

New Mexico Educational Assistance Foundation DBA New Mexico Student Loans

WHEREAS, the New Mexico Educational Assistance Foundation (the "Foundation") is required by Section 21-21A-6(E) NMSA 1978, the Educational Assistance Act, to adopt bylaws governing board meetings consistent with Sections 10-15-1 to 10-15-4 NMSA 1978, the Open Meetings Act; and

WHEREAS, the Foundation has adopted the required bylaws; and

WHEREAS, Section 10-15-1(D) of the Open Meetings Act requires that meeting of the Board of Directors shall be held only after reasonable notice to the public, and further, that the Board shall determine at least annually in a public meeting what notice for a public meeting is reasonable when applied to that body;

NOW, THEREFORE BE IT RESOLVED, by the Board of Directors of the New Mexico Educational Assistance Foundation, as follows:

Section 1.*Publication of Notice of Meetings.* Except as provided in Section 2 below, the Secretary of the Foundation, or the Secretary's designee, shall cause a notice of all regular public meetings of the Board of Directors to be published one time in a newspaper of general circulation in New Mexico not less than ten (10) days prior to the date of each such scheduled meeting. The notice shall specify the time, place and date of the meeting, together with a proposed agenda containing a general description of the matters to be discussed at the meeting or information on how the public may obtain a copy of such agenda. Except in the case of an emergency, or emergency meeting, the agenda shall be available to the public and posted on the Foundation's website at least seventy-two (72) hours before the meeting. The notice shall also be provided to broadcast stations licensed by the Federal Communications Commission ("FCC") and newspaper of general circulation that have provided a written request for such notice. In addition, the same notice shall be posted conspicuously in the Foundation offices as soon as the date of the meeting has been set, except that such posting need not be earlier than thirty (30) days prior to the scheduled meeting date. In addition to the information specified above, all notices shall include the following language: If you are an individual with a disability who is in need of any form of auxiliary aid, service or special assistance, please contact the Foundation at 761-2012.

Section 2.*Notice of Special or Emergency Meetings.* If, in the opinion of the Chairman of the Board of Directors of the Foundation, a special meeting or emergency meeting, as defined in the Bylaws, is required, the Secretary or the Secretary's designee shall cause notice to be given as follows:

A. **Special Meetings:**

Notice shall be given at least three (3) days in advance. Notice requirements are met if

notice of the date, time, place and agenda is provided by telephone to newspapers of general circulation in the state and posted in the offices of the Foundation and the agenda is posted on the Foundation's website. Telephone notice also shall be given to those broadcast stations licensed by the FCC and newspapers of general circulation that have made a written request for notice of public meetings.

B. Emergency Meetings:

Notice shall be given at least twenty-four (24) hours in advance as in the manner specified in the foregoing Subsection (A), unless threat of personal injury or property damage requires less notice. The notice for all emergency meetings will include an agenda for the meeting or information on how the public may obtain a copy of the agenda. If action is taken at an emergency meeting, the Foundation shall, within five (5) working days of the meeting, report to the Attorney General's Office the action taken and the circumstances giving rise to the emergency.

Section 3. *Closed Meetings.* The Board may close a meeting to the public only if the subject matter of such discussion or action is exempted from the open meeting requirement set forth in Section 10-15-1(H) of the Open Meetings Act.

- A. If any meeting is closed during an open meeting, such closure shall be approved by a majority vote of a quorum of the Board taken during the open meeting. The authority for the closure and the subjects to be discussed shall be stated in the motion for closure and the vote on closure of each individual member shall be recorded in the minutes in accordance with the Open Meetings Act. Only those subjects specified in the motion may be discussed in a closed meeting; and
- B. If the decision to hold a closed meeting is made when the Board of Directors is not in an open meeting, the closed meeting shall not be held until public notice, appropriate under the circumstances and stating the specific provision of law authorizing the closed meeting and the subject matter to be discussed, is given to the members and to general public; and
- C. Except as otherwise permitted under the Open Meetings Act, any action taken as a result of discussion in a closed meeting shall be memorialized by vote of the Board in an open public meeting.

Section 4. *Telephonic Participation.* Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or committee of the Board by means of a conference telephone or similar communications equipment when it is otherwise difficult or impossible for a member to attend the meeting in person, provided that each member participating by conference telephone can be identified when speaking, all participants are able to hear each other at the same time, and members of the public attending the meeting are able to hear any member of the Board of Directors who speaks during the meeting.

Section 5. *Continuation of Resolution.* Subject to Section 10-15-1(D) of the Open Meetings Act, this Resolution shall continue in full force and effect until amended or until the adoption of another superceding Open Meetings Act Resolution by the Board of Directors in a public meeting. The foregoing Resolution of the New Mexico Educational Assistance Foundation was adopted and approved by the Board of Directors of the Foundation on June 24, 2013.