



## New Mexico Public Education Commission

### Governing Body Bylaws Change Notification Instructions

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

**Submission Deadline:** Changes to the Governing Body Bylaws 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
- ☒ Certification of the vote taken by the board (assurance by signature on form; no board minutes required)
- ☒ Description of and rationale for the change
- ☒ A red-lined copy of the Bylaws
- ☒ A clean copy of the new Bylaws

Contact [charter.schools@ped.nm.gov](mailto:charter.schools@ped.nm.gov) if you have questions about completing or submitting documents. Submit this form and all supporting documents to **Epicenter**.

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## Governing Body Bylaws Change Notification Form

The Charter Contract was entered into by and between the New Mexico Public Education Commission (PEC) and Explore Academy - Las Cruces, hereafter "the school," effective on July 1, 2021.

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

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

Date of board meeting approving the requested amendment: July 23, 2025

Date the requested amendment will go into effect: July 23, 2025

Signatures below constitute assurance that the governing board has approved the requested change:

Signature of School Representative: *Alexis Black* Date 7/29/2025  
Alexis Black (Jul 29, 2025 15:12:34 MDT)

Signature of Governing Board Chair: *Christine Reyes* Date: 7/29/2025

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### For PEC/CSD Use Only

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PEC Meeting Date: Click or tap to enter a date.

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

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

Electronic signature of CSD Director: \_\_\_\_\_ Date: Click or tap to enter a date.

# Meeting Minutes

**DRAFT**



## EXPLORE ACADEMY - LAS CRUCES GOVERNING COUNCIL

*prepared by Lanell Pahe, Governing Council Secretary*

Wednesday, July 23, 2025 (special meeting)

6:00 pm

### **I. PROCEDURAL AGENDA**

- A. This meeting of the Explore Academy - Las Cruces Governing Council (GC) was called to order at 6:01pm by Dr. Christine Reyes.
- B. A quorum of the GC was present as follows: Chair Angel Rivera, Vice-Chair Dr. Christine Reyes, Secretary Lanell Pahe, Member Terry Moore, Member Gabriela Graham.
- C. Staff in attendance: Alexis Black, Head Administrator
- D. The meeting was held on the Zoom platform.
- E. Chair led the [Pledge of Allegiance](#).

### **II. PUBLIC COMMENT regarding items on the agenda**

There were no public comments.

### **III. Approval of 07/23/2025 Agenda**

Angel Rivera motioned for approval of the agenda with modification - removal of Tribal Regalia policy as it applies only to high school graduation; seconded by Gabriela Graham; Unanimously approved by the GC.

### **IV. Approval of Minutes from [06/20/2025](#) and [06/30/2025](#)**

Gabriela Graham motioned for approval of the 06/20/2025; seconded by Angel Rivera; Unanimously approved by the GC.

Lanell Pahe mentioned the meeting minutes for 06/26/2025 will be posted for approval during the August meeting.

Gabriela Graham motioned for approval of the 06/30/2025; seconded by Angel Rivera; Unanimously approved by the GC.

Kelly Callahan mentioned to the board that every board member present at a meeting must vote on the meeting minutes regardless if they attended the meeting or not. It is understood that each member reviews the minutes prior to vote.

### **V. Public Comments regarding any item NOT on the agenda**

There were no public comments.

## VI. Governing Council Business

### A. Governing Council Membership and Subcommittees

#### 1. Vice Chair - Dr. Christine Reyes

Angel Rivera motioned to nominate Dr. Christine Reyes for the vice chair position; seconded by Lanell Pahe; Roll call vote, 5-0.

#### 2. Finance and Audit Committee Membership Review

GC agreed to discuss it until the next meeting. New members to be nominated to the audit and/or finance committee at that time.

Dr. Christine Reyes motioned to vote on this item at next board meeting; seconded by NA; Unanimously approved by roll call vote, 5-0.

### B. Approval of Two Potential New Board Members

#### 1. Violeta Bustamante - Paxton

#### 2. Rey Gomez

Angel Rivera motioned to nominate Violeta Bustamante-Paxton and Rey Gomez to the Explore Academy - Las Cruces governing council; seconded by Gabriela Graham; Unanimously approved by the GC, roll call vote 5-0.

### C. [Medication OTC Policy](#)

Angel Rivera motioned to approve the medication OTC policy for the 2025-26 school year; seconded by Gabriela Graham; Unanimously approved by the GC.

### D. [Anti-Distracted Policy](#)

Alexis Black indicated students are no longer allowed to utilize phones during school time. Exceptions can be made in an emergency event.

Angel Rivera with the addition that teachers will not be responsible to remove wireless device(s) and will require an administrator to remove wireless device(s) motioned to approve the anti-distracted policy for the 2025-26 school year; seconded by Terry Moore; Unanimously approved by roll call vote, 5-0.

### E. [Tribal Regalia Policy](#) (Removed)

### F. [Open Meetings Act Resolution SY2025-26](#)

Gabriela Graham motioned to approve the Open Meetings Act Resolution for the 2025-26 school year; seconded by Lanell Pahe; Unanimously approved by the GC roll call vote, 5-0.

G. [SY2025-26 Bylaws Amendment](#)

Lanell Pahe motioned to approve the bylaw amended requested by the Public Education Commission for 2025-26 school year; seconded by Angel Rivera; Unanimously approved by the GC.

H. SY2025-26 Public Charter Schools of New Mexico Membership (PCSNM) (Informational) - Advocacy Program.  
Kelly Callahan provides Governing Board Training and support services. Role is to Educate, Advocate, and Empower.

No action taken.

**VII. Finance Committee**

A. No Finance Committee Report

B. [BAR 581-000-2526-0001-IB](#)

Dr. Christine Reyes motioned to approve BAR 581-000-2526-0001-IB; seconded by Angel Rivera; Unanimously approved by the GC roll call vote, 5-0.

C. [Procurement-Card Policy](#)

Lanell Pahe motioned to approve; seconded by Gabriela Graham; Unanimously approved by the GC roll call vote, 5-0.

**VIII. Board Comments**

- Angel Rivera thanked Alexis Black for her efforts to start school next week.
- Gabriela Graham thanked Angel Rivera and Christine Reyes for their efforts in assisting the school.
- Dr. Reyes thanked Sam Gonzales and Kelly Callahan for their support services.

**IX. Head Administrator Report**

- a. Progress Update - Gizmo Grant received, new email addresses, , open house for elementary school next week.
- b. Facilities Update all space in Telshor building is being used, food services available,
- c. Staffing Update - 2nd grade teacher hired. Mr. Zapata and office administrators assisting Alexis Black in team efforts to get school started.

**X. Adjournment at 7:21pm**

The next regular meeting of the GC is scheduled for Wednesday, August 20 13, 2025 at 6:00 p.m. via Zoom®.

# **GOVERNING COUNCIL BYLAWS**

**OF**

# **EXPLORE ACADEMY - LAS CRUCES**

**Adopted: 03/03/2021**  
**Reviewed and updated 07/23/2025**

## **ARTICLE I - EXPLORE ACADEMY: CHARTER & MISSION**

This document contains the Governing Council Bylaws of Explore Academy – Las Cruces (referred to hereafter as Explore Academy or EA). Explore Academy is authorized directly by the State of New Mexico, under a charter contract with the PEC. Therefore, the Governing Council acts as the governing body for the school, as well as the governing Board for the Explore Academy School District.

The mission of the Explore Academy is to provide students with an innovative educational system, which focuses on subject mastery, college preparation, and student-driven academic choice. Students are offered the opportunity to create a customized learning pathway, thereby generating student-ownership and a stronger personal motivation for success.

## **ARTICLE II - NAME OF GOVERNING BODY**

The name of the governing body shall be the Explore Academy – Las Cruces Governing Council, and shall be referred to herein as "Council" or "Board."

## **ARTICLE III - EQUAL OPPORTUNITY**

Explore Academy is committed to providing equal opportunity. The organization does not discriminate in the administration of its programs/activities on the basis of race, age, religion, national origin/ancestry, sex/sexual orientation, gender identity, physical or mental disabilities.

## **ARTICLE IV - GOVERNANCE AND TRAINING**

The Council is the policy-making and policy-approval body for Explore Academy. As such, the Council has a responsibility to ensure that Explore Academy operates in accordance with all applicable laws and regulations, and meets its commitments to its authorizer (NMPEC) and the New Mexico Public Education Department (NMPED), as reflected in its charter. Council members should become familiar with the Explore Academy charter contract and the responsibilities involved in governing public schools. All Explore Academy Council members are required to attend annual governance training, as defined by the New Mexico Public Education Department.

## **ARTICLE V - GOVERNING COUNCIL AUTHORITY / RESPONSIBILITIES**

The EA Governing Council is ultimately responsible for both the success of the school, as well as setting the direction which the school should take to fulfill its mission. Under the state's Performance Framework, the Council is responsible for setting standards/objectives, monitoring progress, and providing direction/guidance in the following three areas:

- Financial Management
- Operations and Planning
- Academics & Student Achievement

The Council has entered into a charter contract with the State of New Mexico. That contract dictates that the Council is responsible for the fair and uniform application of federal, state and local laws - as well as the rules, regulations and policies which guide the school. The Council is responsible for compliance with all laws/regulations/policies and is charged with ensuring the school and its staff and students remain in compliance as well.

The Head Administrator of Explore Academy is also responsible for compliance with these laws/regulations/policies and is charged with informing and guiding the Council in regard to any changes, requirements, concerns, and/or compliance problems, which may arise in regard to the above Council responsibilities.

In this regard, the Head Administrator may represent the Council as a source of compliance information, as well as the critical communication link with the state authorizing and regulatory agencies/commissions.

The primary powers and duties of the Council are to:

- A. Develop/approve/amend educational and operational policies, to delineate the authorities and responsibilities for the operation and management of Explore Academy.
- B. Set requirements and salary for, hire/terminate, supervise/evaluate and monitor the Head Administrator of the Explore Academy Charter School.
- C. Charge the Head Administrator with the responsibility of implementing and complying with the charter and its requirements.



- D. Provide governance oversight for the stewardship of Explore Academy's facilities, resources, budget, and other capital assets of the school.
- E. Establish and monitor a strategic plan, goals, and global student performance.
- F. Review, approve and monitor the annual budget for Explore Academy.
- G. Acquire, lease and dispose of property, to the extent permissible by law.
- H. Engage legal counsel for Explore Academy and take all necessary steps to protect the interests of the school.
- I. Review and approve contracts/agreements/commitments, consistent with budget authority thresholds - as detailed in EA Policies.
- J. Authorize the acceptance of charitable gifts, grants or bequests.
- K. Approve any amendment to the Explore Academy Charter, prior to seeking state approval.
- L. Review and consider recommendations submitted by the Head Administrator and other advisors/staff to the Council.
- M. Evaluate its own performance.

## **ARTICLE VI - COLLECTIVE AUTHORITY OF COUNCIL**

The Council will not be bound by any statement or action by an individual Council member, unless the Council, in a properly convened meeting, delegates authority to that individual member to speak for or represent the entire Council. Unless acting pursuant to such delegated authority from the Council, no Council member shall undertake any individual action to implement any plan or action of the Council.

When a Council member is assisting the Head Administrator with implementing school policies, programs, or other directives of the Head Administrator, the Council member shall be considered a volunteer and have no special authority beyond that of a volunteer.

## **ARTICLE VII - COUNCIL MEMBERSHIP**

### **A. Positions and Qualifications**

Explore Academy Governing Council shall have no fewer than 5 (five), but no more than nine (9) voting members. The Council should include at least one parent, who has a child currently enrolled in Explore Academy. In general, candidates for the

Council should have experience in such fields as governance, business, education, finance, law, or other fields which are beneficial to Explore Academy's mission. They should also possess interpersonal/problem-solving skills and a commitment to youth education, as well as a willingness to devote time/energy to serving on the Council.

## **B. Member Terms**

The term for all regularly elected Members shall be for a period of two (2) years. Members may serve for a maximum of three (3) consecutive terms. If a Council vacancy occurs before a term expires, the Council shall approve an appointment to fill the remaining portion of that term. Each Council position shall be assigned to either an even or odd year expiration. Therefore, approximately one-half of the Council positions shall expire each year. Terms will end on July 1<sup>st</sup> of each year or may extend until a replacement is approved by the Council.

## **C. Vacancies, Membership Falling Below Quorum, or All Positions Vacated**

In order to identify and submit candidates for Council membership, the Council may appoint a nominating committee or may engage the search process directly. Regardless, the Council shall select/approve new members by a majority vote.

Should the Governing Council fall below three members, new members shall be appointed by the remaining board members until there are at least three members.

Once there are at least three board members, all further members shall be voted in during a public meeting of the governing council.

Should every member of the Governing Council resign or no longer be in service to the School, the School's head administrator will appoint new board members. Those new members will be assigned to the prior governing council members' terms and serve accordingly.

## **D. Meeting Attendance**

Council members are expected to regularly attend Council meetings. If a Council member cannot be physically present at a meeting due to an unavoidable conflict, he

or she may request to attend by telephone or online, in accordance with the Open Meetings Act.

#### **E. Removal from Council**

Board members may be removed if they (1) miss three consecutive meetings or a total of four meetings in any school year, (2) do not provide any required forms timely, or (3) do not complete annual training requirements per NMAC.

Individual members of the Board serve at the pleasure of the full Board. Therefore, the Board may remove and replace any member, at any time, with or without cause, by a majority vote of all Board members, at a regular or special meeting of the Board. There is no appeal or recourse for removal of a Board member.

#### **F. Resignations**

Any member may resign, by giving written notice to the Council President or Secretary and the resignation is effective on the date of the notice or on the date specified in the notice.

#### **G. Compensation**

Members of the Council shall not be compensated for their services. However, they may be compensated for expenses, per the New Mexico Mileage and Per Diem Act.

### **ARTICLE VIII - OFFICERS OF THE COUNCIL**

#### **A. The officers of the Explore Academy Governing Council shall be:**

- President (Chair)
- Vice President (Vice Chair)
- Secretary

The Council may, by a majority vote, create additional officers without requiring an amendment to these bylaws. When the incumbent of an office is unable to perform the duties thereof, the duties of that office shall (unless otherwise provided by the Council), be performed by the next officer set forth in the above sequence.

#### **B. Authority and Responsibilities of Officers**

Beyond the authority and responsibilities contained in the Job Descriptions for Council Officers, Council officers may not act on behalf of the Council without prior authorization and direction from the Council.

### **C. Election and Tenure**

All officers shall be elected by a majority vote of the Council. Officers shall serve for one (1) year terms, or until their successors have been elected. Regular election of officers shall take place at the annual organizational meeting of the Council, typically held at the beginning of each school year. Officers may serve in the same position for a maximum of three (3) consecutive one-year terms. Any officer may be removed from office by a majority vote of all members, at a regular or special meeting of the Council. There is no appeal or recourse for removal of an officer.

An officer may resign at any time, by giving written notice to the President or the Secretary of the Council.

### **D. Vacancies**

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

### **E. Summary Job Descriptions for Council Officers**

All officers of Explore Academy should have two critical sets of skills.

First: Officers should have a history of experience involving leadership, professional knowledge and problem solving. This includes clear thinking, the ability to discern critical information, and focus on the problem-at-hand.

Second: Officers should have excellent "people skills." This includes the ability to communicate clearly, to work with groups of individuals toward a common goal, and to maintain strong interpersonal relationships.

#### **1. President (GC Chair)**

- a. Serves as the primary charter representative
- b. Presides over all meetings of the Council.
- c. Provides leadership for finding solutions and coordinating Council efforts.

- d. In close coordination with the Head Administrator and Secretary, develops the agenda/meeting plans/activities/communication with Council members.
  - e. Acts as a critical resource to the Head Administrator and Council, to act as a facilitator of information and global solutions, when requested.
  - f. Acts as a resource to the Vice President and Secretary.
2. Vice-President (GC Vice-Chair)
- a. Assumes the responsibilities of the President, in his absence.
  - b. Acts as a resource to the President, Head Administrator and Secretary.
3. Secretary
- a. Assumes the responsibilities of the other officers, in their absence.
  - b. Acts as a resource to the President, School Director, and Vice-President.
  - c. Ensures compliance with open meeting laws
  - d. Works in close coordination with the President and the School Director, to develop and communicate agendas/meeting plans / activities / information to the Board
  - e. Facilitates the recording and communication of information and activity of the Council, including meeting minutes.

## **ARTICLE IX - COMMITTEES**

### **A. Council Committees**

The Council may establish committees, which may consist of Council members and non-Council members. Committee assignments and chairs shall be determined by action of the Council, provided that at least one Council member shall serve on each committee. Standing committees of the Council shall include a Finance Committee and Audit Committee.

The Finance Committee, in accordance with NMSA 1978 22-5-4.11 will have at least two members appointed by the Board to carry out its budget and finance duties.

The Audit Committee, in accordance with NMSA 1978 22-5-4.11 will have at least two members of the Board, one volunteer member who is a parent of a student enrolled at the school, one volunteer member with financial experience. The head administrator and business manager shall be ex officio members of the committee.

## **B. Committees of the Head Administrator/Principal**

The Head Administrator/Principal is empowered to establish committees within the school that report to the Head Administrator/Principal. The Head Administrator / Principal shall advise the Council about the purpose of the committees and activities affecting the school.

## **C. Committee Functions**

The function of Council 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 Council.

## **ARTICLE X - COUNCIL MEETINGS**

### **A. Regular Council Meetings**

The Council shall schedule Regular Council Meetings each month - on specific, recurring dates. The planned schedule and location for these regular meetings shall be detailed in the Council's annual resolution - to comply with the New Mexico Open Meetings Act (OMA). The Council may cancel any regular meeting it may deem to be unnecessary.

### **B. Special Council Meetings**

Special meetings of the Council may be called by the President or the Secretary, or by written request of at least two members of the Council. Written notice of the time, place and agenda for each special meeting shall be provided to each member and also posted on the school's website, at least three days prior to the meeting.

Emergency meetings of the Council may be called only by agreement of both the President and the Head Administrator - and only if the requirements for emergency meetings are met (as detailed in the New Mexico Open Meetings Act).

### **C. Quorum**

A quorum shall consist of a simple majority of Council members in office. If there is an even number of Council members, then a quorum shall consist of one-half or more of the currently serving members in office. When a quorum is present, any action may be taken by a majority vote of those members present, except the removal of Council members or officers. Such removal requires a majority vote (half or more) of all current Council members.

#### **D. Council Agendas and Minutes**

The Council President and Head Administrator shall set meeting agendas, in consultation with the Council Secretary. Any suggested agenda items from other sources should be submitted to the Secretary at least seven days prior to the meeting, and may or may not be accepted for the agenda. Meeting agendas shall be posted on the school's website, at least three days prior to a meeting (except emergency mtgs.).

The events of each meeting will be recorded in the form of written minutes. This record will include the date, time, and place of the meeting, members in attendance, a brief description of business considered at the meeting, and a record of all decisions made. The Secretary shall present draft minutes for approval at the next regular Council meeting and they will be kept on file pursuant to state record retention requirements.

#### **E. Open Meetings Act**

All meetings/actions of the Council shall comply with the requirements set forth in the New Mexico Open Meetings Act (NMSA 1978 §10-15-1). On an annual basis, the Council shall review and approve an OMA Resolution, which confirms that Explore Academy will comply with the OMA and establishes the schedule for regular meetings of the Council for the school year.

#### **F. Parliamentary Procedure**

Roberts' Rules of Order, newly revised, will govern the procedural operation of the Council and its committees, except when in conflict with applicable laws or regulations (which then prevail). The meeting Chair shall have the ability to generally apply these rules and to use discretion for flexibility, as the need arises.

#### **G. Freedom-to-Act / Indemnity**

To the extent permitted under existing law, Explore Academy shall defend, indemnify and hold harmless present and past members of the Council, support staff and volunteers, for actions taken on behalf of Explore Academy. These protections are available for all actions taken in good-faith while serving in those roles, provided they have acted within the reasonable scope of their positions or office and that their

decisions/actions are generally in-accordance with those that would be made in similar circumstances, by a reasonable person.

## **ARTICLE XI - CONFLICT OF INTEREST**

### **A. General Principles**

It is the responsibility of all Council members to conduct themselves in accordance with the highest standards of integrity, honesty, and fair dealing to preclude any appearance of a conflict between the interests of Explore Academy and the personal interests of the members. Likewise, it is the responsibility of the Council and the Head Administrator, to ensure that the school conducts all its business and operations impartially in accordance with all laws. All decisions and transactions shall be made with the best interests of Explore Academy as the foremost consideration.

The Council also recognizes that the ultimate success of Explore Academy depends upon the active participation, cooperation and collaboration of all stakeholders. Sometimes, the best interests of Explore Academy may involve the creation of relationships that might create an appearance of impropriety or potential for abuse of position, if not carefully evaluated by disinterested parties.

### **B. Conflict-of-Interest Disclosure**

A conflict of interest occurs whenever a Council member permits the prospect of direct or indirect personal gain (or gain to a relative or related party) to influence judgment or actions regarding school business. Members should immediately disclose any conflict-of-interest. Each Council member shall complete an “Annual Disclosure Statement,” in which any known conflict-of-interest is disclosed.

### **C. Application of Conflict-of-Interest Policy**

Members of the Council shall not knowingly engage in any activities or transactions, which are in material conflict with their duties and obligations to Explore Academy. In addition, Council members shall not conduct private business in a manner which places them at a special advantage because of their position with Explore Academy.



The Council and staff of Explore Academy shall follow the laws of New Mexico, the New Mexico Procurement Act and the New Mexico Governmental Conduct Act, as well as the policies and procedures of the Explore Academy Charter School.

#### **D. Related Party**

For purposes of these Bylaws, a "Related Party" is an individual, business enterprise, nonprofit organization or other entity with respect to which such Council member, or a relative of such a Council member (i) has a direct or indirect financial interest; (ii) is an officer or director; or (iii) is otherwise in a position to control the management or decision-making of such entity.

#### **E. Deliberations and Voting on Conflict Issues**

In order to avoid conflicts of interest and the appearance of impropriety, Council members shall not participate in portions of a meeting, deliberation, or vote of the Council relating to (i) discipline of the Council member; (ii) contracting or employment decisions affecting any related party to the Council member; or (iii) the Council's consideration of any transaction affecting the member or related party.

### **ARTICLE XII - MISCELLANEOUS**

#### **A. Undue influence**

A Council member shall not use his or her position at Explore Academy to attempt to influence the decision of any Explore Academy employee to grant special treatment to (a) the child or ward of the member, (b) any relative of the member, or (c) any "Related Party" as defined in Article XI. Every Council member and every Explore Academy employee who is a parent or ward of a Explore Academy student should inform their child that they are required to follow all rules, policies and procedures applicable to Explore Academy students and that they are not entitled to special treatment by virtue of the relationship with a Council member or employee.

#### **B. Commitment to Collaboration**

All Council members shall work collaboratively with each other, with the sole goal of achieving Explore Academy's educational mission. The Council has been constituted so as to include a broad spectrum of experience and perspectives, and every Council member shall be afforded the opportunity to express his or her opinion, in a professional manner. Council members should refrain from non-constructive or personality-based comments that do not advance Explore Academy's mission.

### **C. Confidentiality**

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

### **D. Amendments to the By-Laws**

These Governing Council Bylaws may be amended by a majority vote of the Governing Council, as defined in Article X, Section C.

---THE END---

# **GOVERNING COUNCIL BYLAWS**

**OF**

## **EXPLORE ACADEMY - LAS CRUCES**

**Adopted: 03/03/2021  
Reviewed and updated 07/23/2025**

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- I. Review and approve contracts/agreements/commitments, consistent with budget authority thresholds - as detailed in EA Policies.
- J. Authorize the acceptance of charitable gifts, grants or bequests.
- K. Approve any amendment to the Explore Academy Charter, prior to seeking state approval.
- L. Review and consider recommendations submitted by the Head Administrator and other advisors/staff to the Council.
- M. Evaluate its own performance.

## **ARTICLE VI - COLLECTIVE AUTHORITY OF COUNCIL**

The Council will not be bound by any statement or action by an individual Council member, unless the Council, in a properly convened meeting, delegates authority to that individual member to speak for or represent the entire Council. Unless acting pursuant to such delegated authority from the Council, no Council member shall undertake any individual action to implement any plan or action of the Council.

When a Council member is assisting the Head Administrator with implementing school policies, programs, or other directives of the Head Administrator, the Council member shall be considered a volunteer and have no special authority beyond that of a volunteer.

## **ARTICLE VII - COUNCIL MEMBERSHIP**

### **A. Positions and Qualifications**

Explore Academy Governing Council shall have no fewer than 5 (five), but no more than nine (9) voting members. The Council should include at least one parent, who has a child currently enrolled in Explore Academy. In general, candidates for the

Council should have experience in such fields as governance, business, education, finance, law, or other fields which are beneficial to Explore Academy's mission. They should also possess interpersonal/problem-solving skills and a commitment to youth education, as well as a willingness to devote time/energy to serving on the Council.

### **B. Member Terms**

The term for all regularly elected Members shall be for a period of two (2) years. Members may serve for a maximum of three (3) consecutive terms. If a Council vacancy occurs before a term expires, the Council shall approve an appointment to fill the remaining portion of that term. Each Council position shall be assigned to either an even or odd year expiration. Therefore, approximately one-half of the Council positions shall expire each year. Terms will end on July 1<sup>st</sup> of each year or may extend until a replacement is approved by the Council.

### **C. Vacancies, Membership Falling Below Quorum, or All Positions Vacated**

In order to identify and submit candidates for Council membership, the Council may appoint a nominating committee or may engage the search process directly. Regardless, the Council shall select/approve new members by a majority vote.

Should the Governing Council fall below three members, new members shall be appointed by the remaining board members until there are at least three members.

Once there are at least three board members, all further members shall be voted in during a public meeting of the governing council.

Should every member of the Governing Council resign or no longer be in service to the School, the School's head administrator will appoint new board members. Those new members will be assigned to the prior governing council members' terms and serve accordingly.

### **D. Meeting Attendance**

Council members are expected to regularly attend Council meetings. If a Council member cannot be physically present at a meeting due to an unavoidable conflict, he

or she may request to attend by telephone or online, in accordance with the Open Meetings Act.

#### **E. Removal from Council**

Board members may be removed if they (1) miss three consecutive meetings or a total of four meetings in any school year, (2) do not provide any required forms timely, or (3) do not complete annual training requirements per NMAC.

Individual members of the Board serve at the pleasure of the full Board. Therefore, the Board may remove and replace any member, at any time, with or without cause, by a majority vote of all Board members, at a regular or special meeting of the Board. There is no appeal or recourse for removal of a Board member.

#### **F. Resignations**

Any member may resign, by giving written notice to the Council President or Secretary and the resignation is effective on the date of the notice or on the date specified in the notice.

#### **G. Compensation**

Members of the Council shall not be compensated for their services. However, they may be compensated for expenses, per the New Mexico Mileage and Per Diem Act.

### **ARTICLE VIII - OFFICERS OF THE COUNCIL**

#### **A. The officers of the Explore Academy Governing Council shall be:**

- President (Chair)
- Vice President (Vice Chair)
- Secretary

The Council may, by a majority vote, create additional officers without requiring an amendment to these bylaws. When the incumbent of an office is unable to perform the duties thereof, the duties of that office shall (unless otherwise provided by the Council), be performed by the next officer set forth in the above sequence.

#### **B. Authority and Responsibilities of Officers**



Beyond the authority and responsibilities contained in the Job Descriptions for Council Officers, Council officers may not act on behalf of the Council without prior authorization and direction from the Council.

### **C. Election and Tenure**

All officers shall be elected by a majority vote of the Council. Officers shall serve for one (1) year terms, or until their successors have been elected. Regular election of officers shall take place at the annual organizational meeting of the Council, typically held at the beginning of each school year. Officers may serve in the same position for a maximum of three (3) consecutive one-year terms. Any officer may be removed from office by a majority vote of all members, at a regular or special meeting of the Council. There is no appeal or recourse for removal of an officer.

An officer may resign at any time, by giving written notice to the President or the Secretary of the Council.

### **D. Vacancies**

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

### **E. Summary Job Descriptions for Council Officers**

All officers of Explore Academy should have two critical sets of skills.

First: Officers should have a history of experience involving leadership, professional knowledge and problem solving. This includes clear thinking, the ability to discern critical information, and focus on the problem-at-hand.

Second: Officers should have excellent "people skills." This includes the ability to communicate clearly, to work with groups of individuals toward a common goal, and to maintain strong interpersonal relationships.

#### **1. President (GC Chair)**

- a. Serves as the primary charter representative
- b. Presides over all meetings of the Council.
- c. Provides leadership for finding solutions and coordinating Council efforts.

- d. In close coordination with the Head Administrator and Secretary, develops the agenda/meeting plans/activities/communication with Council members.
  - e. Acts as a critical resource to the Head Administrator and Council, to act as a facilitator of information and global solutions, when requested.
  - f. Acts as a resource to the Vice President and Secretary.
2. Vice-President (GC Vice-Chair)
- a. Assumes the responsibilities of the President, in his absence.
  - b. Acts as a resource to the President, Head Administrator and Secretary.
3. Secretary
- a. Assumes the responsibilities of the other officers, in their absence.
  - b. Acts as a resource to the President, School Director, and Vice-President.
  - c. Ensures compliance with open meeting laws
  - d. Works in close coordination with the President and the School Director, to develop and communicate agendas/meeting plans / activities / information to the Board
  - e. Facilitates the recording and communication of information and activity of the Council, including meeting minutes.

## **ARTICLE IX - COMMITTEES**

### **A. Council Committees**

The Council may establish committees, which may consist of Council members and non-Council members. Committee assignments and chairs shall be determined by action of the Council, provided that at least one Council member shall serve on each committee. Standing committees of the Council shall include a Finance Committee and Audit Committee.

The Finance Committee, in accordance with NMSA 1978 22-5-4.11 will have at least two members appointed by the Board to carry out its budget and finance duties.

The Audit Committee, in accordance with NMSA 1978 22-5-4.11 will have at least two members of the Board, one volunteer member who is a parent of a student enrolled at the school, one volunteer member with financial experience. The head administrator and business manager shall be ex officio members of the committee.

## **B. Committees of the Head Administrator/Principal**

The Head Administrator/Principal is empowered to establish committees within the school that report to the Head Administrator/Principal. The Head Administrator / Principal shall advise the Council about the purpose of the committees and activities affecting the school.

## **C. Committee Functions**

The function of Council 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 Council.

## **ARTICLE X - COUNCIL MEETINGS**

### **A. Regular Council Meetings**

The Council shall schedule Regular Council Meetings each month - on specific, recurring dates. The planned schedule and location for these regular meetings shall be detailed in the Council's annual resolution - to comply with the New Mexico Open Meetings Act (OMA). The Council may cancel any regular meeting it may deem to be unnecessary.

### **B. Special Council Meetings**

Special meetings of the Council may be called by the President or the Secretary, or by written request of at least two members of the Council. Written notice of the time, place and agenda for each special meeting shall be provided to each member and also posted on the school's website, at least three days prior to the meeting.

Emergency meetings of the Council may be called only by agreement of both the President and the Head Administrator - and only if the requirements for emergency meetings are met (as detailed in the New Mexico Open Meetings Act).

### **C. Quorum**

A quorum shall consist of a simple majority of Council members in office. If there is an even number of Council members, then a quorum shall consist of one-half or more of the currently serving members in office. When a quorum is present, any action may be taken by a majority vote of those members present, except the removal of Council members or officers. Such removal requires a majority vote (half or more) of all current Council members.

#### **D. Council Agendas and Minutes**

The Council President and Head Administrator shall set meeting agendas, in consultation with the Council Secretary. Any suggested agenda items from other sources should be submitted to the Secretary at least seven days prior to the meeting, and may or may not be accepted for the agenda. Meeting agendas shall be posted on the school's website, at least three days prior to a meeting (except emergency mtgs.).

The events of each meeting will be recorded in the form of written minutes. This record will include the date, time, and place of the meeting, members in attendance, a brief description of business considered at the meeting, and a record of all decisions made. The Secretary shall present draft minutes for approval at the next regular Council meeting and they will be kept on file pursuant to state record retention requirements.

#### **E. Open Meetings Act**

All meetings/actions of the Council shall comply with the requirements set forth in the New Mexico Open Meetings Act (NMSA 1978 §10-15-1). On an annual basis, the Council shall review and approve an OMA Resolution, which confirms that Explore Academy will comply with the OMA and establishes the schedule for regular meetings of the Council for the school year.

#### **F. Parliamentary Procedure**

Roberts' Rules of Order, newly revised, will govern the procedural operation of the Council and its committees, except when in conflict with applicable laws or regulations (which then prevail). The meeting Chair shall have the ability to generally apply these rules and to use discretion for flexibility, as the need arises.

#### **G. Freedom-to-Act / Indemnity**

To the extent permitted under existing law, Explore Academy shall defend, indemnify and hold harmless present and past members of the Council, support staff and volunteers, for actions taken on behalf of Explore Academy. These protections are available for all actions taken in good-faith while serving in those roles, provided they have acted within the reasonable scope of their positions or office and that their

decisions/actions are generally in-accordance with those that would be made in similar circumstances, by a reasonable person.

## **ARTICLE XI - CONFLICT OF INTEREST**

### **A. General Principles**

It is the responsibility of all Council members to conduct themselves in accordance with the highest standards of integrity, honesty, and fair dealing to preclude any appearance of a conflict between the interests of Explore Academy and the personal interests of the members. Likewise, it is the responsibility of the Council and the Head Administrator, to ensure that the school conducts all its business and operations impartially in accordance with all laws. All decisions and transactions shall be made with the best interests of Explore Academy as the foremost consideration.

The Council also recognizes that the ultimate success of Explore Academy depends upon the active participation, cooperation and collaboration of all stakeholders. Sometimes, the best interests of Explore Academy may involve the creation of relationships that might create an appearance of impropriety or potential for abuse of position, if not carefully evaluated by disinterested parties.

### **B. Conflict-of-Interest Disclosure**

A conflict of interest occurs whenever a Council member permits the prospect of direct or indirect personal gain (or gain to a relative or related party) to influence judgment or actions regarding school business. Members should immediately disclose any conflict-of-interest. Each Council member shall complete an “Annual Disclosure Statement,” in which any known conflict-of-interest is disclosed.

### **C. Application of Conflict-of-Interest Policy**

Members of the Council shall not knowingly engage in any activities or transactions, which are in material conflict with their duties and obligations to Explore Academy. In addition, Council members shall not conduct private business in a manner which places them at a special advantage because of their position with Explore Academy.

The Council and staff of Explore Academy shall follow the laws of New Mexico, the New Mexico Procurement Act and the New Mexico Governmental Conduct Act, as well as the policies and procedures of the Explore Academy Charter School.

#### **D. Related Party**

For purposes of these Bylaws, a "Related Party" is an individual, business enterprise, nonprofit organization or other entity with respect to which such Council member, or a relative of such a Council member (i) has a direct or indirect financial interest; (ii) is an officer or director; or (iii) is otherwise in a position to control the management or decision-making of such entity.

#### **E. Deliberations and Voting on Conflict Issues**

In order to avoid conflicts of interest and the appearance of impropriety, Council members shall not participate in portions of a meeting, deliberation, or vote of the Council relating to (i) discipline of the Council member; (ii) contracting or employment decisions affecting any related party to the Council member; or (iii) the Council's consideration of any transaction affecting the member or related party.

### **ARTICLE XII - MISCELLANEOUS**

#### **A. Undue influence**

A Council member shall not use his or her position at Explore Academy to attempt to influence the decision of any Explore Academy employee to grant special treatment to (a) the child or ward of the member, (b) any relative of the member, or (c) any "Related Party" as defined in Article XI. Every Council member and every Explore Academy employee who is a parent or ward of a Explore Academy student should inform their child that they are required to follow all rules, policies and procedures applicable to Explore Academy students and that they are not entitled to special treatment by virtue of the relationship with a Council member or employee.

#### **B. Commitment to Collaboration**

All Council members shall work collaboratively with each other, with the sole goal of achieving Explore Academy's educational mission. The Council has been constituted so as to include a broad spectrum of experience and perspectives, and every Council member shall be afforded the opportunity to express his or her opinion, in a professional manner. Council members should refrain from non-constructive or personality-based comments that do not advance Explore Academy's mission.

### **C. Confidentiality**

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

### **D. Amendments to the By-Laws**

These Governing Council Bylaws may be amended by a majority vote of the Governing Council, as defined in Article X, Section C.

---THE END---