

**McCurdy Charter School
Governance Board
Bylaws
Revision 1
November 4, 2015**

**MCCURDY CHARTER SCHOOL
GOVERNANCE BOARD BYLAWS**

I. ORGANIZATION

I.A. Governance Board of McCurdy Charter School

The name of the organization is McCurdy Charter School (MCS), a charter school authorized by the State of New Mexico. McCurdy Charter School will be governed pursuant to the Bylaws adopted by its Governance Board.

The Governance Board will be structured in direct alignment with the MCS mission, which is stated as...

The mission of McCurdy Charter School is to provide a safe learning environment for the students of Northern New Mexico: an environment that recognizes education is rooted in academic excellence and achievement, character development and awareness, and community engagement and leadership.

I.B. Address of McCurdy Charter School

The primary address of McCurdy Charter School is 362 S McCurdy Road, Espanola, New Mexico 87532. The point of contact for MCS is the Director, 362 S McCurdy Road, Espanola, New Mexico 87532.

I.C. Purpose of MCS Governance Board

McCurdy Charter School is organized under the laws of the State of New Mexico and its purposes are exclusively educational.

The major roles and responsibilities of MCS’s Governance Board are to:

- Ensure that the MCS mission is implemented thoroughly,
- Establish and approve all major operational policies,
- Approve the School’s annual budget,
- Oversee the School’s fiscal affairs,
- Approve all major contracts, and
- Select and evaluate the Director.

I.D. Objectives of MCS Governance Board

The objectives of the Board are to:

- Ensure progress towards achieving the mission of McCurdy Charter School.
- Ensure that the mission remains the constant driving force of MCS
- Ensure internal oversight and accountability
- Increase opportunities for parent involvement
- Give a voice to all interested parties

I.E. Roles of MCS Governance Board

The role of each member of the Governance Board is to:

- Support McCurdy Charter School’s mission
- Consider and act on policies for the School program
- Ensure effective organizational planning both immediate and long term
- Enhance the public standing of MCS
- Ensure the School’s integrity both legally and ethically
- Maintain accountability and transparency
- Work collaboratively to ensure that the School’s resources are managed effectively
- Consider and adopt an annual budget recommended by the Director
- Evaluate financial reports from the Director that will reflect the financial standing of MCS

- Work collaboratively with the staff and parents to ensure adequate resources
- Perform specific duties imposed upon the Board by the statutes and regulations of the New Mexico Public Education Department
- Hire, support and evaluate the Director

I.F. Statute and Code:

McCurdy Charter School shall operate in accordance with the New Mexico Charter School Act, NMSA 1978, Section 22-8B-1 through 22-8B-17.1 et seq., the relevant sections of the New Mexico Administrative Code, including NMAC 6.80.4, and all other laws and regulations applicable to the operation of charter public schools in the State of New Mexico.

I.G. Non-discrimination:

McCurdy Charter School shall not discriminate on the basis of disability, race, creed, color, gender, national origin, religion, ancestry, age or need for special education services in either the hiring and other employment practices of the school or in its admission policies for students. Further, McCurdy Charter School shall be open to all students in its authorized geographic area on a space available basis and shall not discriminate in its admission policies or practices. McCurdy Charter School shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of New Mexico.

II. MEMBERSHIP

II.A. Number of MCS Governance Board Members

The Board will be established with five (5) to nine (9) voting members, satisfying the statutory requirements of NMSA 1978, Section 22.8B.1

II.B. Term and term limits MCS Governance Board Members

The commitment of voting board members shall be three years. In order to preserve institutional knowledge and continuity, there is no limit on the number of terms that founding Board members may serve. Non-founding members will have a commitment of three years for maximum of three consecutive terms.

Board member terms shall begin at the Board meeting immediately following their approval by the Board.

II.C. Qualification and Diversity

- Employees or students of McCurdy Charter School are not eligible to serve on the Governance Board.
- No member of the MCS Governance Board shall be a member of any other charter school governance board.
- A majority of the members of the Governance Board shall be residents of the County of Santa Fe, the County of Los Alamos, or the County of Rio Arriba, New Mexico.
- Each member of the MCS Governance Board shall be at least twenty-one years old and shall not have been convicted of any felony or any crime against a child, regardless of degree.
- Each member of the MCS Governance Board shall complete and sign a Conflict of Interest statement prior to accepting a position on the Governance Board, and annually thereafter. Additionally, each member agrees to abide by the McCurdy Charter School Conflict of Interest Policy and Code of Ethics.

II.D. Expectations

Each member of the Board is expected to:

- support the MCS mission.
- attend all meetings,
- serve on committees, and
- participate in all MCS trainings and fulfill the annual training hours required by PED.

All Board members are expected to be familiar with the following key documents and provisions of New Mexico laws:

- The Charter of McCurdy Charter School, which acts as the contract between the state of New Mexico as the authorizing agent and the school
- The MCS Governance Board Bylaws
- 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.)
- Applicable rules and regulations issued by the New Mexico PED.

II.E. Authority

Each member of the Board is a public officer, but has no power or authority individually. The charter vests power in the Board, and not in the members, either individually or otherwise and these powers must be exercised by the Board at a public meeting in regular or special called meetings, with action duly recorded in its minutes.

The Board shall not be bound in any way by any action or statement on the part of any individual Board member except when such statement or action is in pursuance of specific instructions from the Board. Any such exception shall be recorded as an action item of the Board and recorded in the minutes.

II.F. General Powers and Duties

The powers and duties of the Board are prescribed by the MCS Charter, the New Mexico Charter Schools Act and all other applicable laws and regulations. Complete and final control of all matters pertaining to the school's educational system shall be vested in the Board.

The Board of MCS shall have the following powers and duties:

- Employ the Director;
- Delegate administrative and supervisory functions of the Director when appropriate;
- Approve the annual budget of anticipated income and expenditures;
- Maintain the capacity to sue or be sued;
- Contract for services and 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 MCS is required to perform in order to carry out the educational program described in its charter.
- Acquire and dispose of property provided that at the termination of the charter, all assets of the charter shall revert to the entity that authorized the charter, unless otherwise amended by law.
- Accept or reject any charitable gift, grant, devise or bequest not otherwise contrary to law or the terms of the charter.
- Contract for provision of financial management, food services, education related services or other services.

- The Board shall approve the Director’s employment contract.
- The Board will adhere to all New Mexico State laws regarding procurement processes and procedures as notated in the MCS Procurement Process Policies.
- The Board shall keep accurate and complete books and records of the actions of the Board, which records shall be open to inspection by the members of the Board at any time, or members of the public in compliance with the Open Meetings Act NMSA 1978 Section 10.15.1 et seq.

II.G. Conflict of Interest Policy

Each Board member must agree to abide by the MCS Conflict of Interest Policy adopted by the Board. Each Board member agrees to complete and sign a Disclosure of Conflicts of Interest statement prior to accepting his/her position on the Board, and annually updating the disclosure statement. Likewise, each Board member shall immediately notify the Chairperson when he or she becomes aware than an actual or potential conflict may exist.

It shall be the duty of each Board member to voluntarily excuse him/herself from discussions of confidential information and abstain from voting on matters in which the Board member has a personal or financial interest, including an interest by a member of the Board’s immediate family, or where the Board’s participation will or may compromise the confidential nature of the discussion. Failure to voluntarily remove himself/herself from such conflicts of interest may result in a vote to remove the member from the Board.

II.H. Code of Ethics

Each Board member agrees to abide by the MCS Code of Ethics adopted by the Board.

II.I. Nomination and Election

Nomination and election of new Board members shall be consistent with approved Board policies.

II.J. Member Resignation

Any Board member may resign at any time by giving written notice to the Chairperson or to the Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

II.K. Member Removal

Any Board member may be removed by a majority vote of the Board whenever such removal is in the best interests of MCS. Grounds for removal will include without limitations the following acts or omissions:

- Violation of the Conflict of Interest Policy;
- Failure to attend 3 scheduled meetings during the school year (July 1 – June 30) of the Board, except when such absence is due to exigent circumstances;
- Violation of the Board’s Code of Ethics; or
- Any other grounds the Board deems appropriate.

II.L. Vacancies

The Board shall fill a vacancy on the Board after the nomination process has been completed.

II.M. Compensation

Board members will not receive compensation for their services; however, members may be compensated for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.

III. MEETINGS AND VOTING

III.A. Open Meetings Act

As required by the New Mexico Open Meetings Act (NMSA 1978, Section 10-15-1 through 10-15-4, et seq.), the Governance Board shall determine its notice procedures at least once a year in a public meeting

and shall adopt an annual resolution or other announcement stating its procedure for giving notice of meetings.

The Board shall provide notices and post agendas in accordance with the New Mexico Open Meetings Act. Reasonable notice of the Board meetings may include broadcast stations licensed by the Federal Communications Commission (FCC) and newspapers of general circulation that have provided a written requirement for such notice. Notice of meetings and the availability of meeting agendas shall be consistent with the Board annual resolution. Except in cases of emergency the Board shall only act on matters identified in the agenda.

III.B. Annual meeting

An annual meeting of the Governance Board for the election of officers, the approval of the Annual Resolution for conducting public meetings, signing of the Board member Conflict of Interest document, acknowledgement of the Board member Code of Ethics, and such other business as may come before the meeting shall be held in January of each year. The meeting shall be held at the principal location of McCurdy Charter School or such other place as shall be specified in the meeting notice. The notice shall comply with the New Mexico Open Meetings Act (NMSA 1978, Section 10-15-1 through 10-15-4, et seq.).

III.C. Regular Meetings

Regular Board meetings shall be called at the discretion of the Board. Such meetings shall be held at such time and place consistent with the Board’s annual resolution. Timely public notice of all such regular meetings shall be provided in accordance with the New Mexico Open Meetings Act (NMSA 1978, Section 10-15-1 through 10-15-4, et seq.).

III.D. Special and Emergency Meetings

Special and emergency meetings of the Governance Board may be called by the Chairperson or by a petition signed by a majority of the members of the Governance Board. Notice of such meetings shall be provided to all members of the Governance Board given personally or by telephone, facsimile, or electronic mail at least twenty-four hours prior to the meeting or by depositing notice in the United States mail, postage prepaid, at least four business days prior to the meeting. Notice shall specify the time and place of the meeting and in all respects comply with the requirements contained in the New Mexico Open Meetings Act (NMSA 1978, Section 10-15-1 through 10-15-4, et seq.).

III.E. Attendance

Members of the Board are required to attend all scheduled meetings of the Board unless exigent circumstances arise.

If a Board member cannot be physically present at a meeting due to an unavoidable conflict, he/she may make arrangements to participate by telephone in accordance with the provisions of the Open Meetings Act. (See Section III.H)

Any Board member who will be unable to attend a Board meeting will notify the Chairperson prior to the meeting and if he/she intends to participate by telephone the Board member shall make arrangements with the head administrator or his/her designee. Notice may be made by e-mail as long as it is made four (4) hours in advance of the meeting.

If the Chairperson cannot attend the meeting, he/she must notify the Vice-Chairperson and forward all information regarding the upcoming meeting to him/her, including notices of non-appearances by other Board members.

III.F. Quorum

A majority of the seated Board members, whether personally present or participating by telephone, shall constitute a quorum for the transaction of business at any meeting of the Board.

Where a quorum is present and the chairperson determines a consensus is unobtainable, a vote may be taken and a simple majority (51%) of those present determining the decision.

No action of the Board 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 Meetings Act, NMSA (1978) §§10-15-1 *et seq.*

In the absence of a quorum at any scheduled meeting of the Board, the majority of the members of the Board present may adjourn the meeting.

III.G. Proxy

Voting by proxy shall not be permitted.

III.H. Conference Telephone Participation

When it is difficult or impossible for a Board member to attend a meeting in person, he/she may make arrangements to participate by conference telephone or other similar communications equipment in accordance with the provisions of the Open Meetings Act. The following conditions must apply:

- each Board member can be identified when speaking
- all participants must be able to hear each other at the same time, and
- members of the public attending the meeting must be able to hear a Board member who speaks during the meeting.

Such attendance shall constitute presence by the Board member as if in person at such meeting and for purposes of determining a quorum. Any action taken by the Board at such meeting shall constitute a valid action of the Board.

III.I. Minutes

The Board shall keep written minutes of all its meetings, and shall include at a minimum:

- the date, time and place of the meeting,
- the names of members in attendance and those absent,
- the substance of proposals considered and
- the record of any decisions and votes taken-

Draft minutes shall be prepared within ten (10) working days after the meeting and shall be approved, amended or disapproved at the next meeting where a quorum is present. Minutes shall not become official until approved by the Board.

All minutes are open for public inspection.

III.J. Executive Sessions

Topics to be discussed during any Executive Session of the Board are limited to those items defined in Section 10-15-1 of the Open Meetings Act. For an Executive Session, the agenda must identify one of the following Board discussions pertaining to:

- issuance, suspension, renewal or revocation of an administrative or educational license
- limited personnel matters;
- an administrative adjudicatory proceeding.
- personally identifiable information about any individual student, unless the student, his parent or guardian requests otherwise;
- bargaining strategy preliminary to collective bargaining negotiations
- purchases in an amount exceeding \$2,500 from a sole source, or Board discussions about contents of competitive sealed proposals solicited pursuant to the Procurement Code during the contract negotiation process.

- threatened or pending litigation in which the Board is or may become a participant, subject to the attorney-client privilege;
- the purchase, acquisition or disposal of real property or water rights;

The Board recognizes that Board members must respect confidentiality of privilege under applicable law.

IV. OFFICERS

IV.A. Officers of MCS Governance Board Officers

The officers of the MCS Governance Board include:

- Chairperson
- Vice Chairperson
- Secretary
- Treasurer

IV.B. Terms of MCS Governance Board Officers

The term of Board officer shall be two years, and Board officers shall be eligible to serve multiple successive terms. The Chairperson and Secretary positions shall be confirmed in years alternate to the confirmation of the Vice-Chairperson and Treasurer positions.

Officer terms shall begin immediately following the Annual meeting.

IV.C. Powers and Duties

IV.C.1. Chairperson

The Chairperson:

- shall preside at all meetings
- shall appoint committees with approval of the Board
- shall only vote in case of a tie
- may act for or on behalf of the Board only with prior specific authority from a majority of the Board
- shall sign legal documents as required by law
- shall ensure that Board members uphold their commitments/responsibilities, and
- shall compile agenda topics, in collaboration with Board members and the Director

All communications addressed to the Chairperson shall be considered for appropriate action, which may include consideration by the Board or consultation with legal counsel.

IV.C.2. Vice-Chairperson

The Vice-Chairperson:

- shall perform the duties of the Chairperson in the absence of the Chairperson or at the request of the Chairperson
- shall act in the capacity of the Chairperson in the event the Chairperson position is vacant, until the office has been filled by a vote of the Board membership, and
- shall serve as a chair of the Nominating Committee and present the names of the candidates to the Board.

IV.C.3. Treasurer

The Treasurer:

- shall be familiar with the fiscal affairs of MCS
- shall keep the Board informed of MCS fiscal affairs in the event that MCS's Business Manager is unable to so,

- shall have knowledge of public school finance laws, rules and policies
- shall serve as the Chair of the MCS Finance Committee, and
- shall attend the NMPED Spring Budget Workshop and/or any other necessary financial regulatory training recommended by the Director or the business manager.

IV.C.4. Secretary

The Secretary:

- shall keep the minutes of the Board meetings, subject to the direction of the Chairperson,
- shall assure that all notices are given in accordance with the provisions of the charter, Board policies and as required by law;
- shall review the minutes prior to presentation to the Board for approval, and shall be responsible for presenting the minutes to the Board at meetings.
- shall countersign, when required, all authorized bonds, contracts, deeds, leases, or other legal instruments;
- shall perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board.

The Board 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 Board's review.

IV.D. Delegation

The Board may delegate temporarily the powers and duties of an office, in case of such officer's absence or for any other reason, to any other officer, and may authorize the delegation by any officer of any of such officer's powers and duties to any agent or employee subject to the general supervision of such officer.

IV.E. Officer Resignation

Any officer may resign at any time in accordance with Section II.J.

IV.F. Officer Removal

Any officer may be removed consistent with the terms of Section II.K.

IV.G. Vacancies

Any office vacancy shall be filled by a majority vote of the Board to serve until the next Annual meeting.

V. COMMITTEES

V.A. Name, Member Selection, Powers, Role & Function

The Board has the authority to form the standing committees listed in this section, based on the needs of MCS. The chair of each committee shall be appointed by the MCS Board Chairperson, with the consent of the Board.

V.A.1. Academic Oversight Committee

The MCS Director will be instrumental in maintaining a committee to deal with educational reporting and oversight. The purpose of this committee shall be to ensure that the educational programs of MCS are accomplishing the goals of the charter, its curriculum and meeting state standards as required by law.

The Academic and Curriculum Oversight Committee shall consist of at least one Board member and the Director. The Committee recommends to the Governance Board policies and procedures for establishing and maintaining a curriculum and academic standards that uphold the mission of McCurdy Charter School and meet or exceed state standards. The Committee is also responsible for reviewing the measurement

of student academic performance and achievement as provided in the New Mexico Charter Schools Act and reporting on such performance as required by law.

V.A.2. Finance Committee

The Finance Committee has a vital role in keeping the Board apprised of MCS's business affairs and financial condition. The members of the Finance committee shall be the Board Treasurer who shall serve as the chair, at least one other Board member, the Director, and the Business Manager.

The responsibilities of this committee include, but are not limited to:

- Prepare and maintain the annual budget for the charter school in collaboration with the Director.
- Develop and annually revise a long-term financial forecast in collaboration with the Director
- Review grant proposals when necessary
- Review business manager's required reports and make recommendations to the Board regarding the reports as necessary.

V.A.3. Audit Committee

The Audit Committee has a vital role in keeping the Board apprised of MCS's business affairs and financial condition. The members of the Audit committee shall include two Board members, one volunteer member who is a parent of a student attending MCS and one volunteer member who has experience in accounting or financial matters. The Director and the MCS Business Manager shall serve as ex-officio members of the committee (22-8-12.3.D NMSA 1978). The committee shall designate a chairperson.

The Audit Committee shall participate in the entrance and exit meetings with the Auditor appointed by Public Education Department.. The Audit Committee shall also develop and implement an action plan to resolve any findings or concerns raised by the audit. By law, the Audit committee is not permitted to discuss the results of the audit or the action plan until the PED audit is officially released.

V.A.4. Nominations Committee.

The Nominations committee is chaired by the Board Vice-Chairperson, and is responsible for matters pertaining to Board recruitment, nominations, orientation, training, and evaluation in accordance with the policies and practices approved by the Board.

V.A.5. School Advisory Committee.

MCS will maintain a school advisory committee, which reports to the Governance Board. This committee will consist of at least one Board member, parents and staff members who volunteer for this service. This committee will advise the Board regarding instructional issues and curricula, student discipline, school budget planning, increasing family involvement or other important issues.

V.B. Creation and Dissolution of MCS Committees

Members of each committee, with the exception of the School Advisory Committee, may be chosen by the Board and shall serve for such period of time as the Board shall determine. However, the specific composition of the Finance and the Audit Committees shall be governed by the provisions above.

V.C. Task Force Committees

The Board has the authority to create Task Force committees as deemed necessary. The policies and procedures that govern Task force committees will be determined as specified by the Board action creating and approving the existence of such committees.

V.D. Meetings of MCS Committees

Committees will meet at such times sufficient to fulfill their respective responsibilities in a timely manner. Provisions for notice and procedures applicable to meetings of the Board's committees shall be as prescribed by the Board and shall comply with the Open Meetings Act.

V.E. Compensation of MCS Committee Members

Committee members shall not receive any compensation for their services; however, they may be compensated for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.

V.F. Resignation of MCS Committee Members

Any committee member may resign at any time by providing written notice to the Governance Board chairperson.

V.G. Removal of MCS Committee Members

Any committee member may be removed by Board action.

VI. DIRECTOR SELECTION

The Board shall advertise the position of McCurdy Charter Director and its requirements in local public newspapers, professional papers, and on the MCS website. The Board will establish a committee, led by a Board member, which will develop the criteria and process for the selection of the Director. The process will include community and stakeholder input.

VII. PARLIAMENTARY AUTHORITY

Proceedings shall be conducted according to the latest edition of Robert's Rules of Order.

VIII. INDEMNIFICATION

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

MCS shall indemnify any and all of its Board members or officers, or former Board members or officers, or any person who may have served at its request as a Board member or officer, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them are made parties, or a party by reason of their being or having been Board members or officers of MCS, except in relation to matters as to which any such Board member or officer or former Board member or officer shall be adjudged in such action or proceeding to be liable for negligence or misconduct in the performance of such duty. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled, under any bylaws, agreement, or vote of members or otherwise.

IX. AMENDMENTS

These By-laws may be amended by two-thirds of the voting membership of the Board present at a regular, or special, meeting, provided that any proposed change in the By-laws be presented to all members in writing at least thirty (30) days prior to the date of the meeting at which the change will be considered for action.

Any portion of these By-laws may be suspended by a two-thirds vote of the MCS Governance Board.