

**BYLAWS  
OF  
THE MIDDLE COLLEGE HIGH SCHOOL  
GALLUP-MCKINLEY PUBLIC SCHOOLS**

**ARTICLE 1  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the charter school is located at Middle College High School on the University of New Mexico-Gallup campus in McKinley County, State of New Mexico.

**ARTICLE 2  
PURPOSE**

**SECTION 1. SPECIFIC OBJECTIVES AND PURPOSES**

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

- To provide a high-quality learning-centered education to all Middle College High School students through the offering of concurrent enrollment and an innovative and individualized learning environment on the campus of UNM-Gallup for students in grades 9-12. The school is designed to utilize UNM-Gallup resources so that students have expanded opportunities for postsecondary advancement.
- To provide effective and efficient services to all Middle College High School students.
- To increase student enrollment at the University of New Mexico-Gallup.
- To provide an educated and skilled workforce to enhance Gallup's economic development.

**ARTICLE 3  
COUNCIL MEMBERS**

**SECTION 1. NUMBER**

The Charter School Governing Council shall have at least 5 council members, and collectively they shall be known as the Governing Council.

**SECTION 2. QUALIFICATIONS**

No person serving on the Governing Council may be an interested person.

An "interested person" is: (1) 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 (2) any family member of any such person.

The permanent Council shall consist of at least five individuals including:

- A parent representative of a current or former student
- A representative from the area's Native American population
- A representative from a local secondary or postsecondary institution

**SECTION 3. POWERS**

Subject to the provisions of the laws of this state and any limitations in the MCHS Charter or these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Council, the activities shall be exercised by or under the direction of the Governing Council.

#### **SECTION 4. DUTIES**

It shall be the duty of the Council Members to:

##### **GOVERNING COUNCIL POWERS AND RESPONSIBILITY**

1. The make-up of the MCHS governing Council shall be as set forth in the MCHS Charter. The Governing Council will establish MCHS policies concerning:

- The mission, guiding principles and who the school serves;
- Long and short term plans for the development and operation of the school;
- School finances are to be approved through the school budget;
- Employ a CEO/ Principal for the district and fix the salary and term of contract;
- Develop educational policies for the school.

MCHS shall follow all New Mexico Public Education Department Policies and Procedures.

- The Governing Council will inform itself as to the welfare and integrity of the MCHS, and the degree to which it is meeting its goals and achieving its mission through information provided primarily by the Chief Executive Officer and the Staff of MCHS.
- The Governing Council is responsible for advocating for MCHS, including raising funds necessary to support its operation.
- The Governing Council has the authority to negotiate and approve contracts for MCHS, including an annual Management Services Agreement with UNMG.

2. Performance Evaluation

The Governing Council President will evaluate the MCHS CEO, in consultation with the MCHS Governing Council. Public Education Department policies and practices shall govern the evaluation. The evaluation will, in part, consider the CEO's implementation of the MCHS charter and progress towards meeting the charter's goals.

3. The CEO will evaluate all other MCHS employees.

#### **SECTION 5. TERM OF OFFICE**

Members of the Governing Council will hold office for a minimum of two years; each council member shall serve until his or her successor is appointed and qualifies. Council members can either choose to apply again for a seat on the Council or the respective group will select a replacement.

#### **SECTION 6. COMPENSATION**

Governing Council members shall serve without compensation. In addition, they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties, according to the New Mexico Mileage and Per Diem Act.



## SECTION 7. PLACE OF MEETINGS

Meetings shall be held in a designated room unless otherwise provided by the council or at such other place as may be designated from time to time by resolution of the Governing Council.

## SECTION 8. REGULAR MEETINGS

Regular meetings of the Governing Council shall be held once a month and shall be noticed timely and in accordance to the Bylaws of the Council and the New Mexico Open Meetings Act.

If this Council makes no provision for members, an annual meeting of the Governing Council shall be held within 60 days of the close of the fiscal year (June 30), at which time Council Officers shall be nominated by their respective representative group and elected by the Governing Council. Voting for the election of Council Officers shall be upon nomination. Each Council Member shall cast one vote per candidate, and may vote for as many candidates as the number of Officers to be elected to the Governing Council. The candidates receiving the highest number of votes for office be elected to serve as Officers on the Governance Council.

## SECTION 9. SPECIAL MEETINGS

Special meetings of the Governance Council may be called by the President of the Council, Vice- President, the Secretary, by any two Council Members, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the council. Such meetings shall be held at the principal office of the Governing 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 by these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Governing Council:

(a) Regular Meetings. If the regular meeting of the Governing Council is determined by the council to be held consistently, no notice to Council Members need be given. Public notices are required for all regular meetings and shall be posted 72 hours before the meeting.

(b) Special Meetings. At least 72 hours prior notice shall be given by the President or the Secretary of the Governance Council to each Council Member of each special meeting of the Governance Council. Public notices are required for all special meetings and shall be posted 72 hours before the meeting.

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.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any council member of this Council under provisions of these Bylaws or the law of this state, a waiver of notice in writing signed

by the Council Members, 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 provisions of law, no business shall be considered by the council at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

#### **SECTION 12. MAJORITY ACTION AS GOVERNING COUNCIL ACTION**

Every act or decision done or made by a majority of the 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 board.

#### **SECTION 13. CONDUCT OF MEETINGS**

Meetings of the Governing Council shall be presided over by the President of the Council, or, if no such person has been so designated or, in his or her absence, by a President chosen by a majority of the council members present at the meeting. The Secretary of the Council shall act as secretary of all meetings of the Council, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

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 Governing Council shall exist (1) on the death, resignation or removal of any council member, and (2) whenever the number of authorized council members is increased.

Any council member may resign effective upon giving written notice to the President of the Governing Council, the Secretary, or the Governing Council, unless the notice specifies a later time for the effectiveness 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. Unless otherwise prohibited by these Bylaws or provisions of law, vacancies on the council may be filled by approval of the governing council.

If the number of council members then in office is less than a quorum, a vacancy on the council may be filled by approval of a majority of the council members then in office or by a sole remaining council member. A person appointed to fill a vacancy on the council shall hold office for a minimum of one year or until his or her death, resignation or removal from office.

#### **SECTION 15. LIABILITY OF COUNCIL MEMBERS**



The council members shall not be personally liable for the debts, liabilities, or other obligations of the Governing Council.

#### **SECTION 16. INDEMNIFICATION BY GOVERNING COUNCIL AND OFFICERS**

The council members and officers of the Council shall be indemnified by the Council to the fullest extent permissible under the laws of this state.

#### **SECTION 17. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Governing Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Council (including a council member, officer, employee 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 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 council shall be a President, Vice-President, and a Secretary.

#### **SECTION 2. QUALIFICATIONS**

Any person may serve as officer of this council, at the discretion of the Governing Council.

#### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Governing Council biennially, within 90 days of the start of the school year, and each officer shall hold office for a period of two school 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 and qualified, whichever occurs first.

#### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Governing Council, at any time.

Any officer may resign at any time by giving written notice to the Governing 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, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Governing Council relating to the employment of any officer of the council.

## **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Governing 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 Council shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the council may or may not be filled as the council shall determine.

## **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the council and shall, subject to the control of the Governing Council, supervise and control the affairs of the council and the activities 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 MCHS Charter, or by these Bylaws, or which may be prescribed from time to time by the Governing Council. The President shall preside at all meetings of the Governing Council. Except as otherwise expressly provided by law, by the MCHS Charter, approved Governing Council resolution, or by these Bylaws, he or she shall, in the name of the council, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Governing 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 MCHS Charter, or by these Bylaws, or as may be prescribed by the Governing Council.

## **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep at the MCHS office of the Counsel the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the MCHS office of the council or at such other place as the council may determine, a book of minutes (as recorded by the Administrative Assistant) of all meetings of the council members, and, if applicable, meetings of committees of council members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Be custodian of the records.

Keep at the Middle College High School office a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the Council, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Governing Council.



In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Governing Council.

## **ARTICLES COMMITTEES**

### **SECTION 1. OTHER COMMITTEES**

The governing council shall have such other committees as may from time to time be designated by resolution of the Governing Council. These committees may consist of persons who are members of the council and shall act in an advisory capacity to the council.

### **SECTION 2. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Governing Council, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Governing Council and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Governing Council or by the committee.

The Governing Council may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 6**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Governing Council, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Council to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council, and 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 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 Governing Council, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Council shall be signed by the Secretary and countersigned by the President of the Governing Council.

### **SECTION 3. DEPOSITS**

All funds of Middle College High School shall be deposited from time to time to the credit of the School in such banks, trust companies, or other depositories as the Governing Council may select.

### **SECTION 4. GIFTS**

The Governing Council may accept on behalf of the Council any contribution, gift, bequest, or devise for the nonprofit purposes of this Council.

## **ARTICLE 7 RECORDS AND REPORTS**

### **SECTION 1. MAINTENANCE OF RECORDS**

The Governing Council shall keep at its MCHS office:

- (a) Minutes of all meetings of directors and committees of the council, indicating the time and place of holding 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 MCHS Charter and Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

### **SECTION 2. COUNCIL MEMBER'S INSPECTION RIGHTS**

Every council member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Council and shall have such other rights to inspect the books, records and properties of this Council as may be required under the MCHS Charter, other provisions of these Bylaws, and provisions of law.

### **SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

### **SECTION 4. PERIODIC REPORT**

The council shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state to be so prepared and delivered within the time limits set by law.



**ARTICLE 8  
AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENT**

Subject to the power of the members, if any, of this Council to, adopt, amend or repeal the Bylaws of this Charter School and, except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Governing Council.

**ARTICLE 9  
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the MCHS Charter, the provisions of the MCHS 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 MCHS Charter shall be to the Charter or other founding document of this Charter School filed with an office of this state and used to establish the legal existence of this Charter School.

**ADOPTION OF BYLAWS**

The undersigned, on behalf of the council members of this Charter School, and in consent to, and hereby does, adopts the foregoing Bylaws, consisting of 9 preceding pages, as the Bylaws of this Charter School Governing Council.

Dated: April 17, 2002

Updated: October 14, 2014

Updated: August 14, 2018

Updated: October 27, 2021



28 Oct. 2021

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President of the Governing Council