

BYLAWS
OF
TURQUOISE TRAIL CHARTER SCHOOL

ARTICLE I
OFFICES

The principal office of Turquoise Trail Charter School (hereinafter referred to as "TTCS") in the state of New Mexico shall be in the County of Santa Fe. TTCS may have such other offices either within or without the State of New Mexico, as the TTCS Governance Council may designate or as the business of TTCS may require from time to time.

ARTICLE II
MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the Governance Council shall be held on the 3rd Thursday in the month of April in each year beginning with the year 2009 for the purpose of electing Executive Council Members and for the transaction of such other business as may come before the meeting.

SECTION 2. Executive Sessions. Executive Sessions of the Governance Council shall be held on the 3rd Thursday of every month as a component of regular meetings. Executive meetings shall be held for the discussion of personnel or adjudicatory matters which are not appropriate for public announcement until fully developed. Any tentative proposals for action taken at such closed sessions shall require confirmation at subsequent open meetings. Council members may recuse themselves from attendance of these meetings as appropriate. Executive meeting shall be closed to the public.

SECTION 3. Regular Meetings. Regular meetings of the Governance Council shall be held on the 3rd Thursday of every month of the school year at the hour of 5:30 p.m. MST or MDT. Regular meetings shall be open to the public. Summer meetings may be cancelled by the President. Regular meetings may be superseded by Special or Emergency meetings in the same month if deemed so by the President, School Administrator, or by a 2/3 majority of the Council members. This shall be done in compliance with the Open Meetings Act.

SECTION 4. Special Meetings. Special meetings of the Governance Council, for any purpose or purposes, shall be called by the President, School Administrator, or by a 2/3 majority of the Council members. Unless otherwise specified, these meetings shall be open to the public.

SECTION 4a. Emergency Meetings. Emergency meetings of the Governance Council may be called by any member of the Council to take action on unforeseen events, for crisis intervention, calamity, or disaster. Every effort shall be made to notify each member of the Council at least three (3) hours before the meeting.

SECTION 4b. Work Sessions. Work sessions shall be held each month on the 1st Tuesday of the month. Summer Work sessions may be cancelled by the President based on the school's needs.

SECTION 5. Place of Meeting. The Governance Council may designate any place as the place of meeting for any annual meeting, regular meeting or special meeting. If no designation is made, the place of meeting shall be the Turquoise Trail Charter School library.

SECTION 6. Notice of Special Meeting. Written notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be provided upon 3 days notice before the date of the meeting to each Council Member. Council Members may be notified by mail, telephone, electronic mail, or fax machine, provided that the above delivery requirements are met. Meeting notices are the responsibility of the Secretary.

SECTION 8. Quorum. A simple majority of the Council Members entitled to vote, represented in person, shall constitute a quorum at a Governance Council Meeting. If less than a simple majority of Council Members are represented the meeting shall be adjourned.

SECTION 9, Proxies. At all meetings, Council Members shall vote in person. Proxies are not permitted however a meeting of the Governance Council may be had by means of a telephone conference or similar communication equipment by which all persons participating in the meeting can hear each other and participation in a meeting under such circumstances shall constitute presence at the meeting.

SECTION 10. Motions and Voting. Each Governance Council member including all officers shall have the right to make or second motions, discuss questions and shall be entitled to one (1) vote with the exception of any Council Member wishing to recuse himself/herself from a specific issue.

Article III
Governance Council Members

SECTION 1. General Powers. The business affairs of TTCS shall be managed by the Governance Council.

SECTION 2. Number, Tenure, and Qualifications. The number of Council Members of TTCS shall be fixed by the Governance Council, but in no event shall be less than seven (7) nor more than eleven (11). Each Council member shall hold office for a term of two years. Council members may be reelected to consecutive terms.

The Governance Council must have a minimum of one (1) member from each of the following groups:

- a. Parent of Turquoise Trail student(s)
- b. Community member who is not a parent

Employees of the school may not serve as voting members of the governance council. However the School Administrators and two staff members who have been elected by their peers shall serve as ex officio members of the Governance Council and shall attend all meetings, provide input on discussions, and shall have standing time on the agenda to present reports to the council.

SECTION 3. Manner of Acting. The act of the majority of the Council Members present at a meeting at which a quorum is present shall be the act of the Governance Council.

SECTION 4. Vacancies. Any vacancy occurring in the Governance Council may be filled by the affirmative vote of a majority of the remaining Council members. A Council Member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Council

membership to be filled by reason of an increase in the number of Council Members may be filled by election by the Governance Council for a term of office continuing only until the next election.

SECTION 5. Presumption of Assent. A Council Member who is present at a meeting of the Governance Council at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file written dissent to such action with the Secretary before adjournment thereof, or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Council Member who voted in favor of such action.

ARTICLE IV EXECUTIVE OFFICERS

SECTION 1. Number. The executive officers of TTCS shall be President, Vice-President, Secretary, and Treasurer, each of whom shall be elected by the Governance Council. In addition, the School Administrators shall serve as a non-voting Executive Council Members. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Governance Council.

SECTION 2. Election and Term of Office. The executive officers of the Governance Council shall be elected by the Governance Council annually at the annual meeting of the Governance Council. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign or have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer may be removed by the Governance Council whenever, in its judgment, the best interest of TTCS will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights and such appointment shall be terminable at will.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Governance Council for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of TTCS and, subject to the control of the Governance Council, shall in general supervise and control all of the business and affairs of TTCS. He/she shall, when present, preside at all meetings of the Governance Council, shall be responsible for setting the meeting agenda, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Governance Council from time to time.

SECTION 6. Vice-President. The Vice-President shall: (a) act in the capacity of President at such time as the President is unable to act in this capacity (b) shall coordinate committees and (c) in general perform all duties incident to the office of the Vice President and such other duties as from time to time may be assigned by the Governance Council.

Section 7. Secretary. The Secretary shall (a) be responsible for the minutes of all meetings of the Governance Council; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the council records (d) keep a register of the contact information of each Council Member; and (e) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Governance Council.

SECTION 8 Treasurer. The Treasurer shall (a) Act as a liaison between Governance Council and Budget Committee (b) be responsible for reports to the Governance Council regarding current financial status at each meeting; (c) assist the School Administrator and business manager in budgeting of the Corporations finances; and (d) in general perform all duties incident to the office of the Treasurer and other such duties as from time to time may be assigned by the Governance Council.

ARTICLE V COMMITTEES

SECTION 1. Creation of Committees. Committees shall be created and administered by the Governance Council for the purpose of carrying out duties, which the Governance Council deems necessary. Any Council

Member can propose creation of a new committee, and a majority of Council Member voters can approve creation of the new committee. The Council Member who proposed creation of a committee shall chair the newly created committee unless otherwise decided by the Governance Council.

Section 2. Types of Committees. Committees shall be either standing or ad-hoc committees. Standing committees shall remain in existence unless dissolved by a vote of the Governance Council. Ad-hoc committees shall be dissolved upon completion of the duty or duties for which they were created.

Section 3. Committee Structure. Committees shall be chaired by a member of the Governance Council, unless otherwise decided by the Governance Council. All other membership shall be left to the discretion of the Committee chair and the Vice-President, unless otherwise specified by the Governance Council. All Committees shall register the following with the Secretary:

1. Committee Name
2. Committee Type (Standing or Ad-Hoc)
3. Name of Chair
4. Purpose of Committee
5. Membership

ARTICLE VI INDEMNITY

TTCS shall indemnify its Council Members and officers as follows:

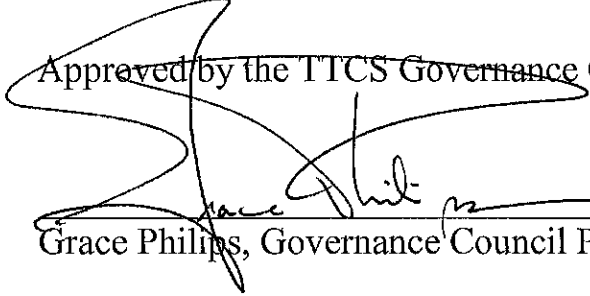
- (a) Every Council Member or executive officer of TTCS shall be indemnified by TTCS against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of being or having been a Council Member or executive officer, or any settlement thereof, whether or not the Council Member or executive officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein apply only when the Governance Council approves such settlement and reimbursement as being for the best interest of TTCS.

- (b) TTCS shall provide to any person who is or was a Council Member or executive officer of TTCS or is or was serving at the request of TTCS as a Council Member or executive officer, the indemnity against expenses of suit, litigation or other proceedings, which is specifically permissible under applicable law.
- (c) The Governance Council, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI.

ARTICLE VII
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Governance Council at any regular or special meeting of the Governance Council.

Approved by the TTCS Governance Council on September 24, 2009.



Grace Philips, Governance Council President