BYLAWS OF THE GOVERNING COUNCIL FOR CHRISTINE DUNCAN HERITAGE ACADEMY

1. VISION STATEMENT

Together with parents and the community,

Christine Duncan's Heritage Academy will provide academic excellence, bilingualism, and lifelong learning. We value equity, diversity, and inclusion. We promote and encourage family and community engagement.

The governing council will review and revise mission statements as needed.

MISSION STATEMENT:

Christine Duncan's Heritage Academy will focus on implementing a dual language education to achieve the goal of biliteracy through research-based practices and data-driven instruction to maintain a successful school environment for all students.

2. EQUAL OPPORTUNITY

Christine Duncan's Heritage Academy affirms its commitment to providing equal treatment of all of its students, parents and employees. Neither CDHA nor the Governing Council shall discriminate against any student, parent or employee on the basis of race, age, religion, color, national origin, ancestry, sex, physical or mental handicap, serious medical condition or sexual orientation or gender identity with respect to his/her rights, privileges, programs, activities, and/or in the administration of its educational programs and athletics/extracurricular activities to achieve these goals CDHA will establish and support an Equity Council.

3. GOVERNING LAWS AND POLICIES

Christine Duncan's Heritage Academy must comply with all applicable federal, state, and local laws and regulations as well as the terms and conditions of its charter. Governing council members should familiarize themselves with the following key provisions of New Mexico laws:

A. Charter School Act (NMSA 1978 §§ 22-8B-1 et seq.)
B. School Personnel Act (NMSA 1978 §§ 22-10A-1 et seq.);
C. Procurement Code (NMSA 1978 §§ 13-1-1 et. seq.);
D. Open Meetings Act (NMSA 1978, Sections 10-15-1 et seq.);
E. Public School Finance Act (NMSA 1978 §§22-8-1 et seq.); and applicable rules and regulations issued by the New Mexico Public Education Department ("PED") (contained

in Title 6 of the New Mexico Administrative Code), In addition, to the extent CDHA has not specifically requested and been granted a waiver from a particular New Mexico Public Education Department (PED) regulation those regulations which have not been waived, shall apply. CDHA shall establish its own School policies and procedures; where the School has not created its own policy/procedure, however, the policies/procedures of Albuquerque Public Schools (APS) shall apply, where applicable and where not inconsistent with CDHA's policies/procedures/charter provisions.

The CDHA Governing Council has a responsibility to ensure that CDHA operates in accordance with all applicable laws and regulations, and meets its commitments as reflected in its charter.

4. GOVERNING COUNCIL POWERS AND RESPONSIBILITIES

The primary powers and duties of the Council are to:

A. Develop educational and operational policies for CDHA;

B. Employ CDHA executive director and/or principal, evaluate the school executive director and/or school principal annually; and set employee salaries; the evaluation of the executive director and contract will be reviewed, recommended and approved in the April Governing Council meeting;

C. Review, approve and monitor implementation of the annual CDHA budget;

D. Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public schools;

E. Authorize legal action or take all necessary steps to protect the interests of CDHA;

F. Authorize the repair and maintenance of all property belonging to CDHA or for which CDHA is contractually responsible to maintain and repair;

G. Enter contracts consistent with CDHA approved budget for any service or activity that is required for CDHA to perform in order to carry out the educational program described in the CDHA Charter and as otherwise in accordance with the New Mexico Charter School Act as amended;

H. Adopt rules and policies pertaining to the administration of all powers or duties of the Council and CDHA;

I. Review for acceptance or rejection for any charitable gift or grant. Each particular gift or grant accepted shall be considered an asset of CDHA;

J. Approve amendments to the CDHA Charter prior to presentation to the School's authorizer for approval;

K. Review and revise the School's five-year Facility Master Plan and Educational Specifications, as needed for the school;

L. Negotiate with the local district, to provide transportation to students eligible for transportation under the provisions of the Public School Code, as deemed necessary and other services consistent with CDHA's charter;

M. Open other locations for operation of the CDHA as consistent with the charter;

N. Delegate to the school's Executive Director and/or Principal the authority to implement the charter, CDHA policies and procedures, facilities plans, budget and such other directives and policies adopted by the Council. To the extent reasonable, the Governing Council shall not be involved in the day-to-day operations of the school;

O. Have primary responsibility for the development and review of all major policies; be a resource for problem resolution escalated to the Council by the Executive Director and/or Principal according to policies, procedures and appropriate protocol; and review recommendations submitted by the principal and other Council advisors;

Examples include, but not limited to, curriculum, budget development, and final approval of contracts other than employment contracts);

P. Promote a cooperative relationship with its charter authorizer; function in accordance with the New Mexico Charter School Act and work to resolve any dispute which may arise between the CDHA and the School's authorizer;

Q. Such other powers and authorities as provided for by law.

5. REPRESENTATIONS BY INDIVIDUAL MEMBERS

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

6. AMENDING GOVERNING COUNCIL BYLAWS

Any section or subsection of the Council Bylaws may be altered, suspended or revoked only by ***a two-thirds of a quorum*** vote of the Council unless specifically addressed otherwise by section or subsection.

7. COUNCIL MEMBERSHIP

A. Qualifications for a position on governing council; minimum qualifications based on positions available:

1. Complete a COGC approved application (including a resume or biography and a letter of interest).
2. Be at least 25 years of age (or at discretion of the GC if younger).
3. Bilingual preferred, but not required
4. A recommended time Commitment; minimum of 7 to 10 hours a month depending on role for attending (preparing for meetings and trainings and communicating).
5. Governing Council Members shall complete required training hours by the end of the year (June 30); 10 hours for new members and 8 hours for all other members.

Governing Council reviews letter of interest, resume, application, and resignations.

Prospective Governing Council members are voted on by the Governing Council

B. Council Membership

The Council shall have no fewer than five, but no more than nine, voting members.

C. Council Vacancies

1. A Governing Council member may be removed by a majority vote of the Governing Council if it is deemed in the best interest of the school, and/or if the subject board members' behavior or actions are deemed to be contrary to the schools interest.
2. Vacancies will be filled in accordance with the requirements established for membership to the Governing Council

D. Terms of Governing Council members

1. Each Governing Council member shall serve a term of 1 year
2. Governing Council members terms may be extended upon majority vote of the Council, but no member shall serve more than 5 consecutive, 1- year terms, unless extension is approved by the Governing Council
3. New member terms begin upon Governing Council approval

E. Officers/Terms of elected officers

Governing Council officers will be elected annually at a Spring Governing Council meeting prior to May. The Council will elect, from within its members, a President (Chair), Vice President (Chair), a Secretary, and a Treasurer. Each officer shall serve a one-year term. Responsibilities of these offices shall be those ordinarily incumbent thereon.

- Nominations should be made a month prior to election of officers Governing Council meeting
- Voting Ballots will be issued to all Governing Council Members
- It is encouraged for school parent advisory councils to vote during elections

- The Vice President becomes President in the event that the President decides not to get re-elected or does not get elected by the board to ensure continuation of prior year's service.

F. Resignation

1. Any Governing Council member may resign at any time by giving written notification to the Governing Council president. Resignation will be effective on the date specified in the notice of resignation.
2. A minimum of 30 days' notice of resignation will be expected by the Governing Council, absent extenuating circumstances
3. The Governing Council member shall complete required hours by the end of June.

G. Succession of Officers

1. President: In the event of death, resignation, or removal of the President, the Vice President shall assume the office of President until the Governing Council elects a successor. Election for filling the vacant position will be held in a timely manner, as soon as possible after the position becomes vacant.
2. In the event of death, resignation, or removal of any other Governing Council officer, that vacancy will be filled by a majority vote of the Governing Council in accordance with procedures established for nomination/election to the respective office. Vacancies will be filled at the next Governing Council Meeting.

8. CONFLICTS OF INTEREST

A. General Principles.

It is the responsibility of all Council members to conduct themselves in accordance with the highest standards of integrity, honesty, and fair dealing to preclude conflict between the interest of CDHA and the personal interests of the Council member. Likewise, it is the responsibility of CDHA to conduct all its business and operations impartially in accordance with all laws and in conformity with the highest ethical standards. All hiring and other transactions imposing financial or legal obligations on CDHA shall be made with the best interests of CDHA as the foremost consideration. Christine Duncan's Heritage Academy also recognizes that the ultimate success of CDHA depends upon the active participation, cooperation and collaboration of parents, volunteers, employees, Council members and students. Sometimes, the best interests of CDHA 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. Christine Duncan's Heritage Academy, therefore, has established this policy to guide Council members in their actions or relationships, so that they will avoid the appearance of having their judgment or the performance of their duties compromised.

B. Conflict of Interest Definition

1. A conflict of interest occurs whenever a Council member permits the prospect of direct or indirect personal gain (or gain to a relative or related entity) to influence improperly his or her judgment or actions in the conduct of CDHA business. It is not practical to specify every action that might be considered to raise a conflict of interest. Consequently, Council members should immediately disclose to the Council any circumstance that may give rise to a conflict of interest or the appearance of a conflict of interest. Governing Council members and their immediate family members may not be employed by and may not contract with the School. All conflict of interest requirements of the Charter Schools Act will be followed by Council members. Where a Council member has a question as to whether a conflict of interest exists, legal counsel shall be consulted.
2. Council members shall not use confidential information acquired by virtue of their associations with CDHA for their individual or another's private gain.
3. Council members shall not request or receive and accept a gift or loan for themselves or another that tends to influence them or appears to influence them in the discharge of their duties as Council members.
4. Council members shall not Influence or give the appearance of influencing business with suppliers to CDHA, which results in the financial benefit to a Governing Council member, his or her relatives or a related entity.
5. No Council member or CDHA employee shall use his or her position at CDHA to attempt to influence the decision of any employee of CDHA to grant special treatment to (i) the child or ward of such Council member, (ii) any relative of such Governing Council member, or (iii) any related . For purposes of these Bylaws, a related entity is a business enterprise, non-profit organization or other entity with respect to which such Council member, or a relative of such Council member (i) has a direct or indirect financial interest; (ii) is an officer or director; or (iii) is otherwise in a position to control the management or decision-making of such entity.
6. Every Council member and every CDHA employee who is a parent or ward of a CDHA student shall inform his or her child that he or she is required to follow all rules, policies and procedures applicable to CDHA students, that he or she is not entitled to special treatment by virtue of the relationship with a Council member or employee, and that any attempt to seek such special treatment may result in disciplinary action, up to and including termination from the governing council.
7. Council members shall not participate in open meeting or closed session deliberations or votes relating to the discipline of (i) himself or herself; (ii) any relative of the Councilmember; or (iii) any transaction between CDHA and any related entity of the Councilmember. "Closed session" shall mean any portion of a Council meeting that is properly closed to the public in accordance with the provisions of the New Mexico Open Meetings Act.

8. Governing council members shall not be contracted vendors of the school. In the event that a governing council member is hired by a school vendor, he or she should abstain from voting when it involves a governing council decision in regards to such a vendor.

C. Violation of Conflict of Interest Policy.

1. Upon discovery of a possible infraction of the established CDHA conflict of interest polices, the discovering party is required to immediately notify the Council Chairperson, Executive Director and/or Principal and all Council Members. A special Council meeting must be immediately scheduled to consider the matter. In the event the Council decides that the conflict of interest rules have been violated or that a Council member has otherwise abused or attempted to abuse his or her position at CDHA, the Council shall review and take appropriate action.
2. Nothing in this section shall prevent CDHA from paying compensation to a Council member for reasonable expenses incurred in compliance with the New Mexico Per Diem and Mileage Act.

9. NEPOTISM

The Council will not approve the employment in any capacity of a person who is a Council member or immediate family member of a Council Member (as defined in the Charter Schools Act). If the head administrator wishes to employ his/her immediate family member, the Council may, but is not obliged to, consider whether or not to explicitly waive the nepotism rule for family members of the head administrator. The Council shall carefully consider the potential impact on the integrity, efficiency, discipline and public perception of CDHA in the employment of any person who is a family member of the head administrator or the parent of a CDHA student. All employment contracts that have received a nepotism waiver will be signed by a designated Governing Council member. The Governing Council will review all payments related to the approved nepotism waivers.

10. COUNCIL COMMITTEES

A. The Council may establish standing committees, which may consist of Council members and non-Council members. Committee assignments and chairmanships will be determined by action of the respective committee, provided that at least one Council member shall serve on each committee. Standing committees of the Council shall include a finance and an audit committee, which shall be in accordance with the requirements of the Public School Code, NMSA 1978 22-8-12.3, as amended. The time and place of all Committee meetings shall be announced to the Council. All Council members may attend any committee meeting if the meetings are properly noticed pursuant to the Open Meetings Act. In addition, the executive director is empowered to establish committees within the school that report to the executive director or principal or, if necessary, report to the Council. The function of committees will be fact-finding, deliberative, and advisory, rather than legislative or administrative. Committee recommendations that require school-wide policy changes must be submitted to the Council. The responsibility of each committee shall be reflected in a memorandum approved by the Council and filed with these policies.

- Audit committee will comply with state requirements to include reporting to the Governing Council annually.

- Finance Committee will comply with state requirements to include reporting to the Governing Council monthly.

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

- ad hoc Committees will be appointed as needed
- These Committees were selected on Dec. 2024: Finance Committee, Audit Committee to include recharter and student and evaluation of the executive director, Facilities Committee, Student Achievement to include Strategic Planning, etc.

C. All committees shall keep written minutes of their meetings, and shall periodically present written reports to the Council containing committee recommendations. Committees shall comply with the Open Meetings Act, when applicable.

11. COUNCIL MEETINGS

A. Regular meetings of the Council will be scheduled for the third Wednesday of each calendar month at 5:00. The date and time of regular meeting may be changed by action of the Council, provided notice of the change has been properly published as required by the Open Meetings Act. Council meetings will be held at CDHA or such other location as may be determined by the Council. A special Council meeting may be called by the Council Chairperson, or by a quorum of Council members. Advance notice of a special meeting will be given to all Council members in accordance with the Open Meetings Act (NMSA 1978, Section 10-15-1).

B. The Council shall comply with the New Mexico Open Meetings Act when scheduling meetings.

C. Additional notification of meetings shall be sent to the Teacher's Representative, the PTA-parent organization executive, and posted on the CDHA school website for community access in accordance with the New Mexico Open Meetings Act.

12. COUNCIL AGENDA

A. The Chairperson or Chairperson's designee sets Council agendas.

B. A request to have an item placed on the agenda must be submitted to the Chairperson at least seventy-two hours prior to the required time the agenda must be posted. The Chairperson shall have the discretion to add agenda items up to the time the agenda must be posted. A request to have an item placed on the agenda must be made in writing and include all documents and materials the person anticipates presenting.

C. The Chairperson or designee shall provide a copy of the agenda and all documentation to be considered by the Council at the meeting to each Council member at least seventy-two hours prior to the meeting.

D. The final agenda will be posted at least seventy-two hours prior to the meeting.

13. COUNCIL AND COMMITTEE DELIBERATIONS

A. All Council members shall work collaboratively with each other, with the sole goal of advancing and achieving CDHA's educational mission. The Council shall be constituted so as to include a broad spectrum of experience and perspectives, and every Council member shall be afforded the opportunity to express his or her opinion, in a professional manner, about matters before the Council. Council members shall refrain from non-constructive or personality-based comments that do not advance CDHA's mission. Because the Council makes decisions as a deliberative body and is subject to the Open Meetings Act, it is expected that Council members will voice their opinions to other Council members about Council matters only in the context of Council and committee meetings, rather than in private communications among Council members.
B. Council members shall be expected to keep confidential any deliberations or discussions that take place in the closed session portion of meetings. It is expected that Council members will raise concerns or share information about closed session portions of meetings within the context of Council and other committee meetings with other members of the Council and appropriate staff members only.

14. ADDRESSING THE COUNCIL

A. A Council member may speak at a Council meeting on any item that appears on the adopted agenda after being recognized by the Chairperson, or in his or her absence, the acting chair of the Council. All presentations should be brief and to the point.
B. Members of the public may address the Council during any public comment portion of the meeting that is placed on the agenda. Public comments should be limited to no more than five (5) minutes. The Chair may place shorter time restrictions on public comment, where a large number of speakers wish to address the Council.
C. Complaints about individual employees will not be heard at Council meetings or at community meetings, but should be raised pursuant to the general grievance policy approved by the Council.

15. COUNCIL MINUTES

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

The Council Secretary or a designee, or other Council member as agreed upon by the Council as a whole, shall take the minutes of all Council meetings, and provide a written copy thereof for

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

16. PARLIAMENTARY AUTHORITY/QUORUM.

A. Roberts' Rules of Order, newly revised, will govern the Council's parliamentary process, 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 where appropriate.
B. Unless otherwise specified by Council policy, procedure or resolution, a quorum shall consist of a simple majority of Council members in office, and any action may be taken upon the approval of a majority of those members present, provided a quorum is present.

17. POLICY ADOPTION

A. Adoption of new policies or the revision or repeal of existing policies is solely the responsibility of the Council. Proposals regarding policies may only originate with a Council member, Council advisors, or committees formed by the Council for the purpose of investigating and developing policy. Staff members, students, civic groups, parents or other interested citizens may request that a Council member or the Executive Director and/or Principal consider and sponsor a proposed policy.
B. The Council will adhere to the following described procedure in considering and adopting policy proposals to ensure that such proposals are thoroughly examined before final action. After review, the Governing council will make such proposed policies available for public comment by staff members, students, civic groups, parents or other interested citizens, for a period of at least seven days. Notice of such proposed policies shall be included in CDHA's website, newsletter or posted in a prominent location at the school. Upon request, the Executive Director and/or Principal shall make copies of the proposed policies available to interested parties. Comments on the proposed policies must be submitted in writing to the Executive Director and/or Principal by the deadline specified by the Council. Following such a public comment period, the Council shall consider at a public meeting any comments received and determine whether changes to the initial draft policies should be implemented. After such consideration by the Council, and adoption of any recommended changes, the Council shall present its final recommended policies or revisions. The public comment process shall apply to all policies proposed by the Council after the date these Bylaws are adopted by the Council.

18. SIGNATORY AUTHORITY

A. Unless otherwise revised by a Council resolution, all contracts entered into by CDHA shall be signed by the Council Chairperson and/or the Executive Director and/or Principal with the consent of a quorum of the Council members. Any amount exceeding

$5,000 will require two authorized signatures, including one from a governing council member.

B. The Council may, by a majority vote, delegate authority to sign contracts as described by resolution, to the Executive Director and/or Principal.

19. DISSOLUTION

If deemed advisable by the Council that CDHA's charter should be dissolved, CDHA, in collaboration with its authorizer and PED shall devise an appropriate plan for closing the schools and transferring assets as required by the New Mexico Charter School Act and such other applicable laws and regulations.

20. ATTENDANCE

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

21. REMOVAL FROM COUNCIL

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

B. If a member misses two consecutive regular meetings or two out of six consecutive regular meetings except when such absence is due to exigent circumstances;

C. If a member violates any policy or procedure adopted by the Council;

D. If the Council determines that a member is not acting in the best interest or is otherwise obstructing the business of the Council;

E. Violation of the member's duty of loyalty, care or obedience to the school*;* or

F. Any other ground the Council deems appropriate.

22. DIRECTORS AND OFFICERS INSURANCE

The Council may secure officers and directors insurance in excess of the coverage provided by the New Mexico Public School Insurance Authority upon appropriate approval of the Council and if provided for in the school's approved budget.

23. ATTENDANCE VIA TELEPHONE CONFERENCE CALL

Except to the extent otherwise provided by law, any meeting of the Council may be attended by any of the Council members by means of a technology such as Zoom (or similar communications equipment) when it is otherwise difficult or impossible for the member to attend the meeting in

person, provided that each member participating by conference telephone can be identified when speaking, all participants are able to hear each other at the same time and members of the public attending the meeting are able to hear any other member of the Council who speaks during the meeting. Such attendance shall constitute presence by the Council member as if in person at such meeting and for purposes of determining a quorum. Any action taken by the Council at such a meeting shall constitute a valid action of the Council. Council members appearing by telephone shall make advance arrangements with the Council President at least 1 day in advance of the meeting.

Bylaws were duly adopted by CDHAs Governing Council on December 17, 2025.

Revision approved on 9/18/24 to include a requirement for Governing Council members to respond to electronic communications within 48 hours

Revision approved on 12/18/24 to include four committees

Revision approved on 12/17/25 to include executive director's evaluation and nepotism language regarding contracts

Revision to add Vice President to become President when President's term expires 5/19/26