

# THE ALBUQUERQUE SIGN LANGUAGE ACADEMY GOVERNING BOARD BYLAWS

## Article I. General Provisions

### Section 1. Name.

The name of the charter school is The Albuquerque Sign Language Academy. It is hereafter referred to as the “ASL Academy.”

### Section 2. Charter

The ASL Academy is a public school that has been granted a Charter (the “Charter”) by the New Mexico Public Education Commission (the “PEC”), in accordance with the Charter Schools Act (NMSA 1978 Article 22-8B).

### Section 3. Mission

The Albuquerque Sign Language Academy Governing Board (the “Board”) is committed to creating an involved learning community that empowers stakeholders and supports The Albuquerque Sign Language Academy charter school in achieving its mission to improve educational outcomes for deaf, hard of hearing, and hearing students in the greater Albuquerque area.

### Section 4. Non-discrimination/Equal opportunity

The Board and the ASL Academy affirms its commitment to providing equal treatment of all of its students, parents and employees. Neither the ASL Academy nor the Governing Board 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, sexual orientation, or gender identity with respect to the hiring and other employment practices or in its admission policies for students.

### Section 5. Governing Laws and Policies

The ASL Academy Board has a responsibility to ensure that the Albuquerque Sign Language Academy cooperates in accordance with all laws and regulations applicable to the operation of a public charter school, and meets its commitments to its authorizer, the New Mexico Public Education Department, and to the community it serves, as reflected in its approved charter.

The ASL Academy and the Board shall conduct all of its activities in accordance 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, Section 22.8B.1 et seq.)
- School Personnel Act (NMSA 1978, Section 22.10A.1 et seq.);
- Procurement Code (NMSA 1978, Section 13.1.1 et. seq.);
- Open Meetings Act (NMSA 1978, Section 10.15.1 et seq.);

- Public School Finance Act (NMSA 1978, Section 22.8.1 et seq.); and applicable rules and regulations issued by the New Mexico Public Education Department (the “PED”) (contained in Title 6 of the New Mexico Administrative Code).

In addition, to the extent the Board has not specifically requested and been granted a waiver from the PED, those policies which have not been waived, shall apply.

## Section 6. Conflict of Interest Policy

### A. General Principles

- i. All Board members have a duty of loyalty and a duty of care towards the Albuquerque Sign Language Academy. It is the responsibility of all Governing Board members to conduct themselves in accordance with the highest standards of integrity, honesty, and fair dealing to preclude conflict between the interest of the Albuquerque Sign Language Academy and the personal interests of the Governing Board member.
- ii. 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.
- iii. 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 Board also recognizes that the ultimate success depends upon the active participation, cooperation and collaboration of parents, volunteers, employees, Governing Board members and students. Sometimes the best interests of the Albuquerque Sign Language Academy 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 Board therefore has established this policy to guide Governing Board 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

- i. A conflict of interest occurs whenever a Governing Board 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 the Albuquerque Sign Language Academy.
- ii. It is not practical to specify every action that might be considered to raise a conflict of interest. Consequently, Board members should immediately disclose to the Board any circumstance that may give rise to the appearance of a conflict of interest. The following situations have the potential for being an actual conflict of interest and must be avoided unless the Board member has brought the issue before the Board for consideration and the Board voted to approve it in an open meeting:
  - a. Hiring a Governing Board member’s relative as an employee, whether full-time or part-time.

- b. Acquiring, leasing, selling any property, facilities, materials, or contract services (e.g., financial, legal, public relations, computer) under circumstances in which there is direct or indirect compensation to a Governing Board member, or his/her relative or a Related Entity of the member.
- c. Using confidential information acquired by virtue of their associations for their individual or another's private gain.
- d. 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.
- e. Influencing or having the appearance of influencing business with suppliers, which results in the financial benefit to a Governing Council member, his or her relatives or a Related Entity.

#### C. Deliberations and Voting on Conflict Issues

- i. In order to avoid conflicts of interest and the appearance of impropriety, Board 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 Board member; or (iii) any transaction between the Albuquerque Sign Language Academy and any Related Entity of the Governing Board member. "Closed Session" shall mean any portion of a Governing Board meeting that is properly closed to the public in accordance with the provisions of the Open Meetings Act.
- ii. The school administration 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 Board. The Governing Board may, but shall not be obligated to, approve a proposed transaction (including the hiring of a Governing Board member's relative or any Related Entity, if the Board concludes, after review of all pertinent data, that:
  - a. The transaction is financially no less favorable to the school than would be available in an arm's length transaction between unrelated parties;
  - b. no Governing Board member will be in a position to influence decisions relating to the employment, supervision, compensation or discipline of a relative;
  - c. no Governing Board member will be in a position to influence decisions relating to any transaction between the Albuquerque Sign Language Academy and any Related Entity; and
  - d. the benefits to the Albuquerque Sign Language Academy outweighs any appearance of a conflict of interest.

#### D. Violation of Conflict of Interest Policy

- i. Upon discovery of a possible infraction of the established the Albuquerque Sign Language Academy conflict of interest polices, the discovering party is required to immediately notify the Governing Board Chairperson, school administration, and all Board Members. A Special Governing Board Meeting must be immediately scheduled to consider the matter.

- ii. In the event the Governing Council decides that a Albuquerque Sign Language Academy employee, Governing Board member, or volunteer has violated the conflict of interest rules or otherwise abused or attempted to abuse his or her position at the ASL Academy, the Board shall recommend appropriate action.

E. Transactions with Interested Council Members

- i. The Albuquerque Sign Language Academy shall not enter into any financial transaction with any Board member, any relative of a Board member, or any other person or entity in which the Board member or relative of the Board member has a direct or indirect financial interest unless during a public meeting:
  - a. the nature of the direct or indirect financial interest is fully disclosed to the Board;
  - b. the transaction is expressly approved by a majority of the Board members present at such meeting who have no direct or indirect personal financial interest in the transaction, provided a quorum of the full Board is present at such meeting.
- ii. A written contract or other written memorandum shall evidence all such interested transactions approved by the Board, and be reflected in Board Minutes. Each Board member shall be responsible for disclosing to the Board the existence of any such direct or indirect interest. Failure to make such disclosure shall be grounds for voiding the transaction, at the discretion of the Board.
- iii. Nothing in this procedure shall prevent the Albuquerque Sign Language Academy from paying compensation to a Board member for reasonable expenses incurred. All such compensation shall be paid in compliance with the New Mexico Per Diem and Mileage Act.

Section 7. Nepotism

The Board will not employ or approve the initial employment in any capacity of a person who is a Board member (unless the offer of employment is contingent upon such member's resignation from the Board), the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, or daughter-in-law, or sibling of any Board member. The Board shall carefully consider the potential impact on the integrity, efficiency, discipline and public perception in the employment of any person who is the parent or family member of a student or school employee.

Section 8. Misuse of Position

- A. No Board member will use his/her position to attempt to influence the decision of any employee to grant special treatment to:
  - i. the child or ward of such Board member,
  - ii. any relative of such Governing Board member,
  - iii. 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 Board member, or a relative of such Governing Board 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.

- B. Every Board member and every Albuquerque Sign Language Academy employee who is a parent or ward of an ASL Academy student shall inform his or her child that he or she is required to follow all rules, policies and procedures applicable to ASL Academy Charter School students, that he or she is not entitled to special treatment by virtue of the relationship with a Board member or employee, and that any attempt to seek such special treatment may result in disciplinary action.
- C. No individual board member will speak for or represent the entire board unless authorized by the majority of the board.
- D. Board members must maintain the highest standards of ethics and conduct. Board members will not engage in any activity that violates federal, state, or local laws, thus directly affecting the integrity of the Albuquerque Sign Language Academy.

## **Article II. Board of Trustees**

### **Section 1. Number**

The ASL Academy Board shall have no fewer than 5 (five), but no more than nine (9) voting members. The Board shall determine, prior to July 1st of each election cycle, whether the make-up of the Board shall be increased or otherwise changed. However, in no event shall the number of voting Board members be less than five (5).

### **Section 2. Qualifications**

- A. The Board shall consist of no fewer than two (2), but no more than four (4) qualified parents, and no fewer than three (3) and no more than five (5) qualified business or local community members. In order to reflect the ethnic and cultural diversity of the state of New Mexico and the ASL Academy, one (1) Board position is specifically designated for a deaf or hard of hearing person.
- B. In no event shall a Board member be the employee of the ASL Academy, which shall for this purpose include persons receiving compensation as an independent contractor, or the spouse of another Board member or the spouse of an ASL Academy employee.
- C. The parent positions must be filled by parents of a student(s) currently attending the ASL Academy. Only one parent (including step-parents) per family may serve on the Board at a time.
- D. The candidates for positions on the Board shall be considered based upon professional skills and areas of expertise including but not limited to legal, financial, real estate, education, business, workforce development.
- E. Potential and active Board members must demonstrate collaborative and problem-solving skills and attitudes, an ability and willingness to devote substantial time and energy to serving on the Board (including the requirement that each Board member shall chair and regularly participate in the activities of at least one Board or school committee), and a

willingness and ability to devote their time and energy to acting in the best interests of the Albuquerque Sign Language Academy as a whole, rather than the interests of any particular group.

Section 3. Term

Board members shall hold office for two-year terms. Board members may be elected to serve an unlimited number of consecutive terms in office.

Section 4. Powers and Responsibilities

The Board of Trustees shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the ASL Academy, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the ASL Academy. The Board may, by general resolution, delegate to committees of its own number or to officers of the Board such powers as it may see fit for specified periods of time. The primary powers of the ASL Academy Board are to:

- A. Develop educational and operational policies;
- B. Recruit, hire, oversee, and evaluate the Executive Director including annual written evaluations to be performed no later than sixty days from the anniversary of the date of hire, or more frequently if the Board determines additional reviews are needed;
- C. Oversee the site-based leadership structure to ensure all positions are working collaboratively and effectively to achieve the mission of the school;
- D. Review, approve and monitor implementation of the annual budget;
- E. Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public schools;
- F. Initiate lawsuits or take all necessary steps to protect and safeguard the reputation and interests of The Albuquerque Sign Language Academy;
- G. Authorize the repair and maintenance of all property over the amount of \$10,000.
- H. 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 Albuquerque Sign Language Academy program and as otherwise in accordance with the New Mexico Charter School Act as amended;
- I. Adopt rules and policies pertaining to the administration of all powers or duties of the Governing Board;
- J. Accept or reject any charitable gift, grant, devise or bequest. Each particular gift, grant, devise or bequest accepted shall be considered an asset of the Albuquerque Sign Language Academy;
- K. Approve amendments to the Charter prior to presentation to the authorizer for approval;

- L. Make application to the Charter Schools Division for the New Mexico Charter Schools Program Federal Planning and Implementation Grant Application;
- M. Make application to the Public School Capital Outlay Council for capital outlay funds;
- N. Review, approve and submit documentation to the Public Education Department with regard to state related procedures including, but not limited to, SEG funding, Adequate Yearly Progress, and Federal Grants received;
- O. Acquire and dispose of property;
- P. Amend procedures provided for in the Bylaws from time to time consistent with the mission of the Albuquerque Sign Language Academy;
- Q. Delegate to the Executive Director the authority to implement the charter, policies and procedures, facilities plans, budget and such other directives and policies adopted by the Governing Board from time to time. The Governing Board shall not be involved in the day-to-day operations of the school;
- R. The Governing Board will have primary responsibility for the development and review of all major policies; be a resource for problem resolution escalated to the General Board by any or all members of the school administration according to policies, procedures and appropriate protocol; and review recommendations submitted by school administration and other Governing Board Advisors. Examples would include, but not be limited to, curriculum, budget development, and final approval of contracts;
- S. 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;
- T. Such other powers and authorities as provided for by law.

#### Section 5. Election of Trustees

The names of the initial Trustees are set forth in the Albuquerque Sign Language Academy Charter Application. All successor Trustees shall be elected by the eligible voters of the school community at an election held each year at the annual meeting. The positions of those trustees whose terms have expired shall be open to be filled by those members eligible to vote. Eligible voters shall be the parents or guardians of any children currently attending the school. The Nomination and Election process is as follows:

#### A. Nominating Committee

The Board of Trustees 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 Board to be filled.

## B. Nominating Petitions

Any person, who desires to be considered for one of the Elective Positions on the Board, shall submit a letter of interest and resume to the Board no later than August 1st of each year. At the August Board meeting, the Board shall vote to approve or disapprove, as a whole, any candidates for any open position(s) based on the qualifications outlined in Article II Section 2. If approved, all such candidates shall be placed on the annual meeting election ballot.

- i. If the Board as a whole disapproves all candidates, the Board shall reconvene the Nominating Committee to develop a new slate of candidates for the uncontested positions.
- ii. Those members whose position is expired shall serve until their positions are filled.

## C. Elections

Elections shall be conducted using secret ballots. Voters shall be required to sign a Roster of Voters confirming their eligibility to vote. Each school family shall be accorded one vote per available position, regardless of the number of its children attending the school. Proxy voting is prohibited. Votes shall be tallied and announced at the meeting where the vote takes place. A group of volunteers, no less than three nor more than five people, made up of eligible voters, but not those up for election, shall tally the votes. In the event of a tie vote for a position, a second ballot will be cast for that position only, with only the tied candidates participating on the ballot. Should a second tie vote occur, a result shall be obtained by flipping a coin with the person whose name is earliest in the alphabet calling a coin side first. Newly elected trustees shall assume office at the first Board of Trustees meeting following their election.

### Section 6. Resignation and Removal

A Trustee may resign by submitting his or her resignation in writing to the Chairperson of the Board. A Trustee may be removed for cause at a meeting of the Board by an affirmative vote of two-thirds of the remaining Board members. Trustees being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

### Section 7. Board Organizational Meeting

Within sixty (60) days of charter approval, the Board will hold its initial organizational meeting at which time officers shall be elected. The offices of the Board to be elected include a Chairperson, a Vice-Chairperson, and a Secretary. Responsibilities of these offices shall be those ordinarily incumbent thereon. Thereafter, the regular Board meeting in September will serve as the annual organizational meeting to elect/replace all outgoing officers and members.

### Section 8. Annual Meeting

An annual meeting of the Board of Trustees for the election of Trustees and Officers and such other business as may come before the meeting shall be held in September of each year. Written notice shall be given not less than 30 days of the annual meeting time, place, and purposes of the meeting. The meeting shall be held at the principal location of the ASL



Academy or such other place as shall be specified in the meeting notice. The meeting notice shall comply with the Open Public Meetings Act (NMSA 1978, Section 10.15.1 et seq.)

Section 9. Regular Meetings

Regular meetings of the Board will be scheduled for the second Monday of each calendar month, including in the month of the Annual Meeting, and at such other times as the Board may, from time to time, determine. The date and time of regular meeting may be changed by the Board Chairperson or by action of the Board, provided notice of the change has been properly published as required by the Open Meetings Act. The meeting shall be held at the principal location of the ASL Academy or such other place as shall be specified in the meeting notice. Timely public notice of all such regular meetings shall be provided as specified in the Open Public Meetings Act (NMSA 1978, Section 10.15.1 et seq.)

Section 10. Special and emergency meetings

A special or emergency Board meeting may be called by the Board Chairperson, or by a quorum of Board members. Advance notice of a special or emergency meeting will be given to all Board members and to the public in accordance with the Open Public Meetings Act (NMSA 1978, Section 10.15.1 et seq.)

Section 11. Open Meetings Act

All meetings of the Board shall be held in accordance with Open Public Meetings Act (NMSA 1978, Section 10.15.1 et seq.) Meeting notices will be posted to the ASL Academy website for community access ten (10) days prior to the meeting. Except in the case of an emergency, the meeting agenda shall be available to the public at least seventy-two hours prior to the meeting and will be posted to the ASL Academy website.

Section 12. Meeting Agenda

The Chairperson or Chairperson's designee sets Board agendas. A request to have an item placed on the agenda must be submitted to the Chairperson at least forty-eight hours prior to the required time the agenda must be posted. A request to have an item placed on the agenda must be made in writing and include all documents and materials the person anticipates presenting. The Chairperson shall have the discretion to add agenda items up to the time the agenda must be posted. The Chairperson or designee shall provide a copy of the agenda and all documentation to be considered by the Board at the meeting to each Board member at least seventy-two hours prior to the meeting.

Section 13. Board and Committee Deliberations

A. All Board members shall work collaboratively with each other, with the goal of achieving the Albuquerque Sign Language Academy's educational mission. The Board has been constituted so as to include a broad spectrum of experience and perspectives, and every Board member shall be afforded the opportunity to express his or her opinion in a professional manner about matters before the Board. Board members shall refrain from non-constructive or personality-based comments that do not advance the Albuquerque Sign Language Academy mission. Because the Board makes decisions as a deliberative body, it is expected that, except in extraordinary circumstances, Board members will voice their

opinions to other Board members about Board matters in the context of Board and/or committee meetings, rather than in private communications amongst Board members.

- B. Board members shall be expected to keep confidential any deliberations or discussions that take place in the closed session meetings. It is expected that Board members will raise concerns or share information about closed session meetings within the context of Board and/or other committee meetings with other members of the Board 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.

#### Section 14. Addressing the Board

- A. An individual may speak at a Board meeting on any item(s) that appears on the adopted agenda after being recognized by the Chairperson, or in his or her absence, the acting chair, of the Board. All presentations should be brief and each individual speaking on an agenda item will be limited to five (5) minutes, unless otherwise instructed by the Chairperson.
- B. Complaints about individual employees will not be heard at Board meetings or at community meetings, but should be raised pursuant to the general complaint policy adopted by the Board, namely the Grievance Committee (Article III Section 2-C).

#### Section 15. Board Minutes

A record of all actions of the Board will be set forth in the official minutes of the Board. The minutes and recordings will be kept on file pursuant to New Mexico record retention requirements at a minimum. The Board will maintain a separate handbook of its minutes and resolutions passed by the Board.

#### Section 16. Board Minutes and Records

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

#### Section 17. Parliamentary Authority

Roberts' Rules of Order, newly revised, will govern the Board, 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.

## Section 18. Quorum

- A. A majority of the full number of Trustees shall constitute a quorum of the Board for the transaction of business. When a quorum is present, a majority of the Trustees present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by the Charter, or by these Bylaws. Every act of a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees.
- B. The Board recognizes that Board members will occasionally attend social events, community functions, school activities or programs, athletic events or meetings of other groups or entities, or be present at local commercial establishments. In the event a quorum of the membership of the Board is present on such occasions, a violation of the bylaws and the Open Meetings Act does not occur so long as the board members do not discuss school business or prospective board actions as described in the bylaws. By adoption of this bylaw, each board member represents and agrees to abide by these limitations and not to engage in such discussions outside the context of a duly-called board meeting that complies with the Open Meetings Act.

## Section 19. Vacancies

Any vacancy on the Board of Trustees, including a vacancy caused by an increase in the number of trustees, may be temporarily filled by a majority vote of the remaining Trustees to elect a person(s) to fill the vacancy(ies) until the next annual meeting of Trustees, at which time trustees so elected must be re-elected as specified in the Bylaws or step down from the Board as soon as his or her successor is duly elected and qualified.

A Trustee who vacated their Board position, whether voluntarily or involuntary, shall not be eligible for appointment or election to the Governing Board until the term for which he or she was originally elected or appointed has expired.

## Section 20. Meeting Attendance

Trustees are expected to attend all Board meetings in person, or, if necessary, telephonically. If a Trustee anticipates that he or she will not be able to attend a meeting, the Board member shall notify the Chairperson or Secretary of the Board of his or her impending absence in advance of the meeting. If a Trustee, as a result of an emergency or illness, is unable to notify the Chairperson or designee of the Board in advance that he or she will be unable to attend a meeting, the Trustee shall notify the Board Chairperson or Secretary in a timely manner following the meeting of the reason for his or her absence. It shall be the duty of the Secretary of the Board to communicate with any trustee after such trustee's third absence to ascertain the trustee's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board of Trustees.

## Section 21 . Policy Adoption

- A. Adoption of new policies or the revision or repeal of existing policies is solely the responsibility of the Governance Board. Proposals regarding policies may only originate with a Board member, Board advisors, or committees formed by the Board for the purpose of investigating and developing policy. Staff members, students, civic groups, parents or

other interested citizens may request that a Board member or a member of school administration sponsor a proposed policy.

- B. The Board will adhere to the following described procedure in considering and adopting policy proposals to ensure that such proposals are thoroughly examined before final action.
  - i. After review, the Governing Board 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.
  - ii. Notice of such proposed policies shall be included in the Albuquerque Sign Language Academy newsletter, the school's website, and/or posted in a prominent location at the school.
  - iii. Upon request, the ASL Academy shall make copies of the proposed policies available to interested parties. Comments on the proposed policies must be submitted in writing to the Board Chairperson by the deadline specified by the Board. The public comment process shall apply to all policies proposed by the Board after the date these Bylaws are adopted by the Board.
  - iv. Following such public comment period, the Board shall consider any comments received and determine whether changes to the initial draft policies should be implemented. After such consideration by the Board, and adoption of any recommended changes, the Board shall present its final recommended policies or revisions.

#### Section 22. Recall of Elective Council Members

- A. If at any time the Board shall receive a recall petition with respect to any member serving in an Elective Position, signed by at least seventy-five percent the school community, the Board shall arrange for a recall election to be held within thirty (30) days thereafter.
- B. Constituents eligible to vote for such a position shall vote by ballot in such a recall election, and such member shall be recalled and removed from office if more than fifty percent (50) of the votes cast in such election are cast for removal.

#### Section 23. Representation by Individual Members

The Governing Board will not be bound by any statement or action on the part of any individual Governing Board member, unless the Governing Board, by majority vote in a properly convened meeting, delegates authority to that individual member to speak for or represent the entire Board. Unless acting pursuant to said express-delegated authority from the Board, no Board member shall undertake any individual action to implement any plan or action of the Governing Board. In the event a Governing Board member is assisting the school administration to implement school policies, programs or other directives of the school administration, the Governing Board member shall be considered a volunteer and have no special authority beyond that of a volunteer.

### **Article III. Committees**

#### **Section 1. Establishment**

- A. The Board may establish standing committees and/or ad hoc committees as it thinks necessary for the effective governing of the school. Such committees may consist of Board members and non-Board members. Committee assignments and chairpersonships will be determined by action of the entire Board, provided that at least one Board member shall serve on each committee. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school.
- B. All Board members may attend any committee meeting if the meetings are properly noticed pursuant to the Open Meetings Act. In addition, the Leadership Team is empowered to establish committees within the school that report to the Administration or, if necessary, report to the Governing Board.
- C. 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 Board.
- D. The responsibility of each committee shall be reflected in a memorandum approved by the Board and filed with these policies.
- E. The Board may appoint ad hoc advisory committees when and as determined to be necessary or advisable by the Board. Ultimate authority to make decisions will continue to reside with the Board.
- F. All committees shall keep written minutes of their meetings, and shall periodically present written reports to the Board containing committee recommendations.
- G. Committees shall comply with the Open Meetings Act, when applicable. At no time shall a Governing Board Committee act or vote on behalf on the Governing Board without prior written approval to do so.

#### **Section 2. Standing committees**

Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into the charter school policy manual. The function of any committee so established shall be fact-finding, deliberative, and advisory to the Board of Trustees. Standing committees shall be made up of no more than one less than a quorum of the Board of Trustees. Standing committees shall be:

##### **A. Nominating Committee**

See Article II Section 5a.

## B. Finance Committee

The Board of Trustees shall appoint a standing Finance Committee made up of no fewer than two Board members, and the Board Treasurer shall be the Chair of such committee. The Finance Committee members will serve one year terms.

The Finance Committee shall make recommendations to the local school board in the following areas: financial planning, including reviews of the school district's revenue and expenditure; projections; review of financial statements and periodic monitoring of revenues and expenses; annual budget preparation and oversight; and procurement.

The Finance Committee shall serve as an external monitoring committee on budget and other financial matters.

The Finance Committee shall consult with the Executive Director and Finance Manager on the annual budget process including reviewing and making recommendations on the annual budget, developing and recommending long range financial objectives for the charter school, and reviewing and making recommendations on additional financially related charter school matters. The Finance Committee shall review the monthly financial reports received from the Finance Manager and the Board Treasurer shall comment on such reports at the regular Board meetings.

The Finance Committee will be responsible for presenting documentation for the Board's approval and submission to the New Mexico Public Education Department regarding state related procedures, including but not limited to, SEG funding and Federal Grants received.

## C. Grievance Committee

The Board of Trustees shall establish a Grievance Committee including parents and teachers to make non-binding recommendations to the Board of Trustees concerning the disposition of complaints concerning the Executive Director. The Grievance Committee shall have four members, consisting of two Board members, one full-time teacher or ancillary staff member, and one parent, who will serve one year terms with one member designated as chairperson by the other committee members. Committee members shall be appointed each year at the first Board of Trustees meeting following the annual meeting.

## D. Audit Committee

The Board of Trustees shall appoint a standing Audit Committee made up of no fewer than two Board members, one volunteer member who is a parent of a student attending the school district, and one volunteer member who has experience in accounting or financial matters. The Executive Director and Business Manager will serve as ex-officio members of the Committee. The Audit Committee members will serve one year terms, with one member designated as chairperson by the other committee members.

The Audit Committee shall:

1. Evaluate the request for proposals for annual financial and audit services;

2. Recommend the selection of the financial auditor;
3. Attend the entrance and exit conference 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 board and the superintendent;
6. Track and report progress on the status of the most recent audit findings and advise the local school board on policy changes needed to address audit findings;
7. Provide other advice and assistance as requested by the local school board; and
8. Be subject to the same requirements regarding the confidentiality of audit information as those imposed upon the local school board by the Audit Act and rules of the State Auditor.

E. Building Committee

The Board of Trustees shall appoint a standing Building Committee made up of no fewer than two Board members and one volunteer member who is a parent of a student attending the school district. The Building Committee members will serve one year terms, with one member designated as chairperson by the other committee members.

The Building Committee shall work with the County of Bernalillo to secure additional space at 620 Lomas Blvd. for the short-term, and shall research viable long-term facility options for the charter school. The Building Committee will report monthly to the Governance Board regarding their activities and progress.

Section 3. Ad Hoc Committees

Each ad hoc committee shall have a charge specific to its permitted activities and that charge shall include the date on which the committee is to present its final report to the Board of Trustees and be dissolved. Members of ad hoc committees shall be drawn from those parents and staff of the school community who indicate interest in serving on the ad hoc committee and from such others as may be deemed appropriate by the Board of Trustees. Ad hoc committees shall be made up of no less than three (3) and no more than seven (7) members. Trustees shall not be eligible to serve on ad hoc committees, since they have authority and responsibility to review the committee's recommendations and adopt them or not.

**Article IV. Officers**

Section 1. Titles

The Officers of the Board of Trustees are a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Board of Trustees may create such other officer positions as it thinks necessary. Each officer position shall have its duties and responsibilities specified and included in these Bylaws. No Officer may hold more than one position at the same time.

## Section 2. Election

Vacated officer positions shall be elected from among the Board of Trustees at each annual meeting of the Trustees.

## Section 3. Terms

The Chairperson, Vice-Chairperson, Secretary, and Treasurer will serve as officers for the length of their three- or two-year Board terms, and former officers may be elected to service additional and unlimited terms as an officer.

## Section 4. Duties

Officers shall have the duties and responsibilities belonging to their office, including those that follow.

- A. The Chairperson shall be the chief executive officer of the Board, responsible, along with his/her fellow Trustees, for the oversight of its business and affairs. He/she shall preside at all meetings of the Board. The Chairperson shall have full and equal vote as accorded to all trustees. The Chairperson may enter into and execute in the name of the Board contracts or other instruments that are authorized by the Board of Trustees. The Chairperson may delegate, as needed, to any other officer any or all of the duties of the office of Chairperson. He/she shall have such other powers and duties as may be prescribed by the Board of Trustees or by these Bylaws.
- B. The Vice-Chairperson shall have such duties and responsibilities as may be delegated to him/her by the Chairperson. The Vice-Chairperson shall have full and equal vote as accorded to all trustees. In the absence of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson and, when so acting, shall have all the responsibilities of and be subject to all the restrictions as fall upon the Chairperson, including presiding at meetings of the Board of Trustees. He/she shall have such other powers and duties as may be prescribed by the Board of Trustees or by these Bylaws.
- C. The Secretary shall cause notices of all meetings to be served to all members of the Board of Trustees and school administrators and shall keep or cause to be kept the minutes of all meetings of the Board, including the time and place, the names of those present, the actions taken, and the votes on such actions. The Secretary shall present the minutes of the previous meeting at the subsequent meeting to be voted on by the Board and duly noted in the minutes of the instant meeting. He/she shall have such other powers and duties as may be prescribed by the Board or by these Bylaws.
- D. The Treasurer shall provide financial oversight by reviewing and proposing fiscal policies and procedures and by reviewing and commenting on monthly financial reports prepared by the Finance Manager. The Treasurer shall be the chair of the Financial Committee, which shall prepare an annual budget, in conjunction with the Executive Director and Finance Manager, for the consideration and approval of the Governing Board. The Treasurer shall serve as the Board liaison with respect to annual accounting audits which are required by the Public Education Department.



Section 5. Removal

Any officer may be removed from office, with cause, by the affirmative vote of two-thirds of the full membership of the Board of Trustees at any regular meeting or special meeting called for that purpose. Any officer proposed to be removed for cause shall be entitled to at least five business days' notice in writing by mail of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Trustees at such meeting.

**Article V. Amendments to Bylaws**

Section 1. Amending Governing Board Bylaws

The Board of Trustees shall have the power to create, alter, suspend or revoke, either in whole or in part, any section or subsection of the bylaws only by a majority of a quorum vote unless specifically addressed otherwise by section or subsection. The Bylaws may be amended at any regular meeting of the Board of Trustees or any special meeting called for that purpose. Written notice stating the time and location of the regular meeting or special meeting must be given to all trustees and posted as required by the Open Public Meetings Act not less than ten (10) days prior to the meeting at which such change(s) shall be proposed and voted upon.

**Article VI. Contracts, Insurance, Borrowing Authority, Fund Deposits, Miscellaneous**

Section 1. Signatory Authority

Unless otherwise revised by a Governing Board resolution, all contracts entered into by the Charter School shall be signed by the Board Chairperson and/or the Executive Director with the consent of a quorum of the Board members. The Board members shall from time to time establish a dollar limit for contracts requiring the signatures of more than one authorized person. The Governing Board may by a majority vote, delegate authority to sign contracts within a certain dollar amount as described by resolution, to the Executive Director.

Section 2. Insurance

The school shall purchase and maintain insurance for all past or present employees, volunteers, and Board members for their activities while acting on behalf of or in the service of the Albuquerque Sign Language Academy.

Section 3. Authority to Borrow, Encumber Assets

No Governing Board 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.

Section 4. 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 Board 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.

**Article VII. Dissolution**

If, at any time and for any reason, the ASL Academy’s charter is revoked or the school becomes insolvent, the Board of Trustees 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.

**Article VIII. Additional Provisions**

Section 1. Compensation

Trustees receive no payment for their services. With Board approval, Trustees may be reimbursed for out-of-pocket expenses incurred on approved board business. Trustees must present receipts for all such expenses, which shall be for the trustee only, and shall be itemized and documented. Such expenses must be approved by a motion of the board at the meeting immediately following the expenditure(s). Each year, at the annual meeting, the Board of Trustees shall set a schedule of allowable charges for meals, lodging, mileage expended on board business. Reimbursements shall not exceed these limitations.

Section 2. Alternative Dispute Resolution Programs

The Board of Trustees 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 Board shall publish a thorough and concise set of dispute resolution policies and provide them in the appropriate School policy publications as they apply.

**CERTIFICATE OF ADOPTION**

The undersigned officer hereby certifies that these Bylaws were duly adopted by the Albuquerque Sign Language Academy Governing Board on September 14, 2015.

By: \_\_\_\_\_