

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 Aldo Leopold Charter School, hereafter "the school," effective on July 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): Article I, Vacancies (text to be added only)

New section & language to change or replace what is provided above (can refer to red-line copy provided): **Addition:** In the event that Governing Council membership falls to zero, the Student Council of Aldo Leopold Charter School shall appoint three new members to serve staggered one-, two-, and three-year terms. These newly appointed members shall elect a Chair, Vice-Chair, and Secretary, and shall endeavor to complete required training within three months of their appointments.

Effective Date: 3/14/2025

The school's notification is hereby submitted by:

Signature of School Representative: H. H. Weedy Date: 3/18/25

Signature of Governing Board Chair: Hamza Date: 3/14/2025

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:** _____

Governing Council Action Item

Action Item: Approval of Bylaws Amendment

Submitted By: Hannah Weeks, School Director **Date:** 03/13/2025

Motion: *To approve* an amendment to the Bylaws specifying the process to replace Governing Council members if GC membership falls to zero as presented

Made by: Harry Browne, Chair

Seconded by: R. James McIntosh

Voting Results:

	For	Against	Abstain	Absent
Harry Browne (Chair)	X			
Alexandra Tager	X			
R. James McIntosh (Secretary)	X			
Sebastiano Marino				X
Lauren Diorio	X			

Notes:

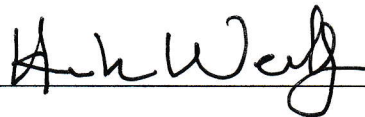
Chair's Signature



Date

3/14/25

Director's Signature



Date

3/13/25

GC Bylaws

ARTICLE I: MEMBERSHIP

Number

The Aldo Leopold Charter School (ALCS) Governing Council shall have no fewer than five (5) nor more than nine (9) voting members.

Qualifications

Any member of the community who does not receive compensation from the school and whose appointment does not violate the Nepotism Law of NMSA 1978, Section 22-5-6 or ALCS Nepotism rules is eligible to serve on the ALCS Governing Council. Membership of the Governing Council shall strive to reflect the entire ALCS community. Competencies considered will include educational administration, curriculum and instruction, business administration, finance, strategic planning, policy development, natural environment, law, community relations, and other areas of strategic expertise, resources, and perspective needed to achieve the mission and goals of the school.

Terms of Office

Council members shall hold offices for staggered terms of three (3) years to be determined and as elected by the Governing Council with the intent of ensuring continuity of purpose within the Governing Council. The terms shall begin on the date determined by the Governing Council when the member is approved. Terms shall not begin after March 31 of any fiscal year. Each Council member shall serve until their successor is approved and seated. Each Council member shall be allowed to serve two (2) consecutive full terms of office. After one (1) year absence, a former Council member who had served two (2) consecutive terms may re-apply to serve on the Council through the procedures contained in accordance with the Council policies and procedures.

Removal and Resignation

Any Council member may resign by providing 30 days' notice to the Chair or the Secretary of the Governing Council. The resignation shall take effect 30 days after the notice is provided unless the notice specifies a later time for the effectiveness of such resignation. Unless specified therein, no acceptance of the resignation is necessary.

Council members may be removed, with or without cause, by a vote of two-thirds (2/3) of the members of the Governing Council present at the meeting. Such removal must take place at a regularly scheduled meeting. If a Council member misses two (2) consecutive regular meetings, that position may be declared vacant by a majority vote of the remaining Council members, which will be done on motion by any other member of the Council. If a Council member misses three (3) consecutive regular meetings, that position shall be determined to be vacant. The Chair shall declare the position vacant at or by the next regular meeting and the position shall be filled in accordance with these Policies and the laws of this State.

Vacancies

Vacancies on the Governing Council shall exist:

- When a Council member's term of office is completed;
- Upon the death, resignation or removal of any Council member; and
- Whenever the number of authorized Council members is increased for reasons determined by the Governing Council.

The Council shall appoint an ad hoc Nominating Committee to recruit candidates to fill expiring and/or vacant Council positions. The committee shall represent the school community, and should include representation from parents, staff, administration, community members, and former Council members. All members shall have been actively involved with ALCS for the year preceding service on the committee.

Committee members will advertise the position available through the school newsletter, local press and community groups as well as by personal invitation. Applicants may be any member of the community who does not receive compensation from the school and does not violate Nepotism rules. Membership shall strive to reflect the entire ALCS community. Competencies considered will include educational administration, curriculum and instruction, business administration, finance, strategic planning, policy development, natural environment, law, community relations, and other areas of strategic expertise, resources, and perspective needed to achieve the mission and goals of the school.

Candidates will submit an application and resume. The Nominating Committee will review each submission for qualifications. At the committee's discretion some, none, or all of the candidates may be interviewed. The Nominating Committee makes recommendations to the Governing Council at a regularly scheduled meeting for final consideration.

If the number of Council members then in office is less than a quorum, a vacancy on the Governing Council may be filled by approval of a majority of the Council members then in office or by a sole remaining Council member.

In the event that Governing Council membership falls to zero, the Student Council of Aldo Leopold Charter School shall appoint three new members to serve staggered one-, two-, and three-year terms. These newly appointed members shall elect a Chair, Vice-Chair, and Secretary, and shall endeavor to complete required training within three months of their appointments.

ARTICLE II: POWERS AND RESPONSIBILITIES

Powers

Subject to the provisions of the laws of New Mexico and any limitations in the ALCS Charter or these Policies relating to action required or permitted to be taken or approved by the members, the activities and affairs of this Governing Council and ALCS shall be conducted, and all powers shall be exercised by or under the direction of the Governing Council of Aldo Leopold Charter School.

Duties

It shall be the duty of Governing Council members to adhere to the roles and accountabilities contained in the [Statement of Cooperation](#). Members are expected to serve on at least two Council committees and to attend each year's graduation ceremony.

Compensation

Council members shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their authorized duties.

Orientation and Professional Development

Each new Council member will complete a three-hour orientation to the Council and school, as required by state law and approved by the PED. In addition, all new members will receive an orientation binder that will include: Contact list of all members including their terms, committee appointments, and offices held; a list of Council Committees including members and regular meeting times; Governing Council Policies, Statement of Cooperation, Conflict of Interest Statement, recent minutes and financial statements, the School Charter, and Administrative and Student Policy Manuals.

As per state law, all ALCS Governing Council members will receive at least five hours of training annually. The training will cover the topics prescribed by law. The trainings must be sponsored by an organization approved by the PED to provide such training.

ARTICLE III: OFFICERS

Designation of Officers

The officers of the Governing Council shall be: Chair, Vice-Chair, and Secretary. The Governing Council may also have other such officers with such titles as may be determined necessary from time-to-time by the Governing Council.

Qualifications

Any member of the Governing Council may serve as an officer of this Governing Council, at the discretion of the Governing Council, with all rights and responsibilities afforded those offices.

Election and Term of Office

Officers shall be elected by the Governing Council for a one-year term coinciding with the school's fiscal year. In the event of a vacancy prior to completion of the term, newly elected officers shall serve the remainder of the term.

Removal and Resignation

The Governing Council may remove any officer from office at any time, with or without cause, by a vote of a quorum of the members of the Governing Council present at the meeting.

Any officer may resign from office at any time by giving written notice to the Governing Council or to the Chair or Secretary of the Governing Council. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Governing Council relating to the employment of any officer of the Governing Council.

Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise (except for expiration of term), of any officer shall be filled by the Governing Council. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Governing Council shall fill the vacancy.

Duties of the Chairperson

The Chairperson shall be the chief executive officer of the Governing Council and shall, subject to the control of the Governing Council, supervise and control the affairs of the Governing Council and the activities of the officers. They shall ensure adherence to these Policies. They shall perform all duties incidental to their office and such other duties as may be required by law, by the Charter, or by these Policies, or that may be prescribed from time-to-time by the Governing Council. The Chair shall preside at all meetings of the Governing Council. Except as otherwise expressly provided by law, by the Charter, or by these Policies, the Chair shall, in the name of the Governing Council, execute such deeds, contracts, checks, or other instruments that may from time-to-time be authorized by the Governing Council.

Duties of the Vice Chairperson

In the absence of the Chair, or in the event of their inability or refusal to act, the Vice Chair shall perform all the duties of the Chair and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. Should the Chair leave the Council prior to the expiration of their term, the Vice Chair shall act as Chair until such time the Governing Council may elect a new Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the ALCS Charter, by these Policies, or as may be prescribed by the Governing Council, or delegated by the Chair.

Duties of the Secretary

The Secretary shall:

- Certify and keep at the principal office of the Governing Council the original, or a copy, of this Governing Council Policy Manual as amended or otherwise altered to date.
- Keep at the principal office of the Governing Council or at such other place as the Governing Council may determine, a book of minutes of all meetings of the Governing Council, and, if applicable, meetings of committees of Council members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- Draft minutes of every Governing Council meeting and circulating such draft within 10 working days of the meeting, except this duty may be designated to a nonmember of the Governing Council. See that all notices are duly given in accordance with the provisions of these policies or as required by the New Mexico Open Meetings Act and the Open Meetings Act Resolution.

- Be custodian of the records, which shall include, but not be limited to the Charter and any handbooks or policy and procedure manuals of ALCS.
- Keep at the principal office of the Governing Council a membership book containing the name and address of each and any members, the terms of the Council members and other officers, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased and provide the reasons therefore.
- Exhibit at all reasonable times to any Council member of the Governing Council on request therefore, the Governing Council Policy Manual, the membership book, and the minutes of the proceedings of the Council members of the Governing Council.
- In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the ALCS Charter, or by these Policies, or which may be assigned to him or her from time to time by the Governing Council.

ARTICLE IV: MEETINGS

Place of Meetings

Meetings shall be held at the school unless otherwise provided by the Governing Council or at such other place as may be designated from time-to-time by resolution of the Governing Council of ALCS. A webcast of each public meeting shall begin as soon as practicable after the chair has called the meeting to order and shall terminate as soon as practicable after the governing body has adjourned.

Regular Meetings

Regular meetings of the Governing Council will occur at least eleven (11) times/year and shall be held in accordance with the Governing Council's annually adopted Open Meetings Act Resolution. Public or other notice of such meetings shall be timely and in accordance with that Resolution and the New Mexico Open Meetings Act. Any Council member may attend a meeting via teleconference if unable to attend in person. The purpose of the regular meetings shall be to hear reports, to consider and adopt policies, to act on committee recommendations, and to hear requests and concerns from staff, parents, students, and the community.

The Governing Council may, at its discretion, hold working sessions at which no action shall be taken. These meetings shall be open to the public and announced in the local media pursuant to the Open Meetings Act Resolution.

The Council may recess any Open Meeting and reconvene if, prior to recessing, the Council specifies for the minutes the date, time, and place for the continuation of the meeting and the reason for the recess and, immediately prior to recessing, posts notice of the date, time, place and agenda of the reconvened meeting on or near the door of the place where the meeting was held, or in accordance with the Open Meetings Act Resolution.

Special Meetings

Special meetings of the Governing Council may be called by the Chair or the Vice-Chair of the Governing Council or by any two (2) Council members together. Such meetings shall be held at ALCS or, if different, at the place designated by the person or persons calling the special meeting. All special meetings shall be noticed and held in accordance with the New Mexico Open Meetings Act and the Open Meetings Act Resolution. Any Council member may attend a meeting via teleconference if unable to attend in person.

Closed Meetings

Closed meetings of the Governing Council are limited to those subject matters allowed to be closed to the public under the New Mexico Open Meetings Act, NMSA 1978 § 10-15-1. A closed meeting may be called during an open meeting to address unanticipated business or when the Council is not meeting, according to the provisions of law. Any Council member may attend a meeting via teleconference if unable to attend in person. Except when a closed meeting has been called during an open meeting, no business other than the business on the published agenda for a closed meeting may be covered in a closed meeting of the Governing Council, and no action shall be taken. At the next open meeting immediately following the closed meeting, the Council shall state on the record that a closed meeting was held; the date, time, and place of the meeting; and that nothing other than the published matter or matters were discussed. A reconvened meeting shall constitute the next open meeting for purposes of this requirement. This shall be done in accordance with NMSA 1978 § 10-15-1(I).

Notice of Meetings to Council Members

Unless otherwise provided by these Policies or the laws of this State, the following provisions shall govern the provision of notice for meetings of the Governing Council to Council Members:

Regular Meetings

If the regular meeting of the Governing Council is determined by the Governing Council to be held consistently, no notice to Council members need be given. However, if regular

meetings are held only at the discretion of the Governing Council, then at least one-week prior notice shall be given by the Chair or the Secretary or an individual so authorized by the Chair to give such notice.

Special Meetings

The Chair or the Secretary of the Governing Council shall give at least three days' prior notice to each Council member of each special meeting, and 24 hours' prior notice of any emergency meeting of the Governing Council, unless the meeting is called on an emergency basis, when, consistent with the New Mexico Open Meetings Act and the Open Meetings Act Resolution, 24 hours' notice is not appropriate. Such notice may be oral, written, or electronic; may be given personally, by first class mail, by telephone, or by e-mail; and shall state the place, date and time of the meeting and the matters on the agenda for action or discussion at the meeting.

Closed Meetings

The Chairperson or the Secretary of the Governing Council shall give prior notice to each Council member of each closed meeting of the Governing Council in the same manner as for special meetings in sections 1 and 2 above.

Waiver of Notice

Whenever any notice of a meeting is required to be given to any Council member of this Governing Council under provisions of these Policies or the laws of New Mexico, a waiver of notice in writing signed by the Council member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Attendance at the meeting, recorded in the official minutes, shall be deemed to be a valid waiver by a member who was not noticed pursuant to these provisions.

Quorum for Meetings

A quorum shall consist of at least half of the voting members of the Governing Council. Except as otherwise provided under these Policies, or provisions of law, no business shall be considered by the Governing Council at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. When any Governing Council member takes an extended leave (being inactive or absent for a period including two or more consecutive Regular meetings), then a quorum shall be described as at least half of the remaining/active Governing Council members.

Majority Action as Governing Council Action

Every act or decision done or made by a majority of the Council members present at a meeting duly held at which a quorum is present shall be construed as an act of the entire Governing Council, unless Council policy requires a greater percentage or different voting rules for approval of a matter by the Governing Council.

Conduct of Meetings

Meetings of the Governing Council shall be presided over by the Chair of the Governing Council, or, if no such person has been so designated or, in his or her absence, by the Vice-Chair if in attendance or by a Chair chosen by a majority of the Council members present at the meeting. The Secretary of the Governing Council shall act as secretary of all meetings of the Governing Council, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Robert's Rules of Order Revised shall govern the Governing Council meetings, except when other regulations prevail. When appropriate, the Chair may use discretion in the adherence to any procedural rule.

ARTICLE V: MISCELLANEOUS

Non-liability of Council Members

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

Indemnification by Governing Council and Officers

The Governing Council, to the fullest extent permissible by law, shall indemnify the Council members and officers of the Governing Council under the laws of New Mexico.

Insurance for Governing Council Agents

Except as may otherwise be provided under provisions of law, the Governing Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Governing Council (including a Council member, officer, employee or other agent of the Governing Council) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Governing Council would have the power to indemnify the agent against such liability under these Policies or provisions of law.

Conflict of Interest

Members of the Governing Council serve a public-interest role and have an obligation to conduct all affairs of the school in a manner consistent with that role. All decisions made by the Governing Council must be made solely on the basis of a desire to promote the best interests of ALCS. Council members shall, at the beginning of each term served, sign a form acknowledging they have read the Conflict of Interest (see [Appendix A](#)) statement, which is included in these Policies, and has disclosed all known potential or actual conflicts.

Nepotism Prohibited

The Council shall not initially employ or approve the employment in any capacity of a person who is the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter or daughter-in-law of any Council Member, in accordance with the New Mexico State laws. Neither shall the Council elect a member to the Council who is the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter or daughter-in-law of the ALCS Director.

Aldo Leopold Charter School

Governing Council Conflict of Interest Statement

It is the policy of the Governing Council that all members must disclose any actual or potential conflicts of interest prior to joining the Council, or immediately after the conflict is discovered, should it be discovered after becoming a member. In addition, Council Members may not use any confidential information obtained by virtue of their association for their own individual or another's private gain.

The policy of the Governing Council requires that in the event the Council must consider any item of business that also involves:

- a. a member of the Council; or
- b. a member of his or her immediate family or close relative (includes spouse, parent, stepparent, guardian, brother, sister, parent-in-law, brother-in-law, sister-in-law, child, stepchild, grandparent, aunt, uncle, niece, nephew, first cousin and grandchildren); or
- c. an organization with which a member of the Council is affiliated, an organization of which the member is either the actual or beneficial owner of more than five percent (5%) of the voting stock or controlling interest; or
- d. an organization with which a Council member has any other direct or indirect dealings from which he or she knowingly benefited (i.e. through receipt of cash or other property, directly or indirectly, in excess of five hundred dollars (\$500.00) a year),

such Council member, at first knowledge of the business, must disclose the actual or potential conflict and refrain from taking any action with respect to such business. It is further required that disclosure must be made of all relationships and business affiliations that reasonably could give rise to a conflict of interest involving ALCS. For this purpose, affiliation is understood to exist if any Council member or a member of his or her family (as defined above) is: an officer, director, trustee, partner, employee, or agent of such organization.

Name

Date

Signature

Aldo Leopold Charter School Governing Council Statement of Cooperation

As a member of the Governing Council of ALCS, I understand that it is my duty to:

- Loyally support the mission, goals and objectives of the organization.
- Attend regular Governing Council meetings, which take place 8-10 times/year and are approximately two hours in duration.
- Provide proper financial oversight, assisting in development of the annual budget, and ensure that proper financial controls are in place.
- Ensure legal and ethical integrity and maintain accountability. The Council is ultimately responsible for ensuring adherence to legal standards and ethical norms.
- Support the school director and assess his or her performance. The Council should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.
- Provide leadership to Council Committees, serving as an active, ongoing member of at least one committee. This requires attending regular committee meetings and completing tasks between meetings.
- Commit time to developing financial resources for the school, assuring that the school has adequate financial resources for the organization to fulfill its mission.
- Responsibly review and vote on committee recommendations brought to the Council for action.
- Prepare in advance of Council meetings by reading provided materials and take responsibility for self-education on the major issues before the Council.
- Recruit and orient new Council members and assess Council performance, take responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
- Enhance the organization's public standing. The Council should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.
- Actively participate in annual Council development and Strategic Planning activities and assist the organization in reaching set goals and objectives throughout the year.
- Follow ALCS Bylaws and policies set by the Governing Council and work cooperatively and with the other members of the Council.

Additional information is contained in the school's by-laws, policies and board orientation materials, which I have read.

Name: _____

Date: _____

Bylaws Amendment required by PEC

The PEC has voted to require amendments to board bylaws for state-chartered schools to include a provision for identifying action that will be taken, if:

- a. board membership falls below the quorum and
- b. all board members have resigned.

Schools negotiating new contracts with the PEC should have these in their bylaws as part of the charter contract documentation. All other schools are required to provide bylaws to show this by June 30, 2025.

It is not clear to me if this means we need to pass this amendment today, since we are approving our new contract with the PEC today.

Note that our current Bylaws cover part (a) above, in the last paragraph of the Vacancies section on page 3:

“If the number of Council members then in office is less than a quorum, a vacancy on the Governing Council may be filled by approval of a majority of the Council members then in office or by a sole remaining Council member.”

Note also that this sentence is superfluous, given our definition of a quorum (on page 8) as: “at least half of the voting members of the Governing Council.”

As long as we have at least one member of the Governing Council, we will also be able to make a quorum. But I recommend we leave the superfluous sentence in place both so we don’t need to explain this redundancy to the PEC and in the event that we change our definition of a quorum.

Proposed amendment:

At the end of the “Vacancies” section, add the following:

In the event that Governing Council membership falls to zero, the Student Council of Aldo Leopold Charter School shall appoint three new members to serve staggered one-, two-, and three-year terms. These newly appointed members shall elect a Chair, Vice-Chair, and Secretary, and shall endeavor to complete required training within three months of their appointments.

GC Bylaws

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Council members may be removed, with or without cause, by a vote of two-thirds (2/3) of the members of the Governing Council present at the meeting. Such removal must take place at a regularly scheduled meeting. If a Council member misses two (2) consecutive regular meetings, that position may be declared vacant by a majority vote of the remaining Council members, which will be done on motion by any other member of the Council. If a Council member misses three (3) consecutive regular meetings, that position shall be determined to be vacant. The Chair shall declare the position vacant at or by the next regular meeting and the position shall be filled in accordance with these Policies and the laws of this State.

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Committee members will advertise the position available through the school newsletter, local press and community groups as well as by personal invitation. Applicants may be any member of the community who does not receive compensation from the school and does not violate Nepotism rules. Membership shall strive to reflect the entire ALCS community. Competencies considered will include educational administration, curriculum and instruction, business administration, finance, strategic planning, policy development, natural environment, law, community relations, and other areas of strategic expertise, resources, and perspective needed to achieve the mission and goals of the school.

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As per state law, all ALCS Governing Council members will receive at least five hours of training annually. The training will cover the topics prescribed by law. The trainings must be sponsored by an organization approved by the PED to provide such training.

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Removal and Resignation

The Governing Council may remove any officer from office at any time, with or without cause, by a vote of a quorum of the members of the Governing Council present at the meeting.

Any officer may resign from office at any time by giving written notice to the Governing Council or to the Chair or Secretary of the Governing Council. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Governing Council relating to the employment of any officer of the Governing Council.

Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise (except for expiration of term), of any officer shall be filled by the Governing Council. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Governing Council shall fill the vacancy.

Duties of the Chairperson

The Chairperson shall be the chief executive officer of the Governing Council and shall, subject to the control of the Governing Council, supervise and control the affairs of the Governing Council and the activities of the officers. They shall ensure adherence to these Policies. They shall perform all duties incidental to their office and such other duties as may be required by law, by the Charter, or by these Policies, or that may be prescribed from time-to-time by the Governing Council. The Chair shall preside at all meetings of the Governing Council. Except as otherwise expressly provided by law, by the Charter, or by these Policies, the Chair shall, in the name of the Governing Council, execute such deeds, contracts, checks, or other instruments that may from time-to-time be authorized by the Governing Council.

Duties of the Vice Chairperson

In the absence of the Chair, or in the event of their inability or refusal to act, the Vice Chair shall perform all the duties of the Chair and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. Should the Chair leave the Council prior to the expiration of their term, the Vice Chair shall act as Chair until such time the Governing Council may elect a new Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the ALCS Charter, by these Policies, or as may be prescribed by the Governing Council, or delegated by the Chair.

Duties of the Secretary

The Secretary shall:

- Certify and keep at the principal office of the Governing Council the original, or a copy, of this Governing Council Policy Manual as amended or otherwise altered to date.
- Keep at the principal office of the Governing Council or at such other place as the Governing Council may determine, a book of minutes of all meetings of the Governing Council, and, if applicable, meetings of committees of Council members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- Draft minutes of every Governing Council meeting and circulating such draft within 10 working days of the meeting, except this duty may be designated to a nonmember of the Governing Council. See that all notices are duly given in accordance with the provisions of these policies or as required by the New Mexico Open Meetings Act and the Open Meetings Act Resolution.

- Be custodian of the records, which shall include, but not be limited to the Charter and any handbooks or policy and procedure manuals of ALCS.
- Keep at the principal office of the Governing Council a membership book containing the name and address of each and any members, the terms of the Council members and other officers, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased and provide the reasons therefore.
- Exhibit at all reasonable times to any Council member of the Governing Council on request therefore, the Governing Council Policy Manual, the membership book, and the minutes of the proceedings of the Council members of the Governing Council.
- In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the ALCS Charter, or by these Policies, or which may be assigned to him or her from time to time by the Governing Council.

ARTICLE IV: MEETINGS

Place of Meetings

Meetings shall be held at the school unless otherwise provided by the Governing Council or at such other place as may be designated from time-to-time by resolution of the Governing Council of ALCS. A webcast of each public meeting shall begin as soon as practicable after the chair has called the meeting to order and shall terminate as soon as practicable after the governing body has adjourned.

Regular Meetings

Regular meetings of the Governing Council will occur at least eleven (11) times/year and shall be held in accordance with the Governing Council's annually adopted Open Meetings Act Resolution. Public or other notice of such meetings shall be timely and in accordance with that Resolution and the New Mexico Open Meetings Act. Any Council member may attend a meeting via teleconference if unable to attend in person. The purpose of the regular meetings shall be to hear reports, to consider and adopt policies, to act on committee recommendations, and to hear requests and concerns from staff, parents, students, and the community.

The Governing Council may, at its discretion, hold working sessions at which no action shall be taken. These meetings shall be open to the public and announced in the local media pursuant to the Open Meetings Act Resolution.

The Council may recess any Open Meeting and reconvene if, prior to recessing, the Council specifies for the minutes the date, time, and place for the continuation of the meeting and the reason for the recess and, immediately prior to recessing, posts notice of the date, time, place and agenda of the reconvened meeting on or near the door of the place where the meeting was held, or in accordance with the Open Meetings Act Resolution.

Special Meetings

Special meetings of the Governing Council may be called by the Chair or the Vice-Chair of the Governing Council or by any two (2) Council members together. Such meetings shall be held at ALCS or, if different, at the place designated by the person or persons calling the special meeting. All special meetings shall be noticed and held in accordance with the New Mexico Open Meetings Act and the Open Meetings Act Resolution. Any Council member may attend a meeting via teleconference if unable to attend in person.

Closed Meetings

Closed meetings of the Governing Council are limited to those subject matters allowed to be closed to the public under the New Mexico Open Meetings Act, NMSA 1978 § 10-15-1. A closed meeting may be called during an open meeting to address unanticipated business or when the Council is not meeting, according to the provisions of law. Any Council member may attend a meeting via teleconference if unable to attend in person. Except when a closed meeting has been called during an open meeting, no business other than the business on the published agenda for a closed meeting may be covered in a closed meeting of the Governing Council, and no action shall be taken. At the next open meeting immediately following the closed meeting, the Council shall state on the record that a closed meeting was held; the date, time, and place of the meeting; and that nothing other than the published matter or matters were discussed. A reconvened meeting shall constitute the next open meeting for purposes of this requirement. This shall be done in accordance with NMSA 1978 § 10-15-1(I).

Notice of Meetings to Council Members

Unless otherwise provided by these Policies or the laws of this State, the following provisions shall govern the provision of notice for meetings of the Governing Council to Council Members:

Regular Meetings

If the regular meeting of the Governing Council is determined by the Governing Council to be held consistently, no notice to Council members need be given. However, if regular

meetings are held only at the discretion of the Governing Council, then at least one-week prior notice shall be given by the Chair or the Secretary or an individual so authorized by the Chair to give such notice.

Special Meetings

The Chair or the Secretary of the Governing Council shall give at least three days' prior notice to each Council member of each special meeting, and 24 hours' prior notice of any emergency meeting of the Governing Council, unless the meeting is called on an emergency basis, when, consistent with the New Mexico Open Meetings Act and the Open Meetings Act Resolution, 24 hours' notice is not appropriate. Such notice may be oral, written, or electronic; may be given personally, by first class mail, by telephone, or by e-mail; and shall state the place, date and time of the meeting and the matters on the agenda for action or discussion at the meeting.

Closed Meetings

The Chairperson or the Secretary of the Governing Council shall give prior notice to each Council member of each closed meeting of the Governing Council in the same manner as for special meetings in sections 1 and 2 above.

Waiver of Notice

Whenever any notice of a meeting is required to be given to any Council member of this Governing Council under provisions of these Policies or the laws of New Mexico, a waiver of notice in writing signed by the Council member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Attendance at the meeting, recorded in the official minutes, shall be deemed to be a valid waiver by a member who was not noticed pursuant to these provisions.

Quorum for Meetings

A quorum shall consist of at least half of the voting members of the Governing Council. Except as otherwise provided under these Policies, or provisions of law, no business shall be considered by the Governing Council at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. When any Governing Council member takes an extended leave (being inactive or absent for a period including two or more consecutive Regular meetings), then a quorum shall be described as at least half of the remaining/active Governing Council members.

Majority Action as Governing Council Action

Every act or decision done or made by a majority of the Council members present at a meeting duly held at which a quorum is present shall be construed as an act of the entire Governing Council, unless Council policy requires a greater percentage or different voting rules for approval of a matter by the Governing Council.

Conduct of Meetings

Meetings of the Governing Council shall be presided over by the Chair of the Governing Council, or, if no such person has been so designated or, in his or her absence, by the Vice-Chair if in attendance or by a Chair chosen by a majority of the Council members present at the meeting. The Secretary of the Governing Council shall act as secretary of all meetings of the Governing Council, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Robert's Rules of Order Revised shall govern the Governing Council meetings, except when other regulations prevail. When appropriate, the Chair may use discretion in the adherence to any procedural rule.

ARTICLE V: MISCELLANEOUS

Non-liability of Council Members

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

Indemnification by Governing Council and Officers

The Governing Council, to the fullest extent permissible by law, shall indemnify the Council members and officers of the Governing Council under the laws of New Mexico.

Insurance for Governing Council Agents

Except as may otherwise be provided under provisions of law, the Governing Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Governing Council (including a Council member, officer, employee or other agent of the Governing Council) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Governing Council would have the power to indemnify the agent against such liability under these Policies or provisions of law.

Conflict of Interest

Members of the Governing Council serve a public-interest role and have an obligation to conduct all affairs of the school in a manner consistent with that role. All decisions made by the Governing Council must be made solely on the basis of a desire to promote the best interests of ALCS. Council members shall, at the beginning of each term served, sign a form acknowledging they have read the Conflict of Interest (see [Appendix A](#)) statement, which is included in these Policies, and has disclosed all known potential or actual conflicts.

Nepotism Prohibited

The Council shall not initially employ or approve the employment in any capacity of a person who is the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter or daughter-in-law of any Council Member, in accordance with the New Mexico State laws. Neither shall the Council elect a member to the Council who is the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter or daughter-in-law of the ALCS Director.

Aldo Leopold Charter School

Governing Council Conflict of Interest Statement

It is the policy of the Governing Council that all members must disclose any actual or potential conflicts of interest prior to joining the Council, or immediately after the conflict is discovered, should it be discovered after becoming a member. In addition, Council Members may not use any confidential information obtained by virtue of their association for their own individual or another's private gain.

The policy of the Governing Council requires that in the event the Council must consider any item of business that also involves:

- a. a member of the Council; or
- b. a member of his or her immediate family or close relative (includes spouse, parent, stepparent, guardian, brother, sister, parent-in-law, brother-in-law, sister-in-law, child, stepchild, grandparent, aunt, uncle, niece, nephew, first cousin and grandchildren); or
- c. an organization with which a member of the Council is affiliated, an organization of which the member is either the actual or beneficial owner of more than five percent (5%) of the voting stock or controlling interest; or
- d. an organization with which a Council member has any other direct or indirect dealings from which he or she knowingly benefited (i.e. through receipt of cash or other property, directly or indirectly, in excess of five hundred dollars (\$500.00) a year),

such Council member, at first knowledge of the business, must disclose the actual or potential conflict and refrain from taking any action with respect to such business. It is further required that disclosure must be made of all relationships and business affiliations that reasonably could give rise to a conflict of interest involving ALCS. For this purpose, affiliation is understood to exist if any Council member or a member of his or her family (as defined above) is: an officer, director, trustee, partner, employee, or agent of such organization.

Name

Date

Signature

Aldo Leopold Charter School Governing Council Statement of Cooperation

As a member of the Governing Council of ALCS, I understand that it is my duty to:

- Loyal support the mission, goals and objectives of the organization.
- Attend regular Governing Council meetings, which take place 8-10 times/year and are approximately two hours in duration.
- Provide proper financial oversight, assisting in development of the annual budget, and ensure that proper financial controls are in place.
- Ensure legal and ethical integrity and maintain accountability. The Council is ultimately responsible for ensuring adherence to legal standards and ethical norms.
- Support the school director and assess his or her performance. The Council should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.
- Provide leadership to Council Committees, serving as an active, ongoing member of at least one committee. This requires attending regular committee meetings and completing tasks between meetings.
- Commit time to developing financial resources for the school, assuring that the school has adequate financial resources for the organization to fulfill its mission.
- Responsibly review and vote on committee recommendations brought to the Council for action.
- Prepare in advance of Council meetings by reading provided materials and take responsibility for self-education on the major issues before the Council.
- Recruit and orient new Council members and assess Council performance, take responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate its own performance.
- Enhance the organization's public standing. The Council should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.
- Actively participate in annual Council development and Strategic Planning activities and assist the organization in reaching set goals and objectives throughout the year.
- Follow ALCS Bylaws and policies set by the Governing Council and work cooperatively and with the other members of the Council.

Additional information is contained in the school's by-laws, policies and board orientation materials, which I have read.

Name: _____

Date: _____