

SANTA FE SOUTH SCHOOLS, INC.

**GOVERNANCE
BOARD OF DIRECTORS**

BY-LAWS

Fall 2010
(Revised Version – November 2010)

SANTA FE SOUTH SCHOOLS, INC.

BOARD OF DIRECTORS BY-LAWS

ARTICLE I

NAME

The name of this organization shall be Santa Fe South Schools, Inc. incorporated in the State of Oklahoma, with authority to operate in Oklahoma and headquartered in the City of Oklahoma City, County of Oklahoma, Oklahoma.

ARTICLE II

PURPOSE

SECTION 1.

To work with parents, students, administration, faculty and the community at-large to develop educational programs with core academic curriculum requirements, designed to prepare our students for the academic demands of present K-12 and post-secondary school educational challenges.

SECTION 2.

To secure adequate interest and financial support for its programs.

SECTION 3.

To exercise all powers conferred upon corporations under the Non-profit Acts of the State of Oklahoma in order to accomplish its charitable and educational purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

ARTICLE III

GOVERNANCE BOARD OF DIRECTORS

The Governance Board of Directors shall be the highest authority of the organization and its programs. The Governance Board shall be authorized to consist of up to a maximum of twenty-five (25) board members. The Board must maintain a minimum of at least fifty-one (51) percent of the members be representative of the Parent Community. The remaining forty-nine (49) percent or less shall be composed of community resource persons who demonstrate concern for the problems and needs of the client community. These may include faculty members, representatives of the development organizations and/or members at-large which may include community resource members who provide important expertise or experience. A simple majority of the voting members constitutes a quorum.

The board shall be comprised of a majority of individuals who live or work in the Academic Enterprise Zone area and who are representative of the individuals served by the organization. Every Governance Board Member shall be subject to screening by the Oklahoma State Bureau of Investigation (OSBI). Eligibility shall also be based on OSBI results. Costs of OSBI inquiry shall be borne by Santa Fe South Schools, Inc..

SECTION 1. SELECTION OF PARENT MEMBERSHIP.

The parent members of the Santa Fe South Schools, Inc. Governance Board shall be elected to serve on the board by the current active board members. Any faculty, administrator, parent or board member may recommend parent representatives from the parent body at large to serve on the board. Efforts will be made to include parents of students from each school campus and each ancillary program. Parent members seated by the board shall have full voting privileges.

SECTION 2. SELECTION OF FACULTY REPRESENTATIVE.

The faculty representative members of the Santa Fe South Schools, Inc. Governance Board shall be ratified to serve on the board by the current active board members. Efforts will be made to include faculty representatives from each school campus. The Governance Board will accept eligible individuals who are chosen / elected by that campus' faculty to serve in a non-voting, advisory capacity.

SECTION 3. SELECTION OF AT-LARGE COMMUNITY RESOURCE MEMBERS

The at-large community resource members of the Santa Fe South Schools, Inc. Governance Board shall be elected to serve on the board by the current active board members. Any faculty, administrator, parent or board member may recommend at-large community resource representatives from the client community to serve on the board. Nominators for at-large community resource members shall present the nominee and the rationale for the nomination.

Selection of at-large community resource members will depend on their qualification to be a resource to the Governance Board of Directors. A resume or outline of qualifications and skills of the proposed community resource applicant shall be presented to the Governance Board for review prior to election. At-large community resource members seated by the board shall have full voting privileges.

SECTION 4. SELECTION OF THE DEVELOPER REPRESENTATIVE MEMBERS

The developer representative members of the Santa Fe South Schools, Inc. Governance Board shall be ratified to serve on the board by the current active board members. The development representative shall be selected by the development organization. As long as there are contractual obligations between the development organization and Santa Fe South Schools, Inc. there shall be at least one but no more than two representatives from the developing organization serving on the Governance Board of Directors. The development representative[s] may be from the administrative area and/or the board of directors of the development organization. The developer representative members seated by the board shall have full voting privileges unless the contract executed by Santa Fe South Schools, Incorporated and a Developer Representative specifically limits the voting privileges of the Developer Representative member(s).

SECTION 5. SELECTION OF THE STUDENT REPRESENTATIVE MEMBER

The student representative member of the Santa Fe South Schools, Inc. Governance Board shall be ratified to serve on the board by the current active board members. The nomination for the student representative shall be made by the faculty and administration to the SFS Governance Board. The student representative serves in an advisory capacity and has no voting privileges.

SECTION 6. TERM OF BOARD MEMBERSHIP

The term of a board member will be considered as starting on July 1st and ending two (2) years later on June 30th.

If a person is elected to the board after July 1st, but before December 31st, their term will be considered a full term. If a person is elected to the board after January 1st, but before the May board meeting, the calculation of their first full term of service will not begin until July 1st of that year. All term limits and restrictions will apply beginning July 1st of any given year.

The re-election of a current board member to another consecutive term and whose current term is expiring on June 30th must take place on or before the June board meeting each year.

Parent representatives shall be elected for a term of two (2) years with no limit of terms as long as their student is still enrolled in the school or until they resign or are removed from office. A parent whose child graduates from Santa Fe South High School and still has one year of their term left may choose to fulfill their term if they desire. Former parent representatives may be elected to serve on the board as an at-large community resource member.

Faculty representation shall be limited to his/her employment with the school or until they resign or are removed from office. Faculty representatives are chosen / elected by the campus faculty on which they serve. Faculty members are ratified for a one (1) year term and may serve for unlimited, consecutive terms.

At-large community resource members shall be elected for a term of two (2) years with no limit on the number of terms they can serve.

Developer representation shall be limited to the duration of their employment with the developer or until he/she resigns or is removed from office. Development representatives shall serve for two (2) year terms. There shall be no limit to the number of terms a development representative can serve.

The student representative will serve for a one year term on the board. There is no limit to the number of terms the student representative can serve on the board.

SECTION 7. VOTING RIGHTS

Each Governance Board member is entitled to one vote on each issue submitted. Administrative staff, faculty representatives, and the student representative, while extremely important to the overall function and balance of the governance board, serve in an advisory capacity only and are not allowed to vote. No proxy vote, by phone or in writing shall be permitted. A vote taken on an issue during a phone conference meeting shall not be considered a proxy vote, with such a vote being ratified at the next Governance Board meeting.

SECTION 8. RESIGNATION

Any board member may resign by filing a written resignation with the board chair person and the secretary/ treasurer. A thirty (30) day notice of resignation is requested.

SECTION 9. REMOVAL

Any board member may be removed from the Governance Board of Directors by a two-thirds vote of the members present at an official, regularly scheduled Governance Board of Directors meeting, whenever in its judgment the best interest of the corporation would thereby be served. Removal shall be automatic if circumstances outlined in SECTION 11 of this article prevail.

SECTION 10. VACANCY

In the event of a vacancy, the selection process outlined in SECTIONS 1 – 5 of this Article shall be followed.

SECTION 11. ATTENDANCE

A member who misses two (2) consecutive, regular Governance Board meetings may be removed from the board. In the event a member misses two (2) consecutive meetings, they have fifteen (15) days to contact the board chair with their intention of board membership. If they desire to retain their position on the board, the Executive Committee will evaluate the situation and make a recommendation to the board. If the chair is not contacted within fifteen (15) days, the Executive Committee will make the appropriate recommendations to the board. In the event a member is reinstated, their term will continue from the original date of that member's term.

SECTION 12. RESPONSIBILITIES OF THE GOVERNANCE BOARD

The Governance Board of Directors, as the head of the organization, will have the following basic responsibilities:

- A. Identify the educational needs of the community and develop plans and policies for the organization which address those needs.
- B. Establish, monitor, and evaluate the fiscal and personnel policies for the organization which will insure that all activities are directed in a positive manner toward the achievement of the primary purposes of Santa Fe South Schools, Inc. Governance Board and that the requirements and/or conditions of all funding sources are fulfilled.
- C. Insist upon the respect and adherence to these by-laws. Violations may result in reprimand or dismissal.
- D. Present for consideration to the governance board matters that are of interest to the community that help fulfill the purposes of the organization.
- E. Propose amendments, when necessary, to these by-laws.
- F. Be responsible for the hiring, supervision and termination of the chief administrator of the organization. The board shall hold the chief administrator accountable for the conduct of the program operations and evaluate his/her performance annually. The chief administrator, working with the faculty, translates governance board policy into day-to-day operating procedures. Termination of the chief administrator shall require a two-thirds majority vote of the board membership.
- G. Identify and assure that the board accomplishes its educational and training needs, including the orientation and training of new governance board members.
- H. Procure an independent firm of certified public accountants to perform an audit on the financial records of Santa Fe South Schools, Inc. on an annual basis.
- I. Procure corporate legal council to represent the Santa Fe South Schools, Inc. and the Governance Board of Directors in legal matters.
- J. Establish, develop, and evaluate the mission and vision statements for the board of directors.

SECTION 13. DUTIES AND OBLIGATIONS OF GOVERNANCE BOARD MEMBERS

As Governance Board members, the representatives shall have the following duties and obligations:

- A. Guard the good name of the organization.
- B. Assure compliance to these By-laws.

- C. Contribute effectively to insure the fulfillment of the goals and objectives of the Santa Fe South Schools, Inc. Governance Board and promote the mission and vision statements of the board as they pertain to the school's mission and vision statements.
- D. Comply with any task and/or commission assigned by the Governance Board of Directors.
- E. Accept positions or committee appointments.
- F. Attend and be punctual to all Board meetings.
- G. Be informed of all activities within the organization.
- H. Assure that the respective communities are informed of all organizational activities.
- I. Contribute to the orderly conduct of business during board meetings.

SECTION 14. FUNCTIONS OF THE GOVERNANCE BOARD

The Governance Board of Directors, as the governing body of the organization, shall have the following basic functions:

- A. Review and establish the policies of the organization.
- B. Establish immediate and long range objectives for Santa Fe South Schools, Inc. Governance Board and formulate corresponding plans of action, including a strategic plan for the organization.
- C. Shall check and review systems to insure that the expenditures are being made correctly and in compliance with the requirements of all funding agencies.
- D. Develop fiscal and professional resources and services that support the vision and mission statements of the organization and the board.

SECTION 15. AUTHORITY OF THE GOVERNANCE BOARD

As the highest authority in the organization, the Board of Directors is vested with the following basic powers:

- A. The approval, modification or revision of these by-laws.
- B. Contract for services, merchandise, commitments, i.e., funds for the implementation of programs, as well as intervention in legal and other matters where it may become necessary
- C. Change or modify the structure of the Organization, its by-laws and/or regulations, as long as it is in keeping with the standards of the supporting agencies, the State and /or Federal Government, and that it insures the development of Santa Fe South Schools, Inc. mission and vision statements.

SECTION 16. LIMITATIONS OF INDIVIDUAL POWERS

No member of the board can act individually in such a matter that he/she represents and/or obligates the organization. Board members and officers will refrain from interfering in such a manner that would endanger the operations of Santa Fe South Schools, Inc..

SECTION 17. CONFLICT OF INTEREST

The Governance Board of Directors shall adhere to the provision that prohibits conflict of interest or the appearance of conflict of interest by board members, employees, consultants, and those who provide services or furnish goods to the organization.

A. DEFINITIONS:

1. "Interested Person" - Any board member, employee or officer who has a material, direct or indirect, financial interest, as defined in this section, is an interested person.
2. "Financial Interest" - A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - (i) a material ownership or investment interest in an entity with which the Corporation has a transaction or arrangement; or
 - (ii) a material compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement. A person shall not be deemed to have a financial interest due to an employment arrangement with, or serving as a trustee or officer of another non-profit corporation that is exempt from federal income taxation under the Internal Revenue Code.
3. Disclosure - An interested Person shall disclose to the board the existence and nature of his or her financial interest in any proposed transaction or arrangement involving the Corporation.

B. PROCEDURES FOR ADDRESSING CONFLICTS OF INTEREST:

The chairman of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to any proposed transaction or arrangement that would involve an interested person. The Board shall determine whether the Corporation may, without any undue burden, delay, or expense, obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board, by a majority vote of the disinterested board members, may determine whether the transaction or arrangement is in the best interest of the Corporation and whether the transaction is fair to the Corporation.

C. VIOLATIONS:

If the Board has reasonable cause to believe that the interested person has failed to disclose a conflict of interest as required by this Article, the board shall inform the interested person of the basis for such belief and allow the interested person the opportunity to explain the alleged failure to disclose. If, after hearing the response of the interested person and making such further investigation as may be warranted in the circumstances, the Board determines that the interested person has in fact failed to disclose a conflict of interest as required by this Article, the Board shall take appropriate disciplinary and corrective action.

D. RECORD OF PROCEEDINGS:

The minutes of the Board shall contain:

- (i) the names of the persons who disclose or otherwise were found to have a financial interest in connection with a conflict of interest, the nature of the financial interest, any action to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed, and
- (ii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, and a record of any votes taken in connection therein.

E. COMPENSATION:

A board member who receives compensation, directly or indirectly, from the corporation shall not vote on matters pertaining to his or her compensation.

F. VALIDATION OF CONTRACTS:

No contract or transaction between the Corporation and one or more of its board members, employees or officers or other organizations in which one or more of its board members, employees or officers have a financial interest shall be void or voidable solely for this reason or solely because the board member, employee or officer is present at or participates in the meeting of the board which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purposes:

- (i) The material facts as to his or her interest and as to the contract or transaction are disclosed or are known to the board and the board in good faith authorizes the contract or transaction by a vote sufficient for such a purpose without counting the vote of the interested board member(s); or
- (ii) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board.

G. QUORUM:

Interested board members may be counted in determining the presence of a quorum at a meeting of the board at which the Board members authorize or approve the contract or transaction

ARTICLE IV

MEETINGS

SECTION 1. QUORUM

A simple majority of the voting members of the Governance Board shall constitute a quorum for the transaction of business at any meeting of the Board as provided in Article III.

SECTION 2. PROCEDURAL AUTHORITY

In all instances where the By-laws are not specific, Francis Democratic Rules of Order, Revised Edition, shall be regarded as the procedural authority for all meetings.

SECTION 3. REGULAR MEETINGS

All meetings of the Santa Fe South Schools, Inc. Governance Board will comply with the Oklahoma Open Meeting Act.

The Governance Board shall hold regular monthly meetings. Some meetings may be held via communications equipment as deemed necessary or feasible by the Governance Board of Directors. Written minutes shall be taken of each meeting and approved at a subsequent meeting. The minutes shall be maintained in the permanent records of the Governance Board.

SECTION 4. SPECIAL MEETINGS

Special meetings of the Governance Board may be called by or at the request of the Chairperson or any three (3) members. The person or persons authorized to call a special meeting of the Governance Board may fix any place within the city limits of Oklahoma City as the place for holding any special meeting of the Governance Board called by them. Notice of such meetings shall state the purpose of the meeting and shall be given at least three (3) days prior to the meeting by telephone or written notice delivered personally or sent by mail or email to each member of the Board at his/her address as shown by the records of the Corporation.

SECTION 5. EMERGENCY MEETINGS

An emergency meeting may be called by the Chair, Vice-Chair, or Chief Administrator for the purpose of dealing with "a situation involving injury to persons or injury and damage to public or personal property or immediate financial loss, when the time requirements for notice of a special meeting would make procedures impractical and increase likelihood of injury or damage or immediate financial loss." For emergency meetings, Santa Fe South Schools, Inc. Governance Board must give only what advance public notice is reasonable under the circumstances. However, although there is no absolute requirement of any kind of notice for an emergency meeting, some method of notification should be attempted if at all possible.

SECTION 6. BOARD CLERK

The Board Clerk is appointed by the Chief Administrator and has the following duties:

- A. Keeping a careful record of all minutes, correspondence, and documents which belong exclusively to the Governance Board. These records shall be maintained in the permanent records of the Governance Board of Directors.
- B. Recording all of the motions and official business of the board of directors during the meetings and prepare them for the next meeting's business packet.

ARTICLE V

BOARD OFFICERS

OFFICERS

The officers of the corporation shall be a Chairperson, Vice-Chairperson, and a Secretary/Treasurer, and other such officers as may be determined by the Governance Board of Directors. These officers shall serve as the Executive Committee of the Governance Board.

SECTION 1. CHAIRPERSON:

The Chairperson of the Organization shall preside over the Governance Board. He/she shall appoint all committees and shall sign, with the Secretary/Treasurer or any other proper officer, any contracts or other instruments which the Governance Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Governance Board or by these by-laws or by Oklahoma statute to some other officer or agent of the corporation. In general, he/she shall perform all duties related to the office of chairperson and other duties as may be presented by the Governance Board from time to time. In addition, he/she has the following functions, responsibilities, and authority:

- A. FUNCTIONS
 - (i) To serve as the point of contact or line of communication between the Board of Directors and the Administration
 - (ii) To serve as the authorized legal representative of the Board and the Organization
 - (iii) The Chair coordinates all the activities of the Board of Directors with the help of the Executive Committee
 - (iv) Works to assist all committees to fulfill their tasks

B. RESPONSIBILITIES INCLUDE

- (i) Executing the above described functions in their entirety
- (ii) Keeping the Board of Directors well informed of all organizational activities
- (iii) Seeking to create incentive and initiative both within the Board of Directors and the administration
- (iv) Working to promote the unity of the group and to enhance total board interest in the affairs and goals of the organization
- (v) Maintaining order and fairness in the conduct and development of meetings while exercising impartial judgment throughout the discussions and decisions that are made. The chair must avoid showing any bias and cannot make a motion. The chair acknowledges the right of all board members to express their views and ideas regardless of controversy.
- (vi) Striving to lead the board toward effective development and implementation of programs and plans and the mission of the corporation
- (vii) Preparing the meeting agenda jointly with the chief administrator

C. AUTHORITY

- (i) As the authorized legal representative of the Board and the Organization, the chairperson signs contracts and all other documents which may constitute a commitment and/or responsibility for the board and corporation.
- (ii) The chair with his/her signature and the board's approval authorizes the employment of the chief administrator.
- (iii) All committee members are appointed by the chairperson including the designation of the committee chair. All committees except the Executive Committee, whenever possible, will have representation from each of the service areas.
- (iv) The chair calls special meetings, either at his/her initiative or at the request of three (3) members.

SECTION 2. VICE-CHAIRPERSON

In the absence of the chairperson or in the event of his/her inability or refusal to act, the Vice-Chairperson shall have all the powers of and is subject to all restrictions upon the chairperson. The Vice-Chairperson shall perform such other duties from time to time as may be assigned by the Chairperson of the Board of Directors. The Vice-Chairperson must, at all times, qualify to enter into legal contracts.

SECTION 3. SECRETARY/TREASURER

The Secretary/Treasurer has the following duties:

- A. Handles all correspondence of the Governance Board of Directors, and when requested, shall read such correspondence at meetings.
- B. Shall monitor and maintain the records of all minutes, correspondence, and documents which belong exclusively to the Governance Board. These records shall be maintained in the permanent records of the Governance Board of Directors.
- C. The Secretary/Treasurer shall monitor the movement of the corporation's funds jointly with the Board Chairperson and the Chief Administrator.
- D. Shall be available to sign or co-sign contracts, notes, and other instruments on behalf of the corporation when authorized by the Governance Board.

SECTION 4. ELECTION AND TERM OF OFFICE

The officers of the corporation shall be elected annually by the voting board members at the June Governance Board meeting. Terms of office shall be for a period of 1 (one) year commencing and ending with the first regularly scheduled meeting in July. Each officer shall hold office until his/her successor shall have been duly elected and qualified.

SECTION 5. REMOVAL

Any officer elected or appointed by the Governance Board may be removed by a two-thirds vote of the voting members present at an official Governance Board meeting, whenever in its judgment, the best interest of the Corporation would thereby be served.

ARTICLE VI

CHIEF ADMINISTRATIVE OFFICER

SECTION 1. DUTIES AND RESPONSIBILITIES

The Chief Administrative Officer shall be selected by the Santa Fe South Schools, Inc. Governance Board and shall have such duties and responsibilities as the Governance Board may authorize. The responsibilities of the Chief Administrative Officer shall include:

- A. the direction and control of Santa Fe South Schools, Inc, its policies, its administrators, its faculty, and its students subject to the supervision and review of the Board
- B. directing and managing the business affairs of Santa Fe South Schools, Inc.
- C. making full reports to the Governance Board of Directors monthly and as requested by the Chairperson of the Governance Board

- D. appointing all faculty and staff
- E. approving the employment of non-academic personnel
- F. preparing the annual budget and submitting the budget to the Governance Board for its approval
- G. promoting Santa Fe South Schools, Inc. in the solicitation of funds, recruitment of students and other such matters as may be advisable
- H. appointing a Board Clerk to record all minutes and official business conducted by the Governance Board.
- I. other such responsibilities as the Governance Board may direct

The Chief Administrative Officer shall be an ex-officio, nonvoting member of the Governance Board and its Executive Committee and shall have authority to execute contracts, deeds, notes, and other instruments on behalf of the corporation when authorized to do so by the Governance Board. If a vacancy occurs in the office of the Chief Administrator, the Governance Board shall select an interim Chief Administrator until a successor is selected.

ARTICLE VII

COMMITTEES

SECTION 1. TYPES OF COMMITTEES

- A. Standing committees are appointed by the chairperson of the Governance Board. The members of the committee need not be made up exclusively of Board members, but may include specialists, or special interest members of the community. The chairperson of the committee must be a member of the Governance Board. The board chair shall be an ex-officio member of all committees not directly chaired by him/her. The following four (4) committees shall be considered standing committees on the Santa Fe South Schools, Inc. Governance Board of Directors.
 - (i) Executive Committee
 - (ii) Personnel / Grievance Committee
 - (iii) Finance & Audit Committee
 - (iv) Long-Range Planning and Development Committee

- B. An Ad Hoc Committee shall be named by the Governance Board as needed. The Ad Hoc Committee shall be named only as they become necessary and once their tasks have been completed and their reports have been presented to the board, they shall be dissolved. The Ad Hoc Committee need not be made up exclusively of board members, but may include specialists, or special interest members of the community. The Ad Hoc Committee will not require a quorum to conduct their assigned tasks or responsibilities.

SECTION 2. VACANCIES

Vacancies and membership of any committee may be filled by appointment in the same manner as original committee appointments.

SECTION 3. QUORUM

Unless otherwise provided by a resolution of the Governance Board designating a committee, a majority of the committee shall constitute a quorum.

ARTICLE VIII

COMMITTEE FUNCTIONS AND DUTIES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall be made up of the officers elected by the Governance Board of Directors. The committee itself will establish its schedule of meetings. The presence of the majority of its elected members is required for a quorum. The Chairperson of the Board may call for meetings on his/her own initiative or at the request of two members of the committee. Whenever vacancies occur in these positions, they shall be filled at the following regular meeting. Its functions and responsibilities are as follows:

- A. Monitor and review all activities of the organization.
- B. Establish special committees.
- C. Coordinate to insure that the committee tasks are fulfilled.
- D. Monitor agency programs to insure compliance with regulations of funding sources and effectiveness of program operations.
- E. In conjunction with Administration, prepare and establish comprehensive systems for reporting to the Board of Directors.
- F. The Executive Committee shall assume the responsibility for fulfilling the duties of any working committee which is non-functional; i.e., the selection and evaluation process for the Chief Administrator, the study and preparation of amendments or modifications to these By-Laws and/or agency regulations, and all other matters which fall within the limits of its responsibilities as the Executive body.
- G. Evaluate and present recommendations for improvements and/or change to the Governance Board of Directors.

- H. Review applications for the position of Chief Administrator and make recommendations for appointment.
- I. Recommend to the Board on cause for dismissal of the Chief Administrator.

SECTION 2. PERSONNEL / GRIEVANCE COMMITTEE

The Personnel Committee may be delegated by the full Board with the responsibility for reviewing the organization's personnel policies to insure that the mechanism for handling intra-organizational conflict is fair and just. This committee may also be delegated by the board with the responsibility of reviewing any appeal of a Grievance Hearing Officer decision. It may also be delegated the authority to resolve any grievance appeal, except an involuntary termination appeal, relating to the implementation of any Santa Fe South Schools, Inc. Governance policy. The Personnel / Grievance Committee shall also be delegated the authority to resolve pertinent grievances filed by any member of the Governance Board of Directors. Other responsibilities include:

- A. Serving as the panel for employee involuntary termination hearing appeals in accordance with personnel policies and procedures.
- B. Establishing a policy for a career development program for both professional and non-professional personnel.
- C. Ongoing review and evaluation of all personnel systems and procedures in the organization's operations, consult with the Chief Administrator in these areas and help determine the areas and type of technical assistance needed to properly carry out his/her responsibilities and to make timely reports and /or recommendations to the Governance Board of Directors.

SECTION 3. FINANCE AND AUDIT COMMITTEE

The chair of this committee shall have knowledge of basic accounting principles. The function and responsibilities of the Finance and Audit committee are as follows:

- A. Insure an annual CPA certification of Santa Fe South Schools, Inc. and its financial practices.
- B. Review budget modifications and expenditures.
- C. Recommend Board action on financial reports presented by the Chief Administrator or Chief Financial Officer.
- D. Insure the satisfactory completion of agency audits.
- E. The Finance and Audit Committee has the responsibility to review and evaluate the agency accounting systems and procedures, to counsel the Finance Director in these matters and help him/her properly comply with his/her responsibilities and to report and make recommendations to the Governance Board of Directors.

SECTION 4. LONG-RANGE PLANNING AND DEVELOPMENT COMMITTEE

The Chair of this committee should become knowledgeable of the problems affecting Santa Fe South Schools, Inc. in all aspects, both internally and externally. The functions and responsibilities of this committee are as follows:

- A. Identify the needs of those served by Santa Fe South Schools, Inc.
- B. Recommend priorities for Santa Fe South Schools, Inc. activities.
- C. Recommend programs which would address the needs of those served.
- D. Develop long-range and strategic planning goals.
- E. Develop a systematic and strategic plan for the acquisition of property and its use for the future expansion of Santa Fe South Schools, Inc.
- F. Monitor Board approved strategic and long-range plans to insure implementation and quality assurance.
- G. Work with the Chief Administrator with input from management teams to determine the best possible implementation of programs.
- H. Work in conjunction with the Chief Administrator and the Finance and Audit Committee to apply for grants and outside funding sources.
- I. Develop a foundation for the long-range financial stability of Santa Fe South Schools, Inc.
- J. Develop plans for the activities and programs of the Corporation to be financed through grants from federal, state, and local governments and from voluntary contributions, in-cash or in-kind, from individuals, foundations, businesses, civic organizations, service clubs, or from any other group or groups concerned with achieving the purposes of the Corporation.

ARTICLE IX

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Executive Committee and committees having any of the authority of the Governance Board of Directors. The books and records may be inspected by any Board member or his/her agent or attorney for any proper purpose, at any reasonable time, in the presence of an officer of the Corporation or anyone delegated by such an officer.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CONTRACTS

The Board of Directors must authorize any officer, agent or agents of the Corporation, in addition to the officer so authorized by the By-laws, to enter into any contract or instrument or deliver any instrument in the name of and on the behalf of the Corporation, and such authority may be general or confined to special instances.

SECTION 2. CHECKS AND DRAFTS

All checks, drafts, or order for payment of money, notes or other evidence of indebtedness in the name of the Corporation, shall be signed by such officer or officer's agent or agents of the Corporation and in such manner as shall time to time be determined by resolution of the Governance Board. Checks that require two (2) signatures will be signed by two of the four designated agents for Santa Fe South Schools, Inc.

SECTION 3. DEPOSITS

All funds of the Corporation shall be deposited within 24 hours or the next business day to the credit of the Corporation, in such banks, trust companies, or other depositories as the Governance Board may select. Any such bank, trust company, or other depository accounts shall be insured by an agency of the Federal Government. Any funds of the corporation on the premises should be stored in a secure and approved safe.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose of the Corporation.

ARTICLE XI

AMENDMENTS TO BY-LAWS

The by-laws may be changed (altered, amended, or repealed) after the change has been presented and discussed at one regularly scheduled meeting and then tabled until a subsequent regularly scheduled meeting to be approved by a two-thirds majority vote of the Governance Board.

Amendments to these by-laws may be established by the adoption of subsequent articles starting with Article XIII. These articles will be incorporated into any major revision of the by-laws. These articles will supersede any previously adopted by-laws.

ARTICLE XII

DISSOLUTION

Should the purpose for which Santa Fe South Schools, Inc. Governance Board was incorporated change or should there be other circumstances which require dissolution recommending that the corporation be dissolved, such a resolution can be made at any meeting called by the Governance Board, but must be approved by a majority of the directors in office. Once a resolution is passed, the membership shall be notified and the board shall follow the requirements for dissolution of Non-Profit Corporations as set forth at 18th Oklahoma Statutes annotated 1.219 and 18th Oklahoma statutes annotated 1.220. The Board shall also abide by the dissolution requirements of all funding sources.

History of the By-Laws of the Board of Directors for Santa Fe South Schools, Inc.

The Board of Directors were loosely organized in the fall of 2003. As we progressed, it was quickly realized that we needed a solid structure by which to operate.

The original By-Laws were developed in the fall of 2004 and voted on in January 2005.

The following By-Laws were amended in August 2009:

Article III, Section 6 - Terms of Board Members, Development Representative's Terms, and Parent Representatives from STP

Article III, Section 1 - Board member recommendations from STP organization

Article III, Section 11 - Board Member reinstatement

The following By-Laws were amended in October 2009:

Article III, Section 4, paragraph 1 - The final sentence was changed concerning the voting privileges for developer representative members.

In the late summer and fall of 2010 the By-Laws were evaluated by the Executive Committee and it was determined that they needed to have major revisions and changes. The Executive Committee brought the recommendations to the board in September 2010 and after further discussion and changes, the standing By-Laws were done away with by board action and the new, revised By-Laws were adopted in November 2010.