

Bylaws

BY-LAWS OF RIO GALLINAS SCHOOL OF ECOLOGY
AND THE ARTS
GOVERNING COUNCIL

ARTICLE I - NAME, PRINCIPAL LOCATION, AND PRIMARY CONTACT

SECTION 1: NAME

The governing body of Rio Gallinas School of Ecology and the Arts shall be known as the Rio Gallinas School Governing Council or at times, simply the Governing Council.

SECTION 2: PRINCIPAL LOCATION

The principal location at which the School's Governing Council receives written communication via United States Postal Service or any other delivery services and conducts most, if not all, of its meetings is Rio Gallinas School in the City of Las Vegas, San Miguel County, and State of New Mexico. The street address of the principal location is *1107 Montezuma Street, Las Vegas, New Mexico, 87701.*

SECTION 3: PRIMARY CONTACT

The primary contact for the Governing Council shall be the active Member currently serving as Secretary for the Council.

ARTICLE II - PURPOSE OF ORGANIZATION

Rio Gallinas School Governing Council requires by-laws to formalize the make-up, scope, and procedures of the Council. Within the framework of these by-laws, the primary purpose of the Governing Council is to:

- Support the School's general and specific mission as described in the School's Charter.
- Review and approve School policies and procedures.
- Review and approve the School's annual budget.
- Support the Director of the School as needed and requested.
- Evaluate the effectiveness of the School's Director in relationship to educational leadership and school administration.
- Maintain active and current knowledge of issues, changes, and proposed modifications in New Mexico laws or statutes pertaining to charter schools.
- Monitor fiscal and legal matters with regard to the School to ensure compliance with all applicable laws, statues, and requirements.
- Coordinate efforts among the School, school associations, community, area businesses, West Las Vegas School Board, and Superintendent of Schools to best serve the educational needs of Rio Gallinas School students.

The Governing Council does not have any of the purposes, duties, and powers reserved by law or regulation for the West Las Vegas School Board and/or Superintendent of Schools.

ARTICLE III - GOVERNING COUNCIL

SECTION 1: MEMBERSHIP COMPONENTS AND QUALIFICATIONS

1. The Members constituting the Governing Council shall be as follows:
 - A. Two (2) Members shall be Parent Members.
 - B. Two (2) Members shall be Student Members.
 - C. One (1) Member shall be a currently active West Las Vegas School Board Member.
 - D. Six (6) Members shall be Community Members.
2. The Student Members serve on the Governing Council in a non-voting capacity. The nine (9) other members may vote; in the sequel, these are referred to as "Voting Members".
3. Qualifications for becoming a Member of the School's Governing Council vary according to the nature of membership and include the following requirements:
 - A. To be considered for Parent Membership positions on the Council, persons must:
 - i. Be the parent or guardian of a student currently enrolled at Rio Gallinas School.
 - ii. Submit a written statement to either the Director of the School or the current Secretary of the Council indicating their interest in, and qualifications for, serving as a Member of the Governing Council at least seven (7) days prior to any election.
 - B. To be considered for Student Membership positions on the Council, persons must:
 - i. Be in the fifth to eighth grade.
 - ii. Currently be enrolled as a student of Rio Gallinas School.
 - iii. Notify the Director of the School either in writing, or verbally, of their interest in serving as a Student Member on the Governing Council at least five (5) days prior to any election.
 - iv. Present a written or oral statement to a full meeting of the School's student body expressing their interest in, and qualifications for, serving as a Member of the Governing Council.
 - C. To be considered for the local School Board Membership position on the Council, persons must:
 - i. Currently be serving on the West Las Vegas School Board of Education.
 - ii. Be selected by the West Las Vegas School Board to the position of Governing Council Member.
 - D. To be considered for Community Membership positions on the Council, persons must:
 - i. Be at least eighteen (18) years of age.
 - ii. Reside in the general community receiving service from the School.
 - iii. Submit a resume and application to either the Director of the School or the current Secretary of the Council including a statement of qualifications, interest, and explanation of why she/he is seeking membership on the Council at least seven (7) days prior to any election.
 - E. Letters of interest and/or applications may be mailed to the Council's Secretary or School's Director in care of the School located at *1107 Montezuma* Street, Las Vegas, NM, 87701. Such documentation may also be hand delivered to the School's office during normal business hours at the same address.
 - F. Paid employees of the School may not serve as Members of the Governing Council.

SECTION 2: QUORUM

1. The presence of a majority of the non-vacant Voting memberships of the Governing Council at a meeting duly assembled shall constitute a quorum for the purposes of conducting the meeting and/or transacting business.
2. If less than a quorum of the Governing Council is present at the time and place of any meeting, Members shall
3. lack authority to:
 - a. Conduct or proceed with any component, general or specific, of the Council meeting.
 - b. Engage in any form of business transaction.
4. Any Governing Council meeting lacking a quorum, as defined in this section, shall be required to adjourn until such time as another meeting is arranged.

SECTION 3: VOTING

1. Except as otherwise expressly provided by statute, the Charter of the School, or these By-Laws, a **consensus** of Voting Members present at a Governing Council meeting for which there is a quorum shall decide actions and/or responses and such actions and/or responses will be considered to be the **consensus** for the full Governing Council.

2. Consensus shall be defined as the agreement of a simple majority of Voting Council Members present and
3. voting, whether in favor of, or opposed to, an action under consideration by the Governing Council at a meeting for which there is a quorum.
4. A Voting Member present at a meeting where there is an action on council matters shall be presumed to have assented to the action taken unless a contrary or abstaining vote is recorded or otherwise entered into the minutes of the meeting.

SECTION 4: ELECTION AND TENURE

1. The process for electing new Members varies and is determined by the departing Member's designation on the Council (Parent, Student, School Board Representative, Community):
 - A. New Parent Members shall be elected by all parents of students currently enrolled in the School and who are in attendance at a whole school parents' meeting for which notice of such election has been publicly made.
 - i. Such election shall occur at the second whole school parents' meeting of the Fall.
 - ii. Public notices will follow the procedures defined in these by-laws and described under Article III, Section 7.A.3.
 - B. New Student Members shall be elected by all students currently enrolled in the School and who are in attendance at a whole school students' meeting and for which:
 - i. The date, time, meeting location and agenda for the meeting will be set by the Director of the School.
 - ii. Notice of the election meeting has been given to all teachers and students at least three (3) days prior to said meeting.
 - C. New School Board Representative Members shall be selected by the West Las Vegas School Board of Directors in an election process as determined and defined by the School Board's own procedures in such matters.
 - D. New Community Members shall be elected by Consensus of the Governing Council at a Regular or Special Meeting for which there is a quorum.
 - i. Prior to any Governing Council action with regard to electing new Community Members, the Council shall:
 - ii. Conduct thorough reviews of all current and complete submission packets from interested qualified persons.
 - iii. Conduct personal interviews with perspective candidates for Council membership as deemed necessary by Governing Council Members.
 - iv. Tenure for Governing Council Members varies according to their designation on the Council (Parent, Student, School Board Representative, Community):
 - E. Parent Members shall be on the Governing Council for a term of one (1) year, starting with their election and continuing until the next election.
 - F. Student Members shall be on the Governing Council for a term of one (1) academic year.
 - G. School Board Representative Member shall be on the Governing Council for a term of two (2) years or as modified by the School Board's own procedures in such matters.
 - H. Community Members shall be on the Governing Council for a term of two (2) years, their terms starting with their election at the June meeting.
 - i. If the number of Community Memberships is increased, the initial terms of the new members shall be set for one year or for two years as is necessary to maintain a balanced staggering of

terms for Community Members.

- ii. If the number of Community Memberships is decreased, or if for any other reason the staggering of terms becomes imbalanced, the terms of newly elected or reelected members shall be adjusted by lot to one year as is necessary to maintain a balanced staggering of terms for Community Members.
- I. No Member, whether appointed or elected to a term of any length, shall serve more than three (3) consecutive terms on the Governing Council.

SECTION 5: VACANCIES

1. Vacancies on the Governing Council occur when an active Member resigns, dies, or is removed for due cause, or if the Council has not elected a replacement at the end of a Member's term.
2. A Member may be removed by the Governing Council for due cause.
 - A. Any Member removed or dismissed from the Governing Council for due cause shall be notified in writing why such actions were taken by Council within three (3) days of this decision.
 - B. Any Member removed by the Governing Council for due cause shall have the right to appeal for reinstatement to the Council within seven (7) days of receipt of Council notification by submitting a written response to the Secretary or Chairperson of the Council.
 - C. Within seven (7) days of receipt of the Member's request for reinstatement, the Governing Council, after due consideration, shall provide written notification to the Member of the Council's final disposition of the petition for reinstatement.
 - D. In all cases, the Governing Council shall have full authority for any and all decisions pertaining to the question(s) of reinstatement.
3. Due cause for removal from the Governing Council includes, but is not limited to:
 - A. Incapacity to serve.
 - B. Three (3) unexcused absences.
 - C. Loss of qualification for Council Membership.
4. Governing Council Members may resign at any time by giving notice in writing to the Chairperson of the Council or Director of the School.
 - A. Such resignation shall take effect at the time specified; or if no time is specified, at the time such resignation is received by the Chairperson of the Council or Director of the School.
5. The Governing Council shall be required to fill membership vacancies within sixty (60) days from the date at which such vacancy becomes official through an election process:
 - A. Vacancies are filled through the election of new Members to the Governing Council as defined in Article III, Section 4.
 - B. When a Parent or Community Membership vacancy occurs, the Governing Council is responsible for providing public notice prior to any elections requesting interested persons wanting to serve as a Member of the Council to submit required documentation as defined in Article III, Section 1.C.
 - i. Public notices will follow the procedures defined in these by-laws and described under Article III, Section 7.A.
 - ii. New Member elected to fill a vacancy created by a mid-term departure of an active Member of the Governing Council shall only be on the Governing Council for the remaining portion of the term of the departing Member for whom she/he has been elected to succeed.
6. Should a vacancy occur on the Governing Council, remaining Members may continue to conduct the School's business in accordance with appropriate statutes, the Charter of the School, and/or these By-Laws at meetings for which there is a quorum as defined in Article III, Section 2.
 - A. If, after sixty (60) days, an Community Member vacancy is not filled due to the inability of remaining Voting Governing Council Members to convene a quorum at Regular or Special

Meetings, such vacancies may be filled by the vote of less than a quorum at Regular or Special Meetings or by the sole remaining Voting Member if there is only one Member remaining.

SECTION 6: MEETINGS

1. Regular Meetings shall be held at least nine times per year.
 - A. If any Regular Meeting shall not be held as designated, a Substitute Meeting may be called by the Chairperson of the Governing Council or by two (2) or more Members and be designated as a Regular Meeting.
2. An Annual Meeting of the Governing Council shall be held during the month of June each year and will also be considered to be a Regular Meeting. At this meeting new Community Members shall be elected, Officers of the Governing Council shall be elected, and the annual Meeting Notice Resolution shall be passed.
3. A Special Meeting of the Governing Council may be called by the Chairperson or by two (2) or more Members of the Council.
4. The Governing Council may, from time to time, enter into closed executive session, in accordance with the Open Meetings Act.
 - A. Student Members shall be excused from all such Executive Sessions.

SECTION 7: NOTICES

1. It is the responsibility of the Secretary of the Governing Council to publish notices in a timely manner, as here specified:
 - A. Advance notices for regular Council meetings will be published at least seven (7) days prior to the meeting and will include the date, time, and meeting location.
 - B. Advance notices for Substitute or Special Council meetings will be published at least three (3) business days prior to the meeting and will include the date, time, and meeting location.
2. Advance notices for whole school parent meetings at which new Parent Members will be elected will be published at least seven (7) days prior to the meeting and will include the date, time, and meeting location.
3. Advance notices for requests for documentation from interested persons seeking to become Parent or Community Members will be published at least twenty-one (21) days prior to meetings holding elections for new Council Members.
4. Advance notices for other reasons required by law or considered to be appropriate will be published in compliance with applicable procedures and/or needs.
5. For all Governing Council meetings, the Secretary of the Council will be responsible for providing Council Members with written notifications as here specified:
 - A. Advance notices for Regular meetings, including the Annual Meeting, will be delivered at least seven (7) days prior to the meeting and will include the date, time, and meeting location.
 - B. Advance notices for Substitute or Special Council meetings will be delivered at least three (3) business days prior to the meeting and will include the date, time, and meeting location.
 - C. Written notices will be sent to the current address for each Member in accordance with the contact information on record at the School office and may be delivered through various formats including the United States Postal Service, electronic mail, other means of electronic delivery, and/or hand delivery.
6. Advance notification to members of the School community for other reasons or purposes shall be made by the Director at the direction of the Governing Council.
7. Notices to parents or guardians of students currently enrolled in the School may be delivered orally or in writing via United States Postal Service, electronic mail, other means of electronic delivery,

and/or hand delivery at such time as is deemed necessary , but in all situations, any notification will be made using the current contact information on record at the School office.

SECTION 8: DUTIES

1. Members shall perform any and all duties imposed on them collectively and individually by law, the School Charter, and/or these Governing Council By-Laws.
2. Members shall meet at such times as defined in these By-Laws.
3. Members shall register and maintain current contact information with the Secretary of Rio Gallinas School at the start of each new Governing Council term or at such time as their contact information changes including:
 - A. Mailing addresses at which a Member regularly receives mail.
 - B. Phone number and/or cell phone number, if available, at which a Member may reasonably be expected to answer if called from time to time.
 - C. Email address, if available.
 - D. Fax number, if available.

The Secretary shall distribute this information to the members of the Governing Council.

SECTION 9: DUTIES PERTAINING TO THE DIRECTOR OF THE SCHOOL

1. The Governing Council shall be responsible for selecting, supervising, and retaining the Director of the School in accordance with the qualifications delineated in the written Job Description for this position.
2. The Director of the School serves in this capacity as a paid employee.
3. The Governing Council is responsible for ensuring the Director of the School:
 - A. Meets all current requirements for administrative employment in public schools as defined by the New Mexico Public Education Department and local charter authorizing agency (West Las Vegas Public Schools).
 - B. Thoroughly understands, and supports, the mission of the School.
 - C. Provides the School community a high standard of leadership in both education of students and administration of the School.
4. On an annual basis during the time period from March through May, the Governing Council shall review the performance of the School's Director specifically in relationship to the Director's effectiveness in meeting, and/or exceeding, the standards and qualifications set forth in Article III, Section 9.C.
 - A. Upon completion of this annual review, the Governing Council will meet with the Director of the School within seven (7) days to provide the Director a written summary of conclusions, feedback as is appropriate, and a statement for or against retaining the Director in her/his current capacity for the next school year.
5. Retention of the Director of the School shall be based solely on the Governing Council's annual performance reviews.
6. Should the Governing Council decide against retention of the current School Director, the Director shall be notified in writing as to why such actions were taken by Council within three (3) days of this decision.
 - A. The Director shall have the right to appeal for retention as Director within seven (7) days of receipt of Council notification by submitting a written response to the Secretary or Chairperson of the Council.
 - B. Within five (5) days of receipt of the Director's appeal for retention, the Governing Council shall meet with the School Director to review and consider the matter of retention.

- C. If, after such meeting, the Council chooses not to retain the School's Director, the Director shall be notified in writing within two (2) days of the Council's decision and at which time, the Director may request a hearing before a person or persons;
 - i. Certified in mediation.
 - ii. Experienced mediating matters pertaining to employment issues.
 - iii. Acceptable to all parties having a pertinent interest in the outcome of this process.
- D. Any mediation hearing or process shall take place within thirty (30) days from the date the Director received written notification from the Governing Council denying the appeal for retention.
- E. The mediator(s) shall have final authority for any and all decisions pertaining to the question(s) of retention.

SECTION 10: COMPENSATION

Members shall serve without compensation for their services to the Governing Council of the School. **SECTION 11: MEMBER'S ADVERSE INTEREST**

- 1. If any Member has an adverse interest in a council transaction, such Member must make full disclosure to the Council of the adverse interest as soon as such Member knows, or should know, of its existence.
- 2. Upon full disclosure, the Governing Council may approve the transaction only by a good faith vote of a majority of the disinterested Members present.
- 3. However, no transaction involving a Member's adverse interest may be approved, if:
 - A. It would constitute self-dealing prohibited under sections 4941 of the Internal Revenue Code of 1986 or the corresponding provisions of any later federal tax laws.
 - B. It would result in the imposition of any excise tax under any other provision of Chapter 49A of the Internal Revenue Code of 1986 or the corresponding provisions of any later federal tax laws.

SECTION 12: CERTAIN MEMBER LIABILITY

- 1. Member shall be subject to the liabilities imposed by laws pertaining to Governing Council Members.
- 2. In addition, all Members who vote for, or assent to, any distribution of assets of the School contrary to any lawful restrictions in the Non-Profit School Act of the State of New Mexico, the Governing Council of the School, or these By-Laws, shall be jointly and severally liable to the School for the amount of such distribution.
- 3. A Member's liability in situations as described in Article III, Section 12.B, shall not exceed the debts, obligations, and liabilities existing at the time of the vote or assent where the Member relied, and acted in good faith, from information showing financial statements of the School were:
 - A. Correct.
 - B. Based on generally accepted principles of sound accounting practice by the Chairperson or Treasurer of the Governing Council.
 - C. Certified by an independent public accountant or firm of such accountants to fairly reflect the financial condition of the School.

ARTICLE IV - OFFICERS

SECTION 1: DESIGNATION OF OFFICERS

- 1. The officers of the Rio Gallinas School Governing Council shall include; Chairperson (or Chair), Vice- Chairperson (or Vice-Chair), and Secretary.

2. The Council may designate other officer positions as needed.
3. No Member may serve in more than one office at the same time.

SECTION 2: ELECTION AND TERM OF OFFICE

1. Governing Council Voting Members shall elect officers at the Annual Meeting in June.
2. Officers shall hold elected positions for one (1) year and until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation, or removal.
3. No officer may serve more than three (3) consecutive years in the same office.

SECTION 3: SUBORDINATE OFFICERS AND AGENTS

1. The Governing Council may appoint other officers or agents as needed.
2. Appointed officers or agents hold their position, have authority, and perform duties as determined and defined by the Governing Council.
3. The Governing Council may choose to delegate to any officer or agent the authority to appoint subordinate officers or agents and to prescribe their respective authorities or duties.

SECTION 4: DUTIES

1. The Chairperson shall:
 - A. Have general supervision for on-going management of business affairs and activities of the Governing Council.
 - B. Plan and direct the activities of the Governing Council in consultation with the members of the Council and the Director of the School.
 - C. Have responsibility for preparing meeting agendas and providing copies of agendas to the School office at least 24 hours in advance of meetings.
 - D. Preside at all meetings.
 - E. Appoint temporary or standing committees, with input from the Council, as needed.
 - F. Perform other assigned duties as may be designated by the Governing Council.
2. The Vice-Chairperson shall:
 - A. Perform all the duties of the Chairperson whether upon direct request of the Chair, or in absence or disability of the Chair.
 - B. Have all the powers of, and be subject to all the restrictions upon, the Chairperson at such times as she/he is assuming the responsibilities of the Chair.
3. The Secretary shall:
 - A. Record an accurate account of the proceedings and transactions of all Council meetings.
 - B. Make available a draft of the minutes within 10 days of the meeting.
 - (1) Provide copies of minutes and other appropriate documents to the Governing Council Members at least one week prior to the next scheduled council meeting.
 - C. Make sure all notices are duly given in accordance with the provisions of Article III, Section 7 of these by-laws and/or as required by law.
 - D. Be custodian of the Council records and documents.
 - E. Make sure books, reports, statements, and all other documents and records required by law are properly kept and filed.
 - F. Perform all duties and possess all authority incident to the office of Secretary, and such other duties and have such other authority as may be assigned by the Governing Council.

SECTION 5: REMOVAL

1. Officers specifically designated in Article IV, Section 1 may be removed either with or without cause, by a Consensus of Governing Council Voting Members present at any regular meeting with a quorum; or at a special meeting with a quorum called for that purpose.

2. Officers appointed in accordance with the provisions of Article IV, Section 3 may be removed, either with or without cause, by the Governing Council, by a Consensus of Voting Members present at any meeting with a quorum.
3. The removal of any person from office shall be done without prejudice to the contract rights, if any, of the person so removed.

SECTION 6: RESIGNATIONS

1. Any officer may resign at any time by giving written notice to the Governing Council or the Secretary of the Council.
 - A. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Governing Council.
 - B. Unless otherwise specified, acceptance of resignations shall not be necessary to make it effective.
2. If an officer or agent was appointed in accordance with provisions of Article IV, Section 3, said person may resign by giving written notice to the appointing officer or agent.

SECTION 7: VACANCIES

1. A vacancy in any office because of death, resignation, removal, or disqualification, or any other cause, shall be filled for the unexpired portion of the term of such office in the manner prescribed by these by-laws for regular appointments or elections to such offices.

SECTION 8: DUTIES OF OFFICERS MAY BE DELEGATED

1. In case of absence of any officer from the Council or for any other reason the Governing Council may deem sufficient, Members may delegate authority and responsibility of duties from one officer to any other Member by Consensus.

ARTICLE V - PROCEDURES AND RESTRICTIONS

SECTION 1: CONTRACTS

Except as otherwise provided in these by-laws, both a Consensus of the Governing Council and the approval of the Director of the School is required to authorize officers or agents to enter into any contract or to execute or deliver any instrument on behalf of the School, and such authority may be general or confined to specific instances.

SECTION 2: LOANS

No loans shall be contracted on behalf of the School and no evidences of indebtedness shall be issued in its name, unless and except as authorized by both a consensus of the Governing Council and the approval of the Director of the School. Any officer or agent of the Governing Council so authorized may affect loans or advances for the School and for such loans and advances may make, execute, and deliver promissory notes, bonds, or other evidences of indebtedness of the School.

SECTION 3: DEPOSITS

All funds of the School shall be deposited in a timely fashion to the credit of the School in such banks or trust companies or with such bankers or other depositories as the West Las Vegas School Board may select or require.

SECTION 4: PURCHASE ORDERS AND ENDORSEMENTS

All purchase orders or other evidences of indebtedness shall be signed by the Director of the School. Endorsements for deposit to the credit of the School in any of its duly authorized depositories will be made by the Director or by other officers or agents through action of the Governing Council and approval by the West Las Vegas School Board and/or Superintendent of Schools.

SECTION 5: GIFTS

The Governing Council may accept on behalf of the School contributions, gifts, bequests, or devises in support of any general or specific educational propose or activity.

SECTION 6: NEPOTISM

The Governing Council and Rio Gallinas School shall adopt and follow the nepotism policy of the West Las Vegas School District.

ARTICE VI - GENERAL PROVISIONS

SECTION 1: FISCAL YEAR

The fiscal year of the school shall be established by resolution of the Governing Council and may be modified from time to time.

SECTION 2: AMENDMENTS TO BY-LAWS

1. These By-Laws may be altered, amended, repealed, and new By-Laws may be adopted by Consensus at any regular or special meeting with a quorum.
2. Written notification to Governing Council Members of the intention to alter, amend, repeal, or adopt new By-Laws at such meetings will be delivered as defined in Article III, Section 7.B.

SECTION 3: BOOKS AND RECORDS

The Governing Council shall keep correct and complete books, records of accounts, and accurate minutes of all meetings and proceedings as defined in Article IV, Section 4.C.

SECTION 4: MEETING REGULATION

All meetings of the Governing Council including regular, annual, special, and all other duly ordered gatherings shall be governed by the Democratic Rules of Order, '111 Edition.

SECTION 5: OFFICER AND MEMBER INDEMNIFICATION

1. The School shall indemnify:
 - A. Any Council Member, Council Officer, former Member, or former Officer of the Governing Council;
 - B. Any person who may have served at its request as a Member or Officer of another School, Partnership, Joint Venture, Trust, or other enterprise;
 - i. Against liabilities and reasonable litigation expenses, including attorneys' fees incurred by the Member in connection with any action, suit or proceeding in which that Member is made or threatened to be made a party by reason of being or having been such Member or Officer;
 - n. Except in relation to matters as to which the Member shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty.
2. The indemnification authorized by Section 5: Sub-Section shall be in addition to that permitted by New Mexico Statutes or as authorized in these by-laws.
3. The school may purchase and maintain insurance on behalf of:
 - A. Any person who is or was a Member, Officer, Employee or Agent of the School;
 - B. Or is or was serving at the request of the school as a Member, Officer, Employee, or Agent of the School, Partnership, Joint Venture, Trust, or other enterprise;
 - i. Against any liability asserted against and incurred by the person in such capacity;
 - ii. Or arising out of the Officer's status as such;
 - C. Whether or not the School would have the power to indemnify that Officer against such liability.
4. Expenses incurred by a Member, Officer, Employee or Agent in defending a civil or criminal action suit, or proceeding may be paid by the School in advance of the final disposition of such action, suit or proceeding;
 - A. As authorized by both a Consensus of the Governing Council and the approval of the Director of the

School;

- B. In the specific case upon receipt of an undertaking by or on behalf of the Member, Officer, Employee or Agent to repay such amount;
- C. Unless it shall be ultimately be determined that the person is entitled to be indemnified by the School as authorized in the New Mexico Statutes or as authorized in these by-laws.

SECTION 6: CONFLICT OF INTEREST

- 1. The Governing Council shall have the power to make such rules and regulations concerning conflicts of interest as it deems appropriate from time to time to support the policy of the School which provides:
 - A. No Member, Officer, or Employee of the School shall receive any personal or private benefit resulting from;
 - B. The activities of the School.
 - C. The receipt by the School of funds from the State of New Mexico.
 - D. Any other source.
- 2. This stands apart from reasonable compensation for services rendered and reimbursement for reasonable expenses incurred in the conduct of the business of the School.

SECTION 7: PROHIBITED ACTMTIES

Notwithstanding any other provisions of these articles, the Governing Council shall not carry on any activities not permitted to be carried on by school governing bodies within the state of New Mexico.

SECTION 8: DISPOSAL OF ASSETS

Upon the dissolution of the School, the Governing Council shall, after paying or making provision for the payment of all liabilities of the school, dispose of all of the assets of the School as directed pursuant to New Mexico General Statures.

The undersigned persons certify the foregoing by-laws have been adopted as the revised by-laws of the School, in accordance with the requirement of the School Law.

Chairperson: _____

Secretary: _____

Dated: _____

State of New Mexico,
County of San Miguel
Approved February 16, 2016

Rio Gallinas School of Ecology and the Arts
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