

ROOTS AND WINGS COMMUNITY SCHOOL
(herein called the “Corporation”)
BYLAWS

ARTICLE I- CORPORATE NAME

1. The name of the corporation shall be Roots & Wings Community School.

ARTICLE II- PURPOSE

1. The Corporation shall have unlimited powers to engage in and do any lawful act concerning any and all lawful activity for which non-profit corporations may be incorporated under the New Mexico Nonprofit Corporation Act (53-8-1 to 53-899 NMSA 1978) under the provision of which the Corporation is incorporated.
2. The Corporation shall have the right to undertake such acts as are appropriate for a public K-8 school operating in New Mexico.

ARTICLE III- STATUS

1. The Corporation shall be a public benefit nonprofit corporation without capital stock.

ARTICLE IV- OFFICES

1. The principal office of the Corporation shall be located in Taos County, in Lama, New Mexico.
2. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint, or the activities of the Corporation may require.
3. The Corporation shall continuously maintain a registered agent at a registered office within New Mexico. The registered office shall be identical with the registered agent's business office, but need not be the same as the Corporations’ place of business.

ARTICLE V- SEALS

The Corporation will not use a seal.

ARTICLE VI- MEMBERS

1. The Corporation shall have no members. All powers, obligations, and rights of members provided by law shall reside in the Board of Directors.

ARTICLE VII- COUNCIL MEMBERS

1. The business and affairs of this Corporation shall be managed by its Governing Council. The Governing Council shall aim for diversity in its members among race, gender, expertise and age. The minimum number of directors at any given time will be five. The maximum will be seven.
2. In addition to the powers and authorities expressly conferred upon them by these Bylaws and the accompanying Articles of Incorporation, the Governing Council shall have the maximum power and authority now or hereafter provided or permitted under the laws of New Mexico that are granted to directors of New Mexico non-profit corporations acting as a board.
3. Election of Governing Council members, when necessary, will take place at the annual meeting of the Governing Council, or at another appropriate meeting designated by the Chairperson.
4. Governing Council members shall serve for terms of three years, and will remain active at the end of their term until their successor is elected and appropriately trained. Council members can be reelected and there shall be no limit to the terms a Council member can serve.
5. The annual meeting of the Governing Council shall be held during the calendar year at such time and place as the Council Chairperson shall designate in the notice of the meeting.
6. A regular meeting of the Governing Council shall occur at least twelve times each year. The time and place of such meetings will be clearly designated in the notice given before each meeting as outlined in the RWCS Open Meetings Act Resolution.
7. Written or personal notice of every annual and regular meeting of the Governing Council shall be given to each Council member at least ten (10) days prior to the day named for the meeting. Customarily, the schedule of meetings for the school year will be composed at the onset of each school year.
8. Special meetings of the Governing Council may be called by the Chairperson at such times as the Chairperson shall deem necessary. Notice of at least three (3) days will be given to all Council members for special meetings. Emergency meetings of the Governing Council may be called by the Chairperson at such times as the Chairperson shall deem necessary. Notice of at least twenty-four (24) hours will be given to all Council members for emergency meetings.
9. A quorum for the transaction of business shall consist of 3/5 of the current Governing Council. The acts of a majority of members present and eligible to vote at a council meeting shall be considered to be the acts and voice of the Governing Council. Any action which may be taken at a meeting of the Governing Council may be taken without a meeting, if the consent or consents in writing (electronic mail or postal mail) setting forth the action so taken shall be given by at least a majority of all members in office, and shall be filed with the Secretary of the Corporation. A member of the Council or any committee thereof may participate in a meeting of the Governing Council or of such committee by means of a

conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation in a meeting by such means shall constitute presence in person at such meeting.

10. Except where inconsistent with laws or these bylaws, corporate proceedings shall be governed by the latest edition of Robert's Rules in Brief.
11. The Governing Council may, by resolution adopted by a majority of the members in office, establish one or more committees. Each committee will consist of one or more Governing Council members as well as other stakeholders of Roots and Wings Community School and appropriate members of the community at large, and will be authorized to report back to the Council on the matter(s) within the committee's jurisdiction. A quorum for the purpose of holding and acting at any meeting of a committee shall be a simple majority of the members thereof.
12. All Governing Council members shall be nominated and elected to serve on the Council. The Governing Council may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member to act at the meeting in the place of any such absent or disqualified member. Each committee of the Governing Council shall serve at the pleasure of the Governing Council.
13. The Governing Council may, by resolution adopted by a majority of the members in office, establish an Advisory Committee to advise and assist the Governing Council in carrying out its responsibilities. The Advisory Committee(s) shall consist of individuals with expertise in needed areas. These members of the Advisory Committee shall be appointed by the Governing Council and serve until they resign or are removed by the Governing Council.
14. A Council member may be removed at any time by the Governing Council for cause, except as expressly provided otherwise by the laws of New Mexico. The Governing Council may declare vacant the office of a director if s/he misses two consecutive board meetings without a valid reason. Additionally, the Governing Council may declare vacant the office of a director if s/he is declared of unsound mind by the order of court or is convicted of felony, or if within sixty (60) days after notice of his or her selection, s/he does not accept such office either in writing or by attending a meeting of the Governing Council, and fulfill each of the other requirements of a qualification as the Bylaws may specify.
15. Any Governing Council member may resign at any time by giving written notice to the Governing Council or the Chairperson. Such resignation shall take effect at the time specified therein, if any, or if no time is specified therein, then upon receipt of such notice by the addressee; and unless otherwise provided therein, the acceptance of such resignation shall not be necessary to make it effective.

16. If the office of any officer or agent, one or more, becomes vacant for any reason, the Governing Council may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred. If the number of members in office during a time of vacancy is less than a quorum, such newly created vacancies may be filled by vote of a majority of the members in office at that time.
17. Any Governing Council member or officer of the Corporation is authorized to receive reasonable compensation from the Corporation for services rendered and for actual expenses incurred when authorized by the Governing Council or its designee. No director of the Corporation shall receive compensation merely for acting as a Council member.

ARTICLE VIII- OFFICERS

1. The executive officers of the Corporation shall be natural persons of full age, and shall be elected by the Governing Council at the annual meeting. The executive officer positions shall be Chairperson, Vice-Chairperson, Secretary, and such other officers and assistant officers as the needs of the Corporation may require. They shall hold their offices for a term of three years and shall have such authority and shall perform such duties as are provided by the Bylaws and Governance/Management Plan and as shall from time to time be prescribed by the Council. Election of officers shall take place at the annual meeting, and officers will continue in their capacity until their successor is elected and appropriately trained. The Governing Council may secure the fidelity of any or all such officers by bond or otherwise. There shall be no limit on the number of terms an officer can serve.

Any officer or agent may be removed by a majority of the Governing Council whenever, in its judgment, the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights of any persons removed, if any. The election or appointment of an officer shall not of itself create contract rights.

The Chairperson shall be the chief executive officer of the Corporation; s/he shall preside at all meetings of the Governing Council; shall have general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Governing Council are carried into effect, subject, however, to the right of the Governing Council to delegate any specific powers, except as may be by statute exclusively conferred on the Chairperson, to any other officer or officers of the Corporation. S/he shall be an ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of Chairperson.

The Vice Chairperson shall act in all cases for and as the Chairperson in the latter's absence or incapacity, and shall perform such other duties as s/he may be required to do from time to time.

The Secretary shall attend all sessions of the board and act as clerk thereof. In addition, the Secretary shall record all the votes of the Corporation and the minutes of all its transactions in a log to be kept for that purpose, and shall perform like duties for all committees of the Governing Council when required. S/he shall give, or cause to be given, notice of all

meetings of the Governing Council, and shall perform such other duties as may be prescribed by the Governing Council or Chairperson, under whose supervision s/he shall be.

In lieu of a Board Treasurer, the school's Financial Officer shall have custody of the corporate funds and securities and shall keep full and accurate accounts or receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in a separate account to the credit of the Corporation. S/he shall disburse the funds of the Corporation as may be ordered by the Governing Council, taking proper vouchers for such disbursements, and shall render to the Chairperson and Council members, at the regular meeting of the Board, or whenever they may require it, an account of all his or her transactions as Financial Officer and of the financial condition of the Corporation.

ARTICLE IX- BOOKS AND RECORDS

1. The Corporation shall keep: an original or duplicate record of the proceedings of the Governing Council; the original or a copy of its Bylaws and any amendments thereto certified by the Secretary of the Corporation; the original or copy of its Articles of Incorporation; and an original or a duplicate board register, giving the names of the members, and showing their respective addresses. The Corporation shall also keep appropriate, complete and accurate books or records of account which shall be reviewed on an annual basis. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business, wherever situated.

ARTICLE X- FISCAL YEAR

The fiscal year of the Corporation shall commence on July 1 and end on the following June 30.

ARTICLE XI- AMENDMENTS

1. The Governing Council may alter, amend, suspend or repeal these bylaws at any regular or special meeting called for that purpose, except as restricted by New Mexico laws.

ARTICLE XII- LIMITED LIABILITY OF DIRECTORS AND INDEMNIFICATION

A Governing Council member shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, *unless* the director has breached or failed to perform the duties of his or her office under New Mexico state law related to standard of care and justifiable reliance *and* the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of a member pursuant to any criminal statute; or the liability of a member for the payment of taxes pursuant to local, State, or Federal Law.

Each Council member and officer of the Corporation shall be indemnified by the Corporation to the fullest extent authorized by the New Mexico Non Profit Corporation Act, Section 53-8-26 NMSA 1978. This indemnification shall be against any claim, expense, liability and loss (including, without limitation, attorneys fees, judgments, fines, taxes or penalties, and amounts

paid or to be paid in settlement) reasonably incurred by such member or officer in defense of any action, suit or proceeding, or any threatened action, suit or proceeding, of any kind whatsoever (hereinafter a "proceeding") to which such member or officer has or shall become subject because s/he was a member or officer of the corporation, or because of any action alleged to have been taken, omitted or neglected by any such person as such member or officer. Such indemnification shall extend to a person who has ceased to be an officer or member and shall inure to his or her heirs, executors, administrators or personal representatives. The Corporation shall pay the expenses incurred by a member or officer in defending any proceeding in advance of its final disposition upon delivery to the Corporation of an agreement by the member or officer to repay all amounts so advanced if it is ultimately determined that such member or officer is not entitled to be indemnified under this Article or otherwise. In the case of a proceeding initiated by a member or officer, the Corporation shall only indemnify such member or officer if such proceeding was authorized by the Governing Council of the Corporation.

If a valid claim pursuant to the above Right to Indemnification is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid the expense of prosecuting such claim.

ARTICLE XIII- CONFLICT OF INTEREST

1. A conflict of interest transaction is a transaction with the Corporation in which a Council member of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable by the Corporation solely because of the member's interest in the transaction if one of the following is true:
 - a) the material facts of the transaction and the member's interest were disclosed or known to the Governing Council or a committee thereof and the Governing Council or committee authorized, approved or ratified the transaction; or
 - b) the transaction was fair to the Corporation.
2. For purposes of this section, a Council member of the Corporation has an indirect interest in a transaction if:
 - a) another entity in which s/he has a material financial interest or in which s/he is a general partner is a party to the transaction; or
 - b) another entity of which s/he is a director, member, officer or trustee is a party to the transaction and the transaction is or should be considered by the Governance Council of the Corporation.

For purposes of this section, a member of the Corporation does not have a direct or indirect interest in a transaction solely because the transaction may involve or effect a change in control of the Corporation or his/her continuation in office as a member of the Corporation.
3. For purposes of paragraph (a) of subsection 1 of this section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the Governing Council or on a committee thereof who have no direct or indirect interest in the transaction. However, a transaction may not be authorized, approved or

ratified under this section by a single Council member. If a majority of the members who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum shall be considered present for the purpose of taking action under this section. The presence of or a vote cast by a member with a direct or indirect interest in the transaction does not affect the validity of any action taken under paragraph (a) of subsection 1 of this section if the transaction is otherwise authorized, approved or ratified as provided in that subsection.

ARTICLE XIV- MISCELLANEOUS

1. The Corporation does not afford financial gain, incidentally or otherwise, to its Council members. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Corporation's purposes that are listed in Article Two above. No substantial part of the Corporation's activities shall be promoting political propaganda or otherwise attempting to influence legislation. The Corporation will not participate in, or intervene in, any political campaign on behalf of any candidate for public office. The corporation shall not perform any other actions not permitted to be performed (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or (b) by a corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future federal tax code).
2. The Corporation shall not discriminate in hiring or providing services on the basis of race, color, sexual orientation, gender, disability, religion or national or ethnic origin. To the extent the Corporation operates a school, that school shall admit students of any race, color, sexual orientation, gender, disability, religion or national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school and the school shall not discriminate on the basis of race, color, sexual orientation, gender, disability, religion or national or ethnic origin in administering its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs, if any.

Adopted this 16th day of October, 2018.