



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
- ☐ Description of and rationale for the change: **Change mandated by February 5, 2025 directive of PEC.**
- ☐ 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 Mission Achievement and Success Charter School, hereafter "the school," effective on March 27, 2025.

Current section & language in school's Governing Body By-Laws which will be changed or replaced (can refer to red-line copy provided): See attached redlined version of the Bylaws. .

New section & language to change or replace what is provided above (can refer to red-line copy provided): See attached redline version of the Bylaws.

Effective Date: March 27, 2025.

The school's notification is hereby submitted by:

Signature of School Representative: _____

Date: 03/27/25

Signature of Governing Board Chair: _____

Date: 03/27/25

For PEC/CSD use only

PEC Meeting Date:

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

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

Electronic signature of CSD Director: _____ **Date:** _____

Regular Meeting Minutes

Date: March 27, 2025
Time: 3:21pm
Location: 1718 Yale Boulevard SE
Albuquerque, New Mexico 87106

Regular Meeting	X	Special Meeting	
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I. Call to Order

The meeting was called to order at **3:21 PM MST**

II. Roll Call

Board Member in Attendance

BOARD MEMBERS	Present	Absent
Bruce Langston, President	X	
Pam Kissoondyal, Vice President	X	
Liza Knight, Treasurer	X	
Jennifer Gabaldon, Secretary	X	
Jeanette Contreras	X	

Others in Attendance

JoAnn Mitchell, CEO/Founder	X	
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III. APPROVAL OF AGENDA

Member Contreras motioned for approval of the agenda as presented. Member Kissoondyal seconded.

The agenda for the meeting was read and approved as presented.					
YEA	5	NAY	0	ABSTAIN	0

IV. PREVIOUS MINUTES

Minutes from the previous meeting are being reviewed by the school attorney and will be read and approved at the next meeting.

V. PREVIOUS PENDING MATTERS

None reported.

VI. CALL FOR COMMITTEE REPORTS

CEO's Report: Ms. Mitchell presented updated information on staffing for the 2025-2026 school year, updates on student enrollment, updates on state testing, and updates from the charter annual visit.

Finance Committee: BARS presented by finance committee.

Audit Committee: No updates provided for this meeting.

VII. ACTION ITEMS

- a. Mr. Langston shared with the board that Member Contreras and Member Gabaldon have decided to depart the board. Mr. Langston thanked both members for their service to the board and shared with the board that there are two new members we are considering to join our board, Andee Hendee, former MAS Board Member, and Tami Hill, former MAS parent. Mr. Langston and Ms. Mitchell shared information about Ms. Hendee and Ms. Hill and Mr. Langston clarified that he asked both prospective members to not attend the meeting so that the board could fully contemplate the addition of these two members without pressure from their presence. Furthermore, it was decided that Member Contreras and Member Gabaldon would remain on the board until April 30, 2025 rendering a resignation dated for April 30, 2025. Ms. Mitchell indicated that she would submit the paperwork to the PEC to notify them of the board change.

Member Langston motioned for approval of new board member Tami Hill. Member Kissoondyal seconded.

Approval of the addition of Tami Hill as a member of the MAS Board as presented.					
YEA	5	NAY	0	ABSTAIN	0

Member Langston motioned for approval of the BARS. Member Knight seconded.

Approval of the addition of Andee Hendee as a member of the MAS Board as presented.					
YEA	5	NAY	0	ABSTAIN	0

- b. Presentation of BARS: The following BARS were presented and reviewed.

BAR #1: 542-000-2425-00020-D

BAR #2: 542-000-2425-00021-IB

Member Langston motioned for approval of the BARS. Member Knight seconded.

Approval of the BARS as presented.					
YEA	5	NAY	0	ABSTAIN	0

- c. Ms. Mitchell and Mr. Langston presented the revised bylaws to the board with the mandated updates around language related to the resignation of the entire board or reduction of the board to one member. The revised section was vetted by the school attorney to be considered by the board.

Member Langston motioned for approval of the bylaws. Member Knight seconded.

Approval of the bylaws as presented.					
YEA	5	NAY	0	ABSTAIN	0

VIII. REQUEST FOR NEW AGENDA ITEMS OR NEW BUSINESS

- a. The next meeting is scheduled for Thursday, April 24, 2025 at 3:00 PM.
- b. Mr. Langston shared updates on the upcoming board training.
- c. Mr. Langston called for adjournment of the meeting at 3:59 PM.

**MISSION ACHIEVEMENT AND SUCCESS
GOVERNING BOARD
BYLAWS**

ARTICLE I
NAME, LOCATON, AND FISCAL YEAR

SECTION 1.1 NAME

The name of the charter school organization shall be Mission Achievement and Success (MAS), herein referred to as “MAS” and the MAS Governing Board shall be referred to as “MAS Board” or “Board”.

SECTION 1.2 LOCATION

The physical location of the facility shall be within the boundaries of the Albuquerque Public School District.

SECTION 1.3 FISCAL YEAR

The fiscal year of the charter school shall coincide with the fiscal year of the State of New Mexico, Public Education Department.

ARTICLE II MISSION AND PURPOSE

SECTION 2.1 MISSION STATEMENT

The mission of MAS is to empower students to discover who they are, what they want to do, and why it matters by delivering a rigorous college preparatory program in a supportive and engaging learning environment.

SECTION 2.2 PURPOSE

The MAS Board is created through the charter application as approved by the New Mexico Public Education Commission under the authority granted by the New Mexico Charter Schools Act, NMSA 1978, Section 22-8B-1 et seq., and in NMAC Title 6: Primary and Secondary schools, Chapter 80, Alternate education – Charter Schools, Part 4: Charter School Application and Appeal Requirements. The Board shall be accountable to the Constitution of the United States of America, the Constitution of the State of New Mexico, applicable state and federal regulations as expressed by the United States Department of Education and the New Mexico Public Education Department, and the bylaws, policies, and procedures incorporated herein, or incorporated and approved for MAS operations.

ARTICLE III BOARD MEMBERSHIP

SECTION 3.1 NUMBER OF MEMBERS

The Board shall consist of no fewer than five board members. Potential members can be recommended to the Board for appointment by the CEO, a board member, or the Board Development Committee at the annual meeting for that year, or at a regular meeting designated for that purpose, or at a special meeting called for that purpose.

SECTION 3.2 RECRUITMENT/ELECTION OF BOARD MEMBERS

MAS recognizes the need for an effective recruitment process and as a result we will establish an ad hoc committee for board recruitment purposes as specialized recruitment needs arise. The CEO, a board member, or the Board Development Committee will prospect for potential board members, make contacts with these prospective board members, and recommend board members to the entire Board.

- 3.2.1 First developing a profile of the current Board composition in order to set recruitment priorities that will guide recruitment efforts.
- 3.2.2 After prospective candidate(s) are identified and personal contact has been made and a mutual interest exists for potential board membership, a “pre-orientation” will be conducted by the CEO, a board member, or the Board Development Committee that wish to be present. The purpose of the pre-orientation is to ensure that prospective board members have a clear understanding of their roles and responsibilities in being a member of MAS’ Governing Board.
- 3.2.3 The pre-orientation will be mandatory for prospective board members to attend in order for them to be presented to the Board as a whole for a vote for membership. The pre-orientation agenda will include but will not be limited to:
 - 3.2.3.1 Welcome and introductions.
 - 3.2.3.2 Overview of the mission and educational goals of MAS.
 - 3.2.3.3 Overview of roles and responsibilities for members of the Governing Board.
 - 3.2.3.4 Review of the roles and responsibilities for individual Board members, officer roles, and committees with specific attention given to the committee(s) that the prospective Board member would potentially be joining.
 - 3.2.3.5 Review of the charter school movement at both the national and state level.
 - 3.2.3.6 Review of the bylaws.
 - 3.2.3.7 Review of the Open Meetings Act.
 - 3.2.3.8 Review of pertinent legislation applicable to charter school governance.
 - 3.2.3.9 Overview of school finance laws and regulations.
 - 3.2.3.10 Opportunity for Board prospect(s) to ask questions.
 - 3.2.3.11 Declaration of willingness to serve by Board prospect(s).
 - 3.2.3.12 Explanation to the Board prospect(s) of next steps in the process.
- 3.2.4 At the conclusion of the pre-orientation session, prospective Board members should have a clear understanding of the roles and responsibilities as well as the mission and goals of the school, and as a result, assuming they are elected to the Board, their learning curve should be fast-tracked as a result of the pre-orientation allowing them to begin to function more efficiently in their role.
- 3.2.5 Assuming the CEO, a board member, or the board development committee continues to desire to move forward on recommending the prospective Board member, a recommendation for the nomination of the prospective Board member will be made at the next monthly Board meeting.

- 3.2.6 The Board shall elect new Board members based on a majority vote and assuming the Board prospect is elected to the Board, the President of the Board will appoint the new Board member to a committee or committees at this meeting as well.

SECTION 3.3 TERMS OF OFFICE

- 3.3.1 The initial term of office of all members of the *initial* Governing Board shall conclude June 30, 2012.
- 3.3.2 At the end of the planning year, and no later than June 30, 2012, the initial Board shall provide for staggered terms of its current members, by designating approximately one-third of the board members to one-, two-, and three-year terms. Following the expiration of those initial designated terms, the term of each board member shall be a three-year term.
- 3.3.3 The term of office of a board member elected to fill a vacancy begins on the date of the board member's election and continues: (1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a board member, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase in the number of board members authorized.
- 3.3.4 A board member's term of office shall not be shortened by any reduction in the number of board members resulting from amendment of the bylaws or other Board action.
- 3.3.5 A board member's term of office shall not be extended beyond that for which the board member was elected by the bylaws or other Board action.
- 3.3.6 Board members may be elected to serve consecutive terms of office.

SECTION 5.4 TIME OF ELECTIONS

- 3.4.1 The Board shall elect new members at the annual meeting for that year, or at a regular meeting designated for that purpose, or at a special meeting called for that purpose. The term of new members elected shall be deemed to commence on July 1 of that year, unless otherwise specified in the motion electing the member.
- 3.4.2 The Board shall elect the officers annually at the annual meeting or a regular meeting designated for that purpose, or at a special meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.
- 3.4.3 A member of the Board may only hold one officer position.

SECTION 3.5 RESIGNATIONS AND REMOVALS

- 3.5.1 A board member may resign by giving written notice to the CEO or the Board President. The resignation is effective on the giving of notice, or at any later date specified in the notice.
- 3.5.2 The Governing Board may remove a board member who:
 - 3.5.2.1 Has failed to attend three or more of the Board's regular meetings in any calendar year.
 - 3.5.2.2 Has engaged knowingly in a conflict of interest.
 - 3.5.2.3 For any other good cause as the Board may determine.
 - 3.5.2.4 Has knowingly or consistently violated the approved bylaws or other board governance documents.
 - 3.5.2.5 Has knowingly violated school policies and/or procedures, or New Mexico law relating to his/her duties or position as a board member.

SECTION 3.6 VACANCIES

A vacancy is deemed to occur on the effective date of the resignation of a board member, upon the removal of a board member, upon declaration of a vacancy pursuant to these bylaws, or upon the death of a board member. A vacancy is deemed to exist upon the increase by the Board in the authorized number of board members.

SECTION 3.7 COMPENSATION

Board members shall serve without compensation except as allowed by state statute to submit per diem reimbursements.

ARTICLE IV BOARD POWERS AND DUTIES

SECTION 4.1 POWERS AND DUTIES OF THE COLLECTIVE BOARD

The Board, as a collective group, will be responsible for:

- 4.1.1. Understanding and supporting the mission of the school and serving as ambassadors for the school by clearly articulating the school's mission, accomplishments, and goals to the community, and by garnering support from important members of the community.
- 4.1.2 Recruitment, hiring, and evaluation of the CEO.
- 4.1.3 Providing moral and professional support to the CEO to ensure that the leader of the school has the support needed to further the goals of the school.
- 4.1.4 Entering any individual contracts over an annual amount of \$150,000, does not include employment contracts and does not include multiple contracts such as a contract to the same vendor for each MAS campus.
- 4.1.5 Accepting gifts and donations on behalf of the school.
- 4.1.6 Suing and being sued on behalf of the school.
- 4.1.7 Actively participating in effective, organizational strategic planning, assisting in implementing the resulting plan, and evaluating the success of MAS toward working the plan and achieving its mission.
- 4.1.8 Providing adequate resources for MAS to fulfill its mission. The Board should work in partnership with the CEO, development staff, if any, and the Resource Development Committee to raise funds to support the attainment of MAS' mission.
- 4.1.9 Monitoring and management of financial resources by approving the annual budget, ensuring that proper financial controls are in place, and taking part in the annual audit process.
- 4.1.10 Determining what programs and services are in place and how consistent these are with MAS' mission, and monitoring the effectiveness of these programs and services.
- 4.1.11 Electing and removing members of the Board.
- 4.1.12 Reviewing and maintaining bylaws and establishing school policies for effective, efficient, and cost-effective operation of the organizations that are aligned with the mission of the school.
- 4.1.13 Assuring compliance with applicable laws and regulations to minimize exposure to legal action.
- 4.1.14 Assessing its performance annually by evaluating its success as a Board and its performance in fulfilling its responsibilities.
- 4.1.15 Review, approve, and monitor implementation of the annual budget.
- 4.1.16 Acquire, lease, and dispose of property, both real and personal, to the extent permissible by laws applicable to public schools.
- 4.1.17 Delegate to the school administrator the authority to implement the charter, policies and procedures, facilities plan, budget, and such other directives and policies adopted by the Governing Board from time to time. The Governing Board shall not be involved in the day-to-day operations of the school; however, the Governing Board will ensure that the administration carries out the policies and procedures of the Governing Board by requiring regular reports and by conducting annual reviews of the CEO.
- 4.1.18 The Governing Board will have primary responsibility for the development and review of all major policies; be a resource for problem resolution escalated to the Governing Board by the school administrator to the Governing Board according to policies,

procedures, and appropriate protocol; and review recommendations submitted by the school administrator and other Governing Board advisors.

- 4.1.19 Accepting accountability for both the financial stability and financial future of the institution, engaging in strategic financial planning, assuming primary responsibility for the preservation of capital assets and endowments, overseeing operating budgets, complying with audit requirements, and participating actively in fundraising.
- 4.1.20 All powers and duties set forth in the Charter Schools Act, NMSA 1978 Section 22-8B-4 and as provided by law.

SECTION 4.2 DUTIES OF INDIVIDUAL BOARD MEMBERS

Individual board members are public officers, but do not have power or authority individually. Board decision making is only done within properly-noticed meetings of the Board. Individual board members cannot make Board decisions acting alone or in a small group or committee without the express approval of the entire Board made during a public meeting. Individual board members or committees may be delegated authority to act on the Board's behalf by an open vote of the Board in a duly called meeting. Individual board members do not have any individual powers, but they do have the following duties and responsibilities:

- 4.2.1 Attend at least 75% of board meetings, committee meetings, and special events.
- 4.2.2 Guard against conflicts of interest, whether business-related or personal. It is the board member's responsibility to take care to separate interests of the school from the specific needs of a particular child or constituency.
- 4.2.3 Stay informed about what is going on in the school by asking questions and requesting information as well as by visiting and volunteering at the school on a regular basis.
- 4.2.4 Actively participate in at least one committee of the Governing Board.
- 4.2.5 Provide consulting and advice in areas of expertise.
- 4.2.6 Participate in and take responsibility for making decisions on issues, policies, and other board matters.
- 4.2.7 Respond promptly to any communication from members of the Board and/or school administration.
- 4.2.8 Work in good faith with staff and other board members as partners toward achievement of MAS' mission and goals.
- 4.2.9 Prepare in advance before regular board meetings by reading and studying materials that are sent in advance regarding key actions the Board is expected to take at the next meeting; take responsibility for self-education on major issues before the Board.
- 4.2.10 Understand that authority is vested in the Board as a whole. A board member who learns of an issue has an obligation to bring it to the CEO or to the Board Chair, and must not deal with the situation individually.
- 4.2.11 Attend annual board training(s), development, and planning events.
- 4.2.12 Participate in annual board member self-review process.

SECTION 4.3 POWERS AND DUTIES OF OFFICERS OF THE GOVERNING BOARD

The officers of MAS' Governing Board will consist of a Board President, Vice-President, and Treasurer. The following is a description of the powers and duties of each of these positions:

- 4.3.1 Board President
 - 4.3.1.1 Oversees Board and Executive Committee meetings.
 - 4.3.1.1 Works in partnership with the CEO to make sure board resolutions are carried out.
 - 4.3.1.2 Calls special or emergency meetings if necessary.

- 4.3.1.3 Appoints all committee chairs, and with the CEO, recommends who will serve on committees.
- 4.3.1.4 Collaborates with the CEO in preparing the agenda for board meetings.
- 4.3.1.5 Assists with Board Development Committee in conducting new board member orientation.
- 4.3.1.6 Oversees searches for a new CEO.
- 4.3.1.7 Coordinates the CEO's annual performance evaluation.
- 4.3.1.8 Acts as an alternate spokesperson to the CEO for the organization.
- 4.3.1.9 Periodically consults with board members on their roles and helps them assess their performance.
- 4.3.2 Vice President
 - 4.3.2.1 Serves on the Executive Committee.
 - 4.3.2.2 Presides over meetings in the absence of the President.
 - 4.3.2.3 Calls special or emergency meetings as needed.
 - 4.3.2.4 Carries out special assignments as requested by the Board President.
 - 4.3.2.5 Understands the responsibilities of the Board President and is able to perform these duties in the absence of the Board President.
 - 4.3.2.6 Participates as a vital part of the board leadership.
- 4.3.3 Treasurer
 - 4.3.3.1 Maintains knowledge of the organization and personal commitment to its goals and objectives.
 - 4.3.3.2 Understands financial accounting for public schools.
 - 4.3.3.3 Serves as the Chair of the Finance and Audit Committees.
 - 4.3.3.4 Manages, with the Finance Committee, the Board's review of and action related to the Board's financial responsibilities.
 - 4.3.3.5 Works with the CEO and the Business Manager to ensure that appropriate financial reports are made available to the Board on a timely basis.
 - 4.3.3.6 Participates in the annual audit and answers board members' questions about the audit.

SECTION 4.4 POWERS AND DUTIES OF COMMITTEES

MAS will have two types of committees, standing committees and ad hoc committees. Standing committees are long-term committees that do the bulk of the work for the Governing Board, thereby freeing the full Board for attention to matters like responding to emerging critical issues, strategic planning, major policy development, and long range financial planning. Committees do not make decisions on their own, but rather bring information and recommendations to the Board from their respective committee for consideration and action by the full board. Ad hoc committees, on the other hand, have limited responsibilities and are created for specific purposes; for example, a search committee that manages the search process and recommends a candidate for the CEO position. Ad hoc committees will be instituted for specific purposes and will be disbanded when the need for them no longer exists. The Governing Board of MAS will consist of the following standing committees: Executive Committee, Finance Committee, and Audit Committee. All Council members may attend any committee meeting, so long as such committee meetings consisting of a quorum of the full Governing Board are properly noticed pursuant to the Open Meetings Act. Below is a description of the roles and responsibilities of each of these committees:

- 4.4.1 Executive Committee
 - The Executive Committee is commissioned by and responsible to the Governing Board to function on behalf of the Governing Board in matters of emergency and in interim

periods between regularly scheduled board meetings. The Executive Committee shall have and exercise the authority of the Governing Board, provided that such authority is exercised in accordance with the Open Meetings Act, as applicable, and shall not operate to circumvent the responsibility and authority vested in the Governing Board by New Mexico law or these bylaws, and any action taken is to be ratified by the Governing Board at its first subsequent meeting. The Executive Committee will be comprised of the President, Vice-President, and Treasurer of the Board. The chair of the Executive Committee shall be the President of the Board and the roles and responsibilities of this committee will be:

- 4.4.1.1 Make decisions on behalf of the full board which cannot wait for the full board, or on matters delegated to the Executive Committee by the Governing Board.
- 4.4.1.2 Maintain effective communication with the committees of the charter school board.
- 4.4.1.3 Coordinate the annual planning and development meeting.
- 4.4.1.4 Respond to the call of the Board President or CEO for emergency meetings to deal with special problems between regular board meetings.
- 4.4.1.5 Annually submit objectives as part of the planning and budget process.
- 4.4.1.6 Annually evaluate its work as a committee and the objectives it has committed itself to and report on the same to the Governing Board.
- 4.4.1.7 Report to the Governing Board at regular board meetings.

4.4.2 Finance Committee

In accordance with NMSA 1978 22-5-4.11 (2010) the Board will appoint at least two members of the Board to a Finance Committee to assist the Board in carrying out its budget and finance duties. The Finance Committee shall meet at least monthly. The Finance Committee shall make recommendations to the Board in the following areas:

- 4.4.2.1 Financial planning, including reviews of the school's revenue and expenditure projections.
- 4.4.2.2 Review of financial statements and periodic monitoring of the revenues and expenses.
- 4.4.2.3 Annual budget preparation and oversight.
- 4.4.2.4 Serve as an external monitoring committee on budget and other financial matters.

4.4.3 Audit Committee

In accordance with NMSA 1978 22-5-4.11 (2010) the Board will appoint an Audit Committee that consists of two board members, one volunteer member who is a parent of a student attending the school, and one volunteer member who has experience in accounting of financial matters. The CEO and the school's business manager shall serve as *ex officio* members of the committee. The Audit Committee shall meet at least quarterly and shall:

- 4.4.3.1 Attend the entrance and exit conferences for annual and special audits.
- 4.4.3.2 Be accessible to the external financial auditors as requested to facilitate communication with the Board and the CEO.
- 4.4.3.3 Track and report progress on the status of the most recent audit findings and advise the Board on policy changes needed to address audit findings.
- 4.4.3.4 Provide other advice and assistance as requested by the Board.
- 4.4.3.5 Be subject to the same requirements regarding the confidentiality of audit information as those imposed upon the Board by the Audit Act, NMSA 1978 12-6-1, *et seq.*

ARTICLE V
BOARD MEMBER QUALIFICATIONS

To be considered for placement on the MAS Governing Board, the following professional qualifications and personal characteristics are expected:

SECTION 5.1 PROFESSIONAL QUALIFICATIONS

- 5.1.1 A strong commitment to MAS' mission and purpose.
- 5.1.2 The time and employer support necessary to fulfill all duties of the office, including consistent meeting and conference attendance.
- 5.1.3 The ability to work effectively as a team member toward efficiently reaching common goals.
- 5.1.4 The willingness to represent and promote MAS at professional meetings and conferences.
- 5.1.5 Experience of at least five years in any field demonstrating leadership, supervision, management, training, or group decision making.
- 5.1.6 Compliance with the Board's Conflict of Interest policy.

SECTION 5.2 PERSONAL CHARACTERISTICS

- 5.2.1 Enthusiasm
- 5.2.2 Integrity
- 5.2.3 Flexibility
- 5.2.4 Leadership
- 5.2.5 A desire and commitment to work on behalf of young people holding high academic and behavioral expectations of all students.

ARTICLE VI MEETINGS OF THE BOARD

SECTION 6.1 PLACE OF MEETINGS

Board meetings shall be at the Yale Campus located at 1718 Yale Boulevard SE, Albuquerque, New Mexico 87106, or at any other reasonable and convenient place that the Board may designate in advance of the meeting, in compliance with the New Mexico Open Meetings Act.

SECTION 6.2 ANNUAL MEETINGS

An annual meeting shall be held in May, June, or July of each year for the purpose of electing members and reviewing the annual board evaluation, adopting the Board's annual notice pursuant to the Open Meetings Act, and setting the meeting schedule for the year. The annual meeting can be in conjunction with a Regular meeting or as a stand-alone meeting for the purpose of the election of officers.

SECTION 6.3 REGULAR MEETINGS

Regular meetings shall be held on a monthly basis to discuss MAS operations and to hear reports and updates from the board committees. Regular meetings for each upcoming fiscal year will be determined each year at the annual meeting.

SECTION 6.4 SPECIAL MEETINGS

A special meeting shall be held at any time called by the Board Chair or any two members of the Board, and shall follow the rules and regulations of a regular board meeting, in accordance with the Open Meetings Act and the Board's annual notice pursuant to that Act.

SECTION 6.5 EXECUTIVE SESSIONS

All regular and special meetings of the Governing Board shall be open to the public, except that, upon a vote of a majority of the members present, an executive session may be held to discuss any matter permitted by the Open Meetings Act to be held in executive/closed session. Only those persons invited by the Board may be present during the executive session. The Board shall not take action, or make final policy decisions, nor shall any resolution, rule, regulation, or formal action, or any action approving a contract or calling for the payment of money be adopted or approved in any session which is closed to the general public. Matters discussed during executive sessions shall remain confidential among those attending. Any board action resulting from executive session shall be taken in open session.

SECTION 6.6 NOTICES

Notices of board meetings shall be given as provided in the Board's annual notice adopted pursuant to the New Mexico Open Meetings Act.

SECTION 6.7 AGENDA

A proposed agenda for all Governing Board meetings will be made available to the public and to board members a minimum of seventy-two (72) hours in advance of the board meeting.

SECTION 6.8 MINUTES

Draft minutes shall be available for review by the public within ten (10) days of any board meeting at which minutes are taken. Approved minutes of all public board meetings will be maintained by the CEO at MAS and will be available within forty-eight (48) hours of the minutes being approved by the Board and will be available for review at any reasonable time.

SECTION 6.8 PUBLIC COMMENT

All public comment must be submitted to the Board in writing at least forty-eight (48) hours prior to the board meeting. Public comment will be noted as being received and addressed as appropriate by the Board.

ARTICLE VII
ACTION BY THE BOARD

SECTION 7.1 QUORUM

A quorum consists of 51% of the filled board seats. A quorum must exist for a board meeting to take place.

SECTION 7.2 ACTION TAKEN AT BOARD MEETINGS

The actions done and decisions made by a majority of the board members present at a meeting duly held at which a quorum is present are the actions and decisions of the Board.

SECTION 7.3 BOARD MEETING BY CONFERENCE TELEPHONE

Any board member may participate in a board meeting through use of conference telephone or similar communication equipment, so long as all board members participating in such meeting can hear one another at the same time, and members of the public attending the meeting are able to hear any member of the board who speaks during the meeting.

SECTION 7.4 PARTICIPATION IN DISCUSSIONS AND VOTING

Every board member has the right to participate in the discussion and vote on all issues before the Board or any other board committee, except in the following situations where a board member shall be excused from the discussion and vote on any matter involving:

- 7.4.1 A self-dealing transaction.
- 7.4.2 A conflict of interest.
- 7.4.3 Indemnification of the board member.
- 7.4.4 Any other matter at the discretion of a majority of the board members then present.

SECTION 7.5 RULES OF ORDER

Robert's Rules of Order will be used to govern the conduct of board meetings.

ARTICLE VIII OFFICERS

SECTION 8.1 TERM OF OFFICE

Each officer serves a one-year term, holding office until expiration of the term, resignation, removal, or disqualification from service.

SECTION 8.2 REMOVAL AND RESIGNATION

The Board may remove any officer at any time through a majority vote of the Board, whenever in the judgment of the organization the officer's removal is in the best interest of the organization. Any officer may resign at any time by giving written notice to the CEO or the Board President with the resignation taking effect on receipt of the notice or at a later date as specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

ARTICLE IX THE CEO

The CEO shall serve as the chief administrator for the day-to-day operations of MAS, as well as other services and duties as shall be assigned by the Board. The CEO shall be hired, evaluated, and terminated by the Board.

SECTION 9.1 CRITERIA USED TO SELECT MAS' CEO

- 9.1.1 A minimum of five years teaching experience.
- 9.1.2 A minimum of ten years of administrative experience.
- 9.1.3 Possession of a current New Mexico Level Three B, Administrator's License.
- 9.1.4 Specific experience in:
 - 9.1.4.1 Developing and managing school budgets.
 - 9.1.4.2 Writing and supervising the delivery of curriculum.
 - 9.1.4.3 Data driven decision making, including the use of short-cycle assessment measures.
 - 9.1.4.4 Experience working with special populations including students with disabilities, English language learners, and students identified as being "at-risk" of academic achievement.
 - 9.1.4.5 Experience with families and students from diverse populations.
 - 9.1.4.6 Experience implementing positive behavioral supports as a framework for managing student behavior.
 - 9.1.4.7 Previous experience in charter schools required.

SECTION 9.2 CRITERIA USED TO ADVERTISE

The Governing Board shall advertise the position of MAS' CEO and its requirements in the local newspaper, on the school's website, and on at least one internet based job recruiting website. The Governing Board will review applications, conduct interviews, and select the candidate who demonstrates the best alignment with the mission of MAS and meets the criteria outlined above.

ARTICLE X DECISION MAKING

SECTION 10.1 POLICIES

Policy-making is among the critical areas that are included in decision making for board members. The Board can effectively develop policy by proceeding through the following sequence:

- 10.1.1 The Board first identifies a need for a new policy. The recognition that there is a need for a new policy can come from any stakeholder involved directly or indirectly with the school and some of the conditions that may cause the Board to consider the development of a new policy include:
 - 10.1.1.1 Issues arising which are not adequately/acceptably addressed by current board policies.
 - 10.1.1.2 Changes in operating practices have accumulated over time so that current policies do not reflect reality.
 - 10.1.1.3 External changes and trends that have had an impact on MAS and the families being served, for example, workforce or demographics have brought forth new issues.
 - 10.1.1.4 Recent federal or state laws have created the need for adjustments in policy, e.g., wage and hour laws, equal employment, safety, provisions of applicable state charter school legislation, etc.
 - 10.1.1.5 Current policy does not adequately reduce ambiguity and ensure uniformity of decisions.
- 10.1.2 The Board evaluates the current policy and assuming the Board determines a new policy is needed, then the Board will assign a team to draft the new policy. The CEO will work with the team to draft the policy as the head administrator is generally in the best position to be aware of what is needed by the school.
 - 10.1.2.1 Write a draft policy. The team develops a written policy statement that responds to the issue or question at hand.
 - 10.1.2.2 Legal counsel will review the draft policy. While the Board reserves the right to not consult with counsel on every policy draft under consideration, as a best practice, a discussion will be had to determine if consulting legal counsel is advisable.
 - 10.1.2.3 Present draft policy to the Board for approval.
- 10.1.3 To support the Board in effective decision-making practices outside of the policy-making referenced above, a decision-making flowchart adopted from The Center for Public Skills Training is provided below to demonstrate how other decisions will be made. The flowchart reflects the following fundamentals:
 - 10.1.3.1 Issues, concerns, and policy questions that come before the Board can originate from staff, individual board members, parents, students, and the community at large. However, the Board will always, first and foremost, direct the individual/issue back to the CEO.
 - 10.1.3.2 The Board will take care to ensure that there is not confusion between governance by the Board and day-to-day management of the school. This will in part occur from ongoing board training in this area to support decision making that supports the mission of MAS and maintains boundaries between governance and management.

- 10.1.3.3. The Executive Committee reviews the issues, concerns, and policy questions to determine whether or not they should be brought to the full board, brought to the CEO, board committee, or another body to be dealt with. In this way, the Executive Committee attempts to differentiate between governance matters that deserve the attention of the full board and management matters that must be delegated back to the CEO.
- 10.1.4 Items that are referred to the full board are either acted upon by the Board, delegated to the board committees or the CEO for action, or for the development of recommendations to the Board for action at a future board meeting.

ARTICLE XI
CONTRACTS AND GRANTS

SECTION 11.1 CONTRACTS

The Governing Board may authorize any member or members of the Board to enter into a particular contract at a properly-noticed and convened meeting of the full board. Board approval of contracts is only required for single contracts at or exceeding \$150,000 or as required by the Public Education Department.

SECTION 11.2 GRANTS

The Board may accept on behalf of MAS any contribution, gift, or grant, upon consideration by the full board at a properly-noticed and convened meeting of the full board. This is only required when listed as a requirement for board approval by the contributor, gifter, or granter.

ARTICLE XII
BOOKS AND RECORDS

SECTION 12.1 BOOKS AND RECORDS

MAS shall keep current records and shall also keep minutes of the proceedings of its Governing Board and shall keep at the main office of the school a record giving the names of the Governing Board, operating committees, and minutes. All approved records of MAS are considered public documents and may be inspected at any reasonable time, pursuant to applicable laws. However, student records, personnel records, and any other record protected under privacy laws are excluded.

ARTICLE XIII
NON-LIABILITY AND INDEMNIFICATION

SECTION 13.1 NON-LIABILITY

Members of the Board shall not be personally liable for any obligations of MAS, or for any duties or obligations arising out of any acts or conduct of a board member performed for or on behalf of MAS.

ARTICLE XIV CONFLICT OF INTEREST

SECTION 14.1 CONFLICT OF INTEREST

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

Board members, and their spouses, parents, parents-in-law, children, children-in-law, siblings, and siblings-in-law may not be employed in any capacity by the CEO. Board members who wish to seek employment with the school must resign from the Board and must wait one year from his/her resignation effective date prior to being offered or accepting employment with the school. It is a conflict of interest and a person shall not serve as a board member, if the person or an immediate family member of the person is an owner, agent of, contractor with, or otherwise has a financial interest in a for-profit or nonprofit entity with which the school contracts directly for professional services, goods, or facilities. A person who knowingly violates this subsection may be individually liable to the school for any financial damage caused by the violation.

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

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

Board members shall not use confidential information acquired by virtue of their associations for their individual or another's private gain.

Board members shall not request or receive a gift or loan for themselves or another that tends to influence them, or appear to influence them in the discharge of their duties as board members.

Board members shall not influence, or have the appearance of influencing business with suppliers to the school, which results in the financial benefit to a board member or his or her relatives.

No board member will use his/her position to attempt to influence the decision of any employee to grant special treatment to the child or ward of a board member.

ARTICLE XV NEPOTISM

SECTION 15.1 NEPOTISM

The CEO will not initially employ or approve the initial employment in any capacity of a person who is a board member, the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, daughter-in-law, sibling, or sibling-in-law of any board member. The Board has waived the nepotism rule for family members of the CEO, or other members of school leadership by resolution.

ARTICLE XVI RECONSTITUTING THE GOVERNING BOARD

SECTION 16.1 ONE REMAINING MEMBER

Pursuant to Article VII paragraph 7.1 a quorum equals 51% of the filled board seats; thus, a two-member board establishes a quorum. Consequently, when there is only one member continuing to serve on the board a quorum cannot be established, and the following steps will be taken to reconstitute the board and MAS can meet their statutory obligations.

- 16.1.1. Within five (5) days of the membership falling to one member, the remaining member of the board and the CEO shall meet to appoint interim members.
- 16.1.2. The one member remaining and the CEO shall appoint at up to two other interim members to form an "Interim Board."
- 16.1.3. If the remaining member and CEO do not agree on a candidate for appointment, the candidate shall not serve.
- 16.1.4. Within five (5) days from the date the Interim Board has been appointed, the Interim Board will hold a special or emergency meeting as appropriate according to the Open Meetings Act to address any remaining vacancies to establish a board of at least five (5) members. The agenda shall state that the business of the meeting is to affirm the Interim Board (by resolution and vote of all new members), elect a president and other officers as appropriate, set a date and the process by which new members will be elected to fill the full five-member minimum requirement in law, and conduct any time sensitive actions required of MAS's board. Unless an extension is approved by the PEC, new members must be seated no later than 45 days from the date of the original vacancy.
- 16.1.5. Interim board may vote to expedite election of new members when the process as contemplated in Article III, is not feasible within the time constraints.
- 16.1.6. The term of the member(s) appointed or elected during Step One or Step Two shall be for the unexpired term of the position(s) the new member(s) fills or until the board can hold elections as contemplated in Article III.
- 16.1.7. In no event shall the interim members serve longer than the unexpired term unless the member is elected following a process as contemplated in Article III.
- 16.1.8. Interim members shall be eligible for election to fill the vacancy.
- 16.1.9. The board shall notify the Public Education Commission of its new members according to PEC policies and shall ensure all requirements for meeting board of finance functions are promptly completed.

SECTION 16.2 FULL BOARD RESIGNATION/VACANCIES

If all members of the board resign and no default succession plan exists, the CEO of MAS shall implement the following process to reconstitute the governing body to meet the requirements of law and these bylaws.

- 16.2.1 Within 5 days of the full board resignation or vacancy, the CEO shall appoint no less than 2 and no more than 3 members to serve as an Interim board. The CEO shall make best efforts to select individuals with appropriate qualifications as described in Article V. The CEO may solicit input from the faculty, staff, and community.
- 16.2.2 The CEO shall post notice of a special or emergency meeting as appropriate according to the Open Meetings Act. The agenda shall state that the business of the meeting is to affirm the reconstituted board (by resolution and vote of all new members), elect a president and other officers as appropriate, set a date and the process by which new members will be elected to fill the full five-member minimum requirement, and conduct any time sensitive actions required of MAS's governing body. Unless approved by the PEC, new members must be seated no later than 45 days from the full-board's resignation.
- 16.2.3 The CEO shall chair the first meeting of the Interim board. The newly elected president shall assume the duties of the president at the next board meeting.
- 16.2.4 The Interim board shall hold a special meeting to vote on and fill any remaining vacancies to establish a board of at least five (5) members within 45 days from full-board resignation.
- 16.2.5 The Interim board may vote to expedite election of new members when the process as contemplated in Article III, is not feasible within the time constraints.
- 16.2.6 The term of the interim members appointed by the CEO or elected by the Interim board shall be for the unexpired term of the position the new member fills or until the board can hold elections as contemplated in Article III.
- 16.2.7 Interim members shall be eligible for election to fill the vacancy.
- 16.2.8 In no event shall the interim members serve longer than the unexpired term unless the member is elected following a process as contemplated in Article III.
- 16.2.9 The board shall notify the Public Education Commission of its new members according to PEC policies and shall ensure all requirements for meeting board of finance functions are promptly completed.

ARTICLE XVII AMENDMENTS

SECTION 17.1 AMENDMENTS

The Board shall have power to amend the bylaws at any regular or special meeting of the Board. Proposed amendments to these bylaws may be submitted in writing to the Board with ten (10) days' notice. A 51% vote of the Board shall be required for adoption of a proposed amendment. Unless otherwise provided, the amendment shall take effect immediately upon adoption.

The bylaws shall be reviewed by the Board at least annually at the annual meeting or a regular meeting of the board.

CERTIFICATE OF ADOPTION

The undersigned officers hereby certify that these bylaws were duly adopted by majority vote of the MAS Governing Board on March 27, 2025.

By: _____
Board President

**MISSION ACHIEVEMENT AND SUCCESS
GOVERNING BOARD
BYLAWS**

ARTICLE I
NAME, LOCATION, AND FISCAL YEAR

SECTION 1.1 NAME

The name of the charter school organization shall be Mission Achievement and Success (MAS), herein referred to as "MAS" and the MAS Governing Board shall be referred to as "MAS Board" or "Board".

SECTION 1.2 LOCATION

The physical location of the facility shall be within the boundaries of the Albuquerque Public School District.

SECTION 1.3 FISCAL YEAR

The fiscal year of the charter school shall coincide with the fiscal year of the State of New Mexico, Public Education Department.

ARTICLE II MISSION AND PURPOSE

SECTION 2.1 MISSION STATEMENT

The mission of MAS is to empower students to discover who they are, what they want to do, and why it matters by delivering a rigorous college preparatory program in a supportive and engaging learning environment.

SECTION 2.2 PURPOSE

The MAS Board is created through the charter application as approved by the New Mexico Public Education Commission under the authority granted by the New Mexico Charter Schools Act, NMSA 1978, Section 22-8B-1 et seq., and in NMAC Title 6: Primary and Secondary schools, Chapter 80, Alternate education – Charter Schools, Part 4: Charter School Application and Appeal Requirements. The Board shall be accountable to the Constitution of the United States of America, the Constitution of the State of New Mexico, applicable state and federal regulations as expressed by the United States Department of Education and the New Mexico Public Education Department, and the bylaws, policies, and procedures incorporated herein, or incorporated and approved for MAS operations.

ARTICLE III BOARD MEMBERSHIP

SECTION 3.1 NUMBER OF MEMBERS

The Board shall consist of no fewer than five board members. Potential members can be recommended to the Board for appointment by the CEO, a board member, or the Board Development Committee at the annual meeting for that year, or at a regular meeting designated for that purpose, or at a special meeting called for that purpose.

SECTION 3.2 RECRUITMENT/ELECTION OF BOARD MEMBERS

MAS recognizes the need for an effective recruitment process and as a result we will establish an ad hoc committee for board recruitment purposes as specialized recruitment needs arise. The CEO, a board member, or the Board Development Committee will prospect for potential board members, make contacts with these prospective board members, and recommend board members to the entire Board.

- 3.2.1 First developing a profile of the current Board composition in order to set recruitment priorities that will guide recruitment efforts.
- 3.2.2 After prospective candidate(s) are identified and personal contact has been made and a mutual interest exists for potential board membership, a "pre-orientation" will be conducted by the CEO, a board member, or the Board Development Committee that wish to be present. The purpose of the pre-orientation is to ensure that prospective board members have a clear understanding of their roles and responsibilities in being a member of MAS' Governing Board.
- 3.2.3 The pre-orientation will be mandatory for prospective board members to attend in order for them to be presented to the Board as a whole for a vote for membership. The pre-orientation agenda will include but will not be limited to:
 - 3.2.3.1 Welcome and introductions.
 - 3.2.3.2 Overview of the mission and educational goals of MAS.
 - 3.2.3.3 Overview of roles and responsibilities for members of the Governing Board.
 - 3.2.3.4 Review of the roles and responsibilities for individual Board members, officer roles, and committees with specific attention given to the committee(s) that the prospective Board member would potentially be joining.
 - 3.2.3.5 Review of the charter school movement at both the national and state level.
 - 3.2.3.6 Review of the bylaws.
 - 3.2.3.7 Review of the Open Meetings Act.
 - 3.2.3.8 Review of pertinent legislation applicable to charter school governance.
 - 3.2.3.9 Overview of school finance laws and regulations.
 - 3.2.3.10 Opportunity for Board prospect(s) to ask questions.
 - 3.2.3.11 Declaration of willingness to serve by Board prospect(s).
 - 3.2.3.12 Explanation to the Board prospect(s) of next steps in the process.
- 3.2.4 At the conclusion of the pre-orientation session, prospective Board members should have a clear understanding of the roles and responsibilities as well as the mission and goals of the school, and as a result, assuming they are elected to the Board, their learning curve should be fast-tracked as a result of the pre-orientation allowing them to begin to function more efficiently in their role.
- 3.2.5 Assuming the CEO, a board member, or the board development committee continues to desire to move forward on recommending the prospective Board member, a recommendation for the nomination of the prospective Board member will be made at the next monthly Board meeting.

- 3.2.6 The Board shall elect new Board members based on a majority vote and assuming the Board prospect is elected to the Board, the President of the Board will appoint the new Board member to a committee or committees at this meeting as well.

SECTION 3.3 TERMS OF OFFICE

- 3.3.1 The initial term of office of all members of the *initial* Governing Board shall conclude June 30, 2012.
- 3.3.2 At the end of the planning year, and no later than June 30, 2012, the initial Board shall provide for staggered terms of its current members, by designating approximately one-third of the board members to one-, two-, and three-year terms. Following the expiration of those initial designated terms, the term of each board member shall be a three-year term.
- 3.3.3 The term of office of a board member elected to fill a vacancy begins on the date of the board member's election and continues: (1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a board member, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase in the number of board members authorized.
- 3.3.4 A board member's term of office shall not be shortened by any reduction in the number of board members resulting from amendment of the bylaws or other Board action.
- 3.3.5 A board member's term of office shall not be extended beyond that for which the board member was elected by the bylaws or other Board action.
- 3.3.6 Board members may be elected to serve consecutive terms of office.

SECTION 5.4 TIME OF ELECTIONS

- 3.4.1 The Board shall elect new members at the annual meeting for that year, or at a regular meeting designated for that purpose, or at a special meeting called for that purpose. The term of new members elected shall be deemed to commence on July 1 of that year, unless otherwise specified in the motion electing the member.
- 3.4.2 The Board shall elect the officers annually at the annual meeting or a regular meeting designated for that purpose, or at a special meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.
- 3.4.3 A member of the Board may only hold one officer position.

SECTION 3.5 RESIGNATIONS AND REMOVALS

- 3.5.1 A board member may resign by giving written notice to the CEO or the Board President. The resignation is effective on the giving of notice, or at any later date specified in the notice.
- 3.5.2 The Governing Board may remove a board member who:
- 3.5.2.1 Has failed to attend three or more of the Board's regular meetings in any calendar year.
- 3.5.2.2 Has engaged knowingly in a conflict of interest.
- 3.5.2.3 For any other good cause as the Board may determine.
- 3.5.2.4 Has knowingly or consistently violated the approved bylaws or other board governance documents.
- 3.5.2.5 Has knowingly violated school policies and/or procedures, or New Mexico law relating to his/her duties or position as a board member.

SECTION 3.6 VACANCIES

A vacancy is deemed to occur on the effective date of the resignation of a board member, upon the removal of a board member, upon declaration of a vacancy pursuant to these bylaws, or upon the death of a board member. A vacancy is deemed to exist upon the increase by the Board in the authorized number of board members.

SECTION 3.7 COMPENSATION

Board members shall serve without compensation except as allowed by state statute to submit per diem reimbursements.

**ARTICLE IV
BOARD POWERS AND DUTIES**

SECTION 4.1 POWERS AND DUTIES OF THE COLLECTIVE BOARD

The Board, as a collective group, will be responsible for:

- 4.1.1. Understanding and supporting the mission of the school and serving as ambassadors for the school by clearly articulating the school's mission, accomplishments, and goals to the community, and by garnering support from important members of the community.
- 4.1.2. Recruitment, hiring, and evaluation of the CEO.
- 4.1.3. Providing moral and professional support to the CEO to ensure that the leader of the school has the support needed to further the goals of the school.
- 4.1.4. Entering any individual contracts over an annual amount of \$150,000, does not include employment contracts and does not include multiple contracts such as a contract to the same vendor for each MAS campus.
- 4.1.5. Accepting gifts and donations on behalf of the school.
- 4.1.6. Suing and being sued on behalf of the school.
- 4.1.7. Actively participating in effective, organizational strategic planning, assisting in implementing the resulting plan, and evaluating the success of MAS toward working the plan and achieving its mission.
- 4.1.8. Providing adequate resources for MAS to fulfill its mission. The Board should work in partnership with the CEO, development staff, if any, and the Resource Development Committee to raise funds to support the attainment of MAS' mission.
- 4.1.9. Monitoring and management of financial resources by approving the annual budget, ensuring that proper financial controls are in place, and taking part in the annual audit process.
- 4.1.10. Determining what programs and services are in place and how consistent these are with MAS' mission, and monitoring the effectiveness of these programs and services.
- 4.1.11. Electing and removing members of the Board.
- 4.1.12. Reviewing and maintaining bylaws and establishing school policies for effective, efficient, and cost-effective operation of the organizations that are aligned with the mission of the school.
- 4.1.13. Assuring compliance with applicable laws and regulations to minimize exposure to legal action.
- 4.1.14. Assessing its performance annually by evaluating its success as a Board and its performance in fulfilling its responsibilities.
- 4.1.15. Review, approve, and monitor implementation of the annual budget.
- 4.1.16. Acquire, lease, and dispose of property, both real and personal, to the extent permissible by laws applicable to public schools.
- 4.1.17. Delegate to the school administrator the authority to implement the charter, policies and procedures, facilities plan, budget, and such other directives and policies adopted by the Governing Board from time to time. The Governing Board shall not be involved in the day-to-day operations of the school; however, the Governing Board will ensure that the administration carries out the policies and procedures of the Governing Board by requiring regular reports and by conducting annual reviews of the CEO.
- 4.1.18. The Governing Board will have primary responsibility for the development and review of all major policies; be a resource for problem resolution escalated to the Governing Board by the school administrator to the Governing Board according to policies,

procedures, and appropriate protocol; and review recommendations submitted by the school administrator and other Governing Board advisors.

- 4.1.19 Accepting accountability for both the financial stability and financial future of the institution, engaging in strategic financial planning, assuming primary responsibility for the preservation of capital assets and endowments, overseeing operating budgets, complying with audit requirements, and participating actively in fundraising.
- 4.1.20 All powers and duties set forth in the Charter Schools Act, NMSA 1978 Section 22-8B-4 and as provided by law.

SECTION 4.2 DUTIES OF INDIVIDUAL BOARD MEMBERS

Individual board members are public officers, but do not have power or authority individually. Board decision making is only done within properly-noticed meetings of the Board. Individual board members cannot make Board decisions acting alone or in a small group or committee without the express approval of the entire Board made during a public meeting. Individual board members or committees may be delegated authority to act on the Board's behalf by an open vote of the Board in a duly called meeting. Individual board members do not have any individual powers, but they do have the following duties and responsibilities:

- 4.2.1 Attend at least 75% of board meetings, committee meetings, and special events.
- 4.2.2 Guard against conflicts of interest, whether business-related or personal. It is the board member's responsibility to take care to separate interests of the school from the specific needs of a particular child or constituency.
- 4.2.3 Stay informed about what is going on in the school by asking questions and requesting information as well as by visiting and volunteering at the school on a regular basis.
- 4.2.4 Actively participate in at least one committee of the Governing Board.
- 4.2.5 Provide consulting and advice in areas of expertise.
- 4.2.6 Participate in and take responsibility for making decisions on issues, policies, and other board matters.
- 4.2.7 Respond promptly to any communication from members of the Board and/or school administration.
- 4.2.8 Work in good faith with staff and other board members as partners toward achievement of MAS' mission and goals.
- 4.2.9 Prepare in advance before regular board meetings by reading and studying materials that are sent in advance regarding key actions the Board is expected to take at the next meeting; take responsibility for self-education on major issues before the Board.
- 4.2.10 Understand that authority is vested in the Board as a whole. A board member who learns of an issue has an obligation to bring it to the CEO or to the Board Chair, and must not deal with the situation individually.
- 4.2.11 Attend annual board training(s), development, and planning events.
- 4.2.12 Participate in annual board member self-review process.

SECTION 4.3 POWERS AND DUTIES OF OFFICERS OF THE GOVERNING BOARD

The officers of MAS' Governing Board will consist of a Board President, Vice-President, and Treasurer. The following is a description of the powers and duties of each of these positions:

- 4.3.1 Board President
 - 4.3.1.1 Oversees Board and Executive Committee meetings.
 - 4.3.1.1 Works in partnership with the CEO to make sure board resolutions are carried out.
 - 4.3.1.2 Calls special or emergency meetings if necessary.

- 4.3.1.3 Appoints all committee chairs, and with the CEO, recommends who will serve on committees.
- 4.3.1.4 Collaborates with the CEO in preparing the agenda for board meetings.
- 4.3.1.5 Assists with Board Development Committee in conducting new board member orientation.
- 4.3.1.6 Oversees searches for a new CEO.
- 4.3.1.7 Coordinates the CEO's annual performance evaluation.
- 4.3.1.8 Acts as an alternate spokesperson to the CEO for the organization.
- 4.3.1.9 Periodically consults with board members on their roles and helps them assess their performance.
- 4.3.2 Vice President
 - 4.3.2.1 Serves on the Executive Committee.
 - 4.3.2.2 Presides over meetings in the absence of the President.
 - 4.3.2.3 Calls special or emergency meetings as needed.
 - 4.3.2.4 Carries out special assignments as requested by the Board President.
 - 4.3.2.5 Understands the responsibilities of the Board President and is able to perform these duties in the absence of the Board President.
 - 4.3.2.6 Participates as a vital part of the board leadership.
- 4.3.3 Treasurer
 - 4.3.3.1 Maintains knowledge of the organization and personal commitment to its goals and objectives.
 - 4.3.3.2 Understands financial accounting for public schools.
 - 4.3.3.3 Serves as the Chair of the Finance and Audit Committees.
 - 4.3.3.4 Manages, with the Finance Committee, the Board's review of and action related to the Board's financial responsibilities.
 - 4.3.3.5 Works with the CEO and the Business Manager to ensure that appropriate financial reports are made available to the Board on a timely basis.
 - 4.3.3.6 Participates in the annual audit and answers board members' questions about the audit.

SECTION 4.4 POWERS AND DUTIES OF COMMITTEES

MAS will have two types of committees, standing committees and ad hoc committees. Standing committees are long-term committees that do the bulk of the work for the Governing Board, thereby freeing the full Board for attention to matters like responding to emerging critical issues, strategic planning, major policy development, and long range financial planning. Committees do not make decisions on their own, but rather bring information and recommendations to the Board from their respective committee for consideration and action by the full board. Ad hoc committees, on the other hand, have limited responsibilities and are created for specific purposes; for example, a search committee that manages the search process and recommends a candidate for the CEO position. Ad hoc committees will be instituted for specific purposes and will be disbanded when the need for them no longer exists. The Governing Board of MAS will consist of the following standing committees: Executive Committee, Finance Committee, and Audit Committee. All Council members may attend any committee meeting, so long as such committee meetings consisting of a quorum of the full Governing Board are properly noticed pursuant to the Open Meetings Act. Below is a description of the roles and responsibilities of each of these committees:

4.4.1 executive Committee

The Executive Committee is commissioned by and responsible to the Governing Board to function on behalf of the Governing Board in matters of emergency and in interim

periods between regularly scheduled board meetings. The Executive Committee shall have and exercise the authority of the Governing Board, provided that such authority is exercised in accordance with the Open Meetings Act, as applicable, and shall not operate to circumvent the responsibility and authority vested in the Governing Board by New Mexico law or these bylaws, and any action taken is to be ratified by the Governing Board at its first subsequent meeting. The Executive Committee will be comprised of the President, Vice-President, and Treasurer of the Board. The chair of the Executive Committee shall be the President of the Board and the roles and responsibilities of this committee will be:

- 4.4.1.1 Make decisions on behalf of the full board which cannot wait for the full board, or on matters delegated to the Executive Committee by the Governing Board.
- 4.4.1.2 Maintain effective communication with the committees of the charter school board.
- 4.4.1.3 Coordinate the annual planning and development meeting.
- 4.4.1.4 Respond to the call of the Board President or CEO for emergency meetings to deal with special problems between regular board meetings.
- 4.4.1.5 Annually submit objectives as part of the planning and budget process.
- 4.4.1.6 Annually evaluate its work as a committee and the objectives it has committed itself to and report on the same to the Governing Board.
- 4.4.1.7 Report to the Governing Board at regular board meetings.

4.4.2 Finance Committee

In accordance with NMSA 1978 22-5-4.11 (2010) the Board will appoint at least two members of the Board to a Finance Committee to assist the Board in carrying out its budget and finance duties. The Finance Committee shall meet at least monthly. The Finance Committee shall make recommendations to the Board in the following areas:

- 4.4.2.1 Financial planning, including reviews of the school's revenue and expenditure projections.
- 4.4.2.2 Review of financial statements and periodic monitoring of the revenues and expenses.
- 4.4.2.3 Annual budget preparation and oversight.
- 4.4.2.4 Serve as an external monitoring committee on budget and other financial matters.

4.4.3 Audit Committee

In accordance with NMSA 1978 22-5-4.11 (2010) the Board will appoint an Audit Committee that consists of two board members, one volunteer member who is a parent of a student attending the school, and one volunteer member who has experience in accounting of financial matters. The CEO and the school's business manager shall serve as *ex-officio* members of the committee. The Audit Committee shall meet at least quarterly and shall:

- 4.4.3.1 Attend the entrance and exit conferences for annual and special audits.
- 4.4.3.2 Be accessible to the external financial auditors as requested to facilitate communication with the Board and the CEO.
- 4.4.3.3 Track and report progress on the status of the most recent audit findings and advise the Board on policy changes needed to address audit findings.
- 4.4.3.4 Provide other advice and assistance as requested by the Board.

4.4.3.5 Be subject to the same requirements regarding the confidentiality of audit information as those imposed upon the Board by the Audit Act, NMSA 1978 12-6-1, *et seq.*

ARTICLE V
BOARD MEMBER QUALIFICATIONS

To be considered for placement on the MAS Governing Board, the following professional qualifications and personal characteristics are expected:

SECTION 5.1 PROFESSIONAL QUALIFICATIONS

- 5.1.1 A strong commitment to MAS' mission and purpose.
- 5.1.2 The time and employer support necessary to fulfill all duties of the office, including consistent meeting and conference attendance.
- 5.1.3 The ability to work effectively as a team member toward efficiently reaching common goals.
- 5.1.4 The willingness to represent and promote MAS at professional meetings and conferences.
- 5.1.5 Experience of at least five years in any field demonstrating leadership, supervision, management, training, or group decision making.
- 5.1.6 Compliance with the Board's Conflict of Interest policy.

SECTION 5.2 PERSONAL CHARACTERISTICS

- 5.2.1 Enthusiasm
- 5.2.2 Integrity
- 5.2.3 Flexibility
- 5.2.4 Leadership
- 5.2.5 A desire and commitment to work on behalf of young people holding high academic and behavioral expectations of all students.

ARTICLE VI MEETINGS OF THE BOARD

SECTION 6.1 PLACE OF MEETINGS

Board meetings shall be at the Yale Campus located at 1718 Yale Boulevard SE, Albuquerque, New Mexico 87106, or at any other reasonable and convenient place that the Board may designate in advance of the meeting, in compliance with the New Mexico Open Meetings Act.

SECTION 6.2 ANNUAL MEETINGS

An annual meeting shall be held in May, June, or July of each year for the purpose of electing members and reviewing the annual board evaluation, adopting the Board's annual notice pursuant to the Open Meetings Act, and setting the meeting schedule for the year. The annual meeting can be in conjunction with a Regular meeting or as a stand-alone meeting for the purpose of the election of officers.

SECTION 6.3 REGULAR MEETINGS

Regular meetings shall be held on a monthly basis to discuss MAS operations and to hear reports and updates from the board committees. Regular meetings for each upcoming fiscal year will be determined each year at the annual meeting.

SECTION 6.4 SPECIAL MEETINGS

A special meeting shall be held at any time called by the Board Chair or any two members of the Board, and shall follow the rules and regulations of a regular board meeting, in accordance with the Open Meetings Act and the Board's annual notice pursuant to that Act.

SECTION 6.5 EXECUTIVE SESSIONS

All regular and special meetings of the Governing Board shall be open to the public, except that, upon a vote of a majority of the members present, an executive session may be held to discuss any matter permitted by the Open Meetings Act to be held in executive/closed session. Only those persons invited by the Board may be present during the executive session. The Board shall not take action, or make final policy decisions, nor shall any resolution, rule, regulation, or formal action, or any action approving a contract or calling for the payment of money be adopted or approved in any session which is closed to the general public. Matters discussed during executive sessions shall remain confidential among those attending. Any board action resulting from executive session shall be taken in open session.

SECTION 6.6 NOTICES

Notices of board meetings shall be given as provided in the Board's annual notice adopted pursuant to the New Mexico Open Meetings Act.

SECTION 6.7 AGENDA

A proposed agenda for all Governing Board meetings will be made available to the public and to board members a minimum of seventy-two (72) hours in advance of the board meeting.

SECTION 6.8 MINUTES

Draft minutes shall be available for review by the public within ten (10) days of any board meeting at which minutes are taken. Approved minutes of all public board meetings will be maintained by the CEO at MAS and will be available within forty-eight (48) hours of the minutes being approved by the Board and will be available for review at any reasonable time.

SECTION 6.8 PUBLIC COMMENT

All public comment must be submitted to the Board in writing at least forty-eight (48) hours prior to the board meeting. Public comment will be noted as being received and addressed as appropriate by the Board.

**ARTICLE VII
ACTION BY THE BOARD**

SECTION 7.1 QUORUM

A quorum consists of 51% of the filled board seats. A quorum must exist for a board meeting to take place.

SECTION 7.2 ACTION TAKEN AT BOARD MEETINGS

The actions done and decisions made by a majority of the board members present at a meeting duly held at which a quorum is present are the actions and decisions of the Board.

SECTION 7.3 BOARD MEETING BY CONFERENCE TELEPHONE

Any board member may participate in a board meeting through use of conference telephone or similar communication equipment, so long as all board members participating in such meeting can hear one another at the same time, and members of the public attending the meeting are able to hear any member of the board who speaks during the meeting.

SECTION 7.4 PARTICIPATION IN DISCUSSIONS AND VOTING

Every board member has the right to participate in the discussion and vote on all issues before the Board or any other board committee, except in the following situations where a board member shall be excused from the discussion and vote on any matter involving:

- 7.4.1 A self-dealing transaction.
- 7.4.2 A conflict of interest.
- 7.4.3 Indemnification of the board member.
- 7.4.4 Any other matter at the discretion of a majority of the board members then present.

SECTION 7.5 RULES OF ORDER

Robert's Rules of Order will be used to govern the conduct of board meetings.

ARTICLE VIII OFFICERS

SECTION 8.1 TERM OF OFFICE

Each officer serves a one-year term, holding office until expiration of the term, resignation, removal, or disqualification from service.

SECTION 8.2 REMOVAL AND RESIGNATION

The Board may remove any officer at any time through a majority vote of the Board, whenever in the judgment of the organization the officer's removal is in the best interest of the organization. Any officer may resign at any time by giving written notice to the CEO or the Board President with the resignation taking effect on receipt of the notice or at a later date as specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

ARTICLE IX THE CEO

The CEO shall serve as the chief administrator for the day-to-day operations of MAS, as well as other services and duties as shall be assigned by the Board. The CEO shall be hired, evaluated, and terminated by the Board.

SECTION 9.1 CRITERIA USED TO SELECT MAS' CEO

- 9.1.1 A minimum of five years teaching experience.
- 9.1.2 A minimum of ten years of administrative experience.
- 9.1.3 Possession of a current New Mexico Level Three B, Administrator's License.
- 9.1.4 Specific experience in:
 - 9.1.4.1 Developing and managing school budgets.
 - 9.1.4.2 Writing and supervising the delivery of curriculum.
 - 9.1.4.3 Data driven decision making, including the use of short-cycle assessment measures.
 - 9.1.4.4 Experience working with special populations including students with disabilities, English language learners, and students identified as being "at-risk" of academic achievement.
 - 9.1.4.5 Experience with families and students from diverse populations.
 - 9.1.4.6 Experience implementing positive behavioral supports as a framework for managing student behavior.
 - 9.1.4.7 Previous experience in charter schools required.

SECTION 9.2 CRITERIA USED TO ADVERTISE

The Governing Board shall advertise the position of MAS' CEO and its requirements in the local newspaper, on the school's website, and on at least one internet based job recruiting website. The Governing Board will review applications, conduct interviews, and select the candidate who demonstrates the best alignment with the mission of MAS and meets the criteria outlined above.

ARTICLE X DECISION MAKING

SECTION 10.1 POLICIES

Policy-making is among the critical areas that are included in decision making for board members. The Board can effectively develop policy by proceeding through the following sequence:

- 10.1.1 The Board first identifies a need for a new policy. The recognition that there is a need for a new policy can come from any stakeholder involved directly or indirectly with the school and some of the conditions that may cause the Board to consider the development of a new policy include:
 - 10.1.1.1 Issues arising which are not adequately/acceptably addressed by current board policies.
 - 10.1.1.2 Changes in operating practices have accumulated over time so that current policies do not reflect reality.
 - 10.1.1.3 External changes and trends that have had an impact on MAS and the families being served, for example, workforce or demographics have brought forth new issues.
 - 10.1.1.4 Recent federal or state laws have created the need for adjustments in policy, e.g., wage and hour laws, equal employment, safety, provisions of applicable state charter school legislation, etc.
 - 10.1.1.5 Current policy does not adequately reduce ambiguity and ensure uniformity of decisions.
- 10.1.2 The Board evaluates the current policy and assuming the Board determines a new policy is needed, then the Board will assign a team to draft the new policy. The CEO will work with the team to draft the policy as the head administrator is generally in the best position to be aware of what is needed by the school.
 - 10.1.2.1 Write a draft policy. The team develops a written policy statement that responds to the issue or question at hand.
 - 10.1.2.2 Legal counsel will review the draft policy. While the Board reserves the right to not consult with counsel on every policy draft under consideration, as a best practice, a discussion will be had to determine if consulting legal counsel is advisable.
 - 10.1.2.3 Present draft policy to the Board for approval.
- 10.1.3 To support the Board in effective decision-making practices outside of the policy-making referenced above, a decision-making flowchart adopted from The Center for Public Skills Training is provided below to demonstrate how other decisions will be made. The flowchart reflects the following fundamentals:
 - 10.1.3.1 Issues, concerns, and policy questions that come before the Board can originate from staff, individual board members, parents, students, and the community at large. However, the Board will always, first and foremost, direct the individual/issue back to the CEO.
 - 10.1.3.2 The Board will take care to ensure that there is not confusion between governance by the Board and day-to-day management of the school. This will in part occur from ongoing board training in this area to support decision making that supports the mission of MAS and maintains boundaries between governance and management.

- 10.1.3.3. The Executive Committee reviews the issues, concerns, and policy questions to determine whether or not they should be brought to the full board, brought to the CEO, board committee, or another body to be dealt with. In this way, the Executive Committee attempts to differentiate between governance matters that deserve the attention of the full board and management matters that must be delegated back to the CEO.
- 10.1.4 Items that are referred to the full board are either acted upon by the Board, delegated to the board committees or the CEO for action, or for the development of recommendations to the Board for action at a future board meeting.

**ARTICLE XI
CONTRACTS AND GRANTS**

SECTION 11.1 CONTRACTS

The Governing Board may authorize any member or members of the Board to enter into a particular contract at a properly-noticed and convened meeting of the full board. Board approval of contracts is only required for single contracts at or exceeding \$150,000 or as required by the Public Education Department.

SECTION 11.2 GRANTS

The Board may accept on behalf of MAS any contribution, gift, or grant, upon consideration by the full board at a properly-noticed and convened meeting of the full board. This is only required when listed as a requirement for board approval by the contributor, gifter, or granter.

**ARTICLE XII
BOOKS AND RECORDS**

SECTION 12.1 BOOKS AND RECORDS

MAS shall keep current records and shall also keep minutes of the proceedings of its Governing Board and shall keep at the main office of the school a record giving the names of the Governing Board, operating committees, and minutes. All approved records of MAS are considered public documents and may be inspected at any reasonable time, pursuant to applicable laws. However, student records, personnel records, and any other record protected under privacy laws are excluded.

ARTICLE XIV CONFLICT OF INTEREST

SECTION 14.1 CONFLICT OF INTEREST

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

Board members, and their spouses, parents, parents-in-law, children, children-in-law, siblings, and siblings-in-law may not be employed in any capacity by the CEO. Board members who wish to seek employment with the school must resign from the Board and must wait one year from his/her resignation effective date prior to being offered or accepting employment with the school. It is a conflict of interest and a person shall not serve as a board member, if the person or an immediate family member of the person is an owner, agent of, contractor with, or otherwise has a financial interest in a for-profit or nonprofit entity with which the school contracts directly for professional services, goods, or facilities. A person who knowingly violates this subsection may be individually liable to the school for any financial damage caused by the violation.

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

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

Board members shall not use confidential information acquired by virtue of their associations for their individual or another's private gain.

Board members shall not request or receive a gift or loan for themselves or another that tends to influence them, or appear to influence them in the discharge of their duties as board members.

Board members shall not influence, or have the appearance of influencing business with suppliers to the school, which results in the financial benefit to a board member or his or her relatives.

No board member will use his/her position to attempt to influence the decision of any employee to grant special treatment to the child or ward of a board member.

ARTICLE XIII
NON-LIABILITY AND INDEMNIFICATION

SECTION 13.1 NON-LIABILITY

Members of the Board shall not be personally liable for any obligations of MAS, or for any duties or obligations arising out of any acts or conduct of a board member performed for or on behalf of MAS.

ARTICLE XV
NEPOTISM

SECTION 15.1 NEPOTISM

The CEO will not initially employ or approve the initial employment in any capacity of a person who is a board member, the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, daughter-in-law, sibling, or sibling-in-law of any board member. The Board has waived the nepotism rule for family members of the CEO, or other members of school leadership by resolution.

ARTICLE XVI RECONSTITUTING THE GOVERNING BOARD

SECTION 16.1 ONE REMAINING MEMBER

Pursuant to Article VII paragraph 7.1 a quorum equals 51% of the filled board seats; thus, a two-member board establishes a quorum. Consequently, when there is only one member continuing to serve on the board a quorum cannot be established, and the following steps will be taken to reconstitute the board and MAS can meet their statutory obligations.

- 16.1.1. Within five (5) days of the membership falling to one member, the remaining member of the board and the CEO shall meet to appoint interim members.
- 16.1.2. The one member remaining and the CEO shall appoint at up to two other interim members to form an "Interim Board."
- 16.1.3. If the remaining member and CEO do not agree on a candidate for appointment, the candidate shall not serve.
- 16.1.4. Within five (5) days from the date the Interim Board has been appointed, the Interim Board will hold a special or emergency meeting as appropriate according to the Open Meetings Act to address any remaining vacancies to establish a board of at least five (5) members. The agenda shall state that the business of the meeting is to affirm the Interim Board (by resolution and vote of all new members), elect a president and other officers as appropriate, set a date and the process by which new members will be elected to fill the full five-member minimum requirement in law, and conduct any time sensitive actions required of MAS's board. Unless an extension is approved by the PEC, new members must be seated no later than 45 days from the date of the original vacancy.
- 16.1.5. Interim board may vote to expedite election of new members when the process as contemplated in Article III, is not feasible within the time constraints.
- 16.1.6. The term of the member(s) appointed or elected during Step One or Step Two shall be for the unexpired term of the position(s) the new member(s) fills or until the board can hold elections as contemplated in Article III.
- 16.1.7. In no event shall the interim members serve longer than the unexpired term unless the member is elected following a process as contemplated in Article III.
- 16.1.8. Interim members shall be eligible for election to fill the vacancy.
- 16.1.9. The board shall notify the Public Education Commission of its new members according to PEC policies and shall ensure all requirements for meeting board of finance functions are promptly completed.

SECTION 16.2 FULL BOARD RESIGNATION/VACANCIES

If all members of the board resign and no default succession plan exists, the CEO of MAS shall implement the following process to reconstitute the governing body to meet the requirements of law and these bylaws.

- 16.2.1 Within 5 days of the full board resignation or vacancy, the CEO shall appoint no less than 2 and no more than 3 members to serve as an Interim board. The CEO shall make best efforts to select individuals with appropriate qualifications as described in Article V. The CEO may solicit input from the faculty, staff, and community.
- 16.2.2 The CEO shall post notice of a special or emergency meeting as appropriate according to the Open Meetings Act. The agenda shall state that the business of the meeting is to affirm the reconstituted board (by resolution and vote of all new members), elect a president and other officers as appropriate, set a date and the process by which new

members will be elected to fill the full five-member minimum requirement, and conduct any time sensitive actions required of MAS's governing body. Unless approved by the PEC, new members must be seated no later than 45 days from the full-board's resignation.

- 16.2.3 The CEO shall chair the first meeting of the Interim board. The newly elected president shall assume the duties of the president at the next board meeting.
- 16.2.4 The Interim board shall hold a special meeting to vote on and fill any remaining vacancies to establish a board of at least five (5) members within 45 days from full-board resignation.
- 16.2.5 The Interim board may vote to expedite election of new members when the process as contemplated in Article III, is not feasible within the time constraints.
- 16.2.6 The term of the interim members appointed by the CEO or elected by the Interim board shall be for the unexpired term of the position the new member fills or until the board can hold elections as contemplated in Article III.
- 16.2.7 Interim members shall be eligible for election to fill the vacancy.
- 16.2.8 In no event shall the interim members serve longer than the unexpired term unless the member is elected following a process as contemplated in Article III.
- 16.2.9 The board shall notify the Public Education Commission of its new members according to PEC policies and shall ensure all requirements for meeting board of finance functions are promptly completed.

ARTICLE XVII
AMENDMENTS

SECTION 17.1 AMENDMENTS

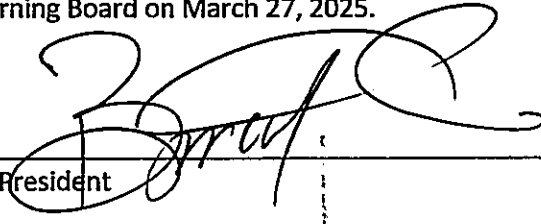
The Board shall have power to amend the bylaws at any regular or special meeting of the Board. Proposed amendments to these bylaws may be submitted in writing to the Board with ten (10) days' notice. A 51% vote of the Board shall be required for adoption of a proposed amendment. Unless otherwise provided, the amendment shall take effect immediately upon adoption.

The bylaws shall be reviewed by the Board at least annually at the annual meeting or a regular meeting of the board.

CERTIFICATE OF ADOPTION

The undersigned officers hereby certify that these bylaws were duly adopted by majority vote of the MAS Governing Board on March 27, 2025.

By: _____
Board President

A large, stylized handwritten signature in black ink, written over a horizontal line. The signature is cursive and appears to be a name like "B. Smith".

**MISSION ACHIEVEMENT AND SUCCESS
GOVERNING BOARD
BYLAWS**

ARTICLE I
NAME, LOCATON, AND FISCAL YEAR

SECTION 1.1 NAME

The name of the charter school organization shall be Mission Achievement and Success (MAS), herein referred to as “MAS” and the MAS Governing Board shall be referred to as “MAS Board” or “Board”.

SECTION 1.2 LOCATION

The physical location of the facility shall be within the boundaries of the Albuquerque Public School District.

SECTION 1.3 FISCAL YEAR

The fiscal year of the charter school shall coincide with the fiscal year of the State of New Mexico, Public Education Department.

ARTICLE II MISSION AND PURPOSE

SECTION 2.1 MISSION STATEMENT

The mission of MAS is to empower students to discover who they are, what they want to do, and why it matters by delivering a rigorous college preparatory program in a supportive and engaging learning environment.

SECTION 2.2 PURPOSE

The MAS Board is created through the charter application as approved by the New Mexico Public Education Commission under the authority granted by the New Mexico Charter Schools Act, NMSA 1978, Section 22-8B-1 et seq., and in NMAC Title 6: Primary and Secondary schools, Chapter 80, Alternate education – Charter Schools, Part 4: Charter School Application and Appeal Requirements. The Board shall be accountable to the Constitution of the United States of America, the Constitution of the State of New Mexico, applicable state and federal regulations as expressed by the United States Department of Education and the New Mexico Public Education Department, and the bylaws, policies, and procedures incorporated herein, or incorporated and approved for MAS operations.

ARTICLE III BOARD MEMBERSHIP

SECTION 3.1 NUMBER OF MEMBERS

The Board shall consist of no fewer than five board members. Potential members can be recommended to the Board for appointment by the CEO, a board member, or the Board Development Committee at the annual meeting for that year, or at a regular meeting designated for that purpose, or at a special meeting called for that purpose.

SECTION 3.2 RECRUITMENT/ELECTION OF BOARD MEMBERS

MAS recognizes the need for an effective recruitment process and as a result we will establish an ad hoc committee for board recruitment purposes as specialized recruitment needs arise. The CEO, a board member, or the Board Development Committee will prospect for potential board members, make contacts with these prospective board members, and recommend board members to the entire Board.

- 3.2.1 First developing a profile of the current Board composition in order to set recruitment priorities that will guide recruitment efforts.
- 3.2.2 After prospective candidate(s) are identified and personal contact has been made and a mutual interest exists for potential board membership, a “pre-orientation” will be conducted by the CEO, a board member, or the Board Development Committee that wish to be present. The purpose of the pre-orientation is to ensure that prospective board members have a clear understanding of their roles and responsibilities in being a member of MAS’ Governing Board.
- 3.2.3 The pre-orientation will be mandatory for prospective board members to attend in order for them to be presented to the Board as a whole for a vote for membership. The pre-orientation agenda will include but will not be limited to:
 - 3.2.3.1 Welcome and introductions.
 - 3.2.3.2 Overview of the mission and educational goals of MAS.
 - 3.2.3.3 Overview of roles and responsibilities for members of the Governing Board.
 - 3.2.3.4 Review of the roles and responsibilities for individual Board members, officer roles, and committees with specific attention given to the committee(s) that the prospective Board member would potentially be joining.
 - 3.2.3.5 Review of the charter school movement at both the national and state level.
 - 3.2.3.6 Review of the bylaws.
 - 3.2.3.7 Review of the Open Meetings Act.
 - 3.2.3.8 Review of pertinent legislation applicable to charter school governance.
 - 3.2.3.9 Overview of school finance laws and regulations.
 - 3.2.3.10 Opportunity for Board prospect(s) to ask questions.
 - 3.2.3.11 Declaration of willingness to serve by Board prospect(s).
 - 3.2.3.12 Explanation to the Board prospect(s) of next steps in the process.
- 3.2.4 At the conclusion of the pre-orientation session, prospective Board members should have a clear understanding of the roles and responsibilities as well as the mission and goals of the school, and as a result, assuming they are elected to the Board, their learning curve should be fast-tracked as a result of the pre-orientation allowing them to begin to function more efficiently in their role.
- 3.2.5 Assuming the CEO, a board member, or the board development committee continues to desire to move forward on recommending the prospective Board member, a recommendation for the nomination of the prospective Board member will be made at the next monthly Board meeting.

- 3.2.6 The Board shall elect new Board members based on a majority vote and assuming the Board prospect is elected to the Board, the President of the Board will appoint the new Board member to a committee or committees at this meeting as well.

SECTION 3.3 TERMS OF OFFICE

- 3.3.1 The initial term of office of all members of the *initial* Governing Board shall conclude June 30, 2012.
- 3.3.2 At the end of the planning year, and no later than June 30, 2012, the initial Board shall provide for staggered terms of its current members, by designating approximately one-third of the board members to one-, two-, and three-year terms. Following the expiration of those initial designated terms, the term of each board member shall be a three-year term.
- 3.3.3 The term of office of a board member elected to fill a vacancy begins on the date of the board member's election and continues: (1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a board member, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase in the number of board members authorized.
- 3.3.4 A board member's term of office shall not be shortened by any reduction in the number of board members resulting from amendment of the bylaws or other Board action.
- 3.3.5 A board member's term of office shall not be extended beyond that for which the board member was elected by the bylaws or other Board action.
- 3.3.6 Board members may be elected to serve consecutive terms of office.

SECTION 5.4 TIME OF ELECTIONS

- 3.4.1 The Board shall elect new members at the annual meeting for that year, or at a regular meeting designated for that purpose, or at a special meeting called for that purpose. The term of new members elected shall be deemed to commence on July 1 of that year, unless otherwise specified in the motion electing the member.
- 3.4.2 The Board shall elect the officers annually at the annual meeting or a regular meeting designated for that purpose, or at a special meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.
- 3.4.3 A member of the Board may only hold one officer position.

SECTION 3.5 RESIGNATIONS AND REMOVALS

- 3.5.1 A board member may resign by giving written notice to the CEO or the Board President. The resignation is effective on the giving of notice, or at any later date specified in the notice.
- 3.5.2 The Governing Board may remove a board member who:
 - 3.5.2.1 Has failed to attend three or more of the Board's regular meetings in any calendar year.
 - 3.5.2.2 Has engaged knowingly in a conflict of interest.
 - 3.5.2.3 For any other good cause as the Board may determine.
 - 3.5.2.4 Has knowingly or consistently violated the approved bylaws or other board governance documents.
 - 3.5.2.5 Has knowingly violated school policies and/or procedures, or New Mexico law relating to his/her duties or position as a board member.

SECTION 3.6 VACANCIES

A vacancy is deemed to occur on the effective date of the resignation of a board member, upon the removal of a board member, upon declaration of a vacancy pursuant to these bylaws, or upon the death of a board member. A vacancy is deemed to exist upon the increase by the Board in the authorized number of board members.

SECTION 3.7 COMPENSATION

Board members shall serve without compensation except as allowed by state statute to submit per diem reimbursements.

ARTICLE IV BOARD POWERS AND DUTIES

SECTION 4.1 POWERS AND DUTIES OF THE COLLECTIVE BOARD

The Board, as a collective group, will be responsible for:

- 4.1.1. Understanding and supporting the mission of the school and serving as ambassadors for the school by clearly articulating the school's mission, accomplishments, and goals to the community, and by garnering support from important members of the community.
- 4.1.2 Recruitment, hiring, and evaluation of the CEO.
- 4.1.3 Providing moral and professional support to the CEO to ensure that the leader of the school has the support needed to further the goals of the school.
- 4.1.4 Entering any individual contracts over an annual amount of \$150,000, does not include employment contracts and does not include multiple contracts such as a contract to the same vendor for each MAS campus.
- 4.1.5 Accepting gifts and donations on behalf of the school.
- 4.1.6 Suing and being sued on behalf of the school.
- 4.1.7 Actively participating in effective, organizational strategic planning, assisting in implementing the resulting plan, and evaluating the success of MAS toward working the plan and achieving its mission.
- 4.1.8 Providing adequate resources for MAS to fulfill its mission. The Board should work in partnership with the CEO, development staff, if any, and the Resource Development Committee to raise funds to support the attainment of MAS' mission.
- 4.1.9 Monitoring and management of financial resources by approving the annual budget, ensuring that proper financial controls are in place, and taking part in the annual audit process.
- 4.1.10 Determining what programs and services are in place and how consistent these are with MAS' mission, and monitoring the effectiveness of these programs and services.
- 4.1.11 Electing and removing members of the Board.
- 4.1.12 Reviewing and maintaining bylaws and establishing school policies for effective, efficient, and cost-effective operation of the organizations that are aligned with the mission of the school.
- 4.1.13 Assuring compliance with applicable laws and regulations to minimize exposure to legal action.
- 4.1.14 Assessing its performance annually by evaluating its success as a Board and its performance in fulfilling its responsibilities.
- 4.1.15 Review, approve, and monitor implementation of the annual budget.
- 4.1.16 Acquire, lease, and dispose of property, both real and personal, to the extent permissible by laws applicable to public schools.
- 4.1.17 Delegate to the school administrator the authority to implement the charter, policies and procedures, facilities plan, budget, and such other directives and policies adopted by the Governing Board from time to time. The Governing Board shall not be involved in the day-to-day operations of the school; however, the Governing Board will ensure that the administration carries out the policies and procedures of the Governing Board by requiring regular reports and by conducting annual reviews of the CEO.
- 4.1.18 The Governing Board will have primary responsibility for the development and review of all major policies; be a resource for problem resolution escalated to the Governing Board by the school administrator to the Governing Board according to policies,

procedures, and appropriate protocol; and review recommendations submitted by the school administrator and other Governing Board advisors.

- 4.1.19 Accepting accountability for both the financial stability and financial future of the institution, engaging in strategic financial planning, assuming primary responsibility for the preservation of capital assets and endowments, overseeing operating budgets, complying with audit requirements, and participating actively in fundraising.
- 4.1.20 All powers and duties set forth in the Charter Schools Act, NMSA 1978 Section 22-8B-4 and as provided by law.

SECTION 4.2 DUTIES OF INDIVIDUAL BOARD MEMBERS

Individual board members are public officers, but do not have power or authority individually. Board decision making is only done within properly-noticed meetings of the Board. Individual board members cannot make Board decisions acting alone or in a small group or committee without the express approval of the entire Board made during a public meeting. Individual board members or committees may be delegated authority to act on the Board's behalf by an open vote of the Board in a duly called meeting. Individual board members do not have any individual powers, but they do have the following duties and responsibilities:

- 4.2.1 Attend at least 75% of board meetings, committee meetings, and special events.
- 4.2.2 Guard against conflicts of interest, whether business-related or personal. It is the board member's responsibility to take care to separate interests of the school from the specific needs of a particular child or constituency.
- 4.2.3 Stay informed about what is going on in the school by asking questions and requesting information as well as by visiting and volunteering at the school on a regular basis.
- 4.2.4 Actively participate in at least one committee of the Governing Board.
- 4.2.5 Provide consulting and advice in areas of expertise.
- 4.2.6 Participate in and take responsibility for making decisions on issues, policies, and other board matters.
- 4.2.7 Respond promptly to any communication from members of the Board and/or school administration.
- 4.2.8 Work in good faith with staff and other board members as partners toward achievement of MAS' mission and goals.
- 4.2.9 Prepare in advance before regular board meetings by reading and studying materials that are sent in advance regarding key actions the Board is expected to take at the next meeting; take responsibility for self-education on major issues before the Board.
- 4.2.10 Understand that authority is vested in the Board as a whole. A board member who learns of an issue has an obligation to bring it to the CEO or to the Board Chair, and must not deal with the situation individually.
- 4.2.11 Attend annual board training(s), development, and planning events.
- 4.2.12 Participate in annual board member self-review process.

SECTION 4.3 POWERS AND DUTIES OF OFFICERS OF THE GOVERNING BOARD

The officers of MAS' Governing Board will consist of a Board President, Vice-President, and Treasurer. The following is a description of the powers and duties of each of these positions:

- 4.3.1 Board President
 - 4.3.1.1 Oversees Board and Executive Committee meetings.
 - 4.3.1.1 Works in partnership with the CEO to make sure board resolutions are carried out.
 - 4.3.1.2 Calls special or emergency meetings if necessary.

- 4.3.1.3 Appoints all committee chairs, and with the CEO, recommends who will serve on committees.
- 4.3.1.4 Collaborates with the CEO in preparing the agenda for board meetings.
- 4.3.1.5 Assists with Board Development Committee in conducting new board member orientation.
- 4.3.1.6 Oversees searches for a new CEO.
- 4.3.1.7 Coordinates the CEO's annual performance evaluation.
- 4.3.1.8 Acts as an alternate spokesperson to the CEO for the organization.
- 4.3.1.9 Periodically consults with board members on their roles and helps them assess their performance.
- 4.3.2 Vice President
 - 4.3.2.1 Serves on the Executive Committee.
 - 4.3.2.2 Presides over meetings in the absence of the President.
 - 4.3.2.3 Calls special or emergency meetings as needed.
 - 4.3.2.4 Carries out special assignments as requested by the Board President.
 - 4.3.2.5 Understands the responsibilities of the Board President and is able to perform these duties in the absence of the Board President.
 - 4.3.2.6 Participates as a vital part of the board leadership.
- 4.3.3 Treasurer
 - 4.3.3.1 Maintains knowledge of the organization and personal commitment to its goals and objectives.
 - 4.3.3.2 Understands financial accounting for public schools.
 - 4.3.3.3 Serves as the Chair of the Finance and Audit Committees.
 - 4.3.3.4 Manages, with the Finance Committee, the Board's review of and action related to the Board's financial responsibilities.
 - 4.3.3.5 Works with the CEO and the Business Manager to ensure that appropriate financial reports are made available to the Board on a timely basis.
 - 4.3.3.6 Participates in the annual audit and answers board members' questions about the audit.

SECTION 4.4 POWERS AND DUTIES OF COMMITTEES

MAS will have two types of committees, standing committees and ad hoc committees. Standing committees are long-term committees that do the bulk of the work for the Governing Board, thereby freeing the full Board for attention to matters like responding to emerging critical issues, strategic planning, major policy development, and long range financial planning. Committees do not make decisions on their own, but rather bring information and recommendations to the Board from their respective committee for consideration and action by the full board. Ad hoc committees, on the other hand, have limited responsibilities and are created for specific purposes; for example, a search committee that manages the search process and recommends a candidate for the CEO position. Ad hoc committees will be instituted for specific purposes and will be disbanded when the need for them no longer exists. The Governing Board of MAS will consist of the following standing committees: Executive Committee, Finance Committee, and Audit Committee. All Council members may attend any committee meeting, so long as such committee meetings consisting of a quorum of the full Governing Board are properly noticed pursuant to the Open Meetings Act. Below is a description of the roles and responsibilities of each of these committees:

- 4.4.1 Executive Committee
 - The Executive Committee is commissioned by and responsible to the Governing Board to function on behalf of the Governing Board in matters of emergency and in interim

periods between regularly scheduled board meetings. The Executive Committee shall have and exercise the authority of the Governing Board, provided that such authority is exercised in accordance with the Open Meetings Act, as applicable, and shall not operate to circumvent the responsibility and authority vested in the Governing Board by New Mexico law or these bylaws, and any action taken is to be ratified by the Governing Board at its first subsequent meeting. The Executive Committee will be comprised of the President, Vice-President, and Treasurer of the Board. The chair of the Executive Committee shall be the President of the Board and the roles and responsibilities of this committee will be:

- 4.4.1.1 Make decisions on behalf of the full board which cannot wait for the full board, or on matters delegated to the Executive Committee by the Governing Board.
- 4.4.1.2 Maintain effective communication with the committees of the charter school board.
- 4.4.1.3 Coordinate the annual planning and development meeting.
- 4.4.1.4 Respond to the call of the Board President or CEO for emergency meetings to deal with special problems between regular board meetings.
- 4.4.1.5 Annually submit objectives as part of the planning and budget process.
- 4.4.1.6 Annually evaluate its work as a committee and the objectives it has committed itself to and report on the same to the Governing Board.
- 4.4.1.7 Report to the Governing Board at regular board meetings.

4.4.2 Finance Committee

In accordance with NMSA 1978 22-5-4.11 (2010) the Board will appoint at least two members of the Board to a Finance Committee to assist the Board in carrying out its budget and finance duties. The Finance Committee shall meet at least monthly. The Finance Committee shall make recommendations to the Board in the following areas:

- 4.4.2.1 Financial planning, including reviews of the school's revenue and expenditure projections.
- 4.4.2.2 Review of financial statements and periodic monitoring of the revenues and expenses.
- 4.4.2.3 Annual budget preparation and oversight.
- 4.4.2.4 Serve as an external monitoring committee on budget and other financial matters.

4.4.3 Audit Committee

In accordance with NMSA 1978 22-5-4.11 (2010) the Board will appoint an Audit Committee that consists of two board members, one volunteer member who is a parent of a student attending the school, and one volunteer member who has experience in accounting of financial matters. The CEO and the school's business manager shall serve as *ex officio* members of the committee. The Audit Committee shall meet at least quarterly and shall:

- 4.4.3.1 Attend the entrance and exit conferences for annual and special audits.
- 4.4.3.2 Be accessible to the external financial auditors as requested to facilitate communication with the Board and the CEO.
- 4.4.3.3 Track and report progress on the status of the most recent audit findings and advise the Board on policy changes needed to address audit findings.
- 4.4.3.4 Provide other advice and assistance as requested by the Board.
- 4.4.3.5 Be subject to the same requirements regarding the confidentiality of audit information as those imposed upon the Board by the Audit Act, NMSA 1978 12-6-1, *et seq.*

ARTICLE V
BOARD MEMBER QUALIFICATIONS

To be considered for placement on the MAS Governing Board, the following professional qualifications and personal characteristics are expected:

SECTION 5.1 PROFESSIONAL QUALIFICATIONS

- 5.1.1 A strong commitment to MAS' mission and purpose.
- 5.1.2 The time and employer support necessary to fulfill all duties of the office, including consistent meeting and conference attendance.
- 5.1.3 The ability to work effectively as a team member toward efficiently reaching common goals.
- 5.1.4 The willingness to represent and promote MAS at professional meetings and conferences.
- 5.1.5 Experience of at least five years in any field demonstrating leadership, supervision, management, training, or group decision making.
- 5.1.6 Compliance with the Board's Conflict of Interest policy.

SECTION 5.2 PERSONAL CHARACTERISTICS

- 5.2.1 Enthusiasm
- 5.2.2 Integrity
- 5.2.3 Flexibility
- 5.2.4 Leadership
- 5.2.5 A desire and commitment to work on behalf of young people holding high academic and behavioral expectations of all students.

ARTICLE VI MEETINGS OF THE BOARD

SECTION 6.1 PLACE OF MEETINGS

Board meetings shall be at the Yale Campus located at 1718 Yale Boulevard SE, Albuquerque, New Mexico 87106, or at any other reasonable and convenient place that the Board may designate in advance of the meeting, in compliance with the New Mexico Open Meetings Act.

SECTION 6.2 ANNUAL MEETINGS

An annual meeting shall be held in May, June, or July of each year for the purpose of electing members and reviewing the annual board evaluation, adopting the Board's annual notice pursuant to the Open Meetings Act, and setting the meeting schedule for the year. The annual meeting can be in conjunction with a Regular meeting or as a stand-alone meeting for the purpose of the election of officers.

SECTION 6.3 REGULAR MEETINGS

Regular meetings shall be held on a monthly basis to discuss MAS operations and to hear reports and updates from the board committees. Regular meetings for each upcoming fiscal year will be determined each year at the annual meeting.

SECTION 6.4 SPECIAL MEETINGS

A special meeting shall be held at any time called by the Board Chair or any two members of the Board, and shall follow the rules and regulations of a regular board meeting, in accordance with the Open Meetings Act and the Board's annual notice pursuant to that Act.

SECTION 6.5 EXECUTIVE SESSIONS

All regular and special meetings of the Governing Board shall be open to the public, except that, upon a vote of a majority of the members present, an executive session may be held to discuss any matter permitted by the Open Meetings Act to be held in executive/closed session. Only those persons invited by the Board may be present during the executive session. The Board shall not take action, or make final policy decisions, nor shall any resolution, rule, regulation, or formal action, or any action approving a contract or calling for the payment of money be adopted or approved in any session which is closed to the general public. Matters discussed during executive sessions shall remain confidential among those attending. Any board action resulting from executive session shall be taken in open session.

SECTION 6.6 NOTICES

Notices of board meetings shall be given as provided in the Board's annual notice adopted pursuant to the New Mexico Open Meetings Act.

SECTION 6.7 AGENDA

A proposed agenda for all Governing Board meetings will be made available to the public and to board members a minimum of seventy-two (72) hours in advance of the board meeting.

SECTION 6.8 MINUTES

Draft minutes shall be available for review by the public within ten (10) days of any board meeting at which minutes are taken. Approved minutes of all public board meetings will be maintained by the CEO at MAS and will be available within forty-eight (48) hours of the minutes being approved by the Board and will be available for review at any reasonable time.

SECTION 6.8 PUBLIC COMMENT

All public comment must be submitted to the Board in writing at least forty-eight (48) hours prior to the board meeting. Public comment will be noted as being received and addressed as appropriate by the Board.

ARTICLE VII
ACTION BY THE BOARD

SECTION 7.1 QUORUM

A quorum consists of 51% of the filled board seats. A quorum must exist for a board meeting to take place.

SECTION 7.2 ACTION TAKEN AT BOARD MEETINGS

The actions done and decisions made by a majority of the board members present at a meeting duly held at which a quorum is present are the actions and decisions of the Board.

SECTION 7.3 BOARD MEETING BY CONFERENCE TELEPHONE

Any board member may participate in a board meeting through use of conference telephone or similar communication equipment, so long as all board members participating in such meeting can hear one another at the same time, and members of the public attending the meeting are able to hear any member of the board who speaks during the meeting.

SECTION 7.4 PARTICIPATION IN DISCUSSIONS AND VOTING

Every board member has the right to participate in the discussion and vote on all issues before the Board or any other board committee, except in the following situations where a board member shall be excused from the discussion and vote on any matter involving:

- 7.4.1 A self-dealing transaction.
- 7.4.2 A conflict of interest.
- 7.4.3 Indemnification of the board member.
- 7.4.4 Any other matter at the discretion of a majority of the board members then present.

SECTION 7.5 RULES OF ORDER

Robert's Rules of Order will be used to govern the conduct of board meetings.

ARTICLE VIII OFFICERS

SECTION 8.1 TERM OF OFFICE

Each officer serves a one-year term, holding office until expiration of the term, resignation, removal, or disqualification from service.

SECTION 8.2 REMOVAL AND RESIGNATION

The Board may remove any officer at any time through a majority vote of the Board, whenever in the judgment of the organization the officer's removal is in the best interest of the organization. Any officer may resign at any time by giving written notice to the CEO or the Board President with the resignation taking effect on receipt of the notice or at a later date as specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

ARTICLE IX THE CEO

The CEO shall serve as the chief administrator for the day-to-day operations of MAS, as well as other services and duties as shall be assigned by the Board. The CEO shall be hired, evaluated, and terminated by the Board.

SECTION 9.1 CRITERIA USED TO SELECT MAS' CEO

- 9.1.1 A minimum of five years teaching experience.
- 9.1.2 A minimum of ten years of administrative experience.
- 9.1.3 Possession of a current New Mexico Level Three B, Administrator's License.
- 9.1.4 Specific experience in:
 - 9.1.4.1 Developing and managing school budgets.
 - 9.1.4.2 Writing and supervising the delivery of curriculum.
 - 9.1.4.3 Data driven decision making, including the use of short-cycle assessment measures.
 - 9.1.4.4 Experience working with special populations including students with disabilities, English language learners, and students identified as being "at-risk" of academic achievement.
 - 9.1.4.5 Experience with families and students from diverse populations.
 - 9.1.4.6 Experience implementing positive behavioral supports as a framework for managing student behavior.
 - 9.1.4.7 Previous experience in charter schools required.

SECTION 9.2 CRITERIA USED TO ADVERTISE

The Governing Board shall advertise the position of MAS' CEO and its requirements in the local newspaper, on the school's website, and on at least one internet based job recruiting website. The Governing Board will review applications, conduct interviews, and select the candidate who demonstrates the best alignment with the mission of MAS and meets the criteria outlined above.

ARTICLE X DECISION MAKING

SECTION 10.1 POLICIES

Policy-making is among the critical areas that are included in decision making for board members. The Board can effectively develop policy by proceeding through the following sequence:

- 10.1.1 The Board first identifies a need for a new policy. The recognition that there is a need for a new policy can come from any stakeholder involved directly or indirectly with the school and some of the conditions that may cause the Board to consider the development of a new policy include:
 - 10.1.1.1 Issues arising which are not adequately/acceptably addressed by current board policies.
 - 10.1.1.2 Changes in operating practices have accumulated over time so that current policies do not reflect reality.
 - 10.1.1.3 External changes and trends that have had an impact on MAS and the families being served, for example, workforce or demographics have brought forth new issues.
 - 10.1.1.4 Recent federal or state laws have created the need for adjustments in policy, e.g., wage and hour laws, equal employment, safety, provisions of applicable state charter school legislation, etc.
 - 10.1.1.5 Current policy does not adequately reduce ambiguity and ensure uniformity of decisions.
- 10.1.2 The Board evaluates the current policy and assuming the Board determines a new policy is needed, then the Board will assign a team to draft the new policy. The CEO will work with the team to draft the policy as the head administrator is generally in the best position to be aware of what is needed by the school.
 - 10.1.2.1 Write a draft policy. The team develops a written policy statement that responds to the issue or question at hand.
 - 10.1.2.2 Legal counsel will review the draft policy. While the Board reserves the right to not consult with counsel on every policy draft under consideration, as a best practice, a discussion will be had to determine if consulting legal counsel is advisable.
 - 10.1.2.3 Present draft policy to the Board for approval.
- 10.1.3 To support the Board in effective decision-making practices outside of the policy-making referenced above, a decision-making flowchart adopted from The Center for Public Skills Training is provided below to demonstrate how other decisions will be made. The flowchart reflects the following fundamentals:
 - 10.1.3.1 Issues, concerns, and policy questions that come before the Board can originate from staff, individual board members, parents, students, and the community at large. However, the Board will always, first and foremost, direct the individual/issue back to the CEO.
 - 10.1.3.2 The Board will take care to ensure that there is not confusion between governance by the Board and day-to-day management of the school. This will in part occur from ongoing board training in this area to support decision making that supports the mission of MAS and maintains boundaries between governance and management.

- 10.1.3.3. The Executive Committee reviews the issues, concerns, and policy questions to determine whether or not they should be brought to the full board, brought to the CEO, board committee, or another body to be dealt with. In this way, the Executive Committee attempts to differentiate between governance matters that deserve the attention of the full board and management matters that must be delegated back to the CEO.
- 10.1.4 Items that are referred to the full board are either acted upon by the Board, delegated to the board committees or the CEO for action, or for the development of recommendations to the Board for action at a future board meeting.

ARTICLE XI
CONTRACTS AND GRANTS

SECTION 11.1 CONTRACTS

The Governing Board may authorize any member or members of the Board to enter into a particular contract at a properly-noticed and convened meeting of the full board. Board approval of contracts is only required for single contracts at or exceeding \$150,000 or as required by the Public Education Department.

SECTION 11.2 GRANTS

The Board may accept on behalf of MAS any contribution, gift, or grant, upon consideration by the full board at a properly-noticed and convened meeting of the full board. This is only required when listed as a requirement for board approval by the contributor, gifter, or granter.

ARTICLE XII
BOOKS AND RECORDS

SECTION 12.1 BOOKS AND RECORDS

MAS shall keep current records and shall also keep minutes of the proceedings of its Governing Board and shall keep at the main office of the school a record giving the names of the Governing Board, operating committees, and minutes. All approved records of MAS are considered public documents and may be inspected at any reasonable time, pursuant to applicable laws. However, student records, personnel records, and any other record protected under privacy laws are excluded.

ARTICLE XIII
NON-LIABILITY AND INDEMNIFICATION

SECTION 13.1 NON-LIABILITY

Members of the Board shall not be personally liable for any obligations of MAS, or for any duties or obligations arising out of any acts or conduct of a board member performed for or on behalf of MAS.

ARTICLE XIV CONFLICT OF INTEREST

SECTION 14.1 CONFLICT OF INTEREST

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

Board members, and their spouses, parents, parents-in-law, children, children-in-law, siblings, and siblings-in-law may not be employed in any capacity by the CEO. Board members who wish to seek employment with the school must resign from the Board and must wait one year from his/her resignation effective date prior to being offered or accepting employment with the school. It is a conflict of interest and a person shall not serve as a board member, if the person or an immediate family member of the person is an owner, agent of, contractor with, or otherwise has a financial interest in a for-profit or nonprofit entity with which the school contracts directly for professional services, goods, or facilities. A person who knowingly violates this subsection may be individually liable to the school for any financial damage caused by the violation.

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

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

Board members shall not use confidential information acquired by virtue of their associations for their individual or another's private gain.

Board members shall not request or receive a gift or loan for themselves or another that tends to influence them, or appear to influence them in the discharge of their duties as board members.

Board members shall not influence, or have the appearance of influencing business with suppliers to the school, which results in the financial benefit to a board member or his or her relatives.

No board member will use his/her position to attempt to influence the decision of any employee to grant special treatment to the child or ward of a board member.

ARTICLE XV NEPOTISM

SECTION 15.1 NEPOTISM

The CEO will not initially employ or approve the initial employment in any capacity of a person who is a board member, the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, daughter-in-law, sibling, or sibling-in-law of any board member. The Board has waived the nepotism rule for family members of the CEO, or other members of school leadership by resolution.

ARTICLE XVI RECONSTITUTING THE GOVERNING BOARD

SECTION 16.1 ONE REMAINING MEMBER

Pursuant to Article VII paragraph 7.1 a quorum equals 51% of the filled board seats; thus, a two-member board establishes a quorum. Consequently, when there is only one member continuing to serve on the board a quorum cannot be established, and the following steps will be taken to reconstitute the board and MAS can meet their statutory obligations.

- 16.1.1. Within five (5) days of the membership falling to one member, the remaining member of the board and the CEO shall meet to appoint interim members.
- 16.1.2. The one member remaining and the CEO shall appoint at up to two other interim members to form an "Interim Board."
- 16.1.3. If the remaining member and CEO do not agree on a candidate for appointment, the candidate shall not serve.
- 16.1.4. Within five (5) days from the date the Interim Board has been appointed, the Interim Board will hold a special or emergency meeting as appropriate according to the Open Meetings Act to address any remaining vacancies to establish a board of at least five (5) members. The agenda shall state that the business of the meeting is to affirm the Interim Board (by resolution and vote of all new members), elect a president and other officers as appropriate, set a date and the process by which new members will be elected to fill the full five-member minimum requirement in law, and conduct any time sensitive actions required of MAS's board. Unless an extension is approved by the PEC, new members must be seated no later than 45 days from the date of the original vacancy.
- 16.1.5. Interim board may vote to expedite election of new members when the process as contemplated in Article III, is not feasible within the time constraints.
- 16.1.6. The term of the member(s) appointed or elected during Step One or Step Two shall be for the unexpired term of the position(s) the new member(s) fills or until the board can hold elections as contemplated in Article III.
- 16.1.7. In no event shall the interim members serve longer than the unexpired term unless the member is elected following a process as contemplated in Article III.
- 16.1.8. Interim members shall be eligible for election to fill the vacancy.
- 16.1.9. The board shall notify the Public Education Commission of its new members according to PEC policies and shall ensure all requirements for meeting board of finance functions are promptly completed.

SECTION 16.2 FULL BOARD RESIGNATION/VACANCIES

If all members of the board resign and no default succession plan exists, the CEO of MAS shall implement the following process to reconstitute the governing body to meet the requirements of law and these bylaws.

- 16.2.1 Within 5 days of the full board resignation or vacancy, the CEO shall appoint no less than 2 and no more than 3 members to serve as an Interim board. The CEO shall make best efforts to select individuals with appropriate qualifications as described in Article V. The CEO may solicit input from the faculty, staff, and community.
- 16.2.2 The CEO shall post notice of a special or emergency meeting as appropriate according to the Open Meetings Act. The agenda shall state that the business of the meeting is to affirm the reconstituted board (by resolution and vote of all new members), elect a president and other officers as appropriate, set a date and the process by which new members will be elected to fill the full five-member minimum requirement, and conduct any time sensitive actions required of MAS's governing body. Unless approved by the PEC, new members must be seated no later than 45 days from the full-board's resignation.
- 16.2.3 The CEO shall chair the first meeting of the Interim board. The newly elected president shall assume the duties of the president at the next board meeting.
- 16.2.4 The Interim board shall hold a special meeting to vote on and fill any remaining vacancies to establish a board of at least five (5) members within 45 days from full-board resignation.
- 16.2.5 The Interim board may vote to expedite election of new members when the process as contemplated in Article III, is not feasible within the time constraints.
- 16.2.6 The term of the interim members appointed by the CEO or elected by the Interim board shall be for the unexpired term of the position the new member fills or until the board can hold elections as contemplated in Article III.
- 16.2.7 Interim members shall be eligible for election to fill the vacancy.
- 16.2.8 In no event shall the interim members serve longer than the unexpired term unless the member is elected following a process as contemplated in Article III.
- 16.2.9 The board shall notify the Public Education Commission of its new members according to PEC policies and shall ensure all requirements for meeting board of finance functions are promptly completed.

ARTICLE XVII AMENDMENTS

SECTION 17.1 AMENDMENTS

The Board shall have power to amend the bylaws at any regular or special meeting of the Board. Proposed amendments to these bylaws may be submitted in writing to the Board with ten (10) days' notice. A 51% vote of the Board shall be required for adoption of a proposed amendment. Unless otherwise provided, the amendment shall take effect immediately upon adoption.

The bylaws shall be reviewed by the Board at least annually at the annual meeting or a regular meeting of the board.

CERTIFICATE OF ADOPTION

The undersigned officers hereby certify that these bylaws were duly adopted by majority vote of the MAS Governing Board on March 27, 2025.

By: _____
Board President