

## HLHS Bylaws

1. HLHS shall have a Governing Board consisting of no less than five and no more than nine members. Efforts shall be made to recruit Board Members from diverse segments of the community including the health professions, other private and public sector organizations, education, an attorney, parent/s, and a Certified Public Accountant.
2. Members of the Governing Board shall serve for a period of three years and until his or her successor is elected. During the first year of the existence, terms of Governing Board Members shall be staggered with three members serving three years; two members serving two years, and two members serving one year. Governing Board Members may serve a maximum of five consecutive terms.
3. Vacancies on the Governing Board shall exist (1) on the death, resignation or removal of any director, (2) when term of a current Governing Board Member is up and the Member elects not to renew his/her term; or (3) whenever the authorized number of directors is increased. Upon such a vacancy, the Governing Board will solicit letters of applications from members of the public interested in serving on the Governing Board. Vacancies on the board may be filled by consensus of the Governing Board.
4. The property, business and affairs of HLHS shall be managed by the Governing Board. Without limiting the generality of the foregoing, the Governing Board may exercise all such powers as are provided by State and Federal law. The Governing Board will assign duties and responsibilities to its members at its initial meeting. If necessary, these duties and responsibilities may be reassigned at any time at the direction of the Board.
5. Members of the Governing Board shall receive no compensation for their services as members of the HLHS Governing Board.
6. Any Governing Board Member may resign at any time by giving written notice to the President or Secretary of the Governing Board. Such resignation shall take effect at the time specified therein; and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any Member of the Governing Board may be removed at any time, with or without cause, by an affirmative vote of a majority of the remaining Governing Board Members whenever, in their judgment, the best interests of HLHS are served by the removal.
7. Attendance at Governing Board meetings is mandatory. Missing two meetings in a row without prior Governing Board approval is grounds for immediate dismissal from the Board. *Members may attend via teleconference.*
8. Public office is a trust created in the interest of the common good and for the benefit of the people. It is the intent of the Governing Board to maintain public confidence and prevent the use of public office for private gain. In order to avoid conflicts of interest, it is the policy of the Governing Board not to employ Governing Board Members or engage

in any action that would result in economic gain for an individual Governing Board Member. Governing Board Members shall notify the Governing Board of any potential conflict of interest prior to the time set for discussion on any such transaction. The written disclosures will be attached to the minutes of the meeting in which Governing Board action occurred relating to the matter disclosed. See Conflict of Interest Policy.

9. The Governing Board will meet once a month, but may skip a month when school is not in session, to discuss HLHS operations and to hear reports and updates from Governing Board Members and committees; to consider and to adopt or change policy; and to consider requests and concerns from parents, students and staff. Meetings shall include representation from the Principal of the school.
10. HLHS shall comply with the provisions of the New Mexico Open Meetings Act. All meeting dates will be posted on the school's web site and in a prominent place on the school campus. Members of the governing board shall be trained in the requirements of the Act.
11. For the purpose of transacting business at meetings of the Governing Board, a quorum shall consist of a majority of the members in attendance. Simple majority vote by roll call is the preferred method of decision making.
12. All regular and special meetings of the Governing Board shall be open to the public, except that, upon a vote of a majority of the members present, an executive session may be held to discuss any one or more of the following: (1) attorney-client matters, and (2) personnel matters. The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the Board may be present during the executive session. The Board shall not make final policy decisions, nor shall any resolution, rule, regulation, or formal action or any action approving a contract or calling for the payment of money be adopted or approved at any session which is closed to the general public. Matters discussed during executive sessions shall remain confidential among those attending. The Secretary of the Governing Board shall maintain topical minutes of all executive session.
13. The Officers of the Governing Board shall consist of President, Vice President, Secretary and Treasurer. The duties of Secretary and Treasurer may be combined into one office. The duties of President and Secretary may not be held by the same individual.
14. Officers shall be elected annually by the Governing Board. Each Officer shall hold office 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.
15. Any vacancy among the Officers shall be filled by the President of the Governing Board. In the event of a vacancy in the Presidency, the Vice President shall be appointed President. An Officer appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. These decisions shall then be ratified by the Governing Board.

- 16.** The principal of HLHS shall be hired by the Governing Board. He or she shall, in general, oversee the affairs of the school, and shall see that all orders and resolutions of the Governing Board are carried into effect. The principal shall execute contracts, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Governing Board to some other Officer or agent of the School.
- 17.** The President of the Governing Board shall coordinate all orders and resolutions of the Governing Board. President of the Governing Board shall work with the Principal to execute contracts approved by the Governing Board. The President shall further act as the liaison between the Governing Board and Principal. The President, along with the principal, shall create agendas for Governing Board meetings.
- 18.** The Vice-President shall have all the powers and perform all the duties of the President in the absence or disability of the President. The Vice-President shall perform such other duties as from time-to-time may be assigned to him or her by the President or by the Governing Board.
- 19.** The Secretary shall keep full minutes of all the meetings of the Governing Board. The Secretary shall attend the meetings of the Governing Board and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings in one or more books to be kept for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of the bylaws or as required by law and shall perform such other duties as may be assigned by the President or by the Governing Board.
- 20.** The Treasurer shall provide financial oversight for the operations of HLHS and perform such other duties as from time to time may be assigned to him/her by the President or by the Governing Board.
- 21.** Any Officer may resign at any time by giving written notice to the President or Secretary of the Governing Board. Such resignation shall take effect at the time specified therein; and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed at any time, with or without cause, by an affirmative vote of a majority of Board Members, whenever, in their judgment, the best interests of HLHS are served by the removal.
- 22.** The composition of advisory committees in areas including Finance, Academic Performance, Executive, and other Ad Hoc committees shall be broadly representative and shall take into consideration the specific tasks assigned to the committee. Members will be selected from community members who have an interest in and commitment to the mission of HLHS Charter School.
- 23.** Each committee shall be clearly instructed as to the length of time each member is being asked to serve; the services the Board wishes the committee to render, the extent and

limitations of responsibility, the resources the Board will provide, and the approximate dates on which the Board wishes to receive major reports.

- 24.** A Governing Board possesses certain legal powers and prerogatives which cannot be delegated or surrendered to others. Therefore, all recommendations of an advisory committee must be submitted to the Governing Board for official action. The Governing Board shall have the power to dissolve any advisory committee and shall reserve the right to exercise this power at any time during the life of any committee.
- 25.** The Governing Board may authorize any member or members of the Board to execute and to deliver any contract in the name of and on behalf of HLHS. Such authority may be general or confined to specific instances or transactions, and may be revoked by a majority vote of the Governing Board.
- 26.** The Board, any member of the Board, or their designee may accept on behalf of HLHS any contribution, gift, grant, bequest or device for the general purpose or for any special purpose of HLHS.
- 27.** The Board shall keep correct records and shall also keep minutes of the proceedings of its Governing Board and Committees, and shall keep at the principal's office a record giving the names and addresses of the Governing Board and operating Committees. All records of the HLHS are considered public documents and may be inspected at any reasonable time. However, student personnel records and any other records protected under privacy laws are excluded.