

BYLAWS
OF
TURQUOISE TRAIL CHARTER SCHOOL

ARTICLE I

SECTION 1. Legal Status, Authority and Duties of the Governance Council. Legal Status, Authority and Duties of the Governance Council. Turquoise Trail Charter School is authorized to operate as a public charter school by contract (the “Charter”) with the New Mexico Public Education Commission (“PEC”), its authorizer, as set forth in the New Mexico Charter Schools Act. The Governance Council is the governing body of the Turquoise Trail Charter School and shall oversee the school in accordance with its Charter with all applicable state and federal statutes, regulations, and policies. The school will be operated for the educational benefit of all children in the school.

The Governance Council is the policy-making body of the school. The Governance Council will exercise leadership primarily through the formulation and adoption of policies. The Governance Council is charged with overseeing implementation of the Charter and incorporated performance standards that address academic success, financial accountability, and legal compliance. The Governance Council’s authority and responsibilities include:

- A. Employing a Head Administrator for the school and fixing his/her/their salary. The Head Administrator of the school shall employ, fix the salaries of, assign positions, terminate and discharge school employees in accordance with the School Personnel Act;
- B. Assign administrative and management functions of the school to the Head Administrator. The Governance Council will not be involved in the daily management of the school;
- C. Approve the annual budget of anticipated income and expenditures, approve the salary schedule for school employees, and direct the preparation of the annual financial audit report as a component unit of the New Mexico Public Education Department’s annual audit;
- D. Have the capacity to sue or be sued;

- E. Acquire, dispose of, supervise, and control school property both real and personal;
- F. Contract or authorize to the Head Administrator to contract, when required, for the expenditure of money in accordance with all applicable statutes, regulations and rules applicable to expenditure of public funds received by the school;
- G. Adopt policies pertaining to the administration of all powers or duties of the Governance Council;
- H. Accept or reject any charitable gift, grant, devise or bequest not otherwise contrary to law or the terms of the Charter; and
- I. Such other duties and responsibilities as set forth in stated and federal statute, regulation and policy, that may be adopted from time to time

SECTION 2. Methods of Operation/Roles and Responsibilities. The Governance Council exercises authority over the school in accordance with applicable laws. The Head Administrator has executive, supervisory and instructional authority over the school. The Council determines policy and appraises the results achieved in light of the goals of the school.

The Governance Council shall concern itself primarily with broad questions of policy and with the appraisal of results rather than with administrative detail. The application of policies is an administrative task to be performed by the Head Administrator and staff, and they shall be held responsible for the effective implementation of Governance Council policies. The Head Administrator shall be held responsible for communication with the Governance Council, which reporting shall be sufficiently effective to enable the Governance Council to fulfill its functions.

A member of the Governance Council is a public officer but has no power or authority individually. The Charter vests power in the Council, and not in the individual members, and these powers must be exercised by the Governance Council at a public meeting, with action duly recorded in its minutes.

The Governance Council shall not be bound in any way by any action or statement on the part of any individual Governance Council member except when such a statement or action is in pursuance of specific instructions from the Council. Any such instruction shall be given in an open meeting and recorded in the minutes.

The Governance Council recognizes the importance of timely communication among its members and between the Governance Council and the Head Administrator. The Head Administrator or designee will strive to ensure that the Governance Council is

given prior notice of matters submitted by members for deliberation at Governance Council meetings.

ARTICLE II MEETINGS

SECTION 1. As Per the “Open Meetings Act”, NMSA 1978, Sections 10-15-1 to 10-15-14, known as a “sunshine law”. Public business of the Governance Council will be conducted in full public view, that the actions of the Governance Council will be taken openly, and that the deliberations of the Governance Council be open to the public.

SECTION 2. Annual Meeting. The annual meeting of the Governance Council shall be held in the spring for the purpose of electing Executive Council Members and for the transaction of such other business as may come before the meeting.

SECTION 3. Regular Meetings. As per NMSA § 22-5-12, the Governance Council shall meet at least monthly. Regular meetings of the Governance Council shall be held during the 4th Week of every month at 5:30 p.m. MST or MDT, of the designated day. Regular meetings shall be open to the public. Regular meetings may be superseded by Special or Emergency meetings in the same month if deemed so by the President, School Administrator, or by a 2/3 majority of the Council members. This shall be done in compliance with the Open Meetings Act.

SECTION 4a. Emergency Meetings. Emergency meetings of the Governance Council may be called by any member of the Council to take action on unforeseen events, for crisis intervention, calamity, or disaster. Every effort shall be made to notify each member of the Council at least three (3) hours before the meeting.

SECTION 4b. Work Sessions. Work Sessions of the Governance Council shall be held during the 2nd week of every month at 5:30 p.m. MST or MDT, of the designated day. Work sessions may be cancelled by the President or by a 2/3 majority of the Council members based on the school's needs.

SECTION 5. Executive Sessions. Executive Sessions of the Governance Council may be held on an as needed basis during a regular meeting or emergency meeting. Executive sessions shall be held for the discussion of personnel or adjudicatory matters which are not appropriate for public announcement until fully developed. Any tentative proposals for action taken at such closed sessions shall require confirmation at subsequent open meetings. Council members shall recuse themselves from attendance of these meetings as appropriate. Executive meeting shall be closed to the public.

SECTION 6. Place of Meeting. The Governance Council may designate any place as the place of meeting for any annual meeting, regular meeting or special meeting. If no designation is made, the place of meeting shall be the Turquoise Trail Charter School library.

SECTION 7. Notice of Meetings. Meeting notices shall state the place, day and hour of the meeting and include an agenda containing a list of specific items of business to be discussed or transacted at the meeting. Except in the case of an emergency, the agenda shall be available to the public and posted on TTCS website at least seventy-two hours (72) hours prior to the meeting

SECTION 8. Quorum. A simple majority of the Council Members entitled to vote, represented in person, shall constitute a quorum at a Governance Council Meeting. If less than a simple majority of Council Members are represented the meeting shall be adjourned.

SECTION 9. Proxies. At all meetings, Council Members shall vote in person. Proxies are not permitted however a meeting of the Governance Council may be had by means of a telephone conference or similar communication equipment by which all

ARTICLE III GOVERNANCE COUNCIL MEMBERS

SECTION 1. Number, Tenure, and Qualifications.

- A. Number of Members. The Governance Council is composed of no less than 5 and no more than 11 members. The Governance Council shall determine, at its Annual Meeting, whether the make-up of the Council shall be increased or otherwise changed and notify the PEC accordingly. Notwithstanding, the Governance Council may, at any time it deems appropriate and in the best interest of the School, choose to increase its membership by a majority vote of the Governance Council.
- B. Term of Office. Members are elected for a term of two (2) years beginning the month following the Annual election of the Governance Council. If a Member fills a vacancy, that Member's term shall be for the balance of the departing Member's term. There shall be no limit on the number of terms served by a Member.
- C. Membership and Qualifications. The Governance Council intends to be a collaborative body and for Members to represent the school-community's diversity. The Governance Council will make every effort to recruit candidates who include a range of different social and ethnic backgrounds, people with language differences, individuals with different sexual orientations, and those with varying socio-economic status, age, and physical abilities to serve the

best interests of the school as a whole.

The Governance Council shall also strive to recruit and elect one member from each of the following groups:

- Parent of currently enrolled student(s)
- Community member who is not a parent

The balance of the Governance Council to be qualified individuals who have experience in business, education, law, finance, accounting, real estate and such other fields beneficial to the school's mission and the efficient, sound governance of the school. Candidates for positions on the Governance Council shall also be considered based upon their professional or acquired skills, collaborative and problem-solving competence, their ability and willingness to devote substantial time and energy to serving on the Governance Council (including the commitment that each Council member shall regularly participate in the activities of at least one Governance Council committee), and their commitment to acting in the best interests of the school as a whole, rather than for the interests of any particular person or group.

SECTION 2. Manner of Acting. The act of the majority of the Council Members present at a meeting at which a quorum is present shall be the act of the Governance Council.

SECTION 3. Vacancies. A vacancy is created by expiration of a Governing Council Member's term and the Member does not choose to run for re-election, or by death, resignation, or removal by a vote of the Governance Council. Out-of-cycle vacancies will be filled by a majority vote of the Governance Council.

SECTION 4. Presumption of Assent. A Council Member who is present at a meeting of the Governance Council at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file written dissent to such action with the Secretary before adjournment thereof, or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Council Member who voted in favor of such action.

ARTICLE IV EXECUTIVE OFFICERS

SECTION 1. Offices. The executive officers of TTCS shall be President, Vice-President, Secretary, and Treasurer, each of whom shall be elected by a majority vote of the Governance Council. The executive officers collectively are referred to as the

“Executive Council”. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Governance Council

SECTION 2. Election and Term of Office. All executive officers shall be elected by the Governance Council at its Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office for two years, until the Member’s successor has been elected, or until the member’s death, resignation, or removal.

SECTION 3. Vacancies. A vacancy is created by expiration of the executive officer’s term and the Member does not choose to run for re-election, or by death, resignation, or removal by a vote of the Governance Council. Out-of-cycle Vacancies will be filled by a majority vote of the Governance Council.

SECTION 4. Removal. An executive officer may be removed from office by a majority vote of the Governance Council whenever, in its judgment, the best interest of TTCS will be served thereby.

SECTION 5. Resignation. An executive officer may resign at any time by delivering a written letter of resignation to the Governance Council President and/or the Head Administrator. Such notification of resignation shall be effective upon receipt unless it is specified to be effective at some later date. To facilitate the election of a new executive officer, the Council formally encourages executive officers intending to resign or to decline nomination to provide notice of the executive officer’s intent as much in advance of the Annual Meeting as possible.

SECTION 5. President. The President shall be the principal executive officer of TTCS and, subject to the will of the Governance Council. The president of the Council shall preside at all meetings. She/he shall have the right, as other members of the Council, to make or second motions, to discuss questions, and to vote. The president of the Council may not take any action on behalf of the Council or School without prior specific authority from a majority of the Council to do so. All communications addressed to the president shall be considered by him/her for appropriate action, for which consideration may include consulting with legal counsel, and consideration by the Council. The president shall sign legal documents as required by law and perform such other duties as may be prescribed by the Council. It is the president’s responsibility to ensure that Council members uphold their commitments/responsibilities to the school. The president is responsible for compiling the topics for business to be placed on the agenda.

SECTION 6. Vice-President. The Vice President partners with the President and executive officers in carrying out essential duties. The Governance Council 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 Council membership.

Section 7. Secretary. The Secretary shall keep the minutes of the Council meetings; ensure that all notices are given in accordance with the provisions of the Charter, Council policies, and as required by law; be custodian of the council records; keep a register of the contact information of each Council member; 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.

SECTION 8. Treasurer. The Treasurer provides direction for the financial management and facilitates the Governance Council in meeting its financial oversight responsibilities. The Treasurer will chair the audit and finance committees; act as liaison between the Council and Budget Committee; be responsible for reports to the Governance Council regarding current financial status at each meeting; assist the school's administrator and business management in budgeting of finances; and in general all duties incident to the office of Treasurer and other such duties as from time to time may be assigned by the Governance Council.

SECTION 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.

SECTION 10. Officers Insurance. The Governance Council may secure officers 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 TTCS's approved budget.

ARTICLE V COMMITTEES

SECTION 1. Standing Committees. When any standing committee is formed, with members appointed by the president, its duties and responsibilities shall be determined by the Governance Council prior to the beginning of its work. Standing committees and committees established with the design to serve longer than a 12-

month duration are subject to annual Governance Council review, at which time dissolution and/or re-appointment of committee membership may be considered by majority vote of the Governance Council. The following committees are established by statute:

1. Finance Committee. The Governance Council shall appoint at least two members of the Council as a finance subcommittee to assist the Council in carrying out its budget and finance duties. The finance subcommittee shall make recommendations to the Governance Council in the following areas:
 - financial planning, including reviews of the school district's revenue and expenditure projections;
 - review of financial statements and periodic monitoring of revenues and expenses;
 - annual budget preparation and oversight
 - oversight of procurement;
 - serve as an external monitoring committee on budget and other financial matters.
2. Audit Committee. The Governance Council shall appoint an audit committee that consists of two Council members, one volunteer member who is a parent of a student attending the school and one volunteer member who has experience in accounting or financial matters. The Head Administrator and the business manager shall serve as ex-officio members of the committee. When the number of Council members exceeds five the Council may appoint more than two Council members to its audit committee. The audit committee shall:
 - evaluate the request for proposal for annual financial audit services;
 - recommend 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 audit field work begins until the conclusion of the audit;
 - be accessible to the external financial auditors as requested to facilitate communication with the Council and the School Administrator

Section 2. Ad Hoc Committees of the Council. Ad hoc committees of the Governance Council may be formed for fact finding and study, the members to be appointed by a full vote of the Governance Council with enumerated goals, and a structure. The duties and responsibilities of the committee and a tentative calendar for completion of its work shall be established at the time of each committee's creation. The committee will be considered dissolved upon submission of a final report or recommendation.

Section 3. Committee Structure. Committees shall be chaired by a member of the Governance Council, unless otherwise decided by the Governance Council. All other

membership shall be left to the discretion of the Committee chair and the Vice-President, unless otherwise specified by the Governance Council.

For all Committees, the Governance Council shall identify:

- Committee Name
- Committee Type (Standing or Ad-Hoc)
- Purpose of Committee
- Timeline

All Committees shall register the following with the Governance Council Secretary:

- Name of Chair
- Membership

ARTICLE VI INDEMNITY

TTCS shall indemnify its Council Members and officers as follows:

- a. Every Council Member or executive officer of TTCS shall be indemnified by TTCS against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of being or having been a Council Member or executive officer, or any settlement thereof, whether or not the Council Member or executive officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein applies only when the Governance Council approves such settlement and reimbursement as being for the best interest of TTCS.
- b. TTCS shall provide to any person who is or was a Council Member or executive officer of TTCS or is or was serving at the request of TTCS as a Council Member or executive officer, the indemnity against expenses of suit, litigation or other proceedings, which is specifically, permissible under applicable law.
- c. The Governance Council, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI.

ARTICLE VII
AMENDMENTS

No policy may be repealed, adopted, or modified until it has been reviewed at two meetings of the Governance Council where a quorum is present.

Last Amended 1/24/2022