

Governing Body By-Laws Change Notification Form

Submit this form and all supporting documents to charter.schools@ped.nm.gov

The Charter Contract was entered into by and between the New Mexico Public Education Commission (PEC) and ACES Tech Charter School, hereafter "the school," effective on 7/1/2020.

Current section & language in school's Governing Body By-Laws which will be changed or replaced (can refer to red-line copy provided): Crossed out text

New section & language to change or replace what is provided above (can refer to red-line copy provided): See red-lined text.

Effective Date: March 13, 2025.

The school's notification is hereby submitted by:

Signature of School Representative: [Signature] Date: 3-24-25

[Signature]
Signature of Governing Board Chair: _____ Date: 3/21/25

For PEC/CSD use only

PEC Meeting Date:

Agenda: ☐ Consent (typical) ☐ Regular (unusual circumstance)

The school's notification was: ☐ Accepted ☐ Rejected (provide reason)

Electronic signature of CSD Director: _____ Date: _____

March 30, 2025 Rationale for ACES Tech Bylaw Changes

Revised bylaws are to abide by PEC requirement that bylaws indicate process for minimum number of GC members and in addition perfunctory bylaw updates to recognize the current GC procedures and processes.

Ruth Bouldes, GC Vice-chair and Secretary



Governing Board Meeting ~~Agenda~~ *minutes*
Thursday, March 13, 2025 @ 5:30pm

Due to the social distancing mandate, the Board will meet via the Zoom digital platform.
Please email jeron@acespublicschools.org to be invited to join.

- I. **Call to Order at 5:30 by Warren Wilhelm**
 - A. **Roll Call**—Attendees: Vic Berniklau, Jeff Blair, Ruth Bouldes, Judy Labovitz, Sam Lapin, Warren Wilhelm, Jonathan Johnson-excused absence. Guests: Dr. Jeron Campbell, Seth Mender & Aaron Savia-Vigil Group, Sam Gonzales-Dan Hill Law.
 - B. **Adoption of the March. 13, 2025 Governing Board Meeting Agenda**-unanimously approved by acclamation.
 - C. **Approval of Feb 13, 2025 minutes** -Moved by V. Berniklau, Seconded, majority approved, abstained by R. Bouldes.
- II. **Recognition of Students, Staff, and Community**—N/A
- III. **Public Forum (2 minutes per speaker)**—N/A
- IV. **Action Items**
 - A. **Board Bylaw updates**-bylaw addition to recognize GC dissolution was discussed.
 - B. **Board bylaw vote**—J. Blair motioned to approve the updated bylaws, it was seconded and passed unanimously.
 - C. **Finance Committee addition**—N/A
 - D. **Travel Reimbursement Request and Vote**-R. Bouldes motioned to increase the maximum hotel reimbursement amount to \$350./per night plus tax, it was seconded, unanimously approved.
- V. **GC Initiatives**
 - A. **CG Onboarding package**—N/A
- VI. **Financials (J. Campbell and M. Vigil/Aaron Savoia)**
 - A. **Budget Update**—A. Savoia reviewed the financials, V. Berniklau advised that the cash position is good. GC discussed the 2024 audit comment.
 - B. **BARS Approval vote**—J. Blair moved to approve the following BARS, it was seconded and unanimously approved:
579-000-2425-0018-M
579-000-2425-0019-M
579-000-2425-0020-T



Governing Board Meeting Minutes
Thursday, April 10, 2025 @ 5:30pm

The Board will meet via the Zoom digital platform.
Please email jeron@acespublicschools.org to be invited to join.

- I. Call to Order at 5:29pm by Warren Wilhelm.**
 - A. Roll Call**—Present: Vic Berniklau, Jeff Blair, Ruth Bouldes, Jonathan Johnson, Judy Labovitz, Sam Lapin, Warren Wilhelm. Guests: Dr. Jeron Campbell, Aaron Savoia-vigil Group, Sam Gonzales—Dan Hill Law.
 - B. Adoption of the April 10, 2025 Governing Board Meeting Agenda**—Approved by acclimation.
 - C. Approval of March 13, 2025 minutes**—Moved by V. Berniklau, seconded, majority approved, abstained by R. Bouldes.
- II. Recognition of Students, Staff, and Community—N/A**
- III. Public Forum (2 minutes per speaker)—N/A**
- IV. Action Items**
 - A. Approve 2025-26 Academic Calendar**—Motioned by R. Bouldes, seconded, unanimously approved.
 - B. Finance Committee addition—N/A**
- V. GC Initiatives**
 - A. CG Onboarding package**—following suggested edits, motioned by V. Berniklau, seconded, unanimously approved.
- VI. Financials (J. Campbell and M. Vigil/Aaron Savoia)**
 - A. Budget Update**—A. Savoia covered the financials; Dr. Campbell advised that the ACES Foundation approved moving \$9,000 from the foundation which will be used for robotics; V Berniklau advised cash cushion will grow as a result and that cash flow is in good shape.
 - B. BARS Approval vote**—Motioned by V. Berniklau to approve the following BARS, it was seconded and unanimously approved:
 - 579-000-2425-0022-I
 - 579-000-2425-0023-I
 - 579-000-2425-0024-IB
 - 579-000-2425-0025-IB
 - 579-000-2425-0027-T
 - 579-000-2425-0028-I



Governing Board Meeting Minutes
Thursday, April 10, 2025 @ 5:30pm

The Board will meet via the Zoom digital platform.
Please email jeron@acespublicschools.org to be invited to join.

579-000-2425-0029-I

VII. Principal's Report

- A. **School Update**—ACES just completed interim State exams; State testing is beginning; students going to robotics competition; 7th graders are designing and building dog houses which will be donated to charities; there are issue with a new hire; the school lottery was just conducted.
- B. **Succession Planning**—Intention to hire another administrator in the fall. A new ACES foundation 501c3 application is to be submitted to IRS.

VIII. Board President Report and Discussion—Administrator's salary discussion will be moved to May meeting.

IX. Announcement of Upcoming Board Meetings

- A. The next meeting will be held on Thursday, May 8, 2025 at 5:30pm

X. Adjournment at 6:36pm.

Submitted by Ruth Bouldes, Secretary

GOVERNING BOARD BYLAWS

UPDATE - DRAFT 3/10/24

ARTICLE I GOVERNING BOARD

Section 1: The governance of ACES Technical Charter School is entrusted to the Governing Board. Pursuant to NMSA 1978, Section 53-8-11 (1975), the school shall have no members.

Section 2: In addition to all powers conferred upon the Governing Board by New Mexico law and the Articles of Incorporation, the Governing Board shall have the power to:

- A. Review and adopt the school's mission statement;
- B. Review and adopt bylaws and establish policies consistent with the school's mission;
- C. Hire, evaluate, set compensation and employment terms for, and terminate the School Leader;
- D. Oversee financial matters for the school, including approving the annual school budget and authorizing designees to sign checks and legal documents on behalf of the school.

Section 3: The Governing Board shall establish the number of members, which shall consist of at least five (5) members and no more than eleven (11) members. **It is desirable to have a parent or community member on the Board.** All members shall have identical rights and responsibilities.

Section 4: Members shall serve a term of three (3) years from the date of their appointments, or until their successors are seated. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. After election, the term of a member may not be reduced, except for cause as specified in these bylaws. No member shall serve more than three (3) consecutive, three-year terms. Members shall serve staggered terms to balance continuity with new perspective.

Section 5: The initial Governing Board will serve staggered terms. ~~The initial Governing Board shall consist of at least one member who will serve a one-year term (ending in Summer 2020); at least two members who will serve a two-year term (ending in Summer 2021); and at least two members who will serve a three-year term (ending in Summer 2022).~~ **Should this stay?**

Section 6: Governing Board members shall be sought to reflect qualities, qualifications and diversity determined by the Board, delineated in the Job Description of the Governing Board.

Section 7: Any vacancy occurring in the Governing Board and any position to be filled by reason of an increase in the number of members may be filled, upon recommendation of a qualified candidate by the Governing Board, by two-thirds (2/3) vote of the seated members, within 45 days of the vacancy. A member elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 8: Should the board fall below three members, new members shall be appointed by the remaining Board members until there are at least three members. Once there are at least three board members, all further members shall be voted on. Should every member of the board no longer be in service of the school, the principal, in consultation with the Parent Teacher Organization (PTO, Advisory Council), shall appoint new Board members.

Section 9: The Governance Committee shall present a slate of potential members and officers for election by the Governing Board. This slate shall be presented at the annual meeting of the Board. In the case of a member vacancy, the Governance Committee shall present a slate of members for election by the Governing Board no later than 45 days following the vacancy.

Section 10: A member may resign at any time by filing a written resignation with the Chair of the Governing Board.

Section 11: Any member may resign at any time by giving written notice to the President or to the Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Governing Board may remove any officer or member with a majority vote of the entire Governing Board at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or member proposed for removal at least thirty (30) days before any final action is taken by the Governing Board **been communicated to the Officer 30 days before final action** This **statement communication** shall be accompanied by a notice of the time when, and the place where, the Governing Board is to take action on the removal. The officer or member shall be given an opportunity to be heard and the matter considered by the Governing Board at the time and place mentioned in the notice.

Grounds for removal will include without limitation the following acts or omissions:

- a) Violation of the Conflict of Interest Policy;
- b) Violation of Governing Council Commitment Agreement
- c) Failure to attend three consecutive scheduled meetings of the Governing Council, except when such absence is due to exigent circumstances;
- d) Violation of the member's duty of loyalty;
- e) Violation of the Governing Council's Code of Ethics; or
- f) Any other grounds the Governing Council deems appropriate, including failure to abide by the school mission and/or charter contract.

Section 12: Members of the Governing Board:

A. Shall receive no payment, excepting reimbursement for expenses incurred in performance of voluntary ACES Technical Charter School activities in accordance with ACES Technical Charter School policies. Governing Board members may be reimbursed for travel based on the federal reimbursement rates.

B. Shall serve the ACES Technical Charter School with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the ACES Technical Charter School.

C. All participants in Governing Council work are bound by the Code of Conduct and Conflict of Interest laws and policy statements.

D. Shall have no direct or indirect financial interest in the assets or leases of the ACES Technical Charter School; any Representative who individually or as part of a business or professional firm is involved in the business transactions or current professional services of the ACES Technical Charter School shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

ARTICLE II MEETINGS

Section 1: There shall be at least one (1) meeting per month, including an annual meeting. Notice shall be given to each member thirty (30) days prior to the date of every regular meeting of the Governing Board.

Section 2: ~~Special meetings~~ **Executive sessions** of the Governing Board may be called by the Board Chair or by a majority of the Governing Board filing a written request for such a meeting with the Board Chair and stating the object, date, and hour therefore, due notice having been given each member five (5) calendar days prior to the meeting, **in accordance with the Open Meetings Act.**

Section 3: More than one-half of the members then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Governing Board, except where otherwise required by these Bylaws. **If a meeting has less than one-half of the members present, discussion but no decisions may be made at the meeting.**

Section 4: The Governing Board shall select its own meeting format in any method allowed by the laws of the state of New Mexico, which will be made public in an annual Open Meetings Act statement which will be posted on the school's website. Any such meeting, whether regular or special, complying with Sections 1 or 2 of Article III shall constitute a meeting of the Governing Board and shall subscribe to the policies, procedures, and rules adopted by the Governing Board.

Section 5: Notice of all regular and special meetings of the Governing Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all members prior to the meeting. The Governing Board meetings will be conducted in compliance with the Open Meetings Act.

Section 6: An absentee Governing Board member may not designate an alternate to represent him or her at a Governing Board meeting.

Section 7: The school principal and business manager or other hired professionals are advisory only and may not vote.

ARTICLE III OFFICERS

Section 1: There shall be four (4) elective **officers** of the Governing Board: a Board Chair, a Vice-Chair, a Secretary, and a Treasurer.

Section 2: The Governance Committee shall present a slate of officers to the Governing Board. The nominated officers shall be drawn from among the members of the Governing Board. The election of officers shall be held as needed.

Section 3: The newly elected officers shall take office on July 1 following the close of the meeting at which they are elected and the term of office shall be one year, or until respective successors assume office. A member may serve more than one (1) term in the same office, but not more than ~~five~~ **two** consecutive terms in the same office.

Section 4: In the event that the office of the Board Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice-Chair, Secretary, or Treasurer becomes vacant, the Chair shall appoint interim officers to fill such vacant offices until a scheduled meeting of the Board can be held.

Section 5: The Board Chair shall preside at all meetings of the Governing Board. In the Chair's absence, the Vice-Chair shall preside. The Chair is responsible for setting the agenda for all meetings, calling any special meetings, and appointing members to chair all committees.

Section 6: The Treasurer shall have general supervision of the school's financial securities. **The Treasurer shall develop financial policies and procedures for Board review and approval.** The Treasurer shall also supervise the maintenance of financial records and books, and sign such instruments as required by the office.

Section 7: The Secretary shall issue Governing Board meeting notices and shall keep minutes, act as custodian of the school's records and perform such other duties as required by the office.

ARTICLE IV COMMITTEES

Section 1: A Governing Board resolution shall appoint committees or task forces of the Governing Board, except the Governance Committee. Committees may be composed of Board members or community members, or both. The Board may prescribe the need and/or the composition of such committees.

Section 2: Each standing committee shall consist of at least two people. The Chair of each standing committee shall be a Governing Board member. Membership of the Finance and Audit Committees shall comply with NMSA Section 22-8-12.3(B).

Section 3: Standing Committees shall include the following:

- A. Finance Committee
- B. Audit Committee
- C. Governance/**Nominating** Committee

Date Adopted: 11/4/2019

Page 4 of 6

Date(s) Amended: 12/21/2019

D. Equity Council

~~D. Academic Excellence Committee~~

Section 4: The Governance/**Nominating** Committee shall be composed of at least two (2) persons recommended by the Board Chair and elected by the Governing Board at its annual meeting. Each committee member shall serve a term of two (2) years, and these terms shall be staggered to ensure continuity of the committee. The committee shall elect its own chair. Duties of the Governance Committee shall be:

- A. to study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant member positions on the Governing Board;
- B. to present a slate of nominees for officers to the Governing Board for election at the annual meeting;
- C. to recommend candidates to the Governing Board to fill vacancies that arise outside the regular nominating process;
- D. to provide ongoing orientation to members;
- E. to oversee a member assessment process to ensure optimum performance; and
- F. to recommend the appointment of a past Board Chair to the Governing Board, if necessary, in the interests of continuity.

ARTICLE V FISCAL YEAR

Section 1: The fiscal year of the ACES Technical Charter School shall begin on July 1 of each calendar year and terminate on June 30 of the following calendar year. The school's financial accounts shall be audited annually.

ARTICLE VI RULES OF ORDER

Section 1: The rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of ACES Technical Charter School.

ARTICLE VII INDEMNITY

Aces Technical Charter School shall provide to any person who is or was a Governing Board member or is or was serving at the request of the Governing Board or executive officer, the indemnity against expenses of suit, litigation or other proceedings, which is specifically permissible under applicable law. The Governing Board, in its discretion, may direct the

Date Adopted: 11/4/2019

Page 5 of 6

Date(s) Amended: 12/21/2019

purchase of liability insurance by way of the implementing the provisions of this article
VII.?????wording

ARTICLE VIII AMENDMENTS

Section 1: These bylaws may be amended at a regular meeting by a two-thirds (2/3) vote of all members then in office; provided that notice of the proposed amendment, together with a copy thereof, is mailed to each member at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

CERTIFICATE OF ADOPTION

The undersigned officers hereby certify that these Bylaws were duly adopted by majority vote of the Aces Technical Charter School on

ACCEPTED AND ACKNOWLEDGED:

DATE:

By: _____
President

By: _____
Vice_President/Secretary

Date Adopted: 11/4/2019
Date(s) Amended: 12/21/2019

Page 6 of 6

GOVERNING BOARD BYLAWS

ARTICLE I GOVERNING BOARD

Section 1: The governance of ACES Technical Charter School is entrusted to the Governing Board. Pursuant to NMSA 1978, Section 53-8-11 (1975), the school shall have no members.

Section 2: In addition to all powers conferred upon the Governing Board by New Mexico law and the Articles of Incorporation, the Governing Board shall have the power to:

- A. Review and adopt the school's mission statement;
- B. Review and adopt bylaws and establish policies consistent with the school's mission;
- C. Hire, evaluate, set compensation and employment terms for, and terminate the School Leader;
- D. Oversee financial matters for the school, including approving the annual school budget and authorizing designees to sign checks and legal documents on behalf of the school.

Section 3: The Governing Board shall establish the number of members, which shall consist of at least five (5) members and no more than eleven (11) members. It is desirable to have a parent or community member on the Board. All members shall have identical rights and responsibilities.

Section 4: Members shall serve a term of three (3) years from the date of their appointments, or until their successors are seated. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. After election, the term of a member may not be reduced, except for cause as specified in these bylaws. No member shall serve more than three (3) consecutive, three-year terms. Members shall serve staggered terms to balance continuity with new perspective.

Section 5: The initial Governing Board will serve staggered terms:-

Section 6: Governing Board members shall be sought to reflect qualities, qualifications and diversity determined by the Board, delineated in the Job Description of the Governing Board.

Section 7: Any vacancy occurring in the Governing Board and any position to be filled by reason of an increase in the number of members may be filled, upon recommendation of a qualified candidate by the Governing Board, by two-thirds (2/3) vote of the seated members, within 45 days of the vacancy. A member elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Date Adopted: 11/4/2019
Date(s) Amended: 3/13/25

Page 1 of 6

Section 8: Should the board fall below three members, new members shall be appointed by the remaining Board members until there are at least three members. Once there are at least three board members, all further members shall be voted on. Should every member of the board no longer be in service of the school, the principal, in consultation with the Parent Teacher Organization (PTO, Advisory Council), shall appoint new Board members.

Section 9: The Governance Committee shall present a slate of potential members and officers for election by the Governing Board. This slate shall be presented at the annual meeting of the Board. In the case of a member vacancy, the Governance Committee shall present a slate of members for election by the Governing Board no later than 45 days following the vacancy.

Section 10: A member may resign at any time by filing a written resignation with the Chair of the Governing Board.

Section 11: Any member may resign at any time by giving written notice to the President or to the Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Governing Board may remove any officer or member with a majority vote of the entire Governing Board at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall be communicated to the Officer 30 days before final action. This communication shall be accompanied by a notice of the time when, and the place where, the Governing Board is to take action on the removal. The officer or member shall be given an opportunity to be heard and the matter considered by the Governing Board at the time and place mentioned in the notice.

Grounds for removal will include without limitation the following acts or omissions:

- a) Violation of the Conflict of Interest Policy;
- b) Violation of Governing Council Commitment Agreement
- c) Failure to attend three consecutive scheduled meetings of the Governing Council, except when such absence is due to exigent circumstances;
- d) Violation of the member's duty of loyalty;
- e) Violation of the Governing Council's Code of Ethics; or
- f) Any other grounds the Governing Council deems appropriate, including failure to abide by the school mission and/or charter contract.

Section 12: Members of the Governing Board:

A. Shall receive no payment, excepting reimbursement for expenses incurred in performance of voluntary ACES Technical Charter School activities in accordance with ACES Technical Charter School policies. Governing Board members may be reimbursed for travel based on the federal reimbursement rates.

B. Shall serve the ACES Technical Charter School with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the ACES Technical Charter School.

C. All participants in Governing Council work are bound by the Code of Conduct and Conflict of Interest laws and policy statements.

D. Shall have no direct or indirect financial interest in the assets or leases of the ACES Technical Charter School; any Representative who individually or as part of a business or professional firm is involved in the business transactions or current professional services of the ACES Technical Charter School shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

ARTICLE II MEETINGS

Section 1: There shall be at least one (1) meeting per month, including an annual meeting. Notice shall be given to each member thirty (30) days prior to the date of every regular meeting of the Governing Board.

Section 2: Executive sessions of the Governing Board may be called by the Board Chair or by a majority of the Governing Board filing a written request for such a meeting with the Board Chair and stating the object, date, and hour therefore, due notice having been given each member five (5) calendar days prior to the meeting, in accordance with the Open Meetings Act.

Section 3: More than one-half of the members then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Governing Board, except where otherwise required by these Bylaws. If a meeting has less than one-half of the members present, discussion but no decisions may be made at the meeting.

Section 4: The Governing Board shall select its own meeting format in any method allowed by the laws of the state of New Mexico, which will be made public in an annual Open Meetings Act statement which will be posted on the school's website. Any such meeting, whether regular or special, complying with Sections 1 or 2 of Article III shall constitute a meeting of the Governing Board and shall subscribe to the policies, procedures, and rules adopted by the Governing Board.

Section 5: Notice of all regular and special meetings of the Governing Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all members prior to the meeting. The Governing Board meetings will be conducted in compliance with the Open Meetings Act.

Section 6: An absentee Governing Board member may not designate an alternate to represent him or her at a Governing Board meeting.

Section 7: The school principal and business manager or other hired professionals are advisory only and may not vote.

ARTICLE III OFFICERS

Section 1: There shall be four (4) elective officers of the Governing Board: a Board Chair, a Vice-Chair, a Secretary, and a Treasurer.

Section 2: The Governance Committee shall present a slate of officers to the Governing Board. The nominated officers shall be drawn from among the members of the Governing Board. The election of officers shall be held as needed.

Section 3: The newly elected officers shall take office on July 1 following the close of the meeting at which they are elected and the term of office shall be one year, or until respective successors assume office. A member may serve more than one (1) term in the same office, but not more than two consecutive terms in the same office.

Section 4: In the event that the office of the Board Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice-Chair, Secretary, or Treasurer becomes vacant, the Chair shall appoint interim officers to fill such vacant offices until a scheduled meeting of the Board can be held.

Section 5: The Board Chair shall preside at all meetings of the Governing Board. In the Chair's absence, the Vice-Chair shall preside. The Chair is responsible for setting the agenda for all meetings, calling any special meetings, and appointing members to chair all committees.

Section 6: The Treasurer shall have general supervision of the school's financial securities. The Treasurer shall develop financial policies and procedures for Board review and approval. The Treasurer shall also supervise the maintenance of financial records and books, and sign such instruments as required by the office.

Section 7: The Secretary shall issue Governing Board meeting notices and shall keep minutes, act as custodian of the school's records and perform such other duties as required by the office.

ARTICLE IV COMMITTEES

Section 1: A Governing Board resolution shall appoint committees or task forces of the Governing Board, except the Governance Committee. Committees may be composed of Board members or community members, or both. The Board may prescribe the need and/or the composition of such committees.

Section 2: Each standing committee shall consist of at least two people. The Chair of each standing committee shall be a Governing Board member. Membership of the Finance and Audit Committees shall comply with NMSA Section 22-8-12.3(B).

Section 3: Standing Committees shall include the following:

- A. Finance Committee
- B. Audit Committee
- C. Governance/Nominating Committee
- D. Equity Council

Section 4: The Governance/Nominating Committee shall be composed of at least two (2) persons recommended by the Board Chair and elected by the Governing Board at its annual meeting. Each committee member shall serve a term of two (2) years, and these terms shall be

staggered to ensure continuity of the committee. The committee shall elect its own chair. Duties of the Governance Committee shall be:

- A. to study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant member positions on the Governing Board;
- B. to present a slate of nominees for officers to the Governing Board for election at the annual meeting;
- C. to recommend candidates to the Governing Board to fill vacancies that arise outside the regular nominating process;
- D. to provide ongoing orientation to members;
- E. to oversee a member assessment process to ensure optimum performance; and
- F. to recommend the appointment of a past Board Chair to the Governing Board, if necessary, in the interests of continuity.

ARTICLE V FISCAL YEAR

Section 1: The fiscal year of the ACES Technical Charter School shall begin on July 1 of each calendar year and terminate on June 30 of the following calendar year. The school's financial accounts shall be audited annually.

ARTICLE VI RULES OF ORDER

Section 1: The rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of ACES Technical Charter School.

ARTICLE VII INDEMNITY

Aces Technical Charter School shall provide to any person who is or was a Governing Board member or is or was serving at the request of the Governing Board or executive officer, the indemnity against expenses of suit, litigation or other proceedings, which is specifically permissible under applicable law. The Governing Board, in its discretion, may direct the purchase of liability insurance by way of the implementing the provisions of this article VII.

ARTICLE VIII AMENDMENTS

Date Adopted: 11/4/2019
Date(s) Amended: 3/13/25

Page 5 of 6


Section 1: These bylaws may be amended at a regular meeting by a two-thirds (2/3) vote of all members then in office; provided that notice of the proposed amendment, together with a copy thereof, is mailed to each member at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

CERTIFICATE OF ADOPTION

The undersigned officers hereby certify that these Bylaws were duly adopted by majority vote of the Aces Technical Charter School on

ACCEPTED AND ACKNOWLEDGED:

DATE: 3/30/2025


By: _____
President

By: _____
Vice_President/Secretary

GOVERNING BOARD BYLAWS

ARTICLE I GOVERNING BOARD

Section 1: The governance of ACES Technical Charter School is entrusted to the Governing Board. Pursuant to NMSA 1978, Section 53-8-11 (1975), the school shall have no members.

Section 2: In addition to all powers conferred upon the Governing Board by New Mexico law and the Articles of Incorporation, the Governing Board shall have the power to:

- A. Review and adopt the school's mission statement;
- B. Review and adopt bylaws and establish policies consistent with the school's mission;
- C. Hire, evaluate, set compensation and employment terms for, and terminate the School Leader;
- D. Oversee financial matters for the school, including approving the annual school budget and authorizing designees to sign checks and legal documents on behalf of the school.

Section 3: The Governing Board shall establish the number of members, which shall consist of at least five (5) members and no more than eleven (11) members. It is desirable to have a parent or community member on the Board. All members shall have identical rights and responsibilities.

Section 4: Members shall serve a term of three (3) years from the date of their appointments, or until their successors are seated. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. After election, the term of a member may not be reduced, except for cause as specified in these bylaws. No member shall serve more than three (3) consecutive, three-year terms. Members shall serve staggered terms to balance continuity with new perspective.

Section 5: The initial Governing Board will serve staggered terms.

Section 6: Governing Board members shall be sought to reflect qualities, qualifications and diversity determined by the Board, delineated in the Job Description of the Governing Board.

Section 7: Any vacancy occurring in the Governing Board and any position to be filled by reason of an increase in the number of members may be filled, upon recommendation of a qualified candidate by the Governing Board, by two-thirds (2/3) vote of the seated members, within 45 days of the vacancy. A member elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Date Adopted: 11/4/2019
Date(s) Amended: 3/13/25

Page 1 of 6

Section 8: Should the board fall below three members, new members shall be appointed by the remaining Board members until there are at least three members. Once there are at least three board members, all further members shall be voted on. Should every member of the board no longer be in service of the school, the principal, in consultation with the Parent Teacher Organization (PTO, Advisory Council), shall appoint new Board members.

Section 9: The Governance Committee shall present a slate of potential members and officers for election by the Governing Board. This slate shall be presented at the annual meeting of the Board. In the case of a member vacancy, the Governance Committee shall present a slate of members for election by the Governing Board no later than 45 days following the vacancy.

Section 10: A member may resign at any time by filing a written resignation with the Chair of the Governing Board.

Section 11: Any member may resign at any time by giving written notice to the President or to the Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Governing Board may remove any officer or member with a majority vote of the entire Governing Board at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall be communicated to the Officer 30 days before final action. This communication shall be accompanied by a notice of the time when, and the place where, the Governing Board is to take action on the removal. The officer or member shall be given an opportunity to be heard and the matter considered by the Governing Board at the time and place mentioned in the notice.

Grounds for removal will include without limitation the following acts or omissions:

- a) Violation of the Conflict of Interest Policy;
- b) Violation of Governing Council Commitment Agreement
- c) Failure to attend three consecutive scheduled meetings of the Governing Council, except when such absence is due to exigent circumstances;
- d) Violation of the member's duty of loyalty;
- e) Violation of the Governing Council's Code of Ethics; or
- f) Any other grounds the Governing Council deems appropriate, including failure to abide by the school mission and/or charter contract.

Section 12: Members of the Governing Board:

A. Shall receive no payment, excepting reimbursement for expenses incurred in performance of voluntary ACES Technical Charter School activities in accordance with ACES Technical Charter School policies. Governing Board members may be reimbursed for travel based on the federal reimbursement rates.

B. Shall serve the ACES Technical Charter School with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the ACES Technical Charter School.

C. All participants in Governing Council work are bound by the Code of Conduct and Conflict of Interest laws and policy statements.

Date Adopted: 11/4/2019

Page 2 of 6

Date(s) Amended: 3/13/25

4501 Montgomery Blvd. NE * Albuquerque, New Mexico 87109 * (505) 506-1186

D. Shall have no direct or indirect financial interest in the assets or leases of the ACES Technical Charter School; any Representative who individually or as part of a business or professional firm is involved in the business transactions or current professional services of the ACES Technical Charter School shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

ARTICLE II MEETINGS

Section 1: There shall be at least one (1) meeting per month, including an annual meeting. Notice shall be given to each member thirty (30) days prior to the date of every regular meeting of the Governing Board.

Section 2: Executive sessions of the Governing Board may be called by the Board Chair or by a majority of the Governing Board filing a written request for such a meeting with the Board Chair and stating the object, date, and hour therefore, due notice having been given each member five (5) calendar days prior to the meeting in accordance with the Open Meetings Act.

Section 3: More than one-half of the members then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Governing Board, except where otherwise required by these Bylaws. If a meeting has less than one-half of the members present, discussion but no decisions may be made at the meeting.

Section 4: The Governing Board shall select its own meeting format in any method allowed by the laws of the state of New Mexico, which will be made public in an annual Open Meetings Act statement which will be posted on the school's website. Any such meeting, whether regular or special, complying with Sections 1 or 2 of Article III shall constitute a meeting of the Governing Board and shall subscribe to the policies, procedures, and rules adopted by the Governing Board.

Section 5: Notice of all regular and special meetings of the Governing Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all members prior to the meeting. The Governing Board meetings will be conducted in compliance with the Open Meetings Act.

Section 6: An absentee Governing Board member may not designate an alternate to represent him or her at a Governing Board meeting.

Section 7: The school principal and business manager or other hired professionals are advisory only and may not vote.

ARTICLE III OFFICERS

Section 1: There shall be four (4) elective officers of the Governing Board: a Board Chair, a Vice-Chair, a Secretary, and a Treasurer.

Date Adopted: 11/4/2019
Date(s) Amended: 3/13/25

Page 3 of 6

Section 2: The Governance Committee shall present a slate of officers to the Governing Board. The nominated officers shall be drawn from among the members of the Governing Board. The election of officers shall be held as needed.

Section 3: The newly elected officers shall take office on July 1 following the close of the meeting at which they are elected and the term of office shall be one year, or until respective successors assume office. A member may serve more than one (1) term in the same office, but not more than two consecutive terms in the same office.

Section 4: In the event that the office of the Board Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice-Chair, Secretary, or Treasurer becomes vacant, the Chair shall appoint interim officers to fill such vacant offices until a scheduled meeting of the Board can be held.

Section 5: The Board Chair shall preside at all meetings of the Governing Board. In the Chair's absence, the Vice-Chair shall preside. The Chair is responsible for setting the agenda for all meetings, calling any special meetings, and appointing members to chair all committees.

Section 6: The Treasurer shall have general supervision of the school's financial securities. The Treasurer shall develop financial policies and procedures for Board review and approval. The Treasurer shall also supervise the maintenance of financial records and books, and sign such instruments as required by the office.

Section 7: The Secretary shall issue Governing Board meeting notices and shall keep minutes, act as custodian of the school's records and perform such other duties as required by the office.

ARTICLE IV COMMITTEES

Section 1: A Governing Board resolution shall appoint committees or task forces of the Governing Board, except the Governance Committee. Committees may be composed of Board members or community members, or both. The Board may prescribe the need and/or the composition of such committees.

Section 2: Each standing committee shall consist of at least two people. The Chair of each standing committee shall be a Governing Board member. Membership of the Finance and Audit Committees shall comply with NMSA Section 22-8-12.3(B).

Section 3: Standing Committees shall include the following:

- A. Finance Committee
- B. Audit Committee
- C. Governance/Nominating Committee
- D. Equity Council

Section 4: The Governance/Nominating Committee shall be composed of at least two (2) persons recommended by the Board Chair and elected by the Governing Board at its annual meeting. Each committee member shall serve a term of two (2) years, and these terms shall be

Date Adopted: 11/4/2019
Date(s) Amended: 3/13/25

Page 4 of 6

staggered to ensure continuity of the committee. The committee shall elect its own chair. Duties of the Governance Committee shall be:

- A. to study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant member positions on the Governing Board;
- B. to present a slate of nominees for officers to the Governing Board for election at the annual meeting;
- C. to recommend candidates to the Governing Board to fill vacancies that arise outside the regular nominating process;
- D. to provide ongoing orientation to members;
- E. to oversee a member assessment process to ensure optimum performance; and
- F. to recommend the appointment of a past Board Chair to the Governing Board, if necessary, in the interests of continuity.

ARTICLE V FISCAL YEAR

Section 1: The fiscal year of the ACES Technical Charter School shall begin on July 1 of each calendar year and terminate on June 30 of the following calendar year. The school's financial accounts shall be audited annually.

ARTICLE VI RULES OF ORDER

Section 1: The rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of ACES Technical Charter School.

ARTICLE VII INDEMNITY

Aces Technical Charter School shall provide to any person who is or was a Governing Board member or is or was serving at the request of the Governing Board or executive officer, the indemnity against expenses of suit, litigation or other proceedings, which is specifically permissible under applicable law. The Governing Board, in its discretion, may direct the purchase of liability insurance by way of the implementing the provisions of this article VII.

ARTICLE VIII AMENDMENTS

Date Adopted: 11/4/2019
Date(s) Amended: 3/13/25

Page 5 of 6

Section 1: These bylaws may be amended at a regular meeting by a two-thirds (2/3) vote of all members then in office; provided that notice of the proposed amendment, together with a copy thereof, is mailed to each member at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

CERTIFICATE OF ADOPTION

The undersigned officers hereby certify that these Bylaws were duly adopted by majority vote of the Aces Technical Charter School on

ACCEPTED AND ACKNOWLEDGED:

DATE: 3/30/2025

By: Wanda Salmeron
President

By: [Signature]
Vice_President/Secretary

Date Adopted: 11/4/2019
Date(s) Amended: 3/13/25

Page 6 of 6

4501 Montgomery Blvd. NE * Albuquerque, New Mexico 87109 * (505) 506-1186