

**Coral Community Charter School**  
**Governing Board Bylaws**

**ARTICLE I:           *General Provisions***

Section 1.           *Name*

These are the bylaws of the Governing Council of Coral Community Charter School.

Section 2.           *Mission*

The Governing Council (GC) will support and guide the mission of Coral Community Charter School (CCCS) to provide single gender classes, quality instruction, individualization, and family/community involvement to ensue students' proficiency. The Council will provide oversight in financial matters and guarantee that the school remains true to the guiding principles set forth in the Coral Community Charter.

Section 3.           *Equal Opportunity*

Neither CCCS nor the Governing 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, or on any other legally protected basis, with respect to his/her rights, privileges, programs, activities, and/or in the administration of its educational programs and athletics/extracurricular activities.

Section 4.           *Charter*

CCCS is a New Mexico public charter school currently authorized by the Albuquerque Public Schools Board (APS) in accordance with the Charter Schools Act (NMSA 1978 Article 22-8B-1 et seq.).

**ARTICLE II:           *Purpose and Powers***

Section 1.           *Purpose*

The purpose of the Governing Council is to serve as the governing body and school board of CCCS ensuring that the school is fiscally sound and that the school is following the guiding principles set forth in the Charter which is the contract between the authorizer and the school.

Section 2.           *General*

The GC is responsible for upholding standards of prudence and ethics with regard to school direction, matters of finance, legal compliance and commitments to APS as the authorizer. The GC will serve as CCCS's Board of Finance and will follow all applicable federal and state laws and guidelines. The GC will be familiar with the Every Student Succeeds Act, which reauthorized the Elementary and Secondary Act of 1965 and section 5131(a)(23), as well as, Title IX of the Civil Rights Act of 1964 which states the guidelines regarding the applicable law

on single-sex classes and schools. The Council will also be familiar with and shall follow the following Acts and other laws affecting or applicable to CCCS, as necessary:

- Open Meetings Act (NMSA 1978, Sections 10-15-1 et seq.);
- 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.);
- Public School Finance Act (NMSA 1978 §§ 22-8-1 et seq.);
- New Mexico Public School Code, NMSA 1978 §§ 22-1-1 et seq.;
- New Mexico Inspection of Public Records Act, NMSA 1978 §§ 14-2-1 et seq.
- And all applicable rules and regulations issued by the New Mexico Public Education Department (“PED”) (contained in Title 6 of the New Mexico Administrative Code).

The GC will be actively engaged in the preparation of the annual budget and shall assign members to serve on the Finance Committee and the Audit Committee, as described herein. The GC will approve all operational policies of the school. GC members will be required to attend training as defined by 6.80.5 NMAC and as required by New Mexico law.

Section 3. Powers

The GC has the rights and responsibilities set forth in all applicable law including the New Mexico Charter Schools Act.

**ARTICLE III            Governing Council Composition and Membership**

Section 1. Composition

The GC shall have at least 5 members in accordance with statute. In addition, the Executive Director and Chief Financial Officer shall serve as liaisons to the GC and make regular reports to the GC, but shall not be GC members.

Section 2. Selection of GC members

The GC will be selected from the community at large and CCCS’s parent community. Candidates for positions on the GC shall be considered based upon commitment to the school and its mission, and professional skills and areas of expertise relevant to the school and its mission, including but not limited to, legal, financial, real estate, education, business and workforce development. Potential members must also demonstrate collaborative and problem-solving skills, and attitudes and an ability and willingness to devote substantial time and energy to serving on the GC. School employees and contractors and relatives of school employees and contractors may not serve on the GC, but may serve on committees and are encouraged to attend GC meetings and advise the GC on relevant matters.

Section 3. Vacancies

When a vacancy exists on the GC, the vacancy shall be advertised on the CCCS website. Interested individuals will be asked to submit their name and qualifications and reasons for wanting to serve on the GC or to submit the names of other individuals who they believe would be an asset to the GC. The Governance Committee may nominate candidates at any regular or special meeting of the GC.

Section 4. Nominations

The GC has a standing Governance Committee. The Committee shall solicit applications, recruit potential candidates, and screen applicants and recruits for each of the positions on the GC to be filled. Nominations shall be given to the chair of the Governance Committee of the GC before the date of the meeting at which the vote of the GC shall be made.

Section 5. Term of Governing Council members

Each position on the GC is for a 2-year term. GC members may serve for up to four subsequent terms (for a total of a maximum of ten consecutive years). Each member shall serve until he/she has resigned, been terminated for cause, his/her term has expired, or until a successor has been elected. Terms may be extended by the voting members only under exigent circumstances, and only until a successor is elected.

Section 6. Compensation

Members shall serve without compensation, except that members shall be eligible for reimbursement in accordance with the New Mexico Per Diem and Mileage Act, if and as approved by the GC. Allowable reimbursement for expenses incurred for the performance of duties shall include a member's attendance at annual mandatory training.

Section 7. Resignations and Removal

Any member may resign at any time by giving written notice to the Chair or the Secretary. The acceptance of such resignation by the GC shall not be necessary to make it effective. The exiting GC member agrees to return all CCCS equipment and materials in his/her/their possession.

Membership may be terminated for cause by a majority vote of the GC for any of the following reasons:

- Violation of the Conflict of Interest Policy
- If a member of the GC misses two consecutive regular meetings without being excused.
- If a member of the GC knowingly violates any policy or procedure adopted by the GC, or if a member of the GC consistently or repeatedly takes action knowingly or unknowingly that violates laws or threatens the school's charter, or acts contrary to the best interests of the school or its mission.
- If a member uses or misuses his or her position to gain from the school, financially or otherwise.

- Violation of a member's fiduciary duty to CCC, of the member's duty of loyalty, or of the member's duty of confidentiality.
- Any other grounds the GC deems appropriate.

Section 8. Attendance

GC members should attend as many meetings as possible. A member may participate in a meeting by telephone or other communications equipment only when it is otherwise difficult or impossible for the member to attend in person, provided that the member participating in such a manner can be identified when speaking and all participants are able to hear each other. An absence will be excused if the member contacts the Chairperson at least 24 hours prior to the meeting, or in the event of an immediate emergency, as soon as the member knows that he/she will not be attending. If a member misses two consecutive meetings without being excused, he/she is subject to termination. Excused absences will not be considered for termination.

The Executive Director for the school will attend all meetings and will act as the primary school advisor to the GC. The Chief Financial Officer will also attend all meetings of the GC and shall advise the GC at least monthly with respect to all financial/fiscal matters involving the school.

Section 9. Individual Member's Authority

A member of the GC is a public officer, but has no power or authority individually. The charter vests power in the GC and not in its members individually. These powers must be exercised by the GC at public meetings, whether regular, special, or emergency meetings, with action duly recorded in its minutes.

GC members should act and speak with the best interests of CCCS foremost in their mind. GC members will respect the confidentiality appropriate to issues of a sensitive nature and will adhere to all federal and state laws regarding confidentiality of a student, employee, and other information in the school's custody.

No Council member will use his/her position to attempt to influence the decision of any school employee to grant special treatment to (a) the child or ward of such Council member, (b) any relative of such Governing Council member, or (c) any "Related Entity". For purposes of these Bylaws, a "Related Entity" is a business enterprise, nonprofit organization or other entity with respect to which such Governing Council member, or a relative of such Governing Council member (i) has a direct or indirect financial interest; (ii) is an officer or director; or (iii) is otherwise in a position to control the management or decision-making of such entity.

GC members who have students enrolled in CCCS may continue to speak as parents; however, members with students at CCCS shall not use or misuse their membership on the GC to influence or direct CCCS staff with regard to their student or other students. GC members who are parents or guardians of a CCCS student shall inform his or her child that he or she is required to follow all rules, policies and procedures applicable to CCC students, that he or she is not entitled

to special treatment by virtue of the relationship with a Council member. Any attempt to seek such special treatment may result in disciplinary action.

GC members' interaction with the public, press, or other entities must recognize the same limitation and inability of any GC member to speak for the GC on behalf of the school unless explicitly authorized by the GC at a public meeting and recorded in the minutes.

Section 10. Binding Authority

The Governing Council will not be bound by any statement or action on the part of any individual Governing Council member, unless the Governing Council, by majority vote in a properly convened meeting, delegates authority to that individual member to speak for or represent the entire Council.

Members shall not be personally liable for the debts, liabilities or other obligations of the GC/CCCS.

**ARTICLE IV** **Governing Council Officers**

Section 1. Officers

The officers of the GC shall include a Chairperson, a Vice-Chairperson, Treasurer and a Secretary. The duties of certain officers are set forth herein. If/when an Officer 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 GC or these Bylaws, be performed by the next Officer set forth in the following sequence: President, Vice President, Treasurer and Secretary.

Section 2. Appointment and Tenure

Officers shall serve one-year terms. If an officer resigns, a new officer must be elected by the Council at the next meeting after the resignation of the officer.

Section 3. Vacancies

A vacancy in any office may be filled by a simple majority vote of a quorum of the Governing Council.

Section 4. Duties

The Chairperson shall be the principal representative and spokesperson for the GC, shall preside at all meetings of the GC, shall receive notice of any substantive business proposed by members for meetings, shall appoint committees with approval of the GC, and shall otherwise carry out duties customarily associated with the office of Chairperson. The Chairperson may enter into and execute in the name of the GC contracts or other instruments that are authorized by the GC.

The Chairperson may delegate, as needed, to any other officer any or all of the duties of the office of Chairperson. The Chair, in collaboration with the Executive Director, is responsible for compiling the topics for business to be placed on the agenda. Any member of the GC may offer items to be heard or discussed at any meeting of the GC.

The Vice-Chairperson shall assist the Chairperson to carry out duties as assigned or delegated by the Chairperson. In the absence of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson and when so acting shall have all the responsibilities of and be subject to all restrictions on the Chairperson.

The Secretary shall keep an accurate record of the meeting and prepare draft minutes within ten working days of each GC meeting in compliance with the Open Meetings Act. An administrative assistant may be designated to take notes during GC meetings, to assist the Secretary in his/her duties. He/she shall submit minutes to the GC for approval. A file cabinet, on the school site, shall be the official location of the GC records and files. The Secretary shall be responsible for the preparation of and the maintenance of the documents kept separately for the GC and shall be the official custodian for the GC.

The Treasurer shall provide financial oversight by reviewing and proposing fiscal policies and procedures and by reviewing and commenting on monthly financial reports prepared by the Finance Manager. The Treasurer shall be the chair of the Financial Committee, and shall be a member of the Audit Committee.

## **ARTICLE VI: Committees**

### Section 1: Committee Rules

Committee recommendations that require or involve school-wide policy changes must be submitted to the full GC. All committees shall keep written minutes, and shall periodically present written reports to the GC containing recommendations. Committees shall comply the Open Meetings Act when applicable. At no time shall a GC Committee act on behalf of the GC without prior written approval to do so. All Council members may attend any committee meeting, so long as such committee meetings consisting of a quorum of the full GC are properly noticed pursuant to the Open Meetings Act.

### Section 2. Standing Committees

Finance Committee. Finance Committee: In accordance with NMSA 1978 22-8-12.3 at least two members of the GC sit on the Finance Committee, one of which is the GC Treasurer and chair of the committee, to assist the Council in carrying out its budget and finance duties. The Finance Committee shall meet at least monthly and make recommendations to the Council in the following areas: financial planning, including reviews of CCCS's revenue and expenditure; projections; review of financial statements and periodic monitoring of revenues and expenses; annual budget preparation and oversight; and procurement.

The Finance Committee serves as a monitoring committee on budget and other financial matters. The Finance Committee consults with the Executive Director and Chief Financial Officer on the annual budget process including reviewing and making recommendations on the annual budget, developing and recommending long range financial objectives for CCCS, and reviewing and making recommendations on additional financially related charter school matters.

**Audit Committee:** In accordance with NMSA 1978 22-8-12.3 the GC will appoint an Audit Committee that consists of two GC members, one volunteer member who is a parent of a student attending the school and one volunteer member who has experience in accounting of financial matters. The Executive Director and the school's Chief Financial Officer shall serve as *ex officio* members of the committee. The Audit Committee shall meet at least quarterly and shall:

- a) attend the entrance and exit conferences for annual and special audits;
- b) be accessible to the external financial auditors as requested to facilitate communication with the Council and the Executive Director;
- c) 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;
- d) provide other advice and assistance as requested by the council; and
- e) be subject to the same requirements regarding the confidentiality of audit information as those imposed upon the Council by the Audit Act, NMSA 1978 12-6-1, *et seq.*

**Governance Committee:** The Governance Committee is responsible to the GC to assume the primary responsibility for matters pertaining to GC recruitment, nominations, orientation, training and evaluation in accordance with GC policies and bylaws as well as established policies and practices approved by the GC. In addition, this committee is responsible for periodically reviewing and recommending to the GC new policies and updates to existing policies.

**Executive Director Support Committee:** The Executive Director Support Committee is responsible to the GC to assume the primary responsibility for composing and assembling materials and information needed to complete the Executive Director's Evaluation. In addition, the committee will meet with the Executive Director during the fall and spring to report against goals and offer additional support to Executive Director.

**Academic Excellence Committee:** The Academic Excellence Committee is a standing committee to review and advance the mission, educational program, and performance goals of CCCS. It is responsible to the GC to assume the primary responsibility for working with the Executive Director to define academic excellence, ensure that all GC members know the charter promises that were made to the community and the authorizer, and to help devise clear and consistent measures to monitor these goals.

### Section 3. Ad Hoc Committees

Ad Hoc committees will be formed by the GC as appropriate/as needed. Committees and task forces may be created by the GC for the purpose of advising the GC on relevant issues. The committees and task forces may be composed of any individuals that may contribute time and resources needed to assist the GC in its execution of duties. Members may include both GC and non-GC members.

Section 4. School Committees

In addition, the Executive Director is empowered to establish committees within the school that report to the Executive Director or, if necessary, report to the GC.

**ARTICLE V: Governing Council Meetings**

Section 1. Regular Meetings

The Governing Council shall meet at least once a month at a regularly scheduled date, time and place selected by the voting members pursuant to the Open Meetings Act Annual Notice Resolution adopted by the GC. Meetings must be posted in accordance with the Open Meetings Act.

Section 2. Special and Emergency Meetings

Special meetings and Emergency meetings may be called by the Chairperson. Only those matters contained in the notice for such special or emergency meetings may be acted upon at that special meeting. Notification will be given in the agenda and/or minutes at least 72 hours prior to all special meetings. Notice is not required to be given for Emergency Meetings under the Open Meetings Act.

Section 3. Open Meetings Act

All meetings of the GC shall be held in accordance with Open Meetings Act (NMSA 1978, Section 10-15-1 et seq.) Except in the case of an emergency meeting, the meeting agenda shall be available to the public at least seventy-two (72) hours prior to the meeting and will be posted to the CCCS website.

Section 4. Meeting Agenda

The Chairperson or Chairperson's designee sets GC agendas in consultation with the Executive Director. A request to have an item placed on the agenda must be submitted to the Chairperson at least twenty-four hours prior to the required time the agenda must be posted. The Chairperson or Chairperson's designee and the Executive Director shall have the discretion to add agenda items up to the time the agenda must be posted. The Chairperson or designee shall provide a copy of the agenda and all documentation to be considered by the GC at the meeting to each GC member at least seventy-two hours prior to the meeting.

Section 6. Parliamentary Authority

Roberts' Rules of Order, newly revised, will govern the GC, except when in conflict with applicable laws or regulations, which then prevail. Although most items are handled by appropriate motion procedures, consensus action is also used, where not in conflict with applicable law.

Section 7. Quorum



Each member on the Governing Council shall have one vote. A quorum is required in order for the Governing Council to take action. A quorum is defined as half the number of the Council plus one. There shall be no proxy voting.

The GC recognizes that GC members will occasionally attend social events, community functions, school activities, meetings of other groups or entities, or be present at a local commercial establishment together. In the event a quorum of the membership of the GC is present on such occasions, a violation of the bylaws and Open Meeting Act does not occur so long as the GC members do not discuss school business or prospective GC actions as described in the bylaws. By adoption of this bylaw, each GC member represents and agrees to abide by these limitations and not to engage in such discussions outside the context of a duly-called GC meeting that complies with the Open Meetings Act.

Section 8. Confidential Matters

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

- Matters relating to the evaluation, employment or dismissal of, or charges against specific CCCS personnel;
- Matters relating to litigation or proposed litigation in which the GC is or may become a party, or attorney-client communications;
- Consideration of the acceptance of gifts, bequests, or donations where confidentiality has been requested by the donor;
- Consideration of suspension, expulsion, or disciplinary action in connection with a student;
- Such matters that may arise and qualify as being confidential by law.

The GC further recognizes that public disclosure of such information may result in injury to individual or potential harm and possible liability to CCCS, and that the GC members must respect confidentiality of information that is privileged under applicable law.

**ARTICLE VI: Conflict of Interest**

It is the responsibility of all Governing Council members to conduct themselves with the highest standards of integrity, honesty, and fair dealing. It is the responsibility of the school to conduct all its business and operations impartially in accordance with all laws and in conformity with the highest ethical and professional standards. All hiring and other transactions imposing financial and/or legal obligations on the school shall be made with the best interests of the school as the primary consideration.

Under New Mexico statute GC members, and their spouses, parents, parents-in-law, children, children-in-law, siblings, and siblings-in-law may not be employed in any capacity by the school. Governing Council members who wish to seek employment with the school must resign from the Governing Council and comply with the Governmental Conduct Act.

It is a conflict of interest, and a person shall not serve as a GC member, if the person or an immediate family member of the person is an owner, agent of, contractor with or otherwise has a financial interest in a for-profit or nonprofit entity with which the school contracts directly, for professional services, goods or facilities. A person who knowingly violates this subsection may be individually liable to the school for any financial damage caused by the violation.

No member of the Governing Council or school employee or agent shall participate in selecting, awarding, or administering a contract with the school if a conflict of interest exists. A conflict of interest exists when the member, employee, officer or agent or an immediate family member of the member, employee, officer or agent has a financial interest in the entity with which the charter school is contracting.

A conflict of interest occurs whenever a Governing Council member allows the prospect of direct or indirect personal gain or advantage or gain or advantage to a relative to influence improperly his or her judgment or actions, or whenever a Council members believes that, due to a particular relationship, he/she cannot be impartial in his/her duties as a Council member. Council members shall reveal to the Council any situation or circumstance that may be a conflict of interest and shall recues themselves from participating in a particular matter in appropriate circumstances.

- GC members shall not use confidential information acquired by virtue of their associations for their individual or another's private gain.
- GC members shall not request or receive gift or loan for themselves or another that tends to influence them or appear to influence them in the discharge of their duties as Council members.
- GC members shall not influence or have the appearance of influencing business with suppliers to CCC which results in the financial benefit to a Governing Council member, his or her relatives.
- No Council member will use his/her position to attempt to influence the decision of any employee to grant special treatment to the child or ward of a Council member.

The list is not all inclusive and other situations may arise that must be considered.

#### **ARTICLE VII:                    Nepotism**

Under New Mexico statute the Executive Director will not initially employ or approve the initial employment in any capacity of a person who is a Council member, the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, or daughter-in-law, sibling, or sibling-in-law of any Council member. Also under New Mexico statute he Council may waive the nepotism rule for family members of the Executive Director by resolution. The Council shall carefully consider the potential impact on the integrity and efficiency when making the decision to waive the rule for family members of the Executive Director.

#### **ARTICLE VIII:                    Training/Professional Development**

Newly elected GC members will be expected to participate in trainings, review the charter bylaws and content, and review meeting minutes. The GC will support new members by ensuring he/she/they feel prepared to participate in the decision-making process.

The GC will attend training in charter school law, budget, policy, procurement code, open meetings act, code of ethics, strategic planning, and other areas relevant to GC duties. GC members shall attend the mandatory annual training sessions prescribed by New Mexico law, NMSA 1978 Section 22-8B-5.1.

**ARTICLE VIII:                    Amendments to By-Laws**

Two-thirds vote of the Governing Council shall be required for adoption of a proposed amendment. Unless otherwise provided, the amendment shall take effect immediately upon adoption.

**Approved by the Coral Community Charter School Governing Council on 8/2/2022.**