

**Amended and Restated Bylaws of
The Robert F. Kennedy Charter School
Governance Council
Albuquerque, New Mexico**

Article 1
Offices

SECTION 1. Principal Office

The principal office of the charter school is located in Albuquerque, New Mexico or at such office at such other places within the State of New Mexico as the Governance Council may from time to time determine.

Article 2
Purpose

SECTION 1. Objectives and Purpose of Robert F. Kennedy Charter School (“RFK”) The specific objectives and purposes of this charter school shall be:

Mission

RFK Charter School prepares, motivates, and supports students to achieve their college and career goals in partnership with their families and the community.

SECTION 2. Purpose of the RFK Governance Council

The purpose of the RFK Governance Council is to ensure, on behalf of the school’s owners, the citizens of the State of New Mexico, that the school accomplishes superior student achievement, its primary purpose, as well as the objectives mentioned above and that it avoids any financial and operational imprudence, impropriety and illegality which might threaten the school’s existence or the renewal of its charter.

SECTION 3. Board Authority

Governance Council members will have authority only when participating in Board deliberations during a regular or special Board meeting. Neither the Administration nor the Board will be bound in any way by any statement or action on the part of any individual Board member, unless the Board, by majority vote, delegates authority to speak for or represent the entire Board to a Board member. Unless acting pursuant to expressly delegated authority from the Board, no Board member shall undertake any

individual action to implement any plan or action approved by the Board and within the responsibility of the Director except under the direction and supervision of the Director. When acting under such direction and supervision of the Director, a Board member shall be considered a volunteer and have no special authority beyond that of a volunteer. Board members are bound by the Policies and Procedures.

Article 3 Governance Council Members

SECTION 1. Number

The Board shall have no fewer than five (5) members and no more than thirteen (13) members and collectively they shall be known as the Governance Council.

SECTION 2. Powers

The Board shall, as a group, not individually, have the power to conduct the affairs of the school. This power is subject to the provisions of State and Federal law, the limitations imposed by the Charter granted to the school by the Albuquerque Public Schools and the provisions set forth in these bylaws.

SECTION 3. Duties

It shall be the duty of the Board members to:

- a) Perform any and all duties imposed on them collectively by State and Federal law, by the RFK charter or by these Bylaws, including taking such actions that are in the best interest of the school.
- b) Recruit, select and evaluate the performance of the Executive Director, including annually deciding on the renewal of the Director's contract to manage the school and annually establishing the Director's salary.
- c) Establish an annual operating budget for the school together with regularly monitoring school implementation of that budget and receiving and approving audits, financial reports and budget adjustment requests.
- d) Develop an annual work plan for the school to foster the attainment of its goals and objectives and to assure faithful compliance with the terms of the Charter granted by the Albuquerque Public Schools board.
- e) Meet at such times and places required by these Bylaws and conduct those meetings in compliance with the requirements of the New Mexico Open Meetings Act.

SECTION 4. Elections and Term of Office

Each Governance Council member shall serve a term of two years commencing the date of election to the Board. Upon completion of that term the member who wishes to continue

serving may request another term from the other members of the Board. There is no limit to the number of terms a Board member may serve, provided that each term has to be approved by the action of a majority of the full Board, with the Board member wishing to serve an additional term recusing him/herself from that vote. Meetings related to the election and term of office for Board members shall be held pursuant to the New Mexico Open Meetings Act.

A Board member may be removed, for cause, by a majority vote of the Board. "Cause" shall include, but is not limited to, engaging in acts that are in contravention to the best interest of the organization.

SECTION 5. Compensation

Governance Council members shall serve without compensation. However, they shall be allowed reasonable reimbursement for mileage and per diem for expenses incurred in the performance of their duties. Mileage for members may be paid at the same rate the school establishes for staff travel for those members who have to travel more than ten miles one-way to attend a meeting. When Board duties entail overnight stays away from home, Board members shall be reimbursed at the per diem rate and under the terms that the school has established for staff per diem. Training for Board members may also be paid by the RFK Charter School.

SECTION 6. Place of Meetings

Meetings shall be held at the principal office of the Governance Council unless otherwise agreed-upon by the Governance Council or at such other place as may be designated from time to time by resolution of the Governance Council as long as the notice of the place of meeting complies with the Open Meetings Act.

SECTION 7. Regular Meetings

Regular monthly meetings of the Governance Council shall be held at a time and on a day selected by the Governance Council and public notice of the regular meetings shall be made in accordance with the New Mexico Open Meetings Act and with the Board's Bylaws.

SECTION 8. Closed Meetings

A. The Board reserves the right to sit in a non-public session, closed to the public and media, when a majority of the members present and voting, so vote. As required by law, the motion calling for a non-public session will indicate the nature of the items to be discussed.

B. The Board may entertain a motion to hold a non-public session only for those specific purposes which the law recognizes and shall follow all procedures required by the Open Meetings Act for closed meetings sessions.

C. The Board may take no official, final action at a non-public session except as allowed by NMSA 1978 § 10-15-1 et seq. In order to act upon most items considered during a non-public session, the Board will convene or reconvene in open session. That such a meeting was, or will be held, will be recorded in the minutes of the preceding or subsequent open session of the Board. Board members and any persons attending a non-public session are duty-bound not to disclose any details of the discussion held.

D. The school's Executive Director will attend all non-public sessions except those that pertain to his/her own employment.

E. It shall be the policy of the Board to notify individuals or parents of students discussed in non-public session of that discussion. It shall also be the policy of the Board to have the administration make best efforts to notify individuals or parents of students whom they intend to discuss in detail in non-public session at least 48 hours prior to the planned meeting.

F. The intent of this policy is to provide the Board with as much input as possible on all issues as well as to protect the rights of the individuals discussed.

SECTION 9. Special Meetings

A. Occasionally the business of RFK's Board cannot be completed or adequately handled at regular meetings and special meetings are required. It is the intent of RFK's Board to allow flexibility for scheduling additional or special meetings as needed.

B. The Secretary or his/her designee shall call special meetings either when so directed

- i. by the President, or
- ii. by the formal request in writing by two members of the Board.

C. The Governance Council shall comply with the Open Meetings Act in providing adequate notice of a special meeting.

D. Any action taken at special meetings must have the concurrence of a majority of the entire Board. Any special or emergency meeting without notice shall be valid only if all of the members attend such meeting or waive participation or notice thereof in writing either before or after the meeting.

SECTION 10. Notice of Meetings

Unless otherwise provided in these Bylaws, or in provisions of state law, including the Open Meetings Act, the following provisions shall govern the giving of notice for meetings of the Governance Council:

- a) Regular Meetings. If the regular meeting of the Governance Council is determined by the Governance Council to be held consistently, no notice to Governance Council

members need be given. The Board shall comply with required public notice for regular meetings.

- b) Special Meetings. The Board shall comply with required public notice and all other Open Meetings Act requirements for special meetings.
- c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any Governance Council member either by these Bylaws or by state law, a signed “waiver of notice” shall be equivalent to the giving of such notice.

SECTION 11. Quorum for Meetings.

A quorum shall consist of a simple majority of the members of the Governance Council. Except as otherwise provided under these Bylaws or under provisions of State Law, no business shall be considered by the Governance Council at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. Telephonic conference participation is permitted as a method for reaching a quorum.

SECTION 12. Majority Action as Governance Council Action

Every act or decision made by a majority of the Governance Council members present at a meeting duly held at which a quorum is present is the act of the Governance Council, unless these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Governance Council.

SECTION 13. Conduct of Meetings

Meetings of the Governance Council shall be presided over by the President of the Board, or, if the President is absent, by the Vice President or, in the Vice President’s absence, the Secretary of the Board.

SECTION 14. Vacancies

Vacancies on the Governance Council shall exist on the death, resignation or removal of any Board member.

Any Board member may resign effective upon giving written notice to the President of the Board, the Secretary or to the entire Governance Council, unless the notice specifies a later time for the effective date of such resignation.

Board members may be removed from office, with cause, as permitted by and in accordance with the laws of this state, by a vote of the majority of the Board. “Cause” is defined as including:

- i. A breach of any material duty or obligation as set forth by federal, state, or local law or regulation or as set forth by the Charter or these bylaws;
- ii. A conviction or pleading of nolo contendere to any misdemeanor or felony

- involving fraud, dishonesty or theft;
- iii. Willfully or recklessly engaging in conduct that causes or will cause material harm to the school, including to the reputation or mission of the school;
- iv. Engaging in an act that constitutes a conflict of interest with the school without the approval of the Governance Council or the State Department of Education.

Vacancies on the Governance Council may be filled as follows:

- i. An announcement of the vacancy will be published within the school community and to any other parties or businesses the Board desires to contact. Such announcement can precede the effective date of resignation by a Board member.
 - a. Board vacancy announcements shall be posted promptly on the bulletin board in RFK’s administrative office and on its website (<http://www.rfkcharter.com>) under “Robert F. Kennedy Board Information.”
 - ii. At the Board’s discretion, the announcement of vacancy will provide information for any individual to communicate interest to the Board or to refer potential candidates to the Board.
 - iii. The Board, or a subcommittee of the Board, will interview potential candidates. The resigning member, if still a member, may participate in this process.
 - iv. In certain circumstances, as prescribed in NMSA 1978, § 10-15-1, the Board may meet in non-public session to discuss the candidate.
 - v. The Board will approve by majority vote the new member at a public meeting. Such action will be noticed on the agenda for that meeting.
- removed vi.

SECTION 15. Liability Insurance for Governance Council

Except as may be otherwise provided for by State Law, the Governance Council may adopt a resolution authorizing the purchase of insurance on behalf of any agent of the Board (including Board members, officers, employees or other agent of the Board) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the Governance Council would have the power to indemnify the agent against such liability under these Bylaws or provisions of law.

SECTION 16. Non-liability of Board Members

The members of the Board shall not be personally liable for the debts, liabilities, or other obligations of the Board of the Charter School.

SECTION 17. Indemnification by Board Members and Officers

No Board member or Officer shall be personally liable for any obligations of the school or for any duties or obligations arising out of any acts or conduct of said Board member or Officer performed for or on behalf of the school as duly authorized by the Governance Board. The school shall and does hereby indemnify and hold harmless each person who shall serve at any time as a Board member or Officer of the school, as well as such person's heirs and administrators, from and against any and all claims, judgments, and

liabilities to which such persons shall become subject, by reason of such person having served as a Board member or Officer of the school or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have been taken as Board member or Officer, and shall reimburse any such person for all legal and other expenses reasonably incurred in connection with any such claim or liability; provided that the school shall have the power to defend such person from all suits or claims; and provided further that no such person shall be indemnified against or be reimbursed for or be defended against any expense or liability incurred in connection with any claim or action arising out of such person's own reckless or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of the school to indemnify or reimburse such person in any proper case, even though not specifically provided for herein or otherwise permitted. The school, its Board members, Officers, employees and agents shall be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel.

Article 4 Officers

SECTION 1. Designation of Officers

The officers of the Governance Council shall be President, Vice-President, Secretary and Treasurer and such other officers as the Board shall deem necessary.

SECTION 2. Qualifications

Any Governance Council member may serve as officer of this Governance Council upon election to office by a majority of the Board members.

SECTION 3. Election and Term of Office

Officers shall be elected by the Governance Council at the first meeting of the year following the start of the school year. Each officer shall hold office for a term of two years or until he or she resigns or is removed or is otherwise disqualified to serve or until his or her successor shall be elected, whichever occurs first.

SECTION 4. Removal and Resignation from Office

Any officer may be removed, either with or without cause, by the Governance Council, at any time. Any officer may resign at any time by giving written notice to the Governance Council or to the President or Secretary of the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. Vacancies

Any vacancy caused by the death, resignation or removal of any officer may be filled by the Governance Council. 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 Governance Council shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Governance Council may or may not be filled as the Governance Council shall determine.

SECTION 6. Duties of President

The President shall be the chief executive officer of the Governance Council and shall, subject to the control of the Board, supervise and control the affairs of the Board and of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by Law, by the RFK Charter or by these Bylaws, or which may be prescribed from time to time by the Governance Council. The President shall preside at all meetings of the Board. Except as otherwise expressly provided for by State Law, by the RFK Charter or by these Bylaws, the President shall, in the name of the Governance Council, execute such contracts or other instruments as have been authorized by the Board.

SECTION 7. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by Law, by the RFK Charter or by these Bylaws, or as may be prescribed by the Governance Council.

SECTION 8. Duties of the Secretary

The Secretary shall certify and keep at the principal office of the Governance Council the original or a copy of these Bylaws as amended or otherwise altered to date.

The Secretary shall keep at the principal office of the Governance Council an up-to-date roster of Board members, containing contact information for all members and the date of the start of each member's two year term. The Secretary shall record accurately all resignations or terminations from the Board and the dates such were effective, as well as elections of officers and their terms.

The Secretary shall also perform all duties incident to the office of Secretary and such other duties as may be required by law, the Charter or these Bylaws, or which may be assigned from time to time by the Governance Council.

The Board 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 review by the Governance Council. The Board Secretary will review the minutes prior to presentation to the Governance Council for approval. The Secretary shall be responsible for presenting the minutes to the Board at meetings.

SECTION 9. Duties of the Treasurer/Finance Committee

The Treasurer shall perform all of the duties incident to the office of Treasurer of a charter school formed under the laws of the state of New Mexico. S/he shall cause to be kept and maintained a complete set of financial and accounting records. S/he shall render to the President and Board members, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the school. If needed, the Treasurer may cause an audit of the finances of the school.

In the absence of a Treasurer, these duties fall to the President or Vice President.

Article 5 Amendment and
Adoption

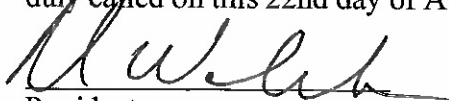
SECTION 1. Amendment of Bylaws

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval by majority vote of the Governance Council.

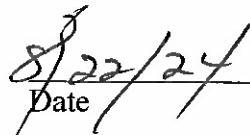
SECTION 2. Adoption of Bylaws

The foregoing Amended and Restated Bylaws of The Robert F. Kennedy Charter School were adopted by a majority vote of the Governance Council at a meeting duly called on this 22nd day of August 2024.

Further Amendments were adopted by a majority vote of the Governance Council at a meeting duly called on this 22nd day of August 2024.



President



Date