

**Deming Cesar Chavez Charter High School
Governance Council
Bylaws**

Article 1
Offices

SECTION 1. Principal Office

The principal office of the charter school is located in Deming, in Luna County, New Mexico.

Article 2
Purpose

SECTION 1. Objectives and Purpose of Deming Cesar Chavez Charter High School

The specific objectives and purposes of this charter school shall be:

(Note: the board should insert here those items from the charter or from their planning sessions that they want to make sure are emphasized).

SECTION 2. Purpose of the DCCCHS Governance Council

The purpose of the DCCCHS Governance Council is to ensure, on behalf of the school's owners, the citizens of the State of New Mexico, that the school accomplishes superior student achievement, its primary purpose, as well as the objectives mentioned above and that it avoids any financial and operational imprudence, impropriety and illegality which might threaten the school's existence or the renewal of its charter.

Article 3
Governance Council Members

SECTION 1. Number

The Council shall have five members and collectively they shall be known as the Governance Council.

SECTION 2. Qualifications

None of the persons serving on the Council may be interested persons. An "interested person" includes:

- a) any person currently being compensated by the Council for services rendered to it within the previous 12 months, whether as a full-time or part-time employee,

- independent contractor or otherwise, excluding any reasonable compensation paid to a member of the Council; or
- b) any immediate member of the family or household of any such person.

SECTION 3. Powers

The Council shall, as a group, not individually, have the power to conduct the affairs of the school. This power is subject to the provisions of State and Federal law, the limitations imposed by the Charter granted to the school by the Deming Board of Education and the stipulations spelled out in these Bylaws.

SECTION 4. Duties

It shall be the duty of the Council members to:

- a) Perform any and all duties imposed on them collectively by State and Federal law, by the DCCCHS charter or by these Bylaws.
- b) Recruit, select and evaluate the performance of a Principal for DCCCHS, including annually deciding on the renewal of the Principal's contract to manage the DCCCHS and annually establishing the Principal's salary.
- c) Establish for the remainder of the DCCCHS staff, a compensation schedule to be employed by the Principal in setting the salaries annually for all teaching, administrative and support staff at DCCCHS.
- d) Serve as final arbiter for all personnel grievances which have proceeded through the prior steps laid-out in the School's personnel policies and which have not been resolved to the satisfaction of the complainant.
- e) Establish an annual operating budget for the school together with regularly monitoring school implementation of that budget and receiving and approving audits, financial reports and budget adjustment requests.
- f) Participate in organizing resource development efforts at the school, including fund-raising, grant writing, volunteer recruitment and public relations campaigns.
- g) Develop both a long-term strategic plan and an annual work plan for the school to foster the attainment of its goals and objectives and to assure faithful compliance with the terms of the original Charter granted by the Deming school board, including periodically reviewing that Charter with an eye to possibly seeking revisions in it.
- h) Meet at such times and places required by these Bylaws and conduct those meetings in compliance with the requirements of the New Mexico Open Meetings Act, including public notice.

SECTION 5. Term of Office

Each Governance Council member shall serve for a term of two years. Upon completion of that term the member who wishes to continue serving may request another term from the other members of the Council. There is no limit to the number of terms a Council

member may serve, provided that each term has to be approved by the action of a majority of the full Council. Each member shall serve until his or her successor is selected.

SECTION 6. Compensation

Governance Council members shall serve without compensation. However, they shall be allowed reasonable reimbursement for mileage and per diem for expenses incurred in the performance of their duties. Mileage for members may be paid at the same rate the school establishes for staff travel for those members who have to travel more than ten miles one-way to attend a meeting. When Council duties entail overnight stays away from home, Council members shall be reimbursed at the per diem rate and under the terms that the school has established for staff per diem.

SECTION 7. Place of Meetings

Meetings shall be held at the principal office of the Governance Council unless otherwise agreed-upon by the Governance Council or at such other place as may be designated from time to time by resolution of the Governance Council.

SECTION 8. Regular Meetings

Regular monthly meetings of the Governance Council shall be held at a time and on a day selected by the Governance Council and public notice of the regular meetings shall be made in accordance with the State Open Meetings Act and with the Council's Bylaws.

SECTION 9. Special Meetings

Special meetings of the Governance Council may be called at the request of any member of the Council. Such meetings shall be held at the principal office of the Governance Council or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10. Notice of Meetings

Unless otherwise provided for in these Bylaws, or in provisions of State Law, the following provisions shall govern the giving of notice for meetings of the Governance Council:

- a) Regular Meetings. If the regular meeting of the Governance Council is determined by the Governance Council to be held consistently, no notice to Governance Council members need be given. Public notices, however, are required for all regular meetings.
- b) Special Meetings. At least 48 hours prior notice shall be given by the President or the Secretary to each Governance Council member of each special meeting of the Council. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by e-mail or by facsimile machine, and shall state the

- place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the Council member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission. Notice of special meetings shall be made and posted publicly in accordance with the Council's annual "Resolution of open meetings notice".
- c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any Governance Council member either by these Bylaws or by State Law, a "waiver of notice" in writing, signed by the Council member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. Quorum for Meetings.

A quorum shall consist of a simple majority of the members of the Governance Council. Except as otherwise provided under these Bylaws or under provisions of State Law, no business shall be considered by the Governance Council at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. Telephonic conference participation is permitted as a method for reaching a quorum.

SECTION 12. Majority Action as Governance Council Action

Every act or decision made by a majority of the Governance Council members present at a meeting duly held at which a quorum is present is the act of the Governance Council, unless these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Governance Council.

SECTION 13. Conduct of Meetings

Meetings of the Governance Council shall be presided over by the President of the Council, or, if he is absent, by the Vice President or, in the vice president's absence, the Secretary of the Council.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with provisions of law.

SECTION 14. Vacancies

Vacancies on the Governance Council shall exist on the death, resignation or removal of any Council member.

Any Council member may resign effective upon giving written notice to the President of the Council, the Secretary or to the entire Governance Council, unless the notice specifies a later time for the effective date of such resignation.

Council members may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state, by a vote of the majority of the Council.

Vacancies on the Governance Council may be filled by approval of the Governance Council. If the number of Governance Council members then in office is less than a quorum, a vacancy on the Governance Council may be filled by approval of a majority of the Governance Council members then in office or by a sole remaining Governance Council member. A person elected to fill a vacancy on the Governance Council shall hold office for two years or until his or her death, resignation or removal from office.

SECTION 15. Liability Insurance for Governance Council

Except as may be otherwise provided for by State Law, the Governance Council may adopt a resolution authorizing the purchase of insurance on behalf of any agent of the Council (including Council members, officers, employees or other agent of the Council) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Governance Council would have the power to indemnify the agent against such liability under these Bylaws or provisions of law.

Article 4 Officers

SECTION 1. Designation of Officers

The officers of the Governance Council shall be President, Vice-President, Secretary and Treasurer.

SECTION 2. Qualifications

Any Governance Council member may serve as officer of this Governance Council upon election to office by a majority of the Council members.

SECTION 3. Election and Term of Office

Officers shall be elected by the Governance Council at the first meeting of the year following the start of the school year. Each officer shall hold office for a term of two years or until he or she resigns or is removed or is otherwise disqualified to serve or until his or her successor shall be elected, whichever occurs first.

SECTION 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Governance Council, at any time. Any officer may resign at any time by giving written notice to the Governance Council or to the President or Secretary of the Council. Any such resignation shall take

effect at the date of receipt of such notice or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. Vacancies

Any vacancy caused by the death, resignation or removal of any officer shall be filled by the Governance Council. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Governance Council shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Governance Council may or may not be filled as the Governance Council shall determine.

SECTION 6. Duties of President

The President shall be the chief executive officer of the Governance Council and shall, subject to the control of the Council, supervise and control the affairs of the Council and of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by Law, by the DCCCHS Charter or by these Bylaws, or which may be prescribed from time to time by the Governance Council. The President shall preside at all meetings of the Council. Except as otherwise expressly provided for by State Law, by the DCCCHS Charter or by these Bylaws, the President shall, in the name of the Governance Council, execute such contracts or other instruments as have been authorized by the Council.

SECTION 7. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by Law, by the DCCCHS Charter or by these Bylaws, or as may be prescribed by the Governance Council.

SECTION 8. Duties of the Secretary

The Secretary shall certify and keep at the principal office of the Governance Council the original or a copy of these Bylaws as amended or otherwise altered to date.

The Secretary shall keep at the principal office of the Governance Council an up-to-date roster of Council members, containing contact information for all members and the date of the start of each member's two year term. The Secretary shall record accurately all resignations or terminations from the Council and the dates such were effective, as well as elections of officers and their terms.

The Secretary shall also perform all duties incident to the office of Secretary and such other duties as may be required by law, the Charter or these Bylaws, or which may be

assigned from time to time by the Governance Council Charter, by these Bylaws or which may be assigned to him or her from time to time by the Governance Council.

SECTION 9. Duties of the Treasurer

The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the DCCCHS Charter, by these Bylaws or which may be assigned from time to time by the Governance Council.

Article 5 Committees

SECTION 1. Designation of Committees

The Governance Council shall have such committees as may from time to time be designated by resolution of the Council. These committees may consist of persons who are and also who are not also members of the Governance Council and the committees shall act in an advisory capacity to the Governance Council.

Article 6 Execution of Instruments, Deposits and Funds

SECTION 1. Execution of Instruments

The Governance Council, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Governance Council to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Governance Council. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Governance Council by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Governance Council or as otherwise required by law, checks, drafts, promissory notes, purchase orders and other evidence of indebtedness of the Council shall be signed by the Treasurer and countersigned by the President of the Governance Council.

SECTION 3. Deposits

All funds of the DCCCHS shall be deposited from time to time to the credit of the school in such banks or other depositories as the Governance Council may select.

SECTION 4. Gifts

The Governance Council may accept on behalf of the DCCCHS contributions, gifts, or bequests for the nonprofit purposes of the school.

Article 7 Records and Reports

SECTION 1. Maintenance of Records

The Governance Council shall keep at its principal office:

- (a) Minutes of all meetings of the Council and Council committees, indicating the time and place of such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the DCCCHS Charter and Bylaws amended to date, which shall be open to inspection at all reasonable times during office hours.

SECTION 2. Council Members' Inspection Rights

Every Governance Council member shall have the right at any reasonable time and for purposes related to school business, to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the DCCCHS and shall have such other rights to inspect the books, records and properties of the School as may be required under the DCCCHS Charter, other provisions of these Bylaws and provisions of law, unless access to a specific record is otherwise restricted by law.

Article 8 Amendment of Bylaws

SECTION 1. Amendments

The DCCCHS Governance Council may adopt, amend or repeal the Bylaws of the Governance Council of the school. Bylaws can only be acted upon at the regular DCCCHS Governance council meeting following the one at which the amendments are first introduced. Once approved, any changes in the Bylaws must be submitted to the Charter authorizer for ratification.

Article 9 Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Charter granted to DCCCHS, the provisions of the Charter shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the DCCCHS Charter shall be to the founding document of this Charter School granted or renewed either by the Deming Public School Board or by the New Mexico Public Education Department.

ADOPTION OF BYLAWS

The undersigned, on behalf of the Governance Council members of this Charter School hereby adopts the foregoing Bylaws, consisting of this and eight preceding pages, as the Bylaws of the Deming Cesar Chavez Charter High School Governance Council.

President of the Governance Council

Date: _____