

**MINUTES OF THE ORGANIZATIONAL MEETING OF  
THE NEW MEXICO SCHOOL FOR THE ARTS**

On Monday, January 12, 2009, the initial Board of Directors of the New Mexico School for the Arts, a public charter high school unanimously approved the following actions and adopted the following resolutions at an open meeting held at 1140 Alto, Santa Fe, NM at 4:00 p.m.

Adoption of Bylaws. The directors reviewed the proposed bylaws and it is

RESOLVED that the Bylaws attached to these minutes are adopted.

Election of Officers. The directors wish to elect officers of the School. It is

RESOLVED that the following officers are elected and appointed:

Sherry Thompson, Chairman  
Catherine Oppenheimer, Vice Chairman and Chairman Elect;  
Julia Hosford Barnes, Secretary/ Treasurer

RESOLVED FURTHER that each officer is to serve until the next annual meeting of the Board of Directors and until her/his successor shall have been duly elected and qualified, or until her/his death, resignation or removal in accordance with the Bylaws of the School.

Formal Banking Resolution. The Directors having recognized that formal banking resolutions must be adopted for the School, it is:

RESOLVED, that all formal banking and financing resolutions reasonably required by the various banks and credit houses and consistent with this resolution be, and the same hereby are, approved as if duly and formally authorized by the Board of Directors, provided that such resolution executed by the officers in the School's behalf be maintained by the Secretary as part of the School's records.

Financing, Licensing and Filing Arrangements. The Directors having recognized that financing, licensing and filing arrangements must be made for the School, it is:

RESOLVED, that the Officers of the School be, and hereby are, authorized and directed to obtain all necessary federal and state corporate tax identification numbers and to carry out all things necessary or desirable to implement and effectuate all licensing and filing requirements with the various offices and departments of the federal and state governments for the operation of the School.

Coordination with the New Mexico Art Institute. Under the terms of the Charter, the School shall coordinate with the New Mexico Art Institute, a non-profit educational institution,

to establish policies, procedures and protocols to ensure that both organizations operate in a coordinated manner. It is:

RESOLVED, that the Officers of the School be, and hereby are, authorized and directed to create draft documents by working with the Directors and Officers for the New Mexico Art Institute, and such other persons as needed. The Officers of the School are directed to bring proposed drafts of the documents back to the Board of Directors at a public meeting for discussion and ultimately approval by the Board.

VOTED IN THE AFFIRMATIVE:

Julia Hosford Barnes

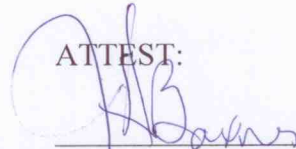
JD Bullington

Catherine Oppenheimer, attending via telephone

Garrett Thornburg

Sherry Thompson

ATTEST:



A handwritten signature in blue ink, appearing to read 'Julia Barnes', is written over a horizontal line.

Julia Barnes, Secretary

**BYLAWS**  
**OF THE**  
**NEW MEXICO SCHOOL FOR THE ARTS SCHOOL**

(A New Mexico Public Charter High School)

Effective January 12, 2009

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**ARTICLE 1**  
**OFFICE**

The principal office of the New Mexico School for the Arts (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 BOARD**

**2.1 General Powers.** The business and affairs of the School shall be managed by the Governing Board 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 Board shall have not less than five (5) members. Subject to that limitation, the number of Board 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 Board without the necessity of an amendment to these Bylaws. No decrease shall have the effect of shortening the term of any incumbent Board member. The members of the Governing Board shall be divided into three (3) classes and each member of a class shall be elected and hold office for a term of three (3) years and until a successor has been elected and qualified. Five persons were named in the Charter of the School to serve as the initial Governing Board of the School. At a meeting of the Governing Board two of the initial Board members shall be appointed to hold office for an initial term of three years, two shall be appointed to hold office for an initial term of two years and one shall be appointed to hold office for an initial term of one year. Thereafter, members of the Governing Board shall be elected at the annual meeting or a special meeting of the Governing Board. A Board member shall not serve on the governing body of another charter school.



**2.3 Duties and Powers.** The Governing Board shall have control and be responsible for the management of the business and affairs of the School. The Governing Board shall in all cases act as a Board, regularly convened and in the transaction of business, the act of a majority of the Governing Board who are present at a meeting in which a quorum is present shall be the act of the Board, except as otherwise provided by law, these Bylaws or the School Charter. The Governing Board 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 Board shall be set by the Board. A regular meeting of the Governing Board shall be held during the last calendar quarter of each fiscal year for the purpose of electing or appointing members of the Governing Board and officers for the coming year and for the transaction of any other business which may come before the meeting. The Governing Board may provide by resolution the time and place, either within or without the State of New Mexico for the holding of additional regular meetings without notice other than such resolution.

**2.5 Special Meetings.** Special meetings of the Governing Board may be called by or at the request of the Chair of the Board (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 Board. 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 Board or any members of any committee designated by the Governing Board may participate in a meeting of the Governing Board or 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 Board or any consent action which may be taken at a meeting of the Governing Board 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 Board or all of the members of the committee, as the case may be. The signature of a Board member or committee member may be affixed to a written consent provided that authorization for affixing the signature has been received from the Board 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 Board 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 Board members. A quorum, once attained at a meeting, shall be deemed to continue until adjournment notwithstanding a voluntary withdrawal of enough Board members to leave less than a quorum. The act of the majority of the Board 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 Board. If less than a majority of the Board members are present at any meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice.

**2.10 Manifestation of Dissent.** A Board member who is present at a meeting of the Governing Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless dissent of the Board member is entered in the minutes of the meeting or unless the Board member gives notice of his or her dissent to such action to the person acting as secretary of the meeting. The right to dissent shall not apply to a Board member who voted in favor of such action.

**2.11 Vacancies.** Subject to the Charter, any vacancy occurring in the Governing Board or any membership to be filled by reason of an increase in the number of members of the Governing Board may be filled by the affirmative vote of a majority of the members of the Governing Board. A Board 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 Board shall be filled by the Governing Board for a term of office continuing only until the expiration of the term of the class of members of the Governing Board to which the membership is assigned. All members of the Governing Board shall be selected from the membership of the Board of Directors of the School for the Arts – NM, a New Mexico tax exempt educational institution as described in the Charter.

**2.12 Resignation and Removal.** Any Board 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 Board member may be removed from office at a meeting of the Governing Board called expressly for that purpose, with or without cause, by a vote of a three-fourths (3/4) majority of the Board members.

**2.13 Committees.** Subject to applicable provisions of the Charter Schools Act and the Open Meetings Act, the Governing Board may designate one or more committees, appoint the members of the committee and their terms as the Governing Board from time to time determines is in the best interests of the School. The Governing Board also may designate advisory committees and appoint advisory committee members to serve on Board committees or advisory committees. Advisory committees and



advisory committee members shall not have the authority or power to act on behalf of the Governing Board. All committees shall have and exercise the authority granted them in the resolution adopted by the Governing Board, except as limited by the terms of this Section and these Bylaws.

If an executive committee is formed, the power and authority granted to the executive committee shall exclude specifically the power and authority to act on behalf of the Governing Board between meetings of the Board. The Governing Board may designate other committees for the purposes of facilitating matters of governance, finance, development, programming and of other matters as the Board determines is in the best interests of the School.

No committee nor any committee created under these Bylaws shall have the authority of the Governing Board 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 Board 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 Board of the School. The designation of any committee and the delegation of authority to any committee shall not operate to relieve the Governing Board or any member thereof of any responsibility imposed by law.

**2.14 No Compensation.** No member of the Governing Board shall receive any compensation for serving as a member of the Board, and no committee member shall receive any compensation for serving as a member of a committee. The School may reimburse a Board member or committee member for reasonable expenses incurred in the performance of services as a member of the Governing Board 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 Board 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 Board from time to time, each of whom shall be elected by the Governing Board 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 Board 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 Board 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 Board for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Governing Board.

**3.4 Removal.** Any officer or agent may be removed by the Governing Board 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 Board, be an ex-officio member of the committees designated by the Governing Board, provide leadership to the Board and perform such other duties as may be designated by the Board. 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 take appropriate action to assure that all corporate 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 Board.

**3.7 Duties of the Treasurer.** The Treasurer shall take appropriate action to oversee the financial management of the School and the development of budget process and shall perform such other duties as may be designated by the Governing Board.

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

#### **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 Board 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 Board 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 Board or officer or former member of the Governing Board 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 Board or officer. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Board 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 Board member or officer for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding provided that the Board member or officer must reimburse the School if it is subsequently determined that the Board 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 Board 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 Board, 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.

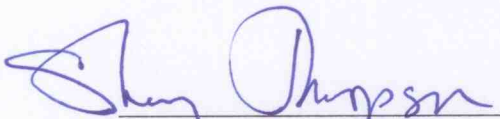
## **ARTICLE 8 RULES OF ORDER**

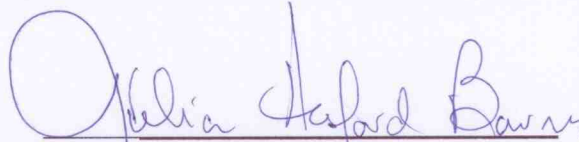
The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the School in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of the School.

## **ARTICLE 9 AMENDMENTS**

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

We hereby certify that the above and foregoing 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 Board, effective as of January 12, 2009.

  
Sherry Thompson, Chair

  
Julia H. Barnes, Secretary