

**BYLAWS
VISTA GRANDE HIGH SCHOOL
COUNCIL**

**ARTICLE I
MISSION STATEMENT**

The Mission of Vista Grande High School, (“School”), is to nurture and prepare students to become self-confident, competent, respectful members of society.

**ARTICLE II
AUTHORITY TO OPERATE AND NAME OF GOVERNING BODY**

The School is a New Mexico Public Charter School that is authorized by Taos Municipal Schools Board of Education (“TMS Board”), in accordance with the Charter Schools Act, NMSA 1978, §§22-8B-1, *et seq.* The name of the School’s governing body as that term is used in NMSA 1978, §22-8B-4(B), shall be the Vista Grande High School Governing Council, and referred to in these bylaws as “the Council.”

**ARTICLE III
EQUAL OPPORTUNITY**

School affirms its commitment to providing equal treatment of all of its students, parents and employees. Neither School or the Council shall discriminate against any student, parent, employee, visitor or contractor, 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, veteran’s status, or any other protected status as defined by state or federal law, with respect to his/her rights, privileges, programs, activities, and/or in the administration of its educational programs, school operations and athletics/extracurricular activities.

**ARTICLE IV
GOVERNANCE AND TRAINING**

The Council has a responsibility to ensure that School operates in accordance with all applicable laws and regulations, and meets its commitments to its authorizer, TMS Board, 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 School’s charter contract with the TMS Board and legal responsibilities of public schools. Council members must become educated about public school laws and applicable rules and regulations. All 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 School 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 these provisions:

- Charter Schools Act (NMSA 1978, §§ 22-8B-1 *et seq.*)
- School Personnel Act (NMSA 1978, §§ 22-10A-1 *et seq.*)
- Procurement Code (NMSA 1978, §§ 13-1-1 *et seq.*)
- Open Meetings Act (NMSA 1978, §§ 10-15-1 *et seq.*)
- Public School Finance Act (NMSA 1978, §§22-8-1 *et seq.*)
- New Mexico Public Education Department regulations, (contained in Title 6 of the New Mexico Administrative Code); specifically, but not limited to:
 - Charter School Application and Appeal Requirements (6.80.4 NMAC)
 - Charter School Governing Body Training Requirements (6.80.5 NMAC)
 - Standards for Excellence (6.29.1 NMAC)

To the extent School has not specifically requested and been granted a waiver from a particular NMPED policy/regulation, those policies/regulations which have not been waived, shall apply.

ARTICLE V GOVERNING COUNCIL POWERS AND RESPONSIBILITIES

The primary powers and duties of the Council are to:

- Develop educational and operational policies for the School;
- Award high school graduation diplomas to students who have successfully completed graduation requirements;
- Ensure alignment of the charter school's curricula with New Mexico content standards and benchmarks and performance standards;
- Employ School's head administrator, who shall be referred to hereafter as the "Director" and evaluate the Director annually;
- Set the salary schedule for School employees;
- Charge the Director with the responsibility of implementing the charter; employing, fixing the salaries of, assigning, terminating and discharging all School employees; carrying out School's policies and procedures, facilities plans, budget, and such other directives and policies adopted by the Council from time to time. The Council shall not be involved in the day-to-day operations of the School;
- Be responsible for oversight of revenue and expenditures within the district or charter school budget;
- Ensure that School's funds are appropriately managed and disbursed in accordance with laws, regulations and terms of grants;
- Make deposits to the credit of the School in such banks, trust companies or other depositories as the Council may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by New Mexico Public School Finance Act, or other applicable law or regulation;

- Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public charter schools;
- Initiate lawsuits or take all necessary steps to protect the School's interests;
- Consistent with School's budget authority, approve contracts for the repair and maintenance of all property belonging to the School or for which School is contractually responsible to maintain and repair, which authority may be delegated to the Director up to an amount not exceeding \$12,500.00 ;
- Enter contracts consistent with the School approved budget for any service or activity that is required for School to perform in order to carry out the educational program described in the School charter. The Council may delegate its authority hereunder to the Director for contracts not exceeding \$30,000, except in cases of employment contracts which shall be delegated to the Director consistent with School's budget authority and the Council's adopted salary schedule;
- Develop, adopt, amend, and review policies annually and procedures pertaining to the administration of all powers or duties of the Council and School;
- 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 School;
- Approve amendments to the School's charter contract prior to presentation to TMS Board for approval;
- Make application to NMPED for capital outlay funds;
- Open other locations for operation of School as consistent with the charter;
- Address problems through the applicable dispute resolution processes according to policies and procedures;
- Review and consider recommendations submitted by the Director and other advisors to the Council;
- 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 School or its Council and TMS Board and TMS officials to the mutual benefit of the operation of School and its authorizer;
- Make final determinations, concerning the rights and obligations of individual students or employees, including disciplinary or employment matters that will or may become the subject of a hearing before the Council; and
- 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 public meeting pursuant to the New Mexico Open Meetings Act, 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 Director with implementing school policies, programs or other directives of the 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. The Council shall have no fewer than five (5), but no more than seven (7) voting members. The Council will ensure that membership will include a broad range of expertise and will seek to find members with background in education, non-profit governance, law, public school curriculum and assessments, finance, and such other fields beneficial to School's mission and the efficient, sound governance of School. In addition to professional skills, the Council will recruit candidates for membership who represent the cultural, socio-economic, and ethnic background of the School's student population. The candidates for positions on the Council shall be considered based upon their professional skills, diversity, demonstrated collaborative and problem-solving skills and attitudes, their ability and willingness to devote substantial time and energy to serving on the Council (including the requirement that each Council member shall regularly participate in the activities of at least one Council committee), and their commitment to acting in the best interests of School as a whole, rather than for the interests of any particular person or group.

2. Member Terms. There shall be no limit on the length of a member's tenure on the School Council.

3. Vacancies. A vacancy on the Council caused by an increase in the number of council members, a member's resignation, or a member's removal by vote of the Council will be filled by majority vote of the remaining Council members. To fill any vacancy, the Council may post the Council vacancies on the School's website, School's marquee and in School announcements with a deadline for submitting letters of interest. The Council will then screen the candidates' letters of interest during a public meeting. The position will be filled by a majority vote of the Council. If the member is filling an existing position, his/her term will expire at the end of that term.. If Council membership falls below five (5) the vacancy shall be filled within sixty (60) days from creation of the vacancy.

4. Disqualifications/Nepotism Rule. In no event shall a Council member be a School employee, spouse of another Council member, or have a contract for provision of services or property with School. The Council will not initially employ as 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 Director, the Council may

approve the Director's hiring of the Director's family members as School employees by majority vote at a public meeting. Prior to approving the Director's request to hire said individual, the Council shall carefully consider the potential impact on the integrity, efficiency, discipline and public perception of School in the employment of any person who is a family member of the Director or the parent of a currently enrolled School student.

5. 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.

6. Leave of Absence. The Council recognizes that members of our Council are volunteers and have family, personal and work-related issues that can arise and require their absence from the Council. To that end, the Council will consider a member's request for a leave of absence for reasons to include, but not be limited to, accommodate for: family or personal medical leave, religious ceremonies, extenuating work-related leave, or such other reason as the Council deems outweighs losing the member due to his/her resignation. A member requesting a leave of absence shall notify the president of the Council in writing of the request for leave at least thirty days in advance, unless exigent circumstances warrant a shorter period, and shall provide an explanation for the request and anticipated duration with a return date. Consideration of the member's request will be presented to the full Council during a public meeting. The Council shall consider whether a leave of absence or the member's resignation from the Council is in the best interest of the School taking into account the total number of the members currently serving on the Council, workload of the Council, duration of and prior service to the Council, or such other circumstances the Council deems appropriate. Confidentiality, when appropriate will be maintained to the extent possible in compliance with the Open Meetings Act. Requests shall be considered on a case by case basis.

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 two consecutive regular meetings or two 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 the school;
- e. Failure to return from leave of absence; or
- f. Any other ground the Council deems appropriate.

8. Resignations. A member shall state his/her intent to resign in writing with the effective date of the resignation and deliver the resignation to the Council President. A member's resignation shall be effective upon the date stated in the letter of resignation and does not have to be voted on by the Council.

ARTICLE VIII OFFICERS OF THE COUNCIL

1. Officers of the Council. The officers of the Council shall be a president, a vice-president, and a secretary/treasurer. School 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 (both such situations referred to hereafter as the “absence” of the officer), the duties of the office shall, unless otherwise provided by the Council, be performed by the next officer set forth in the following sequence: president, past president, secretary/treasurer.

2. Election and Tenure. All officers shall be elected by a majority vote of the Council. The President shall serve for a term of three (3) years, all other officer shall serve for one (1) year terms; all officers shall be limited to a maximum of two (2) consecutive terms. Regular election of officers shall take place at the annual meeting of the Council each school year or until their successors have been duly elected and qualified, or until their death, resignation or removal. Officers’ terms shall begin at the meeting immediately following the meeting of the Council at which the officer is elected to serve.

3. Annual Meeting. An annual meeting of the Council for the election of members and officers and such other business as may come before the meeting shall be held in September of each year. Written notice shall be given not less than ten (10) days of the annual meeting time, place, and purposes of the meeting. The meeting shall be held at the principal location of the School or such other place as shall be specified in the meeting notice.

4. Resignations and Removal. An officer may resign at any time by giving written notice to the president or to the secretary, 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 School would be served thereby.

5. 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.

6. 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 School 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 is responsible for compiling the topics for business to be placed on the agenda.

7. 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.

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 as defined NMSA 1978, §22-8-12.3(B) and (C) and an Audit Committee as defined by NMSA 1978, §§22-8-12.3(D); and a Nominating Committee, as defined in Article VII, Section 3, above. 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. Finance Committee. The Council shall appoint a standing Finance Committee made up of no fewer than two Council members, and Council's President shall be the Chair of such committee. The Finance Committee shall make recommendations to the Council in the following areas:

- a. Financial planning, including reviews of the charter school's revenue and expenditure; projections; review of financial statements and periodic monitoring of revenues and expenses; annual budget preparation and oversight; and procurement.
- b. The Finance Committee shall serve as an external monitoring committee on budget and other financial matters.
- c. The Finance Committee shall consult with the Director and School's Business Manager on the annual budget process including reviewing and making recommendations on the annual budget, developing and recommending long range financial objectives for the School, and reviewing and making recommendations on additional financially related charter school matters.
- d. The Finance Committee shall review the monthly financial reports received from the School's Business Manager and a Council member shall comment on such reports at the regular Council meetings.

- e. The Finance Committee will be responsible for presenting documentation for the Council's approval and submission to the New Mexico Public Education Department regarding state related procedures, including but not limited to, SEG funding and Federal Grants received.
3. Audit Committee. The Council shall appoint a standing Audit Committee made up of no fewer than two (2) Council members, one volunteer member who is a parent of a student attending the School, and one volunteer member who has experience in accounting or financial matters. The Director and Business Manager will serve as ex-officio members of the Committee. The Audit Committee shall:
- a. Evaluate the request for proposals for annual financial and audit services;
 - b. Recommend the selection of the financial auditor;
 - c. Attend the entrance and exit conference for annual and special audits;
 - d. Meet with external financial auditors at least monthly after audit field work begins until the conclusion of the audit;
 - e. Be accessible to the external financial auditors as requested to facilitate communication with the Council and the TMS Superintendent;
 - f. Track and report progress on the status of the most recent audit findings and advise the Council on policy changes needed to address audit findings;
 - g. Provide other advice and assistance as requested by the TMS Board; and
 - h. Be subject to the same requirements regarding the confidentiality of audit information as those imposed upon the local school board by the Audit Act and rules of the State.
4. Director's Committees. The Director is empowered to establish committees within the school that report to the Director. The Director shall advise the Council about the purpose of the committees and activities affecting the school.
5. 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.
6. Committee Functions. The function of the 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 present written reports to the Council containing committee recommendations. Committees shall comply with the Open Meetings Act, when required by law.

ARTICLE X COUNCIL MEETINGS

1. Council Meetings. The 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 School and set forth in the Council's annual resolution as required by NMSA 1978, §§10-15-1. Council meetings will be held at the School's office location in _____, 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, and shall be held 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 ("Resolution"). The Resolution shall be posted for public information on the School's website.

2. Council Agenda. The President of the Council shall set the Council agendas. A request to have an item placed on the agenda must be submitted in writing to the President at least ___ hours prior to the required time the agenda must be posted. 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 and as set forth in the Resolution.

4. Council Minute and Records. The Council shall delegate responsibility for taking minutes of all Council meetings to the School'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 Director or his/her designee shall also supervise the 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 ten (10) days after each meeting of the Council.

The minutes of the meetings of the Council shall include:

- a. The date, place and classification of the meeting (regular, special or emergency);
- b. The call to order stating the time and the name and office of the person presiding;
- c. The record of the roll call of Council members;
- d. A notation of the presence or absence of the Director;
- e. A record of any change to the published agenda (but no action item may be added);
- f. A record of any corrections to the minutes of any previous meetings and the action approving them;
- g. A record of any communications, petitions or reports presented to the Council;
- h. A record of each motion placed before the Council and:
 - (i) the member making the motion and the member seconding, if any,
 - (ii) the declaration of the person presiding that the motion passed or failed, and
 - (iii) the name of each person voting aye, or nay, or abstain on other than unanimous votes.

All reports, resolutions, agreements, and other written documents which require Council action may be made part of the minutes by reference only, but shall be kept on file as part of the permanent record. The minutes shall be permanently filed and kept in the administrative office of the School after approval by the Council. Minutes shall be made available for inspection by any person according to the requirements of the Inspection of Public Records Act at the administrative offices of School during regular business hours. The minutes shall not be removed from the administrative office of the School. If any Council meeting is audio recorded, the recording shall be deemed erased after the Council has approved the minutes for that meeting.

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. Procedure. Roberts' Rules of Order, newly revised, will govern the Council, except when in conflict with applicable laws or regulations, which then prevail. Most action items are handled by appropriate motion procedures.

7. Attendance via Telephone Conference Call. Except to the extent otherwise provided by law, any meeting of the Council may be attended by any of the Council members by means of a conference telephone (or similar communications equipment) when it is otherwise difficult or impossible for the 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 other member of the Council who speaks during the meeting. Such attendance shall constitute presence by the Council member as if in person at such meeting and for purposes of determining a quorum. Any action taken by the Council at such meeting shall constitute a valid action of the Council. Council members appearing by telephone shall make advance arrangements with the Council President.

ARTICLE XI CONFLICT OF INTEREST

1. Definition. Conflict of Interest - A conflict of interest occurs whenever a Council member permits the prospect of direct or indirect personal gain or gain to a relative or affiliated person, to influence improperly his or her judgment or actions in the conduct of the Council. A conflict of interest also exists when a Council member, school employee, officer or agent or an immediate family member of the Council member, school employee, officer or agent has a financial interest in the entity with which the charter school is contracting.

2. Improper Actions. It is not practical to specify every action that might be considered to raise a conflict of interest. Consequently, Council members should immediately disclose to the Council any circumstance that may give rise to the appearance of a conflict of interest. The following situations have the potential for being an actual conflict of interest and must be avoided:

- a. Director's hiring a Council member's relative as an employee, whether full-time or part-time.
- b. When a member of a governing body or employee, officer or agent of a charter participates in selecting, awarding or administering a contract with the charter school if a conflict of interest exists.
- c. Acquiring, leasing, selling any property, facilities, materials, or contract services (e.g., financial, legal, public relations, computer) under circumstances in which there is direct or indirect compensation to a Council member, or his/her immediate family member or an affiliated person of the member.
- d. Using confidential information acquired by virtue of their associations for their individual or another's private gain.
- e. Requesting or receiving and accepting a gift or loan for themselves or another that tends to influence them or appear to influence them in the discharge of their duties as Council members. Influencing or having the appearance of influencing

business with suppliers, which results in the financial benefit to a Council member, his or her relatives or an affiliated person.

3. Disclosure/Annual Statement. Each Council member agrees to complete and sign a Disclosure of Conflicts of Interest statement prior to accepting his/her position on the Council. In addition to this statement, Council members shall annually update the disclosure statement and shall otherwise immediately notify the president of the Council when he or she becomes aware that an actual or potential conflict may exist.

4. Removal from Voting. In order to avoid conflicts of interest and the appearance of impropriety, Council members shall not participate in open meeting or closed session deliberations or votes relating to the discipline of (i) himself or herself; (ii) any relative of the Council member; or (iii) any transaction between the Council and any affiliated person of the Council member.

5. Action with Interested Members. The Director shall not authorize (by approval of a purchase order or otherwise) or enter into any proposed transaction where an actual or apparent conflict of interest exists unless and until the transaction has first been evaluated and approved by the Council. Each Council member shall be responsible for disclosing to the Council the existence of any such direct or indirect interest. Failure to make such disclosure shall be grounds for voiding the transaction, at the discretion of the Council.

6. Violations by Council Members. Upon discovery of a possible infraction of the established Council conflict of interest policies, the discovering party is required to immediately notify the president, school administration, and all Council members. A Council meeting must be immediately scheduled to consider the matter. In the event the Council decides that a Council employee, Council member, or volunteer has violated the conflict of interest rules or otherwise abused or attempted to abuse his or her position on the Council, the Council shall recommend appropriate action

7. Payments to Council Members. There shall be no remuneration or mileage payments made to governing council members for attendance at regular, special or emergency Council meetings, held at the regular location of the Council.

8. Gifts and Gratuities. Members of the Council shall neither solicit nor accept personal gratuities, favors, nor anything of monetary value from contractors or merchants with whom Council is doing business, or who are attempting to sell goods or services to the charter school. This policy does not preclude acceptance of food or drink of a social nature or participation in a social event.

9. Nepotism. According to NMSA 1978, §22-8B-10, the Director or Council shall not initially employ or approve the initial employment in any capacity of a person whose father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, daughter-in-law, brother, brother-in-law, sister or sister-in-law is a member of the Council or Director. The Council may waive the nepotism rule for family members of the Director/Administrator. The Council shall carefully consider the potential impact on the integrity, efficiency, discipline and public perception in the employment of any person who is the parent or family member of a student or school employee.

ARTICLE XII COUNCIL MEMBERS' ETHICAL OBLIGATIONS AND DUTIES

1. Misuse of Position. A Council member shall not use his or her position at School to attempt to influence the decision of any School employee to grant special treatment to (a) the child or ward of the member, (b) any relative of the member, or (c) any affiliated person as defined in the Council's Conflict of Interest Policy. Every Council member and every School employee who is a parent or ward of a School student shall inform his or her child that he or she is required to follow all rules, policies and procedures applicable to School students, that he or she is not entitled to special treatment by virtue of the relationship with a Council member or employee, 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 School'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 School'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. The Council recognizes that confidential information will be brought to the attention of individual Council members and/or the Council as a whole pertaining to, but not limited to, the following:

- a. personnel matters, including discipline, hiring/discharging decisions, complaints against employees;
- b. matters pertaining to litigation or proposed litigation in which the Council is or may become a party, or attorney-client communications;
- c. consideration of gifts, bequests, or donations where confidentiality has been requested by the donor;
- d. consideration of suspension, expulsion, or disciplinary action in connection with a student; or
- e. other issues that may be considered confidential pursuant to applicable laws.

Council members are expected to keep these matters confidential, as well as the deliberations or discussions that take place in closed session. 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 appropriate staff members only.

The Council further recognizes that public disclosure of such information may result in injury to individuals or potential harm and possible liability to the School, and that the Council members must respect confidentiality of information that is privileged under applicable laws. It is the policy of the Council that members shall discuss or disclose confidential information only in connection with legitimate charter school business and only with individuals who have a legitimate right to know. All information discussed or documents provided to members of the Council which fall within the categories listed above or which are authorized to be closed by the Open Meetings Act shall be kept confidential, unless the Council authorizes disclosure by majority vote.

4. Excusal. It shall be the duty of each Council member to voluntarily excuse him/herself from discussions of confidential information and abstain from voting on matters in which the

Council member has a personal or financial interest, including an interest by a member of the Council's immediate family, or where the Council member's participation will or may compromise the confidential nature of the discussion. Where a Council member fails or refuses to voluntarily excuse him/herself from such discussions and confidential information is disclosed as a result, the Council may enforce this policy by:

- a. requiring the Council member to excuse him/herself from future discussion of the same or similar matters and abstain from voting;
 - b. publicly censuring the Council member; or
 - c. by such other remedies available under Council procedure, e.g. removal of the member.
5. Survival of Obligation. A member's obligation to maintain confidentiality shall survive the Council member's tenure on the 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 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 Director sponsor a proposed policy.

2. Amending Council Bylaws. Any section or subsection of these bylaws may be altered, suspended or revoked only by two thirds (2/3) of a quorum vote of the Council.

3. Signatory Authority. All School checks or warrants for purchases of goods or services over \$5,000 shall require two signatures as determined by resolution of the Council. The Council may by a majority vote, delegate authority to sign contracts as described by resolution, to the Director consistent with Article V. All checks must be signed by two authorized individuals, neither of which may be School's business manager.

4. Dissolution of the Charter. If deemed advisable by the Council that School's charter should be dissolved, School in collaboration with the TMS Board 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 Bylaws were duly adopted by the School's Council on July 30, 2018.

By: Elizabeth Reed
President

By: Eleanor Romeo
GC Member

By: Mark Goldman
GC Member

By: [Signature]
GC Member

By: [Signature]
GC Member