

CORRALES INTERNATIONAL SCHOOL GOVERNING COUNCIL BYLAWS

ARTICLE I – GOVERNING COUNCIL

Section 1. Definition and Purpose

The governance of Corrales International School (“School”) is vested in the Governing Board, hereby referred to as the Governing Council. 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 1999 Charter Schools Act, §22-8B-1 (), *et seq.* as amended from time to time NMSA (1978) (“Charter Schools Act”).

Section 2. Powers of the Governing Council

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

- a) Perform any and all duties imposed on the Governing Council collectively by State and Federal law, the School 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 Governing Council and the School;
- d) Employ, supervise and annually evaluate the Head of School, including , by no later than the April regular Governing Council meeting, deciding on the renewal of the Head of School’s contract The Head of School shall be evaluated in accord with the evaluation policy that has been approved by the Governing Council. At a minimum, the annual evaluation shall include feedback on the Head of School’s performance throughout the school year, which has been solicited from parents, faculty, and staff. Additionally, the annual evaluation shall provide input on the Head of School’s performance in implementing each of the School’s strategic goals and objectives established for the school year by the Governing Council. The Head of School shall have an opportunity to prepare a self-evaluation, which shall be distributed to the Governing Council at the April meeting of the Governing Council. The annual evaluation shall be completed by the April meeting of the Governing Council, each year. If the Head of School’s contract is renewed, the Head of School’s salary shall be established as part of the School’s annual budget.
 - i) The Governing Council shall delegate administrative and supervisory functions of the day-to-day operations of the School to the Head of School. The Governing Council shall not be involved in the day-to-day operations of the School.
 - ii) The Governing Council shall delegate to the Head of School the authority to implement the approved Charter and the School’s policies and procedures, facilities plans, budget and such other directives and policies adopted by the Governing Council. The Head of School shall be responsible for all matters pertaining to the School’s affairs, including recruitment and supervision of

- faculty and staff, discipline of students, maintenance of School property, and the relationship among students, parents, and faculty. The Head of School shall approve the payment of proper bills for School expenditures. The Head of School shall maintain a copy of all Governing Council-approved documents, including the School Charter, minutes, agendas, bylaws, resolutions and policies. During the Head of School's employment, he/she shall not engage in other employment without the Governing Council president's written approval.
- e) Establish for the remainder of the School staff, a compensation schedule to be employed by the Head of School in setting salaries annually for all teaching, administrative and support staff of the School;
 - f) Resolve problems that have escalated to the Governing Council according to policies, procedures and appropriate protocol; and review recommendations submitted by the Head of School and other Governing Council consultants and advisors;
 - g) Review, approve and monitor the implementation of the annual budget, of anticipated income, and expenditures; vote on 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 a strategic plan for the School that is updated annually to foster the attainment of its goals and objectives and to assure faithful compliance with the terms of the School Charter, including periodically reviewing that the School 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 bylaws applicable to public schools;
 - k) Initiate or defend lawsuits and take all necessary steps to protect the School's interests;
 - l) Authorize the repair and maintenance of all property belonging to the School, or for which the School is contractually responsible to maintain and repair, and/or delegate authority to the Head of School 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 the School to carry out the educational program described in its charter and in accordance with the Charter Schools Act as amended, and/or delegate authority to the Head of School 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 School's Charter authorizer for approval;
 - p) Make application to the School's Charter 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 the School's Charter authorizer; to function in accordance with the Charter Schools Act and resolve any disputes which may arise between the Governing Council and its authorizer and/or the Public Education Department; and
- s) Reserve any other powers and duties as included in the School Charter and that are not inconsistent with federal or state laws or constitutions, or as otherwise set forth in the Charter Schools Act and the New Mexico Public School Code, 22-1-1, et.seq. NMSA (1978) .

Section 3. Governing Council Members

- a) The Governing Council shall consist of at least five members. Members shall be comprised of the community at large, with a focus on individuals who bring professional expertise that the Governing Council has identified as desirable, with a minimum of one and not more than two parent members. Governing Council members shall be appointed and approved by the Governing Council at the August regular meeting. When it is in the best interest of the School, such as an unexpected vacancy, the Governing Council President may present a candidate or candidates for consideration and approval as a member or members of the Governing Council at a regular meeting of the Governing Council.
- b) All members shall serve for a two (2) year term. Upon completion of that term, a member who wishes to continue serving may request another term, to be approved by the other members of the Governing Council. Such extensions must be approved by majority vote of the other Governing Council members. No member may serve more than three (3) two-year (2-year) terms. The term of members, who were appointed and approved by the Governing Council at a meeting other than the August regular meeting of the Governing Council, shall be deemed to have begun at the next August regular meeting.
- c) In the event of an opening for a parent member on the Governing Council, the opening will be announced in the school newsletter and website.
- d) Letters of Interest from interested and eligible candidates will be taken until the position is filled.
- e) Any member may be removed by a majority vote of the Governing Council whenever, in its sole discretion, the school's best interests would be served.
- f) Attendance at Governing Council meetings is mandatory. Any Governing Council member missing two meetings in a row without prior notification may be dismissed from the Governing Council. If a Governing 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
- g) Any Governing Council 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.

h) A vacancy shall be filled by the Governing Council by the process identified above.

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 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 Governing Council for travel, out-of-pocket and other expenses incurred while performing as a Governing Council 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 these Bylaws to maintain public confidence and prevent the use of public office for private gain. Governing Council members shall disclose any known or potential conflicts of interest in writing to the Governing Council 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 other Governing Council members in voting on the matter. The written disclosures will be attached to the minutes of the meeting during which Governing Council action occurred relating to the matter disclosed. No Governing Council 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 Governing Council would have the power to indemnify the agent against such liability under these bylaws or provisions of 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 School Charter vests power in the Governing Council and not in its members individually. These powers must be exercised by the Governing Council 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 any action or statement on the part of any individual Governing Council member except when such a statement or action is pursuant to specific instructions from the Governing Council as a whole. Any such exception shall be recorded as an action item of the Governing Council and recorded in the minutes.

ARTICLE II – OFFICERS

Section 1. Designation of Officers

The officers of the Governing Council shall consist of: President, Vice President, Secretary and Treasurer, all of whom shall be members of the Governing Council. The officers shall be elected by the Governing Council for a term of one (1) year and, unless sooner removed, shall serve until their successors are duly elected. From time to time, the Governing Council may determine it is in the best interest of the School and functioning of the Governing Council to elect co-chairs to serve in lieu of a President and Vice President. When co-chairs are elected, they shall assume all duties of the President and Vice President. The co-chairs may determine between themselves how the duties of President and Vice President will be divided.

Section 2. Qualifications

Any Governing Council member is eligible to serve as an officer of the Governing Council upon election to office by a majority of Governing Council members.

Section 3. Election and Term of Office

Officers shall be elected by the Governing Council at the August regular meeting of the Governing Council and shall assume their elected position immediately.

Section 4. Duties of President

The President shall preside at all meetings of the Governing Council. The President shall have the right, as other members of the Governing Council, to make or second motions, to discuss questions, and to vote. The President may not act for or on behalf of the Governing Council without prior specific authority from a majority of the Governing Council 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. The President shall sign legal documents as required by law and perform such other duties as may be prescribed by the Governing Council. The President, in collaboration with the Head Administrator, is responsible for compiling the topics for business to be placed on the Governing Council meeting agenda. Any member of the Governing Council may offer items to be heard or discussed at any meeting of the Governing Council. When the signature of the President is required on a document and the Governing Council is presided over by Co-Chairs, it shall not be necessary to obtain the signature of both co-chairs, so long as the Co-Chair not signing has specifically

delegated signature authority on the particular matter to the other Co-Chair in a public meeting, as reflected in that meeting's minutes.

Section 5. Duties of 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 of the President has been filled by a vote of the Governing Council membership.

Section 6. Duties of 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 and seal, 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 Governing Council -approved minutes and agendas.

Section 7. Duties of Treasurer

The Treasurer shall have general oversight responsibility for the School's funds and securities. The Treasurer shall oversee 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 incident to the office. The Treasurer shall attend the PED Spring Budget Workshop and/or any other financial regulatory training recommended by the Head of School or the Business Manager. The Treasurer shall serve as chair of the Finance and Audit Committees.

Section 8. Engagement of Consultants and Agents

The Governing Council may appoint or hire consultants and agents to perform duties on behalf of the Governing Council and/or the School as the Governing Council 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 term of his/her predecessor in office.

ARTICLE III – MEETINGS

Section 1. Frequency of Regular Meetings

The Governing Council shall meet in regular meetings one time each month. All Meetings of the Governing Council shall be held in accordance with the New Mexico Open Meetings Act and in keeping with the Governing Council's annual Open Meetings Act resolution.

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 Governing Council shall determine. The annual Governing Council work session shall normally be held in late May or June at such time and place as the Governing Council 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 Governing Council and shall serve for such period of time as the Governing Council shall from time to time determine. The specific composition of the Finance and Audit Committees, however, shall be governed by the provisions described in Section 2 below.

Section 2. Standing Committees

Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into the 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. The business manager shall be an ex officio member of the finance and audit committees. Standing Committees shall be made up of no more than one less than a quorum of the Governing Council. The Governing Council President shall be an ex officio member of each Committee. The Head of School shall be an ex officio member of each Committee, except where his/her evaluation, tenure, or salary is to be deliberated. Standing committees shall be the School Advisory Committee (SAC); Finance Committee; Facilities Committee; and Audit Committee.

- a) School Advisory Committee (SAC):** The SAC shall be comprised of parents of students attending the School and School employees, including faculty. One member of the Governing Council may serve as the Governing Council's liaison to the SAC. School employees serving on the SAC shall not serve as one of the SAC's elected officers. The purpose of the SAC shall be to collect parent feedback on important issues facing the School community. The Governing Council remains the body that is legally responsible for setting school and financial policies. The SAC acts strictly in an advisory capacity to the Governing Council, with its agenda based on guidance from the Governing Council, Head of School, and the School community. The SAC shall submit any recommendations to the Governing Council and Head of School within ten days after those recommendations have been adopted. The Governing Council may request periodic reports or updates from the 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) shall be approved by the Governing Council. If it is unclear whether a recommendation is of an operational or policy-related nature, the recommendation should be presented to the Governing Council. The SAC may advise the Governing Council and Head of School on school programs, marketing, public relations, and community outreach. At the request of the Governing Council, the SAC may contribute to the development of the School's long-term strategic plan.

- b) Finance Committee:** The Finance Committee shall be comprised of the School Business Manager, Governing Council President, Governing Council Treasurer (who shall serve as chair), at least one other member of the Governing Council, and the Head of School. The purpose of the Finance Committee shall be to make recommendations to the Governing Council in the following areas: financial planning, including review of the School's revenue and expenditure projections; review of financial statements and periodic monitoring revenues and expenditures; annual budget preparation; oversights, and procurement. The Finance Committee also shall serve as an external monitoring committee on budget and other financial matters and shall evaluate the Head of School's compensation; oversee the use of funds; review and oversee the school's risk management policies and investments; and review and advise the Governing Council on all matters affecting the School's financial condition.
- c) Facilities Committee:** The Facilities Committee shall be comprised of the Governing Council President, Head of School, and at least one other member of the Governing Council. The purpose of the Facilities Committee shall be to develop and oversee the School's master plan for its site and facilities; implement policies to safeguard the existing facilities; monitor ongoing construction projects; and make recommendations for future construction projects.
- d) Audit Committee:** The Audit Committee shall be comprised of the School Business Manager, Governing Council Treasurer (who shall serve as chair), Head of School, a second member of the Governing Council, and two parents, one of whom shall have experience in accounting and financial matters. The parents shall be appointed from a list of parents who are willing to volunteer on the Committee. The purpose of the Audit Committee shall be to evaluate the request for proposal for the annual financial audit services; recommend to the Governing Council the selection of the financial auditor; attend the entrance and exit conferences for annual and special audits; meet with external financial auditors at least monthly after the audit field work begins until the conclusion of the audit; be accessible to the external financial auditors as requested to facilitate communication with the Governing Council and the Head of School; track and report progress on the status of the most recent audit finding and advise the Governing Council on policy changes needed to address audit findings; and provide other advice and assistance as requested by the Governing Council. The Audit Committee shall be subject to the same requirements regarding the

confidentiality of audit information as those imposed upon the Governing Council by the New Mexico Audit Act, 12-6-1 et seq. NMSA (1978) and rules of the New Mexico State Auditor.

Section 3. Ad Hoc Committees

The Governing Council President, with the consent of the Governing Council, may create Ad Hoc Committees and delegate tasks to such additional committees as appropriate. Each 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 Governing Council 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 Governing Council.

Section 4. Committee Chair

Chairs of Standing Committees shall report to the Governing Council as directed above or at the request of the Governing Council.

Section 5. Resignations and Removal

Any member of a Committee may, at any time, resign by giving written notice to the President or the Secretary 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 Governing Council whenever in its judgment the best interests of the School would be served thereby.

Section 6. Compensation

Members of Governing Council 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 of School shall recruit, supervise, and recommend hiring and termination of faculty. The faculty contracts shall be for one school year or less. The Head of School shall assign compensation based on a Governing Council-approved salary schedule and shall assign job descriptions for and annually assess the faculty and staff.

Section 2. Direction of Faculty

Faculty shall be subject to the Head of School'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 New Mexico State law.

ARTICLE VII – MAINTENANCE OF RECORDS

The Governing Council directs the Head of School to maintain minutes of all meetings of the Governing 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.