

**WALATOWA HIGH CHARTER SCHOOL GOVERNING BOARD  
OPEN MEETINGS ACT RESOLUTION  
2020-2021**

**ARTICLE I  
MISSION STATEMENT**

Walatowa High Charter School is a 9th through 12th grade school with a focus on a community-integrated experiential learning program. Walatowa High Charter School will prepare students to be academically successful while promoting leadership, college and career readiness, promoting language/cultural preservation, and community wellness.

**ARTICLE II  
NAME OF GOVERNING BODY AND SCHOOL**

The name of the school shall be known as Walatowa High Charter School, herein referred to as “WHCS”. The school’s governing body shall be known as the “WHCS Governing Board,” and referred to in these bylaws as the “WHCS Governing Board.”

**ARTICLE III  
EQUAL OPPORTUNITY**

WHCS affirms its commitment to providing equal treatment of all of its students, parents/guardians and employees. Neither WHCS nor the WHCS Governing Board shall discriminate against any student, parent/guardian or employee on the basis of race, age, religion, color, national origin, ancestry, sex, physical or mental attributes or abilities, medical condition, sexual orientation, gender identity, or any basis protected by law, with respect to their rights, privileges, programs, activities, and/or in the administration of its educational programs and athletics/extracurricular activities.

**ARTICLE IV  
GOVERNANCE AND TRAINING**

The WHCS Governing Board has a responsibility to ensure that WHCS operates in accordance with all applicable laws and regulations, and meets its commitments to its state charter authorizer, New Mexico Public Education Commission, and to the New Mexico Public Education Department (“NMPED”), as reflected in its charter. WHCS Governing Board members have a responsibility to be familiar with the terms of the WHCS negotiated contract and legal responsibilities of public schools. WHCS Governing Board members must become educated about public school laws and applicable rules and regulations. All WHCS Governing Board members are required to attend annual mandatory training that explains New Mexico Public Education Department rules, policies and procedures, statutory powers and duties of charter school governing bodies, legal concepts pertaining to public schools, finance and budget and other matters deemed relevant by the NMPED. In particular, the WHCS Governing Board recognizes that the following New Mexico statutes and rules are applicable to public charter schools and each member commits to take necessary steps to become familiar with these provisions, as well as other legal provisions relevant to the school, as necessary:

- Charter Schools Act (NMSA 1978 §§ 22-8B-1 et seq.)
- School Personnel Act (NMSA 1978 §§ 22-10A-1 et seq.)

- ❑ Procurement Code (NMSA 1978 §§ 13-1-1 et. seq.)
- ❑ Open Meetings Act (NMSA 1978, §§ 10-15-1 et seq.)
- ❑ Public School Finance Act (NMSA 1978 §§22-8-1 et seq.)
- ❑ New Mexico Public Education Department regulations, (contained in Title 6 of the New Mexico Administrative Code).

To the extent WHCS has not specifically requested and been granted a waiver from any particular NMPED policy/regulation, those policies/regulations which have not been waived shall apply.

## **ARTICLE V GOVERNING COUNCIL POWERS AND RESPONSIBILITIES**

The primary powers and duties of the Council are to:

1. Develop educational and operational policies for the Walatowa High Charter School;
2. Employ WHCS Executive Director, who shall be referred to hereafter as the “WHCS Executive Director,” evaluate the WHCS Executive Director annually; and set the salary schedule for certified/licensed employees;
3. Charge the WHCS Executive Director with the responsibility of implementing the charter; employing, fixing the salaries of, assigning, terminating and discharging all WHCS employees; carrying out WHCS’ policies and procedures, facilities plans, budget, and such other directives and policies adopted by the WHCS Governing Board as necessary. The WHCS Governing Board shall not be involved in the day-to-day operations of the school;
4. Review, approve and monitor implementation of the annual school budget;
5. Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public state charter schools;
6. Initiate lawsuits or take all necessary steps to protect the school’s interests;
7. Consistent with the school’s budget authority, approve contracts for the repair and maintenance of all property belonging to the school or for which WHCS is contractually responsible to maintain and repair.
8. Enter contracts consistent with the school approved budget for any service or activity that is required for WHCS to perform in order to carry out the educational program described in the WHCS Negotiated Charter Contract. The WHCS Governing Board may delegate its authority hereunder to the WHCS Executive Director for contracts not exceeding \$20,000. Any contracts that may exceed \$20,000 must have prior WHCS Governing Board notification, adhere to the WHCS Procurement requirements and approval of WHCS Governing Board. In addition, except in cases of employment contracts which shall be delegated to the WHCS Executive Director consistent with the school’s budget authority and the WHCS Governing Board adopted salary schedule;
9. Develop, adopt and amend policies and procedures pertaining to the administration of all powers or duties of the WHCS Governing Board and WHCS;
10. Accept or reject any charitable gift, grant, devise or bequest to the WHCS Governing Board. Each particular gift, grant, devise or bequest accepted shall be considered an asset of the school;
11. Approve amendments to the WHCS Negotiated Contract prior to presentation to the charter authorizer for approval;
12. Complete application to NMPSFA for capital outlay funds;

13. Open other locations for operation of school as consistent with the WHCS Negotiated Contract Charter;
14. Address problems through the applicable dispute resolution processes according to policies and procedures;
15. Review and consider recommendations submitted by the WHCS Executive Director and other advisors to the WHCS Governing Board
16. Promote a cooperative relationship with its state charter authorizer (NMPEC); to function in accordance with the New Mexico Charter School Act and resolve any dispute, which may arise between WHCS or its WHCS Governing Board and state charter authorizer (NMPEC) officials to the mutual benefit of the operation of the school and its authorizer
17. Such other powers and authorities as provided for by law.

## **ARTICLE VI**

### **COLLECTIVE AUTHORITY OF WHCS GOVERNING BOARD**

The Governing Council shall work to fulfill the mission and charter of Walatowa High Charter School. The WHCS Governing Board will not be bound by any statement or action by an individual WHCS Governing Board member, unless the WHCS Governing Board, by majority vote in a properly convened meeting, delegates authority to that individual member to speak for or represent the entire WHCS Governing Board. Unless acting pursuant to said express-delegated authority from the WHCS Governing Board, no WHCS Governing Board member shall undertake any individual action to implement any plan or action of the WHCS Governing Board. When a WHCS Governing Board member is assisting the WHS Executive Director with implementing school policies, programs or other directives of the WHCS Executive Director or WHCS Governing Board, in this role the WHCS Governing Board member shall be considered a volunteer and have no special authority beyond that of a volunteer.

## **ARTICLE VII**

### **COUNCIL MEMBERSHIP**

1. Positions and Qualifications. The WHCS Governing Board shall have no fewer than three(3), but no more than five(5) voting members. The candidates for positions on the WHCS Governing Board shall be considered based upon their professional skills, demonstrated collaborative and problem-solving skills and attitudes, their ability and willingness to devote substantial time and energy to serving on the WHCS Governing Board (including the requirement that each WHCS Governing Board member shall regularly participate in the activities of at least one WHCS Governing Board committee), and their commitment to acting in the best interests of the school as a whole, rather than for the interests of any particular person or group. The WHCS Governing Board shall determine, prior to February 1 of each school year, whether the make-up of the WHCS Governing Board shall be increased or otherwise changed.
2. Member Terms. Council members terms are for five (5) years. A WHCS Governing Board member who seeks subsequent term(s) may be re-appointed by majority board vote and is not required to follow the vacancy procedure described in section 3 below.
3. Vacancies. A vacancy on the WHCS Governing Board caused by an increase in the number of council member positions, a member's resignation, expiration of a member's term lacking re-appointment, or a member's removal by vote of the WHCS Governing Board, will be filled by

majority vote of the remaining WHCS Governing Board members. If WHCS Governing Board membership falls below five (5), the vacancy shall be filled within sixty (60) days from creation of the vacancy. New members may be recruited directly by WHCS Governing Board members in good standing, by past WHCS Governing Board members, by members of the School community, and/or through advertisements on the School website and/or local media. To fill any vacancy, the WHCS Governing Board President will assemble a Nominating Committee to recommend candidates to fill the vacancy. The Nominating Committee shall consist of one WHCS Governing Board member as Chair of the Nominating Committee, a member of the community or a parent, and the WHCS Executive Director or his/her designee, who shall meet and solicit written applications, recruit potential candidates, and screen applicants and recruits for each of the positions on the WHCS Governing Board to be filled. The Nominating Committee shall recommend candidates to the WHCS Governing Board at a public WHCS Governing Board meeting. The WHCS Governing Board shall thereafter select new members by a majority vote.

4. Disqualifications/Nepotism Rule. In no event shall a WHCS Governing Board member be a WHCS employee, spouse or family member of another WHCS Governing Board member, or have a contract for provision of goods, services or property with WHCS. The WHCS Governing Board will not initially employ as WHCS a person who is a WHCS Governing Board member (unless the offer of employment is contingent upon such member's resignation from the WHCS Governing Board ), or the spouse, father, father-in-law, mother, mother in-law, son, son-in-law, daughter, or daughter-in-law, sister, sister-in-law, brother, brother-in-law, or sibling (collectively "family members") of any WHCS Governing Board member. Upon petition by the WHCS Executive Director, the WHCS Governing Board may approve the WHCS Executive Director hiring of the WHCS Executive Directors family member as a School employee by majority vote and resolution at a public WHCS Governing Board meeting. Prior to approving the WHCS Executive Directors request to hire said individual, the WHCS Governing Board shall carefully consider the potential impact on the integrity, efficiency, discipline and public perception of WHCS in the employment of any person who is a family member of the WHCS Executive Director.

5. Attendance. WHCS Governing Board members are expected to regularly attend WHCS Governing Board meetings. If a WHCS Governing Board member anticipates that he or she will not be able to attend a meeting, the WHCS Governing Board member shall notify the WHCS Governing Board President or designee of his or her impending absence in advance of the meeting. If a WHCS Governing Board member, as a result of an emergency or illness, is unable to notify the President or designee of the WHCS Governing Board in advance that he or she will be unable to attend a meeting, the WHCS Governing Board member shall notify the President or designee in a timely manner following the meeting of the reason for his or her absence.

6. Removal from WHCS Governing Board . A WHCS Governing Board member may be removed by a majority vote of the remaining WHCS Governing Board members for the following reasons:

- a. If a member misses two consecutive regular meetings or two out of six consecutive regular meetings, except when such absence is due to exigent circumstances;
- b. If a member violates any policy or procedure adopted by the WHCS Governing Board
- c. If the WHCS Governing Board determines that a member is not acting in the best interest or is otherwise obstructing the business of the WHCS Governing Board

- d. Violation of the member's duty of loyalty, care or obedience to the school
- e. Any other ground the WHCS Governing Board deems appropriate.

7. Resignations. A member shall state his/her intent to resign and the effective date of the resignation in writing to the WHCS Governing Board President. A member's resignation shall be effective upon the date stated in the letter of resignation.

## **ARTICLE VIII**

### **OFFICERS OF THE WHCS GOVERNING BOARD**

1. Officers of WHCS Governing Board . The officers of the WHCS Governing Board shall be a President, a Vice President, a Secretary, and a Treasurer. The WHCS Governing Board may, by a majority vote, create different categories of officers without requiring an amendment to these bylaws. The duties of certain officers are set forth herein. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the "absence" of the officer), the duties of the office shall, unless otherwise provided by the WHCS Governing Board , be performed by the next officer set forth in the following sequence:

President, Vice-President, Secretary, Treasurer.

2. Appointment and Tenure. All officers shall be elected by a majority vote of the WHCS Governing Board . Officers shall serve for one (1) year terms. Should an officer be able/willing to serve additional, consecutive terms, the officer may continue to serve pending a majority board vote. Regular appointment of officers shall take place at the first regular meeting of the WHCS Governing Board in August of each school year or until their successors have been duly elected. Officers' terms shall begin at the meeting immediately following the meeting of the WHCS Governing Board at which the officer is elected, shall be in place for one year, or until their death, resignation or removal.

3. Resignations and Removal. An officer may resign at any time by giving written notice to the President or to the Secretary; the acceptance of such resignation shall not be necessary to make it effective. An officer may be removed by the majority vote of the WHCS Governing Board whenever in its judgment the officer fails to perform the duty of his/her office or such other duties as appointed by the WHCS Governing Board, or when the best interests of the School would be served thereby.

4. Vacancies. A vacancy in any office may be filled by a majority vote of the WHCS Governing Board for the unexpired portion of the term of the officer being replaced.

5. President. The President of the WHCS Governing Board shall preside at all meetings. She/he shall have the right, as other members of the WHCS Governing Board , to make or second motions, to discuss questions, and to vote. The WHCS Governing Board may not take any action on behalf of the WHCS Governing Board or WHCS without prior specific authority from a majority of the WHCS Governing Board to do so. All communications addressed to the President shall be considered by him or her for appropriate action, which consideration may include consulting with legal counsel, and consideration by the WHCS Governing Board . The President shall sign legal documents as required by law and perform such other duties as may be prescribed by the WHCS Governing Board. It is the President's responsibility to ensure that WHCS Governing Board members uphold their commitments/responsibilities to the school, and that the WHCS Governing Board policies and procedures are correctly implemented. The President shall be responsible for orienting new WHCS Governing Board members to the roles and responsibilities of WHCS Governing Board members. The President is responsible for compiling the topics for business to be placed on the agenda, at least 72 hours in advance of each WHCS Governing Board meeting.

6. Vice-President. The officer in this position shall perform the duties of the President in the absence of the President or at the request of the President. In the event a vacancy occurs in the President office, the Vice-President will act in the capacity of the President until the office has been filled by a vote of the WHCS Governing Board membership. The Vice-President shall work with the President each month to develop WHCS Governing Board meeting agendas, and shall sign legal paperwork as delegated by the WHCS Governing Board
7. Secretary. The Secretary shall work with the WHCS Governing Board to ensure accurate minutes are taken at each Council meeting, and shall circulate draft minutes to Council members within 10 days of each Council meeting. Draft minutes are available to all GC members in shared electronic documents. It is the responsibility of the Secretary to keep a record of WHCS Governing Board meetings, minutes, agendas, and WHCS Governing Board meeting notices. This office shall ensure that all notices are given in accordance with the provisions of the charter, WHCS Governing Board policies and as required by law; shall countersign, when required, all authorized contracts, deeds, leases, or other legal instruments; and in general shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the WHCS Governing Board . The WHCS Governing Board may appoint a designee to assist with the responsibilities of the Secretary as described herein, including recording and transcribing the minutes of the meetings, posting notices and agendas and preparing packets for the WHCS Governing Board Council's review. The secretary will review the minutes prior to presentation to the WHCS Governing Board for approval. The secretary or the WHCS Governing Board designee shall be responsible for presenting the minutes to the WHCS Governing Board at meetings.
8. Treasurer. The Treasurer shall be familiar with the fiscal affairs of WHCS and keep the WHCS Governing Board informed thereof in the event that the WHCS Business Manager is unable to so act. He/she will have knowledge of public-school finance laws, rules and policies and shall serve as the President of the WHCS Finance Committee and Audit Committee. He/she shall attend the PED Spring Budget Workshop and/or any other financial regulatory training recommended by the WHCS Governing Board, WHCS Executive Director or the WHCS Business Manager.
9. Compensation. The WHCS Governing Board shall not be compensated for their services; however, they may be compensated for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.
10. Directors and Officers Insurance. The WHCS Governing Board may secure officers and directors insurance in excess of the coverage provided by the New Mexico Public School Insurance Authority upon appropriate approval of the WHCS Governing Board and if provided for in the school's approved budget.

## **ARTICLE IX**

### **WHCS GOVERNING BOARD COMMITTEES**

1. Standing Committees. The WHCS Governing Board may establish standing committees, which may consist of WHCS Governing Board members and non-WHCS Governing Board members. Committee assignments and chairmanships will be determined by action of the entire WHCS Governing Board , provided that at least one WHCS Governing Board member shall serve on each committee. Standing committees of the Council shall include a Finance Committee and Audit Committee as defined by NMSA 1978 §22-8-12.3(2010); and a Nominating Committee, as defined in Article VII, Section 3. The time and place of all committee meetings shall be announced to the WHCS Governing Board . Except for the audit committee, all WHCS Governing Board members may attend any committee meeting, if the meetings are properly noticed pursuant to the Open Meetings Act when a quorum of the Council will be present.

2. WHCS Executive Director Committees. The WHCS Executive Director is empowered to establish committees within the school that report to the WHCS Executive Director. The WHCS Executive Director shall advise the WHCS Governing Board about the purpose of the committees and activities affecting the school.

3. Ad Hoc Committees. The WHCS Governing Board may appoint ad hoc advisory committees when and as determined to be necessary or advisable by the WHCS Governing Board . Ultimate authority to make decisions will continue to reside with the WHCS Governing Board.

4. Committee Functions. The function of WHCS Governing Board committees will be fact-finding, deliberative, and advisory, rather than legislative or administrative. Committee recommendations that require school-wide policy changes must be submitted to the WHCS Governing Board . The organization, responsibilities and rules of each committee created by the Council shall be reflected in a resolution approved by the WHCS Governing Board . All committees shall keep written minutes of their meetings, and shall periodically present written reports to the WHCS Governing Board containing committee recommendations. Committees shall comply with the Open Meetings Act, when applicable. Committee Nominations. WHCS Governing Board members shall chair or co-chair each committee other than WHCS Executive Director Committees. Community members shall be nominated to WHCS Governing Board Committees in writing by the committee chair or other members of the WHCS Governing Board. Nominations should state how such a relationship would be advantageous to the nominee and to the committee. Committee nominations shall be approved by majority vote of the WHCS Governing Board . Committee members shall serve for a one-year term, renewable by WHCS Governing Board vote. Ad-hoc committees may be dissolved by the WHCS Governing Board when deemed no longer necessary. WHCS Governing Board members may volunteer to serve on any committee, but may serve on no more than two (2) at one time.

## **ARTICLE X**

### **WHCS GOVERNING BOARD MEETINGS**

1. WHCS Governing Board Meetings. The WHCS Governing Board will comply with the New Mexico Open Meetings Act, NMSA 1978 §10-15-1 et seq. Regular meetings of the WHCS Governing Board will be scheduled as determined to be reasonable and necessary for WHCS and shall be set forth in the WHCS Governing Board Open Meetings Act annual resolution. WHCS Governing Board meetings will be held at the School's office location in Jemez Pueblo, New Mexico, or such other location or via on-line as may be determined by the WHCS Governing Board. Special or emergency meetings of the governing body may be called by the WHCS Governing Board President or at the request of a WHCS Governing Board member, in accordance with the Open Meetings Act. Governing Board meetings may be rescheduled at any time based on Tribal Traditional/Religious activities and obligations within the community. The WHCS Governing Board shall consider at least once annually what constitutes reasonable notice for all regular, special and emergency meetings as contemplated by the New Mexico Open Meetings Act and, thereafter, pass an appropriate resolution adopting policies and procedures for complying with the Act. The Resolution shall be posted for public information on the School's website.

2. WHCS Governing Board Agenda. The President of the WHCS Governing Board shall set the WHCS Governing Board meeting agendas. A request to have an item placed on the agenda must be submitted in writing to the President within a reasonable time period (preferably 5 days) prior to the required time the agenda must be posted. The President or designee shall provide a copy of the agenda and strive to provide all documentation to be considered by the WHCS Governing Board at the meeting to each WHCS

Governing Board member at least 72 hours prior to the meeting. The agenda shall be posted for the public in accordance with the Open Meetings Act.

3. WHCS Governing Board Record. A record of all actions of the WHCS Governing Board will be set forth in the official minutes of the WHCS Governing Board. The minutes and recordings will be kept on file and available for inspection pursuant to New Mexico record retention requirements. The WHCS Governing Board will ensure all GB minutes and resolutions passed by the WHCS Governing Board will be available for public inspection on the WHCS website.

4. WHCS Governing Board Minute and Records. The WHCS Governing Board shall delegate responsibility for taking minutes of all WHCS Governing Board meetings to a member of the WHCS Governing Board or designee who shall provide thereof draft copy of the minutes to the WHCS Governing Board Secretary prior to the next regular meeting of the WHCS Governing Board . The Secretary shall present the draft minutes for approval at the next regular WHCS Governing Board meeting. All resolutions and actions are included in the minutes. A draft copy of the minutes shall be made available for public review by no later than 10 days after each meeting of the WHCS Governing Board.

5. Quorum. A quorum shall consist of a simple majority of Council members in office. When a quorum is present any action may be taken by a majority vote of those members present. Procedure. Robert’s Rules of Order, newly revised, will govern the WHCS Governing Board , except when in conflict with applicable laws or regulations, which then prevail. Most action items are handled by appropriate motion procedures.

7. Attendance via Telephone Conference Call or virtual. Except to the extent otherwise provided by law, any meeting of the WHCS Governing Board may be attended by any of the WHCS Governing Board members by means of a conference telephone or virtually (or similar communications equipment) when it is otherwise difficult or impossible for the member to attend the meeting in person, provided that each member participating by conference telephone or virtual can be identified when speaking, all participants are able to hear each other at the same time and members of the public attending the meeting are able to hear any other member of the WHCS Governing Board who speaks during the meeting. Such attendance shall constitute presence by the WHCS Governing Board member as if in person at such a meeting and for purposes of determining a quorum. Any action taken by the WHCS Governing Board at such a meeting shall constitute a valid action of the WHCS Governing Board. WHCS Governing Board members appearing by telephone or virtual shall make advance arrangements with the WHCS Governing Board President within a reasonable time period prior to the meeting.

8. Voting. Each WHCS Governing Board member shall have one vote. A majority vote of a quorum of the Governing Council carries any issue. Proxy voting is not allowed.

## **ARTICLE XI**

### **CONFLICT OF INTEREST**

WHCS Governing Board members shall comply with the Conflict of Interest Policy passed by the WHCS Governing Board. As required, each WHCS Governing Board member shall complete an “Annual Disclosure Statement,” in which he/she is responsible for disclosing to the Council the existence of any direct or indirect interest in a School transaction. Failure to make such disclosure shall be grounds for voiding the transaction, at the discretion of the WHCS Governing Board.

## **ARTICLE XII**



## **COUNCIL MEMBERS' ETHICAL OBLIGATIONS AND DUTIES**

1. Misuse of Position. A WHCS Governing Board member shall not use his or her position at WHCS to attempt to influence the decision of any WHCS employee to grant special treatment to (a) the child or ward of the member, (b) any relative of the member, or (c) any "Related Party" as defined in the WHCS Governing Board Council's Conflict of Interest Policy. Every WHCS Governing Board member and every WHCS employee who is a parent or guardian of a WHCS student shall inform his or her child that he or she is required to follow all rules, policies and procedures applicable to WHCS students, that he or she is not entitled to special treatment by virtue of the relationship with a WHCS Governing Board member or employee, and that any attempt to seek such special treatment may result in disciplinary action.

2. Commitment to Collaboration. All WHCS Governing Board members shall work collaboratively with each other, with the sole goal of achieving the WHCS educational mission. Insofar as practicable, the WHCS Governing Board shall be constituted so as to include a broad spectrum of experience and perspectives, and every WHCS Governing Board member shall be afforded the opportunity to express his or her opinion, in a professional manner, about matters before the WHCS Governing Board. WHCS Governing Board members shall refrain from non-constructive or personality-based comments that do not advance the school's mission. Because the WHCS Governing Board makes decisions as a deliberative body, it is expected that, except in extraordinary circumstances, WHCS Governing Board members will voice their opinions to other WHCS Governing Board members about WHCS Governing Board matters in the context of WHCS Governing Board and/or committee meetings, rather than in private communications among Council members.

3. Confidentiality. WHCS Governing Board members shall be expected to keep confidential any deliberations or discussions that take place in closed session meetings. It is expected that WHCS Governing Board members will raise concerns or share information about closed session meetings within the context of WHCS Governing Board and/or other committee meetings with other members of the WHCS Governing Board and appropriate staff members only. A member's obligation to maintain confidentiality shall survive the WHCS Governing Board member's tenure on the WHCS Governing Board.

## **ARTICLE XIII MISCELLANEOUS**

1. Policy Adoption. Adoption of new school policies or the revision or repeal of existing policies is solely the responsibility of the WHCS Governing Board. Proposals regarding policies may originate from Executive Director, a WHCS Governing Board member, WHCS Governing Board advisors, or committees formed by the WHCS Governing Board for the purpose of investigating and developing policy. Staff members, students, civic groups, parents/guardians or other interested citizens may request that a Council member or the Principal sponsor a proposed policy.

2. Amending WHCS Governing Board Bylaws. Any section or subsection of the WHCS Governing Board Bylaws may be altered, suspended or revoked only by 2/3 two thirds of a quorum vote of the WHCS Governing Board.

3. Signatory Authority. The WHCS Governing Board Council may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the school. The WHCS Governing Board may by a majority vote, delegate authority to sign contracts as described by resolution, to the WHCS Executive Director consistent with Article V, paragraph 7 and 8.

All checks must be signed by two authorized individuals, neither of which may be WHCS Business Manager. All checks, drafts, or other orders for the payment of money issued in the name of the school shall be under the purview of the Finance Committee of the WHCS Governing Board.

4. Dissolution of the Charter. If deemed advisable by the WHCS Governing Board that the WHCS Negotiate Contract should be dissolved, WHCS in collaboration with New Mexico Public Education Commission shall devise an appropriate plan for closing the school and transferring assets as required by the New Mexico Charter School Act and such other applicable laws and regulations.

5. Operations/Reporting. Day to day operation of WHCS shall be the responsibility of the WHCS Executive Director, in collaboration with the school's Business Manager, and financial operations shall be reviewed each month by the Finance Committee of the WHCS Governing Board. The WHCS Business Manager shall provide a full financial report to the WHCS Governing Board at each regular WHCS Governing Board meeting, and as requested by the WHCS Governing Board.

CERTIFICATE OF ADOPTION The undersigned WHCS Governing Board Members hereby certify that these Bylaws were duly adopted by the WHCS Governing Board.

Kenneth Sando, WHCS Governing Board President: *Kenneth Sando*

Corrine Yepa, WHCS Governing Board Vice President: *Corrine Yepa*

Danielyn Hardy, WHCS Governing Board Secretary: *Danielyn Hardy*

Ryszard Wasilewski, WHCS Governing Board Treasure: *Ryszard Wasilewski*

Stuart Gachupin, WHCS Governing Board Member: *Stuart Gachupin*