

SIX DIRECTIONS INDIGENOUS SCHOOL GOVERNING COUNCIL BY LAWS

ARTICLE I

Section 1. Definition and Purpose

The governance of Six Directions Indigenous School ("School") is vested in the Governing Board, hereby referred to as the Governing Council ("Council" or "GC"). The purpose of the Governing Council is to govern the School as a school board and a Local Education Agency in accordance with all applicable laws.

Section 2. Powers of the Governing Council

The Governing Council shall have all powers conferred to it by all applicable laws including but not limited to the power to:

- a) Perform any and all duties imposed on it by State and Federal law, by the School's Charter Contract, or these bylaws;
- b) Establish 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, suspend, or terminate the Head Administrator; annually evaluate the Head Administrator of the school, including annually deciding on the renewal of the Head Administrator's contract and annually establishing the Head Administrator's salary.
 - i. The Governing Council shall delegate administrative and supervisory functions of the day-to-day operations of the School to the Head Administrator. 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 Administrator 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 Administrator 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, families and faculty. The Head Administrator shall approve the payment of proper bills for school expenditures and sign contracts for the school. The Head Administrator shall maintain a copy of all Governing Council-approved documents, including the School Charter, Charter Contract, minutes, agendas, bylaws, resolutions and policies.
- e) Approve the School's Salary Schedule annually;
- f) Serve as final arbiter for all grievances that have escalated to the Governing Council according to policies, procedures and appropriate protocol; and review

recommendations submitted by the Head Administrator 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 both a long-term strategic plan and an annual work plan for the school to foster the attainment of its goals and objectives and to assure faithful compliance with the terms of the Charter Contract, including periodically reviewing that Charter Contract and Charter.
- j) Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public schools;
- k) Initiate or defend lawsuits and take all necessary steps to protect the School's interests;
- l) Accept or reject any charitable gift, grant or bequest;
- m) Approve amendments to the Charter or Contract prior to presentation to the authorizer for approval;
- n) Make application to the Public Education Department, the Public School Outlay Council, or other entities for capital outlay funds;
- o) Review 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;
- p) Promote a cooperative relationship with its charter authorizer; to function in accordance with the New Mexico Charter School Act and resolve any disputes which may arise between the Governing Council and its authorizer and/or the Public Education Department;
- q) Reserve any other powers and duties as included in the School Contract or any applicable law. Where the Contract is in conflict with applicable law the law shall govern.

Section 3. Governing Council Members

- a) **Number of Members:** The Governing Council shall establish the number of members, which shall consist of at least five and not more than nine. Members shall be comprised of the community at large, with a focus on individuals who bring professional expertise that the Governing Council has identified, in particular legal, financial and educational knowledge. A minimum of one and not more than two Six Directions Indigenous School parent members.
- b) **Terms:** Members shall be elected for a two (2) year term. Upon completion of that term, a member who wishes to continue serving may request another term from the other members of the Governing Council. Such extensions must be approved by a simple majority vote. No member may serve more than three (4) consecutive two-year (2) terms.
- c) **Vacancies:**
 - a. A Search Committee will be formed, made up of at least one current Council Member and the school's Head Administrator. Other community members,

Council members, or School staff may be included. The Search Committee will seek out individuals (“identified individuals”) who possess the specific experience and expertise needed to fill the vacancy in order to maintain an effective Governing Council.

- b. Identified individuals will submit a letter of interest outlining the skills and expertise they possess which make them a strong fit for the Governing Council, and naming specifically why they would like to be a Governing Council Member. This letter will be submitted to the Governing Council and the School Head Administrator. In order to fill the parent member requirement, the School’s Family Advisory Committee (FAC) will recommend one family representative to serve as a regular member of the Governing Council. This nominated individual will go through the same selection process as outlined for other members.
 - c. An officer of the Governing Council will meet with identified individual and assess their leadership experience, time constraints, level of commitment, experiences, expertise, goals, expectations, and fit with Six Directions’ mission, vision, core values, and code of ethics as potential members of the Governing Council.
 - d. Identified individuals will be expected to attend a regular Governing Council meeting to better understand the scope of the Council’s work and to have an opportunity to meet the other members. The Governing Council Chair may ask for their input regarding Council business in order to assess their strategic approach, philosophical positions, and professional fit.
 - e. The Governing Council will vote, during an open public meeting, to select a member to the Council. A simple majority vote of members present will select a new member.
 - f. The Governing Council shall notify the Public Education Commission in a timely manner of additions to the Governing Council.
- d) **Resignations and Removal:**
- a. Any member may be removed by a simple majority vote of the Governing Council whenever, in its sole discretion, the school’s best interests would be served thereby. Ground for removal will include without limitation:
 - i. Violation of the Conflict of Interest Policy;
 - ii. Failure to attend four [4] consecutive regular meetings without prior notice;
 - iii. Violation of a member’s duties, including duty of loyalty and fiduciary duties; or
 - iv. Any other grounds deemed appropriate by the Governing Council.
 - b. Any Governing Council member may resign at any time by giving written notice to the Governing Council Chair or to the Keeper of Records, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Governing Council shall notify the Public Education Commission in a timely manner of resignations or removals from the Governing Council.
- e) **Attendance:** Attendance at Governing Council meetings is mandatory. Any member missing four consecutive meetings or half the meetings within a school year without

prior notification may be dismissed from the Governing Council. If a Governing Council member cannot be physically present at the meeting for unavoidable conflict, he/she may make arrangements to appear by telephone in accordance with the provisions of the New Mexico Open Meetings Act provided it is otherwise difficult or impossible for the member to be physically present .

- f) **Individual Member Authority:** A member of the Governing Council is a public officer, but has no power or authority individually. State Statute, and the Charter Contract vest 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.
- g) **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.
- h) **Training and Professional Development:** Each member of the Governing Council will complete statutorily required training annually on topics pertaining to charter school governance, including but not limited to state rules, policies, procedures, statutory powers and duties of governing boards, as well as legal concepts for public schools, in compliance with NMSA 1978 Section 22-8B-5.1

Section 4. Quorum and Actions

- a) 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 until a quorum is present.
- b) A vote of the majority of the Council present at the time of the vote, if a quorum is present at such time, shall be the act of the Council.

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 as a member on school business, in accordance with the New Mexico Mileage and Per Diem Act. A member may also be reimbursed for the cost of administering a Federal Bureau of Investigation background check.

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. Council members shall abide by the Conflict of Interest Policy adopted by the Governing Council in compliance with NMSA 1978 Section 22-8B-5.2.

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.

Council members must be familiar with and observe all applicable law relating to conflicts of interest.

Section 7. Liability Insurance for Governing Council

Except as may be otherwise provided for by State Law, the Governing Council shall adopt a resolution authorizing the purchase of insurance on behalf of any agent on the Council (including Council members, 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. Code of Ethics

Each Governing Council Member shall abide by the Code of Ethics established by the Governing Council. Failure to comply with the Code of Ethics is grounds for removal from the Governing Council.

ARTICLE II – MEETINGS

Section 1. Frequency of Regular Meetings

The Governing Council shall meet in regular meetings at least one (1) time each month unless such reason exists for a meeting not to be held in any given month. All meetings of the Governing Council shall be held in accordance with the New Mexico Open Meetings Act (OMA) and in keeping with the Governing Council's annual Open Meetings Act Resolution.

Standing Committees may meet one [1] time per month or as necessary to accomplish the goals of the committee.

Section 2. Special Meetings

Special meetings of the Governing Council may be called at any time by the Chair, or in his/her absence the Assistant Chair. Such request for a special meeting shall include the reason for the meeting and shall comply with the Open Meetings Act on such meetings.

Section 3. Agendas

The GC Chair in collaboration with the Head Administrator will create meeting agendas. Individual members of the GC may request agenda items. Any two members requesting the same item shall compel the Chair to include the item on the agenda. Requests must be submitted to the Chair 96 hours before a meeting so that the agendas may be released in accordance with the Open Meetings Act, 72 hours before the meeting.

Agendas will be posted on Six Directions Indigenous School's website and be made available in hard copy wherever the Governing Council will meet. Members of the public

may request future agenda items during the public comment section of regular meetings.

Section 4. Minutes

The Governing Council shall keep written minutes of all of its meetings. The minutes shall include at minimum the date, time and place of the meeting, the names of members in attendance and those absent, the substance of the proposals considered and a record of any decisions and votes taken that show how each member voted. All minutes are open for public inspection. Draft minutes shall be prepared within 10 working days and voted on by the Council at the next meeting where a quorum is present. Minutes shall not become official until approved by the Governing Council.

Section 5. Annual Work Session

The Governing Council shall hold a public annual work session for the purpose of reflection and strategic planning or such other purpose as the Governing Council shall determine. The annual work session shall normally be held in May, June, or July at such time and place as the Governing Council Chair determines.

As part of the Annual Work Session, the Governing Council shall conduct an annual self-evaluation.

Section 6. Confidential Matters

Every GC Member has a duty to maintain the confidentiality of all board discussions in closed session, as provided for in the Open Meetings Act.

GC members have the right to inspect school records and documents and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in compliance with the New Mexico Inspection of Public Records Act, FERPA and all other applicable federal, state or local law.

Section 7. Public Input

The Governing Council of Six Directions Indigenous School values public input into the decisions of the board, and encourages parties affected by board policy (ie administrators, teachers, students, and families) to provide input to the board.

In many cases, the first method for providing input will be through committees. In the event an individual or group desires to give public input or comment during a meeting, the Governing Council will allow for it as follows:

The Board will establish a regular input period as an agenda item at the beginning of each GC Meeting, during which time guests may offer input on an agenda item or any other concern about Six Directions that is relevant to the Governing Council. This input may include requests for future agenda items, in either written or oral form. Public Input during this item will be conducted by a sign-up sheet, and the Chair may limit the total time for public comment as necessary.

The Chair of the Governing Council may also request or hear public input on any other agenda item during a Governing Council meeting.

ARTICLE III – OFFICERS

Section 1. Designation of Officers

The officers of the Governing Council shall consist of: Chair, Assistant Chair, Keeper of Records and Keeper of Finances, all of whom shall be members of the Governing Council.

Section 2. Qualifications

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

Section 3. Election and Term of Office

Officers shall be elected by the Governing Council at the first regular meeting of the Governing Council following the start of the school year and shall assume their elected position immediately. Each officer shall hold office for a term of one year and shall serve until their successors are duly elected, unless removed before that time. Officers may be reelected to their officer position as long as they remain a member of the Governing Council.

Section 4. Duties of Chair

The Chair shall preside at all meetings of the Governing Council. The Chair shall have the right, as other members of the Governing Council, to make or second motions, to discuss questions, and to vote. The Chair 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. The Chair shall consider all communications addressed to him/her. Consideration may include consulting with legal counsel. The Chair shall sign legal documents as required by law and perform such other duties as may be prescribed by the Governing Council. The Chair, in collaboration with the Head Administrator, is responsible for compiling agendas for Regular Meetings, as described in Article II Section 3.

Section 5. Duties of Assistant Chair

The Assistant Chair shall perform the duties of the Chair in the absence of the Chair or at the request of the Chair. In the event a vacancy occurs in the presidency, the Assistant-Chair will act in the capacity of the Chair until the office of the Chair has been filled by a vote of the Governing Council membership.

Section 6. Duties of Keeper of Records

The Keeper of Records or the Keeper of Records's designee shall issue Governing Council meeting notices, make other reports, and perform such other duties as are incident to the office. The Keeper of Records shall maintain a permanent archive of

Governing Council-approved minutes and agendas, to be kept online on Six Directions' website and in hard copy in a binder to kept with the Governing Council.

Section 7. Duties of Keeper of Finances

The Keeper of Finances shall have general oversight responsibility of the School's funds and securities. The Keeper of Finances 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 Keeper of Finances shall attend the PED Spring Budget Workshop and/or any other financial regulatory training recommended by the Head Administrator or the Business Manager. The Keeper of Finances shall serve as chair of the Finance and Audit committees. As such, the Keeper of Records should have experience with budgeting and accounting, preferably with schools or non-profits.

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. These consultants and agents must comport with the conflict of interest policy outlined in Article I, Section 6.

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 predecessor in office.

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 determine. The specific composition of the Finance and Audit Committees, however, shall be governed by the applicable law as described in Article IV, Section 2.

Section 2. Standing Committees

Each standing committee shall have a charge specific to its permitted activities. The function of any committee shall be fact-finding, deliberative, and advisory to the Governing Council. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school. Standing committees shall be made up of no more than one less than a quorum of the Governing Council. The Head Administrator shall be an ex officio member of each committee, except where his/her evaluation, tenure, or salary is to be deliberated. The Business Manager shall be an ex-officio member of the Finance and Audit committees. Standing committees shall be the **Family Advisory Committee (FAC), Finance Committee, Facilities Committee, and Audit Committee.**

a) Family Advisory Committee (FAC): The FAC is comprised of family of students attending the School. The purpose of the FAC shall be to collect family feedback on important issues facing the School community. The FAC acts in an advisory capacity to the Governing Council. The FAC will meet on a regular basis at the school site to discuss various ideas, issues and concerns. The FAC shall submit any recommendations to the Governing Council and Head Administrator. The Governing Council may request periodic reports or updates from the FAC. The FAC may advise the Governing Council and Head Administrator on school programs, marketing, public relations, cultural events, and community outreach. At the request of the Governing Council, the FAC may contribute to the development of the School's long-term strategic plan.

At least one Council member shall sit on this committee. This individual shall attend FAC meetings and serve as a liaison between the Governing Council and the FAC. In addition, the School's educational staff will nominate one staff member each year to serve as a liaison between the staff and the FAC. These liaisons will report to the FAC on activities, opportunities and challenges at the School. They will also take FAC recommendations and concerns to the Head Administrator.

b) Finance Committee: The Finance Committee shall be comprised of the School Business Manager, Governing Council Chair, and Governing Council Keeper of Finances who shall serve as chair, at least one other member of the Governing Council (when there are more than 5 Governing Council members), and the Head Administrator. 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 of revenues and expenditures; annual budget preparation; oversight; and procurement. The Finance Committee shall also serve as an external monitoring committee on budget and other financial matters and shall evaluate the Head Administrator'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 Chair, Head Administrator, at least one other member of the Governing Council, and a family member or community stakeholder with relevant building, construction, or architecture experience appointed by the committee. 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 Keeper of Finances, who shall serve as chair, Head

Administrator, the Governing Council Chair, one community volunteer who has experience in accounting or financial matters and one parent volunteer. The parent and community member shall be appointed by the Council from a list of parents who are willing to volunteer on the Committee. The purpose of the Audit Committee shall be to 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 Administrator, 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 Audit Act and rules of the New Mexico State Auditor.

- e) **Indigenous Education Committee:** The Indigenous Education Committee shall be comprised of at least two, but less than a quorum, of Governing Council members, and at least one additional family member(s) or community member(s) who has or have experience in delivering and evaluating educational programs, to be appointed by the committee. The committee will be charged with assessing and evaluating the effectiveness of Six Directions' academic program, in particular its rigor, cultural responsiveness, and innovation.

Section 3. Committee Chair

Chairpersons of standing committees will report to the Governing Council as directed above or at the request of the Governing Council.

Section 4. Ad Hoc Committees

The Governing Council Chair, with the consent of the Governing Council, may create additional committees and 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. Members of ad hoc committees shall be drawn from those as may be deemed appropriate by the Governing Council.

Section 5. Resignations and Removal

Any member of a Committee may, at any time, resign by giving written notice to the Chair or the Keeper of Records 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 – HEAD ADMINISTRATOR

The Governing Council shall hire the Head Administrator, conduct an annual performance evaluation, and make final decisions regarding renewal and termination. During the Head Administrator's employment, he/she shall not engage in other employment without the Chair's written approval.

ARTICLE VI – FACULTY

Section 1. Faculty Engagement, Supervision and Termination

The Head Administrator shall recruit, supervise, and make decisions regarding hiring and termination of faculty and staff. The faculty contracts shall be for one school year or less. The Head Administrator shall assign compensation based on a salary schedule approved by the Governing Council and in accordance with New Mexico law and shall assign job descriptions for, and annually assess, the faculty and staff. In accordance with the Anti-Nepotism Policy of the Governing Council, the Head Administrator may not hire or manage a family member unless the Anti-Nepotism Policy is waived by the GC.

Section 2. Direction of Faculty

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

ARTICLE VII – 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 in accordance with New Mexico State law.

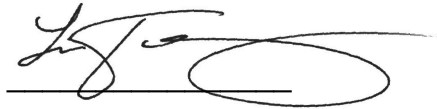
ARTICLE VIII – MAINTENANCE OF RECORDS

The Governance Council directs the Head Administrator to maintain or caused to be maintained the following records:

- a) Minutes of all meetings of the Council and Council committees, indicating the time and place of such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) A copy of the Six Directions Charter, Contract and Bylaws amended to date, which shall be open to inspection at all reasonable times during office hours.

Every Council member shall have the right at any reasonable time and for purposes related to school business, to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the School and shall have such other rights to inspect the books, records and properties of the School as may be required under the contract, and other provisions of these bylaws and provisions of law, unless access to a specific record is otherwise restricted by law.

Reviewed and approved by the Six Directions Indigenous School Governing Council on November 20, 2019.

A handwritten signature in black ink, appearing to read 'Lane Towery', written over a horizontal line.

Lane Towery, Chair