



TRUTH AND VIRTUE UPHOLD THE REPUBLIC



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# ESTANCIA VALLEY CLASSICAL ACADEMY CHARTER SCHOOL

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By-Laws



REVISION: MAY 31, 2018  
ADOPTED: MAY 31, 2018  
(REPLACES REVISION: MAY 26 2018)

132 W IMPALA COURT  
Moriarty, NM 87035

## ARTICLE I – GOVERNING COUNCIL

- A. The Governing Council will serve as the governing body of Estancia Valley Classical Academy (EVCA) Charter School. The Governing Council will be established with six (6) members.

## ARTICLE II - GOVERNING COUNCIL MEMBERSHIP

A. Procedure for Electing Directors:

1. Nominating. The Governing Council will develop a policy to ensure that membership to the Governing Council will include a broad range of expertise, including background in education, science, legal, administrative, educational, financial and related fields. Governing Council members must also meet additional eligibility requirements as stipulated in EVCA founding documents, and may not simultaneously be directors or officers of the Estancia Valley Classical Academy Foundation. The Governing Council will notify the school's community and the community at large of a position opening on the school's governing body.
2. Election of Council Members: Governing Council Members shall be elected by a majority vote of the existing Council and selected from the nominations, subject to the following:
  - a) The addition of any new member shall not cause the Council to be comprised of more parent members than non-parent members. An individual shall be deemed a "parent" if he/she is a parent or guardian of a child who has attended the school within the past twelve (12) months.
3. Term of Council Members: Governing Council members are authorized to serve as long as they meet the qualifications, are not disbarred or removed for cause, or have not resigned.
4. Compensation: Governing Council members will not receive compensation for their service; however, members may be reimbursed for reasonable expenses in accordance with Section 2.42.2 NMAC.
5. 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. Any member may be removed by a majority vote of the Governing Council whenever such removal is in the best interests of the School. Grounds for removal will include without limitation the following acts or omissions:
  - a) Violation of the Conflict of Interest Policy;
  - b) Violation of Governing Council Commitment Agreement;
  - c) Failure to attend three consecutive scheduled meetings of the Governing Council, except when such absence is due to exigent circumstances;
  - d) Violation of the member's duty of loyalty;
  - e) Violation of the Governing Council's Code of Ethics; or



- f) Any other grounds the Governing Council deems appropriate, including failure to abide by the EVCA mission and/or charter.
6. Vacancies: A vacancy on the Governing Council shall be filled by the Governing Council after a nomination process.
7. 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 who will be unable to attend a Governing Council meeting will notify the President of the Governing Council prior to the meeting and if he/she intends to appear by telephone the Council member shall make arrangements with the Executive Director or his/her designee. Notice may be made by email as long as it is made four hours in advance of the meeting. 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 nonappearances by other Council members.

### ARTICLE III - POWERS AND AUTHORITY OF THE GOVERNING COUNCIL

- A. Authority of the Governing Council:
  1. 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 policymaking body for the School. The EVCA Governing Council will exercise leadership primarily through the formulation, adoption, implementation and periodic review of policies. Furthermore, the Governing Council has the task of ensuring the financial integrity of the EVCA's budget; therefore the EVCA Governing Council exercises fiduciary oversight of the schools finances.
  2. Delegation to the Executive Director: The Governing Council shall concern itself primarily with broad questions of policy, oversight and with the appraisal of results rather than with administrative detail. The application of policies is an administrative task to be performed by the Executive Director and designated staff, and they shall be held responsible for the effective implementation of Governing Council policies. The Executive Director shall be held responsible for keeping the Governing Council informed of all matters within its purview so that the Governing Council can fulfill the above-described functions of a governing body. The Executive Director will have primary responsibility for all aspects of the school's operations and programs, including the day-to-day management, operations and implementation of the school's charter and Governing Council policies. The teachers and staff of EVCA will report to the Executive Director, except in cases where there is a conflict of interest between the Executive Director and a staff member. In such cases, the Governing Council will establish a reporting chain to eliminate the conflict.



3. 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 the members, either individually or otherwise and these powers must be exercised by the Governing Council at a public meeting in regular or special called meetings, with action duly recorded in its minutes.
  4. 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. Any such exception shall be stated in the agenda of a Governing Council meeting and recorded in the minutes thereof.
  5. Advanced Notice: The Governing Council recognizes the importance of timely communication among its members and between the Governing Council and the Executive Director. The Executive Director or his/her designee will strive to insure that the Governing Council is given prior notice of matters submitted by members for deliberation at meetings.
- B. Powers of the Governing Council - The Governing Council's powers and authority is set forth in the EVCA Charter and the New Mexico Public School Code and all applicable laws and regulations. Complete and final control of all matters pertaining to the School's educational system shall be vested in the Governing Council. The Governing Council of EVCA shall include the following powers and duties:
1. Those powers as set forth in the EVCA Charter that are not inconsistent with federal or state laws or constitutions, or as otherwise set forth in the Charter Schools Act, NMSA 1978 §§228B1, et seq.
  2. Employ the Executive Director of EVCA, establish evaluation criteria for the Executive Director, and perform annual evaluations of the Executive Director's performance;
  3. Delegate administrative and supervisory functions of the Executive Director of EVCA when appropriate;
  4. Approval of the annual budget of anticipated income and expenditures, and direct the preparation of the annual financial audit report in connection with the New Mexico Public Education Department's annual audit;
  5. Have the capacity to sue or be sued;
  6. Contract for services with any school district, a university or college or any third party for the use of a facility, its operation and maintenance and the provision of any service or activity that EVCA is required to perform in order to carry out the educational program described in its charter.
  7. Acquire and dispose of property provided that at the termination of the charter, all assets of the charter shall revert to the Public Education Department that authorized the charter, unless otherwise amended by law.
  8. Accept or reject any charitable gift, grant, devise or bequest not otherwise contrary to law or the terms of the charter.
  9. Contract for provision of financial management, food services, and education related services or other services.



## ARTICLE IV - GOVERNING COUNCIL OFFICERS

- A. Officers: The Officers of the Governing Council shall be a President, a Vice President, a Secretary, and a Treasurer. The School may, at the discretion of the Council, 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. When the incumbent of an office 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 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, (unless exigencies preclude such elections), with no maximum tenure or until their successors have been duly elected and qualified, or until their death, resignation or removal. Officers' terms shall commence immediately following the Annual Meeting of the Council.
- C. Resignations and Removal: Any Officer may resign at any time by giving written notice to the President or to the Secretary, and, unless otherwise specified therein, the tendering 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 Council and the best interests of the School would be served thereby.
- D. Vacancies: A vacancy in any office may be filled by the Council for the unexpired portion of the term of the officer being replaced.
- E. Officers:
1. 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 or 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 Governance Council members uphold their commitments/responsibilities to the school. The President 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.
  2. 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 Council membership.



3. 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 EVCA Finance Committee. He / She shall attend the PED Spring Budget Workshop and/or any other financial regulatory training recommended by the Executive Director or the Business Manager.
  4. 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 Governance Council for approval. The Secretary shall be responsible for presenting the minutes to the Council at meetings.
- F. Compensation: The officers shall not be compensated for their services; however, they may be reimbursed for reasonable expenses in accordance with Section 2.42.2 NMAC.
- G. 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.
- H. Delegation: The Governing Council may delegate temporarily the powers and duties of any Officer, in case of such Officer's absence or for any other reason, to any other Officer, and may authorize the delegation by any Officer of any of such Officer's powers and duties to any agent or employee subject to the general supervision of such Officer.

## ARTICLE V - 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. Committees:
1. School Advisory Committee: (standing) The Executive Director will be instrumental in developing this committee. EVCA shall create a School Advisory Council to assist the Executive Director with school-based decision-making and to involve parents in their children's education. The School Advisory Council shall be created and its membership elected in accordance rules that will be adopted by the Governing Council. Membership on the council shall reflect an equitable balance between school employees and parents and community members. At least one community member shall represent the business community, if such person is available. The Executive



- Director may serve as chair. The Executive Director shall be an active member of the school council.
2. **Audit Committee: (standing)** The Audit Committee shall consist of two Governing Council members, one volunteer member who is a parent of a student attending the charter school and one volunteer member who has experience in accounting or financial matters. The Executive Director and Business Manager shall serve as ex-officio, nonvoting members of the committee. The Audit Committee shall:
    - a) Evaluate the request for proposal for annual financial audit services (when applicable);
    - b) Recommend the selection of the financial auditor (where applicable);
    - c) Attend the entrance and exit conferences for annual and special audits;
    - d) Meet with external financial auditors at least monthly after audit field work begins until the conclusion of the audit;
    - e) Be accessible to the external financial auditors as requested to facilitate communication with the Council and the Executive Director;
    - f) Track and report progress on the status of the most recent audit findings and advise the Public Education Department on policy changes needed to address audit findings;
    - g) Provide other advice and assistance as requested by the Public Education Department; and
    - h) Be subject to the same requirements regarding the confidentiality of audit information as those imposed by the Audit Act and rules of the state auditor.
  3. **Finance Committee (standing):** The Finance Committee shall assist the Council in carrying out its budget and finance duties. At least two members of the Governing Council shall serve on the Finance Committee. The Business Manager shall be required to attend all Finance Committee meetings. Specifically, the Finance Committee shall:
    - a) Make recommendations to the Governing Council in the following areas:
      - (1) Financial planning, including reviews of the school's revenue and expenditure projections;
      - (2) Review of financial statements and periodic monitoring of revenues and expenses;
      - (3) Annual budget preparation and oversight; and
      - (4) Procurement; and
    - b) Serve as an external monitoring committee on budget and other financial matters.
  4. **Policy Committee (optional):** The policy development committee is commissioned by and responsible to the Governing Council to assume the primary responsibility for matters pertaining to development of Governing Council policies.
  5. The Governance 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, subject to the following:
    - a) Such committees shall be limited in power and scope to advisory functions; no decision-making authority of the Governing Council may be delegated to an ad hoc committee.



- b) Such committees shall have a charter that clearly articulates the purpose, responsibilities, and membership of the committee.
- B. Committee Selection and Membership:
- 1. Election and Term: Each committee shall have a chair determined by the Governing Council for a term of one year. Committee chairs may serve multiple terms. The members of each Committee may be chosen from time to time by the Governing Council or as otherwise permitted by the committee's charter, and shall serve for such period of time as the Governing Council shall from time to time determine or as stated in the committee's charter. The specific composition of the Audit and Finance Committees, however, shall be governed by the provisions of paragraphs A.2 and A.3 above.
  - 2. Meetings: Committees may meet at such times and for such purposes as they shall from time-to-time determine. As permitted by the Open Meetings Act, committees involving less than a quorum of Governing Council members and which serve in an advisory role only and which have no authority to make decisions on behalf of the Governing Council are not required to give public notice as they are not subject to the Open Meetings Act. Committees that are formed which do involve at least a quorum of Governing Council members or to which the Governing Council has voted to delegate the power to make decisions on its behalf shall be subject to the Open Meetings Act.
  - 3. Resignations and Removal: Any chair of a committee may, at any time, resign by giving written notice to the Governing Council President or the Secretary. A member of a committee may, at any time, resign by giving written notice to that committee's chair. Unless otherwise specified therein, the acceptance of any such resignation shall not be necessary to make it effective. The Governing Council may remove any member of a committee whenever in its judgment the best interests of the School would be served thereby.
  - 4. Compensation. Members of the committees shall not receive any compensation for their services; however, they may be reimbursed for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.

## ARTICLE VI - MEETINGS OF THE GOVERNING COUNCIL

All meetings of the EVCA Governance Council shall be held in accordance with the New Mexico Open Meetings Act, NMSA 1978 §§10-15-1, et seq. (as amended)

- A. Meetings. The Governance Council shall pass a resolution annually describing what notice of a public meeting is reasonable when applied to the EVCA Governing Council. (See attached form resolution. Exhibit A.) The resolution shall describe appropriate notice and methods for posting agendas for regular, special and emergency meetings of the Council.
- B. Special Meetings. Special meetings of the Governing Council may be called at the direction of the Governing Council. Such meetings are to 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 or all of the Council Members by means of a conference telephone (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.
- D. Notice. The Governing Council shall provide notice and post agendas in accordance with the New Mexico Open Meetings Act. (See Governance Council resolution Exhibit A.) 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 require for such notice. Notice of meetings and the availability of meeting agendas shall be consistent with the Governing Council's annual resolution. Except in cases of emergency the Governing Council shall only act on matters identified on the agenda.
- E. 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 public body.
- F. Minutes: The Governing Council shall keep written minutes of all its meetings. The minutes shall include at a minimum the date, time and place of the meeting, the names of members in attendance and those absent, the substance of the proposals considered and a record of any decisions and votes taken that show how each member voted. All minutes are open for public inspection. Draft minutes shall be prepared within ten working days after the meeting and shall be approved, amended or disapproved at the next meeting where a quorum is present. Minutes shall not become official until approved by the Governing Council.

## ARTICLE VII - CONFIDENTIAL MATTERS OF THE GOVERNING COUNCIL

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:

- A. Matters relating to the employment or dismissal of, or charges against, specific EVCA personnel;
- B. Matters relating to litigation or proposed litigation in which the Governing Council is or may become a party, or attorney-client communications;
- C. Discussion of gifts, bequests, or donations where anonymity has been requested by the donor;
- D. Consideration of suspension, expulsion, or disciplinary action in connection with a student;



- E. Matters relating to the security of students, personnel, visitors, and/or school property;  
and
- F. 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 an individual or potential harm and possible liability to the EVCA and that the Governing Council members who must respect confidentiality of information that is privileged under applicable law. It is the policy of the Governing Council that Council members shall discuss or disclose confidential information only in connection with legitimate School business and only with individuals with a legitimate right to know.

## ARTICLE VIII - MANNER OF ACTION

- A. Quorum: Defined as four (4) 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 Governance Council shall approve all contracts up to the limit of the New Mexico Procurement Code, including that of the Executive Director. The Executive Director shall approve employee contracts.
- 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. (as amended).
- D. Majority Votes: throughout this document, majority vote indicates that a motion passes if it receives more than 50% of the votes cast. Unless otherwise stated, Governing Council decisions shall be made by majority vote.

## ARTICLE IX - CONFLICTS OF INTEREST AND CODE OF ETHICS

- A. General Statement: It shall be the duty of each Governing Council member to 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 himself / herself from such conflicts of interest may result in a vote to remove the member from the Governing Council. EVCA will implement and adopt the provisions of SB446 regarding conflicts of interest.
- 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 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.
- C. Conflict of Interest Policy: Each Council Member agrees to abide by the EVCA Conflict of Interest Policy adopted by the Governing Council.



- D. Code of Ethics: Each Council Member agrees to abide by the EVCA Code of Ethics adopted by the Governing Council.

## ARTICLE X - EXECUTIVE DIRECTOR SELECTION

The Executive Director will hold a Level IIIB license (or be able to obtain a Level IIIB license within two years) and be someone who can take charge of the academic program and recognize educational expertise. He/she will be experienced in leading an organization and be a self-starter. The Executive Director will be a competent and dedicated teacher with established classroom experience. He or she is expected to engage in teaching as a role model to other teachers. Estancia Valley Classical Academy Charter School will recruit individuals for the Executive Director position through a public process including advertising in local and national newspapers and professional printed media, referral, and through appropriate electronic recruitment mechanisms.

## ARTICLE XI - MISCELLANEOUS

- A. The EVCA Governing Council operations shall be compliant with the current statutes and administrative rules concerning charter school governing bodies.
- B. 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 a minimum of two Officers, or agents of the School as designated by the Governing Council.
- C. Books and Records: The Governing Council shall keep accurate and complete books and records of the actions of the Governing Council, which 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 1421 et seq.

## ARTICLE XII - AMENDMENTS

These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted by the Governing Council of The Estancia Valley Classical Academy, provided, however, that notice of such alteration, amendment, repeal or adoption of new By-Laws must be contained in the notice of such meeting of the Governing Council. All such amendments must be approved by an affirmative vote of at least three fourths (75%) of the entire Governing Council then in office at a duly noticed regular or special meeting of the Governing Council.

## ARTICLE XIII - FOUNDING DOCUMENTS

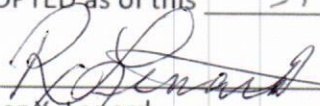
The Governing Council is charged with holding true faith and allegiance to The Estancia Valley Classical Academy Charter School's Founding Documents. The Founding documents of The Estancia Valley Classical Academy Charter School include but are not limited to:

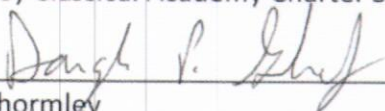


- A. Estancia Valley Classical Academy Mission Statement
- B. Estancia Valley Classical Academy Definition of a Classical Education
- C. Estancia Valley Classical Academy Description of Core Knowledge
- D. Estancia Valley Classical Academy Core Curriculum

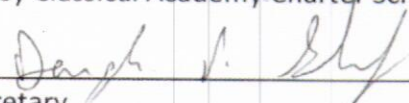
Once adopted these documents may not be changed, altered, suspended or revoked except by a decision of at least three fourths (75%) of the entire Governing Council then serving as Council members. The decision to modify, alter, suspend or revoke any of these documents must be accompanied by a certification that the voting member has read and understood the changes, and the ramifications of such a change.

ADOPTED as of this 31 day of May, 2018.

By:   
Roger X. Lenard  
President of the Governing Council  
Estancia Valley Classical Academy Charter School

ATTEST:   
Douglas P. Ghormley  
Secretary  
Estancia Valley Classical Academy Charter School

The undersigned Secretary of Estancia Valley Classical Academy hereby attests that the foregoing By-Laws represent a true and correct copy of the By-Laws adopted by the Estancia Valley Classical Academy Charter School Governing Council at a duly noticed meeting.

  
Secretary