



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
- ☐ 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

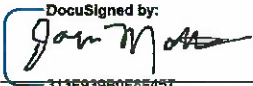
The Charter Contract was entered into by and between the New Mexico Public Education Commission (PEC) and The GREAT Academy, hereafter "the school," effective on 7/1/2022.

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

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

Effective Date: 5/13/2025

The school's notification is hereby submitted by: Denise Garcia

Signature of School Representative:  Date: 6/5/2025

Signature of Governing Board Chair:  Date: 6/4/2025

For PEC/CSD use only

PEC Meeting Date:

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

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

Electronic signature of CSD Director: _____ Date: _____

The GREAT Academy Board of Directors

Meeting Minutes

Monday, May 12, 2025

1. Call to order

Mr. Douglas called to order the regular meeting of The GREAT Academy Board of Directors at 12:11pm on Monday, May 12, 2025, at The GREAT Academy 6001-A San Mateo Blvd NE, Albuquerque 87109.

2. Roll call

Mr. Pitts conducted a roll call. The following members were present: Mr. Douglas, Mrs. Gee, Mr. Boyd, Mr. Coit, and Mr. Pitts were present. A quorum was achieved.

3. Discussion & Possible Action on 5/12/2025 Agenda

Action Item – Mr. Douglas presented the agenda for the meeting. The members reviewed the agenda. He asked if there were any questions. There were none. Mr. Douglas asked for a motion to approve the agenda. Mr. Boyd offered the motion to approve the agenda. Mrs. Gee seconded the motion. All were in favor of the approval of the agenda. The agenda was approved.

4. Discussion & Possible Action on 4/14/2025 Minutes

Action Item – Mr. Douglas drew the members' attention to the minutes from the 4/14/2025 regular meeting. He asked if there were any questions. Mr. Douglas asked for a motion to approve the minutes of the 4/14/2025 meeting. Mr. Pitts offered the motion, and Mr. Boyd seconded the motion. All were in favor. The minutes were approved.

5. Open Forum

Mr. Douglas wanted to be recognized to express his thanks to the staff at TGA for the support that was provided to his son who is graduating this year. He attended TGA from 7th grade to 10th grade. Mr. Douglas noted that his son was at TGA when COVID hit. He stated that while other schools were struggling, TGA didn't miss a beat. He gives credit to TGA for his son being proficient and having great computer skills now because he had a good foundation that he got at TGA. Mr. Douglas expressed his appreciation for all of those who had a positive influence on his son's educational journey.

6. Finance Committee Report

Mr. Douglas recognized Mr. Pitts to provide the report. Mr. Pitts shared that the monthly spending was average. There were no unusual activities or spending. He noted that the finance committee reviewed the budget. He also shared that the budget was shared with parents. He stated that Mr. Matthews and Mr. Moore would be reviewing the budget. There was nothing further. There were no questions.

7. Discussion & Possible Action on Check Listings/Bank Reconciliation

Action Item - Mr. Douglas recognized Mr. Moore to present the check listings and bank reconciliation. Mr. Moore shared the check listings and noted there was on charge that was a bit out of the ordinary. This was in the amount of \$1,777 to Amara Vida LLC for an SEL presentation during the Health Fair for the students. The outstanding check to Future US Holdings is being addressed. The bank account reconciled. There was a change in the Title IV budgeting, the school went from 6% to 64% of the spending in that fund. There were not any major changes in the expenditures. Revenue is being received as normal. Spending has remained normal throughout the year. There is a bit of a decline in contract services. Much of the spending is in the classroom where it should be. He asked if there were any questions. There were none. Mr. Douglas asked for a motion to approve the Check Listings and Bank Reconciliation for the month of April. Mr. Boyd offered the motion and Mr. Pitts seconded the motion. All were in favor and the Check Listings and Bank Reconciliation for the month of April was approved.

8. Discussion & Possible Action on BAR Authority Through 6/30/25

Action Item – Mr. Douglas recognized Mr. Moore to present this item. Mr. Moore noted that at this time of year the business manager needs blanket BAR approval through June 30th to be able to clean up the books and get ready for year end. This is necessary to avoid audit findings caused by being negative in any function. There will be a report out in July that would list the BARs that were needed during that time. It also keeps the Board from having to call a special meeting to get one or two BARs approved. He asked if there were any questions. There were none. Mr. Douglas asked for a motion to approve the Blanket BAR Authority through June 30, 2025. Mr. Pitts offered the motion. Mr. Boyd seconded the motion. All were in favor. The Blanket BAR approval through June 30, 2025 was approved.

9. Discussion & Possible Action on SY25-26 Budget

Action Item - Mr. Douglas recognized Mr. Matthews to present the proposed budget for the 25-26 school year. Mr. Matthews pointed out the table of contents. First he addressed the budget analysis. He stated that due to the prior year budget process, there would be a slight decrease in SEG (State Equalization Guarantee) funding. He explained that this means that the budget for next year is based on the membership for this current year. Since there was an enrollment decrease, the budget went down. He also noted a decrease in risk management/insurance by 6.74%. This is a savings for the school. He pointed out some statutory increases, one for 3.78% in SEG, a 4% raise for all employees, a .05% multiplier and the .3% multiplier for English Language Learners. This adds more revenue to the budget. School employees will be required to pay an additional 9.95% towards medical insurance and 4% increase for dental insurance. All schools are required to meet the 1140 instructional hours. He also reviewed other statutory minimums required by law. Next he shared the budget summary that show Operational revenue, special revenue from entitlements and revenue from capital such as HB-33, SB-9 and so on. This gives TGA a total budget of just over \$2 million. This includes new revenue and cash carryover. Mr. Matthews pointed out some revenue decreases that total about \$281,000 which is about a 15% decrease. If the membership increases, the school will get growth units. This is a very baseline budget. No additional growth units are projected. Next, he shared information on program costs, unit value per student and other specific programs. Mr. Moore explained the Harmless funding because we had a reduction in at-risk funding in the amount of \$40,677. Mr. Matthews also reviewed expenditures by function. The graph shows that about 65% is going into the classroom. The rest is for central services and administration. He also shared the expenditures by object code. He then reviewed personnel costs. There are 8 staff members budgeted for in this budget. He also reviewed non-personnel expenditures. Mr. Matthews went on to share information on the Operation fund balance. It was higher during the years when the school was getting extra COVID money. It is leveling off. In the appendix, Mr. Matthews pointed out the 910B-5 document which is what is used to generate revenue for the school. He also reviewed the salary schedule. He pointed out the statutory minimums. He also shared the school calendar. It meets all of the requirements. The school is returning to a 4-day school week for students as the school was prior to COVID. There was community/family input. Mr. Matthews noted that parents and students were excited about this change. The first day is August 7th and the last day is June 11th. The extra days were added to get the revenue multiplier which gives the school extra funding. He asked if there were any questions. Mr. Douglas asked if the school would still be able to conduct its program in spite of the budget shortfall. Mr. Matthews explained that the carryover allows the school to absorb any fluctuation in enrollment. Mr. Douglas asked if schools are able to purchase bonds to invest and make money. Mr. Matthews and Mr. Moore stated that they do not believe schools cannot do this. Mr. Douglas asked for a motion to approve the proposed SY25-26 budget. Mr. Coit offered the motion. Mrs. Gee seconded the motion. All were in favor. The SY25-26 budget was approved.

10. Discussion & Possible Action on Updated BOD Bylaws

Action Item – Mr. Douglas recognized Mrs. Matthews to share the updated BOD Bylaws. She shared that the Public Education Commission voted for all state charters to add 2 provisions in their Board Bylaws by June

30th. She pointed out the state regulations that Bylaws have to meet. She also pointed out the provisions in the Article XIV that are related to how the board would address what would happen if the Board Membership were to fall below the quorum and if all members resigned at the same time. This article addresses these issues. Mrs. Matthews asked for the approval to include the correction to the numbering of the articles in the document. She asked if there were any questions. There were none. Mr. Douglas asked for a motion to approve the Board Bylaws with the noted corrections. Mr. Pitts provided the motion and Mr. Coit seconded the motion. All were in favor. The Bylaws were approved with the corrections to the numbering of the articles.

11. Discussion & Possible Action on SY25-26 Title I Application

Action Item – Mr. Douglas recognized Mrs. Matthews to share information on the SY25-26 Title I Application. Mrs. Matthews reminded the board that TGA is a Title I school that a majority of the students served at the school fall into the low socioeconomic category. She noted that this is one of the entitlements that requires board approval. The school's allocation for the 25-26 school year is \$56,318.20. This application has been substantially approved at this point, it will be approved once the Board approval is submitted. Mrs. Matthews went on to explain how the allocation would be spent. About \$24,000 would go towards a portion of the FTE for the Attendance Coach, there is also \$6000 set aside for family engagement events, \$16,664 to staff summer intercession, \$2363 for the set aside for students classified as unhoused and the \$7290 site allocation which is to be used for the social worker to work with general education students to provide them support. She asked if there were any questions, there were none. Mr. Douglas asked for a motion to approve the SY 25-26 Title I Application. Mr. Coit provided the motion. Mr. Boyd seconded the motion. All were in favor. The Title I Application for 25-26 was approved.


12. Upcoming Regular Meeting

Mr. Douglas noted that the date of the next regular meeting would be Monday, June 9, 2025 @ 12:00pm.

13. Adjourn

Action Item – Mr. Douglas called for the meeting to be adjourned at 1:10pm. Mrs. Gee offered a motion to adjourn the meeting. Mr. Pitts seconded the motion. All were in favor and the meeting was adjourned.

Submitted by: Mr. Coit

Signed by:

67730862F6A7417...
President

6/9/2025

Date

Description of and rationale for the change:

As the January Public Education Commission (PEC) meeting minutes indicate (starting on page 236), the PEC voted to require amendments to board bylaws for state-chartered schools to include a provision for identifying action that will be taken, if:

- 1 board membership falls below the quorum and
- 2 all board members have resigned.

Schools negotiating new contracts with the PEC should have these in their bylaws as part of the charter contract documentation. All other schools are required to provide bylaws to show this by June 30, 2025. Further, at the September 2025 meeting, CSD will provide an update to the PEC on compliance to this motion.

Article XIII added to Bylaws:

"The Public Education Commission (PEC) voted to require amendments to board bylaws for state chartered schools that include provisions for actions to be taken if 1) the board's membership falls below the quorum and/or 2) if all of the members resigned. Article XIII addresses those and brings TGA's bylaws into alignment with the requirements."

BOARD OF DIRECTORS BY-LAWS

ARTICLE I MISSION AND VISION STATEMENT

The GREAT Academy's mission is to ensure that all students **Gain Real-world Experience** through **Active Transition**. Our vision is to see that every student takes advantage of the opportunity to earn college credit while in high school, understanding that through advanced academic training they will save time and money, which will enable them to gain employment and/or post-secondary success.

ARTICLE II NAME OF GOVERNING BODY AND SCHOOL

The name of the school is The GREAT Academy. The GREAT Academy's governing body shall be known as the "Board of Directors," and referred to in these by-laws as the "Board."

ARTICLE III EQUAL OPPORTUNITY

The Great Academy affirms its commitment to providing equal treatment of all of its students, parents and employees. Neither The GREAT Academy or the Board of Directors shall discriminate against any student, parent or employee on the basis of race, age, religion, color, national origin, ancestry, sex, physical or mental handicap, serious medical condition, sexual orientation, gender identity, or any other basis protected by law, with respect to his/her rights, privileges, programs, activities, and/or in the administration of its educational programs and athletics/extracurricular activities.

ARTICLE IV GOVERNANCE AND TRAINING

The Board of Directors has a responsibility to ensure that The GREAT Academy operates in accordance with all applicable laws and regulations and meets its commitments to its Authorizer. Board members have a responsibility to be familiar with the terms of The GREAT Academy charter contract and legal responsibilities of public schools. Board members must become educated about public school laws and applicable rules and regulations. All members of the Board of Directors are required to attend annual mandatory training that explains New Mexico Public Education Department rules, policies, and procedures, statutory powers, and duties of charter school governing bodies, legal concepts pertaining to public schools, finance and budget and other matters deemed relevant by the NMPED. In particular, the Board of Directors recognizes that the following New Mexico statutes and rules are applicable to public

charter schools and each member commits to take necessary steps to become familiar with these provisions:

- Charter Schools Act (NMSA 1978 §§ 22-8B-1 et seq.)
- School Personnel Act (NMSA 1978 §§ 22-10A-1 et seq.);
- Procurement Code (NMSA 1978 §§ 13-1-1 et. seq.);
- Open Meetings Act (NMSA 1978, §§ 10-15-1 et seq.);
- Public School Finance Act (NMSA 1978 §§22-8-1 et seq.)
- New Mexico Public Education Department regulations, (contained in Title 6 of the New Mexico Administrative Code).

To the extent The GREAT Academy has not specifically requested and been granted a waiver from a particular NMPED policy/regulation, those policies/regulations which have not been waived, shall apply.

ARTICLE V BOARD POWERS AND RESPONSIBILITIES

The primary powers and duties of the Board are to:

1. Develop educational and operational policies for The GREAT Academy;
2. Employ The GREAT Academy's head administrator, who shall be referred to hereafter as the Executive Director ~~("Director")~~, evaluate ~~the Director~~ all employees annually, and set the salary schedule for certified/licensed employees;
3. ~~Is in~~ Charge ~~the Director~~ with the responsibility of implementing the charter contract; the responsibility over all employment, salary, assignment, termination, and discharge decisions; carrying out The GREAT Academy's policies, procedures, facilities plans, budget, and such other directives and policies adopted by the Board of Directors from time to time. The Board of Directors shall not be involved in the day-to-day operations of The GREAT Academy;
4. Review, approve and monitor implementation of The GREAT Academy's annual budget;
5. Acquire, lease, and dispose of property, both real and personal to the extent permissible by laws applicable to public charter schools;
6. Initiate lawsuits or take all necessary steps to protect The GREAT Academy's interests;
7. Consistent with The GREAT Academy's budget authority, approve contracts for the repair and maintenance of all property belonging to The GREAT Academy or for which The GREAT Academy is contractually responsible to maintain and repair, which authority may be delegated to ~~the Director~~ a designee up to an amount not exceeding \$9,999.99;
8. Enter contracts consistent with the approved budget for any service or activity that is required for The GREAT Academy to perform in order to carry out the educational program described in The GREAT Academy charter contract. The Board of Directors ~~may delegate its authority hereunder to the Director for all contract~~ must vote to approve any leases, ~~except in cases of employment contracts which shall be delegated to the Director consistent with Employment contracts fall under the authority of the Executive Director. The GREAT Academy's~~

~~budget authority and the Board's adopted salary schedule~~The Board of Directors is charged with adopting the salary schedule;

9. Develop, adopt, and amend policies and procedures pertaining to the administration of all powers or duties of the Board and The GREAT Academy;
10. Accept or reject any charitable gift, grant, devise or bequest. Each particular gift, grant, devise or bequest accepted shall be considered an asset of The GREAT Academy;
11. Approve amendments to the charter contract prior to presentation to the Authorizer for approval;
12. Make application for available capital outlay funds;
13. Review and consider recommendations submitted by the Director and other advisors to the Board; and
14. Such other powers and authorities as provided for by law.

ARTICLE VI

COLLECTIVE AUTHORITY OF THE BOARD

The Board will not be bound by any statement or action by an individual Board member, unless the Board, by majority vote in a properly convened meeting, delegates authority to that individual member to speak for or represent the entire Board. Unless acting pursuant to said express-delegated authority from the Board, no Board member shall undertake any individual action to implement any plan or action of the Board. When a Board member is assisting the Director with implementing school policies, programs or other directives of the Director or Board, in this role the Board member shall be considered a volunteer and have no special authority beyond that of a volunteer.

ARTICLE VII

BOARD MEMBERSHIP

1. Positions on the Board of Directors. The GREAT Academy Board of Directors shall have no fewer than 5 (five), but no more than nine (9) voting members. No member shall serve on The GREAT Academy's Board of Directors if he/she was a member of another charter school's governing body that was suspended or failed to receive or maintain their board of finance designation. The GREAT Academy Board of Directors shall strive to have the following composition: at least one (1) parent who has a child currently enrolled in The GREAT Academy; with the balance of the council to be qualified individuals who have experience in business, education, law, finance, real estate, workforce development and such other fields beneficial to The GREAT Academy's mission and efficient, sound governance. One additional position shall exist as *ex officio members* of the Board of Directors to serve as advisory to the Board but shall have no vote. The one ex-officio member of the Board of Directors shall be the Executive Director. The Board shall determine, prior to February 1 of each election cycle, whether the make-up of the Board shall be increased or otherwise changed.

2. Qualifications. The candidates for positions on the Board of Directors shall be considered based upon their professional skills, demonstrated collaborative and problem-solving skills and attitudes, their ability and willingness to devote substantial time and energy to serving on the

Board (including the requirement that each Board member shall regularly participate in the activities of at least one Board committee), and their commitment to acting in the best interests of The GREAT Academy as a whole, rather than for the interests of any particular person or group. The Board shall determine, at its Annual Meeting each school year, whether the make-up of the Board shall be increased or otherwise changed.

3. Member Terms. Board member terms shall be staggered so that the Board of Directors will not lose more than 60% of its members at any one election. Each position will be elected for a 4-year term. Board members may run for subsequent terms. Terms of Board members begin on the date of the Annual meeting at which the member was elected. If a member fills a vacancy, the member's term shall be for the balance of the departing member's term. There shall be no limit on the length of a member's tenure on The GREAT Academy Board.

4. Elections. Board of Directors members shall be elected by a majority vote of the existing Board members and selected from the nomination(s). Elections of Board will be held during the Annual meeting unless an election is required to fill a vacancy.

5. Vacancies. A vacancy on the Board caused by an increase in the number of council members, a member's resignation, a member's removal by vote of the Board, or by expiration of a member's term, will be filled by majority vote of the remaining Board members. ~~To fill any vacancy, the Board shall convene to appoint a Nominating Committee who will recommend candidates to fill the vacancy.~~ If Board membership falls below five (5) the vacancy shall be filled within sixty (60) days from creation of the vacancy. If the vacancy cannot be filled within sixty (60) days, the Board will make a request in writing to the Authorizer for an extension.

6. Notification of Authorizer. The Board President will notify the Authorizer within 30 (thirty) days of a member's resignation or designation of a new member and shall sign and submit the appropriate forms to ensure that the governing body continues to qualify as a Board of Finance.

7. Disqualifications/Nepotism Rule. In no event shall a Board member be an employee, spouse of another Board member, or have a contract for provision of services or property with The GREAT Academy. The Board will not initially employ as Director a person who is a Board member (unless the offer of employment is contingent upon such member's resignation from the Board), the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, or daughter-in-law, sister, sister-in-law, brother, brother-in-law, or sibling (collectively "family members") of any Board member. Upon petition by the Director, the Board may approve the Director's hiring of the Director's family members as The GREAT Academy employees by majority vote at a public meeting. Prior to approving the Director's request to hire a family member the Director shall follow the Board's Conflict of Interest Policy. Prior to voting on the Director's request, the Board shall carefully consider the potential impact on the integrity, efficiency, discipline, and public perception of The GREAT Academy in the employment of any person who is a family member of the Director or the parent of a student currently enrolled at The GREAT Academy.

8. Attendance. Board members are expected to regularly attend Board meetings. If a Board member anticipates that he/she will not be able to attend a meeting, the Board member shall notify the President or designee of his/her impending absence in advance of the meeting. If a Board member, as a result of an emergency or illness, is unable to notify the President or designee of the Board in advance that he/she will be unable to attend a meeting, the Board

member shall notify the President or designee in a timely manner following the meeting of the reason for his/her absence.

9. Removal from Board. A Board member may be removed by a majority vote of the remaining Board members for the following reasons:

- a. If a member misses three consecutive regular meetings or three out of six consecutive regular meetings except when such absence is due to exigent circumstances;
- b. If a member violates any policy or procedure adopted by the Board;
- c. If the Board determines that a member is not acting in the best interest or is otherwise obstructing the business of the Board;
- d. Violation of the member's duty of loyalty, care, or obedience to the school; or
- e. Any other ground the Board deems appropriate.

10. Resignations. A member shall state his/her intent to resign and the effective date of the resignation in writing ~~to the Board President. A member's resignation shall be effective upon the date stated in the letter of resignation will be the date when it is approved by the Board of Directors. A member's resignation shall be effective upon the date stated in the letter of resignation.~~

ARTICLE VIII OFFICERS OF THE BOARD

1. Officers of the Board of Directors. The officers of The GREAT Academy Board shall be a president, vice president, and secretary. The GREAT Academy may, by a majority vote, create different categories of officers without requiring an amendment to these by-laws. The duties of certain officers are set forth herein. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the "absence" of the officer), the duties of the office shall, unless otherwise provided by the Board, be performed by the next officer set forth in the following sequence: president, vice president, secretary.

2. Election and Tenure. All officers shall be elected by a majority vote of the Board. Officers shall serve for one (1) year terms; and be limited to a maximum of ~~two-three~~ (32) consecutive terms. Regular election of officers shall take place at the Annual meeting of The GREAT Academy Board or until the member's successors have been duly elected and qualified, or until their death, resignation, or removal. Officers' terms shall begin at the meeting immediately following the meeting of the Board at which the officer is elected.

3. Resignations and Removal. An officer may resign at any time by giving written notice to the president or to the secretary, the acceptance of such resignation shall not be necessary to make it effective. An officer may be removed by the vote of the Board whenever in its judgment the officer fails to perform the duty of his/her office or such other duties as appointed by the Board, or when the best interests of The GREAT Academy would be served thereby.

4. Vacancies. A vacancy in any office may be filled by a majority vote of the Board for the unexpired portion of the term of the officer being replaced.

5. President. The president of the Board shall preside at all meetings. She/he shall have the right, as other members of the Board, to make or second motions, to discuss questions, and to vote. The president of the Board may not take any action on behalf of the Board or The GREAT Academy without prior specific authority from a majority of the Board to do so. All communications addressed to the president shall be considered by him/her for appropriate action, for which consideration may include consulting with legal counsel, and consideration by the Board. The president shall sign legal documents as required by law and perform such other duties as may be prescribed by the Board. It is the president's responsibility to ensure that Board members uphold their commitments/responsibilities to the school. The president is responsible for compiling the topics for business to be placed on the agenda.

6. Vice President. The office of vice president shall be filled by the past president to ensure institutional continuity. If the past-president resigns from the Board, the Board shall elect a vice-president. The officer in this position shall perform the duties of the president in the absence of the president or at the request of the president. In the event a vacancy occurs in the presidency, the past-president or vice-president will act in the capacity of the president until the office has been filled by a vote of the Board membership.

7. Secretary. As secretary to the Board, this office shall keep the minutes of the Board meetings, subject to the direction of the president; ensure that all notices are given in accordance with the provisions of the charter, Board policies, and as required by law; shall countersign, when required, all authorized contracts, deeds, leases, or other legal instruments; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the Board. The Board may appoint a designee to assist with the responsibilities of the secretary as described herein, including recording and transcribing the minutes of the meetings, posting notices and agendas, and preparing packets for the Board's review. The secretary will review the minutes prior to presentation to the Board for approval. The secretary or the Board's designee shall be responsible for presenting the minutes to the Board at meetings.

8. Compensation. The officers shall not be compensated for their services; however, they may be compensated for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.

9. Directors and Officers Insurance. The Board may secure officers and directors insurance in excess of the coverage provided by the New Mexico Public School Insurance Authority upon appropriate approval of the Board and if provided for in The GREAT Academy's approved budget.

ARTICLE IX BOARD COMMITTEES

1. Standing Committees. The Board may establish standing committees, which may consist of Board members and non-Board members. Committee assignments and chairmanships will be determined by action of the entire Board, provided that at least one Board member shall serve on each committee. Standing committees of the Board shall include a Finance Committee and Audit Committee as defined by NMSA 1978 §22-8-12.3(2010). The time and place of all committee meetings shall be announced to the Board. Except for the audit committee, all Board

members may attend any committee meeting if the meetings are properly noticed pursuant to the Open Meetings Act when a quorum will be present.

2. Director's Committees. The Director is empowered to establish committees within the school that report to the Director. The Director shall advise the Board about the purpose of the committees and activities affecting the school. The Board may appoint a Board member to attend these school committees and require a report on their activities either by the Director, Board member attendee or appropriate designee.

3. Ad Hoc Committees. The Board may appoint *ad hoc* advisory committees when and as determined to be necessary or advisable by the Board. Ultimate authority to make decisions will continue to reside with the Board.

4. Committee Functions. The function of Board committees will be fact-finding, deliberative, and advisory, rather than legislative or administrative. Committee recommendations that require school-wide policy changes must be submitted to the Board. The organization, responsibilities and rules of each committee created by the Board shall be reflected in a resolution approved by the Board. All committees shall keep written minutes of their meetings and shall periodically present written reports to the Board containing committee recommendations. Committees shall comply with the Open Meetings Act, when applicable.

ARTICLE X BOARD MEETINGS

1. Board Meetings. The GREAT Academy Board of Directors will comply with the New Mexico Open Meetings Act, NMSA 1978 §10-15-1 et seq. ("OMA"). Regular meetings of the Board will be scheduled as determined to be reasonable and necessary for The GREAT Academy and set forth in the Board's annual OMA resolution. Board meetings will be held at The GREAT Academy at 6001 Suite A, San Mateo Blvd. NE, Albuquerque, NM 87109, or such other location as may be determined by the Board. Special meetings of the governing body may be called by the Board president or at the request of a Board member, in accordance with the OMA. Emergency meetings will be called only under unforeseen circumstances that demand immediate action to protect the health, safety and property of citizens or to protect the public body from substantial financial loss, and in accordance with the OMA. The Board shall consider at least once annually what constitutes reasonable notice for all regular, special, and emergency meetings as contemplated by the New Mexico OMA and, thereafter, pass an appropriate resolution adopting policies and procedures for complying with the Act. The Resolution shall be posted for public information.

2. Board Agenda. The President of the Board shall set the council agendas. A request to have an item placed on the agenda must be submitted in writing to the President at least 24 hours prior to the required time the agenda must be posted. The President or designee shall provide a copy of the agenda and strive to provide all documentation to be considered by the Board at the meeting to each Board member at least 24 hours prior to the meeting. The agenda shall be posted for the public in accordance with the OMA.

3. Board Record. A record of all actions of the Board will be set forth in the official minutes of the Board. The minutes and recordings will be kept on file pursuant to New Mexico

record retention requirements. The Board will maintain a separate handbook of its minutes and resolutions passed by the Board which shall be available for public inspection.

4. Board Minutes and Records. The Board may delegate responsibility for taking minutes of all Board meetings to a designee of The GREAT Academy's administrative staff who shall provide thereof a draft copy of the minutes to the Board secretary prior to the next regular meeting of the Board. The secretary shall present the draft minutes for approval at the next regular Board meeting. The Director or his/her designee shall also supervise the Board of Directors handbook of resolutions passed by the Board and the indexed record of action. A draft copy of the minutes shall be made available for public review by no later than ten (10) days after each meeting of the Board.

5. Quorum. A quorum shall consist of a simple majority of Board members in office. When a quorum is present, any action may be taken by a majority vote of those members present.

6. Procedure. Roberts' Rules of Order, newly revised, will govern the Board, except when in conflict with applicable laws or regulations, which then prevail. Although most items are handled by appropriate motion procedures, ***consensus action*** is also used.

7. Attendance via Telephone/Video Conference Call. Except to the extent otherwise provided by law, any meeting of the Board may be attended by any of the Board members by means of a conference telephone or video (or similar communications equipment) when it is otherwise difficult or impossible for the member to attend the meeting in person, provided that each member participating by conference telephone can be identified when speaking, all participants are able to hear each other at the same time, and members of the public attending the meeting are able to hear any other member of the Board who speaks during the meeting. Such attendance shall constitute presence by the Board member as if in person at such meeting and for purposes of determining a quorum. Any action taken by the Board at such meeting shall constitute a valid action of the Board.

ARTICLE XI CONFLICT OF INTEREST

1. Definition. Conflict of Interest - A conflict of interest occurs whenever a Board member permits the prospect of direct or indirect personal gain or gain to a relative or affiliated person, to influence improperly his or her judgment or actions in the conduct of the Board. A conflict of interest also exists when a Board member, school employee, officer or agent or an immediate family member of the Board member, school employee, officer or agent has a financial interest in the entity with which the charter school is contracting.

2. Improper Actions. It is not practical to specify every action that might be considered to raise a conflict of interest. Consequently, Board members should immediately disclose to the Board any circumstance that may give rise to the appearance of a conflict of interest. The following situations have the potential for being an actual conflict of interest and must be avoided:

- a. Director's hiring a Board member's relative as an employee, whether full-time or part-time.

- b. When a member of a governing body or employee, officer or agent of a charter participates in selecting, awarding or administering a contract with the charter school if a conflict of interest exists.
- c. Acquiring, leasing, selling any property, facilities, materials, or contract services (e.g., financial, legal, public relations, computer) under circumstances in which there is direct or indirect compensation to a Board member, or his/her immediate family member or an affiliated person of the member.
- d. Using confidential information acquired by virtue of their associations for their individual or another's private gain.
- e. Requesting or receiving and accepting 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. Influencing or having the appearance of influencing business with suppliers, which results in the financial benefit to a Board member, his or her relatives or an affiliated person.

3. Disclosure/Annual Statement. Each Board member agrees to complete and sign a Disclosure of Conflicts of Interest statement prior to accepting his/her position on the Board. In addition to this statement, Board members shall annually update the disclosure statement and shall otherwise immediately notify the president of the Board when he or she becomes aware that an actual or potential conflict may exist.

4. Removal from Voting. In order to avoid conflicts of interest and the appearance of impropriety, Board members shall not participate in open meeting or closed session deliberations or votes relating to the discipline of (i) himself or herself; (ii) any relative of the Board member; or (iii) any transaction between the Board and any affiliated person of the Board member.

5. Action with Interested Members. The Director shall not authorize (by approval of a purchase order or otherwise) or enter into any proposed transaction where an actual or apparent conflict of interest exists unless and until the transaction has first been evaluated and approved by the Board. Each Board member shall be responsible for disclosing to the Board the existence of any such direct or indirect interest. Failure to make such disclosure shall be grounds for voiding the transaction, at the discretion of the Board.

6. Violations by Board Members. Upon discovery of a possible infraction of the established Board conflict of interest policies, the discovering party is required to immediately notify the president, school administration, and all Board members. A Board meeting must be immediately scheduled to consider the matter. In the event the Board decides that a Board employee, Board member, or volunteer has violated the conflict-of-interest rules or otherwise abused or attempted to abuse his or her position on the Board, the Board shall recommend appropriate action

7. Payments to Board Members. There shall be no remuneration or mileage payments made to governing council members for attendance at regular, special, or emergency Board meetings, held at the regular location of the Board.

8. Gifts and Gratuities. Members of the Board shall neither solicit nor accept personal gratuities, favors, nor anything of monetary value from contractors or merchants with whom Board is doing business, or who are attempting to sell goods or services to the charter school. This policy does not preclude acceptance of food or drink of a social nature or participation in a social event.

9. Nepotism. According to NMSA 1978, §22-8B-10, the Director or Board shall not initially employ or approve the initial employment in any capacity of a person whose father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, daughter-in-law, brother, brother-in-law, sister or sister-in-law is a member of the Board or Director. The Board may waive the nepotism rule for family members of the Director/Administrator. The Board shall carefully consider the potential impact on the integrity, efficiency, discipline and public perception in the employment of any person who is the parent or family member of a student or school employee.

9-10.

ARTICLE XII

BOARD MEMBERS' ETHICAL OBLIGATIONS AND DUTIES

1. Misuse of Position. A Board member shall not use his/her position at The GREAT Academy to attempt to influence the decision of any employee of The GREAT Academy to grant special treatment to (a) the child or ward of the member, (b) any relative of the member, or (c) any "Family Member" as defined in the Board's Conflict of Interest Policy. Every Board member and every employee who is a parent or ward of a student at The GREAT Academy shall inform his/her child that he/she is required to follow all rules, policies and procedures applicable to The GREAT Academy students, that the student is not entitled to special treatment by virtue of the relationship with a Board member or employee, and that any attempt to seek such special treatment may result in disciplinary action.

2. Commitment to Collaboration. All Board members shall work collaboratively with each other with the sole goal of achieving The GREAT Academy's educational mission. The Board has been constituted so as to include a broad spectrum of experience and perspectives, and every Board member shall be afforded the opportunity to express his/her opinion, in a professional manner, about matters before the Board. Board members shall refrain from non-constructive or personality-based comments that do not advance The GREAT Academy's mission. Because the Board makes decisions as a deliberative body, it is expected that, except in extraordinary circumstances, Board members will voice their opinions to other Board members about Board matters in the context of Board and/or committee meetings, rather than in private communications among Board members.

3. Confidentiality. Board members shall be expected to keep confidential any deliberations or discussions that take place in closed session meetings. It is expected that Board members will raise concerns or share information about closed session meetings within the context of Board and/or other committee meetings with other members of the Board and appropriate staff members only. A member's obligation to maintain confidentiality shall survive the Board member's tenure on The GREAT Academy Board.

ARTICLE XIII

MISCELLANEOUS

1. Policy Adoption. Adoption of new policies or the revision or repeal of existing policies is solely the responsibility of the Board. Proposals regarding policies may originate from the Director, a Board member, Board advisors, or committees formed by the Board for the

purpose of investigating and developing policy. Staff members, students, civic groups, parents, or other interested citizens may request that a Board member or the Director sponsor a proposed policy.

2. Amending Board of Directors Bylaws. Any section or subsection of the Board of Directors Bylaws may be altered, suspended, or revoked only by 2/3 two thirds of a quorum vote of the Board of Directors.

3. Signatory Authority. The Board of Directors may, by a majority vote, delegate authority to sign contracts as described by resolution, to the Director consistent with Article V, paragraph 7 and 8. All checks must be signed by two authorized individuals, neither of which may be The GREAT Academy's business manager.

4. Dissolution of the Charter Contract. If deemed advisable by the Board that The GREAT Academy's charter contract should be dissolved, The GREAT Academy in collaboration with its Authorizer shall devise an appropriate plan for closing the school and transferring assets as required by the New Mexico Charter School Act and such other applicable laws and regulations.

ARTICLE XIV

TEMPORARY EMERGENCY GOVERNANCE MEASURES (This is the added section)

In the event that the membership of the Governance Council falls below the number constituting a quorum, the remaining member(s) shall appoint the number of new members sufficient for membership to reach at least five (5); such new members' terms shall run until the next annual meeting at which Council elections are normally held. If no members remain to appoint new members, the School's Head Administrator shall immediately convene an emergency committee consisting of one additional school employee and one parent, and the emergency committee shall solicit and appoint at least five (5) new members as the Governing Council, whose terms shall run until the next annual meeting at which Council elections are normally held.

CERTIFICATE OF ADOPTION

The undersigned officers hereby certify that these First Restated Revised Bylaws were duly adopted by The GREAT Academy's Board of Directors on _____, 2025 and are intended to replace and repeal all previous by-laws and amendments thereto adopted by this Board.

By: _____
President

By: _____
GC Board Member

By: _____
GC Board Member- VP

By: _____
GC Board Member

By: _____
GCBoard Member

BOARD OF DIRECTORS BY-LAWS

ARTICLE I MISSION AND VISION STATEMENT

The GREAT Academy's mission is to ensure that all students **Gain Real-world Experience** through **Active Transition**. Our vision is to see that every student takes advantage of the opportunity to earn college credit while in high school, understanding that through advanced academic training they will save time and money, which will enable them to gain employment and/or post-secondary success.

ARTICLE II NAME OF GOVERNING BODY AND SCHOOL

The name of the school is The GREAT Academy. The GREAT Academy's governing body shall be known as the "Board of Directors," and referred to in these by-laws as the "Board."

ARTICLE III EQUAL OPPORTUNITY

The Great Academy affirms its commitment to providing equal treatment of all of its students, parents and employees. Neither The GREAT Academy or the Board of Directors shall discriminate against any student, parent or employee on the basis of race, age, religion, color, national origin, ancestry, sex, physical or mental handicap, serious medical condition, sexual orientation, gender identity, or any other basis protected by law, with respect to his/her rights, privileges, programs, activities, and/or in the administration of its educational programs and athletics/extracurricular activities.

ARTICLE IV GOVERNANCE AND TRAINING

The Board of Directors has a responsibility to ensure that The GREAT Academy operates in accordance with all applicable laws and regulations and meets its commitments to its Authorizer. Board members have a responsibility to be familiar with the terms of The GREAT Academy charter contract and legal responsibilities of public schools. Board members must become educated about public school laws and applicable rules and regulations. All members of the Board of Directors are required to attend annual mandatory training that explains New Mexico Public Education Department rules, policies, and procedures, statutory powers, and duties of charter school governing bodies, legal concepts pertaining to public schools, finance and budget and other matters deemed relevant by the NMPED. In particular, the Board of Directors recognizes that the following New Mexico statutes and rules are applicable to public

charter schools and each member commits to take necessary steps to become familiar with these provisions:

- Charter Schools Act (NMSA 1978 §§ 22-8B-1 et seq.)
- School Personnel Act (NMSA 1978 §§ 22-10A-1 et seq.);
- Procurement Code (NMSA 1978 §§ 13-1-1 et. seq.);
- Open Meetings Act (NMSA 1978, §§ 10-15-1 et seq.);
- Public School Finance Act (NMSA 1978 §§22-8-1 et seq.)
- New Mexico Public Education Department regulations, (contained in Title 6 of the New Mexico Administrative Code).

To the extent The GREAT Academy has not specifically requested and been granted a waiver from a particular NMPED policy/regulation, those policies/regulations which have not been waived, shall apply.

ARTICLE V

BOARD POWERS AND RESPONSIBILITIES

The primary powers and duties of the Board are to:

1. Develop educational and operational policies for The GREAT Academy;
2. Employ The GREAT Academy's head administrator, who shall be referred to hereafter as the Executive Director, will evaluate all employees annually, and set the salary schedule for certified/licensed employees;
3. Is charged with the responsibility of implementing the charter contract; the responsibility over all employment, salary, assignment, termination, and discharge decisions; carrying out The GREAT Academy's policies, procedures, facilities plans, budget, and such other directives and policies adopted by the Board of Directors from time to time. The Board of Directors shall not be involved in the day-to-day operations of The GREAT Academy;
4. Review, approve and monitor implementation of The GREAT Academy's annual budget;
5. Acquire, lease, and dispose of property, both real and personal to the extent permissible by laws applicable to public charter schools;
6. Initiate lawsuits or take all necessary steps to protect The GREAT Academy's interests;
7. Consistent with The GREAT Academy's budget authority, approve contracts for the repair and maintenance of all property belonging to The GREAT Academy or for which The GREAT Academy is contractually responsible to maintain and repair, which authority may be delegated to a designee up to an amount not exceeding \$9,999.99;
8. Enter contracts consistent with the approved budget for any service or activity that is required for The GREAT Academy to perform in order to carry out the educational program described in The GREAT Academy charter contract. The Board of Directors must vote to approve any leases. Employment contracts fall under the authority of the Executive Director. The Board of Directors is charged with adopting the salary schedule;

9. Develop, adopt, and amend policies and procedures pertaining to the administration of all powers or duties of the Board and The GREAT Academy;
10. Accept or reject any charitable gift, grant, devise or bequest. Each particular gift, grant, devise or bequest accepted shall be considered an asset of The GREAT Academy;
11. Approve amendments to the charter contract prior to presentation to the Authorizer for approval;
12. Make application for available capital outlay funds;
13. Review and consider recommendations submitted by the Director and other advisors to the Board; and
14. Such other powers and authorities as provided for by law.

ARTICLE VI

COLLECTIVE AUTHORITY OF THE BOARD

The Board will not be bound by any statement or action by an individual Board member, unless the Board, by majority vote in a properly convened meeting, delegates authority to that individual member to speak for or represent the entire Board. Unless acting pursuant to said express-delegated authority from the Board, no Board member shall undertake any individual action to implement any plan or action of the Board. When a Board member is assisting the Director with implementing school policies, programs or other directives of the Director or Board, in this role the Board member shall be considered a volunteer and have no special authority beyond that of a volunteer.

ARTICLE VII

BOARD MEMBERSHIP

1. Positions on the Board of Directors. The GREAT Academy Board of Directors shall have no fewer than 5 (five), but no more than nine (9) voting members. No member shall serve on The GREAT Academy's Board of Directors if he/she was a member of another charter school's governing body that was suspended or failed to receive or maintain their board of finance designation. The GREAT Academy Board of Directors shall strive to have the following composition: at least one (1) parent who has a child currently enrolled in The GREAT Academy; with the balance of the council to be qualified individuals who have experience in business, education, law, finance, real estate, workforce development and such other fields beneficial to The GREAT Academy's mission and efficient, sound governance. One additional position shall exist as *ex officio members* of the Board of Directors to serve as advisory to the Board but shall have no vote. The one ex-officio member of the Board of Directors shall be the Executive Director. The Board shall determine, prior to February 1 of each election cycle, whether the make-up of the Board shall be increased or otherwise changed.

2. Qualifications. The candidates for positions on the Board of Directors shall be considered based upon their professional skills, demonstrated collaborative and problem-solving skills and attitudes, their ability and willingness to devote substantial time and energy to serving on the Board (including the requirement that each Board member shall regularly participate in the activities of at least one Board committee), and their commitment to acting in the best interests

of The GREAT Academy as a whole, rather than for the interests of any particular person or group. The Board shall determine, at its Annual Meeting each school year, whether the make-up of the Board shall be increased or otherwise changed.

3. Member Terms. Board member terms shall be staggered so that the Board of Directors will not lose more than 60% of its members at any one election. Each position will be elected for a 4-year term. Board members may run for subsequent terms. Terms of Board members begin on the date of the Annual meeting at which the member was elected. If a member fills a vacancy, the member's term shall be for the balance of the departing member's term. There shall be no limit on the length of a member's tenure on The GREAT Academy Board.

4. Elections. Board of Directors members shall be elected by a majority vote of the existing Board members and selected from the nomination(s). Elections of Board will be held during the Annual meeting unless an election is required to fill a vacancy.

5. Vacancies. A vacancy on the Board caused by an increase in the number of council members, a member's resignation, a member's removal by vote of the Board, or by expiration of a member's term, will be filled by majority vote of the remaining Board members. If Board membership falls below five (5) the vacancy shall be filled within sixty (60) days from creation of the vacancy. If the vacancy cannot be filled within sixty (60) days, the Board will make a request in writing to the Authorizer for an extension.

6. Notification of Authorizer. The Board President will notify the Authorizer within 30 (thirty) days of a member's resignation or designation of a new member and shall sign and submit the appropriate forms to ensure that the governing body continues to qualify as a Board of Finance.

7. Disqualifications/Nepotism Rule. In no event shall a Board member be an employee, spouse of another Board member, or have a contract for provision of services or property with The GREAT Academy. The Board will not initially employ as Director a person who is a Board member (unless the offer of employment is contingent upon such member's resignation from the Board), the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, or daughter-in-law, sister, sister-in-law, brother, brother-in-law, or sibling (collectively "family members") of any Board member. Upon petition by the Director, the Board may approve the Director's hiring of the Director's family members as The GREAT Academy employees by majority vote at a public meeting. Prior to approving the Director's request to hire a family member the Director shall follow the Board's Conflict of Interest Policy. Prior to voting on the Director's request, the Board shall carefully consider the potential impact on the integrity, efficiency, discipline, and public perception of The GREAT Academy in the employment of any person who is a family member of the Director or the parent of a student currently enrolled at The GREAT Academy.

8. Attendance. Board members are expected to regularly attend Board meetings. If a Board member anticipates that he/she will not be able to attend a meeting, the Board member shall notify the President or designee of his/her impending absence in advance of the meeting. If a Board member, as a result of an emergency or illness, is unable to notify the President or designee of the Board in advance that he/she will be unable to attend a meeting, the Board member shall notify the President or designee in a timely manner following the meeting of the reason for his/her absence.

9. Removal from Board. A Board member may be removed by a majority vote of the remaining Board members for the following reasons:

- a. If a member misses three consecutive regular meetings or three out of six consecutive regular meetings except when such absence is due to exigent circumstances;
- b. If a member violates any policy or procedure adopted by the Board;
- c. If the Board determines that a member is not acting in the best interest or is otherwise obstructing the business of the Board;
- d. Violation of the member's duty of loyalty, care, or obedience to the school; or
- e. Any other ground the Board deems appropriate.

10. Resignations. A member shall state his/her intent to resign and the effective date of the resignation in writing will be the date when it is approved by the Board of Directors. A member's resignation shall be effective upon the date stated in the letter of resignation.

ARTICLE VIII OFFICERS OF THE BOARD

1. Officers of the Board of Directors. The officers of The GREAT Academy Board shall be a president, vice president, and secretary. The GREAT Academy may, by a majority vote, create different categories of officers without requiring an amendment to these by-laws. The duties of certain officers are set forth herein. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the "absence" of the officer), the duties of the office shall, unless otherwise provided by the Board, be performed by the next officer set forth in the following sequence: president, vice president, secretary.

2. Election and Tenure. All officers shall be elected by a majority vote of the Board. Officers shall serve for one (1) year terms; and be limited to a maximum of three (3) consecutive terms. Regular election of officers shall take place at the Annual meeting of The GREAT Academy Board or until the member's successors have been duly elected and qualified, or until their death, resignation, or removal. Officers' terms shall begin at the meeting immediately following the meeting of the Board at which the officer is elected.

3. Resignations and Removal. An officer may resign at any time by giving written notice to the president or to the secretary, the acceptance of such resignation shall not be necessary to make it effective. An officer may be removed by the vote of the Board whenever in its judgment the officer fails to perform the duty of his/her office or such other duties as appointed by the Board, or when the best interests of The GREAT Academy would be served thereby.

4. Vacancies. A vacancy in any office may be filled by a majority vote of the Board for the unexpired portion of the term of the officer being replaced.

5. President. The president of the Board shall preside at all meetings. She/he shall have the right, as other members of the Board, to make or second motions, to discuss questions, and to vote. The president of the Board may not take any action on behalf of the Board or The GREAT Academy without prior specific authority from a majority of the Board to do so. All communications addressed to the president shall be considered by him/her for appropriate

action, for which consideration may include consulting with legal counsel, and consideration by the Board. The president shall sign legal documents as required by law and perform such other duties as may be prescribed by the Board. It is the president's responsibility to ensure that Board members uphold their commitments/responsibilities to the school. The president is responsible for compiling the topics for business to be placed on the agenda.

6. Vice President. The office of vice president shall be filled by the past president to ensure institutional continuity. If the past-president resigns from the Board, the Board shall elect a vice-president. The officer in this position shall perform the duties of the president in the absence of the president or at the request of the president. In the event a vacancy occurs in the presidency, the past-president or vice-president will act in the capacity of the president until the office has been filled by a vote of the Board membership.

7. Secretary. As secretary to the Board, this office shall keep the minutes of the Board meetings, subject to the direction of the president; ensure that all notices are given in accordance with the provisions of the charter, Board policies, and as required by law; shall countersign, when required, all authorized contracts, deeds, leases, or other legal instruments; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the Board. The Board may appoint a designee to assist with the responsibilities of the secretary as described herein, including recording and transcribing the minutes of the meetings, posting notices and agendas, and preparing packets for the Board's review. The secretary will review the minutes prior to presentation to the Board for approval. The secretary or the Board's designee shall be responsible for presenting the minutes to the Board at meetings.

8. Compensation. The officers shall not be compensated for their services; however, they may be compensated for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.

9. Directors and Officers Insurance. The Board may secure officers and directors insurance in excess of the coverage provided by the New Mexico Public School Insurance Authority upon appropriate approval of the Board and if provided for in The GREAT Academy's approved budget.

ARTICLE IX BOARD COMMITTEES

1. Standing Committees. The Board may establish standing committees, which may consist of Board members and non-Board members. Committee assignments and chairmanships will be determined by action of the entire Board, provided that at least one Board member shall serve on each committee. Standing committees of the Board shall include a Finance Committee and Audit Committee as defined by NMSA 1978 §22-8-12.3(2010). The time and place of all committee meetings shall be announced to the Board. Except for the audit committee, all Board members may attend any committee meeting if the meetings are properly noticed pursuant to the Open Meetings Act when a quorum will be present.

2. Director's Committees. The Director is empowered to establish committees within the school that report to the Director. The Director shall advise the Board about the purpose of the committees and activities affecting the school. The Board may appoint a Board

member to attend these school committees and require a report on their activities either by the Director, Board member attendee or appropriate designee.

3. Ad Hoc Committees. The Board may appoint *ad hoc* advisory committees when and as determined to be necessary or advisable by the Board. Ultimate authority to make decisions will continue to reside with the Board.

4. Committee Functions. The function of Board committees will be fact-finding, deliberative, and advisory, rather than legislative or administrative. Committee recommendations that require school-wide policy changes must be submitted to the Board. The organization, responsibilities and rules of each committee created by the Board shall be reflected in a resolution approved by the Board. All committees shall keep written minutes of their meetings and shall periodically present written reports to the Board containing committee recommendations. Committees shall comply with the Open Meetings Act, when applicable.

ARTICLE X BOARD MEETINGS

1. Board Meetings. The GREAT Academy Board of Directors will comply with the New Mexico Open Meetings Act, NMSA 1978 §10-15-1 et seq. ("OMA"). Regular meetings of the Board will be scheduled as determined to be reasonable and necessary for The GREAT Academy and set forth in the Board's annual OMA resolution. Board meetings will be held at The GREAT Academy at 6001 Suite A, San Mateo Blvd. NE, Albuquerque, NM 87109, or such other location as may be determined by the Board. Special meetings of the governing body may be called by the Board president or at the request of a Board member, in accordance with the OMA. Emergency meetings will be called only under unforeseen circumstances that demand immediate action to protect the health, safety and property of citizens or to protect the public body from substantial financial loss, and in accordance with the OMA. The Board shall consider at least once annually what constitutes reasonable notice for all regular, special, and emergency meetings as contemplated by the New Mexico OMA and, thereafter, pass an appropriate resolution adopting policies and procedures for complying with the Act. The Resolution shall be posted for public information.

2. Board Agenda. The President of the Board shall set the council agendas. A request to have an item placed on the agenda must be submitted in writing to the President at least 24 hours prior to the required time the agenda must be posted. The President or designee shall provide a copy of the agenda and strive to provide all documentation to be considered by the Board at the meeting to each Board member at least 24 hours prior to the meeting. The agenda shall be posted for the public in accordance with the OMA.

3. Board Record. A record of all actions of the Board will be set forth in the official minutes of the Board. The minutes and recordings will be kept on file pursuant to New Mexico record retention requirements. The Board will maintain a separate handbook of its minutes and resolutions passed by the Board which shall be available for public inspection.

4. Board Minutes and Records. The Board may delegate responsibility for taking minutes of all Board meetings to a designee of The GREAT Academy's administrative staff who shall provide thereof a draft copy of the minutes to the Board secretary prior to the next regular meeting of the Board. The secretary shall present the draft minutes for approval at the next

regular Board meeting. The Director or his/her designee shall also supervise the Board of Directors handbook of resolutions passed by the Board and the indexed record of action. A draft copy of the minutes shall be made available for public review by no later than ten (10) days after each meeting of the Board.

5. Quorum. A quorum shall consist of a simple majority of Board members in office. When a quorum is present, any action may be taken by a majority vote of those members present.

6. Procedure. Roberts' Rules of Order, newly revised, will govern the Board, except when in conflict with applicable laws or regulations, which then prevail. Although most items are handled by appropriate motion procedures, *consensus action* is also used.

7. Attendance via Telephone/Video Conference Call. Except to the extent otherwise provided by law, any meeting of the Board may be attended by any of the Board members by means of a conference telephone or video (or similar communications equipment) when it is otherwise difficult or impossible for the member to attend the meeting in person, provided that each member participating by conference telephone can be identified when speaking, all participants are able to hear each other at the same time, and members of the public attending the meeting are able to hear any other member of the Board who speaks during the meeting. Such attendance shall constitute presence by the Board member as if in person at such meeting and for purposes of determining a quorum. Any action taken by the Board at such meeting shall constitute a valid action of the Board.

ARTICLE XI CONFLICT OF INTEREST

1. Definition. Conflict of Interest - A conflict of interest occurs whenever a Board member permits the prospect of direct or indirect personal gain or gain to a relative or affiliated person, to influence improperly his or her judgment or actions in the conduct of the Board. A conflict of interest also exists when a Board member, school employee, officer or agent or an immediate family member of the Board member, school employee, officer or agent has a financial interest in the entity with which the charter school is contracting.

2. Improper Actions. It is not practical to specify every action that might be considered to raise a conflict of interest. Consequently, Board members should immediately disclose to the Board any circumstance that may give rise to the appearance of a conflict of interest. The following situations have the potential for being an actual conflict of interest and must be avoided:

- a. Director's hiring a Board member's relative as an employee, whether full-time or part-time.
- b. When a member of a governing body or employee, officer or agent of a charter participates in selecting, awarding or administering a contract with the charter school if a conflict of interest exists.
- c. Acquiring, leasing, selling any property, facilities, materials, or contract services (e.g., financial, legal, public relations, computer) under circumstances in which there is direct or indirect compensation to a Board member, or his/her immediate family member or an affiliated person of the member.

- d. Using confidential information acquired by virtue of their associations for their individual or another's private gain.
- e. Requesting or receiving and accepting 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. Influencing or having the appearance of influencing business with suppliers, which results in the financial benefit to a Board member, his or her relatives or an affiliated person.

3. Disclosure/Annual Statement. Each Board member agrees to complete and sign a Disclosure of Conflicts of Interest statement prior to accepting his/her position on the Board. In addition to this statement, Board members shall annually update the disclosure statement and shall otherwise immediately notify the president of the Board when he or she becomes aware that an actual or potential conflict may exist.

4. Removal from Voting. In order to avoid conflicts of interest and the appearance of impropriety, Board members shall not participate in open meeting or closed session deliberations or votes relating to the discipline of (i) himself or herself; (ii) any relative of the Board member; or (iii) any transaction between the Board and any affiliated person of the Board member.

5. Action with Interested Members. The Director shall not authorize (by approval of a purchase order or otherwise) or enter into any proposed transaction where an actual or apparent conflict of interest exists unless and until the transaction has first been evaluated and approved by the Board. Each Board member shall be responsible for disclosing to the Board the existence of any such direct or indirect interest. Failure to make such disclosure shall be grounds for voiding the transaction, at the discretion of the Board.

6. Violations by Board Members. Upon discovery of a possible infraction of the established Board conflict of interest policies, the discovering party is required to immediately notify the president, school administration, and all Board members. A Board meeting must be immediately scheduled to consider the matter. In the event the Board decides that a Board employee, Board member, or volunteer has violated the conflict-of-interest rules or otherwise abused or attempted to abuse his or her position on the Board, the Board shall recommend appropriate action

7. Payments to Board Members. There shall be no remuneration or mileage payments made to governing council members for attendance at regular, special, or emergency Board meetings, held at the regular location of the Board.

8. Gifts and Gratuities. Members of the Board shall neither solicit nor accept personal gratuities, favors, nor anything of monetary value from contractors or merchants with whom Board is doing business, or who are attempting to sell goods or services to the charter school. This policy does not preclude acceptance of food or drink of a social nature or participation in a social event.

9. Nepotism. According to NMSA 1978, §22-8B-10, the Director or Board shall not initially employ or approve the initial employment in any capacity of a person whose father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, daughter-in-law, brother, brother-in-law, sister or sister-in-law is a member of the Board or Director. The Board may waive the nepotism rule for family members of the Director/Administrator. The Board shall carefully consider the potential impact on the integrity, efficiency, discipline and public perception in the employment of any person who is the parent or family member of a student or school employee.

ARTICLE XII

BOARD MEMBERS' ETHICAL OBLIGATIONS AND DUTIES

1. **Misuse of Position.** A Board member shall not use his/her position at The GREAT Academy to attempt to influence the decision of any employee of The GREAT Academy to grant special treatment to (a) the child or ward of the member, (b) any relative of the member, or (c) any "Family Member" as defined in the Board's Conflict of Interest Policy. Every Board member and every employee who is a parent or ward of a student at The GREAT Academy shall inform his/her child that he/she is required to follow all rules, policies and procedures applicable to The GREAT Academy students, that the student is not entitled to special treatment by virtue of the relationship with a Board member or employee, and that any attempt to seek such special treatment may result in disciplinary action.

2. **Commitment to Collaboration.** All Board members shall work collaboratively with each other with the sole goal of achieving The GREAT Academy's educational mission. The Board has been constituted so as to include a broad spectrum of experience and perspectives, and every Board member shall be afforded the opportunity to express his/her opinion, in a professional manner, about matters before the Board. Board members shall refrain from non-constructive or personality-based comments that do not advance The GREAT Academy's mission. Because the Board makes decisions as a deliberative body, it is expected that, except in extraordinary circumstances, Board members will voice their opinions to other Board members about Board matters in the context of Board and/or committee meetings, rather than in private communications among Board members.

3. **Confidentiality.** Board members shall be expected to keep confidential any deliberations or discussions that take place in closed session meetings. It is expected that Board members will raise concerns or share information about closed session meetings within the context of Board and/or other committee meetings with other members of the Board and appropriate staff members only. A member's obligation to maintain confidentiality shall survive the Board member's tenure on The GREAT Academy Board.

ARTICLE XIII

MISCELLANEOUS

1. **Policy Adoption.** Adoption of new policies or the revision or repeal of existing policies is solely the responsibility of the Board. Proposals regarding policies may originate from the Director, a Board member, Board advisors, or committees formed by the Board for the purpose of investigating and developing policy. Staff members, students, civic groups, parents, or other interested citizens may request that a Board member or the Director sponsor a proposed policy.

2. **Amending Board of Directors Bylaws.** Any section or subsection of the Board of Directors Bylaws may be altered, suspended, or revoked only by 2/3 two thirds of a quorum vote of the Board of Directors.

3. **Signatory Authority.** The Board of Directors may, by a majority vote, delegate authority to sign contracts as described by resolution, to the Director consistent with Article V,

paragraph 7 and 8. All checks must be signed by two authorized individuals, neither of which may be The GREAT Academy's business manager.

4. Dissolution of the Charter Contract. If deemed advisable by the Board that The GREAT Academy's charter contract should be dissolved, The GREAT Academy in collaboration with its Authorizer shall devise an appropriate plan for closing the school and transferring assets as required by the New Mexico Charter School Act and such other applicable laws and regulations.

ARTICLE XIV TEMPORARY EMERGENCY GOVERNANCE MEASURES

In the event that the membership of the Governance Council falls below the number constituting a quorum, the remaining member(s) shall appoint the number of new members sufficient for membership to reach at least five (5); such new members' terms shall run until the next annual meeting at which Council elections are normally held. If no members remain to appoint new members, the School's Head Administrator shall immediately convene an emergency committee consisting of one additional school employee and one parent, and the emergency committee shall solicit and appoint at least five (5) new members as the Governing Council, whose terms shall run until the next annual meeting at which Council elections are normally held.

CERTIFICATE OF ADOPTION

The undersigned officers hereby certify that these Revised Bylaws were duly adopted by The GREAT Academy's Board of Directors on May 12, 2025 and are intended to replace and repeal all previous by-laws and amendments thereto adopted by this Board.

Signed by:
By: Henry Douglas Jr.
6773C862FCA7417...
President

DocuSigned by:
By: Suzette Gee
700571E5A4E848E...
Board Member

DocuSigned by:
By: Miguel Pitts
5C17ABF32200410...
Vice President

DocuSigned by:
By: Stacey Boyd
8BE1E2BB28A14FE...
Board Member

Signed by:
By: Trenton Coit
A14EAB371AC84EB...
Secretary