

GOVERNING COUNCIL BYLAWS

ARTICLE I MISSION STATEMENT

Together with parents and the community, The Montessori Elementary and Middle School, (“TMEMS”), a New Mexico public charter school created pursuant to the Charter Schools Act, NMSA 1978 §§22-8B-1, *et seq.* Learning is best achieved within a positive social atmosphere that supports each individual’s unique development. We offer an excelled program by providing a strong Montessori academic curriculum coupled with Suzuki Music Method. Our ultimate goal is to encourage children to become responsible citizens who have the ability and desire to fulfill lifelong educational and social goals.

ARTICLE II NAME OF GOVERNING BODY AND SCHOOL

The name of The Montessori Elementary and Middle School’s governing body shall be known as the “Governing Council,” and referred to in these bylaws as “The Council.”

ARTICLE III EQUAL OPPORTUNITY

TMEMS affirms its commitment to providing equal treatment of all of its students, parents and employees. Neither TMEMS or the Council shall discriminate against any student, parent or employee 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, or any other basis protected by law, with respect to his/her rights, privileges, programs, activities, and/or in the administration of its educational programs and athletics/extracurricular activities.

ARTICLE IV GOVERNANCE AND TRAINING

The Council has a responsibility to ensure that TMEMS operates in accordance with all applicable laws and regulations, and meets its commitments to its authorizer, the New Mexico Public Education Commission (“PEC”), 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 TMEMS charter and legal responsibilities of public schools. Council members must become educated about public school laws and applicable rules and regulations. All TMEMS 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 TMEMS 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).

To the extent TMEMS 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:

1. Develop educational and operational policies for TMEMS;
2. Employ TMEMS’s head administrator, who shall be referred to hereafter as the “Executive Director,” evaluate the Executive Director annually; and set the salary schedule for certified/licensed employees;
3. Charge the Executive Director with the responsibility of implementing the charter; employing, fixing the salaries of, assigning, terminating and discharging all TMEMS employees; carrying out TMEMS’s policies and procedures, facilities plans, budget, and such other directives and policies adopted by the Council from time to time. The Governing Council shall not be involved in the day-to-day operations of the school;
4. Review, approve and monitor the annual TMEMS budget in conjunction with the Finance and Audit committees’ recommendations;
5. Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public charter schools;
6. Initiate lawsuits or take all necessary steps to protect the TMEMS’s interests;
7. Consistent with TMEMS’s budget authority, approve contracts for the repair and maintenance of all property belonging to the school or for which TMEMS is contractually responsible to maintain and repair, which authority may be delegated to the Executive Director or designee up to an amount not exceeding \$20,000.00;
8. Enter contracts consistent with the TMEMS approved budget for any service or activity that is required for TMEMS to perform in order to carry out the educational program described in the TMEMS charter. The Council may delegate its authority hereunder to the Executive Director and/or Business Manager for contracts not exceeding \$50,000.00 except in cases of employment contracts which shall be delegated to the Executive Director consistent with TMEMS’s budget authority;
9. Develop, adopt and amend policies and procedures pertaining to the administration of all powers or duties of the Council and TMEMS;
10. 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 TMEMS;
11. Approve amendments to the Charter prior to presentation to the PEC for approval;

12. Make application to NMPED for capital outlay funds;
13. Open other locations for operation of TMEMS as consistent with the charter;
14. Address problems through the applicable dispute resolution processes according to policies and procedures;
15. Review and consider recommendations submitted by the Executive Director and other advisors to the Council;
16. 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 TMEMS or its Council and PEC officials to the mutual benefit of the operation of TMEMS and its authorizer; and
17. 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 meeting, 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 Executive Director with implementing school policies, programs or other directives of the Executive 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. TMEMS Council shall have no fewer than 5 (five), but no more than seven (7) voting members. The TMEMS Council shall strive to have the following composition: Qualified individuals who have experience in business, education, law, finance, real estate and such other fields beneficial to TMEMS's mission and the efficient, sound governance of TMEMS. The candidates for positions on the Governing Council shall be considered based upon their professional skills, demonstrated collaborative and problem-solving skills and attitudes, their ability and willingness to devote significant time and energy to serving on the Council, and their commitment to acting in the best interests of TMEMS as a whole, rather than for the interests of any particular person or group. The Council shall determine, prior to the Council's first regular meeting of each school year in August, whether the make-up of the Council shall be increased or otherwise changed.

2. Election and Tenure. All members shall be elected by a majority vote of the Council. Members shall serve for two (2) year terms or until their death, resignation or removal; and there shall be no limit on the number of terms a member serves on the Council. Regular election of members shall take place at the first regular meeting of the TMEMS Council in August of each school year. Members' terms shall begin immediately following the meeting of the Council at which the member is elected.

3. Vacancies. Any vacancy on the Council will be filled by majority vote of the remaining Council members for the unexpired portion of the term of the member being replaced. If Council

membership falls below five (5) the vacancy shall be filled within sixty (60) days from creation of the vacancy. The Nominating Committee shall be two Council members and the Executive Director or his/her designee, who shall meet and solicit written applications, recruit potential candidates, and screen applicants and recruits for each of the positions on the Council to be filled. The Nominating Committee shall recommend candidates to the Council at a public meeting. The Council shall thereafter select new members by a majority vote.

4. Disqualifications/Nepotism Rule. In no event shall a Council member be a TMEMS employee or have a contract for provision of services or property with TMEMS. The Council will not initially employ as Executive 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 Executive Director, the Council may approve the Executive Director's hiring of the Executive Director's family members as TMEMS employees by majority vote at a public meeting. Prior to approving the Executive Director's request to hire said individual, the Council shall carefully consider the potential impact on the integrity, efficiency, discipline and public perception of TMEMS in the employment of any person who is a family member of the Executive Director.

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. 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 three consecutive regular meetings or three 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 TMEMS; or
- e. Any other ground the Council deems appropriate.

7. Resignations. A member shall state his/her intent to resign and the effective date of the resignation during a Council meeting or in writing to the Council President. A member's resignation shall be effective upon the date stated during the meeting or in the letter of resignation. The acceptance of such resignation shall not be necessary to be effective.

ARTICLE VIII

OFFICERS OF THE COUNCIL

1. Officers of TMEEMS Council. The officers of the TMEEMS Council shall be a president, a vice-president, treasurer, and secretary. TMEEMS Council 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, the duties of the office shall, unless otherwise provided by the Council or these Bylaws, be performed by the next officer set forth in the following sequence: president, vice-president, treasurer, secretary. The same person may hold any two offices, except that the office of the President and Treasurer must be held by two different individuals. In the case of the absence of the secretary at any Council meeting the Council president may appoint an individual to record the minutes of the meeting.

2. Election and Tenure. All officers shall be elected by a majority vote of the Council. Officers shall serve for one (1) year terms or until their successors have been duly elected and qualified, or until their death, resignation or removal; and be limited to a maximum of four (4) consecutive terms. Regular election of officers shall take place at the first regular meeting of the TMEEMS Council in August of each school year. Officers' terms shall begin immediately following the meeting of the Council at which the officer is elected.

3. Resignations and Removal. An officer may resign at any time during a Council meeting or in a letter of resignation given to the President. 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 TMEEMS would be served thereby.

4. 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.

5. 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 TMEEMS 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 creating and compiling the topics for business to be placed on the agenda at his/her discretion.

6. 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.

7. Treasurer. The treasurer shall be familiar with the fiscal affairs of the School and keep the Council informed thereof in the event that the school's Business Manager is unable to so act. He/she will have knowledge of public school finance laws, rules and policies and shall serve as the chair of the TMEEMS's Finance Committee and Audit Committee. He/she shall attend financial regulatory training recommended by the Council, Executive Director or the Business Manager.

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 and Audit Committee as defined by NMSA 1978 §22-8-12.3(2010); and a Nominating Committee, as defined in Article VII, Section 3. 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. Executive Director's Committees. The Executive Director is empowered to establish committees within the school that report to the Executive Director. The Executive Director shall advise the Council about the purpose of the committees and activities affecting the school.

3. 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.

4. Committee Functions. The function of 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 report their recommendations to the Council. Committees shall comply with the Open Meetings Act, when applicable.

ARTICLE X COUNCIL MEETINGS

1. Council Meetings. The TMEMS Governing 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 TMEMS and set forth in the Council's annual resolution. Council meetings will be held at the School's office location in 1730 Montano Rd. NW Albuquerque, 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 if approved by the President or a majority of the Council, 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. The Resolution shall be posted for public information.

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 to the President in accordance with the Council's agenda procedure. 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.

3. Council Record. A record of all actions of the Council will be set forth in the official minutes of the Council. The minutes and recordings will be kept on file pursuant to New Mexico record retention requirements. The Council will maintain a separate handbook of its minutes and resolutions passed by the Council, which shall be available for public inspection.

4. Council Minutes and Records. The Council may delegate responsibility for taking minutes of all Council meetings to the TMEMS'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 Executive Director or his/her designee shall also supervise the Governing 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 10 days after each meeting of the Council.

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. At the Council's first regular meeting in August it will select or reaffirm the specific parliamentary protocol to 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. The Council will comply with the New Mexico Open Meetings Act in regards to the rationale and procedures for members to attend meetings of the Council by means of a telephone conference call. Council members appearing by telephone shall make advance arrangements with the Council President at least 1 day in advance of the meeting.

ARTICLE XI
CONFLICT OF INTEREST

Governing Council members shall comply with the Conflict of Interest Policy passed by the Council. Each Council member shall complete an "Annual Disclosure Statement," in which he/she is responsible for disclosing to the Council the existence of any direct or indirect interest in a TMEMS transaction. Failure to make such disclosure shall be grounds for voiding the transaction, at the discretion of the Council.

ARTICLE XII
COUNCIL MEMBERS' ETHICAL OBLIGATIONS AND DUTIES

1. Misuse of Position. A Council member shall not use his or her position at TMEMS to attempt to influence the decision of any TMEMS employee to grant special treatment to (a) the child or ward of the member, (b) any relative of the member, or (c) any "Related Party" as defined in the Council's Conflict of Interest Policy. Every Council member who is a parent or ward of a TMEMS student shall inform his or her child that he or she is required to follow all rules, policies and procedures applicable to TMEMS students, that he or she is not entitled to special treatment by virtue of the relationship with a Council member 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 TMEMS'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 TMEMS'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. Council members shall be expected to keep confidential any deliberations or discussions that take place in closed session meetings. 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. A member's obligation to maintain confidentiality shall survive the Council member's tenure on the TMEMS 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 Executive Director or Business Manager, 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 Executive Director or Business Manager sponsor a proposed policy.

2. Amending Governing Council Bylaws. Any section or subsection of the Governing Council Bylaws may be altered, suspended or revoked only by 2/3 two thirds majority vote of the Governing Council.

3. Signatory Authority. The Governing Council may by a majority vote, delegate authority to sign contracts as described by resolution, to the Executive Director consistent with Article V, paragraph 7 and 8. All checks must be signed by two authorized individuals.

4. Dissolution of the Charter. If deemed advisable by the Council that TMEMS's charter should be dissolved, TMEMS in collaboration with the PEC 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 TMEMS's Governing Council on September 26, 2017.

By: Jill Riester
GC President

By: Alexandria Sisneros
GC Member

By: Jeffrey A. Li
GC Vice President

By: Joanne R Li
GC Member

By: Edward D Gonzales
GC Treasurer

By: N/A
GC Member

By: Jeffrey A. Li
GC Secretary