

**GOVERNING COUNCIL
FIRST AMENDED BYLAWS**

**ARTICLE I
MISSION STATEMENT**

Together with parents and the community, The Montessori Academy, (“TMA”), a New Mexico public charter school created pursuant to the Charter Schools Act, NMSA 1978 §§22-8B-1, *et seq.* support the following mission statement:

The Montessori Academy empowers K-12 students to become independent thinkers and global citizens by fostering a positive, inclusive environment that nurtures each student’s unique development. Guided by Montessori principles, we provide a rigorous academic curriculum enriched by a fine arts program featuring the Suzuki Method for strings and Visual Arts, preparing students to thrive and contribute meaningfully in the world.

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

The name of The Montessori Academy’s governing body shall be known as the “Governing Council,” and referred to in these bylaws as the “Council.”

**ARTICLE III
EQUAL OPPORTUNITY**

TMA affirms its commitment to providing equal treatment of all of its students, parents and employees. Neither TMA or the Council shall discriminate against any student, parent or employee on the basis of race, age, religion, color, national origin, ancestry, sex, physical or mental handicap, serious medical condition or sexual orientation or gender identity, or any other basis protected by law, with respect to his/her rights, privileges, programs, activities, and/or in the administration of its educational programs and athletics/extracurricular activities.

**ARTICLE IV
GOVERNANCE AND TRAINING**

The Council has a responsibility to ensure that TMA operates in accordance with all applicable laws and regulations, and meets its commitments to its authorizer, the New Mexico Public Education Commission (“PEC”), and to the New Mexico Public Education Department (“NMPED”) as reflected in its charter. Council members have a responsibility to be familiar with the terms of the TMA charter and legal responsibilities of public schools. Council members must become educated about public school laws and applicable rules and regulations. All TMA Council 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 matter deemed relevant by the NMPED. In particular, the TMA Council 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, at a minimum, these provisions:

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

ARTICLE V

GOVERNING COUNCIL POWERS AND RESPONSIBILITIES

The primary powers and duties of the Council are to:

1. Develop academic, operational and financial policies for TMA;
2. Employ TMA's head administrator, who shall be referred to hereafter as the "Executive Director," evaluate the Executive Director annually; and set the salary schedule for certified/licensed employees with advice from the Executive Director and in accordance with the requirements of law;
3. Charge the Executive Director with the responsibility of implementing the charter; fulfilling the responsibilities of the Executive Director as set forth in the Executive Director's job description and as contemplated in the Public School Code, NMPED regulations, TMA policies, and consistent with the high ethical standards required of all TMA employees. In addition, the Council shall charge the Executive Director with employing, fixing the salaries of, assigning, terminating and discharging all TMA employees; carrying out TMA's policies and procedures, facilities plans, budget, and such other directives and policies adopted by the Council from time to time. The Governing Council shall not be involved in the day-to-day operations of the school;
4. Review, approve and monitor the annual TMA budget in conjunction with the Finance and Audit committees' recommendations;
5. Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public charter schools;
6. Initiate lawsuits or take all necessary legal actions for which it is authorized by law to protect TMA's interests;
7. Delegate to the Executive Director authority to initiate and represent TMA in state and federal administrative proceedings concerning employment matters and to enter into settlement agreements to resolve said proceeding with authority to pay on behalf of TMA up to \$5,000.00. The Executive Director shall notify the Council within thirty (30) days of any settlement of an administrative claim;
8. Consistent with TMA's budget authority, approve contracts for the repair and maintenance of all property belonging to the school or for which TMA is contractually responsible to maintain and repair, which authority may be delegated to the Executive Director up to an amount not exceeding \$60,000.000 exclusive of applicable gross receipts taxes;
9. Enter contracts consistent with the TMA approved budget for any service or activity that is required for TMA to perform in order to carry out the educational program

described in the TMA charter contract. The Council may delegate its authority hereunder to the Executive Director for contracts not exceeding \$60,000.00 exclusive of applicable gross receipts taxes; except in cases of employment contracts which shall be delegated to the Executive Director consistent with TMA's budget authority, the School Personnel Act (NMSA 1978, §§22-10A-1 *et seq.*) and legislative directives;

10. Develop, adopt, and amend policies and procedures pertaining to the administration of all powers or duties of the Council;

11. Delegate authority to the Executive Director to implement procedures to carry out requirements of state and federal laws applicable to public schools,

12. Accept or reject any charitable gift, grant, devise or bequest. Each particular gift, grant, devise or bequest accepted shall be considered an asset of the TMA;

13. Approve amendments to the Charter prior to presentation to the PEC for approval;

14. Make application for available capital outlay funds;

15. Open other locations for operation of TMA as consistent with the charter contract;

16. Address problems through the applicable dispute resolution processes according to policies and procedures;

17. Review and consider recommendations submitted by the Executive Director and other advisors and consultants to the Council;

18. Promote a cooperative relationship with its charter authorizer; to function in accordance with the New Mexico Charter School Act and resolve any dispute, which may arise between TMA or its Council and PEC officials to the mutual benefit of the operation of TMA and its authorizer;and

19. Such other powers and authorities as provided for by law.

ARTICLE VI

COLLECTIVE AUTHORITY OF COUNCIL

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

ARTICLE VII

COUNCIL MEMBERSHIP

1. Positions and Qualifications. TMA Council shall have no fewer than 5 (five), but no more than seven (7) voting members. No member shall serve on TMA's governing body if he/she was a member of another charter school's governing body that was suspended or failed to receive or maintain its board of finance designation. NMSA 1978, §22-8-38(B)(4). The TMA Council shall strive to elect qualified individuals who have experience in business, education, law, finance, real estate and such other fields beneficial to TMA's mission and the efficient, sound governance of TMA. The candidates for positions on the Governing Council shall be considered

based upon their professional skills, demonstrated collaborative and problem-solving skills and attitudes, their ability and willingness to devote significant time and energy to serving on the Council, and their commitment to acting in the best interests of TMA as a whole, rather than for the interests of any particular person or group. The Council shall determine, prior to the Council's first regular meeting of each school year in August, whether the make-up of the Council shall be increased or otherwise changed.

2. Election and Tenure. All members shall be elected by a majority vote of the Council. Members shall serve for two (2) year terms or until their death, resignation, or removal; and there shall be no limit on the number of terms a member serves on the Council. Regular election of members shall take place at the first regular meeting of the TMA Council in July of each school year. New members' terms of service for purposes of tenure and meeting training requirements shall begin on July 1.

3. Vacancies. Any vacancy on the Council will be filled by majority vote of the remaining Council members for the unexpired portion of the term of the member being replaced. If Council membership falls below five (5), the vacancy shall be filled within forty-five (45) days from creation of the vacancy.

4. Nomination Committee. The Nominating Committee shall be two Council members and the 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 Council to be filled. The Nominating Committee shall recommend candidates to the Council at a public meeting. The Council shall thereafter select new members by a majority vote.

5. Disqualifications/Nepotism Rule. In no event shall a Council member be a TMA employee or have a contract for provision of services or property with TMA. The Council will not initially employ as Executive Director a person who is a Council member (unless the offer of employment is contingent upon such member's resignation from the Council), 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 Council member. Upon petition by the Executive Director, the Council may approve the Executive Director's hiring of the Executive Director's family members as TMA employees by majority vote at a public meeting. Prior to approving the Executive Director's request to hire said individual, the Council shall carefully consider the potential impact on the integrity, efficiency, discipline, and public perception of TMA in the employment of any person who is a family member of the Executive Director.

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

7. Removal from Council. A Council member may be removed by a majority vote of the remaining Council members for the following reasons:

- a. If a member misses three consecutive regular meetings or three 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 Council;

- c. If the Council determines that a member is not acting in the best interest or is otherwise obstructing the business of the Council;
- d. Violation of the member's duty of loyalty, care or obedience to TMA; or
- e. Any other ground the Council deems appropriate.

8. Resignations. A member shall state his/her intent to resign and the effective date of the resignation during a Council meeting or in writing to the Council President. A member's resignation shall be effective upon the date stated during the meeting or in the letter of resignation. The acceptance of such resignation shall not be necessary to be effective.

ARTICLE VIII

OFFICERS OF THE COUNCIL

1. Officers of TMA Council. The officers of the TMA Council shall be a president, a vice-president, treasurer, and secretary. TMA Council 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, the duties of the office shall, unless otherwise provided by the Council or these Bylaws, be performed by the next officer set forth in the following sequence: president, vice-president, treasurer, secretary. The same person may hold any two offices, except that the office of the president and treasurer must be held by two different individuals.

2. Election and Tenure. All officers shall be elected by a majority vote of the Council. Officers shall serve for one (1) year terms or until their successors have been duly elected and qualified, or until their death, resignation or removal; and be limited to a maximum of four (4) consecutive terms. Regular election of officers shall take place at the first regular meeting of the TMA Council in August of each school year. Officers' terms shall begin immediately following the meeting of the Council at which the officer is elected.

3. Resignations and Removal. An officer may resign at any time during a Council meeting or in a letter of resignation given to the President. The acceptance of such resignation shall not be necessary to make it effective. An officer may be removed by the vote of the Council whenever in its judgment the officer fails to perform the duty of his/her office or such other duties as appointed by the Council, or when the best interests of the TMA would be served thereby.

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

5. President. The president of the Council shall preside at all meetings. She/he shall have the right, as other members of the Council, to make or second motions, to discuss questions, and to vote. The president of the Council may not take any action on behalf of the Council or TMA without prior specific authority from a majority of the Council 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 Council. The president shall sign legal documents as required by law and perform such other duties as may be prescribed by the Council. It is the president's responsibility to ensure that Council members uphold their commitments/responsibilities to the school. The president, in consultation with the Executive Director, is responsible for creating and compiling the topics for business to be placed on the agenda at his/her discretion.

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 presidency, the vice-president will act in the capacity of the president until the office has been filled by a vote of the Council membership.

7. Treasurer. The treasurer shall be familiar with the fiscal affairs of the School and keep the Council informed thereof in the event that the school's 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 chair of the TMA's Finance Committee and Audit Committee. He/she shall attend school finance training recommended by the Council in consultation with the Executive Director.

8. Secretary. As secretary to the Council, this office shall keep the minutes of the Council meetings, subject to the direction of the president, ensure that all notices are given in accordance with the provisions of the charter, Council policies and as required by law; shall countersign, when required, all authorized contracts, deeds, leases, or other legal instruments; and in general 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 Council. The Council 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 Council's review. The Secretary will review the minutes prior to presentation to the Council for approval. The Secretary or the Council's designee shall be responsible for presenting the minutes to the Council at meetings.

9. Compensation. The officers 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 Council 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 Council and if provided for in the school's approved budget.

ARTICLE IX COUNCIL COMMITTEES

1. Standing Committees. The Council may establish standing committees, which may consist of Council members and non-Council members. Committee assignments and chairmanships will be determined by action of the entire Council, provided that at least one Council 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 4. The time and place of all committee meetings shall be announced to the Council. Except for the Audit Committee, all Council members may attend any committee meeting if the meetings are properly noticed pursuant to the Open Meetings Act when a quorum will be present.

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

3. Ad Hoc Committees. The Council may appoint *ad hoc* advisory committees when and as determined to be necessary or advisable by the Council. Ultimate authority to make

decisions will continue to reside with the Council.

4. Committee Functions. The function of Council 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 Council. The organization, responsibilities and rules of each committee created by the Council shall be reflected in a resolution approved by the Council. All committees shall keep written minutes of their meetings and shall periodically report their recommendations to the Council. Committees shall comply with the Open Meetings Act, when applicable.

ARTICLE X COUNCIL MEETINGS

1. Council Meetings. The TMA Governing Council will comply with the New Mexico Open Meetings Act, NMSA 1978 §10-15-1 *et seq.* Regular meetings of the Council will be scheduled as determined to be reasonable and necessary for TMA and set forth in the Council's annual resolution. Council meetings will be held at the School's office location in 1730 Montano Rd. NW Albuquerque, New Mexico, or such other location as may be determined by the Council. Special meetings of the governing body may be called by the Council president or at the request of a Council Member if approved by the president or a majority of the Council, in accordance with the Open Meetings Act. The Council 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 as required by law.

2. Council Agenda. The president of the Council shall set the council agendas in consultation with the Executive Director. A request to have an item placed on the agenda must be submitted to the president in accordance with the Council's adopted agenda procedure. If two (2) or more Council members request an item be placed on an agenda it shall be placed on the agenda of the next regular meeting. Whether to add any other agenda item shall be at the discretion of the president considering the business priorities of the Council and best interests of the School. The president or designee shall provide a copy of the agenda and strive to provide all documentation to be considered by the Council at the meeting to each Council 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. Council Record. A record of all actions of the Council will be set forth in the official minutes of the Council. The minutes and recordings will be kept on file pursuant to New Mexico record retention requirements as well as NMSA 1978, §22-8B-5.5.. The Council will maintain a separate handbook of its minutes and resolutions passed by the Council, which shall be available for public inspection.

4. Council Minutes and Records. The Council may delegate responsibility for taking minutes of all Council meetings to the TMA's administrative staff who shall provide thereof draft copy of the minutes to the Council secretary prior to the next regular meeting of the Council. The secretary shall present the draft minutes for approval at the next regular Council meeting. The Executive Director or his/her designee shall also supervise the Governing Council handbook of resolutions passed by the Council and the indexed record of action. A draft copy of the minutes shall be made available for public review by no later than 10 days after each meeting of the

Council.

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.

6. Reconstituting a Quorum. The following procedures shall apply if the Council's membership fall below three members:

- a. Two or fewer members are seated: Pursuant to Article X, paragraph 5 a quorum equals a simple majority of the members in office; thus, a two-member council cannot establish a quorum. Consequently, when there is two or fewer members continuing to serve on the GC, the following steps will be taken to reconstitute the Governing Council so the Charter School can meet its statutory obligations.
 - i. Step One: With 5 days of the membership falling below 3 members, the remaining member or members of the Council and the Executive Director shall meet to appoint interim members.
 - A. If only one member remains, the remaining member and the Executive Director shall appoint two interim members to form an "Interim Council."
 - B. If two members remain, the remaining members and the Executive Director shall appoint one new interim member to form an "Interim Council."
 - C. If the remaining member(s) and Executive Director do not agree on a candidate for appointment, the candidate shall not serve.
 - ii. Step Two:
 - A. Within five (5) days from the date the Interim Council has been appointed, the Interim Council will hold a special or emergency meeting as appropriate according to the Open Meetings Act to address any remaining vacancies to establish a Council of at least five (5) members. The agenda shall state that the business of the meeting is to affirm the Interim Council (by resolution and vote of all new members), elect a president and other officers as appropriate, set a date and the process by which new members will be elected to fill the full five-member minimum requirement in law, and conduct any time sensitive actions required of the School's governing body. Unless an extension is approved by the PEC, new members must be seated no later than 45 days from the date of the original vacancy.
 - B. The Interim Council may vote to expedite election of new members when the process as contemplated in Article VII, paragraph 3, is not feasible within the time constraints.
 - C. The term of the member(s) appointed or elected during Step One or Step Two shall be for the unexpired term of the position(s) the new member(s) fills or until the Council can hold elections as contemplated in Article VII, paragraph 3.
 - D. In no event shall the interim members serve longer than the unexpired term unless the member is elected following a process as contemplated in Article VII, paragraph 3.
 - E. Interim members shall be eligible for election to fill the vacancy.
 - iii. Step Three: The Council shall notify the Public Education Commission of its new members according to PEC policies and shall ensure all requirements for meeting board of finance functions are promptly completed.

- b. Full Board Resignation/Vacancies: If all members of the Governing Council resign and no default succession plan exists, the Executive Director of the School shall implement the following process to reconstitute the governing body to meet the requirements of law and these bylaws.
 - i. Step One:
 - A. Within 5 days of the full board resignation or vacancy, the Executive Director shall appoint 3 members to serve as an Interim Council. The Executive Director shall make best efforts to select individuals with appropriate qualifications and without conflicts of interest. The Executive Director may solicit input from the faculty, staff, and community.
 - B. The Executive Director shall post notice of a special or emergency meeting as appropriate according to the Open Meetings Act. The agenda shall state that the business of the meeting is to affirm the reconstituted governing body (by resolution and vote of all new members), elect a president and other officers as appropriate, set a date and the process by which new members will be elected to fill the full five-member minimum requirement, and conduct any time sensitive actions required of the School's governing body. Unless approved by the PEC, new members must be seated no later than 45 days from full-Council resignation.
 - C. The Executive Director shall chair the first meeting of the Interim Council. The newly elected president shall assume the duties of the president at the next Council meeting.
 - ii. Step Two:
 - A. The Interim Council shall hold a special meeting to vote on and fill any remaining vacancies to establish a Council of at least five (5) members within 45 days from full-Council resignation.
 - B. The Interim Council may vote to expedite election of new members when the process as contemplated in Article VII, paragraph 3, is not feasible within the time constraints.
 - C. The term of the interim members appointed by the Executive Director or elected by the Interim Council shall be for the unexpired term of the position the new member fills or until the Council can hold elections as contemplated in Article VII, paragraph 3.
 - D. Interim members shall be eligible for election to fill the vacancy.
 - E. In no event shall the interim members serve longer than the unexpired term unless the member is elected following a process as contemplated in Article VII, paragraph 3.
 - iii. Step Three: The Council shall notify the Public Education Commission of its new members according to PEC policies and shall ensure all requirements for meeting board of finance functions are promptly completed.
7. Procedure. At the Council's first regular meeting in July, it will select or reaffirm the specific parliamentary protocol to govern the Council, except when in conflict with applicable laws or regulations, which then prevail. Most action items are handled by appropriate motion procedures.
8. Attendance via Telephone Conference Call. The Council will comply with the New Mexico Open Meetings Act when providing the rationale and procedures for members to attend

meetings of the Council by means of a telephone conference call. Council members appearing by telephone shall make advance arrangements with the Council President at least 1 day in advance of the meeting.

ARTICLE XI

CONFLICT OF INTEREST

Governing Council members shall comply with the Conflict of Interest Policy passed by the Council and all applicable state and federal laws and regulations. Each Council 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 TMA transaction. Failure to make such disclosure shall be grounds for voiding the transaction, at the discretion of the Council.

ARTICLE XII

COUNCIL MEMBERS' ETHICAL OBLIGATIONS AND DUTIES

1. Misuse of Position. A Council member shall not use his or her position at TMA to attempt to influence the decision of any TMA 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 Council's Conflict of Interest Policy. Every Council member who is a parent or ward of a TMA student shall inform his or her child that he or she is required to follow all rules, policies and procedures applicable to TMA students, that he or she is not entitled to special treatment by virtue of the relationship with a Council member and that any attempt to seek such special treatment may result in disciplinary action.

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

3. Confidentiality. Council members shall be expected to keep confidential any deliberations or discussions that take place in closed session meetings. It is expected that Council members will raise concerns or share information about closed session meetings within the context of Council and/or other committee meetings with other members of the Council and the Executive Director or his/her designee. A member's obligation to maintain confidentiality shall survive the Council member's tenure on the TMA Council.

ARTICLE XIII MISCELLANEOUS

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

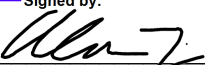
2. Amending Governing Council Bylaws. Any section or subsection of the Governing Council Bylaws may be altered, suspended or revoked only by 2/3 two thirds majority vote of the Governing Council.

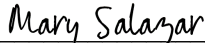
3. Signatory Authority. The Governing Council may by a majority vote delegate authority to sign contracts as described by resolution, to the Executive Director consistent with Article V, paragraph 8 and 9. All checks must be signed by two individuals who have been authorized to sign checks by resolution of the Council.


4. Dissolution of the Charter. If deemed advisable by the Council that TMA's charter should be dissolved, TMA in collaboration with the PEC and the New Mexico Public Education Department 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.


CERTIFICATE OF ADOPTION

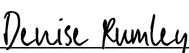
The undersigned officers hereby certify that these Amended Bylaws were duly adopted by the TMA's Governing Council on May 29, 2025.

Signed by:
By: 
Alan Li, President/Secretary

Signed by:
By: 
Mary Salazar, Treasurer

Signed by:
By: 
Mary Chappell, Vice President

Signed by:
By: 
Javier Benavidez, Member

Signed by:
By: 
Denise Runley, Member