

21<sup>st</sup> Century Public Academy  
Governance Council By-Laws  
April 2019

**1. MISSION STATEMENT**

The 21<sup>st</sup> Century Public Academy Governance Council will work to provide a safe and respectful learning environment that enable students to reach their maximum potential as they prepare for the next step in their educational journey. The Governance Council will help the students in their quest for personal responsibility, independence, and community interdependence. The GC supports the school’s mission, goals, and objectives as established in the charter and establishes policies and procedures consistent with the school’s mission statement.

**2. NAME**

The Name of this organization shall be the 21<sup>st</sup> Century Public Academy Governance Council.

**3. EQUAL OPPORTUNITY.**

21<sup>st</sup> Century Public Academy (CPA) Charter School affirms its commitment to providing equal treatment of all of its students, parents and employees. Neither 21<sup>st</sup> CPA nor the Governing Council shall discriminate against any student, parent or employee on the basis of race, age, religion, color, national origin, ancestry, sex, physical or mental handicap, serious medical condition or sexual orientation or gender identity with respect to his/her rights, privileges, programs, activities, and/or in the administration of its educational programs and athletics/extracurricular activities.

**4. GOVERNING LAWS AND POLICIES.**

21<sup>st</sup> CPA must comply with all applicable federal, state, and local laws and regulations as well as the terms and conditions of its charter. Governing council members will, as part of their council orientation program, familiarize themselves with the following key provisions of New Mexico laws:

- Charter School Act (NMSA 1978 §§ 22-8B-1 et seq.)
- School Personnel Act (NMSA 1978 §§ 22-10A-1 et seq.);
- Procurement Code (NMSA 1978 §§ 13-1-1 et. seq.);
- Open Meetings Act (NMSA 1978, Sections 10-15-1 et seq.);
- Public School Finance Act (NMSA 1978 §§22-8-1 et seq.); and applicable rules and regulations issued by the New Mexico Public Education Department (“PED”) (contained in Title 6 of the New Mexico Administrative Code).
- In addition, to the extent the Council has not specifically requested and been granted a waiver from a particular New Mexico Public Education Department (“PED”) those policies which have not been waived, shall apply.

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The Governing Council or (“Council”) has a responsibility to ensure that 21<sup>st</sup> CPA charter school cooperates in accordance with all applicable laws and regulations, and meets its commitments to its authorizer, the PED, the community it serves, as reflected in its approved charter.

**5. GOVERNING COUNCIL POWERS AND RESPONSIBILITIES.**

The primary powers and duties of the Governing Council are to:

- a. Approve educational and operational policies developed by school staff.
- b. Recruit, oversee and evaluate the school administrator annually. The Council delineates clearly the roles, responsibilities and appropriate compensation for the school administrator;
- c. Review, approve and monitor implementation of the annual budget;
  - d. Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public schools;
  - e. Initiate lawsuits or take all necessary steps to protect and safeguard the reputation and interests of 21<sup>st</sup> CPA charter school;
  - f. Authorize the repair and maintenance of all property over the amount of \$10,000.
  - g. Enter into contracts consistent with the approved budget for any service or activity that is required to perform in order to carry out the educational program described in the 21<sup>st</sup> CPA charter and as otherwise in accordance with the New Mexico Charter School Act as amended;
  - h. Adopt rules and policies pertaining to the administration of all powers or duties of the Governing Council that conform to all legal requirements;
  - i. Accept or reject any charitable gift, grant, devise or bequest. Each particular gift, grant, devise or bequest accepted shall be considered an asset of 21<sup>st</sup> CPA charter school;
  - j. Approve amendments to the Charter prior to presentation to the authorizer for approval;
  - k. Amend procedures provided for in the Bylaws from time to time consistent with the mission of 21<sup>st</sup> CPA charter school;
  - l. Delegate to the school administrator the authority to implement the charter, policies and procedures, facilities plans, budget and such other directives and policies adopted by the Governing Council from time to time. The Governing Council shall not be involved in the day-to-day operations of the school; however, the Council will ensure that the administration carries out the policies and procedures of the Council by requiring regular reports and by conducting annual reviews of the school’s Head Administrator.

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- m. The Governing Council will have primary responsibility for the development and review of all major policies; be a resource for problem resolution escalated to the General Council by the school administrator/business manager to the Governing Council according to policies, procedures and appropriate protocol; and review recommendations submitted by the school administrator and other Governing Council Advisors. Examples would include, but not be limited to, curriculum, budget development, and final approval of contracts;
- n. Promote a cooperative relationship with its charter authorizer; to function in accordance with the New Mexico Charter School Act and resolve any dispute, which may arise between the School and its charter authorizer and the Public Education Department to the mutual benefit of the operation of the Charter School and its authorizer.
- o. Accepts accountability for both the financial stability and financial future of the institution, engaging in strategic financial planning, assuming primary responsibility for the preservation of capital assets and endowments, overseeing operating budgets, complying with audit requirements, and participating actively in fund-raising;
- p. Such other powers and authorities as provided for by law.

**6. COUNCIL MEMBER AUTHORITY/REPRESENTATIONS BY INDIVIDUAL MEMBERS.**

Except as stated herein, Council members have no independent authority and may act only in a properly convened public meeting. Unless acting pursuant to express delegated authority from the Council, no Council member shall undertake any individual action to implement any plan or action approved by the Council and which is the responsibility of the Head Administrator or his/her designee, unless such action is taken under the direction and supervision of the Head Administrator. When acting under such direction and supervision of the Head Administrator or his/her designee, a Council member shall be considered a volunteer and have no special authority beyond that of a volunteer.

The Governing Council will not be bound by any statement or action on the part of any individual Governing Council member, unless the Governing Council, by majority vote in a properly convened meeting, delegates authority to that individual member to speak for or represent the entire Council.

**7. AMENDING GOVERNING COUNCIL BYLAWS**

Any section or subsection of the Governing Council Bylaws may be altered, suspended or revoked only by a 2/3 (two-thirds) of a quorum vote of the Governing Council unless specifically addressed otherwise by section or subsection.

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**8. COUNCIL MEMBERSHIP.**

A. Positions on Council.

The Governing Council shall have no fewer than 5 (five), but no more than seven (7) qualified voting members.

The school administrator and the business manager shall serve as advisors to the Governing Council but shall not vote and shall not be members of the Council, and these advisory duties will be an inherent responsibility of both the employment of the school administrator and the business manager.

B. Qualifications.

The candidates for positions on the Governing Council shall be considered based upon professional skills and areas of expertise including but not limited to legal, financial, real estate, education, business, workforce development. Potential members must also demonstrate collaborative and problem-solving skills and attitudes, an ability and willingness to devote substantial time and energy to serving on the Council (including the requirement that each Council member shall chair and regularly participate in the activities of at least one Council or school committee), and a willingness and ability to devote their time and energy to acting in the best interests of 21<sup>st</sup> CPA charter school as a whole, rather than the interests of any particular interest group or in self-interest. As much as possible, Governing Council members shall reflect the ethnic diversity that makes up the state of New Mexico.

C. Staggered Terms.

Terms and Council seats shall be staggered so that the Governing Council will not lose more than 60% of its members at any one election. Each position will be elected for a 2-year term. Council members may run for up to four subsequent terms. The term of office will be from the first month of the school year to the first month of the next school year.

D. Nominating and Recruitment Committee.

The Council shall appoint a standing Nominating Committee. The Nominating Committee shall solicit applications, recruit potential candidates, and screen applicants and recruits for each of the positions on the Council to be filled.

E. Nominating Petitions.

Any person, who desires to be considered as a member of the Governance Council shall submit a letter of interest to the Council. For an individual to become a member they must attend and observe at least one Governance Council meeting. The membership of a potential Governance Council member will be determined at a Governance Council meeting following the observation meeting. During the time between the observation meeting and the election meeting, the Governance Council members will look into any obvious issues related to the prospective member successfully

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implementing the 21<sup>st</sup> CPA Governance Council Code of Conduct. The Council shall vote in a regularly scheduled meeting to approve or disapprove, by majority vote of the members, any candidates for any open position(s). If approved, all such candidates shall be seated as a member of the Council for the relevant term. Those members whose term is expired shall serve until their positions are filled. Council positions vacant by resignation, recall or removal shall be filled by interview and appointment by majority vote of the remaining members of the Council. The term of the “appointed seat” shall be for the remainder of the vacant position’s term or until filled during a regularly scheduled election.

H. Restrictions on Council Members.

In no event shall any of the voting members of the Council be employees of 21<sup>st</sup> CPA charter school, which shall for this purpose include persons receiving compensation as an independent contractor, or spouses/family members of another Governing Council member.

Any candidate for Council membership, who may be otherwise qualified except for his/her status as an independent contractor to 21<sup>st</sup> CPA charter school, must choose either to withdraw his/her candidacy or terminate his/her contractor status.

I. Recall of Council Members.

If at any time the Council shall receive a recall petition with respect to any Council member, signed by at least seventy-five percent of the school staff and 50% of the parents, the Council shall arrange for a recall election to be held within thirty (30) days thereafter. Constituents eligible to vote for such position (parents and staff) shall vote by ballot in such recall election, and such member shall be recalled and removed from the Council if more than fifty percent of the votes cast in such election are cast for removal or “no confidence”.

K. Attendance

Governing Council members are expected to regularly attend Council meetings. If a Council member anticipates that he or she will not be able to attend a meeting, the Council member shall notify the Chairperson or designee of the Council of his or her impending absence in advance of the meeting. If a Council member, as a result of an emergency or illness, is unable to notify the Chairperson or designee of the Council in advance that he or she will be unable to attend a meeting, the Council member shall notify the Council Chairperson or designee in a timely manner following the meeting of the reason for his or her absence.

L. Removal from Council

A Council member may be removed by a majority vote of the remaining Council members for the following reasons:

1. If a member of the Governing Council misses two consecutive regular meetings or more than two out of six consecutive regular meetings, the position of such member may be declared vacant by a vote of a majority of the remaining members of the Council.
2. If a member of the Governing Council knowingly violates any policy or procedure adopted by the Governing Council, or if a member of the Governing

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Council consistently or repeatedly takes action knowingly or unknowingly that violates laws or threatens the schools charter, or acts contrary to the best interests of the school or its mission, the position of such member may be declared vacant by a vote of a majority of the remaining members of the Council.

3. If a member uses or misuses his or her position to gain from the school, financially or otherwise.

Any member of the Governing Council who has his or her office declared vacant or vacated pursuant to this section shall not be eligible for appointment or election to the Governing Council until the term for which he or she was originally elected or appointed has expired.

As used in this section, "regular meeting" means a meeting of the members of the Governing Council about which notice has been published, including special meetings.

## **9. CONFLICT OF INTEREST POLICY.**

### **A. General Principles**

All Council members have a duty of loyalty and a duty of care towards 21st CPA charter school.

It is the responsibility of all Governing Council members to conduct themselves in accordance with the highest standards of integrity, honesty, and fair dealing to preclude conflict between the interest of 21<sup>st</sup> CPA and the personal interests of the Governing Council member. Likewise, it is the responsibility of the school to conduct all its business and operations impartially in accordance with all laws and in conformity with the highest ethical and professional standards. All hiring and other transactions imposing financial and/or legal obligations on the school shall be made with the best interests of the school as the foremost consideration.

The Council also recognizes that the ultimate success of the school depends upon the active participation, cooperation and collaboration of parents, volunteers, employees, Governing Council members and students. Sometimes the best interests of 21<sup>st</sup> CPA charter school may involve the creation of relationships that might create an appearance of impropriety or potential for abuse of position, if not carefully evaluated by disinterested parties. The Council therefore has established this policy to guide Governing Council members in their actions or relationships, so that they will avoid the appearance of having their judgment or the performance of their duties compromised.

### **B. Conflict of Interest Definition**

A conflict of interest occurs whenever a Governing Council member permits the prospect of direct or indirect personal gain (or gain to a relative or Related Entity) to influence improperly his or her judgment or actions in the conduct of 21<sup>st</sup> CPA. It is not practical to specify every action that might be considered to raise a conflict of interest. Consequently, Council members should immediately disclose to the Council any circumstance that may give rise to the appearance of a conflict of interest. The following situations have the potential for being an actual or

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apparent conflict of interest and must be avoided unless the Council member has brought the issue before the Council for consideration and the Council voted to approve it in an open meeting:

1. Using confidential information acquired by virtue of their associations for their individual or another's private gain.
2. Requesting or receiving and accepting a gift or loan for themselves or another that tends to influence them or appear to influence them in the discharge of their duties as Council members.
3. Influencing or having the appearance of influencing business with suppliers to 21<sup>st</sup> CPA, which results in the financial benefit to a Governing Council member, his or her relatives or a Related Entity.
  - a. Participating in selecting, awarding, or administering a contract with the school if a conflict of interest exists.

C. Deliberations and Voting on Conflict Issues:

In order to avoid conflicts of interest and the appearance of impropriety Council members shall not participate in open meeting or Closed Session deliberations or votes relating to the discipline of (i) himself or herself; (ii) any relative of the Council member; or (C) any transaction between 21<sup>st</sup> CPA and any Related Entity of the Governing Council member. "Closed Session" shall mean any portion of a Governing Council meeting that is properly closed to the public in accordance with the provisions of the state Open Meetings Act.

The school administrator shall not authorize (by approval of a Purchase Order or otherwise) or enter into any proposed transaction described in Paragraph B unless and until the transaction has first been evaluated and approved by the Governing Council. The Governing Council may, but shall not be obligated to, approve a proposed transaction if the Council concludes, after review of all pertinent data, that:

- (i) The transaction is financially no less favorable to the school than would be available in an arm's length transaction between unrelated parties;
- (ii) no Governing Council member will be in a position to influence decisions relating to any transaction between 21<sup>st</sup> CPA and any Related Entity; and
- (iii) the benefits to the CHARTER SCHOOL outweigh any appearance of a conflict of interest.

D. Violation of Conflict of Interest Policy.

Upon discovery of a possible infraction of the established 21<sup>st</sup> CPA conflict of interest polices, the discovering party is required to immediately notify the Governing Council President, the school administrator and all Council Members. A Special Governing Council Meeting must be immediately scheduled to consider the matter. In the event the Governing Council decides that a Governing Council member has violated the conflict of interest rules or otherwise abused or attempted

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to abuse his or her position at 21<sup>st</sup> CPA, the GC shall review and recommend appropriate action. A violation of the conflict of interest policy renders any contract entered into in violation of the policy voidable.

E. Transactions with Interested Council Members.

21<sup>st</sup> CPA shall not enter into any financial transaction with any Council member, any relative of a Council member, or any other person or entity in which the Council member or relative of the Council member has a direct or indirect financial interest.

Nothing in this procedure shall prevent 21<sup>st</sup> CPA from paying compensation to a Council member in compliance with the New Mexico Per Diem and Mileage Act.

For purposes of this policy, “family member” or “relative” means, spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, daughter-in-law, brother, brother-in-law, sister, sister-in-law, or any other relative who is financially supported.

**10.NEPOTISM.**

The Council will not initially employ or approve the initial employment in any capacity of a person who is a Council member, the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, or daughter-in-law, sibling, or sibling-in-law of any Council member, or any other relative who is financially supported. The Council may waive the nepotism rule for family members of a head administrator. The Council shall carefully consider the potential impact on the integrity, efficiency, discipline and public perception in the employment of any person who is related to/financially supported by the head administrator or who is the parent of a 21<sup>st</sup> CPA student. Nothing in this section shall prohibit the continued employment of a person employed on or before July 1, 2008.

Governing Council members who wish to seek employment with the school must resign from the Governing Council and must wait one year from his/her resignation effective date prior to being offered or accepting employment with the school.

**11. MISUSE OF POSITION.**

No Council member will use his/her position to attempt to influence the decision of any school employee to grant special treatment to (a) the child or ward of such Council member, (b) any relative of such Governing Council member, or (c) any "Related Entity". For purposes of these Bylaws, a "Related Entity" is a business enterprise, nonprofit organization or other entity with respect to which such Governing Council member, or a relative of such Governing Council member (i) has a direct or indirect financial interest; (ii) is an officer or director; or (iii) is otherwise in a position to control the management or decision-making of such entity. Every Council member and every 21<sup>st</sup> CPA employee who is a parent or guardian of a 21<sup>st</sup> CPA student shall inform his or her child that he or she is

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required to follow all rules, policies and procedures applicable to 21<sup>st</sup> CPA students, that he or she is not entitled to special treatment by virtue of the relationship with a Council member or employee, and that any attempt to seek such special treatment may result in disciplinary action.

No individual Council member, community member, staff member, or parent may direct the school administrator in his/her duties. GC members will respect the confidentiality appropriate to issues of a sensitive nature and will adhere to all federal and state laws regarding confidentiality of a student, employee, and other information in the school's custody.

GC members interaction with the public, press, or other entities must recognize the same limitation and inability of any GC member to speak for the GC on behalf of the school unless explicitly authorized by the GC at a public meeting and recorded in the minutes.

## **12. COUNCIL COMMITTEES.**

A. Generally. The Council may establish standing committees, which may consist of Council members and non-Council members. Committee assignments and chairmanships will be determined by action of the entire Council, provided that at least one Council member shall serve on each committee. Standing committees of the Council shall include a finance committee; audit committee; and nominating committee, the time and place of all Committee meetings shall be announced to the Council. All Council members may attend any committee meeting if the meetings are properly noticed pursuant to the Open Meetings Act. In addition, the school administrator is empowered to establish committees within the school that report to the school administrator. The function of committees will be fact-finding, deliberative, and advisory, rather than legislative or administrative. Committee recommendations that require school-wide policy changes must be submitted to the Council through the school administrator. The responsibility of each committee shall be reflected in a memorandum presented by the school administrator, approved by the Council and filed with these policies.

B. Ad Hoc/Advisory Committees. The Council may appoint ad hoc/advisory committees when and as determined to be necessary or advisable by the Council. Ultimate authority to make decisions will continue to reside with the Council.

C. Finance Committee. In accordance with NMSA 1978 22-5-4.11 (2010) the Council will appoint at least two members of the Council to a Finance Committee to assist the Council in carrying out its budget and finance duties. The Finance Committee shall:

- (1) make recommendations to the Council in the following areas;
  - (a) financial planning, including reviews of the school's revenue and expenditure projections;
  - (b) review of financial statements and periodic monitoring of the revenues and expenses;
  - (c) annual budget preparation and oversight; and
  - (d) Procurement; and

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(2) serve as an external monitoring committee on budget and other financial matters.

D. Audit Committee. In accordance with NMSA 1978 22-5-4.11 (2010) the Council will appoint an Audit Committee that consists of two Council members, one volunteer member who is a parent of a student attending the school and one volunteer member who has experience in accounting of financial matters. The Head Administrator and the school's business manager shall serve as *ex officio* members of the committee. The Audit Committee shall:

- (1) evaluate the request for proposal for annual financial audit services;
- (2) recommend the selection of the financial auditor;
- (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 and the Head Administrator;
- (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; and
- (8) be subject to the same requirements regarding the confidentiality of audit information as those imposed upon the Council by the Audit Act, NMSA 1978 12-6-1, *et seq.*

E. School Advisory Committee. 21<sup>st</sup> CPA will establish and maintain a School Advisory Committee (SAC). The SAC will consist of at least one, but no more than two, Council members, equal staff and parental membership, with a minimum of three (3) representatives from staff and parental membership groups. The principal will by default, be selected for membership of the SAC. Additionally, if available, at least one member of the community will be selected for committee membership.

The purpose of the SAC will be to assist the school principal with school based decision-making and to involve parents in their children's education. The committee shall:

- (1) work with the school principal and give advice, consistent with state and school district rules and policies, on policies relating to instructional issues and curricula on the public school's proposed and actual budgets;
- (2) develop creative ways to involve parents in the school;
- (3) where appropriate, coordinate with any existing work force development boards or vocational education advisory councils to connect students and school academic programs to business resources and opportunities; and
- (4) serve as the champion for students in building community support for schools and encouraging greater community participation in the public schools.

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The SAC will provide the Council with written copies of the agenda and minutes for each meeting. Any recommendations concerning governance, financial matters, or charter amendments created by the SAC must be presented to the council which alone may take action.

F. Committee records. All committees shall keep written minutes of their meetings, and shall periodically present written reports to the Council containing committee recommendations. Committees shall comply with the Open Meetings Act, when applicable. At no time shall a Governing Council Committee act or vote on behalf on the Governing Council without prior written approval to do so.

### **13. COUNCIL ORGANIZATIONAL MEETING.**

The Council will hold its annual organizational meeting at which the Annual Notice required by the New Mexico Open Meetings Act shall be adopted and at which officers shall be elected, during the first regular Council meeting in August of each school year. The offices of the Council to be elected include at least a President, Vice President, and Secretary. The terms for each office shall be for two years and shall be staggered for each elected position to begin and end in the first month of each school year.

The powers and duties of each position shall be as follows:

**President:** The President shall be the principal representative and spokesperson for the Governance Council (upon direction at an open meeting by the members of the Governance Council), preside at all Governance Council meetings, receive notice of any substantive businesses proposed by members for meeting and prepares the agenda with input from other Governance Council members or members of the 21<sup>st</sup> CPA community and posts the proper notice of all meetings as required by the Open Meetings Act, and otherwise carry out duties customarily associated with the office of the President. If there is no Secretary, the President is responsible for insuring those tasks have been completed.

**Vice President:** The Vice president shall assist the President to carry out duties as assigned or delegated by the President. In the absence of the President, the Vice President shall perform all the duties of the President and when so acting shall have all the responsibilities of and be subject to all restrictions on the President. Should the President leave the Council before the expiration of his/her term the Vice President shall act as President until such time as the Governance Council elects a new President. If there is no Vice President, a new Vice President must be elected at the next Governance Council meeting.

**Secretary:** The Secretary shall keep an accurate record of the meeting and prepare and submit minutes for approval, pursuant to and in accordance with the New Mexico Open Meetings Act. Space on site shall be provided as the official location of the governance Council records and files. The Secretary shall be responsible for the

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preparation of and the maintenance of a notebook which shall contain official records of the Governance Council. Records may be hard copy or electronic record.

**14. REGULAR COUNCIL MEETINGS.**

Regular meetings of the Council will be scheduled by the Council pursuant to the annual Notice Resolution required by the Open Meetings Act. The date and time of regular meeting may be changed by action of the Council, provided notice of the change has been properly noticed/published as required by the Open Meetings Act. Council meetings will be held at a location determined by the Council. A special Council meeting may be called by the Council President, or by a quorum of Council members. Advance notice of a special meeting will be given to all Council members in accordance with the Open Meetings Act (NMSA 1978, Section 10-15-1).

The Council shall consider at least once annually what constitutes reasonable notice for all regular, special and emergency meetings as contemplated by the New Mexico Open Meetings Act and, thereafter, pass an appropriate resolution adopting policies and procedures for complying with the Act. The Resolution shall be posted for public information.

The GC shall not enter a closed session unless the subject is deemed to fall under one of the exceptions in Section H of the New Mexico Open Meetings Act. If it is deemed that the subject does meet one of the exceptions described, the GC will only enter a closed session if a majority vote can be reached approving the closed session (Section I of the Open Meetings Act). Closed sessions must have been designated as such on the agenda. Action may not be taken in closed session.

Special meetings may be called by the President. Notification of the special meeting agenda will be given and posted in accordance with the Open Meetings Act. Only those matters contained in the notice for the special meeting may be acted upon at that special meeting. In addition, all voting members will be notified by telephone or email prior to the meeting.

Additional notification of meetings shall be sent to the faculty, the PTA/PTO parent organization and posted on the 21st CPA website for community access in accordance with the New Mexico Open Meetings Act.

**15. COUNCIL AGENDA.**

The President or President's designee sets council agendas. A request to have an item placed on the agenda must be submitted to the President at least 24 hours prior to the required time the agenda must be posted. The President shall have the discretion to add agenda items up to the time the agenda must be posted. A request to have an item placed on the agenda must be made in writing (or email) and include all documents and materials the person anticipates presenting. The President or designee shall provide a copy of the agenda

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and all documentation to be considered by the Council at the meeting to each Council member at least 24 hours prior to the meeting.

**16. COUNCIL AND COMMITTEE DELIBERATIONS.**

All Council members shall work collaboratively with each other, with the sole goal of achieving the 21<sup>st</sup> CPA educational mission. Each member of the Governance Council shall have one vote. The Council has been constituted so as to include a broad spectrum of experience and perspectives, and every Council member shall be afforded the opportunity to express his or her opinion, in a professional manner, about matters before the Council. Council members shall refrain from non-constructive or personality-based comments that do not advance the 21<sup>st</sup> CPA mission. Because the Council is a public body subject to the requirements of the New Mexico Open Meetings Act, and makes decisions as a deliberative body, it is expected that only Council members will voice their opinions to other Council members about Council matters in the context of Council and/or committee meetings only, rather than in private communications among Council members. Accordingly, Council members shall not discuss public business with each other except in accordance with the Open Meetings Act. If a quorum of GC members is present in one place outside an announced public meeting, no school business can be discussed, or the group must be dissolved into smaller groups.

A quorum is defined as 51% of the voting members and is required to vote on any item of business. If a quorum is not obtained, topics may be discussed as “information only” and no vote can be taken.

Council members shall be expected to keep confidential any deliberations or discussions that take place in the closed session meetings. It is expected that Council members will raise concerns or share information about closed session meetings within the context of Council and/or other committee meetings with other members of the Council and appropriate staff members only. Until such decisions are ready for public comment, such information will not be shared with the school community at large.

**17. ADDRESSING THE COUNCIL.**

An individual may speak at a Council meeting on any item(s) that appears on the adopted agenda after being recognized by the President, or in his or her absence, the acting chair, of the Council. All presentations should be brief and each individual speaking on an agenda item will be limited to three (3) minutes, unless otherwise instructed by the President.

Complaints about individual employees will not be heard at Council meetings or at community meetings, but should be provided to the school administrator in accordance with school grievance/complaint policies and State Education Statutes.

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**18. COUNCIL MINUTES.**

A record of all actions of the Council will be set forth in the official minutes of the Council. The minutes and recordings will be kept on file pursuant to New Mexico record retention requirements at a minimum. The Council will maintain a separate handbook of its minutes and resolutions passed by the Council. Minutes shall be kept/maintained in accordance with the New Mexico Open Meetings Act.

The Secretary shall take the minutes of all Council meetings, and provide a written copy thereof for approval at the next Council meeting. The Secretary shall also supervise the handbook of resolutions passed by the Council and the indexed record of action. A draft copy of the minutes shall be made available for public review no later than 10 days after each meeting of the Council. Minutes shall be approved at the next regularly scheduled meeting of the Council.

**19. PARLIAMENTARY AUTHORITY/QUORUM.**

Roberts' Rules of Order, newly revised, will govern the Council, except when in conflict with applicable laws or regulations, which then prevail. Although most items are handled by appropriate motion procedures, consensus action is also used. Unless otherwise specified by Council policy, procedure or resolution, a quorum shall consist of a simple majority of Council members in office, and any action may be taken upon the approval of a majority of those members present, provided a quorum is present.

**20. ALTERNATIVE DISPUTE RESOLUTION PROGRAMS.**

The Council recognizes the existence and effectiveness of alternative dispute resolution programs. Use of alternative dispute resolution programs can result in the early, fair, efficient, cost effective, and informal resolution of disputes. Appropriate use of alternative dispute resolution methods is hereby determined to be in the best interest of the charter school. The Governing Council shall publish a thorough and concise set of dispute resolution policies and provide them in the appropriate School policy publications as they apply.

**21. POLICY ADOPTION.**

Adoption of new policies or the revision or repeal of existing policies is solely the responsibility of the Council. Proposals regarding policies may only originate with a Council member, Council advisors, or committees formed by the Council for the purpose of investigating and developing policy. Staff members, students, civic groups, parents or other interested citizens may request that a Council member or the school administrator sponsor a proposed policy.

The Council will adhere to the following described procedure in considering and adopting policy proposals to ensure that such proposals are thoroughly examined before final action.

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After review, the Governing Council will make such proposed policies available for public comment by staff members, students, civic groups, parents or other interested citizens, for a period of at least seven (7) days. Notice of such proposed policies shall be included in 21<sup>st</sup> CPA newsletter and/or posted in a prominent location at the school. Upon request, the school administrator shall make copies of the proposed policies available to interested parties. Comments on the proposed policies must be submitted in writing to the school administrator by the deadline specified by the Council. Following such public comment period, the Council shall consider any comments received and determine whether changes to the initial draft policies should be implemented. After such consideration by the Council, and adoption of any recommended changes, the Council shall present its final recommended policies or revisions. The public comment process shall apply to all policies proposed by the Council after the date these Bylaws are adopted by the Council.

**22. SIGNATORY AUTHORITY.**

Unless otherwise revised by a Governing Council resolution, all contracts entered into by the Charter School shall be signed by the Council Chairperson and/or the school administrator with the consent of a quorum of the Council members. The Council members shall from time to time establish the dollar limits of checks and contracts requiring the signatures of more than one authorized person.

**23. INSURANCE, BORROWING AUTHORITY, FUND DEPOSITS, MISCELLANEOUS.**

- A. Insurance. The school shall purchase and maintain insurance for all past or present employees, volunteers, and Council members for their activities while acting on behalf of or in the service of 21<sup>st</sup> CPA charter school.
- B. No Authority to Borrow, Encumber Assets. No governing council member, officer, agent or employee shall have any power or authority to borrow money on the school's behalf, to pledge its credit or to mortgage or pledge its real or personal property.
- C. Deposit of Funds. All funds shall be deposited to the credit of the school in such banks, trust companies or other depositories as the governing council may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by New Mexico Public School Finance Act, or other applicable law or regulation.

**24. DISSOLUTION.**

If deemed advisable by the Council that 21<sup>st</sup> CPA charter school should be dissolved, the Charter School in collaboration with the Public Education Commission and the New Mexico Public Education Department shall devise an appropriate plan for closing the school and transferring assets as required by applicable statutes and regulations.

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**25. ANNUAL MANDATORY TRAINING OBLIGATION:**

Pursuant to NMSA 1978 22-8B-5.1 (2009), every member of the Council must comply with the new Mexico Public Education Departments mandatory training. All members must attend five hours of training at least annually on topics that include department rules, policies and procedures, statutory powers and duties of governing boards, legal concepts pertaining to public schools, finance and budget and other relevant matters. Council members who shall attend five hours of annual training approved by NMPED and which is sponsored by the New Mexico School Boards Associations or the New Mexico Coalition of Charter Schools. The Council member must provide written attendance form's to the school's Head Administrator or his/her designee and which shall be maintained in the School's records. The school will be required to report annually the list of training hours to the Assessment and Accountability Division of the Public Education Department: which report shall include the number of hours of training earned each year by each Council member.

**26.CODE OF CONDUCT**

- A. 21<sup>st</sup> Century Public Academy Governance Council (“GC”) Members may not attempt to exercise individual authority over the school and/or its employees, except as explicitly set forth in GC policies and in accordance with New Mexico law.
1. A Member’s interaction with the school administrator or staff must recognize the lack of authority vested in Council members, except when explicitly authorized by the GC.
  2. GC members’ interactions with the public, press, or other entities must recognize the same limitation and inability of any GC member to speak for the GC on behalf of the school unless explicitly authorized by the GC.
  3. The GC evaluates only the school administrator and does so as a group, using an agreed-upon set of standards, which are spelled out by NMPED regulation, along with the job description. GC members who are also parents will address their individual concerns through proper channels as stated in the Parent/Student handbook.
- B. The school administrator is the only school employee to be held accountable by the GC for executing the stated mission and objectives of the school. The school administrator is to act either within his/her duties stated above, or

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pursuant to a directive passed by the GC. No individual GC member, community member, staff member, or parent may direct the school administrator in his/her duties.

- C. The GC will conduct its proceedings under the most recent minimum standards of Robert's Rules of Order, as stated in the GC ByLaws. This includes the raising of an issue by the President for discussion, followed by a motion on the issue, followed by a second to the motion, followed by further discussion on the motion, and finally a vote. All the proceedings will be recorded by the designated secretary in written minutes, including the specific vote of each individual GC member.
- D. The GC is a public body and is subject to the Open Meetings Act. No official business of the GC may take place outside of a properly-noticed public GC meeting. If a quorum of GC members is present in one place outside an announced public meeting, no school business can be discussed, or the group must be dissolved into smaller groups.
- E. The GC shall not enter a closed session unless the subject is deemed to fall under one of the exceptions in Section H of the New Mexico Open Meetings Act. If it is deemed that the subject does meet one of the exceptions described, the GC will only enter a closed session if a majority vote can be reached approving the closed session(Section I of the new Mexico Open Meetings Act). Closed sessions must have been designated as such on the agenda. Action may not be taken in closed session.
- F. GC members will respect the confidentiality appropriate to issues of a sensitive nature and will adhere to all federal and state laws regarding confidentiality of student, employee, and other information in the school's custody.
- G. All GC members shall follow and adhere to the bylaws adopted by the GC, as well as all applicable school policies/procedures.
- H. Each GC member shall acknowledge in writing that he/she has read the 21<sup>st</sup> CPA charter, the Council bylaws, and the Council code of conduct, and shall act in accordance therewith and be bound thereby.

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**CERTIFICATE OF ADOPTION**

The undersigned officers hereby certify that these Bylaws were duly adopted by majority vote of the 21<sup>st</sup> CPA Charter School Governing Council on April 15, 2019.

By: \_\_\_\_\_  
President-Virginia Trujillo

By: \_\_\_\_\_  
Vice President – Art Silva

By: \_\_\_\_\_  
Secretary-Kathy Webb

By: \_\_\_\_\_  
GC Member-Phillip Sapien

By: \_\_\_\_\_  
GC Member-Evalyn Dow

By: \_\_\_\_\_  
GC Member-Victoria Tafoya

By: \_\_\_\_\_  
GC Member-Elizabeth Piazza

ACCEPTED AND ACKNOWLEDGED:

Governance Council Secretary Signature

Date

\_\_\_\_\_  
Kathy Webb

\_\_\_\_\_