



**NEW MEXICO INTERNATIONAL SCHOOL
GOVERNING COUNCIL
BYLAWS**

Amended 17 December 2015

Amended 18 February 2016

Amended 14 September 2017

Amended 14 December 2017

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ARTICLE I- GOVERNING COUNCIL

Section 1. Definition and Purpose

The governance of the New Mexico International School (NMIS) is vested in the Governing Board hereby referred to as the Governing Council (GC). The purpose of the Governing Council is to govern the School in accordance with the terms of its charter in compliance with the New Mexico Charter Schools Act, NMSA 1978 §§22-8B-2 (2006), *et seq.* as amended from time to time.

Section 2. Powers of the Governing Council

In addition to all powers conferred upon the Governing Council by New Mexico law, the GC shall have the power to:

- a) Perform any and all duties imposed on them collectively by State and Federal law, by the NMIS Charter or these Bylaws;
- b) Develop educational and operational policies consistent with the school's mission statement;
- c) Adopt rules and policies pertaining to the administration of the GC and the school;
- d) Employ, supervise and annually evaluate the Head Administrator of NMIS including annually deciding on the renewal of the Head Administrator's contract and annually establishing the Head Administrator's salary;
 - 1) The Governing Council shall delegate administrative and supervisory functions of the day-to-day operations of the school to the Head Administrator. The GC shall not be involved in the day-to-day operations of the school.
 - 2) The Governing Council shall delegate to the Head Administrator the authority to implement the approved charter and the schools' policies and procedures, facilities plans, budget and such other directives and policies adopted by the GC. The Head Administrator shall be responsible for all matters pertaining to the school's affairs, including recruitment and supervision of school's Director. The Head Administrator shall approve the payment of proper bills for school expenditures. The Head

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Administrator shall maintain a copy of all GC-approved documents, including the school charter, minutes, agendas, bylaws, resolutions and policies.

- e) Establish for the remainder of the NMIS staff, a compensation schedule to be employed by the Head Administrator in setting salaries annually for all teaching, administrative and support staff of NMIS;
- f) Resolve problems that have escalated to the Governing Council according to policies, procedures and appropriate protocol; and review recommendations submitted by the Head Administrator and other GC consultants and advisors;
- g) Review, approve and monitor the implementation of the annual budget, of anticipated income, and expenditures; vote on the Budget Adjustment Requests (BARS) and direct preparation of the annual financial audit;
- h) Participate in organizing resource development efforts at the school, including fundraising, grant writing, volunteer recruitment and public relations campaigns;
- i) Develop both a long-term strategic plan and an annual work plan for the school to foster the attainment of its goals and objectives and to assure faithful compliance with the terms of the original charter granted by the New Mexico Public Education Department, including periodically reviewing that charter with an eye to possibly seeing revisions in it; and conduct those meetings in compliance with the requirements of the New Mexico Open Meetings Act, including public notice.
- j) Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to the public school;
- k) Initiate or defend lawsuits and take all necessary steps to protect Schools' interests;
- l) Authorize the repair and maintenance of all property belonging to School, or for which School is contractually responsible to maintain and repair, and /or delegate authority to the Head Administrator for repair and maintenance of School property;
- m) Enter into contracts consistent with the School approved budget for any service or activity that is required for NMIS to carry out the educational program described in its charter and in accordance with the New Mexico Charter School act as amended, and/or delegate authority to the Head Administrator to enter into certain contracts;
- n) Accept or reject any charitable gift, grant, devise or bequest;
- o) Approve amendments to the charter prior to presentation to the authorizer for approval;
- p) Make application to the authorizer of the Public School Capital Outlay Council for capital outlay funds;
- q) Amend the Bylaws of the Governing Council from time to time consistent with the mission of the School by a majority vote of all members at any regular or special meeting;
- r) Promote a cooperative relationship with its charter authorizer; to function in accordance with the New Mexico Charter School Act and resolve any disputes which may arise between the Governing

Council and the Public Education Department; and

- s) Reserve any other powers and duties as included in the charter and that are not inconsistent with federal or state laws or constitutions, or as otherwise set forth in the Charter Schools Act, NMSA 1978 §§22-8B-1 *et seq.* and the New Mexico Public School Code, Chapter 22 of the New Mexico Statutes.

Section 3. Governing Council Members

The Governing Council shall establish the number of members, which shall be set at least five members. Members shall be comprised of the community at large, with a focus on individuals who bring professional expertise that the GC has identified as desirable.

One non-voting member of the GC may be a parent of a current NMIS student. This member shall be nominated by the School Advisory Committee (SAC) to serve as a non-voting member of the Governing Council, and as a member of the SAC. The GC will in turn vote to accept or reject this person as a GC member. This parent member shall serve a two year term, and may not be re-elected for a consecutive term. The SAC may nominate a new GC member each spring to serve for the upcoming fiscal year.

All other GC members shall not be parents or guardians of current NMIS students, and will serve for a three year term. Upon completion of that term, a non-parent member who wishes to continue serving may request another term from the other members of the Council. Such extensions must be approved by majority vote of the other GC members. No member may serve more than two, three-year terms. Each member shall serve until his or her successor is selected.

- a) Any member may be removed by the majority vote of the Governing Council whenever, in its sole and unfettered discretion, the school's best interests would be served thereby.
- b) Attendance at Governing Council meetings is mandatory. Any GC member missing two meetings in a row without prior notification may be dismissed from the GC. If a Council member cannot be physically present at a meeting for unavoidable conflict, he/she may make arrangements to appear by telephone in accordance with the provisions of the Open Meetings Act.
- c) Any member may resign at any time by giving written notice to the Governing Council President or to the Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- d) A vacancy, other than a vacancy occurring by an expiration of a term, shall be filled by the Governing Council by the process identified above. Once the vacancy is filled, the term shall only be for the unexpired portion of the term of the member being replaced.

Section 4. Quorum

A simple majority of the current number of Governing Council members shall constitute a quorum. In the absence of a quorum, those members present may adjourn by the majority vote until a quorum is constituted.

Section 5. Salaries and reimbursements

A Governing Council member may not receive a salary from the School for services as a member. A

member may be reimbursed with prior approval by the GC for travel, out-of-pocket and other expenses incurred while performing as a GC member on school business, in accordance with the New Mexico Mileage and Per Diem Act.

Section 6. Conflict of Interest

Public office is a trust created in the interest of the common good and for the benefit of the people. It is the intent of the Bylaws to maintain public confidence and prevent the use of public office for the private gain. Governing Council members shall disclose any known or potential conflicts of interest in writing to the GC prior to the time set for voting on any such transactions, and shall not vote on the matter or attempt to influence the decisions of the other GC members in voting on the matter. The written disclosures will be attached to the minutes of the meeting in which board action occurred relating to the matter disclosed. No GC member shall contract with the School or receive compensation from the School for services, other than reimbursement as set forth in Section 5 above.

Section 7. Liability Insurance for Governing Council

Except as may be otherwise provided for by State Law, the Governing Council may adopt a resolution authorizing the purchase of insurance on behalf of any agent on the Council (including Council members officers employees or other agents of the Council) against liabilities asserted against or insured by the agent in such capacity or arising out of the agents' status as such, whether or not the GC would have the power to indemnify the agent against such liability under these bylaws or provisions of the law.

Section 8. Individual Member's Authority

A member of the Governing Council is a public officer, but has no power or authority individually. The charter vests power in the GC and not in its members individually. These powers must be exercised by the GC at public meetings, whether regular, special, or emergency meetings, with action duly recorded in its minutes.

Section 9. Binding Authority

The Governing Council shall not be bound in any way by action or statement on the part of any individual GC member except when such a statement or action is in pursuance of specific instructions from the GC as a whole. Any such exception shall be recorded as an action item of the GC and recorded in the minutes.

ARTICLE II – OFFICERS

Section 1. Designation of Officers

The officers of the Governing Council shall consist of: President of the GC, Vice-President, Secretary, and Treasurer, all of whom shall be members. The officers shall be elected by the GC for a term of one year and, unless removed sooner, shall serve until their successors are duly elected.

Section 2. Qualifications

Any Governing Council member may serve as officer of this GC upon election to office by a majority of the Council members.

Section 3. Election and Term of Office

Officers shall be elected by the Governing Council at the first meeting of the year following the start of the school year.

Section 4. Duties of Governing Council President

The Governing Council President shall preside at all meetings of the GC. The President shall have the

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right, as other members of the GC, to make or second motions, to discuss questions, and to vote. The President may not act for or on behalf of the GC without prior specific authority from a majority of the GC to do so. All communications addressed to the President shall be considered by him/her for appropriate action, which consideration may include consulting with legal counsel, and consideration by the GC. The President shall sign legal documents as required by law and perform such other duties as may be prescribed by the GC. It is President's responsibility to ensure that GC members uphold their commitments/responsibilities to the school. The President, in collaboration with the Head Administrator, is responsible for compiling the topics for business to be placed on the GC agenda. Any member of the GC may offer items to be heard or discussed at any meeting of the GC.

Section 5. Duties of the Vice President:

The Vice-President 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 Governing Council membership.

Section 6. Duties of the Governing Council Secretary

The Secretary or the Secretary's designee shall issue Governing Council meeting notices and shall keep minutes, act as custodian of the school's records, seal and sign instruments as required, and make other reports, and perform such other duties as are incident to the office. The Secretary shall maintain a permanent archive of GC-approved minutes and agendas.

Section 7. Duties of the Governing Council Treasurer

The Treasurer shall have general supervision of the school's money and securities. The Treasurer shall supervise the maintenance of financial records and books, shall sign such instruments as required, and shall make such reports and perform such other duties as are incidental to the office. He/She shall attend the PED Spring Budget Workshop and/or any other financial regulatory training recommended by the Head Administrator or the Business Manager.

Section 8. Engagement of consultants or agents

The Governing Council may appoint or hire consultants and agents to perform duties on behalf of the GC and/or the School as the GC may prescribe.

Section 9. Vacancies among Officers

The Governing Council at its next regularly scheduled meeting shall fill any vacancy among the officers. An officer appointed to fill a vacancy shall serve for the unexpired terms of his predecessor in office.

ARTICLE III – MEETINGS

Section 1. Frequency and compliance of Governing Council meetings

The Governing Council shall meet in regular meetings at least four times a year. All meetings of the GC shall be held in accordance with the New Mexico Open Meetings Act (OMA) and in keeping with the GC's annual OMA resolution. For regular meetings, GC members may participate electronically in real time (i.e. "virtual attendance") and be able to participate as if they were physically present for up to four regular meetings in a fiscal year. Such attendance will count towards establishing a quorum. Special

and Emergency Meetings have no limit in virtual attendance.

Section 2. Annual Work Session

The Governing Council shall hold an annual work session for the purpose of strategic planning or such other purpose as the GC shall designate. The annual GC work session shall normally be held in late May or June at such time and place as the GC President determines.

ARTICLE IV – COMMITTEES

Section 1. Establishment

The Governing Council may appoint such standing committees and/or ad hoc committees as it deems necessary for the effective governing of the school. Members of each Committee may be chosen from time to time by the GC and shall serve for such period of time as the GC shall from time to time determine. The specific composition of the Finance Committee, however, shall be governed by the provisions of paragraph below, 'Finance/Audit Committee'.

Section 2. Standing Committees

Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into the charter school policy manual. The function of any committee so established shall be fact-finding, deliberative, and advisory to the Governing Council. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school. Standing committees shall be made up on no more than one less than a quorum of the GC. The President shall be an ex officio member of each committee. The Head Administrator of the school shall be an ex officio member of each committee, except where his/her evaluation, tenure, and/or salary are to be deliberated. Standing committees shall be:

School Advisory Committee:

The Governing Council of NMIS establishes the School Advisory Committee (SAC) as a committee of the GC in order to collect parent feedback on important issues facing the school community. The GC remains the body that is legally responsible for setting school and financial policies.

The SAC acts strictly in an advisory capacity to the School Director, with its agenda based on guidance from the GC, Head Administrator, and the school community.

SAC recommendations of an operational nature (such as student drop-off times or creating a hand-me-down box) may be approved and implemented by the Head Administrator. SAC recommendations of a policy nature (such as curriculum, student confidentiality, or dress code) must be approved by the GC. If it is unclear whether a recommendation is of an operational or policy-related nature, it should be presented to the GC.

The SAC may advise on school programs, marketing, public relations, and community outreach. The SAC may also contribute to the development of the school's long-term strategic plan.

Finance/Audit Committee:

The Finance Committee shall be comprised of the Governing Council President, Governing Council

Treasurer, and two NMIS parents. One of the parent members must have a financial background. The School Business Manager and Head Administrator shall serve the Finance/Audit Committee in an advisory capacity. This committee shall oversee the school's finances, develop the operational budget for presentation to the GC for the approval; evaluate the Head Administrator's compensation oversee the use of funds; review an annual audit; review and oversee the school's risk management policies and investments; and review and advise the GC on all matters affecting the school's financial condition.

Section 3. Ad Hoc Committees

The Governing Council President, with the consent of the GC, may create additional committees and ad hoc committees and delegate tasks to such additional committees as appropriate. Each additional/ad hoc committee shall have a charge specific to its permitted activities and that charge shall include the date on which the committee is to present its final report to the GC and be dissolved. Members of ad hoc committees shall be drawn from those parents and staff of the school community who indicate interest in serving on the ad hoc committee and from such others as may be deemed appropriate by the GC.

Section 4. Committee chairpersons

Chairpersons for standing committees will report to the Governing Council at the request of the GC

Section 5. Resignations and Removal

Any member of a committee may, at any time, resign by giving written notice to the Chair or the Co-Chair and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of a committee may be removed by the School Director whenever in its judgment the best interests of the School would be served thereby.

Section 6. No Compensation

Members of the committees shall not receive any compensation for their services; however, they may be reimbursed for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.

ARTICLE V – FACULTY

Section 1. Faculty engagement, supervision, and termination

The Head Administrator shall recruit, supervise, hire and terminate all faculty and staff. The faculty contracts shall be for one school year or less. The Head Administrator shall assign compensation based on a Governing Council-approved salary schedule and shall assign job descriptions for and annually assess the faculty staff.

Section 2. Direction of faculty

Faculty shall be subject to the Head Administrator's control and direction in all matters relating to their teaching duties and their personal conduct that affects the school's welfare.

ARTICLE VI – FISCAL YEAR AND AUDIT

The school's fiscal year shall begin on the first day of July and end on the last day of June of the following calendar year. The school's financial accounts shall be audited annually by a certified public

accountant and in accordance with state law.

ARTICLE VII – MAINTENANCE OF RECORDS

The Governing Council shall task the Head Administrator to maintain:

- a) Minutes of all meetings of the Council and Council committees, indicating the time and place of such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements gains and losses;
- c) A copy of the NMIS Charter and Bylaws amended to date, which shall be open to inspection at all reasonable times during office hours.
- d) Every Governing Council member shall have the right at any reasonable time and for purposes related to school business to inspect and copy all books, records and documents of every kind and to inspect the physical properties of NMIS and shall have such other rights to inspect the books, records and properties of the school as may be required under the NMIS Charter, other provisions of these bylaws and provisions of law, unless access to a specific record is otherwise restricted by law.

ARTICLE VIII – IDEMNIFICATION

To the fullest extent permitted under state law, the school shall indemnify any member or officer who is the subject of legal action because the person was a member or officer, including but not limited to payment of settlement, judgment, attorney's fees and costs. The Governing Council may in its discretion indemnify other persons, subject to applicable laws.