

**ALBUQUERQUE SCHOOL OF EXCELLENCE
GOVERNING COUNCIL**

BYLAWS

I. NAME.

The governing body of the Albuquerque School of Excellence ("ASE") will be known as the "Albuquerque School of Excellence Governing Council", or as the ASE Governing Council. Both names apply to the same entity.

II. PURPOSE AND POWERS.

A. Purpose. The purpose of the ASE Governing Council is to govern the ASE in accordance with the terms of its charter, in compliance with the New Mexico Charter Schools Act, NMSA 1978 §§22-8B-1, *et seq.* as amended from time to time. The Governing Council acts as a Board of Finance for the state-approved charter school. The Governing Council has a responsibility to ensure that ASE operates in accordance with all applicable laws and regulations, complies with the Open Meetings Act (NMSA 1978.10.15), and meets its commitments to the PED authorizer as reflected in its charter.

B. General.

The Governing Council is the governing body of the charter school and is responsible for ensuring the fair and uniform application of all federal, state and local laws in the operation of the school as well as the school's charter and policies. The school will be operated for the educational benefit of its students. The Governing Council is the policy-making body for the school. The Governing Council will exercise leadership primarily through the formulation and adoption of policies.

C. Powers.

The powers and duties of the Governing Council shall be as prescribed by the ASE Charter and the New Mexico Public School Code and all applicable laws and regulations. The Governing Council shall have the following powers and duties:

1. Develop educational and operational policies;
2. Adopt rules and policies pertaining to the administration of the Governing Council and ASE;
3. Employ, supervise and annually evaluate the Principal/Head Administrator of the school, and delegate administrative and supervisory functions of the day-to-day operations of the school to the Principal/Head Administrator;
4. Review, approve and monitor the implementation of the annual budget, of anticipated income, and expenditures; vote on Budget Adjustment Requests (BARS), and direct preparation of the annual financial audit;
5. Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public schools;
6. Initiate lawsuits or take all necessary steps to protect ASE's interests;

7. Authorize the repair and maintenance of all property belonging to ASE, or for which ASE is contractually responsible to maintain and repair;
8. Enter into contracts consistent with the ASE approved budget for any service or activity that is required for ASE to carry out the educational program described in its charter and in accordance with the New Mexico Charter School Act as amended;
9. Accept or reject any charitable gift, grant, devise or bequest;
10. Approve amendments to the charter prior to presentation to the authorizer for approval;
11. Make application to the authorizer of the Public School Capital Outlay Council for capital outlay funds;
12. Amend the Bylaws of the Governing Council from time to time consistent with the mission of ASE;
13. Delegate to the Principal/Head Administrator the authority to implement the approved charter and the schools' policies and procedures, facilities plans, budget and such other directives and policies adopted by the Governing Council. The Governing Council shall not be involved in the day-to-day operations of the school;
14. The Governing Council will have primary responsibility for the development and review of all major policies; problem resolution which has escalated to the Governing Council according to policies, procedures and appropriate protocol; and review recommendations submitted by the Principal/Head Administrator and other Governing Council consultants and advisors;
15. Promote a cooperative relationship with its charter authorizer; to function in accordance with the New Mexico Charter School Act and resolve any dispute, which may arise between the Governing Council and its authorizer, the Public Education Department;
16. Review and approve amendments to the Charter;
17. Act as board of finance responsible for fiscal soundness;
18. Review strategic plan and progress;
19. Assess compliance and progress in achieving educational outcomes and assess program evaluation plan;
20. Reserve any other powers and duties as included in the charter and that are not inconsistent with federal or state laws or constitutions, or as otherwise set forth in the Charter Schools Act, NMSA 1978 §§22-8B-1, et seq. and the New Mexico Public School Code, Chapter 22 of the New Mexico Statutes.

III. NUMBER OF GOVERNING COUNCIL MEMBERS.

The Governing Council will be comprised of five members. No more than two (2) Council member shall be parents of current ASE students at the time of election/appointment. The number of members may be increased or decreased as needed (subject to a five-member minimum) by amendment to these Bylaws.

IV. GOVERNING COUNCIL MEMBERSHIP.

- A. Selection of Council Members.** The governing body will be selected from the community. Due to the nature of the responsibilities of a Board of Finance, ASE will recruit community members who may have finance, business, law, and/or school leadership experience. Individuals wishing to serve on the Governing Council must submit their names, brief resumes, and a short statement outlining their interests, goals, and objectives in serving on the Governing Council.
- B. Vacancies.** When a vacancy exists on the Governing Council, the vacancy shall be advertised on the ASE 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 ASE 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. Once the vacancy is filled, the term shall only be for the unexpired portion of the term of the member being replaced.
- C. Nominations.** Nominations shall be given to the Secretary of the Governing Council before the date of the regular meeting at which the vote of the Governing Council shall be made.
- D. Term of Council Members.** The terms of the Governing Council members shall be as follows:

For the initial term that begins upon the approval of ASE's charter, all members of the Governing Council shall be appointed by the founding members, as listed in the charter application. Positions that become available on the Governing Council during or after this initial term shall be filled by the majority vote of the remaining Governing Council.

Members shall be elected by the vote of the majority of the Council to serve a term of three (3) years. A member may (if desired) be elected to succeed himself or herself as director.

- E. Compensation.** Governing Council members will not receive compensation for their services; however, members may be compensated for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.
- F. Resignations and Removal.** Any member may resign at any time by giving written notice to the President or to the Secretary, and, unless otherwise specified therein, the

acceptance of such resignation shall not be necessary to make it effective. The exiting Council member agrees to return all ASE equipment and materials.

Any member may be removed by a majority vote of the Governing Council whenever such removal is in the best interests of ASE. Grounds for removal will include, without limitation, the following:

1. Violation of the Conflict of Interest Policy;
2. Failure to attend three consecutive scheduled meetings of the Governing Council, except when such absence is excused by the President or is due to exigent circumstances;
3. Violation of the member's duties, including duty of loyalty and fiduciary duties; or
4. Any other grounds the Governing Council deems appropriate.

G. 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. A member of the Governing Council unable to attend a Governing Council meeting will notify the President of the Governing Council or the Principal 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 Principal 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.

H. Individual Member's Authority. A member of the Governing Council is a public officer, but has no power or authority individually. The charter vests power in the Governing Council and not in its members individually. These powers must be exercised by the Governing Council at public meetings, whether regular, special, or emergency meetings, with action duly recorded in its minutes.

I. Binding Authority. The Governing Council shall not be bound in any way by any action or statement on the part of any individual Governing Council member except when such a statement or action is in pursuance of specific instructions from the Governing Council as a whole. Any such exception shall be recorded as an action item of the Governing Council and recorded in the minutes.

J. 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 Principal. The Principal 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.

V. GOVERNING COUNCIL OFFICERS.

A. Officers. The Officers of the Governing Council shall be a President, a Vice President, a Treasurer, and a Secretary. The Governing Council, in its discretion, may provide for different categories of officers, including, without limitation, one or more Assistant Treasurers and/or Assistant Secretaries. The duties of certain officers

are set forth herein. If/When an Officer is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the "absence" of the Officer), the duties of the office shall, unless otherwise provided by the Governing Council or these Bylaws, be performed by the next Officer set forth in the following sequence: President, Vice President, Treasurer and Secretary.

- B. Appointment and Tenure.** All Officers shall be elected each year by the Council at its Annual Meeting for terms of one (1) year. Officers' terms shall commence immediately following the Annual Meeting of the Board.
- C. Resignations and Removal.** Any Officer may resign as an Officer at any time by giving written notice to the President or to the Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed by the Council whenever in its judgment he/she fails to perform the duty of office or such other duties as appointed by the Governance Council and the best interests of the School would be served thereby.
- D. Vacancies.** A vacancy in any office may be filled by the Governing Council for the unexpired portion of the term of the officer being replaced.
- E. President.** The President of the Governing Council shall preside at all meetings and shall appoint committees with approval of the Governing Council. He/She shall have the right, as other members of the Governing Council, to make or second motions, to discuss questions, and to vote. The president of the Governing Council may not act for or on behalf of the Governing Council without prior specific authority from a majority of the Governing Council to do so. All communications addressed to the President shall be considered by him/her for appropriate action, which consideration may include consulting with legal counsel, and consideration by the Governing Council. The President shall sign legal documents as required by law and perform such other duties as may be prescribed by the Governing Council. It is the President's responsibility to ensure that Governing Council members uphold their commitments/responsibilities to the school. The President, in collaboration with the Principal, is responsible for compiling the topics for business to be placed on the agenda. Any member of the Governing Council may offer items to be heard or discussed at any meeting of the Council. The President will act as a liaison between the Governing Council and the Principal and Business Manager. The President will coordinate all orders and resolutions of the council with the Principal and Business Manager and will review progress with these individuals at the Governing Council Meetings.
- F. 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 vote of the Governing Council membership.

- G. Treasurer.** The Treasurer shall be familiar with the fiscal affairs of the School and keep the Council informed thereof in the event that the School's 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 Chairperson of the ASE Finance Committee. He/She shall attend the PED Spring Budget Workshop and/or any other financial regulatory training recommended by the Principal or the Business Manager.
- H. Secretary.** The Secretary shall keep the minutes of the Governing Council meetings, subject to the direction of the President, assure that all notices are given in accordance with the provisions of the Charter, Governing Council policies and as required by law; shall countersign, when required, all authorized bonds, 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 Governing 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 Governing Council's review. The Council Secretary will review the minutes prior to presentation to the Governing Council for approval. The Secretary shall be responsible for presenting the minutes to the Council at meetings.
- I. Directors and Officers Insurance.** The Governing Council may secure officers and directors insurance in excess of the coverage provided by the NM Public School Insurance Authority upon appropriate approval of the Governing Council and if provided for in the charter school's approved budget.

VI. STANDING COMMITTEES OF THE GOVERNING COUNCIL.

The Governing Council will have the authority to form the following committees based on the needs of the School;

A. Standing Committees:

- 1. Council Planning/Development Committee:** The Governing Council planning/development committee is commissioned by and responsible to the Governing Council to assume the primary responsibility for matters pertaining to Governing Council recruitment, nominations, orientation, training, and evaluation in accordance with the Governing Council policies and bylaws as well as established policies and practices approved by the Governing Council.
- 2. Council Finance Committee:** The Council Finance Committee shall be composed of the Treasurer, the ASE Business Manager and one other Council member appointed by the Council. The Finance Committee assumes primary responsibility for: making recommendations to the Council in the areas of financial planning, including reviews of the school's revenue and expenditure projections; review of financial statements and periodic monitoring of revenues and expenses; annual budget preparation and oversight; and procurement. The

Finance Committee shall also serve as an external monitoring committee on budget and other financial matters.. 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 three times per year, in the autumn, spring and summer.

3. **Council Audit Committee:** The Council Audit Committee shall be composed of two Council members, one volunteer Audit Committee member who is a parent of a student attending the School, and one volunteer Audit Committee member who has experience in accounting and financial matters. The Principal and Business Manager shall serve as ex officio members of the Audit Committee. The Council Audit Committee shall: evaluate the request for proposal and/or the contract for annual financial audit services; recommend the selection of the financial auditor; attend the entrance and exit conferences for annual and special audits; meet with external auditors at least monthly after audit field work begins until the conclusion of the audit; be accessible to the external financial auditors as requested to facilitate communication with the Council and the Principal; track and report progress on the status of the most recent audit findings and advise the Council on policy changes needed to address audit findings; provide other advice and assistance as requested by the Council; and be subject to the same requirements regarding the confidentiality of audit information as those imposed upon the local school board by the New Mexico Audit Act and rules of the state auditor. .

B. Committee Selection and Membership:

- a. Election and Term: Members of each Committee may be chosen from time to time by the Governing Council and shall serve for such period of time as the Governing Council shall from time to time determine. The specific composition of the Finance and Audit Committees, however, shall be governed by the provisions of paragraphs VI.A.2 and 3, above.
- b. Meetings: Committees may meet at such times and for such purposes as they shall from time-to-time determine. Provisions for notice and procedures applicable to meetings of the Governing Council's committees shall be as prescribed by the Governing Council and shall comply with the Open Meetings Act if a quorum of Council members is present.
- c. Resignations and Removal. Any member of a committee may, at any time, resign by giving written notice to the President or the Secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of a committee may be removed by the Governing Council whenever in its judgment the best interests of the School would be served thereby.
- d. Compensation. Members of the committees shall not receive any compensation for their services; however, they may be compensated for

reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.

- e. Ad Hoc Committees. The Governing Council has the authority to create *ad hoc* committees as deemed necessary. The policies and procedures that govern *ad hoc* committees will be determined as specified by the Governing Council action creating and approving the existence of any such committee.

VI. MEETINGS OF THE GOVERNING COUNCIL.

All meetings of the Governing Council shall be held in accordance with the New Mexico Open Meetings Act, NMSA 1978 §§10-15-1, *et seq.*

- A. Meetings.** The Governing Council will meet at regularly advertised monthly meetings. All meetings will be open to the public and the Council will provide notices to comply with all provisions of the Open Meetings Act. The Governing Council shall pass a resolution annually describing what notice of a public meeting is reasonable when applied to the Governing Council. The resolution shall describe appropriate notice and methods for posting agendas for regular, special and emergency meetings of the Governing Council.
- B. Special Meetings.** Special meetings of the Governing Council may be called at the direction of the Governing Council President. Such meetings will be held at such time and place consistent with the Governing Council's annual resolution for conducting its public meetings.
- C. Attendance via Telephone Conference Call.** Except to the extent otherwise provided by law, any meeting of the Governing Council may be attended by any not exceeding three of the Council Members by means of a teleconference device (or similar communications equipment) when it is otherwise difficult or impossible for the member to attend the meeting in person, provided that each member participating by conference telephone 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 Governing Council who speaks during the meeting. 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.
- C. Notice.** The Governing Council shall provide notice and post agendas in accordance with the New Mexico Open Meetings Act. Reasonable notice of the Governing Council shall include broadcast stations licensed by the Federal Communications Commission and newspapers of general circulation that have provided a written request for such notice. Notice of meetings and the availability of meeting agendas shall be consistent with the Governing Councils annual resolution. An agenda will be

made public and contain items of business to be discussed. Public participation will be made available at a specific time in each agenda. Except in cases of emergency the Governing Council shall only act on matters identified on the agenda.

D. Emergency. 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 School.

E. Minutes. 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 next meeting where a quorum is present. Minutes shall not become official until approved by the Governing Council and signed by the Secretary.

VII. 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 ASE 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 Principal;
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 ASE, and that the Governing Council members must respect confidentiality of information that is privileged under applicable law

VIII. MANNER OF ACTION.

A. Quorum. A majority of the seated Council Members, whether personally present or appearing telephonically, shall constitute a quorum for the transaction of business at any meeting of the Governing Council.

B. Financial Matters. The Governing Council shall approve all contracts, except for employee contracts (other than the Principal's) and purchases up to the limit of the New Mexico Procurement Code, unless approval is specifically delegated by the Council to the Principal.

C. Manner of Acting. No action of the Governing Council shall be valid unless taken at a meeting at which a quorum, as defined herein, is present and which has been properly noticed pursuant to the New Mexico Open Meetings Act. NMSA (1978) §§10-15-1 *et seq.* A majority vote will be required to pass a vote on school matters. The general rules of procedures will be governed by a modified version of Robert's Rules of Order.

IX. CONFLICTS OF INTEREST.

A. General Statement. 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.

B. Disclosure. 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 update the disclosure statement as required and shall otherwise immediately notify the President of the Governing Council when he or she becomes aware that an actual or potential conflict may exist.

C. Conflict of Interest Policy. Each Council Member agrees to abide by the Conflict of Interest Policy adopted by the Governing Council.

X. MISCELLANEOUS.

A. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the School shall be signed by such Officer or Officers, agent or agents of the School as designated by the Governing Council.

B. Books and Records. The Governing Council shall keep accurate and complete books and records of the actions of the Governing Council. Such records shall be open to inspection by the members of the Governing Council at any time, or members of the public pursuant to the Inspection of Public Records Act, NMSA 1978 14-2-1 *et seq.*

XI. CODE OF ETHICS.

Members of the Governing Council will be expected to adhere to the Code of Ethics for New Mexico School Board Members.

XIII. TRAINING/PROFESSIONAL DEVELOPMENT.

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

The Governing Council will attend training in charter school law, budget, policy, procurement code, open meetings act, code of ethics, strategic planning and the Council will support the New Mexico Coalition for Charter Schools as appropriate. ASE will provide each Council member travel and training expenses as appropriated by the Council.

Council members shall attend the mandatory annual training sessions prescribed by New Mexico law, NMSA 1978 §22-8B-5.1.

XIV. AMENDMENTS.

These Bylaws may be altered or amended by an affirmative vote of the Governing Council at any regular meeting or at a special meeting called for the purpose, provided that a written notice shall have been personally delivered, sent by facsimile or sent by regular mail or e-mail to the last known address for receipt at least three (3) days before the date of such regular or special meeting, which notice shall state the alterations or amendments which are proposed to be made in such Bylaws. Only such changes as have been specified in the notice shall be made. If, however, all GC members shall be present at any regular or special meeting, these Bylaws may be amended by a unanimous vote, without any previous notice, and should be reflected in the meetings minutes.

CERTIFICATION

The foregoing Bylaws of the Governing Council of Albuquerque School of Excellence were adopted by the Governing Council of the school at a duly called meeting on _____, 2010, at which a quorum was present.

Approved by the Albuquerque School of Excellence Governing Council this 21 day of May, 2014

President: _____ Date: 05/21/2014

Secretary: [Signature] Date: 05/21/2014