

Bylaws

Table of Contents

I	Purpose
II	Membership
III	Authority and Power
IV	Officers
V	Committees
VI	Meetings
VII	Records and Reports
VIII	Amendment of Bylaws
IX	Construction

I. **Purpose**

- a. Purpose of the Governing Council. The purpose of the Mosaic Academy (MA) Governing Council (GC) is to serve as the governing body and to uphold the charter of MA located in San Juan County, Aztec, New Mexico. If there is any conflict between the provisions of these bylaws and the MA Charter, the provisions of the MA Charter shall govern. All references in these bylaws to the MA Charter refer to the official MA Charter filed with the MA Charter Authorizer and NM Public Education Department.
- b. Evaluation of Fulfillment of Purpose. The Governing Council shall conduct a self evaluation annually to monitor the fulfillment of its purpose.

II. **Membership**

- a. **Number of Members.** The GC shall consist of not less than five members. The Principal will be a non-voting, *ex officio* member and shall not be counted as one of the five members. Additional *ex officio* members may be chosen at the discretion of the Council, however there may be no more than 5 voting members at any given time.
- b. **Qualifications.**
The voting members of the GC
 1. Shall not be employed by Mosaic Academy.
 2. Shall not be a family member of any school administrator.
 3. Shall be a qualified elector of the State of New Mexico.
 4. Shall be a San Juan County Resident.
 5. Shall not be a convicted felon unless pardoned or restored to political rights.
 6. Shall be an individual with shared beliefs in pedagogy with the staff of Mosaic Academy and in accordance with the authorized Charter.
 7. Shall not serve as a member of the governing body of another charter school.
- c. **Term.** Each member shall serve a two year term which begins in August of the current school year the member is selected. A member may serve multiple terms.
- d. **Application Process.** Vacancies will be advertised to the public with information regarding membership and how to apply.
- e. **Election Procedure.** The existing GC members will review the applications of prospective candidates and conduct interviews. After the completion of interviews, existing GC members may make a motion in an open meeting to nominate a candidate. Nominations will be considered and members shall be elected by a majority vote of the existing council. Elected members will formally accept the position by the administration of an oath of office.
- f. **Compensation.** Members will not receive compensation for their services; however, members may be compensated for reasonable expenses incurred in the performance of their duties such as travel costs as outlined in policy and in compliance with the New Mexico Per Diem and Mileage Act, to attend out of town meetings on behalf of the GC.
- g. **Attendance.** Members are required to attend all scheduled meetings of the GC unless exigent circumstances arise. If a member cannot be physically present at a meeting due to unavoidable conflict, the member may make arrangements to appear by conference call. A member who is unable to attend in

person or by conference call will notify the President of the GC prior to the meeting. If the President is unable to attend in person or by conference call, the President must notify the Vice-President.

- h. **Non-Liability, Indemnification and Insurance.** Members shall not be personally liable for the debts, liabilities, or other obligations of the GC. The GC to the fullest extent permissible shall indemnify the members and officers of the GC under the laws of the state. Liability insurance will be provided and maintained through the NMPSIA on behalf of any agent of the GC. Unless otherwise provided by law, the GC may adopt a resolution authorizing the purchase and maintenance of liability insurance on behalf of any agent of the GC (including a member, officer, employee or other agent of the GC). This insurance is to protect against liabilities asserted against or incurred by the agent, whether or not the GC would have the power to indemnify the agent against such liability under these Bylaws or under the provisions of the law.
- i. **Resignation.** Any member may resign at any time by giving written notice to the President or the Secretary. Resignation is effective upon the date the resignation is received or as specified in the written notice. The acceptance of the resignation shall not be necessary to make it effective.
- j. **Removal.** Any member may be removed by a majority vote of the GC whenever such removal is in the best interests of Mosaic Academy. Grounds for removal may include a violation of the conflict of interest policy, failure to provide notice to the President of the inability to attend two scheduled meetings during a school year (August thru July), failure to attend four meetings during a school year (August thru July), failing to attend the NMPED mandatory training for charter school governing council members, and/or any other grounds the GC deems appropriate.
- k. **Vacancies.** A vacancy on the GC will be filled by the GC as provided in Article II, paragraphs d. and e. Once the vacancy is filled, the term shall be for the unexpired portion of the term of the member being replaced.
- l. **Continuing Education.** Each council member shall complete at least 5 hours of governing body training annually as outlined by the (PED?)

III. **Authority and Power**

- a. **General Authority.** The GC is the governing body of the Mosaic Academy Charter School and is responsible for ensuring the fair and uniform application of all regulatory requirements in the operation of Mosaic Academy and as outlined in the charter and policies. The GC is the policy making body for Mosaic Academy. The GC will exercise leadership primarily through the formulation and adoption of policies.
- b. **Delegation to the Principal.** The Principal is responsible for implementing the charter and the policies established by the GC including all aspects of operations. The GC is responsible for holding the Principal accountable for effective implementation. The Principal reports to the GC. The staff of Mosaic Academy report to the Principal.
- c. **Individual Member Authority.** A member of the GC is a public officer, but has no power or authority individually. The Mosaic Academy charter vests power in the GC and not in individual members. These powers must be exercised by the GC as set forth in these Bylaws at a public meeting as outlined in the NM Open Meeting Act.
- d. **Binding Authority.** The GC shall not be bound in any way by any action or statement on the part of any individual GC member except when such a statement or action is in pursuance of specific

instructions from the GC. Any such exception shall be recorded as an action item of the GC and recorded in the minutes.

- e. **Powers of the GC.** All activities and affairs of Mosaic Academy shall be conducted by or under the direction of the GC. In the exercise of this power, the GC shall be subject to the provisions of the law and as outlined in the charter.
- f. **Execution of Instruments.** The GC, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the council to enter in to any contract or execute and deliver any instrument in the name of and on behalf of the GC. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the GC by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

IV. **Officers**

- a. **Officers.** The officers of the GC shall be a President, Vice-President and Secretary and other such officers with such titles may be determined by the GC.
- b. **Duties of the President.** The President shall perform all duties of the office as required by law, the charter, the bylaws, or as prescribed by the GC. The President of the GC shall preside at all meetings. The President shall sign legal documents as required by law. The President will compile in collaboration with the Principal the topics for business to be placed on the GC meeting agenda. Any member of the GC may offer items to be heard or discussed at any meeting of the GC.
- c. **Duties of the Vice-President.** The Vice-President shall perform the duties of the President in the absence of the President or at the request of the President. In the event a vacancy occurs in the Presidency, the Vice-President will act in the capacity of the President until the office has been filled by a majority vote of the GC.
- d. **Duties of the Secretary.** The Secretary verifies that the GC designee properly maintains the GC records in accordance with the NM Open Meetings Act, records the meeting minutes, and posts notices and agendas. If required, the Secretary shall countersign any legal document.
- e. **Qualification.** Any member of the GC may service as an officer.
- f. **Term.** All officers shall be elected each year by the GC at the annual meeting for terms of one year or until their successors have been duly elected and qualified, or until their death, resignation or removal. Officer's terms shall commence immediately following the annual meeting of the GC.
- g. **Election Procedure.** Nominations will be considered and officers shall be elected by a majority vote of the GC.
- h. **Compensation.** Officers will not receive compensation for their services.
- i. **Resignation.** An officer may resign his/her office at any time by giving written notice to the President or the Secretary. In the event the President chooses to resign, the President shall give written notice to all GC members. Resignation is effective upon the date the resignation is received or as specified in the written notice. The acceptance of the resignation shall not be necessary to make it effective.

Resignation from office does not necessarily constitute resignation from the member's position on the GC.

- j. **Removal.** An officer may be removed by a majority vote of the GC whenever such removal is in the best interests of Mosaic Academy.
- k. **Vacancies.** Any vacancy regardless of cause of any officer shall be filled by the GC. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the GC shall fill the vacancy.

V. **Committees** The GC may establish ad hoc committees as needed to serve a specific purpose or function. Additionally, the GC may establish standing committees by majority vote. Committees may consist of individuals who are not also members of the GC.

VI. **Meetings**

- a. **Meeting Schedule.** Regular, monthly meetings will be conducted. The Regular Meeting schedule will be determined and adopted at the Annual Meeting. Special Meetings, Emergency Meetings and Work Sessions may be called at the direction of the GC.
- b. **Meeting Location.** All meetings will be held at Mosaic Academy unless otherwise specified.
- c. **Types of Meetings and Public Notice**

- 1) **Annual Meeting.** An Annual Meeting of the GC shall be held within 60 days of the close of the fiscal year in August of each year. During the Annual Meeting, the Annual Public Notice of Meetings will be discussed and adopted, ideally new members will be selected to fill expected vacancies when possible and officers will be elected. The Annual Public Notice of Meetings will be published at least once in the local newspaper following the Annual Meeting, posted at all times in the Administrative Offices of Mosaic Academy and published on the official website of Mosaic Academy www.mosaicacademy.net.
- 2) **Regular Meeting.** Regular, monthly meetings will be conducted. The Regular Meeting schedule will be determined and adopted at the Annual Meeting as outlined above under Annual Meeting. Additionally, announcements of regular meetings will be posted at the Administrative Offices of Mosaic Academy and published on the aforementioned Mosaic Academy website at least 72 hours in advance of the meeting. Agendas for regular meetings will be posted on the aforementioned website at least 24 hours in advance of the meeting date and time.
- 3) **Special Meeting.** A special meeting may be conducted as needed in addition to regular monthly regular meetings. The President or a majority of GC may call a special meeting. The President and GC will work to plan special meetings in partnership with all members in order to maximize participation and to ensure a quorum is available. Announcement of a special meeting will be posted at the Administrative Offices of Mosaic Academy and published on the aforementioned Mosaic Academy website at least 48 hours in advance of the meeting. Agendas for special meetings will be posted on the aforementioned website at least 24 hours in advance of the meeting date and time.

4) **Emergency Meeting.** The President of the GC may call an emergency meeting for extreme circumstances requiring GC action that will not allow at least 48 hours of public notice. Action items in an emergency meeting shall only pertain to the extreme circumstances requiring GC action. Announcement of an emergency meeting will be posted at the Administrative Offices of Mosaic Academy and published on the aforementioned Mosaic Academy website as soon as possible. Agendas for emergency meetings will be posted on the aforementioned website as soon as possible.

5) **Work Session.** A work session may be conducted as needed. Action items may not be considered at a work session. The President or majority of the GC may plan a work session. Announcement of work sessions will be posted at the Administrative Offices of Mosaic Academy and published on the aforementioned Mosaic Academy website at least 72 hours in advance of the work session. Agendas for work sessions will be posted on the aforementioned website at least 24 hours in advance of the work session date and time.

d. **Quorum.** A quorum shall consist of a simple majority of the members of the GC. No business requiring action shall be conducted at any meeting at which the required quorum is not present. Any action taken by the GC must be made by a majority vote of the GC. The President will only enter a vote when there is a tie in order to determine the majority vote of the GC.

e. **Meeting Conduct.** The President will preside over the meetings of the GC. The general principles outlined in Roberts Rules of Order will guide the GC in meeting conduct. Moving in to an executive (closed to the public) session during any meeting must meet the requirements as outlined NM Open Meeting Act.

VII. **Records and Reports** Meeting documents (agendas and minutes) and all records and/or reports will be maintained at the Administrative Offices of Mosaic Academy as required by law.

VIII. **Amendment of Bylaws** The bylaws may be revised or new bylaws adopted by majority vote of the GC. A copy of all changes will be provided to the Mosaic Academy Charter Authorizer and the NM Public Education Department.

IX. **Construction** Should any of the content of these bylaws be held unenforceable or invalid for any reason, the remaining content of these bylaws shall be unaffected.