BY-LAWS AND OPERATING GUIDELINES
OF
TAOS INTEGRATED TISA OF THE ARTS (TISA)
GOVERNING COUNCIL

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Table of Contents

ARTICLE I ................................................................................................................. 4
NAME, DIRECTOR LOCATION, AND PRIMARY CONTACT .................................................. 4
  1.1: NAME ................................................................................................................. 4
  1.2: DIRECTOR LOCATION ...................................................................................... 4
  1.3: PRIMARY CONTACT .......................................................................................... 4

ARTICLE II .................................................................................................................. 4
MISSION AND PURPOSE OF ORGANIZATION .............................................................. 4
  2.1: EQUAL OPPORTUNITY ...................................................................................... 4
  2.2: MISSION ............................................................................................................. 4

ARTICLE III .................................................................................................................. 5
GOVERNANCE AND TRAINING .................................................................................... 5
  3.1: RESPONSIBILITY ............................................................................................... 5
  3.2: POWERS AND RESPONSIBILITIES OF GOVERNING COUNCIL ......................... 5
  3.3: The Governing Council will ............................................................................... 5

ARTICLE IV .................................................................................................................. 7
GOVERNING COUNCIL OPERATIONS ....................................................................... 7
  4.1 COMPOSITION .................................................................................................... 7
  4.2: MEMBERSHIP COMPONENTS AND QUALIFICATIONS ....................................... 7
  4.3: ELECTED TERMS ............................................................................................... 8
  4.4: REMOVAL ........................................................................................................ 8
  4.5: RESIGNATIONS ................................................................................................ 8
  4.6: VACANCIES ..................................................................................................... 8
  4.7: DUTIES OF OFFICERS MAY BE DELEGATED .................................................. 8
  4.8: ATTENDANCE .................................................................................................. 10

ARTICLE V – GOVERNING COUNCIL OPERATIONS .................................................... 10
  5.1: QUORUM ....................................................................................................... 10
  5.2 ADVANCE NOTICE ............................................................................................ 10
  5.3: VOTING .......................................................................................................... 10
  5.4: MEETINGS ..................................................................................................... 11
  5.5: DUTIES .......................................................................................................... 12
  5.6: DUTIES PERTAINING TO THE DIRECTOR OF THE TISA ................................. 12
  5.7 RETENTION OR DISMISSAL OF THE DIRECTOR ........................................... 13
  5.8: COMPENSATION ............................................................................................ 14
5.9: MEMBER'S ADVERSE INTEREST ................................................................. 14
5.10: CERTAIN MEMBER LIABILITY ............................................................... 14
5.11 CODE OF ETHICS: .................................................................................. 15
5.12 CONFIDENTIAL MATTERS .................................................................... 15
ARTICLE VI – OFFICERS ............................................................................. 16
6.1: DESIGNATION OF OFFICERS ................................................................. 16
6.2: ELECTION AND TERM OF OFFICE ......................................................... 16
6.3: SUBORDINATE OFFICERS AND AGENTS ............................................. 16
6.4: DUTIES .................................................................................................. 16
6.5 SUBCOMMITTEES .................................................................................. 17
ARTICLE VII – PROCEDURES AND RESTRICTIONS ............................... 18
7.1: CONTRACTS .......................................................................................... 18
7.2: LOANS .................................................................................................. 18
7.3: DEPOSITS ............................................................................................ 18
7.4: PURCHASE ORDERS AND ENDORSEMENTS .................................... 18
7.5: GIFTS ................................................................................................... 18
7.6: NEPOTISM ........................................................................................... 18
ARTICLE VIII – GENERAL PROVISIONS ................................................. 19
8.1: AMENDMENTS TO BY-LAWS ................................................................. 19
8.2: BOOKS AND RECORDS ...................................................................... 19
8.3: MEETING REGULATION .................................................................... 19
8.4: OFFICER AND MEMBER INDEMNIFICATION ................................... 19
8.5: CONFLICT OF INTEREST ...................................................................... 20
8.6: PROHIBITED ACTIVITIES .................................................................. 20
8.7: DISPOSAL OF ASSETS ....................................................................... 20
ARTICLE I

NAME, DIRECTOR LOCATION, AND PRIMARY CONTACT

1.1: NAME
The governing body of Taos Integrated TISA of Arts shall be known as the TISA Governing Council or, at times, simply the Governing Council.

1.2: DIRECTOR LOCATION
The Director location at which the TISA's Governing Council receives written communication via United States Postal Service or any other delivery services and conducts most, if not all, of its meetings is TISA in the City of Taos, Taos County, and State of New Mexico. The street address of the Director location is: 118 Toalne Street Taos, NM 87557

1.3: PRIMARY CONTACT
The primary contact for the Governing Council shall be the active Member currently serving as President for the Council.

ARTICLE II

MISSION AND PURPOSE OF ORGANIZATION

2.1: EQUAL OPPORTUNITY
TISA affirms its commitment to providing equal treatment of all of its students, parents and employees. Neither TISA 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.

2.2: MISSION
The mission of TISA Governing Council is to ensure the goals of the TISA charter are met and to work towards creating a cooperative relationship between the TISA and the community. This mission will be accomplished by focusing on TISA's fundamental values of providing opportunities for our students to reach their maximum potential through a standards-based, multicultural, thematic, and arts-integrated curriculum as stated in our charter. Our priority is the concerns and needs of the TISA including parents, children and staff, as it relates to the TISA’s operations and its financial base.
ARTICLE III

GOVERNANCE AND TRAINING

3.1: RESPONSIBILITY
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).

The Council has a responsibility to ensure that TISA 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 with the terms of TISA charter and legal responsibilities of public schools. Council members

3.2: POWERS AND RESPONSIBILITIES OF GOVERNING COUNCIL
In accordance with the 1999 Charter TISAs Act, TISA will operate with a TISA-centered Governing Council, site-based and autonomous fiscal management, and an innovative educational program. The Governing Council will be empowered to make decisions in TISA matters unless otherwise prescribed by the PED or other state and federal regulations. The TISA Governing Council is the policy-making body for the TISA and will manage the general property, business and affairs of the charter TISA. The Governing Council may exercise powers provided by the New Mexico Public Education Department, the TISA Charter Application and the charter bylaws. The Governing Council will assign and reassign as necessary duties and responsibilities to appropriate committees. The Governing Council will not be responsible for the day-to-day operations of the TISA other than on an advisory level.

3.3: The Governing Council will:
1. Develop educational and operational policies for the TISA;
2. Employ TISA’s head administrator, who shall be referred to hereafter as the “Director,” evaluate the Director annually; and set and approve the salary schedule for certified/licensed employees;
3. Charge the Director with the responsibility of implementing the charter; employing, fixing the salaries of, assigning, terminating and discharging all TISA employees; carrying out TISA’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 TISA;
4. Review, approve and monitor implementation of the annual TISA budget;
5. Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public charter TISAs. The Business Manager and the Director 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 TISA’s interests;
7. Consistent with TISA’s budget authority, approve contracts for the repair and maintenance of all property belonging to the TISA or for which TISA is contractually responsible to maintain and repair, which authority may be delegated to the Director up to an amount not exceeding $15,000;
8. Enter contracts consistent with the TISA approved budget for any materials, service or activity that is required for TISA to perform in order to carry out the educational program described in the TISA charter. The Council may delegate its authority hereunder to the Director for purchases or contracts not exceeding $25,000, except in cases of employment contracts which shall be delegated to the Director consistent with TISA’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 TISA;
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 TISA;
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 TISA as consistent with the charter;
14. Address problems through the applicable dispute resolution processes according to policies and procedures; TISA GOVERNING COUNCIL BYLAWS
15. Review, consider, and approve or disapprove recommendations submitted by the Director and other advisors to the Council;
16. Promote a cooperative relationship with its charter authorizer; to function in accordance with the New Mexico Charter TISA Act and resolve any dispute, which may arise between TISA or its Council and PEC officials to the mutual benefit of the operation of TISA and its authorizer; and
17. Such other powers and authorities as provided for by law.
ARTICLE IV

GOVERNING COUNCIL OPERATIONS

4.1 COMPOSITION

The Governance Council shall be comprised of no less than five (5) and no more than seven (7) voting members. These members may be made up of parents of students and community members. Only one parent per family may serve on the Council at a time. The Director will serve as the eighth or additional member on the board in a non-voting, ex officio capacity. There may be two (2) additional ex officio seats available on the council; one staff member and one student may also hold a non-voting member position, totaling ten (10) available seats. Only seven (7) council members may vote; these are referred to as “Voting Members”.

4.2: MEMBERSHIP COMPONENTS AND QUALIFICATIONS

Due to the nature of the responsibilities of a Board of Finance, TISA will seek to recruit community members who have finance, business, law and/or TISA leadership experience.

A. To be considered for Community or Parent Membership positions on the Council, persons must:

i. Be at least eighteen (18) years of age.
ii. Be a parent/guardian of a student currently enrolled at TISA or reside in the general community receiving service from the TISA.
iii. Submit a resume and letter of interest to either the Director of the TISA or the current President of the Council including a statement of qualifications, interest, and explanation of why she/he is seeking membership on the Council prior to any election.
iv. Letters of interest and/or resumes may be mailed to the Council’s President or TISA’s Director in care of the TISA located at 118 Toalne Street, Taos, NM 87571 or emailed to them. Such documentation may also be hand-delivered to the TISA’s office during normal business hours at the same address.

B. To be considered for Student Membership positions on the Council, persons must:

i. Currently be enrolled as a student of TISA.
ii. Be in the fifth to eighth grade and serving as a member of the TISA Student Council.
iii. Be nominated by the Student Council.
iv. Notify the Director of the TISA either in writing, or verbally, of their interest in serving as a Student Member on the Governing Council at least five (5) days prior to any election.
v. Present a written or oral statement to a full meeting of the TISA’s student body expressing their interest in, and qualifications for, serving as a Member of the Governing Council.

C. To be considered for the Teacher/Staff Membership position on the Council, persons must:
i. Currently employed at TISA.

ii. Notify the Director of the TISA either in writing, or verbally, of their interest in serving as a Teacher/Staff Member on the Governing Council at least five (5) days prior to any election.

Newly elected board members will be expected to participate in trainings, review the bylaws, charter and minutes from last six months. The Governing Council will support new members by ensuring he/she feels prepared to participate in the decision-making process.

4.3: ELECTED TERMS
A Governing Council member will hold office for three years from the date of their first election. Members may serve no more than two elected terms during an eight-year period. Terms will be staggered so that approximately one third of the terms expire each year. New Community Members shall be elected by Consensus of the Governing Council at a Regular or Special Meeting for which there is a quorum. Student Members shall be on the Governing Council for a term of one (1) academic year.

4.4: REMOVAL
1. Officers may be removed either with or without cause, by a Consensus of Governing Council Voting Members present at any regular meeting with a quorum; or at a special meeting with a quorum called for that purpose.
2. The removal of any person from office shall be done without prejudice to the contract rights, if any, of the person so removed.

4.5: RESIGNATIONS
1. Any officer may resign at any time by giving written notice to the Governing Council or the Secretary of the Council.
   A. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Governing Council.
   B. Unless otherwise specified, acceptance of resignations shall not be necessary to make it effective.

4.6: VACANCIES
A vacancy in any office because of death, resignation, removal, or disqualification, or any other cause, shall be filled for the unexpired portion of the term of such office in the manner prescribed by these by-laws for regular appointments or elections to such offices.

4.7: DUTIES OF OFFICERS MAY BE DELEGATED
In case of absence of any officer from the Council or for any other reason the Governing Council may deem sufficient, Members may delegate authority and responsibility of duties from one officer to any other Member by Consensus.
A Member may be removed by the Governing Council for due cause. Any Member removed or dismissed from the Governing Council for due cause shall be notified in writing why such actions were taken by Council within three (3) days of this decision. Due cause for removal from the Governing Council includes, but is not limited to:

A. Incapacity to serve.
B. Three (3) unexcused absences.
C. Loss of qualification for Council Membership.

Governing Council Members who wish to resign must give thirty (30) day written notice to the Governing Council President or Director of the TISA.

The Governing Council shall be required to fill membership vacancies within sixty (60) days from the date at which such vacancy becomes official through an election process. When a Parent or Community Membership vacancy occurs, the Governing Council is responsible for providing public notice prior to any elections requesting interested persons wanting to serve as a Member of the Council to submit required documentation.

When a vacancy exists on the Governing Council, the vacancy shall be advertised on the TISA website. The Governing Council shall obtain nominations by notifying community, business, and/or education leaders of regular term vacancies on the Council along with a description of the responsibilities of serving as a member and the date and time of the Governing Council meeting at which the position will be voted on by the Governing Council. Interested individuals will be asked to submit their name and qualifications and reasons for wanting to serve on the Governing Council or to submit the names of other individuals who they believe would be an asset to the Governing Council. The vacated seat on the Governing Council may be filled by either appointment or election. Current Governing Council members and TISA administration may nominate candidates at a regularly scheduled meeting of the Governing Council. If more than one person is nominated, the new member shall be elected by a majority vote of the existing Governing Council. If only one nominee exists, the vacancy will be filled by appointment based on consensus of the Council. A vacancy other than a vacancy occurring by an expiration of a term shall be filled by the Governing Council by the process identified above.

Should a vacancy occur on the Governing Council, remaining Members may continue to conduct the TISA's business in accordance with appropriate statutes, the Charter of the TISA, and/or these By-Laws at meetings for which there is a quorum. If, after sixty (60) days, a Community Member vacancy is not filled due to the inability of remaining Voting Governing Council Members to convene a quorum at Regular or Special Meetings, such vacancies may be filled by the vote of less than a quorum at Regular or Special Meetings or by the sole remaining Voting Member if there is only one Member remaining.
4.8: ATTENDANCE
Members of the Governing Council are required to attend all scheduled meetings of the Governing Council unless exigent circumstances arise. If a 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. Such attendance shall constitute presence by the Governing Council member as if in person at such meeting and for purposes of determining a quorum. Any action taken by the Governing Council at such meeting shall constitute a valid action of the Governing Council.

A member of the Governing Council unable to attend a Governing Council meeting will notify the President of the Governing Council or the Director by phone or e-mail as soon as possible prior to the meeting. If the member intends to appear by telephone the Council member shall make arrangements with the Director or his/her designee. If the President cannot attend the meeting, he/she must notify the Vice-President and forward all information regarding the upcoming meeting to him/her, including notices of non-appearances by other Council members.

ARTICLE V – GOVERNING COUNCIL OPERATIONS

5.1: QUORUM
A. The presence of a majority of the non-vacant Voting memberships of the Governing Council at a meeting duly assembled shall constitute a quorum for the purposes of conducting the meeting and/or transacting business.
B. If less than a quorum of the Governing Council is present at the time and place of any meeting, Members shall lack authority to conduct or proceed with any action items, general or specific, of the Council meeting or engage in any form of business transaction.
C. Any Governing Council meeting lacking a quorum, as defined in this section, shall be required to adjourn until such time as another meeting is arranged.

5.2 ADVANCE NOTICE
The Governing Council recognizes the importance of timely communication among its members (subject to the Open Meetings Act) and between the Governing Council and the Director. The Director or his/her designee will strive to insure that the Governing Council is given prior notice of matters submitted by members for deliberation at meetings.

5.3: VOTING
A. Except as otherwise expressly provided by statute, the Charter of the TISA, or these By-Laws, a Consensus of Voting Members present at a Governing Council meeting for which there is a quorum shall decide actions and/or responses and
such actions and/or responses will be considered to be the Consensus for the full Governing Council.

B. Consensus shall be defined as the agreement of a simple majority of Voting Council Members present and voting, whether in favor of, or opposed to, an action under consideration by the Governing Council at a meeting for which there is a quorum.

C. A Voting Member present at a meeting where there is an action on council matters shall be presumed to have assented to the action taken unless a contrary or abstaining vote is recorded or otherwise entered into the minutes of the meeting.

5.4: MEETINGS
The Governing Council will meet at regularly advertised monthly meetings on the second Wednesday of each month and will meet a minimum of ten (10) times a year. All meetings will be open to the public and the Council will provide notices to comply with all provision of the Open Meetings Act (NMSA 1978.10.15). All Regular Meeting and Special Meeting agendas will be made public and posted on our website 72 hours in advance and will include the date, time, and meeting location. Agendas will contain items of business to be discussed. Public participation will be made available at a specific time in each agenda.

Advance notices for open member seats and new member elections requiring requests for documentation from interested persons seeking to become Parent or Community Members will be published at least twenty-one (21) days prior to meetings holding elections for new Council Members.

For all Governing Council meetings, agendas will be emailed to all council members 72 hours in advance of meeting. For Special Meetings, the Council President is responsible for making sure all council members receive at least seven (7) days advance notice that a Special Meeting has been called.

When necessary, as designated by the Open Meetings Act, the Governing Council may proceed into Executive Session to discuss personnel matters, litigation and acquisitions or sales of real property. Student Members shall be excused from all such Executive Sessions. No actions will be taken inside Executive Session. All necessary actions will be voted on in the open session after the conclusion of the Executive Session.

Regular Meetings shall be held at least nine (9) times per year. If any Regular Meeting shall not be held as designated, a Substitute Meeting may be called by the President of the Governing Council or by two (2) or more Members and be designated as a Regular Meeting.

An Annual Meeting of the Governing Council shall be held during the month of June each year and will also be considered to be a Regular Meeting. At this meeting new
Community Members shall be elected, Officers of the Governing Council shall be elected, and the annual Meeting Notice Resolution shall be passed.

A Special Meeting of the Governing Council may be called by the President or by two (2) or more Members of the Council.

An emergency meeting or agenda item is one necessitated by unforeseen circumstances that if not addressed immediately by the Governing Council, will likely result in injury or damage to persons or property or substantial financial loss to the TISA.

The Governing Council shall keep written minutes of all 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 ten working days after the meeting and shall be approved, amended or disapproved at the next meeting where a quorum is present. Minutes shall not become official until approved by the Governing Council and signed by the President and/or Secretary.

5.5: DUTIES
1. Members shall perform any and all duties imposed on them collectively and individually by law, the TISA Charter, and/or these Governing Council By-Laws.
2. Members shall meet at such times as defined in these By-Laws.
3. The Governing Council will attend training in charter TISA law, budget, policy, procurement code, open meetings act, code of ethics, strategic planning and the Governing Council will support the New Mexico Coalition of Charter TISAs as appropriate. TISA will provide each council member with travel and training expenses as appropriated by the council.
4. Members will respectfully review all materials necessary prior to attending meeting, including agenda, minutes and budget reports.
5. Members shall register and maintain current contact information with TISA Governing Council at the start of each new Governing Council term or at such time as their contact information changes including:
   A. Mailing addresses at which a Member regularly receives mail.
   B. Phone number and/or cell phone number, if available, at which a Member may reasonably be expected to answer if called from time to time.
   C. Email address, if available.
      The Secretary shall distribute this information to the members of the Governing Council.

5.6: DUTIES PERTAINING TO THE DIRECTOR OF THE TISA
1. The Governing Council shall be responsible for selecting, supervising, and retaining the Director of the TISA in accordance with the qualifications delineated in the written Job Description for this position.
2. The Director of the TISA serves in this capacity as a paid employee.
3. The Governing Council is responsible for ensuring the Director of the TISA:
   A. Meets all current requirements for administrative employment in public TISAs as defined by the New Mexico Public Education Department.
   B. Thoroughly understands, and supports, the mission of the TISA.
   C. Provides the TISA community a high standard of leadership in both education of students and administration of the TISA.
4. On an annual basis during the time period from March through May, the Governing Council shall review the performance of the TISA’s Director specifically in relationship to the Director’s effectiveness in meeting, and/or exceeding, the standards and qualifications set forth in the bylaws.
   A. Upon completion of this annual review, the Governing Council will meet with the Director of the TISA within seven (7) days to provide the Director a written summary of conclusions, feedback as is appropriate, and a statement for or against retaining the Director in her/his current capacity for the next TISA year.

5.7 RETENTION OR DISMISSAL OF THE DIRECTOR
Retention of the Director of the TISA shall be based solely on the Governing Council’s annual performance reviews.

Should the Governing Council decide against retention of the current TISA Director, the Director shall be notified in writing as to why such actions were taken by Council within three (3) days of this decision.
   A. The Director shall have the right to appeal for retention as Director within seven (7) days of receipt of Council notification by submitting a written response to the Secretary or President of the Council.
   B. Within five (5) days of receipt of the Director’s appeal for retention, the Governing Council shall meet with the TISA Director to review and reconsider the matter of retention.
   C. If, after such meeting, the Council chooses not to retain the TISA’s Director, the Director shall be notified in writing within two (2) days of the Council’s decision and at which time, the Director may request a hearing before a person or persons;
      i. Certified in mediation.
      ii. Experienced mediating matters pertaining to employment issues.
      iii. Acceptable to all parties having a pertinent interest in the outcome of this process.
   D. Any mediation hearing or process shall take place within thirty (30) days from the date the Director received written notification from the Governing Council denying the appeal for retention.
   E. The mediator(s) shall have final authority for any and all decisions pertaining to the question(s) of retention.
5.8: COMPENSATION
Members shall serve without compensation for their services to the Governing Council of the TISA.

5.9: MEMBER’S ADVERSE INTEREST
If any Member has a conflict of interest in a council transaction, such Member must make full disclosure to the Council of the conflict of interest as soon as such Member knows, or should know, of its existence. A member shall voluntarily excuse him/herself from discussions of confidential information and abstain from voting on matters in which the Governing Council member has a personal or financial interest, including an interest by a member of the Governing Council’s immediate family, or where the Governing Council’s participation will or may compromise the confidential nature of the discussion. Failure to voluntarily remove him/herself from such conflicts of interest may result in a vote to remove the member from the Governing Council.

1. Council members must avoid conflict of interest with respect to their fiduciary responsibility.
   A. There will be no self-dealing of business by a member with the organization. Members must disclose any conflict of interest and then refrain from comment and voting.
   B. Council members will not use their position to obtain employment in the organization for themselves or family members. Council members will not have served on the board within one year of applying for employment with the TISA.

2. Upon full disclosure, the Governing Council may approve the transaction only by a good faith vote of a majority of the disinterested Members present.

3. However, no transaction involving a Member’s conflict of interest may be approved, if:
   A. It would constitute self-dealing prohibited under sections 4941 of the Internal Revenue Code of 1986 or the corresponding provisions of any later federal tax laws.
   B. It would result in the imposition of any excise tax under any other provision of Chapter 49A of the Internal Revenue Code of 1986 or the corresponding provisions of any later federal tax laws.

5.10: CERTAIN MEMBER LIABILITY
1. A Member shall be subject to the liabilities imposed by laws pertaining to Governing Council Members.

2. In addition, all Members who vote for, or assent to, any distribution of assets of the TISA contrary to any lawful restrictions in the Non-Profit TISA Act of the State of New Mexico, the Governing Council of the TISA, or these By-Laws, shall be jointly and severally liable to the TISA for the amount of such distribution.

2. A Member’s liability in situations shall not exceed the debts, obligations, and liabilities existing at the time of the vote or assent where the Member relied, and acted in good faith, from information showing financial statements of the TISA were:
A. Correct.
B. Based on generally accepted principles of sound accounting practice by the 
   President or Treasurer of the Governing Council.
C. Certified by an independent public accountant or firm of such accountants to 
   fairly reflect the financial condition of the TISA.

5.11 CODE OF ETHICS:
TISA Governing Council commits itself and its members to ethical, professional and 
lawful conduct, including proper use of authority and appropriate decorum when acting 
as council members.

1. Council members must have loyalty to the founding mission and vision 
   and avoid conflicts caused by loyalties to staff, other organizations and any 
   personal interests.
2. Council members will respect the confidentiality appropriate to issues of a 
   sensitive nature. All personnel discussion must only occur in closed 
   session. Members must refrain from individual judgments of employees of 
   the TISA. Council members and designees are authorized to only repeat 
   explicitly stated board decisions to public, press and other entities.
3. Council members will be properly prepared for board meetings, actions 
   and deliberations.
4. Council members, to the best of their ability, will be prompt and consistent 
   in their attendance to meetings.

5.12 CONFIDENTIAL MATTERS
The Governing Council recognizes that confidential information will be brought to the 
attention of individual Governing Council members and/or the Governing Council as a 
whole pertaining to, but not limited to, the following:

1. Matters relating to the employment or dismissal of, or charges against, 
   specific TISA personnel;
2. Matters relating to litigation or proposed litigation in which the Governing 
   Council is or may become a party, or attorney-client communications;
3. Consideration of the acceptance of gifts, bequests, or donations where 
   confidentiality has been requested by the donor;
4. Consideration of wages and benefits for the Director;
5. Consideration of suspension, expulsion, or disciplinary action in connection 
   with a student; and
6. Such matters that may arise and qualify as being confidential by law.

The Governing Council further recognizes that public disclosure of such information may 
result in injury to individual or potential harm and possible liability to TISA, and that the 
Governing Council members must respect confidentiality of information that is privileged 
under applicable law. It is the policy of the Governing Council that Council members shall 
discuss or disclose confidential information only in connection with legitimate TISA 
business and only with individuals with a legitimate right to know.
ARTICLE VI – OFFICERS

6.1: DESIGNATION OF OFFICERS
1. The officers of the TISA Governing Council shall include; President, Vice-President, Treasurer and Secretary.
2. Members may serve in more than one office at the same time.
3. Non-voting members may hold office, within reason.

6.2: ELECTION AND TERM OF OFFICE
1. Governing Council Voting Members shall elect officers at the Annual Meeting in June.
2. Officers shall hold elected positions for three (3) years and until such officer’s successor shall have been duly elected and qualified, or until such officer’s death, resignation, or removal.

6.3: SUBORDINATE OFFICERS AND AGENTS
1. The Governing Council may appoint other officers or agents as needed.
2. Appointed officers or agents hold their position, have authority, and perform duties as determined and defined by the Governing Council.
3. The Governing Council may choose to delegate to any officer or agent the authority to appoint subordinate officers or agents and to prescribe their respective authorities or duties.

6.4: DUTIES
1. The President shall:
   A. Have general supervision for on-going management of business affairs and activities of the Governing Council.
   B. Act as a liaison between the Governing Council and the Director and Business Manager.
   C. Plan and direct the activities of the Governing Council in consultation with the members of the Council and the Director of the TISA.
   D. Have responsibility for preparing meeting agendas and providing copies of agendas to the TISA office at least 24 hours in advance of meetings.
   E. Preside at all meetings.
   F. Appoint temporary or standing committees, with input from the Council, as needed.
   G. Make sure all agendas are duly posted in accordance with the provisions of these by-laws and/or as required by law.
   H. Perform other assigned duties as may be designated by the Governing Council.
2. The Vice-President shall:
   A. Perform all the duties of the President whether upon direct request of the Chair, or in absence or disability of the President.
B. Have all the powers of, and be subject to all the restrictions upon, the President at such times as she/he is assuming the responsibilities of the Chair.

3. The Secretary shall:
   A. Record an accurate account of the proceedings and transactions of all Council meetings or, in the case of someone else assigned to keeping minutes, review all minutes before approval at Governing Council meetings.
   B. Make available a draft of the minutes within three (3) days of the meeting.
   C. Provide copies of minutes and other appropriate documents to the Governing Council Members at least one (1) day prior to the next scheduled council meeting.
   D. Be custodian of the Council records and documents.
   E. Make sure books, reports, statements, and all other documents and records required by law are properly kept and filed.

4. The Treasurer shall:
   A. Oversee the maintenance of records for all revenues and expenditures of the Charter TISA, maintain accurate and up-to-date records of the TISA budget and oversee the monthly status of these records.
   B. Review all budget records from the Business Manager before they come before the Governing Council for approval.
   C. Serve on the Budget and Audit committees.

6.5 SUBCOMMITTEES
At any time deemed necessary, the President of the Governing Council may appoint a Member to head a subcommittee. The Head of a Subcommittee may form their own committee, which functions autonomously from the Governing Council. The Head of the Subcommittee must keep the Governing Council up to date on the progress of the subcommittee at Regular Meetings. A subcommittee cannot take any actions or make pertinent decisions that require the approval of the Governing Council.

The Council Finance Committee is a standing committee of the TISA Governing Council and shall be composed of the Treasurer, the TISA Business Manager and one other member appointed by the Council. The Finance Committee assumes primary responsibility for review of all policies related to TISA finances, annual audits, and oversight of TISA finances. The Finance Committee shall be responsible for developing the yearly budget with the Director and the TISA Business Manager. It will also present the budget to the full Governing Council and be responsible for any reporting related to the budget. The finance Committee shall meet at least once each quarter.
ARTICLE VII — PROCEDURES AND RESTRICTIONS

7.1: CONTRACTS
Except as otherwise provided in these by-laws, both a Consensus of the Governing Council and the approval of the Director of the TISA is required to authorize officers or agents to enter into any contract or to execute or deliver any instrument on behalf of the TISA, and such authority may be general or confined to specific instances.

7.2: LOANS
No loans shall be contracted on behalf of the TISA and no evidences of indebtedness shall be issued in its name, unless and except as authorized by both a Consensus of the Governing Council and the approval of the Director of the TISA.

7.3: DEPOSITS
All funds of the TISA shall be deposited in a timely fashion to the credit of the TISA in such banks or trust companies or with such bankers or other depositories as the TISA Governing Council may select or require.

7.4: PURCHASE ORDERS AND ENDORSEMENTS
All purchase orders or other evidences of indebtedness shall be signed by the Director of the TISA.

7.5: GIFTS
The Governing Council may accept on behalf of the TISA contributions, gifts, bequests, or devises in support of any general or specific educational propose or activity.

7.6: NEPOTISM
Disqualifications/Nepotism Rule. In no event shall a Council member be a TISA employee, spouse of another Council member, or have a contract for provision of services or property with TISA. 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.
ARTICLE VIII – GENERAL PROVISIONS

8.1: AMENDMENTS TO BY-LAWS
1. These By-Laws may be altered, amended, repealed, and new By-Laws may be adopted by Consensus at any regular or special meeting with a quorum.
2. Written notification to Governing Council Members of the intention to alter, amend, repeal, or adopt new By-Laws at such meetings will be posted in the agenda.

8.2: BOOKS AND RECORDS
The Governing Council shall keep correct and complete books, records of accounts, and accurate minutes of all meetings and proceedings.

8.3: MEETING REGULATION
All meetings of the Governing Council including regular, annual, special, and all other duly ordered gatherings shall be governed by Robert’s Rules of Order.

8.4: OFFICER AND MEMBER INDEMNIFICATION
1. The TISA shall indemnify:
   A. Any Council Member, Council Officer, former Member, or former Officer of the Governing Council;
   B. Any person who may have served at its request as a Member or Officer of another TISA, Partnership, Joint Venture, Trust, or other enterprise;
      i. Against liabilities and reasonable litigation expenses, including attorneys’ fees incurred by the Member in connection with any action, suit or proceeding in which that Member is made or threatened to be made a party by reason of being or having been such Member or Officer;
      ii. Except in relation to matters as to which the Member shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty.
2. The indemnification authorized by our bylaws shall be in addition to that permitted by New Mexico Statutes.
3. The TISA may purchase and maintain insurance on behalf of:
   A. Any person who is or was a Member, Officer, Employee or Agent of the TISA;
   B. Or is or was serving at the request of the TISA as a Member, Officer, Employee, or Agent of the TISA, Partnership, Joint Venture, Trust, or other enterprise;
      i. Against any liability asserted against and incurred by the person in such capacity;
      ii. Or arising out of the Officer’s status as such;
   C. Whether or not the TISA would have the power to indemnify that Officer against such liability.
4. Expenses incurred by a Member, Officer, Employee or Agent in defending a civil or criminal action suit, or proceeding may be paid by the TISA in advance of the final disposition of such action, suit or proceeding:
   A. As authorized by both a Consensus of the Governing Council and the approval of the Director of the TISA;
   B. In the specific case upon receipt of an undertaking by or on behalf of the Member, Officer, Employee or Agent to repay such amount;
   C. Unless it shall ultimately be determined that the person is entitled to be indemnified by the TISA as authorized in the New Mexico Statutes or as authorized in these by-laws.

8.5: CONFLICT OF INTEREST
1. The Governing Council shall have the power to make such rules and regulations concerning conflicts of interest as it deems appropriate from time to time to support the policy of the TISA which provides:
   A. No Member, Officer, or Employee of the TISA shall receive any personal or private benefit resulting from;
   B. The activities of the TISA.
   C. The receipt by the TISA of funds from the State of New Mexico.
   D. Any other source.
2. This stands apart from reasonable compensation for services rendered and reimbursement for reasonable expenses incurred in the conduct of the business of the TISA.

8.6: PROHIBITED ACTIVITIES
Notwithstanding any other provisions of these articles, the Governing Council shall not carry on any activities not permitted to be carried on by TISA governing bodies within the state of New Mexico.

8.7: DISPOSAL OF ASSETS
Upon the dissolution of the TISA, the Governing Council shall, after paying or making provision for the payment of all liabilities of the TISA, dispose of all of the assets of the TISA as directed pursuant to New Mexico General Statutes.
CERTIFICATION:
The undersigned persons certify the foregoing by-laws have been adopted as the revised by-laws of the TISA, in accordance with the requirement of the TISA Law.

President: [Signature]
Vice-President:
Secretary: [Signature] [Signature]
Treasurer: [Signature] [Signature]
Member: [Signature] [Signature]
Member: 
Member: 

Approval Date: June 19, 2018