

**BYLAWS
OF
ANANSI CHARTER SCHOOL GOVERNANCE COUNCIL**

ARTICLE I

NAME, LOCATION AND FISCAL YEAR

Section 1.1 Name The name of the organization shall be Anansi Charter School Governance Council (ACS Governance Council).

Section 1.2 Location The location of the facilities shall be in the Taos Municipal School District.

Section 1.3 Fiscal Year The fiscal year of the School shall coincide with the fiscal year of Taos School District.

ARTICLE II

VISION, MISSION AND DEDICATION

Section 2.1 Vision The ACS Governance Council envisions a community of parents, teachers, students, educational and business leaders working together to create a nurturing and supportive environment where children of all races, creeds, religions and special needs, develop a love of learning and acquire a strong foundation on which to build a lifetime of knowledge.

Section 2.2 Mission The mission of ACS Governance Council is to focus and ensure the mission and goals of the Anansi Charter School and to carry the mission of the school into the community. This mission will be accomplished through focusing on the fundamental values of the Anansi Charter School. Its importance is to the concerns and needs of the parents, children and staff as it relates to the school's operations and its financial base.

Section 2.3 Dedication The dedication of the ACS Governance Council are as follows:

- A. To ensure that the Mission Statement is adhered to in all activities and decisions of the Council, and the daily activities of the staff, students, parents and school advisory committees as it relates to the School's operations.
- B. To serve as final authority in matters affecting staffing, budget, curriculum, calendar decisions and school concerns, and to ensure that these are consistent with and promote the educational goals of the Mission Statement and official School policy.

- C. To encourage faculty, parents and students to be aware of and responsive to the needs and concerns of the school as a whole, and of the unique learning styles, challenges and talents of individual students.
- D. To act as the official voice of the Anansi Charter School with regards to public information, media contacts and public relations.

ARTICLE III

OPERATING COUNCIL

Section 3.1 Composition The Governance Council shall be comprised of no less than five and no more than nine individuals. These individuals may be made up of: parents, community members at large, who may or may not be a parent; and the Director. The Director shall be an ex officio member of the Council. A teacher or any paid employee may hold no voting member positions. Only one parent per family may serve on the Council at a time. (Amended 2/9/16)

Section 3.2 Term A Governing Council Member shall hold office for a term of two years from the date of their first election. They may hold office for no more than 3 consecutive terms. The Council will vote for a renewal of a member's term as the term approaches completion. Anyone appointed to hold a council position shall serve out the term of the person replaced. (Amended 2/9/16)

Section 3.3 Vacancies In the event of death, dismissal or resignation from the Council, volunteers to serve the remainder of the term of any particular seat will be asked to apply. A volunteer will be selected by a vote of the Council from those interested.

Section 3.4 General Powers and Duties. The Governance Council shall manage the property, business and affairs of the School. Without limiting the generality of the foregoing, the Governance Council may exercise all such powers of the School as are provided by the State Governance Council of Education, Taos Municipal Schools Board of Education policy and these by-laws. By way of illustration, but not limitations, the Governance Council shall have the following powers and duties, consistent with federal and state laws.

- A. To make decisions on behalf of the organization and report its conclusions to the Taos Municipal Schools Board of Education, including without limitation, a written revenue and expenditure report, quarterly reports concerning its operations, including progress made toward its educational goals and objectives, policy development issues, student attendance, student discipline information and personnel matters.

- B. Preparation and approval of the annual budget of the school, approval of the administrative policy of the school including but not limited to, the number of days of the School year, the School's hours and all other policy which the Governance council deem necessary and proper, provided however, that all matters relating to the curriculum of the School shall be the sole responsibility of the teachers of the School so far as they meet or exceed the State Educational Standards of Excellence.
- C. To arrange for facilities for the operation of the School and such other matters, as may be deemed necessary and proper by the Governance Council for the successful operation of the School.
- D. To nominate prospective members of the Governance Council and to elect officers of the Governance Council.

Section 3.5 Resignation and Removal

Any Council member may resign at any time by giving thirty days prior written notice to the President or Secretary of the Governance Council. It is the responsibility of the resigning member to complete satisfactorily all on-going projects and responsibilities before resignation will take effect.

To request the withdrawal of any member of the Governance Council if such a member does not fulfill (i) the participation requirements of the School, or (ii) the other obligations as may be reasonably requested by the Governance Council.

Any member of the Council may be removed at any time, with or without cause, by an affirmative vote of a quorum of the remaining Council members, whenever, in their judgment the best interests of the School are served by the removal.

Section 3.6 Compensation Members of the Council are considered volunteers and shall receive no compensation of any means for their services as members of the Anansi Charter School Governance Council.

Section 3.7 Attendance Attendance at School Council meetings is mandatory. Missing three consecutive meetings without prior Council approval is grounds for immediate dismissal from the School Council at the council's digression.

Section 3.8 Code of Conduct Anansi Charter School recognizes its Governance Council as one of its greatest assets. The purpose of the code of conduct is to guide and enhance the conduct of the Governance Council in performing their duties of the school.

- As a member of the ACS Governance Council, I will strive to improve public education for all children, and to that end, I will:
- Attend all scheduled Governance Council meetings insofar as possible;

- Recognize that I have no legal authority outside the Governance Council meetings, and that all decisions of the Governance Council will be made at a public meeting where a quorum of the Governance Council is present and only after a thorough review of all the available information;
- Work in harmony with the rest of the Governance Council members to always promote and preserve the integrity of the Governance Council;
- Avoid speaking on behalf of the Governance Council except at those times when the Governance Council, by official action, authorizes me to do so, and respect the confidentiality of information that is privileged under applicable law;
- Upgrade my performance as a Governance Council member by informing myself about current educational issues by individual study and through participation in programs provided by the local school district and by the state and national school Governance Council associations;
- Support the employment of those persons best qualified to serve as school staff and make every effort to ascertain that all employees are properly remunerated for their services, and that they are dealt with fairly in the performance of their duties;
- Avoid being placed in a position of conflict of interest and refrain from using my Governance Council position for personal or partisan gain;
- Accept that my primary function is to establish policy, by which schools are administered; and that the actual administration of the education program is delegated to the director;
- Encourage active participation by the community I serve for better understanding of its needs.
- Strive to promote and perpetuate our democratic way of life;
- Remember that my first and greatest concern must be the fair and equal educational opportunity for all students attending public school.

Section 3.9 Council Members Conflict of Interest A conflict of interest is a transaction with the Organization in which a member of the organization has a direct or indirect interest. Public office is a trust created in the interest of the common good and for the benefit of the community. It is the intent of the by-laws to maintain public confidence and prevent the use of public office for private gain. In order to avoid conflicts of interest, it is the policy of the Council not to contract with Council members. Council members shall disclose any known or potential conflicts of interest in writing to the Council prior to the time of voting on any such transaction and shall not vote on the matter or attempt to influence the decisions of any Council members in voting on the matter. The written disclosures will be attached to the minutes of the meeting in which Council action occurred.

ARTICLE IV.

ELECTIONS

Section 4.1 Elections Elections of Council members shall be held as needed. When positions are available the Director will send out a request to the ACS community and post a request for council member volunteers in other public notification forums. Interested council members will be considered by the ACS Council. ACS Council members will vote in new members by a majority vote. Newly elected Council members shall assume office at the first Council meeting following their election. (Amended 2/9/16)

ARTICLE V

MEETINGS

Section 5.1 Regular Meetings Regular meetings of the Governance Council shall be held monthly. The Governance Council at the annual election meeting shall determine the dates. All meetings will comply with the Open Meetings Act.

Section 5.2 Executive Session Executive meetings of the Governance Council may be called by or at the request of the President or the Director. The person or persons authorized to call executive meetings of the Governance Council may fix any place, either within or without the State of New Mexico as the need arises, as the place for holding any executive meeting of the Governance Council as called by them. No voting is allowed to take place in an Executive session.

Section 5.3 Notices Notice of any executive meeting of the Governance Council shall be given at least seven (7) days previously thereto by written notice delivered personally, mailed, emailed or by phone. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Governance Council need be specified in the notice of such meeting. Notice of all regular, special or annual meetings will be in full compliance of the Open Meetings Act.

Section 5.4 Quorum At any meeting of the Governance Council, the presence of a majority of members shall constitute a quorum for the transaction of business, but a lesser number (not less than two (2)) may adjourn any meeting and the meeting may be held as adjourned.

Section 5.5 Attendance via Telephone Conference Call Except to the extent otherwise provided by law, any meetings of the Governance Council may be attended by any of the members by means of a conference telephone (or similar communications equipment) when it is otherwise 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 Governance Council who speaks during the meeting. Such attendance shall constitute presence by the Governance Council member as if in person and for purposes of determining a quorum. Any action taken by the Governance Council at such meeting

shall constitute a valid action of the Governance Council.

ARTICLE VI

OFFICERS OF THE GOVERNANCE COUNCIL

Section 6.1 President The President shall be the Chief Executive Officer of the School. The President, unless some other person is specifically authorized by vote of the Governance Council, shall in general, supervise and support the Director in all of the business and affairs of the school, and shall see that all orders and resolutions of the Governance Council are carried into effect. The President shall perform all duties and may exercise all rights stated in the approved charter for Anansi Charter School, these Bylaws and with approval of a majority of the Governance Council. The President shall be an ex-officio member of all committees and shall preside at all meetings of the Governance Council. The President will stay abreast of all legislative business pertaining to Charter Schools at the State level and will act as liaison with State Representatives and Government officials as an advocate for Anansi Charter School.

Section 6.2 Vice-President Except as specially limited by vote of the Governance Council, the Vice-President shall perform the duties and have the powers of the President during the absence or disability of the President and shall have the power to sign all deeds and contracts of the organization during the absence or disability of the President. The Vice-President shall perform such duties and have such other powers as the Governance Council shall designate. (Amended 2/9/16)

Section 6.3 Treasurer The Treasurer shall oversee the maintenance of records for all revenues and expenditures of the School and maintain accurate and up-to-date records of the School budget. In addition, the Treasurer may accept on behalf of the school any contribution, gift, and grant, bequest or device for the general purposes or for any special purpose of the School. The treasurer shall also perform such duties as from time to time may be assigned to him/her by the President or by the Governance Council.

Section 6.4 Secretary The Secretary shall keep accurate minutes of all meetings of the Governance Council, and shall perform all the duties commonly incident to such office, and shall perform such other duties and have such other powers as the Governance Council shall designate. The Secretary will be in charge of putting out notices in accordance with the Open Meetings Act and sign official documents along with the President. In the Secretary's absence at any meeting another member of the Council shall perform such duties thereat.

ARTICLE VII

ADVISORY COMITTEES

Section 7.1 Appointment of Committees The Governance Council may appoint one or more Governance Council Committees by vote of a majority.

Section 7.2 Membership of Committees The composition of advisory committees shall be broadly representative and shall take into consideration the specific tasks assigned to the committee. Members will be selected by the Governance Council from a list of volunteers who are parents of children attending Anansi Charter School, teachers and employees currently employed by Anansi Charter School, and community members at large who are approved by the Governance Council. A Governance Council Standing Committee will include at least one Governance council member who shall serve at the pleasure of the Governance Council.

Section 7.3 Instruction and Responsibility Each committee shall be clearly instructed as to the length of time each member is being asked to serve; the service the Governance Council wishes the committee to render, the extent and limitations of responsibility, the resources the Governance Council will provide, and the approximate dates on which the Governance Council wishes to receive major reports. Recommendations of advisory committees shall be based on research and fact.

Section 7.4 Committee Powers and Prerogatives. A school Governance Council possesses certain legal powers and prerogatives which cannot be delegated to others. Therefore, all recommendations of an advisory committee must be submitted to the Council for official action. The Governance Council shall have the power to dissolve any advisory committee and shall reserve the right to exercise this power at any time during the life of the committee.

Section 7.5 Meetings Advisory committees to the Governance Council shall comply with the requirements concerning public meetings that are specified in Section X Notices.

Section 7.6 ACS Governance Council Committees.

Program and Facility Oversight Committee: The ACS Director will be instrumental in developing a committee to deal with educational reporting and oversight. The purpose of this committee shall be to ensure that the educational programs of the school are accomplishing the goals of the charter, its curriculum, and meeting state standards as required by law.

Finance Committee: The ACS Finance Committee has a vital role in keeping the Governance Council apprised of the school's business affairs and financial condition.

- a. Appointments and Composition. The members of the finance committee shall be the treasurer of the Governance Council who shall serve as the chair, the ACS Financial Officer, Director, and at least one other member who is a non-ACS employee and disinterested party selected by the treasurer and Director and approved by the council.

b. Responsibilities:

Prepare and maintain the annual budget for the charter school in collaboration with the Director.

Also in collaboration with the Director, develop and annually revise a long-term financial forecast.

Prepare all Budget Adjustment Requests (BAR) and present with recommendations to the Governance Council as necessary.

Review business manager's required reports and make recommendations to the Governance Council regarding the reports as necessary.

Audit Committee (Standing Committee)

The Audit committee has a vital role in keeping the Board apprised of Anansi Charter School's (ACS) business affairs and financial condition.

a. Appointments and Composition. The Audit committee shall include two Board members, one volunteer member who is a parent of a student attending ACS, and one volunteer member who has experience in accounting and financial matters.

The Director and the Anansi Charter School Business Manager shall serve as ex-officio members of the Audit committee (22-8-12.3.D NMSA 1978).

b. Responsibilities

1. offer support to the district in the evaluation of the request for proposal and/or the contract for annual financial audit services;
2. offer support to the district in the selection of the financial auditor;
3. attend entrance and exit conferences for annual and special audits;
4. meet with external auditors as needed after audit field work begins until the conclusion of the audit;
5. be accessible to the external financial auditors as requested to facilitate communication with the Council and the Director;
6. track and report progress on the status of the most recent audit findings and advise the Council on policy changes needed to address audit findings;
7. be subject to the same requirements regarding the confidentiality of the audit information as those imposed upon the local school board by the New Mexico Audit Act and rules of the state auditor. (<http://codes.findlaw.com/nm/chapter-22-public-schools/nm-st-sect-22-8-12-3.html>)

Parent Advisory Committee: The Friends of the Anansi Charter School will act as the parent advisory committee, which reports to the Governing Council. This committee will advise the Governance Council regarding instructional issues and curricula enrichment

interests, school budget planning, collaborating the Governance Council of the Anansi Charter School, and increasing family involvement.

Council Development Committee. The Governance Council development committee is commissioned by and responsible to the Governance Council to assume the primary responsibility for matters pertaining to Governance Council recruitment, nominations, orientation, training, and evaluation in accordance with the Governance Council policies and practices.

School Advocacy Committee: The Governance Council will maintain a school advocacy committee to maintain a positive image in the community at large, maintain relationships within the community, and look after the interests of ACS.

ARTICLE VIII

CONTRACTS AND GRANTS

Section 8.1 Contracts All contracts must be evaluated by the Council's attorney and intent to proceed on the contract must be secured through consensus agreement of the Governance Council. Only the President and the Secretary of the Governance council, in consultation with each other, and with joint agreement, shall be authorized to enter into any contract and to execute and to deliver any instrument in the name of and on behalf of the School.

Section 8.2 Grants The President and/or Treasurer of the Council may accept on behalf of the School any contribution, gift, grant, bequest or device for general purposes or any special purpose of the School. Donations of the above must be reported to the Governance Council at the next scheduled meeting. These two officers act as the Governance Council's agents and have the Council's consent to pursue and accept monies to support school activities. All potential donors are asked to submit a letter detailing the nature of the gift and any designated purpose toward which it must be used, if applicable, to the Secretary of the Governance Council who will bring it to the attention of the Council. The Director of the School will also review and make recommendations on the acceptance or rejection of all proposals.

ARTICLE VIV

BOOKS AND RECORDS

Section 9.1 Books and Records The Secretary of the Governance Council shall keep on behalf of the School minutes of the proceedings of its members, Governance Council and Committees, and shall keep at its registered or principle office and on its website a record giving the names and addresses of the Governance Council members and operating committees. All records of the School are considered public documents and may be inspected at any time. However, student records, personnel records, and any other record protected under privacy laws are excluded from this provision.

ARTICLE X

AMENDMENT

Section 10.1 Amendments These by-laws may be altered, amended or repealed, in whole or in part, and new by-laws may be adopted by the Governing Council, provided, however, that notice of such alteration, amendment, repeal or adoption of the new by-laws be contained in the notice of such meeting of the Governance Council. All such amendments must be approved by an affirmative vote of at least two-thirds (2/3) of the entire Governance Council then in office at a duly noticed regular or executive meeting of the Governance Council.