

NORTHPOINT
CHARTER SCHOOL

Governing Council By Laws

REVISED July 17, 2019, UPDATED December, 2024

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Article I

Mission Statement

Together with parents and the community, Northpoint Charter School ("NCS"), a New Mexico public charter school created pursuant to the Charter Schools Act, NMSA 1978 §§22-8B-1, *et seq.*, is committed to empowering all students to perform at their optimal level in a blended learning environment that is individualized, self-directed, and flexible to produce future ready graduates.

Article II

Name of Governing Body and Governing Document

The name of NCS's governing body shall be known as the "Governing Council," and referred to in these bylaws as the "Council" or the "Governing Council." NCS exists by virtue of its charter contract with the New Mexico Public Education Commission ("PEC"). Throughout these Bylaws the charter contract is referred to as the "Charter."

Article III

Equal Opportunity

NCS affirms its commitment to providing equal treatment of all of its students, parents and employees. Neither NCS 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 handicap, serious medical condition, sexual orientation, gender identity, spousal affiliation, 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/or athletics/extracurricular activities.

Article IV

Governance and Training

The Council has a responsibility to ensure that NCS operates in accordance with all applicable laws and regulations and meets its commitments to its authorizer, the New Mexico Public Education Commission ("PEC"), and to the New Mexico Public Education Department ("NMPED") as reflected in its Charter. Council members have a responsibility to be familiar with the terms of the Charter and legal responsibilities of public schools. Council members must become educated about public school laws and applicable rules and regulations. All Council members are required to attend annual mandatory training that explains NMPED rules, policies, and procedures, statutory powers, and duties of charter school governing bodies, legal concepts pertaining to public schools, finance and budget and other matters deemed relevant by the NMPED. Council members must recognize and become familiar with New Mexico and federal statutes and rules applicable to public charter schools and commit to taking necessary steps, including participating in training and self-education to ensure NCS has policies and procedures in place to meet its compliance obligations.

To the extent NCS has not specifically requested and been granted a waiver from a particular NMPED policy/regulation, those policies/regulations that have not been waived, shall apply.

Article V

Governing Council Powers and Responsibilities

The primary powers and duties of the Council are to:

1. Review, approve and support a strategic plan to implement NCS's contractual obligations set forth in the Charter;
2. Develop an annual program of training aligned with at least the statutory requirements and in which each Council member shall participate to improve overall governance performance;
3. Develop educational and operational policies for NCS;
4. Award high school graduation diplomas to students who have successfully completed graduation requirements;
5. Employ NCS's Executive Director, who shall be referred to hereafter as the "Director," develop evaluation criteria and tools to evaluate the Director, and evaluate the Director at least annually, and set the salary schedule for certified/licensed employees;
6. Charge the Director with the responsibility of implementing the Charter; the responsibility over employment, salary, assignment, termination, and discharge decisions; carrying out NCS's policies, procedures, facilities plans, budget, and such other directives and policies adopted by the Governing Council from time to time. The Governing Council shall not be involved in the day-to-day operations of the school;
7. Participate in employment appeals consistent with NCS policies and the School Personnel Act, NMSA 1978, §22-IOA-1, *et seq.*
8. Review, approve and monitor implementation of the annual NCS budget to ensure that Charter goals and obligations are achieved;
9. Acquire, lease, and dispose of property, both real and personal to the extent permitted by laws applicable to public charter schools;
10. Initiate lawsuits or take all necessary steps to protect NCS's interests;
11. Consistent with NCS's budget authority, approve contracts for the repair and maintenance of all property belonging to NCS or for which NCS is contractually responsible to maintain and repair, which authority may be delegated to the Director up to an amount not exceeding \$60,000;
12. Enter into contract/s consistent with NCS's approved budget for services or activity/ies that is/are required for NCS to perform or carry out the educational program described in the Charter. The Governing Council may delegate its authority hereunder to the Director for contracts not exceeding \$25,000, except in cases of employment contracts which shall be delegated to the Director consistent with NCS's budget authority and the Council's adopted salary schedule;
13. Develop, adopt, and amend policies and procedures pertaining to the administration of NCS and ensure state and federal legal compliance by conducting regular review of those policies;

14. Accept or reject any charitable gift, grant, devise or bequest. Each particular gift, grant, devise or bequest accepted shall be considered an asset of NCS;
15. Approve amendments to the Charter prior to presentation to the PEC for approval;
16. Make application for available capital outlay funds;
17. Open other locations for operation of NCS as consistent with the Charter and as approved by the PEC;
18. Address problems through the applicable dispute resolution processes according to policies and procedures;
19. Review and consider recommendations submitted by the Director and other advisors to the Council;
20. Promote a cooperative relationship with NCS's Charter authorizer; govern NCS in accordance with the Charter Schools Act and resolve any dispute, which may arise between NCS or its Council and PEC officials to the mutual benefit of the operation of NCS and its authorizer; and
21. Such other powers and authorities as provided for by law.

Article VI

Collective Authority of Council

The Council will not be bound by any statement or action by an individual Council member, unless the Council, by majority vote in a properly convened meeting, delegates authority to that individual member to speak for or to represent the entire Council. Unless acting pursuant to said express-delegated authority from the Council or as otherwise described in these Bylaws, no Council member shall undertake any individual action to bind the Council's authority or to make representations intended to be the Council's position on any matter. When a Council member is assisting the Director with implementing school policies, programs or other directives of the Director or Council, in this role the Council member shall be considered a volunteer and have no special authority beyond that of a volunteer.

Article VII

Council Membership

1. Positions and Qualifications. Then Governing Council shall have a minimum of 5 (five), but no more than eleven (11) voting members. No member shall serve on the Council if he/she is currently a member of another charter school's governing body, or he/she was a member of another charter school's governing body that was suspended and was not reinstated as a board of finance. The Council shall strive to have the following composition: at least one (1) parent who has a child currently enrolled in NCS; with the balance of the Council members to be qualified individuals who have experience in business, education, law, finance, real estate and such other fields beneficial to NCS's mission and the efficient, sound governance of NCS. The candidates for positions on the Council shall be considered based upon their professional skills, demonstrated collaborative and problem-solving skills and attitudes, their ability and willingness to devote substantial time and energy to serving on the Council (including the requirement that each Council member shall regularly participate in the

activities of at least two Council committees), and their commitment to acting in the best interests of NCS as a whole, rather than for the interests of any particular person or group. If the Council decides to increase or decrease its membership, it shall timely notify the PEC.

2. Annual Meeting. The Annual Meeting of the Council shall be held in July of every year ("Annual Meeting").

3. Elections. Council members shall be elected by a majority vote of the then seated Council members and selected from the nominations presented by the Nomination Committee as defined in Art. VII, Paragraph 6. Elections of Council members will be held during the Annual Meeting unless an election is required to fill a vacancy.

4. Member Terms. Council member terms shall be two (2) years. Terms of Council members begin at the Annual Meeting at which the member was elected. If a member fills a vacancy, the member's term shall be for the balance of departing member's term. There shall be no limit on the number of terms a Council member serves.

5. Vacancies. A vacancy on the Council caused by a vote to increase in the number of Council members, a member's resignation, or a member's removal by vote of the Council will be filled by majority vote of the remaining Council members. To fill any vacancy, the Council shall appoint a Nominating Committee that will recommend candidates to fill the vacancy. If Council membership falls below five (5) the vacancy shall be filled within forty-five (45) days from creation of the vacancy. If the vacancy cannot be filled within forty-five (45) days, the Council will request an extension in writing from the PEC prior to the expiration of the forth-five (45) days.

6. Nominating Committee. The Nominating Committee shall be comprised of up to two (2) Council members, a member of the community, a parent of a student attending NCS, and such other qualified non-Council member representatives as the Council deems appropriate, if any, to assist it in selecting Council members with the desired qualifications. The Nominating Committee shall meet and solicit written applications, recruit potential candidates, and screen applicants for each of the positions on the Council to be filled. The Nominating Committee shall present a Nomination Plan to the Council, which shall include: requirements for giving public notice of Council vacancies; the application process; member qualifications for vacant position(s); and the selection timeline and process. The Nomination Plan shall be amended from time to time as deemed appropriate by the Council. After reviewing the applications and taking such other vetting steps as deemed appropriate by the Council in the Nomination Plan, the Nominating Committee shall recommend candidates to the Council at a public meeting. The Council shall thereafter select new members by a majority vote.

7. New Member Orientation and Mentorship. The Council will establish a protocol for new member orientation and each new member shall be appointed a mentor from among the currently sitting Council members. The Council may create an *ad hoc* committee to develop orientation and mentorship expectations in addition to required PED training.

8. Notification of PEC. The Council President or designee shall notify the PEC within 30 (thirty) days of a member's resignation or designation of a new member. The new member must execute the required statements for Board of Finance designation to the NMPED, which shall be submitted in accordance with PEC procedures.

9. Disqualifications/Nepotism Rule. In no event shall a Council member be an NCS employee, spouse of another Council member, or have a contract for provision of services or property with NCS. The Council will not initially employ as Director, nor shall the Director employ 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, domestic partner, or sibling (collectively "family members") of any Council member or any other relative who is financially supported by the Council member. Upon petition by the Director, the Council may approve the Director's hiring of the Director's family members as an NCS employee by majority vote at a public meeting. Prior to voting on the Director's request, the Council shall, in a public meeting, carefully consider the potential impact on the integrity, efficiency, discipline, and public perception of NCS in the employment of any person who is a family member of the Director or the parent of a currently enrolled NCS student.

10. Attendance. Council members are expected to regularly attend Council meetings. If a Council member anticipates that he/she will not be able to attend a meeting, the Council member shall notify the President or designee of his/her impending absence in advance of the meeting. If a Council member, as a result of an emergency or illness, is unable to notify the President or designee of the Council in advance that he/she will be unable to attend a meeting, the Council member shall notify the President or designee in a timely manner following the meeting of the reason for his/her absence.

11. Removal from Council. A Council member may be removed by a majority vote of the remaining Council members for the following reasons:

- a. If a member misses three consecutive regular meetings or three out of six consecutive regular meetings except when such absence is due to exigent circumstances as determined by the Council;
- b. If a member violates any law, policy or procedure adopted by the Council or which applies to the Council and its members;
- c. If the Council determines that a member is not acting in the best interest or is otherwise obstructing the business of the Council;
- d. Violation of the member's duty of loyalty, care, or obedience to NCS; or
- e. Any other ground the Council deems appropriate.

12. Resignations. A member shall state his/her intent to resign and the effective date of the resignation in writing to the Council President. A member's resignation shall be effective upon the date stated in the letter of resignation without further action of the Council.

13. Council Evaluations. During the Annual Meeting the Council shall conduct a board evaluation for the purpose of identifying areas of governance improvement or such other issues that may help direct organizational changes deemed necessary to carry out the mission of NCS.

Article VIII

Officers of the Council

1. Council Officers. The officers of the NCS Council shall be a president, vice president, secretary, and treasurer. NCS may, by a majority vote, create different categories of officers or eliminate an officer's position without requiring an amendment to these Bylaws. The duties of certain officers are set forth herein. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office the duties of the office shall, unless otherwise provided by the Council, be performed by the next officer set forth in the following sequence: president, vice president, secretary, treasurer.
2. Election and Tenure. All officers shall be elected by a majority vote of the Council. Officers shall serve for one (1) year terms; and be limited to a maximum of two (2) consecutive terms. Regular election of officers shall take place at the Annual Meeting. Officers' terms shall begin at the first meeting immediately following the Annual Meeting.
3. Resignations and Removal. An officer may resign as an officer at any time by giving written notice to the president or to the secretary, the acceptance of such resignation shall not be necessary to make it effective. An officer may be removed from his/her position as an officer by a majority vote of the Council whenever in its judgment the officer fails to perform the duty of his/her office or such other duties as appointed by the Council, or when the best interests of NCS would be served thereby. Resignation or removal as an officer does not constitute resignation or removal as a member of the Council unless otherwise specified by the member in case of resignation or by the Council vote in case of removal.
4. Vacancies. A vacancy in any office may be filled by a majority vote of the Council for the unexpired portion of the term of the officer being replaced.
5. Officer Roles and Responsibilities
 - a. President. The president of the Council shall preside at all meetings. She/he shall have the right, as other members of the Council, to make or second motions, to discuss questions, and to vote. The president of the Council may not take any action on behalf of the Council or NCS without prior specific authority from a majority of the Council to do so. All communications addressed to the president shall be considered by him/her for appropriate action. The president may consult with legal counsel, the Director or such other consultants to NCS or the Council. The president shall sign legal documents as required by law and perform such other duties as may be prescribed by the Council. It is the president's responsibility to ensure that Council members uphold their commitments/responsibilities to NCS. The president is responsible for deciding the order and topics for business to be placed on the Council's agendas.
 - b. Vice President. The office of vice president shall be filled by the past president to ensure institutional continuity. If the vice-president resigns from the Council, the Council shall elect a vice-president. The officer in this position shall perform the

duties of the president in the absence of the president or at the request of the president. In the event a vacancy occurs in the presidency, the vice-president will act in the capacity of the president until the office has been filled by a vote of the Council membership.

- c. Secretary. The secretary of the Council shall keep the minutes of the Council meetings; ensure that all notices are given in accordance with the provisions of the Charter, Council policies, and as required by law; shall countersign, when required, all authorized contracts, deeds, leases, or other legal instruments; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the Council. The Council may appoint a designee to assist with the responsibilities of the secretary as described herein, including recording and transcribing the minutes of the meetings, posting notices and agendas, and preparing packets for the Council's review. The secretary will review the minutes prior to presentation to the Council for approval. The secretary or the Council's designee shall be responsible for presenting the minutes to the Council at meetings.
- d. Treasurer. The treasurer shall be familiar with the fiscal affairs of NCS and keep the Council informed thereof in the event that the NCS Business Manager is unable to so act. He/she will have knowledge of public school finance laws, rules, and policies and shall serve as the chair of the NCS's Finance Committee and Audit Committee. He/she will make best efforts to attend the NMPED Spring Budget Workshop and/or any other financial regulatory training recommended by the Council, the Director, or the Business Manager.
- e. Compensation. The officers shall not be compensated for their services; however, they may be compensated for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.
- f. Directors and Officers Insurance. The Council may secure officers and directors insurance in excess of the coverage provided by the New Mexico Public School Insurance Authority upon appropriate approval of the Council and if provided for in **NCS budget**.

Article IX

Council Committees

- 1. Standing Committees. Standing committees of the Council shall include a Finance Committee and Audit Committee as defined by NMSA 1978 §22-8-12.3(2010); and a Nominating Committee, as defined in Art. VII, Paragraph 6. The Council may establish other standing committees by majority vote of the Council. Standing Committees, unless otherwise required by law, may consist of Council members and non-Council members. Committee assignments and chairmanships will be determined by action of the entire Council, provided that at least

one Council member shall serve on each committee. Except for the Audit Committee, all Council members may attend any committee meeting if the meetings are properly noticed pursuant to the Open Meetings Act when a quorum will be present.

2. Ad Hoc Committees. The Council may appoint ad hoc committees (i.e. Facility Master Planning, Building Committee, etc.) when and as determined to be necessary or advisable by the Council.
3. Director's Committees. The Director is empowered to establish committees within the school that report to the Director. The Director shall advise the Council about the purpose of the committees and activities affecting NCS. NCS is required to have the following advisory committees: Parent Advisory Committee, Gifted Advisory Committee, School Health Advisory Committee, and the Bi-lingual Advisory Committee. The Council may appoint a Council member to attend these school committees and require a report on their activities either by the Director, Council member attendee or appropriate designee.
4. Committee Functions. The function of Council committees will be fact-finding, deliberative, and advisory, rather than legislative or administrative. Committee recommendations that require school-wide policy changes must be submitted to the Council. The organization, responsibilities and rules of each committee created by the Council shall be reflected in a resolution approved by the Council. Committees shall comply with the Open Meetings Act, when applicable.
5. Committee Rules. The Council may establish rules, procedures and policies related to committee functions, authority and composition. Ultimate authority to make decisions will continue to reside with the Council. The Council may not delegate, nor may any committee assume, authority to bind NCS or the Council.

Article X

Council Meetings

1. Council Meetings. The NCS Governing Council will comply with the New Mexico Open Meetings Act, NMSA 1978 §10-15-1 *et seq.* ("OMA"). The Council shall consider at least once annually what constitutes reasonable notice for all regular, special, and emergency meetings as contemplated by the OMA and, thereafter, pass an appropriate resolution adopting policies and procedures for complying with the OMA ("Annual OMA Resolution"). Council meetings will be held at NCS, 10301 Candelaria Rd. NE, Albuquerque, NM 87112 or such other location as may be determined by the Council. Special meetings of the Council may be called by the Council president or at the request of a Council member, and shall be held in accordance with the OMA. Emergency meetings will be called only under unforeseen circumstances that demand immediate action to protect the health, safety and property of citizens or to protect the public body from substantial financial loss, and only in accordance with the OMA. The Council's Annual OMA Resolution shall be posted for public information.

2. Council Notices and Agendas. The President of the Council in consultation with NCS's Director shall set the meeting agendas. A request to have an item placed on the Council's agenda must be submitted in writing to the President at least 48 hours prior to the required time the agenda must be posted. The President or designee shall provide a copy of the agenda and strive to provide all documentation to be considered by the Council at the meeting to each Council member at least 72 hours prior to the meeting. Notice of all meetings and the agenda shall be posted for the public in accordance with the OMA.
3. Council Record. A record of all actions of the Council will be set forth in the official minutes of the Council. The minutes of Council meeting and records will be kept on file pursuant to New Mexico record retention requirements. The Council will maintain a separate file of its minutes and resolutions passed by the Council, which shall be made available for public inspection at the offices of NCS in accordance with the Inspection of Public Records Act, NMSA 1978, §§14-2-1, *et seq.*
4. Council Minutes and Records. Minutes of the Council's meetings shall be taken and kept in accordance with the OMA. The Council may delegate responsibility for taking minutes of all Council meetings to a designee of NCS's administrative staff who shall provide a draft copy of the minutes to the Council secretary prior to the next regular meeting of the Council. The secretary shall present the draft minutes for approval at the next regular Council meeting. The Director or his/her designee shall also supervise the Governing Council handbook of resolutions passed by the Council and the indexed record of action. A draft copy of the minutes shall be made available for public review by no later than ten {10} days after each meeting of the Council.
5. Quorum. A quorum of the Council shall consist of a simple majority of Council members in office. When a quorum is present, any action may be taken by a majority vote of those members present.
6. Procedure. Roberts' Rules of Order, newly revised, will govern the Council, except when in conflict with applicable laws or regulations, which then prevail. Most action items are handled by appropriate motion procedures.
7. Attendance via Telecommunication Equipment or Application. Except to the extent otherwise provided by law, any meeting of the Council may be attended by any of the Council members by means of a conference telephone or similar telecommunication equipment or application when it is otherwise difficult or impossible for the member to attend the meeting in person, provided that each member participating by said alternative means can be identified when speaking, all participants are able to hear each other at the same time, and members of the public attending the meeting are able to hear any other member of the Council who speaks during the meeting. Such attendance shall constitute presence by the Council member as if in person at such meeting and for purposes of determining a quorum. Any action taken by the Council at such meeting shall constitute a valid action of the Council. Council members appearing by telecommunication equipment or application shall make advance arrangements with the Council President at least one (1) day in advance of the

meeting. If advance notice is not possible, the Council President may approve attendance by conference telephone or similar telecommunication equipment or application as deemed necessary in his/her sole discretion.

Article XI

Conflict of Interest

1. Definition. Conflict of Interest - A conflict of interest occurs whenever a Council member permits the prospect of direct or indirect personal gain or gain to a family member or affiliated person, to influence improperly his or her judgment or actions in the conduct of the Council. A conflict of interest also exists when a Council member, NCS employee with authority to influence contracting, officer or agent or family member of Council member has a financial interest in the entity with which NCS is contracting.
2. Improper Actions. It is not practical to specify every action that might be considered to raise a conflict of interest. Consequently, Council members should immediately disclose to the Council president any circumstance that may give rise to the appearance of a conflict of interest. The following situations have the potential for being an actual conflict of interest and must be disclosed and avoided:
 - Director's hiring a Council member's family member as an employee, whether full-time or part-time.
 - Participation in selecting, awarding or administering a contract with NCS, by a Council member or by an NCS employee, if that person has a financial interest in the contract or transaction.
 - Acquiring, leasing, selling any property, facilities, materials, or contract services (e.g., financial, legal, public relations, computer) under circumstances in which there is direct or indirect compensation to a Council member, or his/her family member.
 - Using confidential information acquired by virtue of a Council member's association with NCS for the Council member's private gain or private gain of a family member.
 - A Council member's request for or receipt of a gift of any amount for the benefit of the member or another person that actually influences the member or appears to influence them in the discharge of their duties or responsibility to NCS.
 - Influencing or having the appearance of influencing business with suppliers, which results in the financial benefit to a Council member or his/her family member.
3. Disclosure/Annual Statement. Each Council member agrees to complete and sign a Disclosure of Conflicts of Interest statement prior to accepting his/her position on the Council. In addition to this statement, Council members shall annually update the Disclosure Statement and shall otherwise immediately notify the president of the Council when he or she becomes aware that an actual or potential conflict may exist.
4. Removal from Voting. In order to avoid conflicts of interest and the appearance of impropriety, Council members shall not participate in open meeting or closed session

- deliberations or votes relating to the discipline of (i) himself or herself; (ii) any relative of the Council member; or (iii) any permitted transaction between the Council and any affiliated person of the Council member.
5. Action with Interested Members. The Director shall not authorize (by approval of a purchase order or otherwise) or enter into any proposed transaction where an actual or apparent conflict of interest exists unless and until the transaction has first been evaluated and approved by the Council. Each Council member shall be responsible for disclosing to the Council the existence of any such direct or indirect interest. Failure to make such disclosure shall be grounds for voiding the transaction, at the discretion of the Council.
 6. Violations by Council Members. Upon discovery of a possible infraction of the established Council conflict of interest policies, the discovering party is required to immediately notify the president, Director, and all other Council members in writing. A Council meeting must be scheduled as soon as practicable to consider the matter, but no later than the next regular meeting. In the event the Council decides that an a Council member has violated the conflict of interest rules or otherwise abused or attempted to abuse his or her position on the Council, the Council shall recommend appropriate action and, if required by law, report said actions to the appropriate oversight or law enforcement agency.
 7. Payments to Council Members. There shall be no remuneration or mileage payments made to Council members for attendance at regular, special or emergency Council meetings, held at the regular location of the Council.
 8. Gifts and Gratuities. Members of the Council shall neither solicit nor accept personal gratuities, favors, nor anything of monetary value from contractors or merchants with whom the Council is doing business, or who are attempting to sell goods or services to NCS. This policy does not preclude acceptance of food or drink of a social nature or participation in a social event for which there is no admission charge paid on behalf of the member by the contractor or merchant.
 9. Nepotism. According to NMSA 1978, §22-8B-10, the Director or Council shall not initially employ or approve the initial employment in any capacity of a person whose father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, daughter-in-law, brother, brother-in-law, sister or sister-in-law, domestic partner or any relative financially supported by a member is a member of the Council or the Director. The Council may waive the nepotism rule for family members of the Director. The Council shall carefully consider the potential impact on the integrity, efficiency, discipline and public perception in the employment of any person who is the parent or family member of a student or school employee.

Article XH

Council Members Ethical Obligations and Duties

1. Misuse of Position. A Council member shall not use his/her position at NCS to attempt to influence the decision of any NCS employee to grant special treatment to (a) the child or ward

of the member, (b) any relative of the member, or (c) any family member. Every Council member and every NCS employee who is a parent or ward of a NCS student shall inform his/her child that he/she is required to follow all rules, policies and procedures applicable to NCS students, that the student is not entitled to special treatment by virtue of the relationship with a Council member or employee, and that any attempt to seek such special treatment may result in disciplinary action for either the member, student or both.

2. Commitment to Collaboration. All Council members shall work collaboratively with each other with the sole goal of achieving NCS's educational mission. The Council has been constituted so as to include a broad spectrum of experience and perspectives, and every Council member shall be afforded the opportunity to express his/her opinion, in a professional manner, about matters before the Council. Council members shall refrain from non-constructive or personality-based comments that do not advance NCS's mission. Because the Council makes decisions as a deliberative body, it is expected that, except in extraordinary circumstances, Council members will voice their opinions to other Council members about Council matters in the context of Council and/or committee meetings, rather than in private communications among Council members.
3. Confidentiality. Council members are expected to keep confidential any deliberations or discussions that take place in closed session meetings, including without limitation matters pertaining to attorney client privilege, and student and employee confidential information. It is expected that Council members will raise concerns or share information about closed session meetings within the context of Council and/or other committee meetings with other members of the Council and appropriate staff members only. A member's obligation to maintain confidentiality shall survive the Council' member's tenure on the Council.

Article XIII

Miscellaneous

1. Policy Adoption. Adoption of new policies or the revision or repeal of existing policies is solely the responsibility of the Council. Proposals regarding policies may originate from the Director, a Council member, Council advisors, legislative mandates, NMPED rules, PEC directives, or from committees formed by the Council for the purpose of investigating and developing policy. Staff members, students, civic groups, parents, or other interested citizens may request that a Council member or the Director sponsor a proposed policy. Proposed policies of the Council shall be presented for a first reading during a regular or special meeting, and adopted at a subsequent regular or special meeting, unless to delay adoption would not be in the best interest of NCS or is otherwise mandated by state or federal law, rule or policy.
2. Amending Governing Council Bylaws. Any section or subsection of the Bylaws may be altered, suspended, or revoked only by a two-thirds (2/3) vote of the Council.
3. Signatory Authority. The Governing Council may, by a majority vote, delegate authority to sign contracts as described by resolution, to the Director consistent with Article V, paragraph

7 and 8. All checks must be signed by two authorized individuals, neither of which may be NCS's business manager.

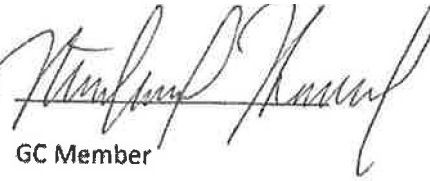
4. Dissolution of the Charter. If deemed advisable by the Council that NCS's Charter should be voluntarily dissolved, the Council in collaboration with the PEC and the PED shall devise an appropriate plan for closing the school and transferring assets as required by the New Mexico Charter School Act and such other applicable laws and regulations.

Certificate of Adoption

The undersigned officers hereby certify that these Revised Bylaws were duly adopted by the Northpoint Charter School's Governing Council on July 17, 2019 and are intended to replace and repeal all previous bylaws and amendments thereto adopted by this Council.

By: 

President

By: 

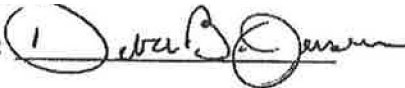
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