



New Mexico Public Education Commission (PEC)

Governing Body By-Laws Change Notification Instructions

Purpose: To notify the Public Education Commission (PEC) of a change in the school's Governing Body By-Laws.

Submission Deadline: Changes to the Governing Body By-Laws do not require prior approval of the PEC; however, notice must be received within 30 calendar days of the change.

Notifications completed 14 days prior to the next PEC meeting will be placed on the next agenda. Notifications of this type are typically placed on the consent agenda; however, any notification may be removed from the consent agenda and moved to the regular agenda for full discussion and possible action by the PEC.

Meeting minutes of the governing board of the school and the PEC will serve as an amendment to, or compliance with, the charter contract regarding this membership change. The documentation will be added to the board of finance documentation on file with CSD.

The school must provide:

- X Fully completed form
- X Approved board minutes or certification of the board's vote approving the new By-Laws
- X Description of and rationale for the change: **The Governance Council periodically reviews the bylaws and this is the outcome of a review that has been in process the last couple of years.**
- X A red-lined copy of the By-Laws
- X A clean copy of the new By-Laws

Contact charter.schools@ped.nm.gov with questions about completing or submitting documents.

Governing Body By-Laws Change Notification Form

Submit this form and all supporting documents to charter.schools@ped.nm.gov

The Charter Contract was entered into by and between the New Mexico Public Education Commission (PEC) and J Paul Taylor Academy, hereafter "the school," effective on 7/1/2021.

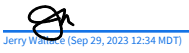
Current section & language in school's Governing Body By-Laws which will be changed or replaced (can refer to red-line copy provided): Please see redline version for updates.

New section & language to change or replace what is provided above (can refer to red-line copy provided): Please see redline version for updates.

Effective Date: 9/14/2023

The school's notification is hereby submitted by:

Signature of School Representative:  _____ **Date:** Sep 29, 2023

Signature of Governing Board Chair:  _____ **Date:** Sep 29, 2023
Jerry Williams (Sep 29, 2023 12:34 MDT)

For PEC/CSD use only

PEC Meeting Date:

Agenda: Consent (typical) Regular (unusual circumstance)

The school's notification was: Accepted Rejected (provide reason)

Electronic signature of CSD Director: _____ **Date:** _____

CERTIFICATE OF GOVERNING BODY VOTE

This document certifies that on ___September 14, 2023___ at __6:33 p.m., a meeting of the Governing Body of _J Paul Taylor Academy, a New Mexico public charter school, was held on Zoom. The meeting and all votes were conducted in compliance with the New Mexico Open Meetings Act.

A quorum of the Governing Body's members being present and voting, it was voted 6 in favor and 0 opposed to approve the Governance Council By-Laws Update.

The members voting in favor were: Vivian Fietze, Coree King, Cassie McClure, Mark O'Neill, Valery Ratliff-Parker, and Jerry Wallace.

The members voting in opposition were: NONE OPPOSED.

I, the undersigned, certify that this is a true copy.

Vivian Fietze

Vivian Fietze (Sep 26, 2023 08:21 MDT)

Vivian Fietze

J. Paul Taylor Academy Governance Council Secretary



J. PAUL TAYLOR ACADEMY

Recapturing the Joy of Learning - Recapturar la Alegría de Aprender



BY-LAWS OF
J. PAUL TAYLOR ACADEMY
GOVERNANCE COUNCIL

Approved October 17, 2018
Last Revision October 20, 2015

Preamble

Together with the parents, staff, students, and the community, J. Paul Taylor Academy, a New Mexico public charter school pursuant to the Charter Schools Act, NMSA 1978 22-8B-1, *et seq.*, is committed to offering a rigorous curriculum emphasizing project-based learning, conversational Spanish, and healthy living. These Governance Council By-Laws will provide an understanding of J. Paul Taylor Academy's governance and management practices and the roles and responsibilities that various groups and individuals will have at the school.

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ARTICLE 1 - Name

Section 1 - Charter School Name

The name of this public charter school is J. Paul Taylor Academy. It is hereinafter also referred to as "JPTA" or School."

Section 2 – Governing Body

The JPTA Governance Council is the governing body of JPTA. It is hereinafter referred to as the "Council." JPTA will be governed pursuant to these By-Laws adopted by the Council and as amended or revised from time to time.

Section 3 – Address of J. Paul Taylor Academy

The address of JPTA is 402 W. Court, Building 2, Las Cruces, NM 88005.

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Section 4 – Fiscal Year Definition

The fiscal year of JPTA will begin on the first day of July and end on the last day of June in the subsequent calendar year.

ARTICLE 2 – Council Membership

Section 1 – Governance Council Size

The Council will be composed of no more than thirteen (13) and no fewer than five (5) elected members with staggered terms. The JPTA Executive Director will be a non-voting member of the Council.

Section 2 – Nomination of New Council Members

Applications to join the Council may be submitted by any student body family member or community member. The JPTA Membership Committee will review all Council member applications for any vacant position(s) and then may nominate applicants for a vote at a Council meeting.

Section 3 – Elections of New Members

New members will be selected from nominations submitted to the JPTA Membership Committee and elected by a majority vote of the existing Council.

Section 4 – Governance Council Re-Elections

Elections for members who are ending a term will occur during the May meeting of the expiration year.

Section 5 – Governance Council Terms

Council members will serve for two-year terms. Each position of the Council will be numbered. The terms of even numbered positions will expire on June 30 of even-numbered years, and odd-numbered positions will expire in odd-numbered years.

Section 6 – Governance Council Term Limits

Council Membership will be limited to three (3) consecutive, two (2) year terms or a maximum of six (6) years from the date they were appointed if they were appointed to a partial term. Members who have served six (6), consecutive years will be eligible for membership after a lapse of one (1) year. In the event enforcement of the term limit would result in the council falling below minimum membership requirements, a member's term limit may be extended by one year by a majority vote of the existing council. During this additional year this council member cannot serve in a board leadership position.

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Section 7 – Vacancies

Any vacant position may be filled by the Council for the unexpired portion of the term. A mid-term vacancy on the Council will be filled by the Council after the nomination process described in Article 2, Section 2 above has been completed. Once the vacancy is filled, the term will only be for the unexpired portion of the term of the member being replaced.

Section 8 – Qualification and Diversity

Candidates for positions on the Council will be considered based upon professional skills in areas of expertise including but not limited to legal, financial, real estate, education, business, and human resources. Potential members must also demonstrate the willingness to devote substantial time and energy to serving on the Council. As much as possible, Council members will reflect the ethnic diversity for the school it represents.

Section 9 – Resignations and Removal

Any member may resign at any time by giving written notice to the Council Chair or Secretary and, unless otherwise specified therein, the resignation will be effective on the date indicated in writing and does not have to be accepted by the Council to be effective. Any member may be removed by a majority vote of the Council whenever such removal is in the best interests of the school. Grounds for removal may include, but are not limited to the following:

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- Violation of the **Governance Council Conflict of Interest Policy**;
- Violation of the **Governance Council Commitment Agreement**;
- Failure to attend three (3) scheduled regular meetings of the Council during the school year (July 1 – June 30), except when such absence is due to exigent circumstances and the Chair has been notified or a majority of the Council excuses the absence;
- Violation of the **Governance Council Member Code of Ethics**, malfeasance, or for misrepresentation of the Council or the school.

Section 10 – Attendance

Members of the Council are expected to attend all scheduled regular meetings of the Council unless exigent circumstances arise. If a Council member cannot be physically present at a meeting due to an unavoidable conflict, they may make arrangements to be present by electronic means including, but not limited to, telephonic, zoom, or other technologies in accordance with the provisions of the Open Meetings Act. A member of the Council who will be unable to attend a Council meeting should notify the Chair twenty-four (24) hours prior to the meeting. If the Council member intends to be present by phone (or other communications system) the Council member will make arrangements with the Executive Director or his/her designee to ready any necessary equipment for the call. Notice may be made by e-mail as long as it is made twenty-four (24) hours in advance of the meeting. If the Chair cannot attend the meeting, they must notify the Vice-Chair and forward all information regarding the upcoming meeting to

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them, including notices of non-appearances by other Council members. Notification must be at least twenty-four (24) hours before the scheduled meeting.

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Section 11 – Orientation of New Council Members

New Council members must read and have working knowledge of the JPTA Charter Contract and Performance Frameworks, Governance Council Member Code of Ethics, Council By-Laws, JPTA Conflict of Interest Policy, and Nepotism Policy. New Council members will sign the necessary documents and will be required to attend the next possible state-mandated Council training.

Section 12 –Nepotism Rule

At no time will a Council member be a JPTA employee, spouse of another Council member, or have a contract for provision of services or property with J Paul Taylor Academy. The Council will not initially employ as Executive Director 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, or sibling (collectively "family members") of any Council member. Upon petition by the Executive Director, the Council may approve the Executive Director's hiring of the Executive Director's family members as JPTA employees by majority vote at a public meeting. Prior to approving the Executive Director's request to hire said individual, the Council will carefully consider the potential impact on the efficiency of school operations, effect on administrator's management and oversight of staff, and public perception of JPTA in the employment of any person who is a family member of the Executive Director.

Section 13 – Compensation

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.

ARTICLE 3 – Governance Council Powers and Responsibilities

Section 1 – Powers and Duties of the Governance Council

1. General:
The Council is the governing body of the JPTA 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 Council is the policy-making body for the school. The JPTA Council will exercise leadership primarily through the formulation and adoption of policies. The Council is not involved in the daily operation or management of the school. The council employs only the Executive Director.
2. Individual Member's Authority:
A member of the Council is a public officer, but has no power or authority as an individual member. The only authority held by a member is in raising issues before the Council and in voting on action items at Council meetings.
3. Binding Authority:
The Council will not be bound in any way by the action or statement on the part of any individual Council member.
4. The powers and responsibilities of the Council are prescribed by the JPTA Charter and the New Mexico Charter Schools Act and by all applicable laws and regulations. Complete and final control of all matters

pertaining to the school's education system will be vested in the Council. The Council of JPTA will have the following powers and duties:

- a. Develop educational and operational policies for JPTA, in collaboration with the school's administration, staff and families;
- b. Employ JPTA's Executive Director, evaluate the Executive Director annually; and determine appropriate compensation for the Executive Director;
- c. Charge the Executive Director with the responsibility of implementing the Charter; employing, fixing the salaries of, assigning, terminating and discharging all JPTA employees; carrying out JPTA's policies and procedures, facilities plans, budget, and such other directives and policies adopted by the Council. The Council will not be involved in the day-to-day operations of the school;
- d. Review, approve and monitor implementation of JPTA's annual budget;
- e. Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public charter schools;
- f. Initiate lawsuits or take all necessary steps to protect JPTA's interests;
- g. Consistent with JPTA's budget authority, approve contracts for the repair and maintenance of all property belonging to the JPTA or for which JPTA is contractually responsible to maintain and repair, which authority may be delegated to the Executive Director up to an amount not exceeding \$25,000.00;
- h. Enter contracts consistent with JPTA's approved budget for any service or activity that is required for JPTA to perform in order to carry out the educational program described in the Charter. The Council may delegate its authority hereunder to the Executive Director for contracts not exceeding \$25,000, except in cases of employment contracts which will be delegated to the Executive Director consistent with JPTA's budget authority and the Council's adopted salary schedule;
- i. Develop, adopt and amend policies and procedures pertaining to the administration of all powers or duties of the Council and JPTA;
- j. Accept or reject any charitable gift, grant, device, or bequest not otherwise contrary to law or the terms of the Charter. Each particular gift, grant, device, or bequest accepted will be considered an asset of JPTA;
- k. Approve amendments to the Charter prior to presentation to the PEC for approval;
- l. Make application to NMPED and/or the Public School Capital Outlay Council or Public School Facilities Authority for capital outlay funds;
- m. Open other locations for operation of JPTA as consistent with the Charter;
- n. Address problems through the applicable dispute resolution processes according to policies and procedures;
- o. Review and consider recommendations submitted by the Executive Director and other advisors to the Council;
- p. 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 JPTA, or its Council, and PEC officials to the mutual benefit of the operation of JPTA and its authorizer;
- q. Accept accountability for both the financial stability and financial future of the institution, engaging in strategic financial planning, assume primary responsibility for preservation of capital assets and endowments, oversee operating budgets, and comply with audit requirements; and
- r. Such other powers and authorities as provided for by law regulation, and New Mexico Public Education Department policy.

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Section 2 – Selection, Delegation of Duties, and Termination of the Executive Director

1. Selection Criteria for the Executive Director:
Criteria for the Executive Director will be determined by the Executive Director Search Committee, an ad-hoc committee. This committee will be chaired by a Council member and will include teaching staff and parents. This committee will make final recommendations to the Council, which has the final authority in the selection.
2. Delegation to the J. Paul Taylor Academy Executive Director:
The Council will concern itself primarily with broad questions of policy and with the appraisal of results rather than administrative detail. The application of policies is an administrative task to be performed by the Executive Director and designated staff, who will be held responsible for the effective implementation of Council policies. The Executive Director will be held responsible for keeping the Council informed of all matters within its purview so that the Council can fulfill the above described functions of a governing body. The Executive Director will have the primary responsibility for all aspects of the school's operations and programs, including the day-to-day management and implementation of the school's Charter and Council policies. The teachers and staff of JPTA will report to the Executive Director.
3. Executive Director Evaluation and Contract Development/Termination:
The Council will perform annual evaluations of the Executive Director as well as approve, renew, and when needed, terminate the Executive Director's contract.

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Article 4 – PARLIAMENTARY AUTHORITY

Section 1 – Modified Robert's Rules of Order

The Rules contained in Robert's Rules of Order will govern the Council in all cases in which they are applicable and in which they are not inconsistent with the By-Laws or special modifications of order of the Council. Specifically, no action of the Council will be valid unless taken at a meeting in 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.

Modification 1: Council members, JPTA staff, and members of the public may not make motions to introduce action items that are not included on the previously posted meeting agenda. Council members may introduce discussion items only during the "Open Discussion" portion of the meeting, and staff members and members of the public may introduce items for discussion only during the "Staff Input" and "Pubic Input" portions of the meeting.

Modification 2: When introducing an agenda item, the Chair may invite discussion prior to requesting a motion.

Modification 3: The Chair may recognize any school staff, school family member, or community member to speak on any agenda item, discussion item or any action item prior to requesting a motion.

Section 2 – Quorum

A majority of the elected Council members will constitute a quorum for the transaction of business at any meeting of the Council.

ARTICLE 5 – Meetings

Section 1 – Notice of Meetings

The Council will provide notice and post agendas in accordance with the New Mexico Open Meeting Act and the Council's annual resolution. Reasonable notice of Council meetings will include posting on the JPTA website. Except in cases of emergency and only in accordance with the requirements of the Open Meetings Act, the Council will only act on matters identified in the agenda.

Section 2 – Attendance via Telephone or Video Conference Call

Except to the extent otherwise provided by law, any meetings of the Council may be attended by any of the Council members by means of a conference telephone (or similar communications system) 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 Council who speaks during the meeting. Such attendance will constitute presence by the Council member as is in person at such meeting and for purposes of determining a quorum. Any action taken by the Council at such meetings will constitute a valid action of the Council.

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Section 3 – Regular Meetings

The Council will meet at least once per month at a place to be set by the Council and in accordance with the Open Meetings Act. The Council will pass a resolution annually describing what notice of a public meeting is reasonable when applied to the Council. The resolution will describe appropriate notice and methods for posting agendas for regular, special, and emergency meetings of the council.

Section 4 – Special Meetings

Special meetings of the Council may be called at the Chair's discretion, request of a Council member, or the Executive Director. Such meetings will be held at a time and place consistent with the Council's annual resolution for conducting its public meetings.

Section 5 – Emergency Meetings

An emergency meeting or agenda item is one necessitated by unforeseen circumstances that if not addressed immediately by the Council will likely result in injury or damage to persons or property or substantial financial loss to the public body.

Section 6 – Closed Sessions

The Council, at any properly convened regular, special, or emergency meeting, may go into closed session by majority vote of a quorum present at such meeting, if the closed session is properly identified on the agenda. A special meeting may be called for the sole purpose of closed session. The purpose of the meeting will deal with issues or topics stipulated under the New Mexico Open Meetings Act.

Section 7 – Meeting Minutes

The Council will keep written minutes of all meetings. The minutes will include at a minimum: the date, time and place of the meeting, the names of members in attendance and those absent, the substance of any proposals considered and a record of any decisions and votes taken to include a notation of how each member voted, except in the case of abstentions. All minutes are open for public inspection and will be posted on the JPTA website (www.jpaulatayloracademy.org). Draft minutes will be prepared within ten

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(10) working days after the meeting and will be approved, amended, or disapproved at the next regular meeting where a quorum is present. Minutes will not become official until approved by the Council.

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Article 6 – Officers and their Duties

Section 1 – Officers

The officers of the Council will be Chair, Vice-Chair, Treasurer, and Secretary. 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, the duties of the office will, unless otherwise provided by the Council or these By-Laws, be performed by the next officer set forth in the following sequence: Chair, Vice-Chair, Treasurer, and Secretary.

Section 2 – Appointment and Tenure

Officers will be elected each year by the Council ~~at its regularly scheduled May meeting~~ for a term of one (1) year or until their successors have been duly elected. Officers' terms will commence at the beginning of the following fiscal year.

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Section 3 – Chair

The Chair of the Council will preside at all meetings ~~unless a designee is appointed. The Chair~~ will have the right, as other members of the Council, to make or second motions, to discuss questions, and to vote. All communications addressed to the Chair will be considered for appropriate action, which may include consulting with legal counsel and consideration by the Council. The Chair will sign legal documents as required by law and perform such other duties as may be prescribed by the Council. It is the Chair's responsibility to ensure that Council members uphold their commitments/responsibilities to the school. The Chair will compile, in collaboration with the Executive Director, the topics for business to be placed on meeting agendas. Any member of the Council may offer items for action, discussion, or presentation to be placed on the agenda by notifying the Chair within 5 business days of the date of the meeting.

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Section 4 – Vice-Chair

The Vice-Chair will perform the duties of the Chair in the absence of the Chair or at the request of the Chair. In the event a vacancy occurs in the Chair position, the Vice-Chair will act in the capacity of the Chair until the office has been filled by a vote of the Council membership. The Vice Chair will be the Chair of the Executive Director Support and Evaluation Committee and serve on the Audit Committee or appoint a designee who is a member of the Council.

Section 5 – Treasurer

The Treasurer will 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. ~~The Treasurer~~ will have knowledge of public school finance laws, rules and policies, and will serve as the Chair of the JPTA Finance Committee and the Audit committee. ~~The Treasurer~~ may attend the NMPED Spring Budget Workshop and/or any other necessary financial regulatory training recommended by the Executive Director or the Business Manager.

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Section 6 – Secretary

The Council Secretary will keep minutes of the Council meetings, subject to the direction of the Chair; assure that all notices are given in accordance with the provisions of the Charter, Council policies, and as

required by law; 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 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 is responsible for the review and presentation of the minutes to the Council for approval. The Secretary will serve as a member of the Council, the Chair of the Membership Committee [unless designated to another Council member](#), and present names of potential Council member candidates to the Council for consideration. The Secretary takes roll at all Council meetings.

Section 7 – Immediate Past Chair

If available and her or his term limit has not been met, the Immediate Past Chair may assist the Chair and the Governance Council by continuing to be involved as a voting Governance Council member and providing the Council with historical information as the Council considers issues that come up in the normal course of business.

Section 8 – Directors and Officers Insurance

The Council may secure Officers' and Members' 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 the school's approved budget.

Section 9 – Resignations and Removal

Any officer may be removed by a majority vote of the Council whenever, in its judgment, [they fail to](#) perform the duty of the office or such other duties appointed by the Council and when removal is in the best interest of the school.

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Article 7 – Committees

Section 1 – [Governance Council](#) Committee Guidelines

Overview:

[Committees may be Governance Council directed or School directed. Standing Governance Council directed committees shall follow the guidelines herein, whereas ad hoc or School directed committees may have different membership expectations and guidelines.](#)

Membership:

Committee Chairs and members will be assigned to [standing GC](#) committees at the beginning of each school year through a discussion of the Council led by the Council Chair.

Meetings:

Committees will meet at times and for purposes deemed necessary by the committee. Committees must comply with Open Meetings Act if the purpose of a meeting includes to set policy affecting the school and a quorum of the Council will be present. Procedures for notice of committee meetings [may](#) be established by the Council at the beginning of each school year.

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Resignations and Removal:

Any member of a committee may, at any time, resign by providing written notice to the Council Chair or Secretary and, unless otherwise specified, the acceptance of such resignation will not be necessary to make it effective. Any member of a committee may be removed by the Council

Chair, as long as the Council is advised and consents to the removal, either at a meeting or via email.

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Documentation of Meetings:

Governance Council representatives are responsible for reporting on standing committee meetings and progress at regular GC meetings. These written or verbal reports will serve as documentation of committee meetings.

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The purpose of the Membership Committee is to assume the primary responsibility of matters pertaining to the Council's recruitment, nomination, orientation, training, and yearly assessments of members. The committee will also be responsible for succession planning for the school.

Membership:

The members of this committee will consist of the Council Secretary, who will serve as Chair, as well as 1-2 additional Council members, preferably 2 if 3 total members does not constitute a quorum.

Meeting Frequency:

At least twice during the school year

Responsibilities:

Notify the school and local communities of vacancies on the Council via the JPTA website, social media, and other media when needed until vacant positions are filled or closed. Provide descriptions of the responsibilities of serving as a member to the applicants, as well as the date and time of the Council meeting at which the position will be voted upon. Review all applicants based upon their contributions to the JPTA Charter Goals and their indicated support of the Council functions and responsibilities, and then recommend satisfactory applicants to the Council. Recommend applicants, as appropriate, to the Council Secretary no later than three (3) working days before the date of the regular board meeting at which the vote of the Council will be made. Coordinate orientation of new members. Assist in obtaining and maintaining required annual Council training. Coordinate yearly Council member assessments and provide feedback to Council. Oversee emergent as well as long-term succession planning for the school...

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Section 2 – Finance Committee (Standing)

The purpose of the Finance Committee is to provide oversight of the school's business affairs and financial condition and report monthly to the Council.

Membership:

The members of the finance committee will be the Council Treasurer, who will serve as Chair, 1-2 other Council members, the JPTA Business Manager, the Executive Director, and a staff member if one wishes to join.

Meeting Frequency:

At least monthly (approximate) during the school year

Responsibilities:

1. Prepare and maintain the annual budget for the school in collaboration with the Executive Director.
2. Develop and annually revise a long-term financial forecast in collaboration with the Executive Director.
3. Serve as an external monitoring committee on the budget and other financial matters.
4. Ensure that budget information is submitted in a timely manner.
5. Review all Budget Adjustment Requests (BARs) and present, with recommendations as necessary, to the Council.
6. Review Business Manager's reports and make recommendations to the Council regarding the reports as necessary.
7. Perform periodic internal audits of the following:
 - a. Check stock inventory
 - b. Timely deposits
 - c. Travel reimbursements
8. Provide the Council status updates regarding:
 - a. Financial plan, including reviews of the school revenue and expenditure projections
 - b. Financial statements and monitoring of revenues and expenses
 - c. Preparation and oversight of annual budget and procurement

Section 3 – Audit Committee (Standing)

The purpose of this committee is to represent the Council in all matters regarding state audits. The committee will report at least quarterly to the Council regarding ongoing state audits and monitoring of corrective actions on findings.

Membership:

The members of this committee will be the Council Treasurer, who will serve as Chair, the Council Vice Chair or their designee, the JPTA Business Manager, the Executive Director, a JPTA

family member, and at least one other member who is a non-JPTA employee with financial experience.

Meeting Frequency:

Meets at entrance and exit audit conferences (schedule set by auditor), then monthly after audit fieldwork begins until conclusion of the audit, and more frequently if needed (note: conferences and meetings with auditors can be conducted by phone).

Responsibilities:

The committee also has the following responsibilities as charged by the New Mexico State law (Charter Schools Act, NMSA 1978 §§22-8B-1, et seq.) in part:

1. Represent the school throughout all phases of the annual audit.
2. Evaluate the request for proposals for annual financial and audit services.
3. Attend the entrance and exit conferences for annual and special audits.
4. Meet with external financial auditors at least monthly after audit field work begins until the conclusion of the audit.
5. Be accessible to the external financial auditors as requested to facilitate communication with the Council.
6. 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.
7. Provide other advice and assistance as requested by the Council.
8. Be subject to the same requirements regarding the confidentiality of audit information as those imposed upon the Council by the audit.

Section 4 – Ad Hoc Committees

The Council has the authority to create ad hoc committees as deemed necessary. The policies and procedures that govern ad hoc committees will be determined and specified by the Council action creating and approving the existence of any such committee. Some examples of possible ad hoc committees are as follows:

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Executive Director Support and Evaluation Committee

The purpose of the Executive Director Support and Evaluation Committee is to support and assist the Executive Director and administer his or her evaluations.

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The members of this committee will consist of the Council Vice Chair, who will serve as Chair, and at least 1 additional Council member.

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At least twice during the school year

Suggested Responsibilities:

1. Determine areas where the Council can support the Executive Director.
2. Administer Mid-Year and Year-End Executive Director Evaluations in a timely fashion.
3. Summarize the Executive Director Evaluations and present the summary to the Executive Director.
4. Develop and complete a search process for an Executive Director when the position is vacant.

Section 6 – Facilities and Safety Committee

The purpose of the Facilities and Safety committee is to oversee the leasing and maintenance of the school building and grounds and to evaluate and monitor the safety and upkeep of the school's facilities.

Deleted: drills and safety preparations

Suggested Responsibilities:

1. Ensure that a lease is in place and renewed for the school facility.
2. Ensure that insurance is in place and renewed for the school facility.
3. Oversee maintenance of the facility.
4. Develop a preventative maintenance plan for the facility.
5. Determine long-term facility needs.
6. Oversee the development of the School Safety Plan in accordance with all applicable laws and guidelines.
7. Ensure that safety drills are conducted.
8. Review the overall safety of the school facility and make subsequent recommendations.

Policy Committee

The purpose of the Policy Committee is to oversee all school policies and report to the Governance Council, accordingly.

Responsibilities:

1. Review school policies and procedures on a routine basis and make recommendations for changes.
2. Develop new policies and procedures as needed.
3. Review Council By-Laws and make recommendations for any changes on a yearly basis or as needed.

Development Committee

The purpose of the development committee is to assist in the development and execution of the school's long-term and strategic plans.

Suggested Responsibilities:

1. Draft an annual fund development plan.
2. Advise on school fundraising needs.
3. Support the school in raising or securing funds.
4. Support executive director in pursuit of long-term and strategic goals.
5. Track and report progress toward long-term and strategic planning goals.

Academic Oversight Committee

The purpose of the Academic Oversight Committee (AOC) is to ensure that the educational programs of the school are accomplishing the goals of the Charter and meeting state standards as required by law.

Suggested Responsibilities:

1. Facilitate the training of Council Members in the understanding of Performance Framework Testing Data.
2. Coordinate and administer annual Teacher and Family Satisfaction Surveys.

Deleted: Membership:

The members of this committee will consist of at least 1 Council member, who will serve as Chair, the Executive Director or Assistant Director, and teachers, staff, and family members if available.

Meeting Frequency:
At least quarterly

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Deleted: periodically review all policies of the school and make recommendations to the Council.

Deleted: Membership:

The members of this committee will consist of 1-2 Council members, one of whom will serve as Chair, the Executive Director or Assistant Director, and a teacher and/or staff member if available.

Meeting Frequency:
At least twice during the school year

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Deleted: The purpose of the Development Committee is to draft annual fund development plan and assist the JPTA Foundation in raising funds. So long as the JPTA Foundation remains active, a separate Council Development Committee will not be needed.

Commented [6]: I'm not sure about this because this description sounds more like what the GC does in general. This one might need to be a bit more clear in that its purpose is to help make sure that the school stays liquid...with grants or donations. It should take a more active role, or, be more clear on how it's keeping someone on track to make sure that's being looked at. (Appeal letters, legislative support, etc. Not sure how this was done in the past.)

Deleted:

Deleted: Membership:

This committee will recommend its own membership. One Council member will serve as a representative to the Foundation, and the Executive Director or Assistant Director will also be a member.

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Deleted: Provide a Council representative to all Foundation meetings.

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- Other responsibilities in accordance with the AOC Policy, which is reviewed and approved by the Council to ensure compliance with our Charter.

Commented [7]: Do we have an AOC Policy? Is this a charter requirement?

Section 10 – Parent Advisory Committee

The purpose of the Parent Advisory Committee (PAC) is to enrich community aspects of the school and, thereby, the learning experience for students.

Suggested Responsibilities:

- Work with families, teachers, and staff to coordinate school events, fundraisers, and volunteers for school activities. [This responsibility may be in conjunction of or with the Development Committee.](#)
- Other responsibilities in accordance with the PAC Policy, which is reviewed and approved by the Council to ensure compliance with our Charter.

Deleted: Membership:
PAC will recommend its own membership as per the PAC Policy. The Council may choose to provide a representative to this committee, and the Executive Director or Assistant Director will be a member.

Meeting Frequency:
At least quarterly

Commented [8]: Do we have a PAC policy? Is this a charter requirement?

Section 11 – Gifted Advisory Committee

The purpose of the Gifted Advisory Committee is to ensure that the goals and priorities of the gifted program are being met or exceeded.

Responsibilities:

- To regularly review the goals and priorities of the gifted program, including the operational plans for student identification, evaluation, placement, and service delivery.
- Demonstrate support for the gifted program.
- Provide information regarding the impact that cultural background, linguistic background, socioeconomic status, and disability conditions within the community may have on the child referral, identification, evaluation, and service delivery processes.
- Advocate for [all children, including those](#) who have been under-represented in gifted services due to cultural or linguistic background, socioeconomic status, or disability conditions, in order to ensure that these children have equal opportunities to benefit from services for gifted students.

Deleted: Membership:
The Council will provide at least 1 representative to the committee. This committee will consist of the Executive Director or Assistant Director, teachers and/or staff members, and JPTA family members, students, and community members when available.

Meeting Frequency:
Three or more times per year at regular intervals

Membership Committee

[The purpose of the Membership Committee is to assume the primary responsibility of matters pertaining to the Council's recruitment, nomination, orientation, training, and yearly assessments of members. The committee will also be responsible for succession planning for the school.](#)

Suggested Responsibilities:

- [Notify the school and local communities of vacancies on the Council via the JPTA website, social media, and other media when needed until vacant positions are filled or closed.](#)
- [Provide descriptions of the responsibilities of serving as a member to the applicants, as well as the date and time of the Council meeting at which the position will be voted upon.](#)
- [Review all applicants based upon their contributions to the JPTA Charter Goals and their indicated support of the Council functions and responsibilities, and then recommend satisfactory applicants to the Council.](#)

Deleted: Section 12 – Ad Hoc Committees
The 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 Council action creating and approving the existence of any such committee. Some examples of possible ad hoc committees are as follows:

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4. Recommend applicants, as appropriate, to the Council Secretary no later than three (3) working days before the date of the regular board meeting at which the vote of the Council will be made.
5. Coordinate orientation of new members.
6. Assist in obtaining and maintaining required annual Council training.
7. Coordinate yearly Council member assessments and provide feedback to Council.
8. Oversee emergent as well as long-term succession planning for the school.

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ARTICLE 8 – Confidential Matters of the Governance Council

Section 1 – Confidential Information

The Council recognizes that confidential information may be brought to the attention of individual Council members and/or the Council as a whole pertaining to, but not limited to, the following:

- Matters relating to the employment or dismissal of, or charges against, specific JPTA personnel;
- Matters relating to litigation or proposed litigation in which the Council is or may become a party, or attorney-client communications;
- Consideration of the acceptance of gifts, bequests, or donations where confidentiality has been requested by the donor;
- Consideration of wages and benefits for the Executive Director;
- Consideration of disciplinary action in connection with a student;
- Matters relating to the security of students, personnel, visitors, and/or school property;
- And such matters that may arise and qualify as being confidential by law.

The Council further recognizes that public disclosure of such information may result in injury to individual or potential harm and possible liability to JPTA and that the Council members must respect confidentiality of information that is privileged under applicable law. It is the policy of the Council that Council members discuss or disclose confidential legitimate school business in a private setting with only those with a right or need to know.

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ARTICLE 9 – CONFLICTS OF INTEREST AND CODE OF ETHICS

Section 1 – General Statement

It will be the duty of each Council member to voluntarily excuse themselves from discussions of confidential information and abstain from voting on matters in which the Council member has a personal or financial interest, including an interest by a member of the Council's immediate family, or where the 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 Council. Council members must recognize and abide by all applicable state and federal laws governing conflicts of interest for members of public charter school governing bodies.

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Section 2 – Disclosure

Each Council member agrees to complete and sign a Disclosure of Conflict of Interest statement prior to accepting their position on the Council. In addition to this statement, Council members will annually

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update the disclosure statement and will otherwise immediately notify the Council Chair when they, become aware that an actual or potential conflict may exist.

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Section 3 – Conflict of Interest Policy

Each Council member agrees to abide by the JPTA Conflict of Interest policy adopted by the Council.

Section 4 – Code of Ethics

Each Council member agrees to abide by the Governance Council Member Code of Ethics.

ARTICLE 10 – AMENDMENTS

Section 1 –Amendments to By-Laws

The Council may alter or amend these By-Laws by a majority vote of those voting at a regular or special meeting of the Council when such a vote is requested and provided notice of such proposed amendment has been given to members at least fourteen (14) days prior to the date of such a vote.

ARTICLE 11 – EQUAL OPPORTUNITY

Section 1 – Non Discrimination

J. Paul Taylor Academy will not discriminate on the basis of race, religion, color, national origin, gender, ancestry, age, sexual orientation, gender identity, physical or mental handicap, serious medical condition, or need for special education services, or any protected entity recognized by state or federal law, in either the hiring or other employment practices of the school or in its admission policies for students. Further, JPTA will conduct its activities in accordance with all applicable local, state and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter schools in the state of New Mexico.

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ARTICLE 12 – MISCELLANEOUS

Section 1 – Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, and all notes and other evidence of indebtedness issued in the name of the school will be signed by a minimum of two (2) of the following authorized signatories: the Council Chair, Vice-Chair, Treasurer, or the Executive Director.

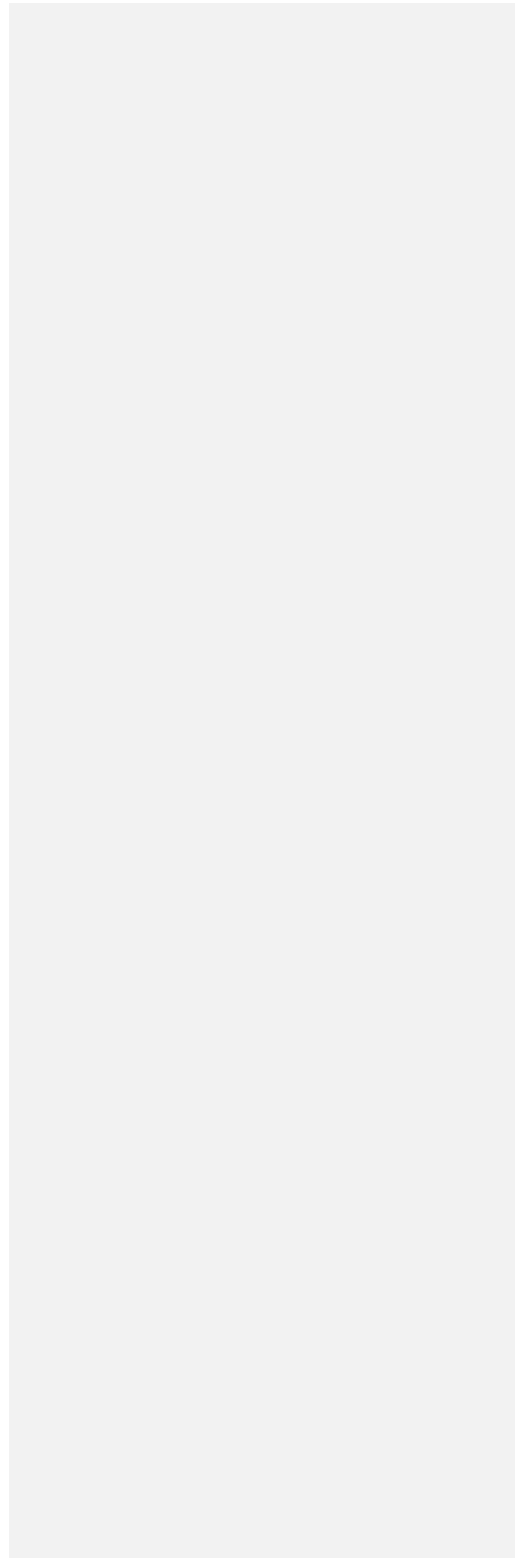
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Section 2 –Records

The Council will keep accurate and complete records of the actions of the Council, including minutes as required by the Open Meetings Act (described in Article 5, Section 7), and resolutions and policies adopted by the Council. Such records will be open to inspection by the members of the Council at any time, or members of the public pursuant to the Inspection of Public Records Act, NMSA 1978 14-2-1et seq.; and kept at the office of the Executive Director.

Section 3 – NMPED Concerns Related to J. Paul Taylor Academy

The Chair of the Council or the Executive Director will be the contact person for any concern raised by the NMPED or the Public Education Commission related to JPTA. The parties will attempt to resolve any issues between them in a manner required by applicable New Mexico statutes and in accordance with JPTA's contract with the Public Education Commission.



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J. PAUL TAYLOR ACADEMY

Recapturing the Joy of Learning - Recapturar la Alegria de Aprender



BY-LAWS OF
J. PAUL TAYLOR ACADEMY
GOVERNANCE COUNCIL

Approved September 14, 2023
Last Revision October 17, 2018

Preamble

Together with the parents, staff, students, and the community, J. Paul Taylor Academy, a New Mexico public charter school pursuant to the Charter Schools Act, NMSA 1978 22-8B-1, *et seq.*, is committed to offering a rigorous curriculum emphasizing project-based learning, conversational Spanish, and healthy living. These Governance Council By-Laws will provide an understanding of J. Paul Taylor Academy's governance and management practices and the roles and responsibilities that various groups and individuals will have at the school.

ARTICLE 1 - Name

Section 1 - Charter School Name

The name of this public charter school is J. Paul Taylor Academy. It is hereinafter also referred to as "JPTA" or School."

Section 2 – Governing Body

The JPTA Governance Council is the governing body of JPTA. It is hereinafter referred to as the "Council." JPTA will be governed pursuant to these By-Laws adopted by the Council and as amended or revised from time to time.

Section 3 – Address of J. Paul Taylor Academy

The address of JPTA is 402 W. Court, Building 2, Las Cruces, NM 88005.

Section 4 – Fiscal Year Definition

The fiscal year of JPTA will begin on the first day of July and end on the last day of June in the subsequent calendar year.

ARTICLE 2 – Council Membership

Section 1 – Governance Council Size

The Council will be composed of no more than thirteen (13) and no fewer than five (5) elected members with staggered terms. The JPTA Executive Director will be a non-voting member of the Council.

Section 2 – Nomination of New Council Members

Applications to join the Council may be submitted by any student body family member or community member. The JPTA Membership Committee will review all Council member applications for any vacant position(s) and then may nominate applicants for a vote at a Council meeting.

Section 3 – Elections of New Members

New members will be selected from nominations submitted to the JPTA Membership Committee and elected by a majority vote of the existing Council.

Section 4 – Governance Council Re-Elections

Elections for members who are ending a term will occur during the May meeting of the expiration year.

Section 5 – Governance Council Terms

Council members will serve for two-year terms. Each position of the Council will be numbered. The terms of even numbered positions will expire on June 30 of even-numbered years, and odd-numbered positions will expire in odd-numbered years.

Section 6 – Governance Council Term Limits

Council Membership will be limited to three (3) consecutive, two (2) year terms or a maximum of six (6) years from the date they were appointed if they were appointed to a partial term. Members who have served Six (6) consecutive years will be eligible for membership after a lapse of one (1) year. In the event enforcement of the term limit would result in the council falling below minimum membership requirements, a member's term limit may be extended by one year by a majority vote of the existing council. During this additional year this council member cannot serve in a board leadership position.

Section 7 – Vacancies

Any vacant position may be filled by the Council for the unexpired portion of the term. A mid-term vacancy on the Council will be filled by the Council after the nomination process described in Article 2, Section 2 above has been completed. Once the vacancy is filled, the term will only be for the unexpired portion of the term of the member being replaced.

Section 8 – Qualification and Diversity

Candidates for positions on the Council will be considered based upon professional skills in areas of expertise including but not limited to legal, financial, real estate, education, business, and human resources. Potential members must also demonstrate the willingness to devote substantial time and energy to serving on the Council. As much as possible, Council members will reflect the ethnic diversity for the school it represents.

Section 9 – Resignations and Removal

Any member may resign at any time by giving written notice to the Council Chair or Secretary and, unless otherwise specified therein, the resignation will be effective on the date indicated in writing and does not have to be accepted by the Council to be effective. Any member may be removed by a majority vote of the Council whenever such removal is in the best interests of the school. Grounds for removal may include, but are not limited to the following:

- Violation of the **Governance Council Conflict of Interest Policy**;
- Violation of the **Governance Council Commitment Agreement**;
- Failure to attend three (3) scheduled regular meetings of the Council during the school year (July 1 – June 30), except when such absence is due to exigent circumstances and the Chair has been notified or a majority of the Council excuses the absence;
- Violation of the **Governance Council Member Code of Ethics**, malfeasance, or for misrepresentation of the Council or the school.

Section 10 – Attendance

Members of the Council are expected to attend all scheduled regular meetings of the Council unless exigent circumstances arise. If a Council member cannot be physically present at a meeting due to an unavoidable conflict, they may make arrangements to be present by electronic means including, but not limited to, telephonic, zoom, or other technologies in accordance with the provisions of the Open Meetings Act. A member of the Council who will be unable to attend a Council meeting should notify the Chair twenty-four (24) hours prior to the meeting. If the Council member intends to be present by phone (or other communications system) the Council member will make arrangements with the Executive Director or his/her designee to ready any necessary equipment for the call. Notice may be made by e-mail as long as it is made twenty-four (24) hours in advance of the meeting. If the Chair cannot attend the meeting, they must notify the Vice-Chair and forward all information regarding the upcoming meeting to

them, including notices of non-appearances by other Council members. Notification must be at least twenty-four (24) hours before the scheduled meeting.

Section 11 – Orientation of New Council Members

New Council members must read and have working knowledge of the JPTA Charter Contract and Performance Frameworks, Governance Council Member Code of Ethics, Council By-Laws, JPTA Conflict of Interest Policy, and Nepotism Policy. New Council members will sign the necessary documents and will be required to attend the next possible state-mandated Council training.

Section 12 –Nepotism Rule

At no time will a Council member be a JPTA employee, spouse of another Council member, or have a contract for provision of services or property with J Paul Taylor Academy. The Council will not initially employ as Executive Director 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, or sibling (collectively "family members") of any Council member. Upon petition by the Executive Director, the Council may approve the Executive Director's hiring of the Executive Director's family members as JPTA employees by majority vote at a public meeting. Prior to approving the Executive Director's request to hire said individual, the Council will carefully consider the potential impact on the efficiency of school operations, effect on administrator's management and oversight of staff, and public perception of JPTA in the employment of any person who is a family member of the Executive Director.

Section 13 – Compensation

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.

ARTICLE 3 – Governance Council Powers and Responsibilities

Section 1 – Powers and Duties of the Governance Council

1. General:
The Council is the governing body of the JPTA 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 Council is the policy-making body for the school. The JPTA Council will exercise leadership primarily through the formulation and adoption of policies. The Council is not involved in the daily operation or management of the school. The council employs only the Executive Director.
2. Individual Member's Authority:
A member of the Council is a public officer, but has no power or authority as an individual member. The only authority held by a member is in raising issues before the Council and in voting on action items at Council meetings.
3. Binding Authority:
The Council will not be bound in any way by the action or statement on the part of any individual Council member.

4. The powers and responsibilities of the Council are prescribed by the JPTA Charter and the New Mexico Charter Schools Act and by all applicable laws and regulations. Complete and final control of all matters pertaining to the school's education system will be vested in the Council. The Council of JPTA will have the following powers and duties:
- a. Develop educational and operational policies for JPTA, in collaboration with the school's administration, staff and families;
 - b. Employ JPTA's Executive Director, evaluate the Executive Director annually; and determine appropriate compensation for the Executive Director;
 - c. Charge the Executive Director with the responsibility of implementing the Charter; employing, fixing the salaries of, assigning, terminating and discharging all JPTA employees; carrying out JPTA's policies and procedures, facilities plans, budget, and such other directives and policies adopted by the Council. The Council will not be involved in the day-to-day operations of the school;
 - d. Review, approve and monitor implementation of JPTA's annual budget;
 - e. Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public charter schools;
 - f. Initiate lawsuits or take all necessary steps to protect JPTA's interests;
 - g. Consistent with JPTA's budget authority, approve contracts for the repair and maintenance of all property belonging to the JPTA or for which JPTA is contractually responsible to maintain and repair, which authority may be delegated to the Executive Director up to an amount not exceeding \$25,000.00;
 - h. Enter contracts consistent with JPTA's approved budget for any service or activity that is required for JPTA to perform in order to carry out the educational program described in the Charter. The Council may delegate its authority hereunder to the Executive Director for contracts not exceeding \$25,000, except in cases of employment contracts which will be delegated to the Executive Director consistent with JPTA's budget authority and the Council's adopted salary schedule;
 - i. Develop, adopt and amend policies and procedures pertaining to the administration of all powers or duties of the Council and JPTA;
 - j. Accept or reject any charitable gift, grant, device, or bequest not otherwise contrary to law or the terms of the Charter. Each particular gift, grant, device, or bequest accepted will be considered an asset of JPTA;
 - k. Approve amendments to the Charter prior to presentation to the PEC for approval;
 - l. Make application to NMPED and/or the Public School Capital Outlay Council or Public School Facilities Authority for capital outlay funds;
 - m. Open other locations for operation of JPTA as consistent with the Charter;
 - n. Address problems through the applicable dispute resolution processes according to policies and procedures;
 - o. Review and consider recommendations submitted by the Executive Director and other advisors to the Council;
 - p. 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 JPTA, or its Council, and PEC officials to the mutual benefit of the operation of JPTA and its authorizer;
 - q. Accept accountability for both the financial stability and financial future of the institution, engaging in strategic financial planning, assume primary responsibility for preservation of capital assets and endowments, oversee operating budgets, and comply with audit requirements; and
 - r. Such other powers and authorities as provided for by law regulation, and New Mexico Public Education Department policy.

Section 2 – Selection, Delegation of Duties, and Termination of the Executive Director

1. Selection Criteria for the Executive Director:
Criteria for the Executive Director will be determined by the Executive Director Search Committee, an ad-hoc committee. This committee will be chaired by a Council member and will include teaching staff and parents. This committee will make final recommendations to the Council, which has the final authority in the selection.
2. Delegation to the J. Paul Taylor Academy Executive Director:
The Council will concern itself primarily with broad questions of policy and with the appraisal of results rather than administrative detail. The application of policies is an administrative task to be performed by the Executive Director and designated staff, who will be held responsible for the effective implementation of Council policies. The Executive Director will be held responsible for keeping the Council informed of all matters within its purview so that the Council can fulfill the above-described functions of a governing body. The Executive Director will have the primary responsibility for all aspects of the school's operations and programs, including the day-to-day management and implementation of the school's Charter and Council policies. The teachers and staff of JPTA will report to the Executive Director.
3. Executive Director Evaluation and Contract Development/Termination:
The Council will perform annual evaluations of the Executive Director as well as approve, renew, and when needed, terminate the Executive Director's contract.

Article 4 – PARLIAMENTARY AUTHORITY

Section 1 – Modified Robert's Rules of Order

The Rules contained in Robert's Rules of Order will govern the Council in all cases in which they are applicable and in which they are not inconsistent with the By-Laws or special modifications of order of the Council. Specifically, no action of the Council will be valid unless taken at a meeting in 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.

Modification 1: Council members, JPTA staff, and members of the public may not make motions to introduce action items that are not included on the previously posted meeting agenda. Council members may introduce discussion items only during the "Open Discussion" portion of the meeting, and staff members and members of the public may introduce items for discussion only during the "Staff Input" and "Pubic Input" portions of the meeting.

Modification 2: When introducing an agenda item, the Chair may invite discussion prior to requesting a motion.

Modification 3: The Chair may recognize any school staff, school family member, or community member to speak on any agenda item, discussion item or any action item prior to requesting a motion.

Section 2 – Quorum

A majority of the elected Council members will constitute a quorum for the transaction of business at any meeting of the Council.

ARTICLE 5 – Meetings

Section 1 – Notice of Meetings

The Council will provide notice and post agendas in accordance with the New Mexico Open Meeting Act and the Council’s annual resolution. Reasonable notice of Council meetings will include posting on the JPTA website. Except in cases of emergency and only in accordance with the requirements of the Open Meetings Act, the Council will only act on matters identified in the agenda.

Section 2 – Attendance via Telephone or Video Conference Call

Except to the extent otherwise provided by law, any meetings of the Council may be attended by any of the Council members by means of a conference telephone (or similar communications system) 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 Council who speaks during the meeting. Such attendance will constitute presence by the Council member as is in person at such meeting and for purposes of determining a quorum. Any action taken by the Council at such meetings will constitute a valid action of the Council.

Section 3 – Regular Meetings

The Council will meet at least once per month at a place to be set by the Council and in accordance with the Open Meetings Act. The Council will pass a resolution annually describing what notice of a public meeting is reasonable when applied to the Council. The resolution will describe appropriate notice and methods for posting agendas for regular, special, and emergency meetings of the council.

Section 4 – Special Meetings

Special meetings of the Council may be called at the Chair’s discretion, request of a Council member, or the Executive Director. Such meetings will be held at a time and place consistent with the Council’s annual resolution for conducting its public meetings.

Section 5 – Emergency Meetings

An emergency meeting or agenda item is one necessitated by unforeseen circumstances that if not addressed immediately by the Council will likely result in injury or damage to persons or property or substantial financial loss to the public body.

Section 6 – Closed Sessions

The Council, at any properly convened regular, special, or emergency meeting, may go into closed session by majority vote of a quorum present at such meeting, if the closed session is properly identified on the agenda. A special meeting may be called for the sole purpose of closed session. The purpose of the meeting will deal with issues or topics stipulated under the New Mexico Open Meetings Act.

Section 7 – Meeting Minutes

The Council will keep written minutes of all meetings. The minutes will include at a minimum: the date, time and place of the meeting, the names of members in attendance and those absent, the substance of any proposals considered and a record of any decisions and votes taken to include a notation of how each member voted, except in the case of abstentions. All minutes are open for public inspection and will be posted on the JPTA website (www.jpaultayloracademy.org). Draft minutes will be prepared within ten (10) working days after the meeting and will be approved, amended, or disapproved at the next regular meeting where a quorum is present. Minutes will not become official until approved by the Council.

Article 6 – Officers and their Duties

Section 1 – Officers

The officers of the Council will be Chair, Vice-Chair, Treasurer, and Secretary. 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, the duties of the office will, unless otherwise provided by the Council or these By-Laws, be performed by the next officer set forth in the following sequence: Chair, Vice-Chair, Treasurer, and Secretary.

Section 2 – Appointment and Tenure

Officers will be elected each year by the Council ~~at its regularly scheduled May meeting~~ for a term of one (1) year or until their successors have been duly elected. Officers' terms will commence at the beginning of the following fiscal year.

Section 3 – Chair

The Chair of the Council will preside at all meetings unless a designee is appointed. The Chair will have the right, as other members of the Council, to make or second motions, to discuss questions, and to vote. All communications addressed to the Chair will be considered for appropriate action, which may include consulting with legal counsel and consideration by the Council. The Chair will sign legal documents as required by law and perform such other duties as may be prescribed by the Council. It is the Chair's responsibility to ensure that Council members uphold their commitments/responsibilities to the school. The Chair will compile, in collaboration with the Executive Director, the topics for business to be placed on meeting agendas. Any member of the Council may offer items for action, discussion, or presentation to be placed on the agenda by notifying the Chair within 5 business days of the date of the meeting.

Section 4 – Vice-Chair

The Vice-Chair will perform the duties of the Chair in the absence of the Chair or at the request of the Chair. In the event a vacancy occurs in the Chair position, the Vice-Chair will act in the capacity of the Chair until the office has been filled by a vote of the Council membership. The Vice Chair will be the Chair of the Executive Director Support and Evaluation Committee and serve on the Audit Committee or appoint a designee who is a member of the Council.

Section 5 – Treasurer

The Treasurer will 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. The Treasurer will have knowledge of public school finance laws, rules and policies, and will serve as the Chair of the JPTA Finance Committee and the Audit committee. The Treasurer may attend the NMPED Spring Budget Workshop and/or any other necessary financial regulatory training recommended by the Executive Director or the Business Manager.

Section 6 – Secretary

The Council Secretary will keep minutes of the Council meetings, subject to the direction of the Chair; assure that all notices are given in accordance with the provisions of the Charter, Council policies, and as required by law; 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 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 is responsible for the review and presentation of the minutes to the Council for approval. The Secretary will serve as a member of the Council, the Chair of the Membership Committee unless designated to another Council member, and present names of potential Council member candidates to the Council for consideration. The Secretary takes roll at all Council meetings.

Section 7 – Immediate Past Chair

If available and her or his term limit has not been met, the Immediate Past Chair may assist the Chair and the Governance Council by continuing to be involved as a voting Governance Council member and providing the Council with historical information as the Council considers issues that come up in the normal course of business.

Section 8 – Directors and Officers Insurance

The Council may secure Officers' and Members' 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 the school's approved budget.

Section 9 – Resignations and Removal

Any officer may be removed by a majority vote of the Council whenever, in its judgment, they fail to perform the duty of the office or such other duties appointed by the Council and when removal is in the best interest of the school.

| Article 7 – Committees

Section 1 – Governance Council Committee Guidelines

Overview:

Committees may be Governance Council directed or School directed. Standing Governance Council directed committees shall follow the guidelines herein, whereas ad hoc or School directed committees may have different membership expectations and guidelines.

Membership:

Committee Chairs and members will be assigned to standing GC committees at the beginning of each school year through a discussion of the Council led by the Council Chair.

Meetings:

Committees will meet at times and for purposes deemed necessary by the committee. Committees must comply with Open Meetings Act if the purpose of a meeting includes to set policy affecting the school and a quorum of the Council will be present. Procedures for notice of committee meetings may be established by the Council at the beginning of each school year.

Resignations and Removal:

Any member of a committee may, at any time, resign by providing written notice to the Council Chair or Secretary and, unless otherwise specified, the acceptance of such resignation will not be necessary to make it effective. Any member of a committee may be removed by the Council Chair, as long as the Council is advised and consents to the removal.

Documentation of Meetings:

Governance Council representatives are responsible for reporting on standing committee meetings and progress at regular GC meetings. These written or verbal reports will serve as documentation of committee meetings.

Section 2 – Finance Committee (Standing)

The purpose of the Finance Committee is to provide oversight of the school's business affairs and financial condition and report monthly to the Council.

Membership:

The members of the finance committee will be the Council Treasurer, who will serve as Chair, 1-2 other Council members, the JPTA Business Manager, the Executive Director, and a staff member if one wishes to join.

Meeting Frequency:

At least monthly (approximate) during the school year

Responsibilities:

1. Prepare and maintain the annual budget for the school in collaboration with the Executive Director.
2. Develop and annually revise a long-term financial forecast in collaboration with the Executive Director.
3. Serve as an external monitoring committee on the budget and other financial matters.
4. Ensure that budget information is submitted in a timely manner.
5. Review all Budget Adjustment Requests (BARs) and present, with recommendations as necessary, to the Council.
6. Review Business Manager's reports and make recommendations to the Council regarding the reports as necessary.
7. Perform periodic internal audits of the following:
 - a. Check stock inventory
 - b. Timely deposits
 - c. Travel reimbursements
8. Provide the Council status updates regarding:
 - a. Financial plan, including reviews of the school revenue and expenditure projections
 - b. Financial statements and monitoring of revenues and expenses
 - c. Preparation and oversight of annual budget and procurement

Section 3 – Audit Committee (Standing)

The purpose of this committee is to represent the Council in all matters regarding state audits. The committee will report at least quarterly to the Council regarding ongoing state audits and monitoring of corrective actions on findings.

Membership:

The members of this committee will be the Council Treasurer, who will serve as Chair, the Council Vice Chair or their designee, the JPTA Business Manager, the Executive Director, a JPTA family member, and at least one other member who is a non-JPTA employee with financial experience.

Meeting Frequency:

Meets at entrance and exit audit conferences (schedule set by auditor), then monthly after audit fieldwork begins until conclusion of the audit, and more frequently if needed (note: conferences and meetings with auditors can be conducted by phone).

Responsibilities:

The committee also has the following responsibilities as charged by the New Mexico State law (Charter Schools Act, NMSA 1978 §§22-8B-1, et seq.) in part:

1. Represent the school throughout all phases of the annual audit.
2. Evaluate the request for proposals for annual financial and audit services.
3. Attend the entrance and exit conferences for annual and special audits.
4. Meet with external financial auditors at least monthly after audit field work begins until the conclusion of the audit.
5. Be accessible to the external financial auditors as requested to facilitate communication with the Council.
6. 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.
7. Provide other advice and assistance as requested by the Council.
8. Be subject to the same requirements regarding the confidentiality of audit information as those imposed upon the Council by the audit.

Section 4 – Ad Hoc Committees

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 and specified by the Council creating and approving the existence of any such committee. Some examples of possible ad hoc committees are as follows:

Section 5 – Executive Director Support and Evaluation Committee

The purpose of the Executive Director Support and Evaluation Committee is to support and assist the Executive Director and administer his or her evaluations.

Suggested Responsibilities:

1. Determine areas where the Council can support the Executive Director.
2. Administer Mid-Year and Year-End Executive Director Evaluations in a timely fashion.
3. Summarize the Executive Director Evaluations and present the summary to the Executive Director.
4. Develop and complete a search process for an Executive Director when the position is vacant.

Section 6 – Facilities and Safety Committee

The purpose of the Facilities and Safety committee is to oversee the leasing and maintenance of the school building and grounds and to evaluate and monitor the safety and upkeep of the school's facilities.

Suggested Responsibilities:

1. Ensure that a lease is in place and renewed for the school facility.
2. Ensure that insurance is in place and renewed for the school facility.
3. Oversee maintenance of the facility.
4. Develop a preventative maintenance plan for the facility.
5. Determine long-term facility needs.
6. Oversee the development of the School Safety Plan in accordance with all applicable laws and guidelines.
7. Ensure that safety drills are conducted.
8. Review the overall safety of the school facility and make subsequent recommendations.

Section 7 – Policy Committee

The purpose of the Policy Committee is to oversee all school policies and report to the Governance Council, accordingly.

Responsibilities:

1. Review school policies and procedures on a routine basis and make recommendations for changes.
2. Develop new policies and procedures as needed.
3. Review Council By-Laws and make recommendations for any changes on a yearly basis or as needed.

Section 8 – Development Committee

The purpose of the development committee is to assist in promoting the school and to support potential fundraising activities. Also, the Committee may assist in the development and execution of the school's long-term and strategic planning as it related to promoting and growing the school.

Suggested Responsibilities:

1. Draft an annual fund development plan.
2. Advise on school fundraising needs.
3. Support the school in raising or securing funds.
4. Support executive director in pursuit of long-term and strategic goals.
5. Track and report progress toward long-term and strategic planning goals.

Section 9 – Academic Oversight Committee

The purpose of the Academic Oversight Committee (AOC) is to ensure that the educational programs of the school are accomplishing the goals of the Charter and meeting state standards as required by law.

Suggested Responsibilities:

1. Facilitate the training of Council Members in the understanding of Performance Framework Testing Data.
2. Coordinate and administer annual Teacher and Family Satisfaction Surveys.
3. Other responsibilities in accordance with the Academic Oversight Committee as developed in coordination with the Director and/or Governance Council.

Section 10 – Parent Advisory Committee

The purpose of the Parent Advisory Committee (PAC) is to enrich community aspects of the school and, thereby, the learning experience for students.

Suggested Responsibilities:

1. Work with families, teachers, and staff to coordinate school events, fundraisers, and volunteers for school activities. This responsibility may be in conjunction of or with the Development Committee.
2. Other responsibilities in accordance with the Parent Advisory Committee as developed in coordination with the Director and/or Governance Council.

Section 11 – Gifted Advisory Committee

The purpose of the Gifted Advisory Committee is to ensure that the goals and priorities of the gifted program are being met or exceeded.

Responsibilities:

1. To regularly review the goals and priorities of the gifted program, including the operational plans for student identification, evaluation, placement, and service delivery.
2. Demonstrate support for the gifted program.
3. Provide information regarding the impact that cultural background, linguistic background, socioeconomic status, and disability conditions within the community may have on the child referral, identification, evaluation, and service delivery processes.
4. Advocate for all children, including those who have been under-represented in gifted services due to cultural or linguistic background, socioeconomic status, or disability conditions, in order to ensure that these children have equal opportunities to benefit from services for gifted students.

Section 12 – Membership Committee

The purpose of the Membership Committee is to assume the primary responsibility of matters pertaining to the Council’s recruitment, nomination, orientation, training, and yearly assessments of members. The committee will also be responsible for succession planning for the school.

Suggested Responsibilities:

1. Notify the school and local communities of vacancies on the Council via the JPTA website, social media, and other media when needed until vacant positions are filled or closed.
2. Provide descriptions of the responsibilities of serving as a member to the applicants, as well as the date and time of the Council meeting at which the position will be voted upon.
3. Review all applicants based upon their contributions to the JPTA Charter Goals and their indicated support of the Council functions and responsibilities, and then recommend satisfactory applicants to the Council.
4. Recommend applicants, as appropriate, to the Council Secretary no later than three (3) working days before the date of the regular board meeting at which the vote of the Council will be made.
5. Coordinate orientation of new members.
6. Assist in obtaining and maintaining required annual Council training.
7. Coordinate yearly Council member assessments and provide feedback to Council.
8. Oversee emergent as well as long-term succession planning for the school.

ARTICLE 8 – Confidential Matters of the Governance Council

Section 1 – Confidential Information

The Council recognizes that confidential information may be brought to the attention of individual Council members and/or the Council as a whole pertaining to, but not limited to, the following:

- Matters relating to the employment or dismissal of, or charges against, specific JPTA personnel;
- Matters relating to litigation or proposed litigation in which the Council is or may become a party, or attorney-client communications;
- Consideration of the acceptance of gifts, bequests, or donations where confidentiality has been requested by the donor;
- Consideration of wages and benefits for the Executive Director;
- Consideration of disciplinary action in connection with a student;
- Matters relating to the security of students, personnel, visitors, and/or school property;
- And such matters that may arise and qualify as being confidential by law.

The Council further recognizes that public disclosure of such information may result in injury to individual or potential harm and possible liability to JPTA and that the Council members must respect confidentiality of information that is privileged under applicable law. It is the policy of the Council that Council members discuss or disclose confidential legitimate school business in a private setting with only those with a right or need to know.

ARTICLE 9 – CONFLICTS OF INTEREST AND CODE OF ETHICS

Section 1 – General Statement

It will be the duty of each Council member to voluntarily excuse themselves from discussions of confidential information and abstain from voting on matters in which the Council member has a personal or financial interest, including an interest by a member of the Council's immediate family, or where the 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 Council. Council members must recognize and abide by all applicable state and federal laws governing conflicts of interest for members of public charter school governing bodies.

Section 2 – Disclosure

Each Council member agrees to complete and sign a Disclosure of Conflict of Interest statement prior to accepting their position on the Council. In addition to this statement, Council members will annually update the disclosure statement and will otherwise immediately notify the Council Chair when they become aware that an actual or potential conflict may exist.

Section 3 – Conflict of Interest Policy

Each Council member agrees to abide by the JPTA Conflict of Interest policy adopted by the Council.

Section 4 – Code of Ethics

Each Council member agrees to abide by the Governance Council Member Code of Ethics.

ARTICLE 10 – AMENDMENTS

Section 1 – Amendments to By-Laws

The Council may alter or amend these By-Laws by a majority vote of those voting at a regular or special meeting of the Council when such a vote is requested and provided notice of such proposed amendment has been given to members at least fourteen (14) days prior to the date of such a vote.

ARTICLE 11 – EQUAL OPPORTUNITY

Section 1 – Non Discrimination

J. Paul Taylor Academy will not discriminate on the basis of race, religion, color, national origin, gender, ancestry, age, sexual orientation, gender identity, physical or mental handicap, serious medical condition,

or need for special education services, or any protected entity recognized by state or federal law, in either the hiring or other employment practices of the school or in its admission policies for students. Further, JPTA will conduct its activities in accordance with all applicable local, state and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter schools in the state of New Mexico.

ARTICLE 12 – MISCELLANEOUS

Section 1 – Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, and all notes and other evidence of indebtedness issued in the name of the school will be signed by a minimum of two (2) of the following authorized signatories: the Council Chair, Vice-Chair, Treasurer, or the Executive Director.

Section 2 –Records

The Council will keep accurate and complete records of the actions of the Council, including minutes as required by the Open Meetings Act (described in Article 5, Section 7), and resolutions and policies adopted by the Council. Such records will be open to inspection by the members of the Council at any time, or members of the public pursuant to the Inspection of Public Records Act, NMSA 1978 14-2-1et seq.; and kept at the office of the Executive Director.

Section 3 – NMPED Concerns Related to J. Paul Taylor Academy

The Chair of the Council or the Executive Director will be the contact person for any concern raised by the NMPED or the Public Education Commission related to JPTA. The parties will attempt to resolve any issues between them in a manner required by applicable New Mexico statutes and in accordance with JPTA’s contract with the Public Education Commission.