**APPENDIX B**

**Sandoval Academy of Bilingual Education**

**Board of Directors Bylaws**

**Article I - The Board of Directors**

**Section 1: Purpose**

Oversight of Sandoval Academy of Bilingual Education (SABE) is entrusted to the Board of Directors. It is the responsibility of the Board of Directors to direct the school according to the dictates of the charter, thus fulfilling the requirements of the New Mexico Charter Schools Act, NMSA 1978 22-8B-2.

**Section 2: Power**

 The Board of Directors will have the following powers and responsibilities in addition to those already conferred by New Mexico Law:

1. Establish policies regarding educational goals and school operations that fulfill SABE’s mission;
2. Implement administrative policies for the Board of Directors and the school;
3. Approve amendments to the charter before submission to the authorizer for final approval;
4. Amend bylaws as needed with unanimous vote;
5. Conduct meetings in accordance with the Open Meetings Act by providing adequate notice of time and place and public access to all meetings;
6. Hire and routinely assess the efficiency of the Principal of the school. The Board will evaluate the Principal once a year and renew his/her contract and verify salary and make adjustments as needed;
7. The Board of Directors authorizes the Principal to administrate the quotidian operations of the school. The Board will not deal with day-to-day school procedures and activity.
8. The Board authorizes the Principal to enforce policies and procedures as outlined by the Board. The Principal is to have in his/her possession all official Board documents: the charter, bylaws, policies, etc.
9. The Principal will employ the staff serving under his/her supervision including FTE teachers, support staff, ancillary services contracts, etc.
10. The Board authorizes the Principal to approve payment for all school expenditures under $10,000. Expenditures above this amount must be brought before the Board for authorization.
11. Mediate problems and disagreements that are brought to the Board in accordance with SABE policy;
12. Evaluate the execution of the annual budget including income and expenditures; vote on budget adjustments and approve expenditures exceeding $10,000; monitor budget in preparation for financial audits;
13. Organize the acquirement of resources for the school: grant writing, fundraising, recruiting and mobilizing volunteers, and public relations activity;
14. Develop a plan of action to ensure that the school meets its educational goals and complies with terms of the charter;
15. Protect school interests and originate or defend litigation as necessary;
16. Procure, lease, and transfer property according to applicable laws;
17. Approve maintenance of property belonging to SABE;
18. Accept or rejects grants and donations on behalf of SABE;
19. Apply for capital outlay funds;
20. Claim other powers that are included in the charter consistent with New Mexico Statutes.

**Section 3: Members of the Board of Directors**

Based on the availability of qualified individuals and the cohesiveness of the Board, the Board will determine a number of members, which will be no less than five and no more than nine. Members will be selected from the community according to their professional competences. These members will be appointed and ratified by the Board. Members will serve for a three-year term. When the term is completed, a member may request a second term, and that request may be granted according the discretion of the Board. Members may not serve more than two terms. Additional policies are as follows:

1. At any time a Board member may be dismissed from the Board by majority vote if the Board determines that such a removal is in the best interest of SABE and its students.
2. Meeting attendance is required. A Board member may be removed for absenteeism, defined as two missed meetings without prior notice. Physical attendance is preferable, but phone or videoconference presence is acceptable provided that it complies with the stipulations of the Open Meetings Act.
3. A member may resign at will by providing written notice to the President of the Board. This resignation is effective immediately and does not need a vote for approval. As a courtesy, it is expected that a member give thirty days’ notice, if possible, to allow for the selection of a new Board member.
4. Vacancies created by term expiration and other situations will be filled by selection and approval from the rest of the Board.

**Section 4: Quorum**

A quorum shall be defined as three members. If a quorum is not reached, members will defer the vote until the next meeting.

**Section 5: Compensation and Reimbursements**

Members of the Board of Directors may not receive a salary for their service on the Board. However, a member may be reimbursed for travel or other expenses from performing school business as stated in the New Mexico Mileage and Per Diem Act.

**Section 6: Conflict of Interest**

Members of the Board of Directors must disclose in writing any possible conflicts of interest before voting on issues pertaining to the potential conflict. A member with a conflict of interest must not vote on such matters and must not influence the vote of other members of the Board. Written disclosures will be attached to the accompanying Board meeting minutes for reference. Board members may not contract with the school or be compensated in any way, except for reimbursement as defined in Section 5. Failure to disclose potential conflicts of interest is grounds for removal from the Board.

**Section 7: Limitations of Power**

Board members may only exercise authority when acting as group at official Board meetings. A Board member has no power to act alone. The Board is not bound by any actions or statements made by a member acting independently, except when on special assignments authorized and recorded in the meeting minutes.

**Article II - Officers**

**Section 1: Titles**

Officers shall include President of the Board of Directors, Vice-President, Secretary, and Treasurer, and each will serve for a term of one year. Officers may be re-elected provided that their service does not exceed three terms.

**Section 2: Eligibility**

Any member of the Board may be elected to office by the majority vote of Board members.

**Section 3: Election**

Officer election will take place at the first Board meeting of each school year.

**Section 4: Duties**

The duties of Board member officers are as follows:

 A. Duties of the President of the Board

* Preside at meetings
* Act on behalf of the Board when authorized by majority vote
* Have signing power on legal documents
* Consult with the Principal of SABE to create agenda topics for each meeting
* Holds the same voting rights as other members

B. Duties of the Vice-President

* Assumes the duties of the President in his/her absence
* Serves as interim President if the President must vacate office for any reason until a new President is elected
* Performs duties delegated by the President

C. Duties of the Secretary

* Issues notices of all meetings and keep minutes
* Circulates minutes to the Board and to the community
* Serves as custodian of school records and creates general reports as necessary

D. Duties of the Treasurer

* Supervises school funds and monitors budget
* Attends regulatory training and creates financial reports as necessary

**Section 5: Consultants**

The Board may hire consultants to assist in the fulfillment of Board duties.

**Section 6: Vacancies**

Should a vacancy arise before a term expires, the Board will hold an election to fill the vacancy at the next Board meeting.

**Article III - Meetings**

**Section 1: Meeting frequency**

Board meetings shall occur once a month when school is in session. The Board will be in recess during summer vacation. All meetings will comply with the New Mexico Open Meetings Act.

**Section 2: Training**

Board member training will be held in accordance with New Mexico State Statute 22-8B-5.1 and

6.80.4.20 NMAC. Members will attend five hours of training annually through the New Mexico Coalition for Charter Schools. Members may attend a two-day training given by the Coalition or attend its webinars as their schedules dictate.

**Article IV - Committees**

**Section 1: Organization**

The Board can establish committees as needed, be they standing or ad-hoc. Members of the Board appoint committee members and determine the terms of the committees. Members of the community and parents may serve on committees and may be elected as committee chairs.

**Section 2: Standing Committees**

As required by NM 22-8-12.3, the following standing committees are required and the members will be appointed at the beginning of each school year:

 A. Audit Committee - The Audit Committee consists of the Treasurer, one other Board member, one parent with a student currently attending the school, and one non-parent community member with a background in finance or business. The school's Principal and

 business manager are e*x oficio* members who advise and suggest but have no voting

 rights, and their attendance is not mandatory. The purpose of this committee to oversee

 the use of public funds and prepare for and ensure compliance with annual audits. The

 committee is to meet with external auditors and be accessible to them throughout the

 course of the audit. The audit committee reviews and reports audit findings to the Board of

 Directors and then issues a corrective plan. The audit committee meets quarterly to ensure

 that the plan is carried out.

 B. Finance Committee - The Finance Committee consists of the Treasurer and at least one

 other Board member. The purpose of this committee is to review the operational budget

 (including compensation) and present it to be approved by the Board in its entirety. The

 Finance committee meets monthly to monitor income and expenditures and bank

 reconciliations and makes recommendations to the Board regarding financial planning.

**Section 3: Ad hoc Committees**

The Board can create ad hoc committees to address specific needs. Upon creation, each ad-hoc committee will have a date set to report to the Board and determine if its purpose was met and whether or not the committee should then be dissolved or sustained.

**Section 4: Chairpersons**

Chairpersons will be appointed at the beginning of the school year for standing committees and upon creation of ad hoc committees. They will report committee activity and decisions to the Board.

**Section 5: Removal and resignation**

Committee members may be removed by action of the Board if such removal is in the best interest of SABE. Committee members may also resign by submitting written notice to committee chair.

**Section 6: Reimbursements**

Like members of the Board of Directors, no committee member may receive a salary for their service, but they may have justifiable expenses reimbursed per the New Mexico Mileage and Per Diem Act.

**Article V - Employees**

**Section 1: Recruitment and Retention**

The school Principal is responsible for recruiting, hiring, supervising, and terminating staff. Contracts will be renewed each year, and salary will be determined by the salary schedule set forth in the charter and approved by the Board. Faculty will by supervised and evaluated by the school Principal. Faculty and staff may be terminated before the annual contract renewal decision in cases of gross misconduct.

**Section 2: Non-discrimination**

The Principal shall not discriminate on the basis of race, religion, national origin, gender, or age during the hiring process or in any other supervisory procedure.

**Article VII: Fiscal Year**

Fiscal year begins on July 1st and ends on June 30th. Audits will be conducted in accordance with state law.

**Article VII - Records**

The Board of Directors and the school Principal shall maintain the following records:

* Meeting minutes to include time, place, and attendance list
* Account records of all transactions
* SABE's Charter and Bylaws

**Article VIII - Indemnification**

**Section 1: Liability**

The Board will authorize the purchase of liability insurance to protect employees and Board members from legal claims against SABE and its employees and Board members.

**Section 2: Indemnification**

Neither a Board officer, nor Board member, nor Principal, nor employee of SABE shall be held personally liable for damages, except in the case of willful violations of law.