**ARTICLE I**

**GOVERNING COUNCIL MEMBERSHIP**

**Section 1: Membership**

The governing body of the school shall be composed of five (5) members. Collectively they shall be known as the Governing Council.

**Section 2: Vacancies and the Filling of Vacancies**

Vacancies on the Governing Council shall exist (1) on the death, resignation or removal of any member, and (2) if and when the number of authorized members is increased. When a vacancy occurs on the Council, the position shall be advertised on the school website, announced in the school newsletter, and shared with interested persons by the Principal, Council members, school employees, and students.

The existing Council members and the Principal shall collaborate to identify potential candidates for nomination. Candidates may nominate themselves or be nominated by another individual. A letter of interest and a resume shall be submitted to the Council President.

The existing Governing Council shall select additional Council members from nominees based upon these criteria:

* Willingness to assume the responsibilities of the school’s governing body
* Willingness to comply with New Mexico statutes and regulations
* Willingness to receive mandatory training aimed at informing Council members of their responsibilities and roles
* Willingness to use past experiences and current knowledge to benefit the school
* Willingness and commitment to support and further the ATDSCS vision and mission

Any member may resign by giving written notice to the President of the Council, the Secretary, or the Governing Board. The resignation shall become effective immediately, unless the notice specifies a later date upon which the resignation shall be effective.

Members may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Two consecutive unexcused absences from Council meetings or a total of four unexcused absences in any twelve-month period may cause a member to be removed from the Council. An unexcused absence occurs when a member fails to notify the President of the Council of his or her absence prior to the meeting.

**Section 3: Term of Office**

Once selected, a Council member shall be sworn in, joining the Council for a standard four-year term, or in the case of an unexpected resignation of a Council member, for the remainder of that Council member’s term. Council members wishing to extend their term by up to four years may do so by majority vote of the Council.

**ARTICLE 2**

**DUTIES**

**Section 1: Responsibility and Obligations**

All activities and affairs of this School shall be conducted by or under the direction of the Governing Council. In the exercise of this power, the Council shall be subject to the provisions of the laws of this State and any limitations specified in the ATDSCS Charter or these Bylaws

**Introduction:** Upon approval by the Albuquerque Public Schools (hereafter APS) School Board, ATDSCS shall operate under a charter between ATDSCS’ Governing Council and APS, its authorizer, for the term of this charter, July 1 2012-June 30, 2017.

 The charter reflects New Mexico’s charter school law enabling establishment of innovative and experimental ways to educate students within the public school system, resulting in more opportunities for students and families in the state of New Mexico.

All activities and affairs of this school shall be authorized by the Governing Council. The Governing Council shall be subject to the provisions of the laws of New Mexico and any limitations specified in the ATDSCS Charter, the school’s by-laws, and the APS Charter Schools Procedural Directive. (Governing Council Appendix), and the New Mexico Charter Schools Act, NMSA 1978 § 22-8B-1 (2006), *et seq* as amended from time to time.

The point of contact in APS shall be the Director of the Charter/Magnet School, hereafter the Charter School Director or Primary Contact, Department or designee.

Pursuant to §6.30.2.10 Procedural Requirements, The ATDSCS Governing Council shall perform the following:

* Hire and evaluate the Principal utilizing adopted policy. The Principal shall be hired to perform the day-to-day operations of the school. Therefore, the Governing Council shall delegate administrative and supervisory functions to the Principal. The Governing Council shall refrain from involvement in delegated administrative functions.
* Provide support for the Principal’s initiatives.
* Collaborate with the administration to establish priorities, goals, and expectations for ATDSCS.
* Provide budget approval and oversight by:
	+ Ensuring that school funds are appropriately managed and disbursed.
	+ Being responsible for oversight of revenue and expenditures within the school budget.
	+ Monitoring expenditure of public funds by requiring an annual financial audit that ensures no impropriety in the manner in which the schools money matters are administrated. Governing Council Policy shall require that two-signatures be obtained for school checks and that a monthly

 review of all expenditures by the Governing Council shall occur. Two

 members of the Governing Council shall serve on the Finance Committee

 to review financial activity prior to the monthly Governing Council

 meetings. The Governing Council shall invite the public to participate in its

 budget development process.

* Comply with the most current Charter Schools Procedural Directive – Albuquerque Public Schools.
* Comply with the authorizer’s audit activities as required by the Charter Schools Procedural Directive, Albuquerque Public Schools.
* Develop policies and procedures that guide the school in meeting its mission and goals and notify the authorizer as requested. It is through the Governing Council that ATDSCS shall affect change through the development of policy.
* Be accountable, along with the Principal, to the public for student academic performance by providing public access to ATDSCS’s annual Accountability Report, and informing the school community, in writing, regardless of the school’s Annual Yearly Progress (AYP) status.
* Award diplomas to students who have successfully completed graduation requirements.
* Ensure the alignment of district curricula with NM Content Standards and Benchmarks.
* Establish policies providing for inspection of education records by students and parents.
* Serve as liaison between the community and the school administration.

**ARTICLE 3**

**GOVERNING BODY AUTHORITY**

**Section 1: Authority**

The Governing Council shall have authority only when a duly constituted quorum is convened in an open session. The Council shall not be bound in any way by the action or statement of an individual member. No member may speak for and/or represent the entire Governing Council unless authorized by the Governing Council majority as documented in the minutes.

**Section 2: Decision- Making**

Decisions aimed at supporting the school’s mission and goals shall be made based on policy or procedure developed by the Governing Council. All policy and procedure shall be subject to local, state, and federal law and statutes. With the mission and goals always in mind, the Governing Council shall establish or require that the Principal establish procedures that authorize the making of day-to-day decisions for the operation of the school.

**Section 3: Policy Authority**

 A policy, once created and adopted by the Governing Council, is in force. All employees and students enrolled at ATDSCS are subject to the constraints and requirements of that policy. They must be in writing and approved by the Council at an open meeting held in accord with the Open Meetings Act, NMSA 10-15.

**Section 4: Revoking Policies and Directives**

A policy, once adopted, shall remain in effect until the policy is amended or deleted. By-Laws that are adopted, amended, or repealed shall be approved by the Governing Council. Any policy amended during the course of this charter shall be submitted to the APS School Board for approval if it changes the conditions of this charter.

**Section 5: Individual Governing Council Member Capacity**

The President shall be the chief executive officer of the Council, and shall, subject to the control of the Council, supervise and control the affairs of the Council and the activities of the officers. The President shall:

* preside at all meetings of the Council.
* be responsible for ensuring compliance with legal requirements regarding public meetings.
* in the name of the Council, execute such deeds, mortgages, bonds, contracts, checks, and other instruments authorized by the Governing Council.
* appoint ad hoc committees as needed.

The Vice-President shall assume the President’s role and responsibility in the President’s absence.

The Secretary shall:

* certify and keep at the Principal’s office, a copy of up-to-date by-laws.
* keep the minutes of all Governing Council meetings, and if applicable, minutes of committees. Included in these minutes are the time and place of the meeting, whether it is regular or special, how notice thereof was given, the names of those in attendance and how they voted on action items, and the proceedings thereof.
* insure that all notices are duly given in accordance with the provisions of the Open Meetings Act.

**ARTICLE 4**

 **MEETINGS**

As the school’s governing body, the Governing Council shall be responsible for implementation of policy which complies with statute, acting in the best interest of students and the public. The Council shall be charged with promoting and supporting the mission of the school and supporting the Principal in the performance of duties. This is best accomplished by meeting as a group to discuss issues and make decisions that support the mission and vision of the school.

**Section 1: Meetings**

The Governing Council shall hold regular monthly meetings that are advertised, open to the public, and in compliance with the Open Meetings Act, NMSA 1978, Chapter 10, Article 15, including the annual adoption of the Open Meetings Resolution as required by public entities. A copy of the approved Open Meetings Resolution shall be provided to the authorizer annually as required. Governing Council meetings shall provide opportunities to:

* hear input from the school community,
* learn about updates from the administration regarding the school’s operation,
* address current and ongoing issues,
* comply with legal requirements,
* provide budget oversight,
* generate policy as required, and
* gather information needed to determine if the Principal is meeting the school goals and mission established by the Governing Council.

**Section 2: School Community Participation**

The Governing Council shall encourage participation in meetings by staff, families and community members including, but not limited to:

* attending Governance Council meetings as announced subject to the Open Meetings Act. Meetings shall be announced via newsletter, school website, or notices posted on school property. Any person may attend a regularly scheduled Governing Council meeting and may formally address the Governing Council during a community input period included in every agenda.
* sharing in the budget process at budget development sessions as announced.
* nominating candidates, including self, for the Governing Council.

**Section 3: Meeting Site**

Meetings shall be held at the ATDSCS campus unless another location is designated by the Council in time to meet Open Meetings requirements.

**Section 4: Meeting Dates**

Regular meetings of the Council shall be held at the Council’s discretion, preferably monthly, or more often if need arises. A meeting of the Council shall be held within 60 days of the close of the fiscal year.

**Section 5: Meeting Notices**

In keeping with the Open Meetings Act, Sections 10-15-1 et seq., NMSA1978, the following provisions shall govern notices for meetings of the Governing Council:

* Regular Meeting: If the regular meeting of the Council is scheduled consistently, no notice to members need be given. However, if regular meetings are held only at the discretion of the Council, then the President or the Secretary shall give at least one week of prior notice. Public notices are required for all regular meetings under State Law and an agenda for the meeting must be posted at least 24 hours prior to the meeting.
* Special Meeting: The President or the Secretary of the Council shall give at least one-week prior notice to each Council member. The notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting, In the case of facsimile notification, the member to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
* Waiver of Notice: When a notice of a meeting must be given to any member of this Council under provisions of these Bylaws or the laws of this state, a waiver of notice in writing signed by the member shall be equivalent to the giving of such notice. Such a waiver of notice may be signed either before or after the meeting date.

**Section 6: Quorum**

A quorum shall consist of the simple majority of the members of the Governing Council. No business shall be considered by the Council at any meeting at which a quorum is not present. Each act or decision made by a majority of the members present at a meeting, with a quorum, is an act of the Governing Council. The only motion which the President shall entertain at a meeting with no quorum is a motion to adjourn.

**Section 7: Roberts Rules of Order and Officers**

Meetings of the Council shall be guided by Roberts Rules of Order and shall be presided over by the President of the Council, or, in his/her absence, by the Vice-President. The Secretary of the Council shall be secretary of record and will record meetings of the Council. In his/her absence, the presiding officer shall appoint someone to act as secretary.

**Section 8: Majority Action as Council Action**

Every action or decision made by a majority of the members present at a meeting at which a quorum is present is the act of the Governing Council. The exception is when these Bylaws or state law requires a greater percentage or different voting rules for approval of a matter by the Council.

**ARTICLE 5**

**COMMITTEES**

**Section 1: Executive Committee**

The Governing Council may, by a majority vote of its members, designate its officers as an Executive Committee and may delegate such committee the powers and authority of the Council in the management of the business and affairs of the Council.

By a majority vote of its members, the Council may revoke or modify the Executive Committee authority so delegated, increase or decrease (but not below two) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Council. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the Council records, and report the same to the Council from time to time as the Council may require.

**Section 2: Other Committees**

ATDSCS shall have such other committees. The Finance Committee shall meet prior to each regular Governing Council meeting. Other committees may be designated by resolution of the Governing Council. These committees may consist of persons who are not also members of the Council and shall act in an advisory capacity to the Council. The ATDSCS Governing Council shall have four standing committees: Finance and Budget; Facilities and Long-term Planning, Audit, and Personnel and Grievances Committees.

**Section 3: Meetings and Actions of Committees**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with those provisions of these Bylaws concerning meetings of the Council.

Brief minutes of each committee shall be maintained by a member of each committee. If a committee reports during a regular Council meeting, important points shall be included in the Governing Council meeting’s minutes.

The time for regular and special meetings of committees may be fixed either by resolution of the Council or by the committee itself.

**ARTICLE 6**

**COMPENSATION**

**Section 1: Compensation**

Governing Council members shall serve without compensation.

**Section 2: Reimbursement**

Governing Council members may receive reimbursement for expenses incurred in the performance of their duties such as travel costs incurred attending out-of-town meetings on behalf of the school.

**ARTICLE 7**

**NON-LIABILITY OF GOVERNING COUNCIL MEMBERS**

**Section 1: Personal Liability**

Governing Council members shall not be personally liable for debts, liabilities, or other obligations of the Council.

**Section 2: Indemnity**

The Council, to the fullest extent possible, shall indemnify members and officers of the Council under the laws of the State of NM.

**Section 3: Liability Insurance**

Unless otherwise provided by law, the Council may adopt a resolution authorizing the purchase and maintenance of liability insurance on behalf of any agent of the Council (including a member, officer, employee or other agent of the Council).

**ARTICLE 8**

**GOVERNING COUNCIL MEMBER CONFLICT OF INTEREST**

**Section 1: Misuse of Information**

A Governing Council member shall never use information obtained as a member for personal gain. Any Council member with an actual, potential, or perceived conflict of interest shall not be involved in decision-making affecting such issues.

**Section 2: Responsibilities**

Governing Council members shall:

* make known their connections with suppliers or groups doing business with ATDSCS and shall abstain from voting on any action or policy having the appearance of benefiting a supplier or group doing business with the school.
* disclose their personal and/or professional relationship with any vendor, contractor, or supplier at such time that the member becomes aware of a business relationship between ATDSCS and a vendor, supplier, or contractor.
* act in ways that are consistent with the ATDSCS mission.

**ARTICLE 9**

**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**Section 1: Execution of Instruments**

The Governing Council, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Council to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority bind the Council by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 2: Checks and Notes**

Except as otherwise specifically determined by resolution of the Governing Council, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money other than payroll, and other evidence of indebtedness of the Council shall be signed by the Principal or signatories and countersigned by the Council President.

**Section 3: Deposits**

All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Governing Council may select.

**Section 4: Gifts**

The Governing Council may accept on behalf of the Council any contribution, gift, bequest, or devise for the nonprofit purposes of this Council.

**ARTICLE 10**

**RECORDS AND REPORTS**

**Section 1: Maintenance Records**

The Governing Council shall keep at the ATDSCS office:

* Minutes of all meetings of members and committees of the Council, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
* Adequate and correct books and records of account, including accounts of its properties and business transactions and account of its assets, liabilities, receipts, disbursements, gains and losses;
* A copy of the ATDSCS charter and Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

**Section 2: Governing Council’s Inspection Rights**

Every member of the Governing Council shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Council. The agent or attorney for a member may make in person inspections on behalf of the member under the provisions of this Article, and the right to inspection shall include the right to copy and make extracts.

**Section 3: Periodic Report**

The Council shall cause any annual or periodic report required under law or procedural

 guideline to be prepared and delivered to an office of this state to be prepared and delivered within the time limits set by law and its authorizer.