exercise the authority granted them in the resolution adopted by the Governing Council, except as limited by the terms of this Section and these Bylaws. Committee members shall not include a quorum of the members of the Governing Council unless expressly designated by the Governing Council and in such event meetings of such committee are subject to the applicable provisions of the Open Meetings Act.

No committee nor any committee created under these Bylaws shall have the authority of the Governing Council to sell, lease, exchange or make other disposition of all or substantially all the property and assets of the School; to voluntarily dissolve the

School or revoke any such dissolution; to amend the Bylaws of the School; to elect, appoint or remove any member of any committee or any Council member or officer of the School; to adopt a plan for the distribution of the assets of the School; or to alter or repeal any resolution or action of the Governing Council of the School. The designation of any committee and the delegation of authority to any committee shall not operate to relieve the Governing Council or any member thereof of any responsibility imposed by law.

**2.14 No Compensation.** No member of the Governing Council shall receive any compensation for serving as a member of the Council, and no committee member shall receive any compensation for serving as a member of a committee. The School may reimburse a Council member or committee member for reasonable expenses incurred in the performance of services as a member of the Governing Council or committee member in accordance with the financial policies of the School. Nothing in these Bylaws, however, shall be construed so as to preclude a Council member or a committee member from serving the School in any other capacity, such as employee, agent, or otherwise, and receiving compensation for such service; provided that all of the terms of the Conflict of Interest Policy are satisfied.

### **ARTICLE 3 OFFICERS**

**3.1 Officers and Qualifications.** The officers of the School shall consist of the Chair, Vice Chair, Secretary, Treasurer and such other officers, assistant officers and agents as are determined by the Governing Council from time to time, each of whom shall be elected by the Governing Council at the time and in the manner prescribed by these Bylaws. Any two or more offices may be held by the same person, except that the Chair and the Vice-Chair shall not be held by the same person. All officers and agents of the School as between themselves and the School shall have the authority and perform the duties in the management of the School as provided in these Bylaws or as determined by the resolution of the Governing Council not inconsistent with these Bylaws.

**3.2 Term of Office.** All officers of the School shall be elected for a two year term unless the Governing Council by resolution fixes a different term for any of the officers of the School. Each officer shall hold office until his or her successor has been duly elected and qualified, or until removed as hereinafter provided.

**3.3 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Governing Council for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Governing Council.

**3.4 Removal.** Any officer or agent may be removed by the Governing Council whenever in its judgment the best interest of the School 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.

**3.5 Duties of the Chair.** The Chair shall preside over the meetings of the Governing Council, be an ex-officio member of the committees designated by the Governing Council, provide leadership to the Council and perform such other duties as may be designated by the Council. In the absence of the Chair, the duties of the Chair will be performed by the Vice-Chair.

**3.6 Duties of the Secretary.** The Secretary shall perform the duties incident to the office of Secretary so that the charter records of the School are kept current, including minutes of all meetings and all required notices of meetings and when authorized shall execute, attest and deliver documents of the School, and shall perform such other duties as may be designated by the Governing Council.

**3.7 Duties of the Treasurer.** The Treasurer shall perform the duties incident to the office of Treasurer so that the books and records of account of the School are accurate and complete and the budget process is properly conducted and shall perform such other duties as may be designated by the Governing Council.

**3.8 Duties of Other Officers.** Other officers shall perform such duties and have such powers as may be designated by the Governing Council.

#### **ARTICLE 4 FISCAL YEAR**

The School shall have a fiscal year which begins on July 1 and ends twelve months later on June 30.

#### **ARTICLE 5 NOTICE**

The School shall provide notice of meetings in accordance with the Open Meetings Act. Any other notice, request, consent or other communication required or permitted to be given under these Bylaws shall be given in writing in accordance with applicable state law and regulations by personal delivery, facsimile or electronic transmission with confirmation requested, reputable overnight courier service which provides receipts of deliveries or prepaid US certified mail (return receipt requested) addressed to the appropriate party at the then current address or facsimile number or electronic transmission address on file at the office of the School

#### **ARTICLE 6 PROHIBITED ACTIVITIES**

**6.1 No Inurement.** No part of the earnings of the School shall inure to the benefit of or be payable to any Council member, officer or any other private organization

or individual, except that the School shall be authorized and empowered to pay reasonable compensation for services rendered and to make reasonable payments and disbursements in furtherance of the mission and purposes of the School in accordance with School policies, including the Conflict of Interest Policy and with applicable federal and state laws and regulations.

**6.2 Non-Discrimination Policy.** The School shall not discriminate in any manner on the basis of age, sex, race, ethnicity, national origin, disability, gender, sexual orientation or preference.

## **ARTICLE 7 INDEMNIFICATION**

**7.1 Indemnification.** A Council member shall not be personally liable for any acts or omissions of the School. To the maximum extent permitted by law, the School shall have the power to indemnify any member of the Governing Council or officer or former member of the Governing Council or officer of the School against reasonable expenses, costs and attorneys' fees actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been a member of the Governing Council or officer. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Council member or officer shall not be indemnified if he shall be adjudged to be liable on the basis that he has breached or failed to perform the duties of his office and the breach or failure to perform constitutes willful misconduct or recklessness. To the extent permitted by law, advance indemnification may be allowed of a Council member or officer for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding provided that the Council member or officer must reimburse the School if it is subsequently determined that the Council member or officer was not entitled to indemnification. The School may make any other indemnification permitted by law if authorized by resolution adopted after notice by the members of the Governing Council who are entitled to vote.

**7.2 Insurance.** To the extent permitted by law, the School shall maintain insurance, at its expense, or provide alternative financial arrangements, including but not limited to self-insurance, to protect itself and members of the Governing Council, officers, employees or agents of the School or another entity affiliated with the School (including an employee benefit plan or trust) against any such expense, liability or loss.

## **ARTICLE 8 RULES OF ORDER**

The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the School in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of the School.

**ARTICLE 9  
AMENDMENTS**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Governing Council present at any regular or special meeting of the Council at which a quorum is attained.

We hereby certify that the above and foregoing Amended and Restated Bylaws of the New Mexico School for the Arts, a New Mexico public state charter high school, are the Bylaws of this School, adopted by the Governing Council, effective as of Aug 31, 2010.

  
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Catherine Oppenheimer, Chair

  
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Cynthia Montoya, Secretary