



Governing Board Bylaws

Article I - The Governing Board

Section 1: Purpose

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

Section 2: Powers and Authority

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

- A. Establish policies regarding educational goals and school operations that fulfill SABE's mission;
- B. Establish administrative policies for the Governing Board and the school;
- C. Approve amendments to the Charter before submission to the authorizer for final approval;
- D. Amend Bylaws as needed with unanimous vote;
- E. Conduct meetings in accordance with the Open Meetings Act by providing adequate notice of time and place and public access to all meetings;
- F. Hire and routinely assess the efficiency of the Head Administrator [referenced as "Director"] of the school. The Board will evaluate the Director once a year and renew his/her contract and verify salary and make adjustments as needed;
 1. The Governing Board authorizes the Director to administrate the regular operations of the school. The Board will not deal with day-to-day school procedures and activity.
 2. The Board authorizes the Director to enforce policies and procedures as outlined by the Board. The Director is to have in his/her possession all official Board documents: the Charter, Performance Contract, bylaws, policies, etc.
 3. The Director will employ the staff serving under his/her supervision including FTE teachers, support staff, ancillary services contracts, etc.
 4. The Board authorizes the Director to approve payment for all school expenditures under \$20,000. Expenditures above this amount must be brought before the Governing Board for authorization.
- G. Mediate problems and disagreements that are brought to the Governing Board in accordance with SABE policy;
- H. Evaluate the execution of the annual budget including income and expenditures; vote on budget adjustments and approve expenditures exceeding \$20,000 monitor budget in preparation for financial audits;
- I. Oversee the acquirement of resources for the school: grant writing, fundraising, recruiting and mobilizing volunteers, and public relations activity;
- J. Develop a plan of action to ensure that the school meets its educational goals and complies with terms of the Charter Performance Contract;
- K. Protect school interests and originate or defend litigation as necessary;

- L. Procure, lease, and transfer property according to applicable laws;
- M. Approve maintenance of property belonging to SABE;
- N. Accept or rejects grants and donations on behalf of SABE;
- O. Apply for capital outlay funds;
- P. Claim other powers that are included in the Charter consistent with New Mexico Statutes.

Section 3: Members of the Governing Board

Based on the availability of qualified individuals and the cohesiveness of the Governing Board, the Governing 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 to include areas such as finance, legal, educator, real estate, or other relevant professional needs. These members will be appointed and ratified by the Governing 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 to the discretion of the Governing Board. Members may not serve more than two terms, unless a successor cannot be found. To preserve institutional knowledge and continuity, the Governing Board will have staggered terms. The Governing Board will determine three (3) members to be of one group elected in odd numbered school years and two (2) members to be one group elected in even numbered school years. If the total number of Governing Board members changes, the Governing Board members fall into the odd or even numbered school years for re-election. Additional policies are as follows:

- A. At any time, a Governing Board member may be dismissed from the Governing Board by majority vote if the Governing Board determines that such a removal is in the best interest of SABE and its students.
- B. Meeting attendance is required. A Governing Board member may be removed for absenteeism, defined as two missed meetings without prior notice. Phone or videoconference presence is acceptable provided that it complies with the stipulations of the Open Meetings Act.
- C. A member may resign at will by providing written notice to the President of the Governing Board. This resignation is effective immediately and does not need a vote for approval. As a courtesy, it is expected that a member provides thirty days' notice, if possible, to allow for the selection of a new Governing Board member.
- D. Vacancies created by term expiration and other situations will be filled by selection and approval from the rest of the Governing Board.
- E. In the event the Governing Board membership drops below five members but still has at least three members, within thirty days of dropping below five members the remaining Governing Board members shall select candidates for the governing board and then vote them in as members at a meeting called pursuant to the Open Meetings Act.
- F. In the event the Governing Board membership drops below three members (including the situation where the Governing Board membership is zero members), within ten days of dropping below three members the Head of School shall develop a process to identify candidates for the Governing Board, which may include current or former Governing Board members, faculty, parents, or partner organizations. Within the ten days after the Governing Board membership drops below three members, the Head of School shall post a meeting pursuant to the Open Meetings Act, where the candidates shall elect

themselves in the same manner as when the school was initially chartered.

Section 4: Quorum

A quorum shall be defined as a simple majority of the total number of members as determined by the number of members serving on the Board. If a quorum is not reached, members will defer voting until the next meeting.

Section 5: Compensation and Reimbursements

Members of the Governing Board 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 Governing Board 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 Governing 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 Governing Board meetings. A Governing Board member has no power to act alone. The Governing 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 Governing Board, 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 Governing Board may be elected to office by the majority vote of Governing Board members.

Section 3: Election

Officer election will take place at the first Governing 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 Governing Board
 - 1. Preside at meetings
 - 2. Act on behalf of the Governing Board when authorized by majority vote
 - 3. Have signing power on legal documents
 - 4. Consult with the Director of SABE to create agenda topics for each meeting
 - 5. Holds the same voting rights as other members
- B. Duties of the Vice-President
 - 1. Assumes the duties of the President in his/her absence
 - 2. Serves as interim President if the President must vacate office for any reason until a new President is elected
 - 3. Performs duties delegated by the President
- C. Duties of the Secretary
 - 1. Issues notices of all meetings and keep minutes. This may be delegated to school staff.
 - 2. Circulates minutes to the Governing Board and to the community
 - 3. Serves as custodian of school records and creates general reports as necessary
- D. Duties of the Treasurer
 - 1. Supervises school funds and monitors budget
 - 2. Attends budget training as necessary
 - 3. Reviews financial reports monthly
 - 4. May serve as the Chair of the Finance Committee
 - 5. Serves on the Audit Committee

Section 5: Consultants

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

Section 6: Vacancies

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

Article III – Meetings

Section 1: Meeting frequency

Board meetings shall occur once a month throughout the entire calendar year. All meetings will comply with the New Mexico Open Meetings Act.

Section 2: Parliamentary Authority

The board shall be governed by the Bylaws. Robert's Rules of Order shall govern any situation not covered by the bylaws. Failure to strictly comply with parliamentary rules shall not invalidate actions taken.

Section 3: Training

Board member training will be held in accordance with New Mexico State Statute 22-8B-5.1 and 6.80.5.9 NMAC. Members will complete eight hours of training annually through a PED sanctioned entity. First year members will complete ten hours of training pursuant to 6.80.5.8 NMAC.

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 Director and business manager are ex officio 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 Governing Board and then issues a corrective plan. The Audit Committee meets as required by law to ensure that the committee is meeting statutory requirements.
- 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.
- C. Policy Committee – The Policy Committee consists of one or two Governing Board members, the Director, and any other members deemed appropriate by the Board. The purpose of this committee is to review and edit policies, monitor Legislative actions requiring new or changed policies, create and carry-out an annual policy review process, and recommend approval of policies to the full Governing Board.

Section 3: Ad-hoc Committees

The Governing 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 Governing Board, 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 Director 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 be supervised and evaluated by the school Director. Faculty and staff may be terminated before the annual contract renewal decision in cases of gross misconduct.

Section 2: Non-discrimination

The Director shall not discriminate on the basis of race, religion, national origin, gender, sexual preference or identity, disability, age, or any other protected class during the hiring process or in any other supervisory procedure.

Article VI - 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 Governing Board and the school Director shall maintain the following records:

- A. Meeting minutes to include time, place, and attendance list
- B. Account records of all transactions
- C. SABE's Charter, Bylaws, and Performance Contract

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 Director, nor employee of SABE shall be held personally liable for damages, except in the case of willful violations of law.

Article IX - Disqualifications/Nepotism Rule

In no event shall a Council member be a SABE employee, spouse of another Council member, or have a contract for provision of services or property with SABE. The Council will not initially employ as Director a person who is a Council member (unless the offer of employment is contingent upon such member's resignation from the Council), the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, daughter-in-law, sister, sister-in-law, brother, brother-in-law, or sibling (collectively "family members") of any Council member. Upon petition by the Director, the Council may approve the Director's hiring of the Director's family members by majority vote at a public meeting. Prior to approving the Director's request to hire said individual, the Council shall carefully consider the potential impact on the integrity, efficiency, discipline, and public perception of SABE in the employment of any person who is a family member of the Director or the parent of a currently enrolled SABE student. Nothing in this section shall prohibit the continued employment of a person employed on or before the adoption date of these Bylaws.