



New Mexico Public Education Commission (PEC)

Governing Body By-Laws Change Notification Instructions

Purpose: To notify the Public Education Commission (PEC) of a change in the school's Governing Body By-Laws.

Submission Deadline: Changes to the Governing Body By-Laws do not require prior approval of the PEC; however, notice must be received within 30 calendar days of the change.

Notifications completed 14 days prior to the next PEC meeting will be placed on the next agenda. Notifications of this type are typically placed on the consent agenda; however, any notification may be removed from the consent agenda and moved to the regular agenda for full discussion and possible action by the PEC.

Meeting minutes of the governing board of the school and the PEC will serve as an amendment to, or compliance with, the charter contract regarding this membership change. The documentation will be added to the board of finance documentation on file with CSD.

The school must provide:

- ☒ Fully completed form
- ☒ Approved board minutes or certification of the board's vote approving the new By-Laws (draft)
- ☒ Description of and rationale for the change
- ☒ Ensure the Bylaws include a provision for appointing new board members when fewer than three board members are seated and if there are no board members
- ☒ A red-lined copy of the By-Laws
- ☒ A clean copy of the new By-Laws

Contact charter.schools@ped.nm.gov with questions about completing or submitting documents.

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 NM School for the Arts., hereafter "the school," effective on Jan 4, 2024.

Current section & language in school's Governing Body By-Laws which will be changed or replaced (can refer to red-line copy provided): Article 2.9 Resignation and Removal.

New section & language to change or replace what is provided above (can refer to red-line copy provided): Article 2.9a and b added.

Effective Date: Feb 19, 2025 (draft minutes).

The school's notification is hereby submitted by:

Signature of School Representative:  **Date:** 3/4/2025

Signature of Governing Board Chair:  **Date:** 3/4/2025

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:** _____

NEW MEXICO SCHOOL FOR THE ARTS
Governing Council Meeting
Wednesday, February 19, 2025, from 2:15 – 5:00 pm Meeting
New Mexico School for the Arts—High School
500 Montezuma Ave., Santa Fe, NM 87501
Meeting Minutes

Join Zoom Meeting
<https://zoom.us/j/95509397432>

NMSA provides access to a rigorous mastery arts and academic high school education for youth with passion and aptitude in the arts, leading to post-secondary learning, careers in the arts, and lives that contribute to society.

We acknowledge New Mexico School for the Arts resides on the ancestral home of Pueblo People. This region is named O'ga P'ogeh in the Tewa language, meaning "white shell water place." We acknowledge the sacred relationship of the Tewa people to water, land, and non-human relations and the long history and culture of Indigenous people on this Earth and in this region. We are committed to preserving those relationships through continuing education and community partnerships at NMSA.

1. Call to Order Michael Kaplan

Dr. Michael Kaplan called the meeting to order at 2:17 pm.

2. Reading of Mission Statement and Land Acknowledgement Michael Kaplan

Dr. Michael Kaplan read the Mission Statement to the Council.

3. Governing Council Attendance as Indicated on Sign-In Sheet & Roll Call Michael Kaplan

NMSA Council Members Present:

Dr. Michael Kaplan, Chair – present
Mr. Bill Beacham, Vice Chair – present
Ms. Doddie Espinosa de Ortega, Secretary – present
Mrs. Chelamia Quintana – present via Zoom
Ms. Trina Raper – present

NMSA High School Staff:

Mr. Eric Crites, Head of School
Ms. Elizabeth Romero, Business Manager
Ms. Alyssa Romero, Asst. Business Manager
Mr. Ruben Desangles, Director of Information Technology

NMSA Art Institute Staff:

Mrs. Cindy Montoya, President

Public:

Bernadette Pena, Brenda Korting, Jackie Camborde

4. Discussion and Possible Action on Agenda Michael Kaplan

Dr. Michael Kaplan presented the agenda and said he would entertain a motion on this item.

Mrs. Doddie Espinosa de Ortega moved to approve the agenda. Mr. Bill Beacham seconded the motion. Dr. Michael Kaplan asked if there was any discussion on the motion. No further discussion was needed.

The Council unanimously approved the motion

The motion carried.

5. Public Forum Michael Kaplan

Dr. Michael Kaplan asked if there were any members of the Public present. Brenda Korting, retired art educator, came to introduce herself and express interest as a potential member of the Governing Council and observe the Council. Bernadette Pena, retired educator and former NMSA Teacher and Dance Department Chair, came to express interest as a potential member of the Governing Council and observe the Council. The Council introduced themselves in turn.

6. Student Council Representative Update

Fernanda Rangel, Student Council President, was unable to attend but provided the following update:

Good morning,

Ms. Vigil and I are unable to attend today's meeting, but wanted to give you an update!

The Student Council team had another successful dance this past Thursday! We are currently getting ready to start planning PROM at the end of this month, which will be held at NMSA! As well as planning a student resource fair in late March!

Let us know if you have any questions.

*Thank you,
Fernanda Rangel*

7. Parent Association Update

Jackie Camborde

Jackie Camborde, President of the NMSA Parent Association, came to provide an update. She reported that it's been a pleasure to work with Student Council, and that they (the PA) have provided more chaperones and parental support than in past years. Student Council is welcome to reach out to the PA if help is needed for Prom. The PA provides support to academics and student activities via snacks, fundraisers (e.g. for Prom and Graduation), and a \$300 stipend per Art department each year. Ms. Camborde reported that on Thursday, 02/27, there will be an NMSA fundraiser at 2nd Street Brewery at the Railyard, with a percentage of all proceeds between 5:00-9:00 pm. There will be another fundraiser night in April (date to be announced) at the Sopaipilla Factory restaurant in Pojoaque. There may be another fundraiser event with a food truck; more details to come. The Parent Association meetings are on the third Tuesday of every month, 5:15 pm at NMSA. Meetings are kept brief.

8. Discussion and Possible Action on Meeting Minutes from January 15, 2025.

Michael Kaplan

Dr. Michael Kaplan presented the Meeting Minutes from January 15, 2025, for discussion and possible action and said he would entertain a motion on this item.

Ms. Trina Raper moved to approve the Meeting Minutes for January 15, 2025. Mr. Bill Beacham seconded the motion. Dr. Michael Kaplan asked if there was any further discussion needed on the motion. After a brief discussion it was determined that no corrections were needed.

The Council unanimously approved the motion.

The motion carried.

9. Business Manager's Report

Liza Romero

A. Discussion and Possible Action on BARS, Payroll Vouchers, Accounts Payable Vouchers, and Bank Reconciliations for January 2025.

Ms. Elizabeth Romero, the Business Manager, presented the report on the BARS, Payroll Vouchers, Accounts Payable Vouchers, and Bank Reconciliations for January 2025.

Dr. Michael Kaplan said he would entertain a motion on this item.

Ms. Trina Raper made a motion to approve the BARS, Payroll Vouchers, Accounts Payable Vouchers, and Bank

Reconciliations for January 2025. Mrs. Doddie Espinosa de Ortega seconded the motion.

A discussion followed. The finance committee chair reported that the finance committee met on February 18, 2025, and reviewed the following documents:

Bank Reconciliation Report – Money Market 2025 01 Redacted
Bank Reconciliation Report – Operational – 2025 01 Redacted
Disbursement Detail Listing – 2025 01
FY25 Lunch Program Summary
NMSA FY25 M6-Q2-Cash-Report-509-001
NMSA – Historical Revenue for Capital Funds 01.31.25
Report – Balance Sheet – 2025 01
Report – Expenditure – 2025 01
Report – Revenue – 2025 01

Payroll 13

Payroll 14

BAR 2425-0014-I - Fund 11000
BAR 2425-0015-I - Fund 23000
BAR 2425-0016-D - Fund 28210
BAR 2425-0017-I - Fund 31600
BAR 2425-0018-I - Fund 31900
BAR 2425-0019-I - Fund 31701
BAR 2425-0020-M - Fund 11000
BAR 2425-0021-M - Fund 11000
BAR 2425-0022-M - Fund 24101
BAR 2425-0023-M - Fund 24106
BAR 2425-0024-M - Fund 24174
BAR 2425-0025-M - Fund 24189
BAR 2425-0026-M - Fund 26107
BAR 2425-0027-M - Fund 27502
BAR 2425-0028-M - Fund 27540
BAR 2425-0029-M - Fund 27901
BAR 2425-0030-M - Fund 31400
BAR 2425-0031-M - Fund 31600

The finance committee did not detect any irregularities.

The Council unanimously approved the motion.

The motion carried.

B. Financial Statement Reports – Financial Analysis

Ms. Elizabeth Romero guided the Council through the January 2025 check and non-check reports.

C. Remaining Balances on all capital Outlay

Ms. Elizabeth Romero prepared a report on the remaining balances on Capital Outlay which is included in this packet.

10. Discussion and Possible Action on Purchases over \$5,000

Eric Crites

Mr. Eric Crites presented the Purchases over \$5,000 for discussion and possible action. He discussed the following necessary Purchases over \$5,000 and requested Governing Council approval on the Purchases:

CES	\$18,759.05	CES Contract with Atmosphere Commercial Interiors – office furniture
Labatt New Mexico, LLC	\$8,914.35	February Food Order

Firewall - 2 year subscription

Dr. Michael Kaplan said he would entertain a motion on this item.

Mr. Bill Beacham made a motion to approve the Purchases over \$5,000. Ms. Trina Raper seconded the motion. Dr. Michael Kaplan asked if there was any further discussion needed on the motion. A discussion followed.

The Council unanimously approved the motion.

The motion carried.

11. Executive Session

Michael Kaplan

- a. **Facilities – Residential Facility & Campus Lease-Purchase Agreement**
- b. **Personnel – Title IX Investigation**

Dr. Kaplan stated: We are now going to leave the general meeting to go into an Executive Session pursuant to the Open Meetings Act, section 10-15-1H(2) for limited Personnel matters and section 10-15-1H(8), for discussion of matters dealing with real property.

Dr. Michael Kaplan entertained a motion to that effect.

Ms. Trina Raper made a motion to close the meeting pursuant to the Open Meetings Act, section 10-15-1H(2) for limited Personnel matters and section 10-15-1H(8), for discussion of matters dealing with real property. Mrs. Doddie Espinosa de Ortega seconded the motion.

The Council unanimously approved the motion.

The motion carried.

The Governing Council moved into Executive Session at 3:05 pm order to discuss Personnel and Facilities.

At 3:33 pm, Mrs. Chelamia Quintana was excused from the remainder of the meeting due to a scheduling conflict.

Discussion on Facilities and Personnel being discussed in Closed Session concluded at 3:49 pm.

Mrs. Doddie Espinosa de Ortega made a motion to go out of Closed Session with no action taken on limited Personnel matters or matters dealing with real property. Ms. Trina Raper seconded the motion.

The Council Unanimously Approved the Motion

The motion carried.

12. Discussion and Possible Action on Naming the Residential Facility

Eric Crites

Mr. Crites proposed that, pursuant to previous discussions, the Council name the residential facility “Egolf Residence Hall” to recognize Brian Egolf and his efforts in the legislature to support funding for the construction of the NMSA residential facility and his overall support for NMSA.

Dr. Michael Kaplan said he would entertain a motion on the proposal.

Ms. Trina Raper made a motion to name the residential facility "Egolf Residence Hall". Mr. Bill Beacham seconded the motion. Dr. Michael Kaplan asked if there was any further discussion needed on the motion. No further discussion was needed.

The Council unanimously approved the motion.

The motion carried.

13. Discussion and Possible Action on Executive Orders and Federal Funding

Eric Crites

Mr. Crites presented two documents, "Ending Radical Indoctrination in K-12 Schooling – Executive Order 01/29/2025" and "United States Department of Education, Office of Civil Rights. 02/14/2025. Dear Colleague Letter" and summarized the content of the documents and their potential impact. Mr. Crites summarized recent conversations with the NMSA Equity Council regarding recent executive orders and federal guidance and possible impacts on federal funding, including potential conflicts between state law and federal guidance. He also reported that he has consulted NMSA's legal counsel regarding these matters. Mr. Crites requested the Governing Council's stated support and direction for NMSA faculty and staff to continue to abide by NMSA policies and state regulations, and to continue to use their best judgement to provide the educational environment, curriculum, and programming that best serves our students' needs.

Ms. Trina Raper stated that in her opinion, NMSA should continue as we have done in the past without regard for the documents and guidance discussed.

Dr. Michael Kaplan said he would entertain a motion on the proposal.

Ms. Trina Raper made a motion to direct Mr. Crites and the NMSA faculty and staff to continue running the school and providing for our students and our staff in the way we have been up to this date. Mrs. Doddie Espinosa de Ortega seconded the motion. Dr. Michael Kaplan asked if there was any further discussion needed on the motion. No further discussion was needed.

The Council unanimously approved the motion.

The motion carried.

14. Discussion and Possible Action on Initiating the Process for a Lease-Purchase Agreement through New Mexico Finance Authority

Eric Crites

Mr. Crites requested approval to, in partnership with Cindy Montoya, explore the possibilities for initiating the process for a Lease-Purchase Agreement through the New Mexico Finance Authority.

Dr. Michael Kaplan said he would entertain a motion to approve Mr. Crites, in partnership with Cindy Montoya, to explore the possibilities for Initiating the process for a Lease-Purchase Agreement through the New Mexico Finance Authority.

Mr. Bill Beacham made a motion to approve Mr. Crites, in partnership with Cindy Montoya, to explore the possibilities for Initiating the process for a Lease-Purchase Agreement through the New Mexico Finance Authority. Mrs. Doddie Espinosa de Ortega seconded the motion. Dr. Michael Kaplan asked if there was any further discussion needed on the motion. No further discussion was needed.

The Council unanimously approved the motion.

The motion carried.

15. Discussion and Possible Action on Attendance Policy

Lori Ayala

Mr. Crites reported that Dr. Ayala was unable to attend, but he presented the Attendance Policy in her absence. A discussion followed.

Dr. Michael Kaplan said he would entertain a motion on the Attendance Policy as amended.

Mrs. Doddie Espinosa de Ortega made a motion to accept the Attendance Policy as amended. Ms. Trina Raper seconded the motion. Dr. Michael Kaplan asked if there was any further discussion needed on the motion. A discussion followed.

The Council unanimously approved the motion.

The motion carried.

16. Discussion and Possible Action on Governing Council Bylaws

Trina Raper

Ms. Trina Raper presented revised Governing Council Bylaws. The PEC lawyer recommended revising bylaws to specify what the Council will do in the event that the number of Council members drops below the required number, and what the Council will do in the event that the entirety of the Council resigns.

Dr. Michael Kaplan said he would entertain a motion to adopt the Governing Council Bylaws as amended.

Mr. Bill Beacham made a motion to approve the Governing Council Bylaws as amended. Mrs. Doddie Espinosa de Ortega seconded the motion. Dr. Michael Kaplan asked if there was any further discussion needed on the motion. No further discussion was needed.

The Council unanimously approved the motion.

The motion carried.

17. Discussion and Possible Action on Human Resources Handbook Policies

Michael Kaplan & Trina Raper

- a. Safe Harbor Addendum
- b. Password
- c. Family & Medical Leave Act

- a. Dr. Michael Kaplan presented the Safe Harbor Addendum. This is sourced from POMS & Associates.
- b. Mr. Ruben Desangles presented the School Password and Security Policy. He would like to add it to the Human Resources Handbook as a minimum expectation for password security.
- c. Mr. Crites stated that legal counsel for NMSA provided this FMLA policy to replace the Extended Leave Policy. He presented the policy.

A discussion followed.

Dr. Michael Kaplan said he would entertain a motion to accept the Safe Harbor Addendum as amended, the School Password and Security Policy, and the Family & Medical Leave Act Policy.

Ms. Trina Raper made a motion to approve the Safe Harbor Addendum as amended, the School Password and Security Policy, and the Family & Medical Leave Act Policy. Mrs. Doddie Espinosa de Ortega seconded the motion. Dr. Michael Kaplan asked if there was any further discussion needed on the motion. A discussion followed.

The Council unanimously approved the motion.

The motion carried.

18. Discussion and Possible Action on SY25-26 Calendar

Eric Crites

Mr. Eric Crites reported that there were no updates yet, Santa Fe Public Schools having not yet published a draft of their 2025-2026 Calendar and requested that the item be postponed until next month.

Dr. Michael Kaplan said he would entertain a motion to postpone Discussion and Possible Action on the SY25-26 Calendar until next month.

Mrs. Doddie Espinosa de Ortega made a motion to postpone Discussion and Possible Action on SY25-26 Calendar. Ms. Trina Raper seconded the motion. Dr. Michael Kaplan asked if there was any further discussion needed on the motion. No further discussion was needed.

The Council unanimously approved the motion.

The motion carried.

19. Discussion on Charter Schools Division Annual Site Visit

Eric Crites

The Charter Schools Division Annual Site Visit will occur on February 25th. Focus groups with staff, students, and the Governing Council will be scheduled during the day. Classroom visits will be conducted during the Arts Block.

20. Discussion on Educational Assistant Licensure Requirements Eric Crites

Mr. Crites presented the statute regarding Educational Assistant Licensure Requirements and reported that the process for validation and enforcement of these licenses has changed. Educational Assistants working in a Title I school or program must have Level 3 Paraprofessional Licenses. There will be a forthcoming request for a budget approval for a stipend associated with Level 3 Paraprofessional Licensure.

21. Discussion on New Business for Next Governing Council Meeting Michael Kaplan

The Council discussed business to include on next month's agenda.

22. Head of School Report Eric Crites
- a. Kudos
 - b. School Year Updates
 - c. Legislative/PED/PEC Updates
 - d. Culturally & Linguistically Responsive Instruction
 - e. Safety
 - f. Staffing

Mr. Eric Crites prepared a report which is included in this packet.

23. Admissions Report Cindy Montoya

Mrs. Cindy Montoya reported that over 250 students are scheduled to participate in Admissions Workshops this weekend.

24. President's Report Cindy Montoya

Mrs. Cindy Montoya reported that the Art Institute is preparing for ArtSpring, which will be on April 26. The MOU between NMSA and NMSA-AI has been revised and shortened. Opportunity for both institutions (NMSA and NMSA-AI) to work together is in the planning stages. The use of the Pranzo space for classrooms and office space would have been part of the CSD grant, which was not awarded by PCSNM during the second cycle.

25. Adjournment Michael Kaplan

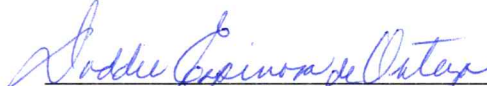
Ms. Trina Raper made a motion to adjourn the meeting. Mrs. Doddie Espinosa de Ortega seconded the motion. No discussion needed on the motion.

The Council Unanimously Approved the Motion

The motion carried.

Dr. Michael Kaplan declared the meeting adjourned at 5:00 pm.


Ms. Alyssa Romero, Assistant Business Manager/Date

 3-19-25
Mrs. Doddie Espinosa de Ortega, Governing Council, Secretary/Date

DRAFT
FOURTH AMENDED AND RESTATED
BYLAWS OF THE GOVERNING COUNCIL
NEW MEXICO SCHOOL FOR THE ARTS HIGH SCHOOL

A New Mexico Public High School

These Amended and Restated Bylaws for the Governing Council of the New Mexico School for the Arts -High School (the "School").

ARTICLE 1
MAIN OFFICE

The main office of the School shall be located in Santa Fe,, New Mexico.

ARTICLE 2
General Powers
GOVERNING COUNCIL

The business and affairs of the School shall be managed by the Governing Council (the Council) in accordance with state and federal laws and regulation, including the New Mexico Public School Code...

2.1

Number, Tenure and Qualifications. The Governing Council shall have not less than five (5) members and no more than nine (9) members,

The number of Council members shall be fixed by these Bylaws. That number may be increased or decreased from time to time by action of the Governing Council without the necessity of an amendment to these Bylaws. No decrease shall have the effect of shortening the term of any incumbent Council member. The members of the Council shall be divided into three (3) classes and each member of a class shall hold office for a term of three (3) years or until a successor has been selected. A Council member shall not serve on the governing body of another charter school.

2.1.a.

EX OFFICIO MEMBER

A past member of the Governing Council may serve as an Ex Officio

Member to the Governing Council on specific issues. The Ex Officio Member is advisory only without voting rights.

2.2

Duties and Powers. The Governing Council shall have control and be responsible for the management of the business affairs of the School.. The Council shall meet regularly and act in accordance with these Bylaws. The Governing Council may adopt rules and regulations for its meetings and the management of the School which are consistent with law or these Bylaws

2.3

Meetings. The date, time and place of the meetings of the Governing Council shall be set by the Council. The Council shall elect or appoint members of the Governing Council at the first meeting of the year. The Governing Council shall meet monthly during the school year for the transaction of any business which may come before the Council. The Governing Council may provide the time and place for the holding of additional regular meetings as necessary and will comply with the Open Meetings Act.

2.4

Meetings by Conference Calls or Zoom. The Governing Council meetings will be available to the public via Zoom. The link will be posted in the agenda available on the website monthly one week prior to the Council meeting. Participation in such a meeting-shall constitute presence in person. All meetings will be recorded and posted on the NMSA website.

2.5

Notice. Notice of meetings of the Governing Council shall be given in compliance with applicable law, including the Open Meetings Act and the Charter Schools Act.

2.6

Quorum. A quorum for the transaction of business at any regular or special meeting shall consist of no less than one-half (1/2) plus one of the number of Council members, and is announced at the beginning of each meeting. A quorum must be maintained for the duration of the meeting in order to conduct official business.

2.7

Manifestation of Dissent.. When a Council member who is present at a meeting of the Governing Council dissents from a proposed action, that member may call for a roll call to be taken and reflected in the minutes of the meeting. The right to dissent shall not apply to a Council member who voted in favor of such action.

2.8

Vacancies. Subject to the Charter, any vacancy occurring on the Governing Council shall be filled by an affirmative majority vote of the Governing Council for the unexpired term of the vacated office. Any position to be filled by reason of an increase in the number of members of the Governing Council shall be filled for a term of three years.

2.9

Resignation and Removal. Any Council member may resign from office at any time by delivering a written notice of resignation to the Chair of the Governing Council and such resignation will take effect immediately without acceptance. Any Council member may be removed from office at a meeting of the Governing Council called expressly for that purpose, with or without cause, by a vote of a three-fourths (3/4) majority of the Council Members.

2.9.a

NMSA GC members will recruit one or more new GC member(s) who address the needs and purpose of the NMSA charter as long as the new GC member(s) do not exceed nine (9) members.

2.9 b

If there is a situation where Governing Council members as a whole, are in conflict with the Head of School, a mediator will be hired to determine if the situation can be resolved without the exit of the entire Governing Council.

In the event that all Governing Council members resign at the same time, the Head of School will appoint- from current administration, staff, and school committees-for no more than 60 days, a temporary Governing Council. The newly recruited Governing Council members will be appointed before the end of the 60 days.

2.10

Committees.. Subject to applicable provisions of the Charter Schools Act and the Open Meetings Act, the Governing Council may designate one or more committees. The Governing Council may appoint advisory committee members to serve on Council committees. Advisory committee members shall not have the authority or power to act on behalf of the Governing Council. Committee members shall not include a quorum of the members of the Governing Council and are subject to the applicable provisions of the Open Meetings Act.. The designation of any committee and the delegation of authority to any committee shall not operate to relieve the Governing Council or any member thereof of any responsibility imposed by law.

No committee nor any committee created under these Bylaws shall have the authority of the Governing Council to:

- sell, lease, exchange or make other disposition of the property and assets of the School;
- voluntarily dissolve the School or revoke any such dissolution;
- amend the Bylaws of the School;
- elect, appoint or remove any member of any committee or any Council member or officer of the School;
- adopt a plan for the distribution of the assets of the School; or
- alter or repeal any resolution or action of the Governing Council of the School.

2.11

No Compensation. No member of the Governing Council or committee member shall receive any compensation for serving as a member of the Council, or committee.

ARTICLE 3 OFFICERS

3.1

Officers and Qualifications. The officers of the Governing Council shall consist of the Chair, Vice Chair, Secretary, Treasurer and such other officers, as are determined by the Council each of whom shall be elected by the Council at the time and in the manner prescribed by these Bylaws. Any two or more offices may be held by the same person, except that the Chair and the Vice-Chair shall not be held by the same person. All officers of the Council shall have the authority and perform the duties in the management of the School as provided in these Bylaws or as determined by the resolution of the Council consistent with these Bylaws.

3.2

Term of Office.. All officers of the Governing Council shall be elected for a three year term unless the Council, by resolution, fixes a different term for any of the officers of the Council. Each officer shall hold office until a successor has been duly elected and qualified to serve on the Council.

3.3

Duties of the Chair. The Chair shall preside over the meetings of the Governing Council, be an ex-officio member of the committees designated by the Council, provide leadership to the Council and perform such other duties as may be designated by the Council.. In the absence of the Chair, the duties of the Chair will be performed by the Vice-Chair.

3.4

Duties of the Secretary. The Secretary shall keep current the Charter records of the School including minutes of all meetings, all required notices of meetings, all documents of the School, and perform such other duties as may be designated by the Governing Council.

3.5

Duties of the Treasurer. The Treasurer shall ensure that the fiscal records of the School are accurate and complete and the budget process is

properly conducted. The Treasurer shall perform such other duties as may be designated by the Governing Council..

3.6

Duties of Other Officers. Other officers shall perform such duties and have such powers as may be designated by the Governing Council.

ARTICLE 4

FISCAL YEAR

The School shall have a fiscal year that begins on July 1 and ends twelve months later on June 30.

The Council authorizes and empowers the School to pay reasonable compensation for services rendered and to make reasonable payments in accordance with School policies and applicable federal and state laws and regulations.

ARTICLE 5

NOTICE

The Council shall provide notice of meetings in accordance with the Open Meetings Act. Any other notice, request, consent or other communication required or permitted to be given under these Bylaws shall be given in writing in accordance with applicable state law and regulations by personal delivery, or email.

ARTICLE 6

PROHIBITED ACTIVITIES

6.1

No Financial Benefit. No part of the earnings of the School shall be payable to any Council member, officer or any other private organization or individual.

6.2

Non-Discrimination Policy. The Governing Council and NMSA shall not discriminate in any manner on the basis of race, color, national or ethnic origin, sex, gender identity, sexual orientation, culture, disability and religion.

ARTICLE 7

INDEMNIFICATIONS

7.1

Indemnification. A Governing Council member shall not be personally liable for any acts or omissions of the School. To the maximum extent permitted by law, the School shall have the power to indemnify any member of the Council or officer or former member of the Council or officer of the School against reasonable expenses, costs and attorneys' fees actually and reasonably incurred in connection with the defense of any action suit or proceeding (civil or criminal), in which the Council member is named. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Council member or officer shall not be indemnified if adjudged to be liable on the basis of a breach or has failed to perform the duties of the office. To the extent permitted by law advance indemnification may be allowed of a Council member or officer for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding. The Council member or officer must reimburse the School if it is subsequently determined that the Council member or officer was not entitled to

indemnification. The School may make any other indemnification permitted by law if authorized by the members of the Governing Council.

7.2

Insurance. To the extent permitted by law, the School shall maintain insurance, or provide alternative financial arrangements, to protect itself and members of the Governing Council against any such expense, liability or loss..

ARTICLE 8 RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the Governing Council.

ARTICLE 9 AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Governing Council present at any regular or special meeting of the Council where there is a quorum.

We hereby certify that the above and foregoing Fourth Amended and Restated Bylaws of the New Mexico School for the Arts, a New Mexico public, statewide, residential, chartered, high school, are adopted by the Governing Council, effective as of **February 19, 2025.**

NEW MEXICO SCHOOL FOR THE ARTS

ATTEST:

DR. MICHAEL KAPLAN
Chair, Governing Council

DOLORES ESPINOSA de ORTEGA
Secretary, Governing Council

CHARTER SCHOOL GOVERNING BOARD

MODEL CODE OF ETHICS

Appendix A

The NM School for the Arts Governing Council desires to operate in the most ethical and conscientious manner possible and to that end the council adopts this Code of Ethics and each member of the board agrees that he or she will:

Domain I: Governance Structure

1. Recognize that the authority of the council rests only with the council as a whole and not with individual members and act accordingly.
2. Support the delegation of authority for the day-to-day administration of the charter school to the school leader and act accordingly.
3. Honor the chain of command and refer problems or complaints consistent with the chain of command.
4. Recognize that the school leader should be present at all meetings of the council except when his or her contract, salary or performance is under consideration.
5. Not undermine the authority of the school leader or school administration.
6. Use reasonable efforts to keep the school leader informed of concerns or specific recommendations that any member of the council may bring to the council.

Domain II: Strategic Planning

1. Reflect through actions that his or her first and foremost concern is for educational welfare of children attending the charter school.
2. Participate in all planning activities to develop the vision and goals of the council.
3. Work with the council and the school leader to ensure prudent and accountable uses of the resources of the charter school.

4. Render all decisions based on available facts and his or her independent judgment and refuse to surrender his or her judgment to individuals or special interest groups.
5. Uphold and enforce all applicable laws, all rules and guidelines of the Public Education Commission (PEC), the Public Education Department (PED) and the council.

Domain III: Board and Community Relations

1. Seek regular and systemic communications among the council and students, staff, and the community.
2. Communicate to the council and the school leader expressions of public reaction to council policies and charter school programs.

Domain IV: Policy Development

1. Work with other council members to establish effective policies for the charter school.
2. Make decisions on policy matters only after full discussion at publicly held council meetings.
3. Periodically review and evaluate the effectiveness of policies on charter school programs and performance.

Domain V: Board Meetings

1. Attend and participate in regularly scheduled and special called council meetings.
2. Be informed and prepared to discuss issues to be considered on the council agenda.
3. Work with other council members in a spirit of harmony and cooperation in spite of differences of opinion that may arise during the discussion and resolution of issues at council meetings.
4. Vote for a closed executive session of the council only when applicable law or council policy requires consideration of a matter in executive session.
5. Maintain the confidentiality of all discussions and other matters pertaining to the council and the charter school, during executive session of the council.
6. Make decisions in accordance with the interests of the charter school as a whole and not any particular agreement thereof.
7. Express opinions before votes are cast, but after the council vote, abide by and support all majority decisions of the council.

Domain VI: Personnel

1. Support the employment of personnel only after receiving and considering the recommendation of the school leader.

2. Support the employment of persons' best qualified to serve as employees of the charter school and insist on regular and impartial evaluations of charter school staff by the school administrator.
3. Comply with all applicable laws, rules, regulation, and all council/school policies regarding employment of family members.

Domain VII: Financial Governance

1. Refrain from using the position of council member for personal or partisan gain or to benefit any person or entity over the interest of the charter school.

Conduct as a Board Member

1. Devote sufficient time, thought and study to the performance of the duties and responsibilities of a member of the council.
2. Become informed about current educational issues by individual study and through participation in programs providing needed education and training.
3. Communicate in a respectful professional manner with and about fellow council members.
4. Take no private action that will compromise the council or charter school administration.
5. Participate in all required training programs developed for council members by the council, charter school division (CSD) or the PEC/PED.
6. In the annual report, submitted to the Department, disclose the status of council member compliance with the Code of Ethics.

Conflicts of Interest

1. Announce potential conflicts of interest before council action is taken.
2. Comply with the conflicts of interest policy of the council, all applicable laws and Public Education Commission (PEC) Standard, rules and guidelines.

Upon a motion supported by a two-thirds (2/3) vote, the council may choose to conduct a hearing (during a closed session) concerning a possible violation of this Code of Ethics by a member of the council. The council member accused of violating this Code of Ethics will have thirty (30) days' notice prior to a hearing on the matter. The accused council member may bring witnesses on his or her behalf to the hearing, and the board may elect to call witnesses to inquire into the matter. If found by a vote of two-thirds of all the members of the council that the accused council member has violated this Code of Ethics, the remaining council members shall determine an appropriate sanction, up to and including removal from the Governing Council. The Code of Ethics applies to all Council members including the chair. The decision of the Governing Council is final and cannot be appealed to the PED or PEC for assistance. A

record of the decision of the council to sanction a council member for a violation of this Code of Ethics shall be placed in the permanent minutes of the board.

DRAFT
FOURTH AMENDED AND RESTATED
BYLAWS OF THE GOVERNING COUNCIL
NEW MEXICO SCHOOL FOR THE ARTS HIGH SCHOOL

A New Mexico Public High School

These Amended and Restated Bylaws for the Governing Council of the New Mexico School for the Arts -High School (the "School").

ARTICLE 1
MAIN OFFICE

The main office of the School shall be located in Santa Fe,, New Mexico.

ARTICLE 2
General Powers
GOVERNING COUNCIL

The business and affairs of the School shall be managed by the Governing Council (the Council) in accordance with state and federal laws and regulation, including the New Mexico Public School Code...

2.1

Number, Tenure and Qualifications. The Governing Council shall have not less than five (5) members and no more than nine (9) members,

The number of Council members shall be fixed by these Bylaws. That number may be increased or decreased from time to time by action of the Governing Council without the necessity of an amendment to these Bylaws. No decrease shall have the effect of shortening the term of any incumbent Council member. The members of the Council shall be divided into three (3) classes and each member of a class shall hold office for a term of three (3) years or until a successor has been selected. A Council member shall not serve on the governing body of another charter school.

2.1.a.

EX OFFICIO MEMBER

A past member of the Governing Council may serve as an Ex Officio

Member to the Governing Council on specific issues. The Ex Officio Member is advisory only without voting rights.

2.2

Duties and Powers. The Governing Council shall have control and be responsible for the management of the business affairs of the School.. The Council shall meet regularly and act in accordance with these Bylaws. The Governing Council may adopt rules and regulations for its meetings and the management of the School which are consistent with law or these Bylaws

2.3

Meetings. The date, time and place of the meetings of the Governing Council shall be set by the Council. The Council shall elect or appoint members of the Governing Council at the first meeting of the year. The Governing Council shall meet monthly during the school year for the transaction of any business which may come before the Council. The Governing Council may provide the time and place for the holding of additional regular meetings as necessary and will comply with the Open Meetings Act.

2.4

Meetings by Conference Calls or Zoom. The Governing Council meetings will be available to the public via Zoom. The link will be posted in the agenda available on the website monthly one week prior to the Council meeting. Participation in such a meeting-shall constitute presence in person. All meetings will be recorded and posted on the NMSA website.

2.5

Notice. Notice of meetings of the Governing Council shall be given in compliance with applicable law, including the Open Meetings Act and the Charter Schools Act.

2.6

Quorum. A quorum for the transaction of business at any regular or special meeting shall consist of no less than one-half (1/2) plus one of the number of Council members, and is announced at the beginning of each meeting. A quorum must be maintained for the duration of the meeting in order to conduct official business.

2.7

Manifestation of Dissent.. When a Council member who is present at a meeting of the Governing Council dissents from a proposed action, that member may call for a roll call to be taken and reflected in the minutes of the meeting. The right to dissent shall not apply to a Council member who voted in favor of such action.

2.8

Vacancies. Subject to the Charter, any vacancy occurring on the Governing Council shall be filled by an affirmative majority vote of the Governing Council for the unexpired term of the vacated office. Any position to be filled by reason of an increase in the number of members of the Governing Council shall be filled for a term of three years.

2.9

Resignation and Removal. Any Council member may resign from office at any time by delivering a written notice of resignation to the Chair of the Governing Council and such resignation will take effect immediately without acceptance. Any Council member may be removed from office at a meeting of the Governing Council called expressly for that purpose, with or without cause, by a vote of a three-fourths (3/4) majority of the Council Members.

2.9.a

NMSA GC members will recruit one or more new GC member(s) who address the needs and purpose of the NMSA charter as long as the new GC member(s) do not exceed nine (9) members.

2.9 b

If there is a situation where Governing Council members as a whole, are in conflict with the Head of School, a mediator will be hired to determine if the situation can be resolved without the exit of the entire Governing Council.

In the event that all Governing Council members resign at the same time, the Head of School will appoint- from current administration, staff, and school committees-for no more than 60 days, a temporary Governing Council. The newly recruited Governing Council members will be appointed before the end of the 60 days.

2.10

Committees.. Subject to applicable provisions of the Charter Schools Act and the Open Meetings Act, the Governing Council may designate one or more committees. The Governing Council may appoint advisory committee members to serve on Council committees. Advisory committee members shall not have the authority or power to act on behalf of the Governing Council. Committee members shall not include a quorum of the members of the Governing Council and are subject to the applicable provisions of the Open Meetings Act.. The designation of any committee and the delegation of authority to any committee shall not operate to relieve the Governing Council or any member thereof of any responsibility imposed by law.

No committee nor any committee created under these Bylaws shall have the authority of the Governing Council to:

- sell, lease, exchange or make other disposition of the property and assets of the School;
- voluntarily dissolve the School or revoke any such dissolution;
- amend the Bylaws of the School;
- elect, appoint or remove any member of any committee or any Council member or officer of the School;
- adopt a plan for the distribution of the assets of the School; or
- alter or repeal any resolution or action of the Governing Council of the School.

2.11

No Compensation. No member of the Governing Council or committee member shall receive any compensation for serving as a member of the Council, or committee.

ARTICLE 3 OFFICERS

3.1

Officers and Qualifications. The officers of the Governing Council shall consist of the Chair, Vice Chair, Secretary, Treasurer and such other officers, as are determined by the Council each of whom shall be elected by the Council at the time and in the manner prescribed by these Bylaws. Any two or more offices may be held by the same person, except that the Chair and the Vice-Chair shall not be held by the same person. All officers of the Council shall have the authority and perform the duties in the management of the School as provided in these Bylaws or as determined by the resolution of the Council consistent with these Bylaws.

3.2

Term of Office.. All officers of the Governing Council shall be elected for a three year term unless the Council, by resolution, fixes a different term for any of the officers of the Council. Each officer shall hold office until a successor has been duly elected and qualified to serve on the Council.

3.3

Duties of the Chair. The Chair shall preside over the meetings of the Governing Council, be an ex-officio member of the committees designated by the Council, provide leadership to the Council and perform such other duties as may be designated by the Council.. In the absence of the Chair, the duties of the Chair will be performed by the Vice-Chair.

3.4

Duties of the Secretary. The Secretary shall keep current the Charter records of the School including minutes of all meetings, all required notices of meetings, all documents of the School, and perform such other duties as may be designated by the Governing Council.

3.5

Duties of the Treasurer. The Treasurer shall ensure that the fiscal records of the School are accurate and complete and the budget process is

properly conducted. The Treasurer shall perform such other duties as may be designated by the Governing Council..

3.6

Duties of Other Officers. Other officers shall perform such duties and have such powers as may be designated by the Governing Council.

ARTICLE 4

FISCAL YEAR

The School shall have a fiscal year that begins on July 1 and ends twelve months later on June 30.

The Council authorizes and empowers the School to pay reasonable compensation for services rendered and to make reasonable payments in accordance with School policies and applicable federal and state laws and regulations.

ARTICLE 5

NOTICE

The Council shall provide notice of meetings in accordance with the Open Meetings Act. Any other notice, request, consent or other communication required or permitted to be given under these Bylaws shall be given in writing in accordance with applicable state law and regulations by personal delivery, or email.

ARTICLE 6

PROHIBITED ACTIVITIES

6.1

No Financial Benefit. No part of the earnings of the School shall be payable to any Council member, officer or any other private organization or individual.

6.2

Non-Discrimination Policy. The Governing Council and NMSA shall not discriminate in any manner on the basis of race, color, national or ethnic origin, sex, gender identity, sexual orientation, culture, disability and religion.

ARTICLE 7

INDEMNIFICATIONS

7.1

Indemnification. A Governing Council member shall not be personally liable for any acts or omissions of the School. To the maximum extent permitted by law, the School shall have the power to indemnify any member of the Council or officer or former member of the Council or officer of the School against reasonable expenses, costs and attorneys' fees actually and reasonably incurred in connection with the defense of any action suit or proceeding (civil or criminal), in which the Council member is named. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Council member or officer shall not be indemnified if adjudged to be liable on the basis of a breach or has failed to perform the duties of the office. To the extent permitted by law advance indemnification may be allowed of a Council member or officer for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding. The Council member or officer must reimburse the School if it is subsequently determined that the Council member or officer was not entitled to

indemnification. The School may make any other indemnification permitted by law if authorized by the members of the Governing Council.

7.2

Insurance. To the extent permitted by law, the School shall maintain insurance, or provide alternative financial arrangements, to protect itself and members of the Governing Council against any such expense, liability or loss.

ARTICLE 8 RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the Governing Council.

ARTICLE 9 AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Governing Council present at any regular or special meeting of the Council where there is a quorum.

We hereby certify that the above and foregoing Fourth Amended and Restated Bylaws of the New Mexico School for the Arts, a New Mexico public, statewide, residential, chartered, high school, are adopted by the Governing Council, effective as of **February 19, 2025.**

NEW MEXICO SCHOOL FOR THE ARTS

ATTEST:

DR. MICHAEL KAPLAN
Chair, Governing Council

DOLORES ESPINOSA de ORTEGA
Secretary, Governing Council

CHARTER SCHOOL GOVERNING BOARD

MODEL CODE OF ETHICS

Appendix A

The NM School for the Arts Governing Council desires to operate in the most ethical and conscientious manner possible and to that end the council adopts this Code of Ethics and each member of the board agrees that he or she will:

Domain I: Governance Structure

1. Recognize that the authority of the council rests only with the council as a whole and not with individual members and act accordingly.
2. Support the delegation of authority for the day-to-day administration of the charter school to the school leader and act accordingly.
3. Honor the chain of command and refer problems or complaints consistent with the chain of command.
4. Recognize that the school leader should be present at all meetings of the council except when his or her contract, salary or performance is under consideration.
5. Not undermine the authority of the school leader or school administration.
6. Use reasonable efforts to keep the school leader informed of concerns or specific recommendations that any member of the council may bring to the council.

Domain II: Strategic Planning

1. Reflect through actions that his or her first and foremost concern is for educational welfare of children attending the charter school.
2. Participate in all planning activities to develop the vision and goals of the council.
3. Work with the council and the school leader to ensure prudent and accountable uses of the resources of the charter school.

4. Render all decisions based on available facts and his or her independent judgment and refuse to surrender his or her judgment to individuals or special interest groups.
5. Uphold and enforce all applicable laws, all rules and guidelines of the Public Education Commission (PEC), the Public Education Department (PED) and the council.

Domain III: Board and Community Relations

1. Seek regular and systemic communications among the council and students, staff, and the community.
2. Communicate to the council and the school leader expressions of public reaction to council policies and charter school programs.

Domain IV: Policy Development

1. Work with other council members to establish effective policies for the charter school.
2. Make decisions on policy matters only after full discussion at publicly held council meetings.
3. Periodically review and evaluate the effectiveness of policies on charter school programs and performance.

Domain V: Board Meetings

1. Attend and participate in regularly scheduled and special called council meetings.
2. Be informed and prepared to discuss issues to be considered on the council agenda.
3. Work with other council members in a spirit of harmony and cooperation in spite of differences of opinion that may arise during the discussion and resolution of issues at council meetings.
4. Vote for a closed executive session of the council only when applicable law or council policy requires consideration of a matter in executive session.
5. Maintain the confidentiality of all discussions and other matters pertaining to the council and the charter school, during executive session of the council.
6. Make decisions in accordance with the interests of the charter school as a whole and not any particular agreement thereof.
7. Express opinions before votes are cast, but after the council vote, abide by and support all majority decisions of the council.

Domain VI: Personnel

1. Support the employment of personnel only after receiving and considering the recommendation of the school leader.

2. Support the employment of persons' best qualified to serve as employees of the charter school and insist on regular and impartial evaluations of charter school staff by the school administrator.
3. Comply with all applicable laws, rules, regulation, and all council/school policies regarding employment of family members.

Domain VII: Financial Governance

1. Refrain from using the position of council member for personal or partisan gain or to benefit any person or entity over the interest of the charter school.

Conduct as a Board Member

1. Devote sufficient time, thought and study to the performance of the duties and responsibilities of a member of the council.
2. Become informed about current educational issues by individual study and through participation in programs providing needed education and training.
3. Communicate in a respectful professional manner with and about fellow council members.
4. Take no private action that will compromise the council or charter school administration.
5. Participate in all required training programs developed for council members by the council, charter school division (CSD) or the PEC/PED.
6. In the annual report, submitted to the Department, disclose the status of council member compliance with the Code of Ethics.

Conflicts of Interest

1. Announce potential conflicts of interest before council action is taken.
2. Comply with the conflicts of interest policy of the council, all applicable laws and Public Education Commission (PEC) Standard, rules and guidelines.

Upon a motion supported by a two-thirds (2/3) vote, the council may choose to conduct a hearing (during a closed session) concerning a possible violation of this Code of Ethics by a member of the council. The council member accused of violating this Code of Ethics will have thirty (30) days' notice prior to a hearing on the matter. The accused council member may bring witnesses on his or her behalf to the hearing, and the board may elect to call witnesses to inquire into the matter. If found by a vote of two-thirds of all the members of the council that the accused council member has violated this Code of Ethics, the remaining council members shall determine an appropriate sanction, up to and including removal from the Governing Council. The Code of Ethics applies to all Council members including the chair. The decision of the Governing Council is final and cannot be appealed to the PED or PEC for assistance. A

record of the decision of the council to sanction a council member for a violation of this Code of Ethics shall be placed in the permanent minutes of the board.

NEW MEXICO SCHOOL FOR THE ARTS
HIGH SCHOOL

**FOURTH AMENDED AND RESTATED
BYLAWS OF THE GOVERNING COUNCIL
NEW MEXICO SCHOOL FOR THE ARTS HIGH SCHOOL**

A New Mexico Public High School

New Mexico School for the Arts (the School) provides access to a rigorous mastery arts and academic high school education for youth with passion and aptitude in the arts, leading to post-secondary learning, careers in the arts, and lives that contribute to society.

These Amended and Restated Bylaws for the Governing Council of the New Mexico School for the Arts -High School (the "School").

**ARTICLE 1
OFFICE**

The main office of the School shall be located in Santa Fe, New Mexico.

**ARTICLE 2
GENERAL POWERS
GOVERNING COUNCIL**

The business and affairs of the School shall be managed by the Governing Council (the Council) in accordance with state and federal laws and regulation, including the New Mexico Public School Code.

2.1

Number, Tenure and Qualifications. The Governing Council shall have not less than five (5) members and no more than nine (9) members.

The number of Council members shall be fixed by these Bylaws. That number may be increased or decreased from time to time by action of the Governing Council without the necessity of an amendment to these Bylaws. No decrease shall have the effect of shortening the term of any incumbent Council member. The members of the Council shall be divided into three (3) classes and each member of a class shall hold office for a term of three (3) years or until a successor has been selected. A Council member shall not serve on the governing body of another charter school.

2.1.a.

Ex Officio Member

A past member of the Governing Council may serve as an Ex Officio Member to the Governing Council on specific issues. The Ex Officio Member is advisory only without voting rights.

2.2

Duties and Powers. The Governing Council shall have control and be responsible for the management of the business affairs of the School. The Council shall meet regularly and act in

NEW MEXICO SCHOOL FOR THE ARTS
HIGH SCHOOL

accordance with these Bylaws. The Governing Council may adopt rules and regulations for its meetings and the management of the School which are consistent with law or these Bylaws

2.3

Meetings. The date, time and place of the meetings of the Governing Council shall be set by the Council. The Council shall elect or appoint members of the Governing Council at the first meeting of the year. The Governing Council shall meet monthly during the school year for the transaction of any business which may come before the Council. The Governing Council may provide the time and place for the holding of additional regular meetings as necessary and will comply with the Open Meetings Act.

2.4

Meetings by Conference Calls or Zoom. The Governing Council meetings will be available to the public via Zoom. The link will be posted in the agenda available on the website monthly one week prior to the Council meeting. Participation in such a meeting shall constitute presence in person. All meetings will be recorded and posted on the NMSA website.

2.5

Notice. Notice of meetings of the Governing Council shall be given in compliance with applicable law, including the Open Meetings Act and the Charter Schools Act.

2.6

Quorum. A quorum for the transaction of business at any regular or special meeting shall consist of no less than one-half (1/2) plus one of the number of Council members, and is announced at the beginning of each meeting. A quorum must be maintained for the duration of the meeting in order to conduct official business. 2

2.7

Manifestation of Dissent. When a Council member who is present at a meeting of the Governing Council dissents from a proposed action, that member may call for a roll call to be taken and reflected in the minutes of the meeting. The right to dissent shall not apply to a Council member who voted in favor of such action.

2.8

Vacancies. Subject to the Charter, any vacancy occurring on the Governing Council shall be filled by an affirmative majority vote of the Governing Council for the unexpired term of the vacated office. Any position to be filled by reason of an increase in the number of members of the Governing Council shall be filled for a term of three years.

2.9

Resignation, Recruitment, Removal And Conflict. Any Council member may resign from office at any time by delivering a written notice of resignation to the Chair of the Governing Council and such resignation will take effect immediately without acceptance. Any Council member may be removed from office at a meeting of the Governing Council called expressly for that purpose, with or without cause, by a vote of a three-fourths (3/4) majority of the Council Members.

NEW MEXICO SCHOOL FOR THE ARTS
HIGH SCHOOL

2.9.a

Recruitment. NMSA GC members will recruit one or more new GC (s) who address the needs and purpose of the NMSA charter as long as the new GC member(s) do not exceed nine (9) members.

2.9 b

Conflict. If there is a situation where Governing Council members as a whole, are in conflict with the Head of School, a mediator will be hired to determine if the situation can be resolved without the exit of the entire Governing Council.

In the event that all Governing Council members resign at the same time, the Head of School will appoint- from current administration, staff, and school committees-for no more than 60 days, a temporary Governing Council. The newly recruited Governing Council members will be appointed before the end of the 60 days.

2.10

Committees. Subject to applicable provisions of the Charter Schools Act and the Open Meetings Act, the Governing Council may designate one or more committees. The Governing Council may appoint advisory committee members to serve on Council committees. Advisory committee members shall not have the authority or power to act on behalf of the Governing Council. Committee members shall not include a quorum of the members of the Governing Council and are subject to the applicable provisions of the Open Meetings Act. The designation of any committee and the delegation of authority to any committee shall not operate to relieve the Governing Council or any member thereof of any responsibility imposed by law.

No committee nor any committee created under these Bylaws shall have the authority of the Governing Council to:

- sell, lease, exchange or make other disposition of the property and assets of the School;
- voluntarily dissolve the School or revoke any such dissolution;
- amend the Bylaws of the School;
- elect, appoint or remove any member of any committee or any Council member or officer of the School;
- adopt a plan for the distribution of the assets of the School; or
- alter or repeal any resolution or action of the Governing Council of the School.

2.11

No Compensation. No member of the Governing Council or committee member shall receive any compensation for serving as a member of the Council, or committee.

**ARTICLE 3
OFFICERS**

3.1

Officers and Qualifications. The officers of the Governing Council shall consist of the Chair, Vice Chair, Secretary, Treasurer and such other officers, as are determined by the

NEW MEXICO SCHOOL FOR THE ARTS
HIGH SCHOOL

Council, each of whom shall be elected by the Council at the time and in the manner prescribed by these Bylaws. Any two or more offices may be held by the same person, except that the Chair and the Vice-Chair shall not be held by the same person. All officers of the Council shall have the authority and perform the duties in the management of the School as provided in these Bylaws or as determined by the resolution of the Council consistent with these Bylaws.

3.2

Term of Office. All officers of the Governing Council shall be elected for a three-year term unless the Council, by resolution, fixes a different term for any of the officers of the Council. Each officer shall hold office until a successor has been duly elected and qualified to serve on the Council.

3.3

Duties of the Chair. The Chair shall preside over the meetings of the Governing Council, be an ex-officio member of the committees designated by the Council, provide leadership to the Council and perform such other duties as may be designated by the Council. In the absence of the Chair, the duties of the Chair will be performed by the Vice-Chair.

3.4

Duties of the Secretary. The Secretary shall keep current the Charter records of the School including minutes of all meetings, all required notices of meetings, all documents of the School, and perform such other duties as may be designated by the Governing Council.

3.5

Duties of the Treasurer. The Treasurer shall ensure that the fiscal records of the School are accurate and complete, and the budget process is properly conducted. The Treasurer shall perform such other duties as may be designated by the Governing Council.

3.6

Duties of Other Officers. Other officers shall perform such duties and have such powers as may be designated by the Governing Council.

**ARTICLE 4
FISCAL YEAR**

The School shall have a fiscal year that begins on July 1 and ends twelve months later on June 30.

The Council authorizes and empowers the School to pay reasonable compensation for services rendered and to make reasonable payments in accordance with School policies and applicable federal and state laws and regulations.

**ARTICLE 5
NOTICE**

NEW MEXICO SCHOOL FOR THE ARTS
HIGH SCHOOL

The Council shall provide notice of meetings in accordance with the Open Meetings Act. Any other notice, request, consent or other communication required or permitted to be given under these Bylaws shall be given in writing in accordance with applicable state law and regulations by personal delivery, or email.

**ARTICLE 6
PROHIBITED ACTIVITIES**

6.1

No Financial Benefit. No part of the earnings of the School shall be payable to any Council member, officer or any other private organization or individual.

6.2

Non-Discrimination Policy. The Governing Council and NMSA shall not discriminate in any manner on the basis of race, color, national or ethnic origin, sex, gender identity, sexual orientation, culture, disability and religion.

**ARTICLE 7
INDEMNIFICATIONS**

7.1

Indemnification. A Governing Council member shall not be personally liable for any acts or omissions of the School. To the maximum extent permitted by law, the School shall have the power to indemnify any member of the Council or officer or former member of the Council or officer of the School against reasonable expenses, costs and attorneys' fees actually and reasonably incurred in connection with the defense of any action suit or proceeding((civil or criminal), in which the Council member is named. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Council member or officer shall not be indemnified if adjudged to be liable on the basis of a breach or has failed to perform the duties of the office. To the extent permitted by law, advance indemnification may be allowed of a Council member or officer for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding. The Council member or officer must reimburse the School if it is subsequently determined that the Council member or officer was not entitled to indemnification. The School may make any other indemnification permitted by law if authorized by the members of the Governing Council.

7.2

Insurance. To the extent permitted by law, the School shall maintain insurance, or provide alternative financial arrangements, to protect itself and members of the Governing Council against any such expense, liability or loss.

**ARTICLE 8
RULES OF ORDER**

The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the Governing Council.

NEW MEXICO SCHOOL FOR THE ARTS
HIGH SCHOOL

ARTICLE 9
AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Governing Council present at any regular or special meeting of the Council where there is a quorum. We hereby certify that the above and foregoing Fourth Amended and Restated Bylaws of the New Mexico School for the Arts, a New Mexico public, statewide, residential, chartered, high school, are adopted by the Governing Council, effective as of February 19, 2025.

NEW MEXICO SCHOOL FOR THE ARTS
HIGH SCHOOL

CHARTER SCHOOL GOVERNING BOARD

MODEL CODE OF ETHICS

Appendix A

The NM School for the Arts Governing Council desires to operate in the most ethical and conscientious manner possible and to that end the council adopts this Code of Ethics and each member of the board agrees that he or she will:

Domain I: Governance Structure

1. Recognize that the authority of the council rests only with the council as a whole and not with individual members and act accordingly.
2. Support the delegation of authority for the day-to-day administration of the charter school to the school leader and act accordingly.
3. Honor the chain of command and refer problems or complaints consistent with the chain of command.
4. Recognize that the school leader should be present at all meetings of the council except when his or her contract, salary or performance is under consideration.
5. Not undermine the authority of the school leader or school administration.
6. Use reasonable efforts to keep the school leader informed of concerns or specific recommendations that any member of the council may bring to the council.

Domain II: Strategic Planning

1. Reflect through actions that his or her first and foremost concern is for educational welfare of children attending the charter school.
2. Participate in all planning activities to develop the vision and goals of the council.
3. Work with the council and the school leader to ensure prudent and accountable uses of the resources of the charter school.
4. Render all decisions based on available facts and his or her independent judgment and refuse to surrender his or her judgment to individuals or special interest groups.
5. Uphold and enforce all applicable laws, all rules and guidelines of the Public Education Commission (PEC), the Public Education Department (PED) and the council.

Domain III: Board and Community Relations

1. Seek regular and systemic communications among the council and students, staff, and the community.
2. Communicate to the council and the school leader expressions of public reaction to council policies and charter school programs.

Domain IV: Policy Development

1. Work with other council members to establish effective policies for the charter school.

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2. Make decisions on policy matters only after full discussion at publicly held council meetings.
3. Periodically review and evaluate the effectiveness of policies on charter school programs and performance.

Domain V: Board Meetings

1. Attend and participate in regularly scheduled and special called council meetings.
2. Be informed and prepared to discuss issues to be considered on the council agenda.
3. Work with other council members in a spirit of harmony and cooperation in spite of differences of opinion that may arise during the discussion and resolution of issues at council meetings.
4. Vote for a closed executive session of the council only when applicable law or council policy requires consideration of a matter in executive session.
5. Maintain the confidentiality of all discussions and other matters pertaining to the council and the charter school, during executive session of the council.
6. Make decisions in accordance with the interests of the charter school as a whole and not any particular agreement thereof.
7. Express opinions before votes are cast, but after the council vote, abide by and support all majority decisions of the council.

Domain VI: Personnel

1. Support the employment of personnel only after receiving and considering the recommendation of the school leader.
2. Support the employment of persons best qualified to serve as employees of the charter school and insist on regular and impartial evaluations of charter school staff by the school administrator.
3. Comply with all applicable laws, rules, regulations, and all council/school policies regarding employment of family members.

4. Domain VII: Financial Governance

1. Refrain from using the position of council member for personal or partisan gain or to benefit any person or entity over the interest of the charter school.

Conduct as a Board Member

1. Devote sufficient time, thought and study to the performance of the duties and responsibilities of a member of the council.
2. Become informed about current educational issues by individual study and through participation in programs providing needed education and training.
3. Communicate in a respectful professional manner with and about fellow council members.
4. Take no private action that will compromise the council or charter school administration.

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5. Participate in all required training programs developed for council members by the council, charter school division (CSD) or the PEC/PED.
6. In the annual report submitted to the Department, disclose the status of council member compliance with the Code of Ethics.

Conflicts of Interest

1. Announce potential conflicts of interest before council action is taken.
2. Comply with the conflicts of interest policy of the council, all applicable laws and Public Education Commission (PEC) Standard, rules and guidelines.

Upon a motion supported by a two-thirds (2/3) vote, the council may choose to conduct a hearing (during a closed session) concerning a possible violation of this Code of Ethics by a member of the council. The council member accused of violating this Code of Ethics will have thirty (30) days' notice prior to a hearing on the matter. The accused council member may bring witnesses on his or her behalf to the hearing, and the board may elect to call witnesses to inquire into the matter. If found by a vote of two-thirds of all the members of the council that the accused council member has violated this Code of Ethics, the remaining council members shall determine an appropriate sanction, up to and including removal from the Governing Council. The Code of Ethics applies to all Council members including the chair. The decision of the Governing Council is final and cannot be appealed to the PED or PEC for assistance. A record of the decision of the council to sanction a council member for a violation of this Code of Ethics shall be placed in the permanent minutes of the board.