



BYLAWS
OF
THE GOVERNING COUNCIL OF THE

Southwest Aeronautics, Mathematics, and Science Academy (SAMS)

Articles

ARTICLE 1: Governing Council Powers and Responsibilities

The powers and duties of the Governing Council prescribed by the School and the New Mexico Public School Code (including those prescribed in NMSA 1978 §22-8B-4) and all applicable laws and regulations. Complete and final control of all matters pertaining to the school's educational system shall be vested in the Governing Council. The Governing Council of School shall have the following powers and duties:

1. Those powers as set forth in the School charter that are not inconsistent with federal or state laws or constitutions, or as otherwise set forth in the Charter Schools Act, NMSA 1978 §§22-8B-1, et seq.
2. Employ the Head Administrator of School.
3. Delegate administrative and supervisory functions of the Head Administrator of School when appropriate.
4. Approval of the annual budget of anticipated income and expenditures, and direct the preparation of the annual financial audit report in connection with the authorizer's annual audit.
5. Have the capacity to sue or be sued.
6. Contract for services facility leases with any school district, a university or college or any third party for the use of a facility, its operation and maintenance and the provision of any service or activity that School is required to perform in order to carry out the educational program described in its charter.

7. Acquire and dispose of property provided that at the termination of the charter, all assets of the charter shall revert to the authorizer that authorized the charter, unless otherwise amended by law.
8. Accept or reject any charitable gift, grant, device, or bequest not otherwise contrary to law or the terms of the charter.
9. Contract for provision of financial management, food services, education related services or other services.

ARTICLE 2: Governing Council Member Authority

1. **General.** The Governing Council is the governing body of the charter school and is responsible for ensuring the fair and uniform application of all federal, state, and local laws in the operation of the school as well as the school's charter and policies. The school will be operated for the educational benefit of its students. The Governing Council is the policy-making body for the school. The School Governing Council will exercise leadership primarily through the formulation and adoption of policies.
2. **Delegation to the Head Administrator.** The Governing Council shall concern itself primarily with broad questions of policy and with the appraisal of results rather than with administrative detail. The application of policies is an administrative task to be performed by the Head Administrator and designated staff, and they shall be held responsible for the effective implementation of Governing Council policies. The Head Administrator shall be held responsible for keeping the Governing Council informed of all matters within its purview so that the Governing Council can fulfill the above described functions of a governing body. The Head Administrator will have primary responsibility for all aspects of the school's operations and programs, including the day-to-day management and implementation of the school's charter and Governing Council policies. The teachers and staff of School will report to the Head Administrator.
3. **Individual Member's Authority.** A member of the Governing Council is a public officer but has no power or authority individually. The charter vests power in the Governing Council, and not in the members, either individually or otherwise and these powers must be exercised by the Governing Council at a public meeting in regular or special called meetings, with action duly recorded in its minutes. Direction for the head administrator and staff must come from the Council as a whole. The Council President may communicate with the head administrator as outlined in Article 4.
4. **Binding Authority.** The Governing Council shall not be bound in any way by any action or statement on the part of any individual Governing Council member except when such a statement or action is in pursuance of specific instructions from the Governing Council. Any such exception shall be recorded as an action item of the Governing Council and recorded in the minutes.
5. **Advanced Notice.** The Governing Council recognizes the importance of timely communication among its members and between the Governing Council and the Head Administrator. The Head Administrator or his/her designee will strive to ensure that the

Governing Council is given prior notice of matters submitted by members for deliberation at meetings.

ARTICLE 3: Suspending or Revoking Policies and Directives

Any policies of the Governing Council, not specifically prescribed by statute, may be suspended or revoked by a majority vote of the Governing Council.

The Head Administrator of the school may, in the case of emergency, suspend any parts of policies and directives as they pertain to the administration of the school; provided, that the Head Administrator report the facts and reasons for such suspension at the next meeting of the Governing Council and provided that the suspension shall expire at the time of said report unless continued in effect by the Governing Council.

ARTICLE 4: Governing Council Membership/Manner of Action

The Governing Council Members are voluntary and voted on by the current Governing Council. The SAMS Governing Council shall consist of 5 - 9 Members. The quorum is determined as the majority of Governing Council Members on record for this school. In the case of a tie vote, either consensus discussion will be used to determine the outcome or the Governing Council President or presiding Member will remove his or her vote to determine the outcome.

No action of the Governing Council shall be valid unless taken at a meeting at which a quorum as defined herein is present and which has been properly noticed pursuant to the New Mexico Open Meeting Act NMSA (1978) §§10-15-1 et seq.

Governing Council President:

1. Is elected as set forth in Section ARTICLE 8.
2. Is a Member of the Governing Council.
3. Works in close collaboration with the Head Administrator in achieving the school's mission.
4. Provides leadership to the Governing Council.
5. Chairs meetings of the Governing Council after developing the agenda with the Head Administrator.
6. Designates a Governing Council Member to preside over meetings in the Governing Council President's absence.
7. Encourages the Governing Council role in strategic planning.

8. Helps guide and mediate Governing Council actions with respect to the school's priorities and governance concerns.
9. Reviews with Head Administrator any issues of concern to the Governing Council.
10. Monitors financial planning, financial reports, and academic performance.
11. Plays a lead in formally evaluating the Head Administrator.
12. Participates annually in the required Governing Council training.
13. Performs other responsibilities as assigned by the Governing Council.
14. Serves as the school's ambassador to the community.

Governing Council Vice-President

1. Is elected as set forth in Article 8.
2. Performs duties of Governing Council President if the President is absent.
3. Monitors financial planning, financial reports, and academic performance.
4. Volunteers and willingly accepts assignments and complete them on time.
5. Prepares well for meetings, reviews and comments on minutes and committee reports.
6. Works in good faith to build effective working relationships with other Governing Council members, the SAMS Academy administration and the SAMS Academy Staff.
7. Plays a role in formally evaluating the Head Administrator.
8. Participates annually in required Governing Council training.
9. Performs other responsibilities as assigned by the Governing Council President.
10. Serves as a school ambassador to the community.

Governing Council Secretary

1. Is elected as set forth in Article 8.
2. Keeps the minutes of the Governing Council meetings.
3. Subject to the direction of the President, assures that all notices are given in accordance with the OMA and the Charter.
4. Keep all Governing Council policies as required by law.
5. Countersign, when required, all authorized bonds, contracts, deeds, leases, or other legal instruments.
6. Performs other responsibilities as assigned by the Governing Council President.
7. Works in good faith to build effective working relationships with other Governing Council members, the SAMS Academy administration and the SAMS Academy Staff.

8. Serves as a school ambassador to the community.

The Council may appoint a designee to assist with the responsibilities of the Secretary as described herein, including recording and transcribing the minutes of the meetings, posting notices and agendas, and preparing packets for the Governing Council's review.

Governing Council Member

1. Is an active participant in the Governing Council, by contributing needed hours per month toward Governing Council service. "Active participation" may include, but is not limited to, the following:
 - a. Attending a monthly Governing Council meeting.
 - b. Participating on a Governing Council committee (or committees).
 - c. Reading school- or Governing Council-related material and preparing for meetings.
 - d. Attending events at SAMS, related legislative sessions or events and other tasks as required.
 - e. Attending Governing Council-related training to support more effective governance of the school's operation.
 - f. Monitors financial planning, financial reports, and academic performance.
 - g. Works in good faith to build effective working relationships with other Governing Council Members, the SAMS administration and the SAMS staff.
 - h. Plays a role in formally evaluating the Head Administrator.
 - i. Serves as the school's ambassador to the community.

2. **Board Training Continuing Governing Council Members.** Unless exempted from specific hourly training requirements as described below, each Governing Council member continuing to serve on the Governing Council beyond the end of their first fiscal year of shall annually complete a governing body training course that consists of, at a minimum, **eight hours of training.**

The continuing governing body training shall include:

- a. one hour of training on public official/charter school governing body ethics and responsibilities
- b. three hours of training on charter school fiscal requirements
- c. two hours of training on understanding and evaluating academic data
- d. one hour of training on open government, legal, and organizational performance requirements

- e. one hour of training on equity and culturally and linguistically responsive practices
- f. Governing body members who have served on a governing body beyond the end of their first fiscal year of their service may be exempted from specific hourly training requirements based on the school's fiscal performance.

(1) For any school that has received an unmodified annual audit in each of the past three years with no material weaknesses, no multi-year repeat findings, no significant deficiencies, and that has received no more than two compliance findings in the current year, the school's governing body member shall be exempted from two of the three hours of required training relating to charter school fiscal requirements.

(2) The department shall annually identify the schools that are eligible, under the criteria established above, to claim an exemption for their governing body members.

- 3. **Removal and Resignations:** Each Governing Council Member understands that if three meetings are missed in-person within any consecutive twelve-month period, her or his seat may be vacated by a vote of 50% or greater of Governing Council Members present at the meeting following the third absence, unless it is difficult or impossible for the Governing Council Member to attend. Absences may be accommodated by Governing Council Member participation via teleconference or similar communication equipment under the Open Meetings Act, specifically NMSA 1978, § 10-15-I(C). Furthermore, "difficult or impossible" shall be defined as medical or family emergencies or other similar, unforeseeable instances.

If a Governing Council Member believes that her/his duties can no longer be fulfilled to SAMS and its specific Governing Council, it shall be that Member's responsibility to submit a written resignation as a Member of the Governing Council to the Governing Council President. In the event of a motion to discharge a Governing Council Member from the Governing Council for non-performance of duties, any specific performance issues shall be discussed in closed session as permitted under the Open Meetings Act, NMSA 1978 Section 10-15-I(H). Action on any performance-related issues discussed in closed session shall be conducted in open session.

ARTICLE 5: Governing Council Vacancies

The SAMS Governing Council may appoint a committee to solicit nominations to fill Governing Council vacancies. The committee shall have at least one Member from the Governing Council who shall serve as chair. If the number of Governing Council Members selected to serve on the committee constitute a quorum of the Governing Council, committee meetings must be held in accordance with the Open Meetings Act. The Head Administrator may not serve on the committee.

The Governing Council shall select Governing Council Members for vacant positions by a majority vote. Upon notification of a vacancy, the Governing Council shall obtain nominations by notifying

community, business, and/or education leaders, and school families of vacancies on the Governing Council along with a description of the responsibilities of serving as a Member. The notice of vacancy shall be posted on the school's website, bulletin board, and through email to the parents of students.

Interested individuals will be asked to submit their name, qualifications, and reasons for wanting to serve on the Governing Council or to submit the names of other individuals who they believe would be an asset to the Governing Council to the President of the Governing Council. Once candidates have been identified, notice shall be posted on the school's website, bulletin board, and through email to the parents of students, and provided to the candidates, the date and time of the Governing Council meeting at which the position(s) will be voted on by the Governing Council and Candidates will be required to attend the meeting at which an election is held and will be interviewed by the Governing Council in a public session. Only individuals who have no real or apparent conflicts of interests will be eligible to serve. Nominations must be given to the President or designee of the Governing Council prior to the regular or special Governing Council Meeting at which the vote of the Governing Council shall be made.

ARTICLE 5.1: Orientation of New Governing Council Members

The Governing Council President, or designee, will provide orientation to new Governing Council Members prior to the next regular scheduled Governing Council meeting after the new Governing Council Member has been elected to serve on the Governing Council.

1. Board Training New Governing Council Members. Within the first fiscal year of service, each new governing body member shall complete a governing body training course that consists of, at a minimum, 10 hours of governing body training.

The PED Charter School Division shall provide seven (7) hours of required introductory governing body training. The new governing body training shall include:

- (1) two hours of training on public official/charter school governing body ethics and responsibilities
 - (2) two hours of training on charter school fiscal requirements
 - (3) one hour of training on understanding and evaluating academic data
 - (4) one hour of training on open government, legal, and organizational performance requirements
 - (5) one hour of training on equity and culturally and linguistically responsive practices
 - (6) three hours of additional hours of training in any of the above areas identified by the individual Governing Councils and their members. This training may be administered by any approved governing body training provider.
2. The mandatory governing body training course(s) shall be completed in one or multiple sessions during the fiscal year.
 3. Annually, the Governing Council training in each of the areas identified above shall be related to specific areas of growth within each area for individual governing bodies or governing body members based on the annual governing body evaluation.

4. It is the responsibility of each Governing Council member to complete the training within the fiscal year.

ARTICLE 6: Governing Council Selection of the Head Administrator

In the event of a vacancy, the Governing Council of SAMS will advertise the position of Head Administrator until a reasonable pool of qualified applicants is obtained. The Governing Council will determine the process for interviewing and selecting a head administrator.

The partial list of selection criteria for the position of Head Administrator are as follows:

1. Advanced degree in education with emphasis on alternative education.
2. Licensure as a New Mexico licensed school administrator or eligibility for such licensure.
3. Successful prior headship or senior administrative experience in charter, private, or public school.
4. A demonstrated understanding of charter school education through his/her own experience as a teacher and/or administrator.
5. A belief in charter school philosophy and core values, and the ability to effectively and compellingly communicate the school's mission both internally and externally.
6. Demonstrated leadership of a successful marketing and enrollment campaign.
7. Demonstrated skills and ability to develop and retain an outstanding teaching and administrative staff.
8. Demonstrated skills and ability to develop and maintain academic performance of students.
9. Demonstrated success with budget management and oversight.
10. Impeccable communication and interpersonal skills.

ARTICLE 7: Governing Council Member Conflict of Interest

A Governing Council Member cannot use her or his status as a Governing Council Member, or information obtained in that capacity, for personal gain, but must act in the best interest of the school. Governing Council Members will make known their connections with suppliers or groups doing business with the school.

Governing Council Members are not permitted to act in any way that is inconsistent with the school's vision and mission. Any Member of the Governing Council with an actual or potential conflict of interest shall not be involved in decision-making affecting issues as to which the Member has an actual or potential conflict.

ARTICLE 8: Governing Council Organizational Meeting

The Governing Council shall hold its annual organizational meeting during the first regularly scheduled Governing Council meeting in March or April, unless no incumbent officers remain on the Governing Council at the time a new Governing Council takes office. In this instance, the Governing Council will hold its organizational meeting during the first meeting after the new Governing Council assumes office. Governing Council Members present at the meeting shall elect a President of the Governing Council.

Committee membership is determined in the organizational meeting or during regularly scheduled Governing Council meetings during the year.

ARTICLE 9: Governing Council Committees

The SAMS Governing Council shall establish a Finance Committee and an Audit Committee. The Finance Committee and Audit Committees are sub-committees of the Governing Council and will consist of two Governing Council Members and two

Members of the public. The Audit Committee will consist of two Governing Council Members, one volunteer member with accounting and finance experience, one volunteer parent, the Head Administrator, and CFO. Members of the Finance

Committee may also serve as Members of the Audit Committee. Any Governing Council Member may attend any committee meeting; however, a quorum of the Governing Council is prohibited at all committee meetings unless such meeting is held in accordance with the Open Meetings Act.

The purpose of the Finance Committee is to review monthly with the CFO the financial transactions of the school. The Finance Committee reports monthly regarding this meeting to the Governing Council. The Finance Committee is subject to the provisions of the Open Meetings Act if a quorum is present.

The purpose of the Audit Committee is to ensure that the school's public accountability is maintained. The Audit Committee meets at times required by its function and is subject to the provisions of the Open Meetings Act if a quorum is present.

The SAMS Governing Council may adopt other committees as deemed necessary for the effective operation of the Governing Council and achievement of the charter. Ad hoc committees may be formed as needed to fulfill specific requirements.

The function of the standing committees will be fact-finding, deliberative, and advisory, rather than legislative or administrative. Committee recommendations will be made to the whole Governing Council, which alone may take action by the committee or by the administration.

ARTICLE 10: Governing Council Meetings

Regular meetings of the Governing Council will be held at a time and place designated by the Governing Council and published on the School Website, <http://www.samsacademy.com>, and broadcast stations licensed by the Federal Communications Commission and newspapers of general circulation that have provided a written request for notice of the meetings. Regular meetings of the Governing Council will be held at a time and place designated by the Governing Council's current Open Meetings Act Resolution. The date of a regular meeting may be changed by action of the Governing Council as provided by law, provided that every Governing Council Member and the public are notified.

ARTICLE 11: Governing Council Meeting Agenda

The agenda for any Governing Council meeting shall be approved by the Governing Council President and the Head Administrator. The Governing Council reserves the right to add or delete items at the meeting that are from persons other than Governing Council Members, subject to the limits of the Open Meetings Act, NMSA 1978, §§ 10- 151 et seq. A written request that an item be included on the Governing Council agenda must be filed in the office of the Head Administrator at least seven (7) calendar days prior to the publication of the agenda. Such requests must include in writing, all statements and materials the person anticipates presenting. This does not limit any person's right to speak during the public comment portion of each meeting. Standing agenda items shall also include:

- Administrative and Operations Report
- Academic Report
- Finance Report
- Aviation Report

The agenda will be posted 72 hours prior to the meeting pursuant to the Open Meetings Act NMSA 1978 §§10-15-1 et seq.

ARTICLE 12: Addressing the Governing Council

Any person may formally address the Governing Council during the "public comment" session of a regularly scheduled Governing Council meeting, provided "public comment" is included on the Governing Council agenda. The Governing Council President reserves the right to amend the public comment session. The process to request to address the Council in "public comment" is outlined on each public agenda pursuant to Council policy.

ARTICLE 13: Governing Council Minutes

A record of all actions of the Governing Council will be set forth in the official minutes of the Governing Council. The minutes shall be kept on file at the school and published to the SAMS Academy website.

ARTICLE 14: Policy Adoption

Adoption of new policies or the revision or repeal of existing policies is solely the responsibility of the Governing Council. Staff members, students, civic groups, or individual citizens may request that the Head Administrator propose a policy provided the request is submitted pursuant to Article 11 above.

ARTICLE 15: Parliamentary Authority

Roberts' Rules of Order will govern the Governing Council, except where otherwise required by law. Although most items are handled by appropriate motion procedures, consensus action is also used. Actual procedures will be left to the discretion of the Governing Council President or Committee chairs.

ARTICLE 16: Complaint Procedure

See SAMS Conflict Resolution Policy

ARTICLE 17: Governing Council Self-Assessment

The SAMS Governing Council will annually assess its governance actions and output to determine strategic goals for the Council.