

BYLAWS

MESILLA VALLEY CHRISTIAN SCHOOL, INC.

Revised 11.01.2025

ARTICLE I—OFFICES

The principal office of the school shall be in the State of New Mexico and shall be located in the environs of the City of Las Cruces, County of Dona Ana. The school may have such other offices, either within or without the State of New Mexico as the Board of Trustees may designate.

ARTICLE II—COMMUNICATION

Annual State of the School Address: The Annual State of the School Address will be made available to the school community each year for the purpose of relating information to the school community from the administration and the six standing committees: Finance, Buildings and Grounds, Personnel, Student and Academic Affairs, Long Range Planning, and Curriculum/Education. The Annual State of the School information can also be presented periodically incorporated within Administrative newsletters or other communications to families or staff

The report will include administration highlights and committee activity concerning the current school year. Queries regarding the Annual State of the School Address will be resolved among the Board of Trustees in a Special Meeting for response.

ARTICLE III—BOARD OF TRUSTEES

General Powers: All powers and duties specified by law for trustees shall be exercised by a Board of Trustees. The Trustees shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the school as they may deem proper, not inconsistent with the Articles of Incorporation, these Bylaws, and the Laws of New Mexico.

Number, Tenure and Qualifications: The number of Trustees shall not exceed seven (7) and be no less than four (4), contingent on the availability of properly vetted and Trustee-approved candidates. The term of office shall be four (4) years; with staggered terms of expiration such that no more than three (3) Trustees' terms expire in any one year. Effective July 1, 1987, a Trustee is limited to two (2) consecutive terms of office; subsequent terms are allowed after having vacated the office for at least one (1) year.

Each Trustee shall hold office until the first meeting of the new fiscal year (July 1). Newly appointed Trustees shall join the meeting of the Trustees as non-voting members two (2) months prior as an orientation /training period.

Selection: Trustees are selected by the current Board of Trustees and shall annually reaffirm the Trustees' Statement specified in the Articles of Incorporation. New trustees are often current or former school grand/parents, former employees, alumni, or other qualified members of the school community.

Regular Meetings: The Trustees shall meet regularly (usually monthly) without notice other than this Bylaw.

Special Meetings: Special Meetings of the Trustees may be called by or at the request of the Chair or any three (3) Trustees. The person or persons calling a Special Meeting of the Trustees may fix the time and place for holding such Special Meeting.

Quorum: At any meeting of the Trustees, a majority of current members with a minimum of three Trustees shall constitute a quorum for the transaction of business. A quorum, once attained at a Trustees' Meeting, shall be deemed to continue until adjournment, notwithstanding the voluntary withdrawal of enough Trustees to leave less than a quorum. Votes by proxy are not permitted, although members may be counted as part of the quorum when using approved electronic means.

Manner of Action: The act of a majority of the Trustees present (including approved electronic means) at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Newly Created Trusteeships and Vacancies: Newly created Trusteeships resulting from an increase in the number of Trustees or vacancies occurring for any reason may be filled by a vote of the majority of the Trustees then in office, although less than a quorum exists. A Trustee elected to fill a vacancy shall be elected to hold office for the unexpired term of his predecessor. The filling of an unexpired term shall not constitute a term of office.

Removal of Trustees: Any or all of the Trustees may be removed for cause by majority vote of the entire membership of the Board of Trustees.

Resignation: A Trustee may resign at any time by giving written notice to the Board of Trustees, the Chair, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Trustees or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

Compensation: No compensation in any form shall be paid to any Trustee for serving as such.

Action by Trustees Without a Formal Meeting: Any action which may be taken at a regular Meeting of the Trustees may be taken without a formal Meeting by verbal or written consent of all Trustees, provided that the Board Chair or Vice Chair put such action in writing and record it in the minutes of the next regular meeting.

Electronic Transaction of Business: To the fullest extent permitted by law, the Trustees may conduct business by electronic means when needed in accordance with procedures established by the Bylaws of the school.

ARTICLE IV –OFFICERS

Officers: Officers shall be Chair, Vice Chair, Secretary and Treasurer. Officers shall be nominated and elected by the Board of Trustees from among the Trustees. The officers shall be the officers of the Board of Trustees.

Election and Term of Office: The officers of the Board of Trustees shall be elected annually at the Trustees' last Meeting of the fiscal year in June. The Vote shall be cast by special election of the Board of Trustees serving in the following fiscal year.

Removal: Any officer may be removed by the Trustees whenever, in their judgment, the best interests of the school would be served thereby.

Vacancies: Any vacancy occurring in any office shall be filled by the Trustees for the unexpired portion of the term of that office.

Board Chair: He or she shall, when present, preside at all meetings of the Board of Trustees. He or she may sign, with the Secretary or other proper officer as authorized by the Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Trustees have authorized to be executed. The Chair shall perform all duties incident to the office of the Chair and such other duties as from time to time may be assigned to him or her by the Trustees.

Vice Chair: In the absence of the Chair or in the event of his or her death, resignation, inability, or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the Chair. The Vice Chair shall perform all duties incident to the office of the Vice Chair and such other duties as from time to time may be assigned to him or her by the Chair or by the Trustees.

Secretary: The Secretary shall keep the minutes of the Trustees' Meetings in an electronic file and shall see that all notices are duly given in accordance with the provisions of these Bylaws and shall be custodian of the records. The Secretary shall perform all duties incident to the Office of the Secretary and such other duties as from time to time may be assigned to him or her by the Board Chair or by the Trustees.

Treasurer: The Treasurer shall chair the Finance Committee and perform all duties incident to the office on behalf of the Board of Trustees. The Treasurer shall also perform any other duties as from time to time may be assigned to him or her by the Board Chair or the Trustees.

Compensation: No compensation in any form shall be paid to any member of the Board of Trustees for serving as such.

ARTICLE V—CONTRACTS, LOANS, CHECKS AND DEPOSITS

Contracts: The Trustees may authorize any Officer or Officers, agent, or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the school, and such authority may be general or confined to specific instances.

Loans: No loan shall be made by the school and no money shall be borrowed by the school and no indebtedness shall be assumed by the school unless authorized by a vote of the Board of Trustees.

Checks: MVCS, Inc. legal documents, promissory notes or other evidence of indebtedness issued shall be signed by two (2) officers or those agents so designated by the Board Chair and approved by the Board.

Deposits: All funds of the school shall be deposited regularly (or as needed at the end of each business day) to the credit of the school in such banks, trust companies or other depositories as the Trustees may select.

ARTICLE VI—AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Trustees, in the following manner:

--A study group shall be appointed by the Board Chair to bring recommendations to the Board of Trustees.

--At least two (2) weeks shall be allowed for proper and prayerful consideration of the changes recommended by the study group after they have been received by the Board of Trustees.

--The affirmative vote of the majority of the Board of Trustees present (including approved electronic means) and entitled to vote at a meeting called for such purpose shall be required to act on the changes recommended by the study group.

ARTICLE VII -COMMITTEES

The Board of Trustees, by resolution adopted by a majority of the Trustees, may designate and establish one or more committees. The Chair of each committee shall be a Trustee and shall be appointed by the Board Chair. Each Chair shall select the members of his or her committee and shall submit the names of such proposed committee members to the Board of Trustees for approval. All potential committee members shall be approved by the Board of Trustees prior to being asked to serve. Committee Members should be current or former school grand/parents, alumni, former employees, or other members of the school community. Upon approval by the Board of Trustees such Chairs and such members selected by him or her shall constitute such committee. Each Chairman and the members of his/ her committee shall serve as such at the pleasure of the Board of Trustees. The Board of Trustees may abolish any committee at any time for any reason. No act of any committee chair or committee members shall be binding upon the school unless authorized in advance or ratified after the fact by the Board of Trustees. The Board Chair shall serve as an *ex officio* member on all committees.

ARTICLE VIII - PERSONNEL AND POLICY

Head of School: The Head of School shall be appointed directly by the Board of Trustees. The Board of Trustees shall determine his or her length of appointment, conditions of employment and remuneration. The Board of Trustees have input as to the Assistant Head of School hiring process or other principals.

Assistant Head of School: The Assistant Head of School shall be appointed directly by the Head of School. The Head of School shall determine his or her length of appointment, conditions of employment and remuneration.

Accounting Manager: The Board of Trustees have input as to the Accounting Manager Hiring process or other principals. The Treasurer shall have the authority to approve practices, methods and reporting and compliance processes. Like all Staff, the accounting manager is accountable to the HoS within allowable legal constraints . The Treasurer shall have the ability to directly interface with the Accounting manager for the purpose of ensuring transparency and adherence to sound fiscal processes.

Faculty: Faculty members shall be appointed by the Head of School upon approval by a two-thirds majority of the Personnel Committee, an acceptable background check and written approval of the Board Chair of the Board of Trustees. The Board of Trustees shall determine their length of appointment, conditions of employment and remuneration. The Head of School may terminate the employment of a

faculty member with the approval of a majority of the Personnel Committee, the Board Chair in accordance with the policy manual.

Other Employed Personnel: The Head of School shall appoint other employed personnel in accordance with the Policy Manual. The Head of School shall determine their length of appointment, conditions of employment and remuneration.

Appeal of Personnel Actions: Appeal of personnel actions shall be done in accordance with the grievance policy detailed in the Policy Manual.

Volunteer Personnel: All volunteer personnel shall be under the authority of the Head of School or his/her appointed authority.

Standard of Conduct: Standards of conduct and standards of discipline for all school personnel and students shall be established and enforced by the Board of Trustees via the Personnel Committee (employees) and the Student Affairs Committee (students).

Policy: The Board of Trustees shall establish policies concerning illness, tenure, termination, workload, contracts and other personnel matters. The Board of Trustees shall prescribe the course of study which shall be equal to or greater than the minimum educational standards of the State of New Mexico for Public Schools. The Board of Trustees shall establish the school term, holidays, vacations, hours of school attendance and any other matters as deemed necessary.

Section IX. Transitional Governance Status

Although the Articles of Incorporation reference a membership structure, the Corporation has not maintained or accepted members, and all corporate authority has been exercised by the Board of Trustees. It is the intent of the Corporation to amend the Articles of Incorporation to reflect its governance as a non-member nonprofit corporation. Until such amendment is filed, these Bylaws shall govern the operations and internal affairs of the Corporation to the fullest extent permitted by law.

ARTICLE X - AUXILIARY SCHOOL GROUPS

General: All auxiliary school groups formed to represent or support Mesilla Valley Christian School Inc. and their activities shall be under the purview of the Board of Trustees.

Fund Raising: The methods of fund raising and designations of receipts by these school groups shall be subject to review by the Board of Trustees.

Communication: Each auxiliary school group shall provide a copy of approved minutes of each of its meetings at the request of the Board of Trustees.

These Bylaws have been read, discussed, considered, and unanimously adopted by the Board of Trustees of Mesilla Valley Christian School, Inc. this 5th day of November, 2025.

Witness our hands,

Rob Turner

Board Chair

Vice Chair

Secretary

Treasurer

Signature: Jerrod Smith
Jerrod Smith (Nov 5, 2025 07:54:19 MST)

Signature: 
M. ... (Nov 5, 2025 06:59:45 MST)

Signature: Bryan Bagwell
ryan Bagwell (Nov 5, 2025 08:33:52 MST)

