



**ANANSI CHARTER SCHOOL
GOVERNANCE COUNCIL**

BYLAWS

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ANANSI CHARTER SCHOOL GOVERNANCE COUNCIL BYLAWS

ARTICLE I

NAME AND LOCATION.

- Sec. 1.1.** **Name.** The New Mexico Charter Schools Act (the “Act”) provides that a charter school shall be governed by a governing body in the manner set forth in the charter. Therefore, the name of the governing body for the Anansi Charter School (“hereinafter “School” or “ACS”) shall be the Anansi Charter School Governance Council. Throughout these Bylaws, the Anansi Charter School Governance Council shall be referred to as the “Governance Council” or “Council.”
- Sec. 1.2.** **Location.** The location of the facilities shall be in the Taos Municipal School District.

ARTICLE II

VISION, MISSION, AND DEDICATION.

- Sec. 2.1.** **Vision.** To be a public community school that educates the heart and mind of each learner to ensure success.
- Sec. 2.2.** **Mission.** The mission of Anansi Charter School is to develop the academic potential and emotional intelligence of each learner. ACS strives to promote the love of learning through student engagement, innovative educational practices, and family and community partnership.
- Sec. 2.3** **Dedication.**
- a. To ensure that the Vision and Mission are adhered to in all activities and decisions of the Council, and the daily activities of the staff, students, parents, and school advisory committees as they relate 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 Vision and Mission 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 regard to public information, media contacts, and public relations.

ARTICLE III

EQUAL OPPORTUNITY.

- Sec. 3.1.** ACS affirms its commitment to equal and equitable treatment of all of its students, parents, and employees. Neither ACS nor the Governance Council shall discriminate against any student, parent, or employee on the basis of race, age,

religion, color, national origin, ancestry, sex, physical or mental handicap, serious medical condition, or sexual orientation or gender identity with respect to a student, parent, or employee's rights, privileges, and/or access to programs and activities, and/or in the administration of ACS's educational programs, athletics, or other extracurricular activities.

ARTICLE IV

GOVERNANCE AND TRAINING.

Sec. 4.1. The Governance Council has a responsibility to ensure that ACS operates in accordance with all applicable laws and regulations and meets its commitments to its authorizer, Taos Municipal Schools Board of Education, and to the New Mexico Public Education Department ("NMPED"), as reflected in its Charter. Council members have a responsibility to be familiar with the terms of the ACS charter and legal responsibilities of public schools. Governance Council members must become educated about public school laws and applicable rules and regulations.

Sec. 4.2. All Governance Council members are required to attend annual mandatory trainings that explain NMPED rules, policies, and procedures, statutory powers and duties of charter school governing bodies, legal concepts pertaining to public schools, finance and budget, and other matters deemed relevant by the NMPED. In particular, the Governance Council recognizes that the following New Mexico statutes and rules are applicable to public charter schools, and each member commits to take necessary steps to become familiar with the following provisions:

- Charter Schools Act (NMSA 1978 §§ 22-8B-1 et seq.)
- School Personnel Act (NMSA 1978 §§ 22-10A-1 et seq.);
- Procurement Code (NMSA 1978 §§ 13-1-1 et seq.);
- Open Meetings Act (NMSA 1978, §§ 10-15-1 et seq.);
- Public School Finance Act (NMSA 1978 §§ 22-8-1 et seq.); and
- New Mexico Public Education Department regulations (Title 6 of the New Mexico Administrative Code).

To the extent ACS has not specifically requested and been granted a waiver from a particular NMPED or Taos Municipal Schools policy, those policies which have not been waived shall apply.

ARTICLE V

POWERS, DUTIES, AND AUTHORITY.

Sec. 5.1. Powers and Duties.

The powers and duties of the Governance Council are prescribed by the Anansi Charter School Charter and the New Mexico Public School Code and all applicable state and federal laws and regulations. The Governance Council shall have the following powers:

- a. To nominate and remove Council Members by majority vote;
- b. To select, evaluate, and remove Anansi Charter School's Director, to negotiate the terms of their contract in accordance with the School Personnel Act and

- the requirements of the Anansi Charter School charter, and to fix their compensation;
- c. To ensure that the affairs and activities of Anansi Charter School are conducted in accordance with the charter and to establish School policies;
 - d. To enter into contracts, leases, and other agreements that are, in the Governance Council's judgment, necessary or desirable in promoting the interests of Anansi Charter School;
 - e. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, encumber, convey, or otherwise dispose of such property;
 - f. To review and approve the annual budget of anticipated income and expenditures and budget adjustment requests and to direct preparation of the annual financial audit report;
 - g. Those powers as set forth in the Anansi Charter School Charter that are not inconsistent with federal or state laws or constitutions, or as otherwise set forth in the Charter Schools Act, NMSA 1978 §§22-8B-1, *et seq.*; and
 - h. At least annually conduct a self-evaluation for the Governance Council's performance. The assessment tool for the evaluation shall be based on best practices for board evaluations.

Sec. 5.2. Authority.

- a. **General:** The Governance Council is the governing body of ACS and is responsible for ensuring the fair and uniform application of all federal, state, and local laws in the operation of the School, as well as the School's charter and policies. ACS will be operated for the educational benefit of its Students. The Governance Council is the policy-making body for the School. The Anansi Charter School Governance Council will exercise leadership primarily through the formulation and adoption of policies.
- b. **Delegation to the Director:** The Governance Council shall concern itself primarily with broad questions of policy and with the appraisal of results rather than with administrative detail. The application of policies is an administrative task to be performed by the Director and designated staff, and they shall be held responsible for the effective implementation of Governance Council policies. The Director shall be held responsible for keeping the Governance Council informed of all matters within its purview so that the Governance Council can fulfill the above-described functions of a governing body.
- c. The Director will have primary responsibility for all aspects of the School's operations and programs, including the day-to-day management and implementation of the School's charter and Governance Council policies. The teachers and staff of Anansi Charter School will report to the Director.
- d. **Individual Member's Authority:** A member of the Governance Council is a public officer but has no power or authority individually. The Charter vests power in the Governance Council and not in the members, either individually or otherwise, and these powers must be exercised by the Governance Council at a public meeting in regular or special called meetings, with action duly recorded in its minutes.
- e. **Binding Authority:** The Governance Council shall not be bound in any way by

any action or statement on the part of any individual Governance Council member except when such a statement is made or action is taken in pursuance of specific instructions from the Governance Council. Any such exception shall be recorded as an action item of the Governance Council and recorded in the minutes.

- f. **Advanced Notice:** The Governance Council recognizes the importance of timely communication among its members and between the Governance Council and the Director. The Governance Council's Secretary and the Director or their designee will strive to ensure that the Governance Council is given prior notice of matters submitted by members for deliberation at meetings.

ARTICLE VI

GOVERNANCE COUNCIL CODE OF CONDUCT.

Sec. 6.1. 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 members in performing their duties. The Governance Council Code of Conduct is as follows.

- Sec. 6.2.** As a member of the ACS Governance Council, I will strive to improve public education for all children, and to that end, I will:
- a. Attend all scheduled Governance Council meetings insofar as possible;
 - b. Recognize that I have no legal authority outside of 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;
 - c. Work in harmony with the rest of the Governance Council members to always promote and preserve the integrity of the Governance Council;
 - d. 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;
 - e. Enhance my performance as a Governance Council member by informing myself about current educational issues through individual study and participation in programs provided by the local school district and by the state and national school Governance Council associations;
 - f. 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;
 - g. Avoid being placed in a position of conflict of interest and refrain from using my Governance Council position for personal or partisan gain;

- h. 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;
- i. Encourage active participation by the community I serve for better understanding of its needs.
- j. Strive to promote and perpetuate our democratic way of life; and
- k. Remember that my first and greatest concern must be the fair and equal educational opportunity for all students attending public school.

ARTICLE VII

GOVERNANCE COUNCIL MEMBERSHIP.

Sec. 7.1. Number of Council Members.

The number of Council Members of Anansi Charter School shall be not less than five (5) or more than nine (9).

Sec. 7.2. Composition.

The Council may be made up of parents and/or community members at large. Only one parent per family may serve on the Council at a time. The Director shall be an *ex officio* member of the Council. The Governance Council will include at least one parent of a current ACS student. The Council also may include one non-voting staff member and one non-voting middle school student member.

Sec. 7.3. Nomination of Council Members.

Vacant Governance Council positions will be advertised on the ACS website and/or in the School newsletters. After the advertisement has been placed, nominations will be accepted for a minimum of one-month before any nomination is considered by the Governance Council. Vacant Governance Council positions may be filled in the following manner: An interested party may declare their interest to any Council Member who may present the name of an interested party to the Council. Vacant positions may be filled any time during the calendar year, whenever interested parties become available.

Sec. 7.4. Election of Council Members.

- a. **Timing.** Election of Council members shall be held as needed.
- b. **Selection of Nominees.** Council Members shall vote on the candidates presented by individual Governance Council Members.
- c. **Eligibility.** Council Members may recommend any person of at least 18 years of age who they believe will serve the interests of ACS faithfully and effectively and who has agreed to serve. Individuals possessing a wide variety of professional experience or personal skills pertinent to the ACS mission will be sought. No member of the Governance Council shall serve on the governing body of another charter school or school board (NMSA 22-8B-4.B).
- d. **Conflict of Interest.** Voting Council Members may not include individuals who are employed by ACS or those who have family members or domestic partners who are employed by ACS. Furthermore, if a voting Council Member has a family member or domestic partner in a leadership position on the Friends of Anansi or who is a member of the ACS Equity Council, they

must disclose that relationship to the Governance Council, and a majority of the Governance Council must vote affirmatively to allow the voting council member to remain on the Governance Council. If a majority of the Governance Council does not affirmatively vote to allow the voting member, with the conflict, to remain on the Governance Council, they would be automatically prohibited from being a Governance Council voting member. Additionally, voting council members shall not have been regular employees of ACS in the prior year.

- e. **Elections.** Council Members shall be elected by a super majority vote. A super majority is a majority of then seated members of the Council. Newly elected Council members shall assume office at the first Council meeting following their election.
- f. **Eligible Electors.** Eligible electors are all currently serving Council Members. Each eligible elector is entitled to cast one vote per Council Member vacancy.

Sec. 7.5. Term of Office.

- a. The Governance Council members shall serve in a position that has a term of office of two (2) years.
- b. The Governance Council Officers (President, Vice President, Treasurer and Secretary) will serve in two (2) year terms. If a Governance Council member is elected to office during the second year of their term as a member, their term as a member of the Council shall be extended such that they may serve as an officer for a full two (2) year term.
- c. Governance Council Officers may serve consecutive or non-consecutive terms in the same or different positions if elected to do so.
- d. The terms for membership on the Governance Council will be staggered.
- e. A Council Member's term of office shall not be shortened by any reduction in the number of Council Members resulting from amendment of these Bylaws or other Governance Council action.

Sec. 7.6. Responsibilities of Council Members.

- a. Attendance at all meetings of the Governance Council, such attendance being mandatory.
- b. Notification of absence provided to the President of the Governance Council prior to meetings, as necessary.
- c. Participation in at least one committee, standing or *ad hoc*.
- d. Attend required trainings with respect to roles and responsibilities as a member of the Anansi Charter School Governance Council at least annually as prescribed in law.

Sec. 7.7. Removal of Council Members.

Any member may be removed with or without cause by a majority vote of the Governance Council whenever such removal is in the best interests of ACS. Grounds for removal will include without limitation the following acts or omissions:

- a. Failure to attend three (3) or more consecutive regular Governance Council meetings unless the absences were a result of exigent circumstances for which the President of the Governance Council was apprised prior to the absences;

- b. The member has been convicted of a felony;
- c. Violation of the Conflict of Interest Policy contained herein;
- d. Violation of the member's duty of loyalty; *or*
- e. Violation of Governance Council Code of Conduct contained herein; or for such other good causes as the Governance Council may determine.

Sec. 7.8. Resignation by Council Member.

- a. **Voluntary.** A Council Member may resign by giving thirty (30) days written notice to the Governance Council President or Secretary. Other forms of resignation may be accepted by vote of the Governance Council.
- b. **Effective Date.** The resignation is effective thirty (30) days after written notice is delivered to the Governance Council President or Secretary, or at any later date specified in the written notice. This notice period may be shortened by vote of the Governance Council. The resigning member is responsible for satisfactorily completing all on-going projects and responsibilities before resignation takes effect, if possible.
- c. **Notice to Taos Public Schools.** If the Council Member's resignation would leave ACS without a duly elected Council Member in charge of its affairs, a Council Member may not resign without first giving notice to the Taos Public Schools designee.

Sec. 7.9. Vacancies.

A vacancy is deemed to occur on the effective date of the resignation of a Council Member, upon the removal of a Council Member, upon declaration of vacancy pursuant to these Bylaws, or upon a Council Member's death. A vacancy is also deemed to exist upon the increase by the Governance Council of the authorized number of Council Members.

Sec. 7.10. Compensation of Council Members.

Council Members shall serve without compensation. However, the Governance Council may approve reimbursement of a Council Member's actual and necessary expenses in accordance with the New Mexico Per Diem and Mileage Act while conducting ACS business.

ARTICLE VIII

OFFICERS AND ELECTIONS.

Sec. 8.1. Officer Positions.

The officers of ACS Governance Council consist of a President, a Vice-President, a Treasurer, and a Secretary. The ACS Governance Council also may have such other officers as the Governance Council deems advisable. The duties of certain officers are set forth herein. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the "absence" of the Officer), the duties of the office shall, unless otherwise provided by the Governance Council or these Bylaws, be performed by the next Officer set forth in the following sequence: President, Vice-President, Treasurer, and Secretary.

- a. **President.** The President shall be the Chief Executive Officer of ACS. The responsibilities of the President include, but are not limited to, the following:

1. Supervise and support the Director in all of the business and affairs of ACS;
 2. Preside at all meetings;
 3. Ensure that all orders and resolutions of the Governance Council are carried out;
 4. Appoint committee members with approval of the Governance Council;
 5. Make or second motions, discuss questions, and vote;
 6. Sign legal documents as required by law;
 7. Develop the agenda for the Governance Council meetings in collaboration with all committee chairs and the administration;
 8. Be an *ex-officio* member of all committees;
 9. Act for, or on behalf of, the Governance Council with prior specific authority from a majority of the Governance Council;
 10. Consider all communication addressed to the President for appropriate action, which may include consulting with legal counsel and /or the Governance Council;
 11. Stay abreast of all legislative business pertaining to Charter Schools at the State Level and act as liaison with State Representatives and Government officials as an advocate for ACS; and
 12. Perform such other duties as may be prescribed by the Governance Council.
- b. **Vice-President.** The responsibilities of the Vice- President include, but are not limited to, the following:
1. Except as specially limited by vote of the Governance Council, the Vice President shall perform the duties and have the powers of the President in the absence or disability of the President or at the request of the President;
 2. In the event a vacancy occurs in the Presidency, the Vice-President will act in the capacity of the President until the office has been filled by a vote of the Governance Council; and
 3. Perform such duties as from time to time may be assigned by the President or by the Governance Council.
- c. **Treasurer.** The responsibilities of the Treasurer include, but are not limited to, the following:
1. Be familiar with the fiscal affairs of the School and keep the Council informed thereof in the event that the School's Financial Manager is unable to so act;
 2. Oversee the maintenance of records for all revenues and expenditures of ACS and maintain accurate and up-to-date records of the School budget;
 3. The Treasurer may accept on behalf of ACS any contribution, gift, grant, bequest, or devise for the general purposes or for any special purpose of ACS;
 4. Have knowledge of public school finance laws, rules and policies;
 5. Serve as the Chair of the ACS Finance and Audit Committees;
 6. Attend any financial regulatory training required by the State or

- District; and
7. Perform such duties as from time to time may be assigned by the President or by the Governance Council.

The Treasurer may not hold any other office concurrently.

- d. **Secretary.** The responsibilities of the Secretary include, but are not limited to, the following:
 1. Keep accurate minutes of all Governance Council meetings;
 2. Be responsible for presenting the minutes to the Council at meetings;
 3. Assure that all notices are given in accordance with the provisions of the Charter, Governance Council policies, and as required by law;
 4. Countersign, when required, all authorized bonds, contracts, deeds, leases, or other legal instruments;
 5. Ensure the posting of the agenda within the guidelines provided by law; and
 6. Other duties as from time to time may be assigned to the Secretary by the President or Governance Council.
 7. The Council 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 Governance Council's review.
 8. In the Secretary's absence at any meeting another member of the Governance Council shall perform the duties described herein.

Sec. 8.2. Officer Election, Eligibility, and Term of Office.

- a. **Election.** The Governance Council shall elect the officers at the Annual Meeting, or if necessary, at a Regular Meeting, or at a Special Meeting called for that purpose. If vacancies occur, they will be filled at the next Regular meeting or at a Special Meeting called for that purpose.
- b. **Eligibility.** Any Council Member is eligible to hold office.
- c. **Term of Office.** Each officer serves at the pleasure of the Governance Council, holding office until resignation, removal, or disqualification from service, or until their successor is elected. Each officer shall serve for a term.

- Sec. 8.3. Removal or Resignation of Officer.** The Governance Council may remove any officer for good cause at any time. Any officer may resign at any time by giving written notice to ACS, the resignation taking effect on receipt of the notice or at a later date as specified in the notice.

ARTICLE IX

ADVISORY COMMITTEES OF THE GOVERNANCE COUNCIL.

- Sec. 9.1. Appointment of Committee Members.** The Governance Council may appoint members of Governance Council advisory committees by vote of a super majority, as defined herein. Appointments to Standing Committees shall be made at the Annual Meeting of the Governance Council or at other times, as needed.

- Sec. 9.2. Instruction and Responsibility.** Each advisory 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 committees shall be based on research and fact.

Sec. 9.3. 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 Governance Council for official action.

Sec. 9.4. Committee Meetings. Committee meetings shall comply with the New Mexico Open Meetings Act and the Anansi Governance Council Open Meetings Act Resolution.

Sec. 9.5. Compensation of Committee Members. Members of the committees 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.

Sec. 9.6. Resignations and Removal of Committee Members: Unless otherwise specified herein, any member of a committee may, at any time, resign by giving written notice to the President or the Secretary and the acceptance of such resignation shall not be necessary to make it effective. Any member of a committee may be removed by the Governance Council by majority vote whenever in its judgment the best interests of the School would be served thereby.

Sec. 9.7. Standing Committees of the Governance Council.

The Governance Council has the authority to form the following standing committees based on the needs of ACS:

a. **Finance Committee.**

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

1. Composition

The members of the Finance Committee shall be the Treasurer of the Governance Council, who shall serve as the Chair, at least one other Governance Council member, the ACS Financial Manager, the Director, and at least one other member selected by the Treasurer and Director and approved by the Governance Council who is not an ACS employee and who is a disinterested party.

2. Responsibilities

- i. Prepare and maintain the annual budget for the School in collaboration with the Director and Financial Manager;
- ii. Also in collaboration with the School's Director, develop and annually revise a long-term financial forecast;
- iii. Review all grant proposals and, when necessary, make recommendations to the Council;
- iv. Review all Budget Adjustment Requests (BAR) and present with recommendations to the Governance Council as necessary.
- v. Review Financial Manager's required reports given to the Governance Council and make recommendations based on

these reports.

b. **Audit Committee.**

The Audit Committee has a vital role in keeping the Governance Council apprised of the School's business affairs and financial condition. The Audit Committee shall provide oversight and monitoring of the financial reporting process of ACS.

1. Composition.

The Audit Committee shall be composed pursuant to NM Stat § 22-8-12.3. The Audit Committee shall consist of two board members, one of whom is the Governance Council Treasurer, one volunteer member who is a parent of a student attending ACS, and one volunteer member who has experience in accounting or financial matters. The Director and the School's Financial Manager shall serve as *ex-officio* members of the committee.

2. Responsibilities.

- i. Attend the entrance and exit conferences for annual and special audits;
- ii. Meet with external financial auditors at least monthly after audit field work begins until the conclusion of the audit;
- iii. Be accessible to the external financial auditors as requested to facilitate communication with the Governance Council;
- iv. Track and report progress on the status of the most recent audit findings and advise the Governance Council on policy changes needed to address audit findings;
- v. Offer support to the district in the evaluation of the request for proposal and/or the contract for annual financial audit services;
- vi. Offer support to the district in the selection of the financial auditor;
- vii. Provide other advice and assistance as requested by the Governance Council; and
- viii. Be subject to the same requirements regarding the confidentiality of audit information as those imposed upon the local school board by the Audit Act [NMSA 1978 §§12-6-1, *et seq.*] and rules of the state auditor.

c. **Parent Advisory Committee.**

The Friends of Anansi Charter School will act as the Parent Advisory Committee, which reports to the Governance Council as needed. This committee will advise the Governance Council regarding instructional issues and curricula enrichment interests, School budget planning, collaborating with the Governance Council of the Anansi Charter School, and increasing family involvement.

d. **Executive Committee.**

The purpose of this committee shall be to evaluate the Director on an annual basis and to lead the process for termination and replacement of the Director, if necessary.

1. Composition.

The Executive Committee shall include at least two Governance Council members and may include ACS community members.

2. Responsibilities.

- i. Develop and implement an evaluation process for the ACS Director;
- ii. Initiate and lead termination proceedings for the Director, if necessary; and
- iii. Recruit and nominate replacement for the Director position, if necessary.

e. **Council Professional Development Committee.**

The Governance Council Nominating and Professional Development Committee is commissioned by and responsible to the Governance Council to assume the primary responsibility for matters pertaining to Governance Council's recruitment, nominations, orientation, training, and evaluation in accordance with the Bylaws of the ACS Governance Council as well as established policies and practices approved by the Governance Council.

1. Composition.

- i. The chair of this committee shall be a member of the Governance Council.
- ii. Other members of this committee may be members of the Governance Council and other parties, subject to the conditions stated in the Bylaws, and at the discretion of the chair.

2. Responsibilities.

- i. Study the current composition of the Governance Council to determine current skills and experience; identify skills and experience needed on the Governance Council.
- ii. Recruit applicants to serve as members of the Governance Council in accordance with selection/election procedures outlined in the Bylaws. Review annually the procedures for Governance Council recruitment.
- iii. Make recommendations to the Governance Council on the suitability of applicants.
- iv. Develop an orientation for new Governance Council members.
- v. Track the status of Governance Council member terms and notify the Governance Council of the status of each member's term at the annual meeting.
- vi. Ensure professional development of members of the Governance Council and maintain records thereof.
- vii. Oversee the Council's self-evaluation.
- viii. Ensure that Governance Council members uphold their commitments and responsibilities to ACS.

f. **Program and Facility Oversight Committee.**

The purpose of this committee shall be to ensure that the educational programs of ACS are accomplishing the goals of the charter and its curriculum and meeting state standards, as required by law, and to oversee

facility-related planning and projects.

1. Composition. The Program and Facility Oversight Committee shall include the Director and at least one Governance Council member, and may include staff members and parents or community members. The school's architect will participate as appropriate.
 2. Responsibilities.
 - i. Develop and implement an evaluation process for ensuring the School charter is being met;
 - ii. Implement policies to safeguard the existing facilities in collaboration with the School's Director;
 - iii. Develop and oversee the School's master plan for its site and facilities;
 - iv. Monitor ongoing construction projects; and
 - v. Make recommendations for future construction projects.
- g. **School Advocacy Committee.** The purpose of the School Advocacy Committee shall be to cultivate and maintain a positive image of ACS in the community at large, maintain relationships within the community, and look after the interests of ACS.
1. Composition. At least one member of the Governance Council shall serve on this committee and shall assist the Director in carrying out its goals.
 2. Responsibilities. In addition to the Director, the School Advocacy Committee shall act as liaison between ACS and state legislators and shall engage in outreach necessary to adequately protect and advocate for the interests of ACS.

Sec. 9.8. Ad Hoc Committees of the Governance Council:

- a. **Creation.** The Governance Council has the authority to create *ad hoc* committees as deemed necessary. The policies and procedures that govern *ad hoc* committees will be determined as specified by the Governance Council action creating and approving the existence of any such committee. Additionally, the Director may request that Governance Council Members sit on school committees as necessary or as required by law.
- b. **Election and Term:** Members of each *ad hoc* committee may be chosen by the Governance Council by majority vote and shall serve for such period of time as the Governance Council shall determine.
- c. **Meetings:** *Ad hoc* committees may meet at such times and for such purposes as they shall determine.

ARTICLE X

MEETINGS OF THE GOVERNANCE COUNCIL.

Sec. 10.1. Place of Meetings.

The location of all meetings of the ACS Governance Council will be posted in the notice of its meetings.

Sec. 10.2. Annual Meetings.

An annual meeting shall be held in June of each year for the purpose of electing members to the positions of officers, if necessary, appointing members of Standing Committees, adopting an Open Meetings Act resolution, making and receiving reports on school affairs, and transacting other business as comes before the Governance Council. In the event that the month of June is unworkable for the Governance Council, the annual meeting may be rescheduled by majority vote of the Council.

Sec. 10.3. Regular Meetings.

Regular meetings will be held monthly. By June of each year the Governance Council will publish Governance Council meeting dates for the following year as part of the ACS school calendar, which shall be posted on the ACS website and either emailed or mailed by the Director to all Anansi Charter School staff and parents prior to the beginning of each school year.

Sec. 10.4. Special Meetings.

A Special Meeting shall be held at any time called by the President or by a majority of Council Members then in office, and notice of such meetings shall be in accordance with the Governance Council's Open Meeting Act resolution. The Governance Council shall also meet at such other times as deemed necessary for the proper operation of ACS.

Sec. 10.5. Emergency Meetings.

An "emergency" refers to unforeseen circumstances that, if not addressed immediately by the Governance Council, will likely result in injury or damage to persons or property or substantial financial loss to ACS. An Emergency Meeting may be called by the President or by a majority of the Council Members then in office.

Sec. 10.6. Closed or Executive Session. When necessary, as provided by the New Mexico Open Meetings Act, the Governance Council may proceed into executive session to discuss personnel matters regarding staff, personally identifiable student information, litigation, acquisitions or sales of real property, and other matters set forth in NM Stat § 10-15-1(H). Executive session 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 sessions 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. No voting may take place in an executive session and minutes need not be kept.

Sec. 10.7. Recess and Reconvening of a Meeting.

A majority of the Council Members present at a meeting, whether or not a quorum, may reconvene the meeting to another time and place. Absent Council Members must be given notice of the time and place of the reconvened meeting if the meeting is recessed for longer than 24 hours. The Governance Council may recess and reconvene a meeting to a day subsequent to that stated in the meeting notice, if, prior to recessing, the Governance Council specifies the date, time and place for continuation of the meeting and, immediately following the recessed meeting, posts notice of the date, time, and place for the reconvened meeting on or near the door of the place where the original meeting was held and in at least one other location appropriate to provide public notice of the continuation of the meeting. Only matters appearing on the agenda of the original meeting may be discussed at the

reconvened meeting.

Sec. 10.8. New Mexico Open Meetings Act Compliance.

- a. **Notice.** The publication of notice of all Governance Council meetings and the holding of the same shall be in compliance with the New Mexico Open Meetings Act and pursuant to the Governance Council’s Open Meetings Act resolution.
- b. **Agenda.** Meeting notices shall include an agenda containing a list of specific items of business to be discussed or transacted at the meeting or information on how the public may obtain a copy of such an agenda.
 1. Except in the case of an emergency, the agenda shall be posted at least seventy-two hours before the meeting in a conspicuous location visible to the public at ACS.
 2. Except for emergency matters, the Governance Council shall take action only on items appearing on the agenda.
- c. **Conduct of Meetings.** All meetings shall be conducted in compliance with the New Mexico Open Meetings Act and with the Governance Council Open Meetings Act resolution.

ARTICLE XI

ACTION BY THE GOVERNANCE COUNCIL.

Sec. 11.1. Quorum.

A quorum consists of a simple majority of the voting Council Members then in office, but a lesser number (not less than two (2)) may adjourn any meeting.

Sec. 11.2. Action by the Governance Council.

- a. **Actions Requiring Simple Majority.** The actions taken by a majority of the Council Members present at a meeting at which a quorum is present shall be deemed the official actions of the Governance Council.
- b. **Actions Requiring “Super” Majority.** The followings actions of the Governance Council must be approved by a majority vote of the then seated members of the Governance Council.
 1. Electing new members to the Governance Council;
 2. Appointing individuals to committees and delegating authority thereto; or
 3. Amending the Bylaws for the Governance Council.
- c. **Valid Actions.** No resolution, rule, or action of the Governance Council shall be valid unless taken or made at a meeting held in accordance with the requirements of the New Mexico Open Meetings Act.
- d. **Council Member Participation by Electronic Means.** Council Members may participate in a Governance Council meeting through use of electronic means such as phone or video conferencing programs, or similar communication equipment, when it is difficult or impossible for the Council Member to attend the meeting in person, provided that each Council Member participating by such means 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 Council Member who speaks during the meeting. Participation

in a meeting pursuant to this section constitutes presence in person at such meeting.

- e. **Electronic Mail.** The Governance Council may not meet via email. Use of email should be limited to routine clerical information.

Sec. 11.3. Conflict of Interest.

Every Council Member has the right to participate in the discussion and vote on all issues before the Governance Council or any Governance Council Committee, except when there is a conflict of interest.

- a. If there is a recognized conflict of interest between an ACS Governance Council member and parties involved in a voting issue, the Council member must fully disclose such conflict before any discussion or action is taken on the matter. Any such conflicts will result in the Council member being asked to recuse themselves from the vote by the President of the Council.
- b. Any Council Member, officer, key employee, or committee member having an interest in a contract or other transaction presented to the Council or a committee thereof for authorization, approval, or ratification shall make a prompt, full and frank disclosure of their interest to the Council or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the School's interest. Such transactions presented to a Council committee will not be acted upon without Governance Council approval. The Governance Council shall thereupon determine whether a conflict of interest exists or can reasonably be construed to exist. If a conflict is determined to exist, such person shall not vote on, nor use their personal influence on, or participate in, the discussion or deliberations with respect to such contract or transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation. A person shall be deemed to have a "conflict of interest" in a contract or other transaction if they have, directly or indirectly, a significant financial or personal interest in the contract or transaction with the School.
- c. Failure to make the disclosure required by this Section shall be cause for removal from the Governance Council.

ARTICLE XII

PROCEDURES AND BUSINESS.

- Sec. 12.1. Contracts.** All employee contracts shall be signed by the Director. Additionally, all non-employee contracts totaling up to \$10,000 shall be signed by the Director. Intent to proceed on all non-employee contracts totaling more than \$10,000 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 such non-employee contracts totaling more than \$10,000 and to execute and to deliver any such instruments in the name of and on behalf of the School, and only with prior approval of the Governance Council.

- Sec. 12.2. Grants.** The President and/or Treasurer of the Council may accept on behalf of the School any contribution, gift, grant, bequest or devise 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.
- Sec. 12.3. Loans.** No loans shall be contracted on behalf of ACS and no evidences of indebtedness shall be issued in its name, unless authorized by both a consensus of the Governance Council and the approval of the Director.
- Sec. 12.4. Deposits.** All funds of ACS shall be deposited in a timely fashion to the credit of ACS in such banks or trust companies or with such bankers or other depositories as the ACS Governance Council may select or require.
- Sec. 12.5. Purchase Orders and Endorsements.** All purchase orders shall be signed by the Director with the exception of any purchase order that creates a conflict of interest for the Director, which purchase order shall be signed by a Governance Council member.
- Sec. 12.6. Execution of Instruments.** Except as otherwise provided in these Bylaws or by applicable laws and regulations, the Governance Council may adopt a resolution authorizing any officer or agent of Anansi Charter School to enter into any contract or execute and deliver any instrument in the name of or on behalf of Anansi Charter School. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power to bind Anansi Charter School by any contract or engagement, or to render Anansi Charter School liable monetarily for any purpose or any amount.
- Sec. 12.7. Checks and Notes.** Except as otherwise specifically provided by Governance Council resolution, checks, drafts, promissory notes, and orders for the payment of money shall be cosigned by two approved check signers, which may include two members of the Governance Council, or a Governance Council member and the Director.
- Sec. 12.8. Prohibited Financial Transactions.** No Council Member or school personnel shall sell or be a party to any sales transaction (including insurance or investment securities) to Anansi Charter School, Taos Municipal Schools, or the NMPED, nor shall any Council Member or school personnel receive a commission or profit from such sale or transaction. However, licensed school instructors or administrators may obtain compensation for special services to Anansi Charter School, Taos Municipal Schools, or the NMPED during time periods when service is not required for instruction or administration to Anansi Charter School pursuant to their regular contract.
- Sec. 12.9. Disposal of Assets.** Upon the dissolution of the ACS, the Governance Council shall, after paying or making provision for the payment of all liabilities of the ACS, dispose of all of the assets of the ACS as directed pursuant to New Mexico General Statutes.

ARTICLE XIII

BOOKS AND RECORDS.

Sec. 13.1. 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 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 XIV

CONFIDENTIAL MATTERS OF THE GOVERNANCE COUNCIL.

Sec. 14.1. Information.

The Governance Council recognizes that confidential information will be brought to the attention of individual Governance Council members and/or the Governance Council as a whole pertaining to, but not limited to, the following:

- a. Matters relating to the employment or dismissal of, or charges against, specific ACS personnel;
- b. Matters relating to litigation or proposed litigation in which the Governance Council is or may become a party, or attorney-client communications;
- c. Consideration of the acceptance of gifts, bequests, or donations where confidentiality has been requested by the donor;
- d. Consideration of wages and benefits for the School's Director;
- e. Consideration of suspension, expulsion, or disciplinary action in connection with a student;
- f. Matters relating to the security of students, personnel, visitors, and/or school property; and
- g. Such matters that may arise and qualify as being confidential by law.

The Governance Council further recognizes that public disclosure of such information may result in injury to an individual, or potential harm and possible liability, to ACS and that the Governance Council members must respect confidentiality of information that is privileged under applicable law. It is the policy of the Governance Council that Council Members shall discuss or disclose confidential information only in connection with legitimate School business and only with individuals with a legitimate right to know as determined by the Council.

Sec. 14.2. Rights of Inspection.

Every Council Member has the right to inspect and copy all books, records and documents relating to the administration of ACS and to inspect the physical properties of ACS. Such inspection will be conducted at a reasonable time after reasonable notice. Such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any

obligations imposed by any applicable federal, state or local law. Access to personally identifiable information in educational records is limited to that permitted by the Family Educational Rights and Privacy Act. *See* 34 C.F.R. 99.31.

ARTICLE XV

LIABILITY OF COUNCIL MEMBERS.

- Sec. 15.1.** Council Members shall not be personally liable for the debts, liabilities, or other obligations of ACS.
- Sec. 15.2.** Council Members are immune from personal liability for actions taken within the scope of their duties for ACS, except for any action taken fraudulently, or with actual intentional malice causing injury, death or damage, pursuant to the protections and immunity under the New Mexico Tort Claims Act (NMSA 2021 §§ 41-4-1, et seq.
- Sec. 15.3.** The Governance Council, to the fullest extent permissible by law, shall indemnify the Council Members under the laws of the State of New Mexico.

ARTICLE XVI

INSURANCE.

- Sec. 16.1.** The Anansi Charter School will participate in the New Mexico Public School Insurance Authority. If the Governance Council deems it necessary, the Governance Council may adopt a resolution authorizing the purchase and maintenance of additional insurance on behalf of any Council Member, officer, employee, or other agent of ACS, against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

ARTICLE XVII

ANTI-NEPOTISM.

- Sec. 17.1.** Anansi Charter School will not employ or approve the employment in any capacity of a person who is the spouse, domestic partner, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, daughter-in-law, brother, brother-in-law, sister or sister-in-law of any Governance Council member, in accordance with New Mexico State statutes.

ARTICLE XVIII

OTHER PROVISIONS.

Sec. 18.1. Fiscal Year.

The fiscal year of Anansi Charter School shall coincide with the fiscal year of Taos Municipal School District.

Sec. 18.2. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Charter Schools Act, the Open Meetings Act, and any other Laws of New Mexico shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine, feminine, or nonbinary gender, and as the singular or plural, as the context requires, and the word "person" includes both ACS and a natural person. The captions and headings in these Bylaws are for conveniences of reference only and are not intended to limit or define the scope or effect of any provisions.

Sec. 18.3. Interpretation of Bylaws.

In the event that any provision of these Bylaws is in conflict with the provisions of the Charter, the provisions of the Charter will control.

ARTICLE XIX

PARLIAMENTARY AUTHORITY.

Sec. 19.1. The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the Governance Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Governance Council may adopt.

ARTICLE XX

AMENDMENT OF BYLAWS.

Sec. 20.1. A supermajority of the then-seated Council Members may adopt, amend, or repeal these Bylaws, provided that notice of such adoption, amendment, or repeal of the Bylaws be contained in the notice of such meeting of the Governance Council.

ARTICLE XXI

EFFECT OF ADOPTION OF BYLAWS.

Sec. 21.1. These Bylaws become effective upon adoption and supersede and replace any and all previously adopted Bylaws of the Anansi Charter School Governance Council.

Date Adopted: February 15, 2023


Vote: FOR 6 AGAINST 0 ABSTAIN 0



Signature _____

Date: April 13, 2023

Name: Sophia Seim, President



Signature _____

Date: April 13, 2023

Name: Leilani Dean, Secretary