



## 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:**

- Fully completed form
- Approved board minutes or certification of the board's vote approving the new By-Laws
- Description of and rationale for the change
- A red-lined copy of the By-Laws
- A clean copy of the new By-Laws

Contact [charter.schools@ped.nm.gov](mailto: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](mailto:charter.schools@ped.nm.gov)

The Charter Contract was entered into by and between the New Mexico Public Education Commission (PEC) and Altura Preparatory School, hereafter "the school," effective on 7/1/2023.

**Current section & language in school's Governing Body By-Laws which will be changed or replaced** (can refer to red-line copy provided): Highlighted section to be removed: Section 2.3 **DESIGNATED BOARD OF TRUSTEES AND TERMS**

The number of the Board of Trustees of Altura Preparatory School shall be no less than six (6) unless changed by amendments to these bylaws. **An odd number of Trustees will be maintained for voting purposes.** All Trustees will serve a term of three (3) years from the date of their appointments. A full three-year term shall be considered to have been served upon the passage of three annual meetings. After election, the term of a Trustee may not be reduced, except for cause as specified in these bylaws. **No Trustee shall serve more than two (2) consecutive terms.** Trustees shall serve staggered terms to balance continuity with new perspective. Board members shall be sought to reflect the qualities, qualifications and diversity determined by the Board delineated in the Job Description of the Board of Trustees. The Altura Preparatory School nominating committee, known as the Governance Committee, shall present a slate of potential Trustees and Officers for election by the Board. This slate shall be presented at the annual meeting of the Board.

**New section & language to change or replace what is provided above** (can refer to red-line copy provided): **DESIGNATED BOARD OF TRUSTEES AND TERMS**

The number of the Board of Trustees of Altura Preparatory School shall be no less than six (6) unless changed by amendments to these bylaws. All Trustees will serve a term of three (3) years from the date of their appointments. A full three-year term shall be considered to have been served upon the passage of three annual meetings. After election, the term of a Trustee may not be reduced, except for cause as specified in these bylaws. Trustees shall serve staggered terms to balance continuity with new perspective. Board members shall be sought to reflect the qualities, qualifications and diversity determined by the Board delineated in the Job Description of the Board of Trustees. The Altura Preparatory School nominating committee, known as the Governance Committee, shall present a slate of potential Trustees and Officers for election by the Board. This slate shall be presented at the annual meeting of the Board.

**Effective Date: 9/14/2023**

**The school's notification is hereby submitted by:**

**Signature of School Representative:** DocuSigned by: Meaghan Hindman 0532D2E3675B496... **Date:** 10/11/2023

**Signature of Governing Board Chair:** DocuSigned by: [Signature] 7372E12B5CDD499... **Date:** 10/11/2023

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**For PEC/CSD use only**

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**PEC Meeting Date:**

**Agenda:**  Consent (typical)       Regular (unusual circumstance)

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

**Electronic signature of CSD Director:** \_\_\_\_\_ **Date:** \_\_\_\_\_



**Altura Preparatory School**

On Thursday, September 14, 2023 in an open public meeting, the Governing Board of Altura Preparatory School approved changes to the school bylaws for the following reasons:

1. Remove a limit to the number of terms (members were previously limited two three-year terms). The board felt that maintaining consistency and continuity are important to the school and that long term board members hold institutional knowledge and skill that can be beneficial to the working of the board and school and can be integral to maintaining the quality established to date. The board felt that other provisions in the bylaws provide sufficient protection from any board member who may be acting in a way contradictory to the goals and ethos of the school and so limiting board service by those already willing and able to continue to do would be unnecessary.
2. Remove a statement that the number of board members should be odd. The Bylaws state that the minimum required number of board members is six. To maintain consistency within this section, the board removed the statement that there must be an odd number of board members.



## Regular Governing Board Meeting

**Date:** September 14, 2023

**Time:** 8:30 am

**Location:** Altura Preparatory School, 8650 Alameda Blvd. NE, Bldg. 2B

Join Zoom Meeting:

<https://us02web.zoom.us/j/88232129431> Meeting ID: 882 3212 9431 | One tap mobile  
+16699009128,88232129431# US (San Jose) |

### Meeting Type: Regular Meeting

Members:	Present	Absent
Nicholas Gordon	<input checked="" type="checkbox"/> (via Zoom)	<input type="checkbox"/>
Jake Lujan	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Matt O'Brien	<input checked="" type="checkbox"/> (via Zoom)	<input type="checkbox"/>
LeeAnn Ortiz	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Christine Sargent	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Pam Scanlon	<input checked="" type="checkbox"/>	<input type="checkbox"/>

### Also Present:

Meaghan Hindman and Lissa Hines, Co- Directors

Ashley Woodard-Storey, Business Managers, The Vigil Group

Ms. Sargent brought the meeting to order at 8:31 am.

Ms. Ortiz called roll at 8:32 am, a quorum was present.

### I. Public Comment

There were no comments from the public.

Just as a reminder, to speak during public comment, interested parties must sign up by 3:00 pm the day prior to the meeting.

### II. Approval of September 14, 2023 Meeting Agenda

**Action Requested:** Adopt Meeting Agenda

**Motion:** Jake Lujan

**Second:** Pam Scanlon

**Ayes:** 6 **Nays:** 0

A copy of the meeting minutes are available for public inspection at Altura Preparatory School, Albuquerque, NM 87122, within 10 calendar days for proposed minutes and 2 calendar days of approval for approved minutes.

The Altura Preparatory School shall comply with subtitle A of Title II of the Americans with Disabilities Act of 1990. Should you require specific accommodation(s) please contact Lissa Hines at (505) 226-1925 5 business days prior to the meeting.



Altura Preparatory School

### **III. Approval of Minutes from August 18, 2023 Regular Meeting**

**Discussion:** No changes.

**Ayes:** 6 **Nays:** 0

### **IV. Governing Board Committee Reports**

**A. Governance Report:** Nothing to report, nobody has taken any training classes yet.

**B. Audit:** Ms. Scanlon reported that there is nothing new to report on the audit but they are meeting monthly with the auditors.

**V. Finance Report:** Ms. Woodard-Storey reported that they had a monthly finance committee meeting and the current operational fund is over-encumbered but we are waiting for an allocation in October which should result in balanced budget. Enrollment is slightly higher so there will be a slight increase in SEG funding. Overall, the budget is healthy. We will be requesting an SEG increase based on the increased enrollment numbers.

Ms. Woodard-Storey explained the following BARS for approval today:

BAR#575-000-2324-0002-I for \$2,791 is proposed as an increase BAR for the library fund and is an additional allocation for any library supplies.

BAR#575-000-2324-0004-T is proposed as a transfer BAR for operational transfer to cover salary for classroom assistants.

BAR#575-000-2324-0005-M for operational maintenance bar for routine maintenance to make sure funds are in compliance.

BAR#575-000-2324-0006-T is proposed as a transfer BAR for charter school fund to move unused budget to cover salary for seasonal assistants.

BAR#575-000-2324-0007-I for \$5,829 is proposed as an increase BAR, is additional revenue for communication services for internet provider.

Ms. Scanlon reported that she reviewed the check registers and bank statements and no irregularities were noted.

### **VI. Approval of Budget Adjustment Requests**

**Discussion: Approval BAR#575-000-2324-0002-I for \$2,791 is proposed as an increase BAR for the library fund and is an additional allocation for any library supplies.**

A copy of the meeting minutes are available for public inspection at Altura Preparatory School, Albuquerque, NM 87122, within 10 calendar days for proposed minutes and 2 calendar days of approval for approved minutes.

The Altura Preparatory School shall comply with subtitle A of Title II of the Americans with Disabilities Act of 1990. Should you require specific accommodation(s) please contact Lissa Hines at (505) 226-1925 5 business days prior to the meeting.



**Ayes: 6 Nays: 0**

**Discussion:** Approval BAR#575-000-2324-0004-T is proposed as a transfer BAR for operational transfer to cover salary for classroom instructional assistant.

**Ayes: 6 Nays: 0**

**Discussion:** Approval BAR#575-000-2324-0005-M is proposed as an operational maintenance BAR for routine maintenance to make sure funds are in compliance.

**Ayes: 6 Nays: 0**

**Discussion:** Approval BAR#575-000-2324-0006-T is proposed as a transfer BAR for charter school fund to move unused budget to cover salary for seasonal assistants.

**Ayes: 6 Nays: 0**

**Discussion:** Approval BAR#575-000-2324-0007-I is proposed as an increase BAR, is additional revenue for communication services for internet provider.

**Ayes: 6 Nays: 0**

#### **VII. Review Possible Changes to Altura Preparatory School Bylaws**

**Discussion:** Ms. Hindman and Ms. Sargent discussed the number of and terms for board trustees as stated in the bylaws. Ms. Sargent propeliminating the limit on no member serving more than two consecutive terms and so we would need to change bylaws. The voting process to remove a member was also discussed. New version/redline version of bylaws will be submitted by Ms. Hindman to PED Commission for approval.

**Ayes: 6 Nays 0**

#### **VIII. Review and Approve Altura Preparatory School Wellness Policy (SWP)**

**Discussion:** Ms. Hindman discussed the SWP which basically tracks the state requirements regarding nutrition program requirements/physical education requirements. Changes to composition of school wellness committee were discussed and we need a board member on that committee. Ms. Sargent volunteered to serve on that committee.

**Ayes: 6 Nays 0**

#### **IX. Altura Preparatory School Equity Council Update**

**Discussion:** Ms. Hines reported that the Equity Council received the new schedule and will start meeting in October.

#### **X. School Director Report**

Ms. Hindman reported enrollment is at 260 students and there is a long waiting list. The new year enrollment process will start in November 2023. Ms. Hines discussed possible changes in the enrollment

[A copy of the meeting minutes are available for public inspection at Altura Preparatory School, Albuquerque, NM 87122, within 10 calendar days for proposed minutes and 2 calendar days of approval for approved minutes.](#)

[The Altura Preparatory School shall comply with subtitle A of Title II of the Americans with Disabilities Act of 1990. Should you require specific accommodation\(s\) please contact Lissa Hines at \(505\) 226-1925 5 business days prior to the meeting.](#)



**Altura Preparatory School**

programs/applications used to manage enrollment applications, the lottery, and registrations in the future. The current enrollment/applications are cumbersome and options may be available.

Facilities Master Plan: Paul Aguilar is working on different proposals yet.

Events: Cena y Ciencia (Dinner with a Scientist) was discussed by Ms. Hines. Scientists from medical, social media and occupational therapist fields will participate and all of them are parents of Altura Preparatory School 4<sup>th</sup> grade students.

We discussed moving next month's meeting due to the fall break and agreed on October 11, 2023 at 8:30 am as the next board meeting date.

**XI. Adjourn**

**Motion:** LeeAnn Ortiz

**Second:** Pam Scanlon

**Ayes: 6 Nays: 0**

Meeting was adjourned by Ms. Sargent at 9:20 am.

**Next Meeting:** Due to fall break next month, the next meeting will be October 11, 2023 at 8:30 am at Altura Preparatory School.

A copy of the meeting minutes are available for public inspection at Altura Preparatory School, Albuquerque, NM 87122, within 10 calendar days for proposed minutes and 2 calendar days of approval for approved minutes.

The Altura Preparatory School shall comply with subtitle A of Title II of the Americans with Disabilities Act of 1990. Should you require specific accommodation(s) please contact Lissa Hines at (505) 226-1925 5 business days prior to the meeting.





## Regular Governing Board Meeting

**Date:** October 11, 2023

**Time:** 8:30 am

**Location:** Altura Preparatory School, 8650 Alameda Blvd. NE, Bldg. 2B

Join Zoom Meeting:

<https://us02web.zoom.us/j/88232129431> Meeting ID: 882 3212 9431 | One tap mobile  
+16699009128,88232129431# US (San Jose) |

### Meeting Type: Regular Meeting

Members:	Present	Absent
Nicholas Gordon	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Jake Lujan	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Matt O'Brien	<input checked="" type="checkbox"/> (Via Zoom)	<input type="checkbox"/>
LeeAnn Ortiz	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Christine Sargent	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Pam Scanlon	<input checked="" type="checkbox"/>	<input type="checkbox"/>

### Also Present:

Meaghan Hindman and Lissa Hines, Co- Directors  
Justine Vigil, Business Manager, The Vigil Group

Ms. Sargent brought the meeting to order at 8:30 am.  
Ms. Ortiz called roll at 8:32 am, a quorum was present.

### I. Public Comment

There were no comments from the public. Just as a reminder, to speak during public comment, interested parties must sign up by 3:00 pm the day prior to the meeting.

### II. Approval of October 11, 2023 Meeting Agenda

**Action Requested:** Adopt Meeting Agenda

**Motion:** Pam Scanlon

**Second:** Jake Vigil

**Ayes:** 6 **Nays:** 0

A copy of the meeting minutes are available for public inspection at Altura Preparatory School, Albuquerque, NM 87122, within 10 calendar days for proposed minutes and 2 calendar days of approval for approved minutes.

The Altura Preparatory School shall comply with subtitle A of Title II of the Americans with Disabilities Act of 1990. Should you require specific accommodation(s) please contact Lissa Hines at (505) 226-1925 5 business days prior to the meeting.



Altura Preparatory School

### III. Approval of Minutes from September 14, 2023 Regular Meeting

**Discussion:** No changes.

**Ayes:** 6 **Nays:** 0

### IV. Governing Board Committee Reports

**A. Governance Report:** Ms. Sargent completed three hours of the 7 hours needed to date. Others are signed up for trainings in the next few weeks.

**B. Audit:** Ms. Scanlon reported that meetings have taken place and everything is going as planned.

**V. Finance Report:** Ms. Justine Vigil reported that the finance committee meeting met yesterday, operational fund is negative and we are waiting on the lease reimbursement award hopefully to be received by end of November to be able to add this to the accounting. Enrollment numbers are higher than the assumptions behind the budget revenue, so negative budget should turn positive based on current enrollment numbers. There is a plan to submit reimbursements to complete spending for the Charter School Program Grant Fund that expires in September 2023, and to complete spending for ARP/ESSER III funds expiring June 2024.

Ms. Vigil explained the following BARS for approval today:

BAR#575-000-2324-0007-I for \$5,829 is proposed as an increase BAR for operational fund to pay for internet and telephone service.

BAR#575-000-2324-0008-I for \$3,064 is proposed as an increase BAR for food service operations.

BAR#575-000-2324-0010-M is proposed as an operational maintenance BAR to clean up line-item negative entries.

BAR#575-000-2324-0011-I for \$5,107 is proposed as an increase BAR for library fund, is new award and expires in 2026.

Ms. Scanlon reported that she reviewed the check registers and no irregularities were noted.

### VI. Approval of Budget Adjustment Requests

**Discussion: Approval BAR#575-000-2324-0007-I for \$5,829 is proposed as an increase BAR for operational to pay for internet and telephone service.**

**Ayes:** 6 **Nays:** 0

**Discussion: Approval BAR#575-000-2324-0008-I for \$3,064 is proposed as an increase BAR for food service operations.**

A copy of the meeting minutes are available for public inspection at Altura Preparatory School, Albuquerque, NM 87122, within 10 calendar days for proposed minutes and 2 calendar days of approval for approved minutes.

The Altura Preparatory School shall comply with subtitle A of Title II of the Americans with Disabilities Act of 1990. Should you require specific accommodation(s) please contact Lissa Hines at (505) 226-1925 5 business days prior to the meeting.



**Ayes: 6 Nays: 0**

**Discussion:** Approval BAR#575-000-2324-0010-M is proposed as an operational maintenance BAR to clean up line-item negative entries.

**Ayes: 6 Nays: 0**

**Discussion:** Approval BAR#575-000-2324-0011-I for \$5,107 is proposed as an increase BAR for library fund, new award and expires in 2026.

**Ayes: 6 Nays: 0**

#### **VII. Transportation Update**

**Discussion:** Ms. Hindman reported that in Spring, the school may explore new transportation services because there are issues with late pick-ups/drop offs with current provider.

#### **VIII. Altura Preparatory School 2024-2025 Enrollment Projections**

**Discussion:** Ms. Hindman reported that 259 students are currently enrolled. The school will project 252 this coming year. 244 were projected this school year.

#### **IX. Altura Preparatory School Equity Council Update**

**Discussion:** Ms. Hines reported that PED had a statewide meeting and goals were discussed so the Equity Council is waiting for more guidance to make sure meetings are productive.

#### **X. School Co-Director Report**

Ms. Hindman reported enrollment is at 259 students now which exceeded projections from last year and that PED changed enrollment reporting systems. Ms. Hines discussed the funding difficulties and how it affects staffing.

Facilities Master Plan: Ms. Hindman reported that Paul Aguilar is still working on the facilities master plan due this year and that the school is also exploring future facility plan options.

School Data: Ms. Hindman reviewed the academic data and October I-station results. The data looks good for all grades. Level 4-5 is the goal for reading levels and the data suggests most grades are within that range. Ms. Hines reported that kindergarteners are reading at high levels for the most part and discussed the first grade level reading levels. Ms. Hindman added that the math scores are very strong too. Ms. Hines discussed that having consistency between students and teachers from grade to grade is likely making a difference in academic performance.

#### **XI. Adjourn**

**Motion:** Jake Vigil

**Second:** Nick Gordan

**Ayes: 6 Nays: 0**

A copy of the meeting minutes are available for public inspection at Altura Preparatory School, Albuquerque, NM 87122, within 10 calendar days for proposed minutes and 2 calendar days of approval for approved minutes.

The Altura Preparatory School shall comply with subtitle A of Title II of the Americans with Disabilities Act of 1990. Should you require specific accommodation(s) please contact Lissa Hines at (505) 226-1925 5 business days prior to the meeting.



Meeting was adjourned by Ms. Sargent at 9:11 a.m.

**Next Meeting:** The next meeting will be November 9, 2023 at 8:30 am at Altura Preparatory School.

A copy of the meeting minutes are available for public inspection at Altura Preparatory School, Albuquerque, NM 87122, within 10 calendar days for proposed minutes and 2 calendar days of approval for approved minutes.

The Altura Preparatory School shall comply with subtitle A of Title II of the Americans with Disabilities Act of 1990. Should you require specific accommodation(s) please contact Lissa Hines at (505) 226-1925 5 business days prior to the meeting.



**Altura Preparatory School**

**THE BYLAWS OF  
ALTURA PREPARATORY SCHOOL**

## THE BYLAWS OF ALTURA PREPARATORY SCHOOL

### INTRODUCTION

Altura Preparatory School (“Altura Prep”) will provide every student with access to an inclusive, equitable, comprehensive, and exceptional college preparatory education. Every child who walks through our doors has the potential to succeed in both college and life, and we will foster their development through rigorous academic content, personalized instruction, and multidisciplinary project-based learning. Our intentionally diverse student body will leave our school ready to be agents of their own education. Students will be prepared to seek opportunities, persevere through challenges, and succeed at high academic levels in middle school, high school, and postsecondary pursuits.

### VARIABLE REFERENCES

- 0.1            The fiscal year of Altura Preparatory School shall begin on the first day of July and end on the last day of June each year.
- 0.2            Date of annual Board of Trustees' meeting (See Section 2.8): Will be held during the last quarter of the fiscal year.
- 0.3            Required notice of Board of Trustees' meetings (See Section 2. 8):
  - (a)        Not less than seventy-two (72) hours if by mail, and
  - (b)        Not less than twenty-four (24) hours if by personal delivery, word of mouth, telephone, facsimile, e-mail, or other form of wired or wireless transmission.
- 0.04          Authorized number of Trustees (See Section 2.3): seven (7) Trustees.

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<b>ARTICLE 1</b>	<b>NAME, ORGANIZATION, AND PURPOSE</b>	
Section 1.1	<b><u>NAME</u></b> The name of this organization will be known as <b>ALTURA PREPARATORY SCHOOL</b> . It will be referred to in this document as “Altura Preparatory School” or “Altura Prep.”	
Section 1.2	<b><u>ORGANIZATION AND PURPOSE</u></b> Altura Preparatory School will be a charter school in the State of New Mexico that will operate exclusively for educational and related purposes.	
Section 1.3	<b><u>PRINCIPAL OFFICE</u></b> The Principal Office of Altura Preparatory School will be located in Albuquerque, County of Bernalillo, State of New Mexico.	
Section 1.4	<b><u>NON-DISCRIMINATION</u></b> Altura Preparatory School does not discriminate on the basis of any characteristic protected under State or Federal law including, but not limited to, race, color, age, sex, creed or religion, gender identity, handicap or disability, marital status, citizenship status, veteran status, membership in the national guard, State defense or reserves, sexual orientation, national origin, ancestry, arrest record, conviction record, use or non-use of lawful products off the School’s premises during non-working hours, or any other characteristic protected by law in its employment practices.	
<b>ARTICLE 2</b>	<b>THE BOARD OF TRUSTEES</b>	
Section 2.1	<b><u>THE BOARD OF TRUSTEES</u></b> The Board of Trustees of Altura Preparatory School retains and reserves all powers and duties conferred upon and vested in it by the New Mexico State Statutes (Section 22-5-	

4). The primary powers and duties of the Board of Trustees are to set school policy, review and approve the budget for Altura Preparatory School; as well as to hire, evaluate and terminate the Director(s) of Altura Preparatory School.

Section 2.2 **THE ROLE AND PURPOSE OF THE BOARD OF TRUSTEES**

The role and purpose of the Board of Trustees of Altura Preparatory School is to be responsible for the fair and uniform application of all federal, state and local laws, as well as the rules, regulations, and policies of Altura Preparatory School in the operation of the school and in conformance of its charter.

Additionally, the Board of Trustees is responsible for overseeing all the fiscal operations of the school, exercise leadership through the formulation and adoption of school policy; and is responsible for hiring establishing the duties of, evaluating and determining the salary of Altura Preparatory School's Director(s). The Board of Trustees also approves the budget that is submitted by the School's Director(s), salaries, position descriptions, school policies and governing procedures of Altura Preparatory School.

Section 2.3 **DESIGNATED BOARD OF TRUSTEES AND TERMS**

The number of the Board of Trustees of Altura Preparatory School shall be no less than six (6) unless changed by amendments to these bylaws. ~~An odd number of Trustees will be maintained for voting purposes.~~ All Trustees will serve a term of three (3) years from the date of their appointments. A full three-year term shall be considered to have been served upon the passage of three annual meetings. After election, the term of a Trustee may not be reduced, except for cause as specified in these bylaws. ~~No Trustee shall serve more than two (2) consecutive terms.~~ Trustees shall serve staggered terms to balance continuity with new perspective. Board members shall be sought to reflect the qualities, qualifications and diversity determined by the Board delineated in the Job Description of the Board of Trustees. The Altura Preparatory School nominating committee, known as the Governance Committee, shall present a slate of potential Trustees and Officers for election by the Board. This slate shall be presented at the annual meeting of the Board.

Section 2.4 **RESIGNATION**

A Trustee may resign at any time by filing a written resignation with the Chair of the Board.

Section 2.5 **REMOVAL**

The Board may remove any Officer or Trustee by a majority vote of the entire Board of Trustees at any regular or special meeting of the Board, provided that written notice of the reason or reasons for proposed removal shall have been delivered by electronic mail with Delivery receipt confirming the message was delivered to the recipient's e-mail server or Read receipt confirming the recipient viewed the message check box, or by Registered Mail to the Officer or the Trustee proposed for removal at least thirty (30) days before any final action is taken by the Board. A notice of the time shall accompany this statement when, and the place where, the Board is to take action on the removal. The Officer or Trustee shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 2.6 **VACANCIES AND ADDITIONAL ELECTIONS**

The Board is required to fill a vacancy created by the removal or resignation of a Trustee within 45 days. An election to fill a vacancy may be held from time to time at regular or special meetings at the discretion of the Board. Written notice of the proposed election and name of candidate(s) must be given to all Board Trustees in advance of any meeting

at which the election is to be held. The minimum vote required to fill a vacancy shall be the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present. At the first governing body meeting of each fiscal year, the School must identify the number of Trustees on the governing body in a public vote. Once established and voted on by the board, annually, that number cannot change during the year, and the school must replace the number of members to equal the reported number for that year. The minimum vote required to elect a new Trustee shall be the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present.

Section 2.7 **MEMBERS OF THE BOARD OF TRUSTEES**

- (a) Will receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary Altura Preparatory School activities in accordance with Altura Preparatory School policies.
- (b) Shall serve the Altura Preparatory School with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the Altura Preparatory School.
- (c) All participants in Board work are bound by the Code of Conduct, Conflict of Interest, and Confidentiality policy statements.
- (d) Shall have no direct or indirect financial interest in the assets or leases of the Altura Preparatory School; any Trustee who individually or as part of a business or professional firm is involved in the business transactions or current professional services of the Altura Preparatory School shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

Section 2.8 **ANNUAL AND REGULAR MEETINGS**

The annual meeting of the Board of Trustees shall be held during the last quarter of the fiscal year on a date selected by the Board for the purpose of appointing officers, electing Trustees and for the transaction of such other business as may come before the meeting. The place of such annual meeting shall be designated by the Board of Trustees. There shall be at least ten (10) other regular meetings of the Board held each year. Notice shall be given to each Trustee fourteen (14) days prior to the date of every regular meeting of the Board. All meetings of the Board of Trustees shall comply with all aspects of New Mexico open meeting laws detailed in the Open Meetings Act, NMSA 1978, Chapter 10, Article 15.

Section 2.9 **SPECIAL MEETINGS**

Special meetings of the Board of Trustees may be called by or at the request of the Chair of the Board or any two (2) Trustees. The Chair of the Board of Trustees calling any special meeting of the Board of Trustees may fix any place, either within or without the State of New Mexico, as the place for holding any special meeting of the Board of Trustees called by them, and if no other place is fixed, the place of meeting shall be the principal office of the State of New Mexico. All special meetings will abide by New Mexico's Open Meetings Act.

Section 2.10 **NOTICE AND WAIVERS**

Notice of each meeting of the Board of Trustees (unless otherwise provided in or pursuant to Section 2.5) shall be given to each Trustee (i) by written notice delivered personally, electronically mailed, given by facsimile, or other form of wired or wireless transmission to such Trustee at his/her business address, e-mail address, facsimile number, or at such other address as such Trustee shall have designated in writing and filed with the Secretary, or (ii) by word of mouth or telephone personally to such Trustee,

in each case not less than that number of days prior thereto as set forth in Section 0.03. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by facsimile, e-mail, or other form of wired or wireless transmission, it shall be deemed delivered when transmitted. Whenever any notice is required to be given to any Trustee of the Altura Preparatory School, under the bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Trustee entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the Board of Trustees needs to be specified in the notice or waiver of notice of such meeting.

Section 2.11 **QUORUM**

Except as otherwise provided by law or by these bylaws, a majority of the number of Trustees set forth in Section 0.04 shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but a majority of the Trustees present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 2.12 **MANNER OF ACTING**

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these bylaws. Unless these bylaws provide otherwise, any or all Trustees may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may simultaneously hear or read each other's communications during the meeting, in accordance with Section 10-15-1C of the Open Meetings Act (NMSA 1978). A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2.13 **CONDUCT OF MEETINGS**

The Chair of the Board, or in his/her absence the Vice Chair of the Board, in the order provided under 4.5) and in their absence, any Trustee chosen by the Trustees present, shall call meetings of the Board of Trustees to order and shall act as Chair of the meeting. The Secretary of the Board of Trustees shall act as secretary of all meetings of the Board of Trustees, but in the absence of the Secretary, the presiding officer may appoint any Trustee or other person present to act as secretary of the meeting. Trustees may participate in a meeting from a remote location by means of a conference telephone or other similar communications equipment when it is otherwise difficult or impossible for the member to attend the meeting in person, as permitted by NMSA 1978 Section 10-15-1C, with the provision 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 member of the public body who speaks during the meeting.

Section 2.15 **ADDRESSING THE BOARD**

Any person may formally address the Board during the "public comment" portion of a regularly scheduled Board of Trustees meeting, provided that "public comments" are included in the Board agenda. "Public Comment" is limited to three minutes per person. The length of the "public comment" section of the meeting will not exceed thirty (30)

minutes. Those wishing to address the Board must sign up to do so prior to the start of the meeting. The Board President reserves the right to amend the public comment session. Public comments are limited to issues that are directly impacting Altura Preparatory School and the welfare of the students. The Board of Trustees reserves the right to limit any comments from the public that are inappropriate or deal with issues around personnel and specific students.

Section 2.16 **CONFLICT OF INTEREST**

Altura Preparatory School desires to limit third party agreements to those that are negotiated at arms' length with terms fair and reasonable to the School. A potential conflict of interest exists if a contract or a transaction is proposed between the School and any of the following: a Trustee, a member of the Trustee's immediate family (spouse, parents, children, brothers, sisters, brother-in-law, sister-in-law, daughter-in-law, son-in-law, father-in-law and mother-in-law) or an entity in which a Trustee or member of its immediate family holds an ownership interest or governance position. If a contract or transaction is proposed in which a Trustee (or family member or related entity as described above) has a personal or material financial interest, the Trustee shall promptly disclose the material facts of such matter and potential conflict in writing to the Secretary for distribution to all Trustees. When any conflict of interest becomes relevant to any subject requiring action by the Board or any of its duly constituted committees, the Trustee having the conflict shall not vote on the subject. A Trustee who is excluded from voting shall briefly state the nature of the conflict and answer any relevant questions of all other Trustees but shall not otherwise attempt to influence the vote. The Trustee shall be required to leave the room during the vote so as not to inadvertently influence the vote. In such a case, the Board would need a quorum without the person with whom the conflict of interest may apply. Minutes of the meeting shall reflect that disclosure of a conflict of interest that has been made and that such Trustee abstained from voting and left the meeting during said vote.

**ARTICLE 3      COMMITTEES**

Section 3.1 **THE GOVERNANCE COMMITTEE**

There shall be a standing nominating committee, known as the Governance Committee. This committee shall be composed of 2 members recommended by the Chair and elected by the Board of Trustees at its annual meeting. Each committee member shall serve a term of two (2) years, and these terms shall be staggered to ensure continuity of committee membership. The committee shall elect its own chair. The duties of the Governance Committee shall consist of: (a) to study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant Trustee positions on the Board; (b) to present a slate of nominees for Officers to the Board for election at the annual meeting; (c) to recommend candidates to the Board to fill vacancies that arise outside the regular nominating process; (d) to provide ongoing orientation to Trustees; (e) to oversee a Trustee assessment process to ensure optimum performance; and to recommend the appointment of a past Chair to the Board, if necessary, in the interests of continuity.

Section 3.2 **FINANCE COMMITTEE**  
There shall be at least two members of the Board of Trustees appointed to assist in the Board in carrying out its budget and finance duties, known as the Finance Committee. The duties of the Finance Committee shall consist of making recommendations to the Board of Trustees in the following areas: (a) financial planning, including reviews of Altura Preparatory School's revenue and expenditure projections; (b) review of financial statements and periodic monitoring of revenues and expenses; (c) annual budget preparation and oversight; and (d) procurement; and serve as an external monitoring committee on budget and all other financial matters. (New Mexico Statute 22-8-12.3)

Section 3.2 **AUDIT and RISK MANAGEMENT COMMITTEE**  
The Board of Trustees will appoint an audit committee. This committee will consist of two Board of Trustees member who have experience in accounting or financial matters, one volunteer member who has experience in accounting or financial matters, and one volunteer member who is a parent of a student attending Altura Preparatory School. Director(s) of Altura Preparatory School and the Altura Preparatory School's business manager will also serve as ex-officio members of this committee. The audit committee shall (a) evaluate the request for proposal for annual financial services; (b) work with the New Mexico Public Education's selected financial auditor; (c) attend the entrance and exit conferences for annual and special audits; (d) meet with external financial auditors as requested to facilitate communication with the Board and the Director(s) of Altura Preparatory School; (e) be accessible to the external financial auditors at least monthly after audit field work begins until the conclusion of the audit; (f) track and report progress on the status of the most recent audit findings and advise the Altura Preparatory School Board of Trustees on policy changes needed to address audit findings; (g) provide other advice and assistance as requested by the Board of Trustees; and (h) be subject to the same requirements regarding the confidentiality of audit information as those imposed by the Audit Act (12-6-1 through 12-6-14 NMSA 1978) and rules of the State auditor.

Section 3.3 **OTHER COMMITTEES**  
The Chair shall recommend committees or task forces of the Board, except the Governance Committee. Committees will be approved by majority vote of the Board and may be composed of Trustees or community members, or both except for the Governance Committee, which will only have membership from the Board. The Board may prescribe the need and/or the composition of such committees.

## **ARTICLE 4 OFFICERS**

Section 4.1 **NUMBER**  
The principal officers of the Board of Trustees shall be a Chair of the Board, a Vice Chair, a Secretary, and a Treasurer; each of whom shall be appointed by the Board of Trustees. The duties of the officers shall be those enumerated herein and any further duties designated by the Board of Trustees.

Section 4.2 **APPOINTMENT AND TERM OF OFFICE**

The Governance Committee shall present a slate of Officers to the Board of Trustees. The nominated Officers shall be drawn from among the members of the Board of Trustees. The officers of the Board of Trustees shall be elected annually by the Board of Trustees at the annual meeting of the Board of Trustees. If the appointment of officers shall not be held at such meeting, such appointment shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly appointed or until his/her prior death, resignation, or removal.

Section 4.3 **REMOVAL**

Any officer or agent may be removed by a majority vote of the Board of Trustees whenever in its judgment the best interests of Altura Preparatory School will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer shall not of itself create contract rights.

Section 4.4 **VACANCIES**

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Trustees for the unexpired portion of the term.

Section 4.5 **CHAIR OF THE BOARD**

The Chair of the Board shall preside at all meetings of the Board of Trustees and shall have such further and other authority, responsibility and duties as may be granted to or imposed upon him/her by the Board of Trustees.

Section 4.6 **VICE CHAIR OF THE BOARD**

In the absence of the Chair of the Board or in the event of his/her death, inability, or refusal to act, or in the event for any reason it shall be impracticable for the Chair to act personally, the Vice Chair, shall perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair shall perform such duties as from time to time may be assigned to him/her by the Board of Trustees.

Section 4.7 **SECRETARY**

The Secretary shall: (a) keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of all records; and (d) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the Chair or by the Board of Trustees

Section 4.8 **TREASURER**

The Treasurer shall: (a) have charge and custody and be responsible for all funds and securities of Altura Preparatory School; (b) receive and give receipts for moneys due and payable to the school from any source whatsoever, and deposit all such moneys in the name of the school in such banks, trust companies or other selected depositories; (c) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the Chair or by the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Trustees shall determine.

**ARTICLE 5      STAFF**

Section 5.1      **SCHOOL DIRECTOR(S)**

The Board of Trustees shall have the discretion to appoint Altura Preparatory School's Director(s), who shall be responsible for carrying out the work of Altura Preparatory School in accordance with the policies established by the Board of Trustees.

**ARTICLE 6      ADMINISTRATION**

Section 6.1      **CONTRACTS**

The Board of Trustees may authorize any officer or officers, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the school and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the school shall be executed in the name of the school by the Chair or one of the Vice Chairs; the Secretary or an Assistant Secretary, when necessary or required, shall affix the school seal, if any, thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

Section 6.2      **LOANS**

No indebtedness for borrowed money shall be contracted on behalf of the school and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Trustees. Such authorization may be general or confined to specific instances.

Section 6.3      **CHECKS, DRAFTS, ETC.**

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Altura Preparatory School, shall be signed by such officer or officers, agent, or agents of the Altura Preparatory School Board of Trustees and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Trustees.

Section 6.4      **DEPOSITS**

All funds of the school not otherwise employed shall be deposited from time to time to the credit of the school in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Trustees.

Section 6.5      **AGENTS**

The Board of Trustees is authorized and empowered to retain such agents, attorneys, accountants, counsel, or other qualified firms or persons as the Board of Trustees shall document and determine by resolution.



## **ARTICLE 7 LIABILITY AND INDEMNITY OF OFFICERS AND TRUSTEES**

### **Section 7.1 LIABILITY OF TRUSTEES AND OFFICERS**

Except as otherwise provided by law, no Trustee or officer shall be liable to the school, or any person asserting rights on behalf of the school, its creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Trustee or officer, unless the person asserting liability proves that the breach or failure to perform constitutes (a) a willful failure to deal fairly with the Altura Preparatory School Board of Trustees in connection with a matter in which the Trustee or officer has a material conflict of interest, (b) a violation of criminal law, unless the Trustee or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful, (c) a transaction from which the Trustee or officer derived an improper personal profit or benefit, or (d) willful misconduct.

### **Section 7.2 INDEMNITY OF TRUSTEES AND OFFICERS**

The school shall indemnify a Trustee or officer, to the extent he or she has been successful on the merits or otherwise in the defense of any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Altura Preparatory School Board of Trustees or by any other person, for all reasonable expenses, including fees, costs, charges, disbursements and attorney fees, incurred in the proceeding, provided the Trustee or officer was a party because he or she is a Trustee or officer of the Board, and in all other cases, the Board shall indemnify a Trustee or officer against liability, including judgments, settlements, penalties, assessment, forfeitures, fines, including any excise tax assessed with respect to an employee benefit plan, and reasonable expenses, incurred by the Trustee or officer in the proceeding, provided the Trustee or officer was a party because he or she is Trustee or officer of the school, unless the liability was incurred because the Trustee or officer breached or failed to perform a duty he or she owes to the Board and the breach or failure to perform constitutes (a) a willful failure to deal fairly with the Board of Trustees in connection with the matter in which the Trustee or officer has a material conflict of interest, (b) a violation of criminal law, unless the Trustee or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful, (c) a transaction from which the Trustee or officer derived an improper personal profit or benefit, or (d) willful misconduct.

The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of no contest or an equivalent plea, shall not, by itself, create a presumption that indemnification of the Trustee or officer is not required under this by-law. No indemnification is required under this by-law to the extent the officer or Trustee has previously received indemnification, reimbursement, or allowance of expenses from any person, including Altura Preparatory School, in connection with the same proceeding.

The school, by its Board of Trustees, may indemnify in a like manner, or with any limitations, any employee or agent of the Altura Preparatory School who is not a Trustee or officer with respect to any action taken or not taken in his or her capacity as such employee or agent. The foregoing rights of indemnification shall be in addition to all rights to which Trustees, officers, employees, or agents may be entitled as a matter of law, by resolution of the Board of Trustees, or by written agreement with Altura Preparatory School.

Section 7.3      **MAINTENANCE OF INSURANCE**

The school may, by its Board of Trustees, purchase and maintain insurance on behalf of any person who is a Trustee, officer, employee, or agent of the school against liability asserted against and incurred by the person in his or her capacity as a Trustee, officer, employee, or agent, or arising from his/her status as a Trustee, officer, employee, or agent, regardless of whether the Altura Preparatory School Board of Trustees is required or authorized to indemnify the person against the same liability.

**ARTICLE 8      GENERAL**

Section 8.1      **FISCAL YEAR**

The fiscal year of Altura Preparatory School shall be as provided in Section 0.1.

Section 8.2      **WRITING**

The terms “in writing” or “written” as used within these bylaws include communications that are transmitted or received by electronic means.

Section 8.3      **SIGN**

The word “sign” as used within these bylaws includes executing an electronic signature.

**ARTICLE 9      RULES OF ORDER**

Section 9.1      **RULES OF ORDER**

In case of conflict or challenge, the rules of order in the current edition of Robert’s Rules of Order shall govern the conduct of all meetings of Altura Preparatory School.

**ARTICLE 10      AMENDMENTS**

Section 10      **AMENDMENTS BY TRUSTEES**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Trustees by affirmative vote of two-thirds of the number of Trustees present at any meeting at which a quorum is in attendance.



**Altura Preparatory School**

**THE BYLAWS OF  
ALTURA PREPARATORY SCHOOL**

## THE BYLAWS OF ALTURA PREPARATORY SCHOOL

### INTRODUCTION

Altura Preparatory School (“Altura Prep”) will provide every student with access to an inclusive, equitable, comprehensive, and exceptional college preparatory education. Every child who walks through our doors has the potential to succeed in both college and life, and we will foster their development through rigorous academic content, personalized instruction, and multidisciplinary project-based learning. Our intentionally diverse student body will leave our school ready to be agents of their own education. Students will be prepared to seek opportunities, persevere through challenges, and succeed at high academic levels in middle school, high school, and postsecondary pursuits.

### VARIABLE REFERENCES

- 0.1 The fiscal year of Altura Preparatory School shall begin on the first day of July and end on the last day of June each year.
- 0.2 Date of annual Board of Trustees' meeting (See Section 2.8): Will be held during the last quarter of the fiscal year.
- 0.3 Required notice of Board of Trustees' meetings (See Section 2. 8):
  - (a) Not less than seventy-two (72) hours if by mail, and
  - (b) Not less than twenty-four (24) hours if by personal delivery, word of mouth, telephone, facsimile, e-mail, or other form of wired or wireless transmission.
- 0.04 Authorized number of Trustees (See Section 2.3): seven (7) Trustees.

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**ARTICLE 1 NAME, ORGANIZATION, AND PURPOSE**

- Section 1.1 **NAME**  
The name of this organization will be known as **ALTURA PREPARATORY SCHOOL**. It will be referred to in this document as “Altura Preparatory School” or “Altura Prep.”
- Section 1.2 **ORGANIZATION AND PURPOSE**  
Altura Preparatory School will be a charter school in the State of New Mexico that will operate exclusively for educational and related purposes.
- Section 1.3 **PRINCIPAL OFFICE**  
The Principal Office of Altura Preparatory School will be located in Albuquerque, County of Bernalillo, State of New Mexico.
- Section 1.4 **NON-DISCRIMINATION**  
Altura Preparatory School does not discriminate on the basis of any characteristic protected under State or Federal law including, but not limited to, race, color, age, sex, creed or religion, gender identity, handicap or disability, marital status, citizenship status, veteran status, membership in the national guard, State defense or reserves, sexual orientation, national origin, ancestry, arrest record, conviction record, use or non-use of lawful products off the School’s premises during non-working hours, or any other characteristic protected by law in its employment practices.

**ARTICLE 2 THE BOARD OF TRUSTEES**

- Section 2.1 **THE BOARD OF TRUSTEES**  
The Board of Trustees of Altura Preparatory School retains and reserves all powers and duties conferred upon and vested in it by the New Mexico State Statutes (Section 22-5-

4). The primary powers and duties of the Board of Trustees are to set school policy, review and approve the budget for Altura Preparatory School; as well as to hire, evaluate and terminate the Director(s) of Altura Preparatory School.

Section 2.2 **THE ROLE AND PURPOSE OF THE BOARD OF TRUSTEES**

The role and purpose of the Board of Trustees of Altura Preparatory School is to be responsible for the fair and uniform application of all federal, state and local laws, as well as the rules, regulations, and policies of Altura Preparatory School in the operation of the school and in conformance of its charter.

Additionally, the Board of Trustees is responsible for overseeing all the fiscal operations of the school, exercise leadership through the formulation and adoption of school policy; and is responsible for hiring establishing the duties of, evaluating and determining the salary of Altura Preparatory School's Director(s). The Board of Trustees also approves the budget that is submitted by the School's Director(s), salaries, position descriptions, school policies and governing procedures of Altura Preparatory School.

Section 2.3 **DESIGNATED BOARD OF TRUSTEES AND TERMS**

The number of the Board of Trustees of Altura Preparatory School shall be no less than six (6) unless changed by amendments to these bylaws. All Trustees will serve a term of three (3) years from the date of their appointments. A full three-year term shall be considered to have been served upon the passage of three annual meetings. After election, the term of a Trustee may not be reduced, except for cause as specified in these bylaws. Trustees shall serve staggered terms to balance continuity with new perspective. Board members shall be sought to reflect the qualities, qualifications and diversity determined by the Board delineated in the Job Description of the Board of Trustees. The Altura Preparatory School nominating committee, known as the Governance Committee, shall present a slate of potential Trustees and Officers for election by the Board. This slate shall be presented at the annual meeting of the Board.

Section 2.4 **RESIGNATION**

A Trustee may resign at any time by filing a written resignation with the Chair of the Board.

Section 2.5 **REMOVAL**

The Board may remove any Officer or Trustee by a majority vote of the entire Board of Trustees at any regular or special meeting of the Board, provided that written notice of the reason or reasons for proposed removal shall have been delivered by electronic mail with Delivery receipt confirming the message was delivered to the recipient's e-mail server or Read receipt confirming the recipient viewed the message check box, or by Registered Mail to the Officer or the Trustee proposed for removal at least thirty (30) days before any final action is taken by the Board. A notice of the time shall accompany this statement when, and the place where, the Board is to take action on the removal. The Officer or Trustee shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 2.6 **VACANCIES AND ADDITIONAL ELECTIONS**

The Board is required to fill a vacancy created by the removal or resignation of a Trustee within 45 days. An election to fill a vacancy may be held from time to time at regular or special meetings at the discretion of the Board. Written notice of the proposed election and name of candidate(s) must be given to all Board Trustees in advance of any meeting at which the election is to be held. The minimum vote required to fill a vacancy shall be



the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present. At the first governing body meeting of each fiscal year, the School must identify the number of Trustees on the governing body in a public vote. Once established and voted on by the board, annually, that number cannot change during the year, and the school must replace the number of members to equal the reported number for that year. The minimum vote required to elect a new Trustee shall be the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present.

Section 2.7 **MEMBERS OF THE BOARD OF TRUSTEES**

- (a) Will receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary Altura Preparatory School activities in accordance with Altura Preparatory School policies.
- (b) Shall serve the Altura Preparatory School with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the Altura Preparatory School.
- (c) All participants in Board work are bound by the Code of Conduct, Conflict of Interest, and Confidentiality policy statements.
- (d) Shall have no direct or indirect financial interest in the assets or leases of the Altura Preparatory School; any Trustee who individually or as part of a business or professional firm is involved in the business transactions or current professional services of the Altura Preparatory School shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

Section 2.8 **ANNUAL AND REGULAR MEETINGS**

The annual meeting of the Board of Trustees shall be held during the last quarter of the fiscal year on a date selected by the Board for the purpose of appointing officers, electing Trustees and for the transaction of such other business as may come before the meeting. The place of such annual meeting shall be designated by the Board of Trustees. There shall be at least ten (10) other regular meetings of the Board held each year. Notice shall be given to each Trustee fourteen (14) days prior to the date of every regular meeting of the Board. All meetings of the Board of Trustees shall comply with all aspects of New Mexico open meeting laws detailed in the Open Meetings Act, NMSA 1978, Chapter 10, Article 15.

Section 2.9 **SPECIAL MEETINGS**

Special meetings of the Board of Trustees may be called by or at the request of the Chair of the Board or any two (2) Trustees. The Chair of the Board of Trustees calling any special meeting of the Board of Trustees may fix any place, either within or without the State of New Mexico, as the place for holding any special meeting of the Board of Trustees called by them, and if no other place is fixed, the place of meeting shall be the principal office of the State of New Mexico. All special meetings will abide by New Mexico's Open Meetings Act.

Section 2.10 **NOTICE AND WAIVERS**

Notice of each meeting of the Board of Trustees (unless otherwise provided in or pursuant to Section 2.5) shall be given to each Trustee (i) by written notice delivered personally, electronically mailed, given by facsimile, or other form of wired or wireless transmission to such Trustee at his/her business address, e-mail address, facsimile number, or at such other address as such Trustee shall have designated in writing and filed with the Secretary, or (ii) by word of mouth or telephone personally to such Trustee, in each case not less than that number of days prior thereto as set forth in Section 0.03.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by facsimile, e-mail, or other form of wired or wireless transmission, it shall be deemed delivered when transmitted. Whenever any notice is required to be given to any Trustee of the Altura Preparatory School, under the bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Trustee entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the Board of Trustees needs to be specified in the notice or waiver of notice of such meeting.

Section 2.11 **QUORUM**

Except as otherwise provided by law or by these bylaws, a majority of the number of Trustees set forth in Section 0.04 shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but a majority of the Trustees present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 2.12 **MANNER OF ACTING**

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these bylaws. Unless these bylaws provide otherwise, any or all Trustees may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may simultaneously hear or read each other's communications during the meeting, in accordance with Section 10-15-1C of the Open Meetings Act (NMSA 1978). A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2.13 **CONDUCT OF MEETINGS**

The Chair of the Board, or in his/her absence the Vice Chair of the Board, in the order provided under 4.5) and in their absence, any Trustee chosen by the Trustees present, shall call meetings of the Board of Trustees to order and shall act as Chair of the meeting. The Secretary of the Board of Trustees shall act as secretary of all meetings of the Board of Trustees, but in the absence of the Secretary, the presiding officer may appoint any Trustee or other person present to act as secretary of the meeting. Trustees may participate in a meeting from a remote location by means of a conference telephone or other similar communications equipment when it is otherwise difficult or impossible for the member to attend the meeting in person, as permitted by NMSA 1978 Section 10-15-1C, with the provision 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 member of the public body who speaks during the meeting.

Section 2.15 **ADDRESSING THE BOARD**

Any person may formally address the Board during the "public comment" portion of a regularly scheduled Board of Trustees meeting, provided that "public comments" are included in the Board agenda. "Public Comment" is limited to three minutes per person. The length of the "public comment" section of the meeting will not exceed thirty (30) minutes. Those wishing to address the Board must sign up to do so prior to the start of the

meeting. The Board President reserves the right to amend the public comment session. Public comments are limited to issues that are directly impacting Altura Preparatory School and the welfare of the students. The Board of Trustees reserves the right to limit any comments from the public that are inappropriate or deal with issues around personnel and specific students.

Section 2.16 **CONFLICT OF INTEREST**

Altura Preparatory School desires to limit third party agreements to those that are negotiated at arms' length with terms fair and reasonable to the School. A potential conflict of interest exists if a contract or a transaction is proposed between the School and any of the following: a Trustee, a member of the Trustee's immediate family (spouse, parents, children, brothers, sisters, brother-in-law, sister-in-law, daughter-in-law, son-in-law, father-in-law and mother-in-law) or an entity in which a Trustee or member of its immediate family holds an ownership interest or governance position. If a contract or transaction is proposed in which a Trustee (or family member or related entity as described above) has a personal or material financial interest, the Trustee shall promptly disclose the material facts of such matter and potential conflict in writing to the Secretary for distribution to all Trustees. When any conflict of interest becomes relevant to any subject requiring action by the Board or any of its duly constituted committees, the Trustee having the conflict shall not vote on the subject. A Trustee who is excluded from voting shall briefly state the nature of the conflict and answer any relevant questions of all other Trustees but shall not otherwise attempt to influence the vote. The Trustee shall be required to leave the room during the vote so as not to inadvertently influence the vote. In such a case, the Board would need a quorum without the person with whom the conflict of interest may apply. Minutes of the meeting shall reflect that disclosure of a conflict of interest that has been made and that such Trustee abstained from voting and left the meeting during said vote.

**ARTICLE 3 COMMITTEES**

Section 3.1 **THE GOVERNANCE COMMITTEE**

There shall be a standing nominating committee, known as the Governance Committee. This committee shall be composed of 2 members recommended by the Chair and elected by the Board of Trustees at its annual meeting. Each committee member shall serve a term of two (2) years, and these terms shall be staggered to ensure continuity of committee membership. The committee shall elect its own chair. The duties of the Governance Committee shall consist of: (a) to study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant Trustee positions on the Board; (b) to present a slate of nominees for Officers to the Board for election at the annual meeting; (c) to recommend candidates to the Board to fill vacancies that arise outside the regular nominating process; (d) to provide ongoing orientation to Trustees; (e) to oversee a Trustee assessment process to ensure optimum performance; and to recommend the appointment of a past Chair to the Board, if necessary, in the interests of continuity.

Section 3.2 **FINANCE COMMITTEE**

There shall be at least two members of the Board of Trustees appointed to assist in the Board in carrying out its budget and finance duties, known as the Finance Committee. The duties of the Finance Committee shall consist of making recommendations to the Board of Trustees in the following areas: (a) financial planning, including reviews of Altura Preparatory School's revenue and expenditure projections; (b) review of financial statements and periodic monitoring of revenues and expenses; (c) annual budget preparation and oversight; and (d) procurement; and serve as an external monitoring committee on budget and all other financial matters. (New Mexico Statute 22-8-12.3)

Section 3.2 **AUDIT and RISK MANAGEMENT COMMITTEE**

The Board of Trustees will appoint an audit committee. This committee will consist of two Board of Trustees member who have experience in accounting or financial matters, one volunteer member who has experience in accounting or financial matters, and one volunteer member who is a parent of a student attending Altura Preparatory School. Director(s) of Altura Preparatory School and the Altura Preparatory School's business manager will also serve as ex-officio members of this committee. The audit committee shall (a) evaluate the request for proposal for annual financial services; (b) work with the New Mexico Public Education's selected financial auditor; (c) attend the entrance and exit conferences for annual and special audits; (d) meet with external financial auditors as requested to facilitate communication with the Board and the Director(s) of Altura Preparatory School; (e) be accessible to the external financial auditors at least monthly after audit field work begins until the conclusion of the audit; (f) track and report progress on the status of the most recent audit findings and advise the Altura Preparatory School Board of Trustees on policy changes needed to address audit findings; (g) provide other advice and assistance as requested by the Board of Trustees; and (h) be subject to the same requirements regarding the confidentiality of audit information as those imposed by the Audit Act (12-6-1 through 12-6-14 NMSA 1978) and rules of the State auditor.

Section 3.3 **OTHER COMMITTEES**

The Chair shall recommend committees or task forces of the Board, except the Governance Committee. Committees will be approved by majority vote of the Board and may be composed of Trustees or community members, or both except for the Governance Committee, which will only have membership from the Board. The Board may prescribe the need and/or the composition of such committees.

**ARTICLE 4 OFFICERS**

Section 4.1 **NUMBER**

The principal officers of the Board of Trustees shall be a Chair of the Board, a Vice Chair, a Secretary, and a Treasurer; each of whom shall be appointed by the Board of Trustees. The duties of the officers shall be those enumerated herein and any further duties designated by the Board of Trustees.

Section 4.2 **APPOINTMENT AND TERM OF OFFICE**

The Governance Committee shall present a slate of Officers to the Board of Trustees. The

nominated Officers shall be drawn from among the members of the Board of Trustees. The officers of the Board of Trustees shall be elected annually by the Board of Trustees at the annual meeting of the Board of Trustees. If the appointment of officers shall not be held at such meeting, such appointment shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly appointed or until his/her prior death, resignation, or removal.

Section 4.3 **REMOVAL**

Any officer or agent may be removed by a majority vote of the Board of Trustees whenever in its judgment the best interests of Altura Preparatory School will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer shall not of itself create contract rights.

Section 4.4 **VACANCIES**

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Trustees for the unexpired portion of the term.

Section 4.5 **CHAIR OF THE BOARD**

The Chair of the Board shall preside at all meetings of the Board of Trustees and shall have such further and other authority, responsibility and duties as may be granted to or imposed upon him/her by the Board of Trustees.

Section 4.6 **VICE CHAIR OF THE BOARD**

In the absence of the Chair of the Board or in the event of his/her death, inability, or refusal to act, or in the event for any reason it shall be impracticable for the Chair to act personally, the Vice Chair, shall perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair shall perform such duties as from time to time may be assigned to him/her by the Board of Trustees.

Section 4.7 **SECRETARY**

The Secretary shall: (a) keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of all records; and (d) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the Chair or by the Board of Trustees

Section 4.8 **TREASURER**

The Treasurer shall: (a) have charge and custody and be responsible for all funds and securities of Altura Preparatory School; (b) receive and give receipts for moneys due and payable to the school from any source whatsoever, and deposit all such moneys in the name of the school in such banks, trust companies or other selected depositories; (c) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the Chair or by the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Trustees shall determine.

**ARTICLE 5      STAFF**

Section 5.1      **SCHOOL DIRECTOR(S)**

The Board of Trustees shall have the discretion to appoint Altura Preparatory School’s Director(s), who shall be responsible for carrying out the work of Altura Preparatory School in accordance with the policies established by the Board of Trustees.

**ARTICLE 6      ADMINISTRATION**

Section 6.1      **CONTRACTS**

The Board of Trustees may authorize any officer or officers, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the school and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the school shall be executed in the name of the school by the Chair or one of the Vice Chairs; the Secretary or an Assistant Secretary, when necessary or required, shall affix the school seal, if any, thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

Section 6.2      **LOANS**

No indebtedness for borrowed money shall be contracted on behalf of the school and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Trustees. Such authorization may be general or confined to specific instances.

Section 6.3      **CHECKS, DRAFTS, ETC.**

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Altura Preparatory School, shall be signed by such officer or officers, agent, or agents of the Altura Preparatory School Board of Trustees and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Trustees.

Section 6.4      **DEPOSITS**

All funds of the school not otherwise employed shall be deposited from time to time to the credit of the school in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Trustees.

Section 6.5      **AGENTS**

The Board of Trustees is authorized and empowered to retain such agents, attorneys, accountants, counsel, or other qualified firms or persons as the Board of Trustees shall document and determine by resolution.

**ARTICLE 7      LIABILITY AND INDEMNITY OF OFFICERS AND TRUSTEES**

Section 7.1 **LIABILITY OF TRUSTEES AND OFFICERS**

Except as otherwise provided by law, no Trustee or officer shall be liable to the school, or any person asserting rights on behalf of the school, its creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Trustee or officer, unless the person asserting liability proves that the breach or failure to perform constitutes (a) a willful failure to deal fairly with the Altura Preparatory School Board of Trustees in connection with a matter in which the Trustee or officer has a material conflict of interest, (b) a violation of criminal law, unless the Trustee or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful, (c) a transaction from which the Trustee or officer derived an improper personal profit or benefit, or (d) willful misconduct.

Section 7.2 **INDEMNITY OF TRUSTEES AND OFFICERS**

The school shall indemnify a Trustee or officer, to the extent he or she has been successful on the merits or otherwise in the defense of any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Altura Preparatory School Board of Trustees or by any other person, for all reasonable expenses, including fees, costs, charges, disbursements and attorney fees, incurred in the proceeding, provided the Trustee or officer was a party because he or she is a Trustee or officer of the Board, and in all other cases, the Board shall indemnify a Trustee or officer against liability, including judgments, settlements, penalties, assessment, forfeitures, fines, including any excise tax assessed with respect to an employee benefit plan, and reasonable expenses, incurred by the Trustee or officer in the proceeding, provided the Trustee or officer was a party because he or she is Trustee or officer of the school, unless the liability was incurred because the Trustee or officer breached or failed to perform a duty he or she owes to the Board and the breach or failure to perform constitutes (a) a willful failure to deal fairly with the Board of Trustees in connection with the matter in which the Trustee or officer has a material conflict of interest, (b) a violation of criminal law, unless the Trustee or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful, (c) a transaction from which the Trustee or officer derived an improper personal profit or benefit, or (d) willful misconduct.

The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of no contest or an equivalent plea, shall not, by itself, create a presumption that indemnification of the Trustee or officer is not required under this by-law. No indemnification is required under this by-law to the extent the officer or Trustee has previously received indemnification, reimbursement, or allowance of expenses from any person, including Altura Preparatory School, in connection with the same proceeding.

The school, by its Board of Trustees, may indemnify in a like manner, or with any limitations, any employee or agent of the Altura Preparatory School who is not a Trustee or officer with respect to any action taken or not taken in his or her capacity as such employee or agent. The foregoing rights of indemnification shall be in addition to all rights to which Trustees, officers, employees, or agents may be entitled as a matter of law, by resolution of the Board of Trustees, or by written agreement with Altura Preparatory School.

Section 7.3     **MAINTENANCE OF INSURANCE**

The school may, by its Board of Trustees, purchase and maintain insurance on behalf of any person who is a Trustee, officer, employee, or agent of the school against liability asserted against and incurred by the person in his or her capacity as a Trustee, officer, employee, or agent, or arising from his/her status as a Trustee, officer, employee, or agent, regardless of whether the Altura Preparatory School Board of Trustees is required or authorized to indemnify the person against the same liability.

**ARTICLE 8     GENERAL**

Section 8.1     **FISCAL YEAR**

The fiscal year of Altura Preparatory School shall be as provided in Section 0.1.

Section 8.2     **WRITING**

The terms “in writing” or “written” as used within these bylaws include communications that are transmitted or received by electronic means.

Section 8.3     **SIGN**

The word “sign” as used within these bylaws includes executing an electronic signature.

**ARTICLE 9     RULES OF ORDER**

Section 9.1     **RULES OF ORDER**

In case of conflict or challenge, the rules of order in the current edition of Robert’s Rules of Order shall govern the conduct of all meetings of Altura Preparatory School.

**ARTICLE 10    AMENDMENTS**

Section 10     **AMENDMENTS BY TRUSTEES**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Trustees by affirmative vote of two-thirds of the number of Trustees present at any meeting at which a quorum is in attendance.