



## GOVERNING COUNCIL POLICY: BYLAWS

Policy No. GC0001  
Adopted: 10/16/08  
Updated: 02/12/18  
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**PURPOSE:** To ensure that all actions and operations of the Alma d'arte Governing Council are effectively conducted by the rules, regulations and laws covering such organizations within the state of New Mexico.

### ARTICLE I -- GENERAL PROVISIONS

(A) Name -- The name of this body shall be Governing Council of Alma d'arte Charter High School.

(B) Purpose -- The Governing Council (GC) shall ensure that the operation of Alma d'arte Charter High School (ALMA) is legally and financially sound and educationally successful in pursuit of its mission: *"To Graduate Artist/Scholars Prepared to Succeed"*

(C) Powers

1. Authorized -- The GC is the "governing body" for ALMA as defined in the New Mexico Charter Schools Act, Sec. 22-8B-2-B: "Governing body means the governing structure of a charter school as set forth in the school's charter." The GC will ensure that ALMA enjoys the rights and assumes the responsibilities in Sec. 22-8B-4 of the same act attached hereto as Appendix A.

2. Assumed -- The GC shall:

- a. Recruit, hire and directly supervise the performance of the Principal/Chief Academic Officer (Principal/CAO), but no other ALMA personnel.
- b. Be the main contact and liaison with the New Mexico Public Education Commission, the New Mexico Public Education Department and all other bodies or agencies serving to evaluate, regulate, compensate, and/or contract with ALMA as a charter school.
- c. Be the ultimate body for settling grievances or complaints filed against ALMA by students, parents, faculty, staff, and/or anyone outside the direct employ of ALMA.

(D) Office of Record -- The GC shall maintain its office at the school, located at 402 West Court Avenue, Las Cruces, New Mexico 88001. All records of meetings, contracts, financial activities, etc. shall be securely housed and available for public inspection at this location.

(E) Fiscal Year -- The GC fiscal year shall be from July 1 in one year to June 30 of the succeeding year, which is the same as the fiscal year of ALMA.

## ARTICLE II -- MEMBERS

### (A) Number and Allocation

1. Voting Members -- There shall be a total of at least five (5) but not more than nine (9) volunteer Voting Members who are representative of the greater community served by ALMA. Individuals not eligible to become voting members are:
  - a. A current member of the ALMA staff
  - b. A current ALMA student
  - c. Anyone who has any direct role in the operation of the school or is immediately related to someone who does.
  - d. At no time shall the number of voting members who have a current ALMA student be of such a number to constitute a quorum of voting members.
2. Ex-Officio / Non-Voting Members -- None

### (B) Nomination and Election

1. Nomination -- Anyone may nominate a candidate, including himself/herself, to fill any vacancy among the GC Voting Members. Nomination will be made by completion of the official Governing Council Nomination Form and submission to the GC in time for review at a regular or special GC meeting prior to the election.
2. Election -- Election will be by majority vote of the GC Voting Members currently in office at the time of the election.

### (C) Duties / Responsibilities / Training

1. Duties -- Each Voting Member has the legal duty to uphold all laws and regulations pertaining to the operation of public schools in New Mexico.
2. Responsibilities -- Voting GC members shall:
  - a. Elect officers of the GC (See Article IV.)
  - b. Develop and approve long-term plans and supporting policies for ALMA including strategic goals and tactical objectives for academic programs in support of the ALMA mission.
  - c. Review and approve all annual and special budgets, monthly financial reports and audits.
  - d. Negotiate, enter into and/or terminate contracts for and on behalf of ALMA.

- e. Serve as the final board of appeal for any grievance filed by faculty or staff which cannot be resolved administratively.
  - f. Serve as the final board of arbitration with any parent or guardian who has a concern about a student's program and progress and who has exhausted all administrative remedies.
  - g. Select, hire, evaluate annually and compensate the Principal/CAO based on the academic success and organizational performance of ALMA, and the fulfillment of the mission of ALMA.
3. Training -- All Voting Members shall successfully complete all annual courses and seminars specified by the New Mexico Public Education Department (NMPED) and provided by the NMPED, the New Mexico Coalition of Charter Schools or other approved contractors.

(D) Terms of Office

Annual election of new members shall occur in December of each year. Voting Members shall be elected to serve a term of three (3) years, starting on January 1, of the year immediately following election. Voting member terms will be staggered so that approximately 30-percent of all members are elected in alternate years. Members may serve as many terms as desired.

(E) Qualifications -- Each Voting Member must be:

1. At least 18 years of age and a resident of Dona Ana County, New Mexico.
2. Dedicated to integration of the arts in education to advance the effectiveness of education.
3. Committed to the concept of charter schools as a method for improvement of secondary public education for the youth of Dona Ana County and the state of New Mexico.

(F) Conduct -- All Voting members of the GC shall conduct themselves in a professional manner with courtesy and respect toward each other and toward all who have business with the GC. No single member shall speak for the GC unless specifically delegated to do so by a majority of the Voting Members. All actions and positions of the GC shall be determined through discussion, debate, and a majority vote of the Voting Members in a public meeting.

(G) Resignation -- Any Voting Member of the GC may resign his/her position with written notice to the GC President at least 30-days prior to the effective day of the resignation.

(H) Removal -- Any Voting Member may be removed from the GC, with or without cause, by a two-thirds majority vote of the Voting Members attending a regular or special meeting at which a quorum is present. All Voting Members must be notified

about the vote at least seven (7) days in advance of that meeting. Notification of removal shall be defined as receipt of a certified letter describing the termination.

- (I) Vacancies -- Whether by term limit, resignation, removal or death, all vacancies will be filled through election by the remaining Voting Members of the GC. Nomination of candidates shall be solicited from anyone who wishes to nominate a candidate, and shall be received on standard nomination forms approved by the GC (See Article II, Section B above)
- (J) Compensation -- Voting Members shall serve without compensation for their service. They may be reimbursed for expenses, including per diem, incurred on behalf of their service to ALMA and/or the GC.

### **ARTICLE III -- MEETINGS**

- (A) Schedule and Announcements -- The GC shall publish an announcement each June listing the annual schedule of GC meetings for the succeeding fiscal year. The announcement and schedule shall be posted in a public place at ALMA throughout the year and shall be circulated to all appropriate media used to announce meetings.
- (B) Attendance -- GC members are required to attend all regular and special meetings. Advance notice of a known absence shall be given to the President or designated representative at least three (3) days prior to the meeting to be missed. Emergency absences are accepted.
- (C) Regular Meetings -- The GC shall hold a regular meeting each month, except for July. Regular meetings will be held on the third Monday of each month, starting at 6:00 p.m. and ending when business is concluded. The month of June may be excluded. Regular meetings may be scheduled for alternate days and times with the consent of members and proper notice to the public.
- (D) Special Meetings -- All meetings other than Regular Meetings shall be defined as Special Meetings and shall include:
  - 1. Closed Meetings -- Those meetings are closed to the public to discuss items allowed by the New Mexico Open Meetings Act. Closed Meetings are for discussion only. No vote or other action may be taken during a Closed Meeting. The subject of all Closed Meetings shall be reported and any required action taken at the next available Regular or Special Meeting that is open to the public. (See Article III, Section G-3.)
  - 2. Open Meetings -- The need may arise from time to time for an open meeting other than Regular meetings to discuss and/or take action on timely issues. Open Special Meetings shall be publicized as required by the New Mexico Open Meetings Act (See Article III, Section G-3) and shall be open to the

general public. Open Special Meetings may be called by the President or two or more members of the GC; or at the request of at least 51-percent of ALMA parents; or 51-percent of full time ALMA faculty and/or staff.

- (E) Quorum -- A quorum for the conduct of official business shall be a majority of the voting members of the GC.
- (F) Location -- Unless announced in advance, all meetings of the GC will be held in the school facility, 402 W. Court Ave., Las Cruces, NM.

(G) Conduct of Business

1. Order of Business -- The order of business shall be directed by an agenda published at least 72-hours in advance of each meeting. The approval of the agenda shall be the first item of business at each meeting. The published agenda may be amended prior to approval by a majority vote of the GC members. Once the agenda for a meeting is approved, no new business may be added or considered.
2. Robert's Rules of Order -- All business at GC meetings shall be conducted and procedural questions arbitrated by Robert's Rules of Order.
3. NM Open Meetings Act -- All meetings of the GC shall be conducted according to provisions of the NM Open Meetings Act.
4. Tie Votes -- In the case of any tie vote by the GC membership, either by quorum attendance at the meeting or by the number of permanent members, the President shall cast the deciding vote. Otherwise, the President shall not vote.

**ARTICLE IV -- OFFICERS**

- (A) Officers and Duties -- There shall be the following officers of the GC with attending duties as described for each:

1. President -- The President serves as chairperson of all GC meetings; is chief spokesperson for action taken by the GC before agencies, groups and individuals; appoints members to GC committees; and solicits nominations for election to the GC
2. Vice President -- The Vice President assumes the responsibilities of the President whenever the President is absent or unable to serve; assists the other officers in the performance of their duties and solicits nominations for election to the GC.
3. Secretary -- The Secretary shall produce accurate and complete records of all GC meetings, conferences and activities to be taken, maintained and published

in compliance with all pertinent laws and regulations and shall affix his/her signature to same; and shall be a signatory to contracts, documents and records as required; and solicits nomination for election to the GC.

4. Treasurer -- The Treasurer shall ensure that all financial transactions of ALMA are recorded, maintained and published in accordance with pertinent laws and regulations and that the GC Business Manager achieves and maintains the training and certification required by law; and solicit nominations for election to the GC. The treasurer shall chair the Finance Committee described in Article V, Section B-3.
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- (B) Nomination and Election -- All officers shall be nominated from and elected by the Voting Members of the GC. Nomination and election shall be held during the regular GC meeting in January of each year, except when filling vacancies.
  - (C) Terms of Office -- Each officer shall be elected for a regular term of one year beginning with the meeting of election and ending when a successor officer is elected. Any elected officer may serve a maximum of three successive terms in a single office. Any officer elected to an interim vacancy shall serve until the end of his/her predecessor's term, then if desired, stand for election to a regular term.
  - (D) Qualifications -- Each officer shall be a voting member of the GC with the qualifications listed in Article II, Section E. above.
  - (E) Conduct -- In addition to the requirements for all GC Voting Members described in Article II, Section E, above, each officer shall strive to become knowledgeable and provide leadership for the remaining members of the GC in his/her area of responsibility.
  - (F) Resignation -- Any officer may resign his/her office with written notice to the GC President at least 30-days prior to the effective date of the resignation. Resignation from an office does not preclude continued service as a GC member.
  - (G) Removal -- Any officer may be removed from an office within the terms for removal of a GC members listed in Article II, Section H., above.
  - (H) Vacancies -- Any vacant office will be filled according to terms of GC vacancies listed in Article II, Section I., above.
  - (I) Compensation -- As with GC Voting Members, each officer serves without compensation for his/her service, but may be reimbursed for expenses incurred directly as a result of his/her service as an officer.

## **ARTICLE V -- COMMITTEES**

- (A) Definition & Formation -- A committee is a group of individuals appointed by the president, selected by the GC as a whole; or who volunteer to manage an ongoing program or effort, or to accomplish a specific short-term task.
- (B) Permanent -- These committees are established by formal action of the GC and operate continuously until rescinded by action of the GC.
1. Strategic Planning Committee -- The GC will serve as the Strategic Planning Committee for ALMA. The duty of this committee is to devise measurable goals and objectives that align with the mission of ALMA to ensure optimum success in school and after graduation for all ALMA Students.
  3. Finance Committee -- The GC Treasurer, one other member of the GC, at least one faculty member and not more than two (2) other individuals with financial management experience shall comprise this committee. The ALMA Business Manager shall be an Ex-Officio, Non-Voting member. Responsibilities include but are not limited to: Review and approval of each annual budget proposal, monthly review of current financial records, statements and bank accounts with recommendations, if any, to the GC. In addition, the committee will make recommendations for annual budget preparation and oversight, monitor procurement and serve as an external monitor of all financial operations.
  4. Audit Committee -- The GC Treasurer, one other member of the GC, a volunteer parent of a current student, and at least one volunteer from outside ALMA who has extensive experience in accounting and/or financial management will comprise this committee. The ALMA Principal/CAO and Business Manager shall be Ex-Officio, Non-Voting members. Responsibilities include but are not limited to: Establish contact with the auditors selected by the NM Public Education Department to advise them of the committee and offer assistance; attend entrance and exit conferences for all annual and special audits; be accessible to external auditors as requested to facilitate communication with the GC and the Principal/CAO; track and report the most recent audit findings and advise the GC on policy changes need to address findings; and, provide other advice and assistance requested by the GC. This committee is subject to the same confidentiality requirements as those required of the GC imposed by the Audit Act and state auditor rules.
  5. Additional Committees -- Other permanent committees may be appointed as needs arise. Upon organization of a new permanent committee, these bylaws shall be amended as soon as practical to include a description of each new permanent committee.
- (C) Temporary Committees -- From time to time, the GC may appoint temporary committees to perform specific tasks, develop programs or conduct an activity. Temporary Committee membership shall be determined by the mission of the committee and qualifications needed to fulfill that mission. Upon completion of work, each temporary committee shall be disbanded.

- (D) Responsibilities -- Although volunteers, each person appointed to a committee is expected to perform his/her duties with commitment and diligence to ensure maximum benefits for ALMA and its students.
- (E) Conduct -- All members of each GC committee shall conduct themselves in a professional manner with courtesy and respect toward each other and toward all who have business with the committee. No single member shall speak for the committee unless specifically delegated to do so by a majority of committee members. All actions and positions of the committee shall be determined through discussion, debate, and a majority vote of the members at a public meeting.
- (F). Oversight -- All committees shall report directly to the GC.
- (G) Dissolution -- Any committee may be disbanded upon a two-thirds majority vote at any regular GC meeting at which there is a quorum.

#### **ARTICLE VI -- EXECUTIVE LEADERSHIP (Principal/CAO)**

- (A) Definition -- Day to day operations of ALMA shall be vested with the Principal/CAO. The Principal/CAO is solely responsible for selecting, hiring and evaluating all members of the faculty and staff.
- (B) Chief Academic Officer/Principal/ (Principal/CAO) -- This position reports directly to the GC and has ultimate responsibility for all operations of ALMA.

#### **ARTICLE VII -- PROFESSIONAL ADVISORS**

- (A) Attorney -- The GC shall retain the services of an attorney who has specific knowledge of charter school law within the state of New Mexico and the United States; and who has experience interpreting statutes and regulations pertaining to public education in general.
- (B) Certified Public Accountant -- The GC shall have as an outside, third-party advisor, a certified public accountant experienced in public school finance, accounting for non-profit organizations and private business. This CPA advisor may be engaged on a retainer or on an as-needed basis.
- (C) Auditor -- The GC shall cooperate fully and openly with the certified auditor appointed by the Public Education Commission / Public Education Department to conduct an annual audit of the financial records and books of ALMA and to render a formal report of findings to the GC.



- (D) Consultants -- As a need arises, the GC may engage the services of individual consultants / advisors who possess specific knowledge and/or experience that will improve capabilities and decisions of the GC. Such advisors may only be engaged upon a majority vote of the GC.
- (E) New Mexico Coalition of Charter Schools -- In order to gain knowledge, improve operations and advance the cause of charter schools in New Mexico, the GC may approve annual membership in the New Mexico Coalition of Charter Schools and shall attend as many conferences, training sessions and meetings as are needed and that available resources will allow.

#### **ARTICLE VIII – INDEMNIFICATION**

- (A) Insurance -- The GC shall cause to have general liability, casualty and other pertinent insurance coverage be maintained to protect the members of the GC, Executive Leadership Team, faculty and students of ALMA to the fullest and highest level specified by the GC, and/or required by law and/or by the charter authorizer.
- (B) Governing Council -- Individual GC members shall be held harmless in claims against the GC as a whole or against ALMA as an institution. Individual GC officers shall be held harmless in claims against the officers as a group.
- (C) Exclusions -- No member of the GC, the Principal/CAO, or faculty of ALMA shall be individually protected from penalty or liability if he/she is charged and convicted of a criminal act.

#### **ARTICLE IX -- AMENDMENTS AND REVISIONS**

- (A) Content -- Any section of these bylaws may be amended by formal action and a two-thirds majority vote of the GC members at a public meeting.
- (B) Process -- Amendments must be introduced by a member of the GC at a regular GC meeting. There shall be at least two readings of the amendment before a vote is called. The first reading shall be held at the meeting when the amendment is introduced. The second reading shall be held at a separate meeting subsequent to the first, when a vote to approve the amendment may be held immediately following the second reading.

#### **ARTICLE X -- DISSOLUTION**

The GC may only be dissolved upon a unanimous affirmative vote of the GC at a regular meeting or special meeting called for that purpose. Factors that may prompt a vote to dissolve the GC include but are not limited to:

- (A) Closing of ALMA as a school
- (B) Bankruptcy of ALMA
- (C) Order of the Authorizer and/or the NM Public Education Commission or designees

**REVIEW**

A. The Council will review the Bylaws per the policy review process.

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Approved, Governing Council, President

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Date