

GOVERNING COUNCIL BYLAWS

ARTICLE I

NAME OF GOVERNING BODY AND SCHOOL

The name of the Media Arts Collaborative Charter School's governing body shall be known as the "Governing Council," and referred to in these bylaws as "The Council."

ARTICLE II

EQUAL OPPORTUNITY

The Media Arts Collaborative Charter School (MACCS) (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 or employee on the basis of race, age, religion, color, national origin, ancestry, sex, physical or mental challenge, 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 III

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, 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 SCHOOL charter and legal responsibilities of public schools. Council members must become educated about public school laws and applicable rules and regulations. All SCHOOL 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).

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 IV

GOVERNING COUNCIL POWERS AND RESPONSIBILITIES

The primary powers and duties of the Council are to:

1. Develop educational and operational policies for the SCHOOL;
2. Employ SCHOOL's head administrator, who shall be referred to hereafter as the "Principal," evaluate the Principal annually; and set and approve the salary schedule for certified/licensed employees;
3. Charge the Principal 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 Governing Council shall not be involved in the day-to-day operations of the school;
4. Review, approve and monitor implementation of the annual SCHOOL budget;
5. Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public charter schools. The Business Manager and the Principal will inform the Council regarding items to be disposed of, make recommendations regarding disposal and request Council approval;
6. Initiate lawsuits or take all necessary steps to protect the SCHOOL's interests;
7. 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 Principal up to an amount not exceeding \$ 15,000 ;
8. Enter contracts consistent with the SCHOOL approved budget for any materials, 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 Principal for purchases or contracts not exceeding \$25,000, except in cases of employment contracts which shall be delegated to the Principal consistent with SCHOOL's budget authority and the Council's adopted salary schedule;
9. Develop, adopt and amend policies and procedures pertaining to the administration of all powers or duties of the Council and SCHOOL;

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 SCHOOL;
11. Approve amendments to the Charter prior to presentation to the PEC for approval;
12. Make application for capital outlay funds;
13. Open other locations for operation of SCHOOL as consistent with the charter;
14. Address problems through the applicable dispute resolution processes according to policies and procedures;
15. Review, consider, and approve or disapprove recommendations submitted by the Principal 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 SCHOOL or its Council and PEC officials to the mutual benefit of the operation of SCHOOL and its authorizer; and
17. Such other powers and authorities as provided for by law.

ARTICLE V

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 Principal with implementing school policies, programs or other directives of the Principal or Council, in this role the Council member shall be considered a volunteer and have no special authority beyond that of a volunteer.

ARTICLE VI

COUNCIL MEMBERSHIP

1. Positions and Qualifications. SCHOOL Governing Council shall have five (5) voting members. The SCHOOL GC shall strive to have the following composition: only one (1) alumnus/alumna or parent of alumnus/alumna; with the balance of the council to be qualified individuals who have experience in business, education, law, finance, real estate, building construction/maintenance and such other fields beneficial to SCHOOL's mission and the efficient, sound governance of the SCHOOL. 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 substantial time and energy to serving on the Council, 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. The Council shall determine, prior to February 1 of each school year, whether the make-up of the Council shall be increased or otherwise changed.

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 will follow all applicable PEC/PED policies and may convene to appoint a Nominating Committee who will recommend candidates to fill the vacancy or the Council may advertise the position. If Council membership falls below five (5) the vacancy shall be filled within 45 days from creation of the vacancy. If used, the Nominating Committee shall be one Council member, a member of the community or a parent, and the Principal 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 recommended 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 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 Principal 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 Principal, the Council may approve the Principal's hiring of the Principal's family members as School employees by majority vote at a public meeting. Prior to approving the Principal'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 Principal 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. A Council member may request a leave of absence from the Council which must be approved by the Council.

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 the school; 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 in writing to the Council President. A member's resignation shall be effective upon the date stated in the letter of resignation.

ARTICLE VII

OFFICERS OF THE COUNCIL

1. Officers of SCHOOL Council. The officers of the SCHOOL Council shall be a president, 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, vice president, secretary/treasurer.

2. Election and Tenure. All officers shall be elected by a majority vote of the Council. Officers shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall have been elected and qualified, whichever occurs first for 1, 2, or 3 year staggered term to be determined and as elected by the Governing Council with the intent of ensuring continuity of purpose within the Governing Council. Regular election of officers shall take place in July of 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.

3. Resignations and Removal. An officer may resign at any time by giving written or electronic 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.

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 shall be the chief executive officer of the Governing Council and shall, subject to the control of the Governing Council, supervise and control the affairs of the Governing Council and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the MACCS Charter, or by these bylaws, or which may be prescribed from time to time by the Governing Council. The president shall preside at all meetings of the

Governing Council. Except as otherwise expressly provided by law, by the MACCS Charter, or by these bylaws, he or she shall, in the name of the Governing Council, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Governing Council.

6. Vice-President. In the absence of the president, or in the event of his or her inability or refusal to act, the vice-president shall perform all the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions of the president. The vice-president shall have other powers and perform such other duties as may be prescribed by law, by the MACCS Charter, by these bylaws, or as may be prescribed by the Governing Council.

7. Secretary/Treasurer. The secretary/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 on the SCHOOL's Finance Committee and Audit Committee. He/she may attend the PED Spring Budget Workshop and/or any other financial regulatory training recommended by the Council, Principal or the Business Manager. 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 employ an administrative Assistant 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.

8. 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.

9. 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 VIII

COUNCIL COMMITTEES

1. Standing Committees. At the request of at least three (3) Council Members the Council President shall establish standing committees, which may consist of Council

members and non-Council members. Committee assignments will be by the president, chairmanships will be determined by action of the committee at their first meeting, 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. 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.

3. 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 present written reports to the Council containing committee recommendations. Committees shall comply with the Open Meetings Act, when applicable.

ARTICLE IX

COUNCIL MEETINGS

1. Council Meetings. The SCHOOL 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 SCHOOL and set forth in the Council's annual resolution. Council meetings will be held at the School's office location in 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, 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 in writing to the President 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.

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 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 Principal 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. For purposes of a quorum, a member on leave of absence shall not be counted.

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 at least 3 days in advance of the meeting.

ARTICLE X

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 School transaction. Failure to make such disclosure shall be grounds for voiding the transaction, at the discretion of the Council.

ARTICLE XI

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 "Related Party" 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. 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 SCHOOL Council.

ARTICLE XII

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 Principal, 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 Principal 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 of a quorum 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 Principal consistent with Article IV, 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 SCHOOL's charter should be dissolved, SCHOOL 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 SCHOOL's Governing Council on August 11th, 2020.

By: M. Trujillo
President

By: Chy Curo
GC Member

By: _____
GC Member

By: _____
GC Member

By: _____
GC Member