

**PUBLIC
EDUCATION
COMMISSION**

Governing Body By-Laws Amendment Form

The Charter Contract was entered into by and between the New Mexico Public Education Commission and [LA TIERRA MONTESSORI CHARTER SCHOOL], hereafter "The School", effective [6] of [AUGUST], [2018]. The school was approved for a [5 YEAR TERM] Charter Contract.

The School requests the Public Education Commission approve the changes to the Governing Body By-Laws as follows:

EFFECTIVE DATE OF CHANGE:

December 14, 2020

DESCRIPTION OF CHANGES:

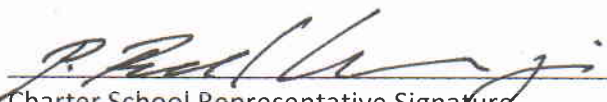
Summary of substantive changes:

In brief, the more substantive amendments include: 1) changing the number of Board members from (6) to (5 to 9 members) so that we can expand our Board and more fully meet the organizational obligations; 2) state that dates of annual elections will be specified in our Annual Resolution; 3) Inclusion of details for Emergency Meetings Expands and 4) the Audit Committee language; 5) changes the Governing Council Code of Ethics to mirror the NM School Board Assn. recommendations.

Submit this form and all supporting documents to charter.schools@state.nm.us

The School's Governing Body By-Laws Amendment is hereby submitted by [Amy Larsen] on [JAN 17 2021], and affirms the school meets the following eligibility criteria:

- ☒ Amendment must be submitted to the PEC within 30 days of the change being communicated or implemented; and
- ☐ The school's governing board is in compliance with all reporting requirements.



Charter School Representative Signature
P. Reed Larsen, Jr. ETMAS GC Secretary
The School's Governing Body By-Laws Amendment was:

1/17/2021

Date

☐ Approved ☐ Denied

Chair, Public Education Commission

Date



La Tierra Montessori School of the Arts and Sciences

MISSION STATEMENT

La Tierra Montessori School of the Arts and Sciences will provide students and their families in the Española region the opportunity to improve educational outcomes utilizing an integrated approach that includes Montessori, the Arts and the Sciences.

Governing Council MINUTES

LTMAS GOVERNING COUNCIL MEETING:

Monday, December 14, 2020 at 5:30 p.m.

Remote Meeting via Zoom. The public may connect by phone or computer/internet:

Join Zoom Meeting

<https://us02web.zoom.us/j/85435159505?pwd=U0FLcWc0V1dsczRtMWZQYzc1ZHhzQT09>

Meeting ID: 854 3515 9505

Passcode: 465180

Join by phone:

+1 346 248 7799 US (Houston)

+1 669 900 6833 US (San Jose)

+1 253 215 8782 US (Tacoma)

***This meeting will be recorded and the recording will be maintained on file.*

* **Action Item(s)**

- I. Call meeting to order. The meeting was called to order at 5:33pm
- II. Roll Call: Governing Council members present at the meeting included Willie Williams, Reed Larsen, Lynne McLean, Brenda Atencio, Amy Larsen, and Tara Voit joined the meeting at the end of the Head Learner Report. LTMAS staff included Administrator Angela Feathers, Business Manager Corinne Teller, Office Mgr./CPO Maitai Garcia. Nancy Brooks of ARC presented, Herb McLean of the FMP Committee, and Peggy Ulibarri were present for the meeting as well.
- III. Vote on approval of Today's Agenda. (ACTION*) Lynne McLean made a motion to approve the agenda, Reed Larsen seconded the motion and the agenda was approved unanimously 5-0.
- IV. Consent Agenda Items. Vote on the following items (ACTION)*: Willie Williams made a motion to approve the Consent Agenda, Lynne McLean seconded the motion and items on the Consent Agenda were approved unanimously 6-0.
 - a. Governing Council Meeting Minutes November 16, 2020*
 - b. November 2020 Finance Reports*
 - c. BAR: 24101-0012-I*:
- V. Facility Master Plan Final Draft Presentation (**30 mins**). Nancy Brooks, architect for ARC presented to the Governing Council the Final Draft Facility Master Plan, which was made available to download and review prior to the meeting. The vote to possibly approve the Plan will be scheduled for the January 2021 meeting. GC members were encouraged to

submit questions or comments prior to Jan 4; the FMP Committee and the school needs to work on a draft Preventative Maintenance Plan to include as an appendix to the FMP, and the FMP Committee needs to meet with the Tsay Corp (the school's landlord) to review the Plan. Members of the Tsay Corp. were invited to attend the presentation, but did not join.

VI. Reports

- a. **Head Learner Report (10 minutes)** A copy of the Head Learner's report is included in the Governing Council binder at the school and available for review.
- b. **Business Finance Report (5 minutes):** Corinne Teller reported that the cash carryover of the school is estimated at \$97K. Ms. Teller mentioned that the school is still working on a 3-6 year budget projection, hoping to finalize that soon so the information can be shared with the Governing Council and the Development Committee and so that future funding needs and grants can be identified.

VII. Public Comment – (Each guest has 2 minutes) Please state your name and announce that you wish to make a comment. There were no public comments.

VIII. Parent, Teacher Association Report (PTA) (5 minutes) There was no PTA report.

I. Unfinished Business (20 minutes)

- a. Board Training. Required PED training hours completed as of 12/10/20

Board Member Name	Position	Term Start	Department Assigned Course Code	Fiscal Requirements Hours (3)	Academic Data Hours (2)	Open Gov.; Org. Perform. Hours (1)	Ethics/Responsibilities (1)	Equity (1)	School Specific Onboarding (3)	Total Hours
Amy Larsen	Chair	10/24/17	BCFY216; TG-FY20;	3	1	3	3	1		11
Willie Williams	Vice Chair	9/30/19	TG-FY20; ECLRFY21	1		2	2	1		6
P. Reed Larsen, Jr.	Secretary	9/30/19	BCFY215; TG-FY20	3		3	3			9
Lynette McLean		11/4/2019	BCFY216; TG-FY20;	3	3	3	3	1		13
Brenda Atencio		9/14/2020	INTRO21	2	1	2	1	1		7
Alberto Mares		9/28/2020								0
Tara Voit		9/28/2020	INTRO21	2	1	2	1	1		7

- b. Set January Meeting date. The date for the next Governing Council meeting is set for January 25 at 5:30pm.
- c. Discussion and possible ACTION* on how long to extend Remote Learning. In the November 2020 meeting, the GC extended remote learning until 1/11/21. The GC had a lengthy discussion about the learning plan for the remainder of the school year. It is important to note that the school is unable to open until Rio Arriba County infection rates are below 5% and in level 'green'; Ms. Atencio reported that the Santa Fe Indian School board is extending remote learning through March 2021, and Ms. Feathers informed the GC that the PED ordered that all currently remote schools are unable to open to hybrid learning prior to 1/18/21. Additionally, Ms. Feathers reported that 20% of students at the school have immediate or close family that are COVID positive and that the school is on a 'PED Watch List'. GC members expressed the importance of families needing some certainty around the plan for remote or hybrid learning, rather than the GC revisiting the decision every other month.
 - Motion: La Tierra Montessori Charter School will extend remote learning through the end of the 2021 school year, and will follow the guidance of the NM Governor's Office and the NM Public Education Department. Willie Williams made a motion to approve remote learning plan stated above, Tara Voit seconded the motion and the motion was approved unanimously 6-0.

- d. Discussion and possible ACTION* on changes to Bylaws. It was noted on the previous November 2020 GC meeting a suggestion to amend the Bylaws by removing the specified date of October for the Annual Meeting (when officers are elected) and instead including the Annual Meeting date of July in the Annual Resolution. This amendment requires a vote to change both the Bylaws and the Annual Resolution. Willie Williams made a motion to approve amendment of the Bylaws and the Annual Resolution, Tara Voit seconded the motion and the motion was approved unanimously 6-0.
- e. Discussion and possible ACTION* on changes to the Annual Resolution. See above ACTION.

IX. New Business (60 minutes)

- a. Discussion and possible ACTION* on new Governing Council Member designation. Isaac Casados submitted his Letter of Interest to the Governing Council, for members' consideration to delegate him to the La Tierra GC. Mr. Casados described his background, experience and personal philosophy on education. Lynne McLean made a motion to approve Mr. Casados' designation to the GC; Tara Voit seconded the motion and his designation was approved unanimously 6-0.
- b. Set date for Board Retreat (Jan 30 & Feb 6 are possible options). The Strategic Planning Cmte. will meet with Tony Gerlicz to draft a preliminary Board Retreat agenda and Amy Larsen will reach out to the GC to schedule the Retreat in January and possibly February.
- c. Committee Reports (please submit written reports to include as a record for the minutes): Due to the length of the meeting, Committee Reports are tabled until a later date.
 - 1. Academic Cmte.
 - 2. Administrator Evaluation
 - 3. Development Cmte.
 - 4. Equity and Diversity Council Steering Cmte.
 - 5. Facilities Cmte.
 - 6. Governance Cmte.
 - 7. Reentry/COVID Readiness Cmte
 - 8. Strategic Planning/Board Retreat Cmte.
- d. Staff holiday celebration. Willie Williams confirmed our GC/Staff holiday celebration via Zoom is set for Friday 12/18/20 at 6pm.

X. Adjourn (ACTION)* At 8:40pm Isaac Casados made a motion to adjourn the meeting, Willie Williams seconded the motion, and the motion passed unanimously 7-0.

La Tierra Montessori School of the Arts and Sciences

Governing Council Amended Bylaws

Section 1

Name, Location, and Fiscal Year

Section 1.1 Name

The name of the organization is La Tierra Montessori School of the Arts and Sciences (hereinafter referred to as “**LTMAS La-Tierra**” or “the School”).

Section 1.2 Location

The educational facilities of ~~La-Tierra~~ **La Tierra Montessori Charter School of the Arts and Sciences (LTMAS)** shall be located in such approved facilities as the Governing Council shall determine and may be located in facilities of the Española School District.

Section 1.3 Fiscal Year

The fiscal year of La Tierra Montessori School of the Arts and Sciences shall coincide with the fiscal year of the PED Charter School Division.

Section 2

Purpose

In addition to the specific and general purposes of the organization described herein, the purposes of La Tierra Montessori **School of the Arts and Sciences** Governing Council shall include, without limitation, entering into a charter contract or renewal of that contract with the Public Education Commission (PEC), operating a school, fundraising, and doing all things necessary to accomplish any or all of the following: The Governing Council shall govern the School in accordance with the terms of its Charter Contract, in compliance with the New Mexico Charter Schools Act, NMSA 1978 22-8B-1 et seq. as amended from time to time. The Governing Council shall ensure that the School operates in accordance with all applicable laws and regulations, complies with the Open Meetings Act (NMSA 1978 10-15-1 et seq.) and meets its commitments to its authorizer as reflected in its charter.

Section 3

Governing Council

Section 3.1 General Powers and Duties

The Governing Council (or the “Council” shall manage the property, business and affairs of La Tierra Montessori School of the Arts and Sciences. The Council may exercise such powers of the School as are provided by law or by the NM Public Education Commission, the New Mexico Public Education Department (“PED”) Charter School Division (“CSD”), the Charter Contract or these Bylaws. The Governing Council shall have the following powers and duties:

1. Develop educational and operational policies;
2. Adopt rules and policies pertaining to the administration of the Governing Council and the School;
3. Complete and adopt changes to the Charter required by the PEC and/or the NM PED Charter School Division;
4. Employ, supervise and annually evaluate the Administrator ~~(or the “Head Administrator”)~~ of the School, and delegate administrative and supervisory functions of the day-to-day operations of the school to the Administrator. **The Administrator will be directly accountable to the Governing Council;**
5. Review, approve, and monitor the implementation of the annual budget, of anticipated income, and expenditures; vote on Budget Adjustment Requests (BARs), and direct preparation of the annual financial audit;
6. Acquire, lease, and dispose of property, both real and personal to the extent permissible by laws applicable to public schools;
7. Initiate lawsuits or take all necessary steps to protect the School's interests;
8. Authorize the repair and maintenance of all property belonging to the School, or for which the School is contractually responsible to maintain and repair;
9. Enter into contracts consistent with the School's approved budget for any service or activity that is required for the School to carry out the educational program described in its charter and in accordance with the New Mexico Charter School Act as amended;
10. Accept or reject any charitable gift, grant, devise or bequest;
11. Approve amendments to the charter prior to the authorizer for approval;
12. Make application to the authorizer of the Public School Capital Outlay Council for capital outlay funds;
13. Amend the Bylaws of the Governing Council from time to time consistent with the mission of the School;
- ~~13-14.~~ **Hire, discharge, and annually evaluate the Administrator. The Administrator will be directly accountable to the Governing Council. The day-to-day operation of the School will be the responsibility of the Administrator.**
- ~~14-15.~~ Delegate to the Administrator the authority to implement the approved Charter and the School's policies and procedures, facilities plans, budget and such other directives and policies adopted by the Governing Council. *The Governing Council shall not be involved in the day-to-day operations of the School;*
- ~~15-16.~~ The Governing Council will have primary responsibility for the development and review of all major policies; **resolve grievances** ~~problem-resolution~~ which have ~~escalated~~ to the Governing Council according to policies, procedures and appropriate protocol; and review recommendations submitted by the Administrator and other Governing Council consultants and advisors;
- ~~16-17.~~ Promote a cooperative relationship with the authorizer, the PEC, to function in accordance with the New Mexico Charter School Act and resolve any dispute; which may arise between the Governing Council and its authorizer;
- ~~17-18.~~ Review and approve amendments to the Charter;
- ~~18-19.~~ Develop and review strategic plans and progress toward prioritized actions;
20. Assess compliance and progress in achieving educational outcomes and assess program evaluation plan;
- 21. Schedule monthly meetings at a time and place to be set by the Council and in accordance with the Open Meetings Act, , NMSA1978 §§10-15-1, et seq.;**
- ~~19-22.~~ **Establish standing and ad-hoc committees. Standing committees will be established in accordance with the Bylaws; the creation of ad-hoc committees will be at the pleasure of the Council depending on its perceived needs. The Council may assign duties and responsibilities to appropriate committees as it may deem necessary**
- ~~20-23.~~ Reserve any other powers and duties as included in the Charter that are not inconsistent with federal or state laws or constitutions, or as otherwise set forth in the Charter Schools Act,

NMSA 1978 22-8B-1, et seq. and the New Mexico Public Schools Code, Chapter 22 of the New Mexico Statutes.

- ~~21.24. Establish standing and ad hoc committees. Standing committees will be established in accordance with the Bylaws; the creation of ad hoc committees will be at the pleasure of the Council depending on its perceived needs. The Council may assign duties and responsibilities to appropriate committees as it may deem necessary.~~
- ~~22.25. Hire and annually evaluate the Administrator. The Administrator will be directly accountable to the Council. The day to day operation of the School will be the responsibility of the Administrator.~~

Section 3.2 Number, Composition, and Term

The Governing Council shall be comprised of ~~six (6) voting members~~ no less than 5 and no greater than 9 voting members. State law and these Bylaws prevent the Governing Council from contracting with or hiring any person, who is related to a Council member. Therefore, individuals who have immediate family members that are school employees are ineligible to serve on the Governing Council. Immediate family members are defined as: spouse, 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.

If a Council member ceases to be eligible to serve on the Council, such Council member shall resign his or her seat no later than five days after ceasing to be eligible to serve on the Council; in the event that he/she does not resign, the remaining members shall remove him/her from the Council by a majority vote of the Council.

The Administrator will serve as a liaison to the Governing Council and shall submit ~~make~~ regular written reports to the Governing Council.

The term for all newly appointed members, whether filling a Council vacancy or appointed as an additional member, officially begins with the ~~October~~ Governing Council ~~Annual~~ Meeting, the date of which is determined in the Annual Resolution. All newly elected members will serve terms of two (2) years. Council members may run for subsequent terms. Council members who run for subsequent terms must adhere to the same process as a new applicant by submitting a written letter of interest to the council no later than one week before the next regularly scheduled Governing Council meeting at which time the candidate will be reviewed and voted on by the Governing Council. An updated job description will be signed at the beginning of the new term.

Section 3.3 Vacancies and Additional Members

Governing Council vacancies caused by the resignation or removal of a Council member will be filled in a timely manner by selection and approval by the Governing Council based on a majority vote of the Council quorum. In lieu of replacing a member, if the governing body still has at least five active members, the governing body may vote at a properly noticed meeting that it will not replace that member and that no additional members will be added until after the end of the school year. Prospective candidates shall submit a resume and a written letter of interest to the council no later than one week before the next regularly scheduled Governing Council meeting at which time the candidate will be reviewed and voted on by the Governing Council. The appointed candidate shall fulfill the remainder of the term vacated by a previous council member who resigned or was removed.

The process of adding additional members to the Governing Council (limited to 9 members total) will follow the same process as with Vacancies. Prospective candidates shall submit a resume and a written letter of interest to the council no later than one week before the next regularly scheduled Governing Council meeting at which time the candidate(s) will be reviewed and voted on by the Governing Council.

Whether filling vacancies or adding new members, the Governing Council will strive to recruit community members with a variety of experience, skills, and expertise needed to effectively govern the School La Tierra.

In accordance with Section 8.10(b) of the charter contract LTMAS La Tierra is required to notify their authorizer within 30 (thirty) days of a member's resignation or designation of a new member and sign the appropriate forms to ensure that the governing body continues to qualify as a board of finance.

The contract further requires the school to fill any vacancy on its governing body no later than 45 days from the vacancy or seek an extension for such appointment from the Authorizer in writing.

Within 30 days of the appointment of a new governing body member, the governing body or its authorized representatives shall provide notice to CSD on the “Change of Governing Body Membership Form” available in the PEC's document library.

Whether filling vacancies or adding new members, the Governing Council will strive to recruit community members with a variety of experience, skills, and expertise needed to effectively govern the School.

In accordance with Section 8.10(b) of the charter contract LTMA is required to notify their authorizer within thirty (30) days of a member's resignation or designation of a new member and sign the appropriate forms to ensure that the governing body continues to qualify as a board of finance.

The contract further requires the school to fill any vacancy on its governing body no later than forty-five (45) days from the vacancy or seek an extension for such appointment from the Authorizer in writing.

Within thirty (30) days of the appointment of a new governing body member, the governing body or its authorized representative shall provide notice to Charter Schools Division (CSD) on the “Change of Governing Body Membership Form” available in the Public Education Commission's (PEC) document library

The “Change of Governing Body Membership Form” shall be accompanied by:

- i. An updated “STATEMENT OF GOVERNING BODY TO CONSULT WITH PED” signed by all current governing body members, and
- ii. An “AFFIDAVIT OF GOVERNING BODY MEMBER” signed by the new governing body member and verified by a notary public.

At the next PEC meeting after receipt of a “Change of Governing Body Membership Form”, CSD will notify the PEC of the change in governing body membership on the “Ongoing Actions and Monitoring” document provided each month.

If a vacancy cannot be filled within 45 days of receiving notice of a governing body member's resignation or removing a governing body member, the school shall request in writing to charter.schools@state.nm.us an extension of exactly 30 days from the end of the original 45 day period to fill the vacancy. The request must be received from CSD prior to the expiration of the original 45 day period to fill the vacancy.

CSD shall grant the extension in writing, identifying the date on which the extension ends, and notify the school that if the vacancy is not filled within the time granted as an extension the school will be added to the schools of concern agenda item for consideration of the PEC and potential corrective action.

Section 3.4 Attendance

Attendance at regular meetings of the Governing Council is mandatory. If a Council Member must miss a regular meeting or leave a meeting early due to extenuating circumstances, the Council Member must give the Chair twenty-four hours advance notice, if possible. Failure to follow this procedure is grounds for removal from the Council. Missing three (3) regular meetings in a row may result in immediate removal from the Governing Council. The Chair will notify a Council Member who misses two consecutive meetings, in writing, that they are at risk of immediate removal.

Attendance at regular Council meetings is mandatory for the Administrator unless illness or other special extenuating circumstances prevent attendance in which case he/she must still provide a written Administrator report. The Administrator must send an authorized school representative in this case to field questions and or concerns that may arise. The representative must then report to the Administrator.

Section 3.5 Compensation

Council Members shall receive no compensation for their services; however, they may be compensated for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.

Section 3.6 Resignations

Any Council Member may resign at any time by giving written notice to the Chair or Secretary. Such resignations shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Within 30 days of receiving notice of a governing body member's resignation or removing a governing body member, the governing body or its authorized representative shall provide notice to CSD on the “Change of Governing Body Membership Form” available in the PEC's document library.

The “Change of Governing Body Membership Form” shall be accompanied by:

- i. The governing body minutes showing the vote to remove the member, or
- ii. The resigning member's signed and dated written resignation.

At the next PEC meeting after receipt of a "Change of Governing Body Membership Form", CSD will notify the PEC of the resignation or removal of a governing body member on the "Ongoing Actions and Monitoring" document provided each month. Notice will remain on the document until the vacancy has been filled.

If a vacancy is not filled within 45 days of receiving notice of a governing body member's resignation or removing a governing body member, and the school has not been granted an extension to fill the vacancy, or if the vacancy is not filled within the time granted as an extension the school will be added to the schools of concern agenda item for consideration of the PEC and potential corrective action.

Section 3.7 Removal of a Council Member

A member may be removed for cause by a majority vote of the entire ~~La-Tierra~~LTMAS Governing Council. Cause for removal can be violations of the Code of Ethics found in Section 14 of the Governing Council Bylaws or failing to adhere to the list of responsibilities and commitments expected from Council members (see Appendix A). A member may be removed for unprofessional or disrespectful conduct during Council meetings or official school functions, or while dealing with the school Administrator, ~~Faculty members~~ staff, parents or community members.

Section 3.8 Recall

Any single Council Member may be recalled. A Petition signed by parents or guardians of students enrolled at the school must be presented to the Council during a special meeting called for such purpose. The Petition must contain signatures totaling at least thirty-three percent (33%) of the number of enrolled students as of the date of the Petition. One parent/guardian per family may sign the Petition for each of their enrolled children.

The Governing Council upon receiving the Petition and verifying its authenticity and hearing the Petitioner's complaints, will schedule a special Council Meeting during which the recalled member may be removed at the discretion of the Council. The removal process in Section 3.7 of the Bylaws will be followed.

Section 3.9 Rules of Order

The ~~Chair~~Governing Council President, or in the absence of the ~~President Chair~~, the Vice President ~~Co-Chair~~, shall serve as chairperson at all meetings of the Council. The conduct of the meetings shall be in accordance with established parliamentary procedure. Except as otherwise specified by laws or by Council policies pertaining to its own operating procedures, the Council shall be governed by the rules prescribed in most recent Robert's Rules of Order. All Council meetings shall be held in accordance with the New Mexico Open Meetings Act. Executive or closed sessions will be held, as needed, at the end of regular meetings, unless the Council needs to be briefed by an expert about the issue in hand.

Section 3.10 Conflicts of Interest

Council members shall not be a party to any transaction to sell materials or services, or to work under contract to the school.

Any Council Member, officer, employee or committee member having an interest in a contract or other transaction presented to the Council or a committee thereof for authorization, approval or ratification shall make a prompt, full and frank disclosure of his/her interest to the Council or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might

reasonably be construed to be adverse to the School's interest. Such transactions presented to a Council committee will not be acted upon without Governing Council approval.

The Governing Council shall thereupon determine whether a conflict of interest exists or can reasonably be construed to exist. If a conflict is determined to exist, such person shall not vote on, nor use his/her personal influence on or participate in the discussion or deliberations with respect to such contract or transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation.

A person shall be deemed to have a "conflict of interest" in a contract or other transaction if he/she has, directly or indirectly, a significant financial or personal interest in the contract or transaction with the School. Any contract or transaction entered into in violation of this Section or NMSA 1978 or failure to make the disclosure required by the Section, shall be cause for removal or termination.

Section 3.11 Council Member Obligations

Each newly approved member to the Council will sign the Intent to Serve, see Appendix A.

Section 3.12 Authority

Council members only have governing authority during official council meetings or while on authorized School business. In order for a Council member (other than the Council ~~Chair~~President) to speak or act on behalf of the Council, that member must have been given that authority by a formal Council vote and recorded in the Council minutes.

The Governing Council shall not be bound in any way by any action or statement on the part of any individual Governing Council member except when such a statement or action is in pursuance of specific instructions from the Governing Council as a whole. Any such exception shall be recorded as an action item of the Governing Council and recorded in the minutes.

Section 4

Election of Council Members

Section 4.1 Time and Manner – Annual Meeting

New members of the Governing Council as well as those currently-serving council members whose ~~two-year~~ term has elapsed but who want to serve a subsequent term shall be up for election upon the completion of their term annually during the regularly scheduled ~~October~~ Governing Council ~~Annual Meeting meeting~~. If the Council appoints a new member to the Governing Council any time during the year before the ~~Annual Meeting, October~~ Council meeting, the new Council member's ~~two-year~~ term will officially began ~~at the subsequent Annual Meeting in October~~.

The date of the Annual Meeting is determined by the Annual Resolution. Elections for officers and committee members are held during the Annual Meeting and members will serve appointments until the next Annual Meeting.

Section 4.2 Election Procedures

The membership of the Governing Council is self-sustaining. Therefore current Governing Council members select and approve new members when vacancies occur.

Section 5

Meetings of the Governing Council

All meetings of the Governing Council shall be held in accordance with the New Mexico Open Meetings Act, NMSA1978 §§10-15-1, et seq.

Section 5.1 Regular Meetings

The Governing Council shall meet at least once a month at a time and place to be set by the Council and in accordance with the Open Meetings Act. The Governing Council shall pass a resolution annually describing what notice of a public meeting is reasonable when applied to the Governing Council. The resolution shall describe appropriate notice and methods for posting agendas for regular, special and emergency meetings of the Governing Council.

Section 5.2 Special Meetings

Special meetings of the Council may be called by the ~~President Chair~~ or by any two Council Members. Notice of any special meeting shall be given to each Council Member ~~and publicly posted by the School by the person(s)~~ calling such meeting not less than 72 hours prior to such meeting in accordance with the Open Meetings Act and the Council's ~~Annual notice Resolution~~.

Section 5.3 Emergency Meeting

Emergency meetings will be called only under unforeseen circumstances that demand action to protect the health, safety and property of the school or to protect the school from substantial financial loss.

Section 5.3 Quorum

A majority of the voting members of the Council shall constitute a quorum for the transaction of business at any Meeting.

Section 5.4 Manner of Acting

Except as otherwise required by law or by these Bylaws, all actions taken by the Governing Council shall require majority vote of the Council Members present and voting.

Section 5.5 Notices

The Governing Council shall give timely notice of meeting in accordance with the New Mexico Open Meetings Act. Reasonable notice of the Governing Council shall include ~~any of the following~~: posting on the ~~La-TierraLTMA~~S website ~~or School's front door~~, broadcast stations licensed by the Federal Communications Commission, or newspapers of general circulation that have provided a written request for such notice. Notice of meetings and the availability of meeting agendas shall be consistent with the Governing Council's annual resolution. An agenda will be made public and contain items of business to be discussed. Public participation will be made available at a specific time in each agenda. Except in cases of emergency the Governing Council shall only act on matters identified on the agenda.

Section 5.6 Agenda

A written agenda for every regular meeting of the Council shall be prepared by the Secretary and approved by the ~~Chair-President~~ and for every special meeting of the Council by the person(s) calling such meeting. Agendas shall be available 72 hours in advance of the meeting. The agenda shall include the time to be allotted to each item and a matter not concluded within the time allotted shall be tabled unless the Council extends the time for discussion. Any matter requested in writing by a Council

Member and delivered to the Secretary and approved by the ~~Chair~~ President 72 hours prior to a regular meeting shall be included in the agenda.

Section 5.7 Public Comment

Members of the public present at any Council meeting shall be invited to comment at public meetings of the Council, and “Public Comment” shall be a standing item on Council agendas. The Council may place reasonable time limits on public comment.

Section 5.8 Attendance via Telephone Conference Call

Except to the extent otherwise provided by law, any meeting of the Governing Council may be attended by Council Members by means of a teleconference device (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 Governing Council who speaks during the meeting. Such attendance shall constitute presence by the Governing Council member as if in person at such meeting and for purposes of determining a quorum. Any action taken by the Governing Council at such meeting shall constitute a valid action of the Governing Council. Attendance via telephone conference call is considered an exceptional allowance, rather than a regular mode of GC participation.

Section 5.9 Minutes

The Governing Council shall keep written minutes of all its meetings. The minutes shall include at minimum the date, time and place of the meeting, the names of members in attendance and those absent, the substance of the proposals considered and a record of any decisions and votes taken that show how each member voted. All minutes are open for public inspection. Draft minutes shall be prepared within ten working days after the meeting and shall be approved, amended or disapproved at the next meeting where a quorum is present. Minutes shall not become official until approved by the Governing Council and signed by the ~~Chair~~President.

Section 6

Officers

Section 6.1 Officers

The officers of the Governing Council shall be ~~Chair, Co-Chair~~ President, Vice-President, and Secretary. The Governing Council, in its discretion, may provide for different categories of officers, including, ~~without limitation and/or Assistant Secretaries~~ Treasurer. The duties of certain officers are set forth herein. If/When an Officer 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 Governing Council or these Bylaws, be performed by the next Officer set forth in the following sequence: ~~Chair, Co-Chair~~ President, Vice-President, Secretary.

Section 6.2 Election and Term

The Governing Council, ~~annually, at its regular October meeting~~ shall elect officers ~~during the Annual Meeting~~. Council members or volunteer for candidacy may nominate candidates. ~~Every Council member should volunteer or be nominated for office at least once during their two year term~~. Officers shall serve until their successors are elected. In the event of a tie vote, a coin will be tossed and ~~heads~~ ~~wins~~.best out of three tosses wins.

Section 6.3 Vacancies

Any vacancy shall be filled by a vote of the Governing Council.

Section 6.4 ~~Chair~~President

The ~~Chair~~President shall be elected from among the members of the Governing Council. The ~~Chair~~President shall preside at all meetings of the Governing Council. The ~~Chair~~President shall execute contracts, except if otherwise required by law or these Bylaws and except and to the extent the execution thereof shall be expressly delegated by the Governing Council to some other officer or agent of the School. All communications addressed to the ~~Chair~~President shall be considered by him/her for appropriate action, which consideration may include consulting with legal counsel, and consideration by the Governing Council.

The ~~Chair~~President shall sign legal documents as required by law and perform such other duties as may be prescribed by the Governing Council. It is the ~~Chair's~~President's responsibility to ensure that Governing Council members uphold their commitments/responsibilities to the school. Respects and engages every member while encouraging open and constructive line of communication. Is approachable, available and responsive including being available for conversations after hours and on weekends when it is necessary.

The President and Administrator serve as the liaison between the Public Education Commission, the Public Education Department, and the School. Both the President and Administrator will foster a collaborative relationship with the school's authorizer and respond to all requests, and communications between the school and state department representatives in a timely manner.

The ~~Chair~~President, in collaboration with the Secretary, is responsible for compiling the topics for business to be placed on the agenda. Any member of the Governing Council may offer items to be heard or discussed at any meeting of the Council.

The ~~Chair~~President will act as a liaison between the Governing Council, the Administrator and the Business Manager. The ~~Chair~~President will participate in regularly scheduled check-ins with the Administrator to discuss strategic issues, monitor progress toward goals, and identify opportunities where the Administrator needs support from the board. The ~~Chair~~President will coordinate all orders and resolutions of the council with the Administrator and Business Manager and will review progress with these individuals at the Governing Council Meetings.

Section 6.5 ~~Co-Chair~~Vice President

The ~~Co-Chair~~Vice President shall have all the powers and perform all the duties of the Chair in the absence or incapacity of the Chair. The Co-Chair shall perform such other duties as from time to time may be assigned by the Chair. ~~If no other person is designated, the Co-Chair shall act as a liaison between the Council and the PEC, will attend all of their public meetings, and will report to them on the progress of the School.~~

Section 6.6 Secretary

The Secretary shall keep and maintain, or cause to be kept and maintained, accurate minutes of all the meetings of the Council. The Secretary shall attend the meetings of the Council and shall act as clerk thereof and record minutes in one or more books to be kept for that purpose. The Secretary shall see that all notices are duly given in accord with the provisions of these Bylaws or as required by law and shall perform such other duties as may be assigned by the Chair or the Council. In the absence of the Secretary, the Chair may direct that any other member of the Council perform the Secretary's duties.

The Secretary shall keep and maintain or cause to be kept and maintained, a comprehensive file of all

Council Documents in hard copy for public inspection and use by the Council. The Secretary shall be responsible for ensuring that Council members receive all relevant documents and materials for review prior to regularly scheduled meetings. The Secretary shall ensure that Council members receive hard copies of Agendas and other documents deemed necessary for review at regularly scheduled Council meetings. The Secretary shall serve as the point person to coordinate email correspondence with Council members and perform day to day correspondence with the School authorizer and other entities on behalf of the Governing Council.

Section 6.7 Resignation and Removal

Any Officer may resign at any time by giving written notice to the Chair or Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective.

An officer can be asked to step down by a simple majority vote of the remaining members of the Council if in the eyes of the Council the officer is inadequately performing his/her duties or overstepping the authority of office. The officer is not thereby removed from the Governing Council.

An officer who misses three (3) consecutive regular meetings of the Governing Council may be removed by a majority vote of the Governing Council Members.

Section 6.8 Directors and Officers Insurance

The Governing Council may secure officers and directors insurance in excess of the coverage provided by the NM Public School Insurance Authority upon appropriate approval of the Governing Council and if provided for in the charter school's approved budget.

Section 7

Committees

Section 7.1 Designation and Authority

The Governing Council may from time to time create one or more standing or ad hoc committees to serve at the pleasure of the Council, including an executive committee which, to the extent provided by the Council and permitted by law, shall have all the authority of the Council. Each committee shall assist the Council in the discharge of its duties to the extent delegated by the Council.

Section 7.2 Membership

The composition of committees shall be broadly representative and shall take into consideration the specific tasks assigned to the committee. Members will be selected by the Council from among volunteers who are teachers currently employed by the School, other employees of the School, community members or other persons who have expertise in the area of that committee's responsibility. Any number of Council Members constituting less than a quorum of the Council may sit on a committee and the chairperson of such committee, except standing committees designated as such in these Bylaws, shall be a Council Member. All members of the executive committee shall be Council Members. The Governing Council may remove any member of any committee, with or without cause.

Section 7.3 Instruction and Responsibility

Each committee shall be clearly instructed, via Council Resolution, as to the length of time each member is to serve, the service the Council wishes the committee to render, the extent and limitations of responsibility, the resources the Council will provide, and the approximate dates on which the Council wishes to receive major reports. Recommendations of advisory committees shall be based on

research and fact.

Section 7.4 Powers and Prerogatives

The Governing Council possesses certain legal powers and prerogatives which cannot be delegated or surrendered to others. Therefore, all recommendations of a committee must be submitted to the Council for action, either directly or by special designation to the Chair. The Council shall have the power to dissolve any committee at any time.

Section 7.5 Committee Meetings

Committee meetings shall comply with the Open Meetings Act if the purpose of such meeting is to set policy or conduct Council business affecting the School. **Membership of any Governing Council Committee shall be less than quorum.**

Section 8

Standing Committees

Section 8.1 Finance Committee

At a minimum, the Finance Committee shall consist of two Governing Council members. The Finance Committee is established as a standing committee to work with the Administrator and Business Manager to develop and recommend to the Governing Council a proposed budget for the next school year and to monitor and report on the current budget throughout the year. **The Finance Committee** regularly reviews financial statements to monitor progress across the year and suggest adjustments as required. Identify short and long-term financial challenges before they become urgent issues. Ensures appropriate financial policies and procedures are in place and being followed. . A Council Member shall be the chairperson of the Finance Committee.

Section 8.2 Audit Committee

~~Meets with the auditor during the audit review process.~~ The Audit Committee is established as a standing committee to serve the School in its audit process. The Committee shall evaluate the proposal for and recommend selection of the auditor; attend the entrance and exit audit conferences; meet with independent auditors monthly until the audit is complete; track progress of and report audit findings; and maintain confidentiality of audit and financial information. The Audit Committee shall consist of the following separate individuals: a minimum of two Governing Council members; one volunteer who is a parent of a currently enrolled student; and one volunteer who has experience in finance or accounting. The Administrator and the Business Finance Manager shall serve as ex-officio members.

Section 9

Ad Hoc Committees

Ad Hoc committees will be formed by the Governing Council as needed and may include Strategic Planning, Facilities, Personnel, Policies, Safety, Academic, and Sustainability committees. A Governing Council must chair each committee.

Section 10

The Administrator

Section 10.1 Administrator Responsibilities

~~The Administrator shall serve as Administrator for the day-to-day operation of the School, as well as the School's personnel administrator, and shall perform such other services and duties as shall be assigned directly by the Governing Council. The Administrator shall serve as the philosophical and instructional leader, promoting the mission of the School in all respects. The Administrator may also serve as a supplementary teacher.~~ The Administrator shall serve as executive and instructional leader of the school, promoting the mission of the School in all respects. The Administrator shall manage the daily operations, supervise personnel and may also serve as a supplementary teacher.

The Administrator shall hire, evaluate and ~~discharge~~ ~~dismiss~~—school employees. All responsibilities of risk management shall be vested in the Administrator. Preparation of annual reports and enforcement of all terms and conditions of the Charter Contract are duties of the Administrator.

The Administrator will be hired and supervised by the Governing Council and may be removed by the Governing Council. ~~The Administrator shall provide monthly written reports to the Governing Council at each regular meeting.~~

Section 10.2 Setting Strategic Administrative Goals

The GC shall meet annually to review past strategic goals and set future strategic goals. The meeting may be in an informal retreat workshop, if appropriate under the Open Meetings Act, a facilitator can be invited. Funds for such meeting shall be appropriated at the annual public budget meeting.

Section 10.3 Periodic Progress Reports

The Administrator shall generate periodic written progress reports about the progress of the school and its students. It is the privilege of the ~~Chair-President~~ or two or more GC members to request a special written progress report.

~~Section 10.4 Periodic Evaluation~~

~~Every other month an executive session shall be held to informally evaluate the performance of the administrator. A formal evaluation shall be conducted annually, in accordance with PED regulations and New Mexico law, per Section 10-5 below.~~

Section 10.45 Annual Evaluation

~~The GC shall formally evaluate the administrator annually using the forms prescribed by the PED, and as supplemented by the Council, based on the Administrator's duties and job description. A formal written evaluation shall be generated and placed in the Administrator's personnel file. The Secretary and one other member shall collect confidential surveys from staff, teachers, students, parents and GC members about the administrator's performance. A report shall be generated based on surveys and presented to the Administrator in an executive session.~~

~~The Governing Council shall formally evaluate the Administrator and submit an annual evaluation report to PED, in accordance with PED regulations and New Mexico law, per Section 10-5. The evaluation shall be based on, but not limited to, the Administrator job description, with clearly defined goals communicated to the Administrator prior to the end of year final report.~~

Section 11

Business Manager

The Business Manager shall serve as chief financial administrator for the fiscal management of the School. The Business Manager shall follow the Internal Control Procedures in the fiscal management of the school, and shall operate the Fiscal Management System. The Business Manager shall maintain and upgrade the Fiscal Management System.

The Business Manager shall be the contact person for the PED and shall attend all conferences, workshops and meetings in regards to the School's fiscal matters.

Section 12

Books and Records

The Secretary of the Governing Council shall keep, or cause to be kept, minutes of the proceedings of the Governing Council and committees, and shall keep at the school's principal office a record of the

names and addresses of the Council Members of the Governing Council, members of committees. All records of the School are considered public documents and may be inspected at any reasonable time, pursuant to the New Mexico Inspection of Public Records Act. Student records, personnel records, intent to enroll forms and any other record protected by law from disclosure are excluded from inspection.

Section 13

Code of Ethics

- ~~1. All items discussed during executive session of all meetings shall be kept confidential. There shall be no discussion of items outside the executive session with non-GC members, or members not present during the session.~~
- ~~2. A GC member shall never use their position to create advantages for him/herself or others associated with him/her.~~
 - ~~a. Any violation of the above should be investigated by the Council, a report generated and one of the following actions taken: dismissal of charges, reprimand, and dismissal from the Council.~~
- ~~3. A total separation between being a parent and being a governing council member should apply at all times. In discussions with school personnel, it should be very clear that the relationship is based on parenthood. The authority that exists in the governing council only exists when the council is in session except for the president when he or she is acting in his or her capacity as liaison between the Governing council and the administrator.~~
- ~~4. Governing council meetings shall be conducted with respect for all opinions. Members should respect other members' views and the president of the GC should allow the minority opinions to be heard.~~
- ~~5. Duties specific to officers:~~
 - ~~i) At Council meetings, the Chair (or, in the Chair's absence, the Co-Chair) should act as a facilitator so that all members who wish to speak can be heard.~~
 - ~~ii) When the Chair wishes to speak on an issue, his or her opinion should be viewed in the capacity of one of the GC members.~~
 - ~~iii) The Chair, in consultation with the Administrator, sets the meeting agenda, but should be objective and should not put forward or promote his/her own personal agenda.~~
 - ~~iv) Any GC member may request that an item be placed on the Council agenda.~~
 - ~~v) The GC calendar shall be consulted to insure important business items are included.~~
- ~~6. Items for discussion during the GC meeting must be in accordance with the agenda and subjects pertaining to the agenda. Only discourses that enrich the discussion of the agenda are permitted. Common courtesy and respect for each other should be the tone of all meetings.~~

The members of the La Tierra Montessori School of the Arts and Sciences Governing Council recognize that they hold authority as members of the Governing Council, not as individuals. To make a clear public statement of its philosophy of service to the students of the La Tierra Montessori School of the Arts and Sciences, the Governing Council adopts the following Code of Ethics. GC Members shall:

1. Attend all scheduled board meetings insofar as possible;
2. Recognize that individual members have no legal authority outside the board meetings, and that all decisions of the board will be made at a public meeting where a quorum of the board is present and only after a thorough review of the available information;
3. Work collaboratively with the rest of the board members to promote and preserve the integrity of the board;
4. Avoid speaking on behalf of the board except at those times when the board, by official action authorizes those individuals to do so;
5. Respect the confidentiality of information that is privileged under applicable law;
6. Strive to improve effectiveness as a board member by attending required and recommended board training and becoming better informed on policy, legislation, finance and educational issues;

7. Support the employment of those persons best qualified to serve as school staff. Make every effort to ascertain that all employees are properly remunerated for their services, and that they are dealt with fairly in the performance of their duties;
8. Avoid being placed in a position of conflict of interest and refrain from using the board position for personal or partisan gain;
9. Understand that the board establishes policy by which schools are administered; and that implementation of the education program is delegated to the Administrator and his/her staff;
10. Maintain proper oversight of the school's resources – especially, but not limited to financial resources - and protect the interests and reputation of the school;
11. Serve as an ambassador for the school and model respectful and transparent leadership;
12. Welcome and encourage active participation by citizens for better understanding of their needs and improvement of relations with the public;
13. Remember that the primary board concern must be the fair and equal educational opportunities for all students attending public school.

Reference: NM School Board Association Code of Ethics

7.

Section 14

Policy Adoption, Revision, Suspension or Revision

All GC members must be aware of state requirements regarding all adopted or to be adopted policies. Examples: Employee policies, Special Ed policies, and other policies that must be submitted to the state. It is the Administrator's job to make **Governing Council** members aware of regulations affecting the formation and implementation of school policies.

Policies can be drafted by the Administrator and/or committees sanctioned by the LTMA governing council.

The Policy Committee and the Administrator do the review and revision of policies. If a policy draft is to be reviewed and voted on at a meeting, it should be made available for public review prior to the public meeting and notice of the meeting should include that a discussion of policy is pending.

Repeal of policy can occur upon the recommendation of the Administrator and/or the accountability committee, and vote of the Council.

Suspension of policy can occur if:

1. originating reason for policy no longer exists;
2. another policy supersedes the scope of existing policy; or
3. extenuating circumstances exist.

The final decision on policies must be made by a ~~majority~~ ~~unanimous~~ vote of the governing council.

Section 15

Council Communications

Section 15.1 Communication between Council members

No policy discussions or discussions of School business should be discussed informally amongst Council members outside of a properly-noticed public meeting.

Section 15.2 Communication between council and parents

Governing council members shall restrict discussion on policy, Council business and decisions to **Governing Council** meetings when reviewing decisions. GC members can discuss with parents informally what policies are and how they are arrived at but policy and GC decisions shall be restricted to objective discussions during GC meetings.

Section 15.3 Communication between GC members and the Administrator

For discussions of matters to be put before the **Governing Council**, the ~~Chair-President~~ shall be the liaison between the **Governing Council** and the Administrator. The ~~President Chair~~ can designate someone from the Council to act on his or her behalf. If an issue comes up that requires GC attention, it is the duty of the member to inform the Chair so the Council can be made aware of the issue formally.

Section 15.4 Communication between GC members and other entities

If a **Governing Council** member wishes to formally contact other entities such as another school, the PEC, the PED, state charter school organizations, and other such organizations, the GC as a whole should be made aware of the contact and purpose and the contact should be authorized by the Council.

Section 16

Contracts

The Governing Council shall approve all contracts over five thousand dollars, (\$5,000), except for employee contracts (other than the Administrator) and purchases up to the limit of the New Mexico Procurement Code, unless the Council specifically delegated approval to the Administrator.

Section 17

Training/Professional Development

~~Newly elected board members will be expected to participate in trainings, review the charter, bylaws, and review meeting minutes. The Governing Council will support new members by ensuring that he/she feels prepared to participate in the decision making process.~~

Board members must attend Governing Council meetings, complete mandatory PED trainings, understand the charter, bylaws, policies, and review meeting minutes. The Governing Council will support new members by providing a comprehensive orientation and access to policies and other documentation to familiarize them with the School and scope of their Member responsibilities.

The Governing Council will attend training in charter school law, budget, policy, procurement code, open meetings act, code of ethics, strategic planning and the Council will support the New Mexico Coalition for Charter Schools as appropriate. The School will provide each Council member travel and training expenses in accordance with the New Mexico Per Diem and Mileage Act, and as appropriated by the Council.

Council members shall attend the mandatory, annual Governing Council training sessions prescribed by New Mexico law, NMSA 1978 §22-SB-5.1.

Section 18

Amendment of Bylaws

These Bylaws may be altered or amended by an affirmative vote of the Governing Council at any regular meeting or at a special meeting called for the purpose, provided that a written notice shall have been personally delivered, sent by facsimile or sent by regular mail or e-mail to the last known address for receipt at least three (3) days before the date of such regular or special meeting, which notice shall state the alterations or amendments which are proposed to be made in such Bylaws. Only such changes as have been specified in the notice shall be made. If, however, all GC members shall be present at any regular or special meeting, these Bylaws may be amended by a unanimous vote, without any previous notice, and should be reflected in the meetings minutes.

All Bylaws Amendments shall be reported to the Public Education Commission within 30 days, by completing the 'GOVERNING BODY BYLAWS AMENDMENT FORM', which can be found on the PEC forms and policies webpage.

CERTIFICATION

The foregoing Bylaws of the Governing Council of LTMAS were revised and adopted by the Governing Council of the school at a duly called meeting on (date), at which a quorum was present.

Chair: _____

Date: _____

Attest Secretary: _____

Appendix A: Intent to Serve

Service on the La Tierra Montessori School of the Arts and Sciences (LTMAS) Governing Council (GC) is a privilege and responsibility and requires a level of personal, moral and financial commitment. The following list is a guideline designed to inform the candidate of the minimum responsibilities required when he/she agree to serve, asserting that he/she will:

- A. read the charter to effectively ensure that it is being followed;
- B. focus on the development of policies that ensure the goals and objectives of the charter are being met;
- C. exercise all duties and responsibilities of a governing council member with integrity and a cooperative spirit, and with the school's best interest at heart;
- D. participate in self-assessment of the GC and work with other GC members to analyze and respond to the results;
- E. set as a priority attending all GC meetings, board development workshops, and other educational venues that will improve GC members' ability to govern;
- F. represent LTMAS and the policies developed by the GC in a positive and supportive manner at all times;
- G. understand that GC members are ambassadors in the community for LTMAS and as such will be available to educate and inform about the school;
- H. come to the GC meetings prepared to contribute to the discussion and business to be addressed after receiving the information needed to perform this effectively;
- I. agree to act as a liaison for at least one standing or ad hoc committee;
- J. liaisons will insure the committee understands its tasks and has reasonable timelines and goals. The liaison will bring progress reports to the GC at scheduled meetings;
- K. refrain from intruding in the capacity of a GC member in the administrative issues that are the responsibility of the LTMAS Administrator and staff;
- L. support and attend special events relating to the school;
- M. make a personal contribution of time, expertise or financial resources (at whatever level possible) and actively participate in all development activities as appropriate;
- N. agree to avoid both personal and business conflicts of interests, reveal them when they arise, and refrain from voting if necessary; and
- O. understand that if he/she cannot fulfill the responsibilities of a governing council member that they can be removed from the GC.

I, _____, have read the responsibilities of a (print name)
LTMAS Governing Council member, and agree to serve to the best of my ability.

(Signature)

(Date)

|



Governing Council Amended Bylaws

Section 1 Name, Location, and Fiscal Year

Section 1.1 Name

The name of the organization is La Tierra Montessori School of the Arts and Sciences (hereinafter also referred to as “*LTMAS*” or “the School”).

Section 1.2 Location

The educational facilities of La Tierra Montessori Charter School of the Arts and Sciences (LTMAS) shall be located in such approved facilities as the Governing Council shall determine and may be located in facilities of the Española School District.

Section 1.3 Fiscal Year

The fiscal year of La Tierra Montessori School of the Arts and Sciences shall coincide with the fiscal year of the PED Charter School Division.

Section 2 Purpose

In addition to the specific and general purposes of the organization described herein, the purposes of La Tierra Montessori School of the Arts and Sciences Governing Council shall include, without limitation, entering into a charter contract or renewal of that contract with the Public Education Commission (PEC), operating a school, fundraising, and doing all things necessary to accomplish any or all of the following: The Governing Council shall govern the School in accordance with the terms of its Charter Contract, in compliance with the New Mexico Charter Schools Act, NMSA 1978 22-8B-1 et seq. as amended from time to time. The Governing Council shall ensure that the School operates in accordance with all applicable laws and regulations, complies with the Open Meetings Act (NMSA 1978 10-15-1 et seq.) and meets its commitments to its authorizer as reflected in its charter.

Section 3 Governing Council

Section 3.1 General Powers and Duties

The Governing Council (or the “Council”) shall manage the property, business and affairs of La Tierra Montessori School of the Arts and Sciences. The Council may exercise such powers of the School as are provided by law or by the NM Public Education Commission, the New Mexico Public Education Department (“PED”) Charter School Division (“CSD”), the Charter Contract or these Bylaws. The Governing Council shall have the following powers and duties:

1. Develop educational and operational policies;
2. Adopt rules and policies pertaining to the administration of the Governing Council and the School;
3. Complete and adopt changes to the Charter required by the PEC and/or the NM PED Charter School Division;
4. Employ, supervise and annually evaluate the Administrator of the School, and delegate administrative and supervisory functions of the day-to-day operations of the school to the Administrator. The Administrator will be directly accountable to the Governing Council;
5. Review, approve, and monitor the implementation of the annual budget and anticipated income, and



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- expenditures; vote on Budget Adjustment Requests; and direct preparation of the annual financial audit;
6. Acquire, lease, and dispose of property, both real and personal to the extent permissible by laws applicable to public schools;
 7. Initiate lawsuits or take all necessary steps to protect the School's interests;
 8. Authorize the repair and maintenance of all property belonging to the School, or for which the School is contractually responsible to maintain and repair;
 9. Enter into contracts consistent with the School's approved budget for any service or activity that is required for the School to carry out the educational program described in its charter and in accordance with the New Mexico Charter School Act as amended;
 10. Accept or reject any charitable gift, grant, device or bequest;
 11. Approve amendments to the charter prior to the authorizer for approval;
 12. Make application to the authorizer of the Public School Capital Outlay Council for capital outlay funds;
 13. Amend the Bylaws of the Governing Council from time to time consistent with the mission of the School;
 14. Hire, discharge, and annually evaluate the Administrator. The Administrator will be directly accountable to the Governing Council. The day-to-day operation of the School will be the responsibility of the Administrator.
 15. Delegate to the Administrator the authority to implement the approved Charter and the School's policies and procedures, facilities plans, budget and such other directives and policies adopted by the Governing Council. ***The Governing Council shall not be involved in the day-to day operations of the School;***
 16. The Governing Council will have primary responsibility for the development and review of all major policies; resolve grievances which have escalated to the Governing Council according to policies, procedures and appropriate protocol; and review recommendations submitted by the Administrator and other Governing Council consultants and advisors;
 17. Promote a cooperative relationship with the authorizer, the PEC, to function in accordance with the New Mexico Charter School Act and resolve any dispute which may arise between the Governing Council and its authorizer;
 18. Review and approve amendments to the Charter;
 19. Develop and review strategic plans and progress toward prioritized actions;
 20. Assess compliance and progress in achieving educational outcomes and assess program evaluation plan;
 21. Schedule monthly meetings at a time and place to be set by the Council and in accordance with the Open Meetings Act, , NMSA1978 §§10-15-1, et seq.;
 22. Establish standing and ad-hoc committees. Standing committees will be established in accordance with the Bylaws; the creation of ad-hoc committees will be at the pleasure of the Council depending on its perceived needs. The Council may assign duties and responsibilities to appropriate committees as it may deem necessary; and
 23. Reserve any other powers and duties as included in the Charter that are not inconsistent with federal or state laws or constitutions, or as otherwise set forth in the Charter Schools Act, NMSA



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1978 22-8B-1, et seq. and the New Mexico Public Schools Code, Chapter 22 of the New Mexico Statutes.

Section 3.2 Number, Composition, and Term

The Governing Council shall be comprised of no less than 5 and no greater than 9 voting members. State law and these Bylaws prevent the Governing Council from contracting with or hiring any person, who is related to a Council member. Therefore, individuals who have immediate family members that are school employees are ineligible to serve on the Governing Council. Immediate family members are defined as: spouse, 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.

If a Council member ceases to be eligible to serve on the Council, such Council member shall resign his or her seat no later than five days after ceasing to be eligible to serve on the Council; in the event that he/ she does not resign, the remaining members shall remove him/her from the Council by a majority vote of the Council.

The Administrator will serve as a liaison to the Governing Council and shall submit regular written reports to the Governing Council.

The term for all newly appointed members, whether filling a Council vacancy or appointed as an additional member, officially begins with the Governing Council Annual Meeting, the date of which is determined in the Annual Resolution. All newly elected members will serve terms of two (2) years. Council members may run for subsequent terms of no less than 6 months. Council members who run for subsequent terms must adhere to the same process as a new applicant by submitting a written letter of interest to the council no later than one week before the next regularly scheduled Governing Council meeting at which time the candidate will be reviewed and voted on by the Governing Council. An updated job description will be signed at the beginning of the new term.

Section 3.3 Vacancies and Additional Members

Governing Council vacancies caused by the resignation or removal of a Council member will be filled in a timely manner by selection and approval by the Governing Council based on a majority vote of the Council quorum. In lieu of replacing a member, if the governing body still has at least five active members, the governing body may vote at a properly noticed meeting where a quorum is present that it will not replace that member and that no additional members will be added until after the end of the school year. Prospective candidates shall submit a resume and a written letter of interest to the council no later than one week before the next regularly scheduled Governing Council meeting at which time the candidate will be reviewed and voted on by the Governing Council. The appointed candidate shall fulfill the remainder of the term vacated by a previous council member who resigned or was removed.

The process of adding additional members to the Governing Council will follow the same process as with Vacancies. Prospective candidates shall submit a resume and a written letter of interest to the council no later than one week before the next regularly scheduled Governing Council meeting at



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which time the candidate(s) will be reviewed and voted on by the Governing Council.

Whether filling vacancies or adding new members, the Governing Council will strive to recruit community members with a variety of experience, skills, and expertise needed to effectively govern the School.

In accordance with Section 8.10(b) of the charter contract LTMAS is required to notify their authorizer within thirty (30) days of a member's resignation or designation of a new member and sign the appropriate forms to ensure that the governing body continues to qualify as a board of finance.

The contract further requires the school to fill any vacancy on its governing body no later than forty-five (45) days from the vacancy or seek an extension for such appointment from the Authorizer in writing.

Within thirty (30) days of the appointment of a new governing body member, the governing body or its authorized representative shall provide notice to Charter Schools Division (CSD) on the "Change of Governing Body Membership Form" available in the Public Education Commission's (PEC) document library.

The "Change of Governing Body Membership Form" shall be accompanied by:

- i An updated "STATEMENT OF GOVERNING BODY TO CONSULT WITH PED" signed by all current governing body members, and
- ii An "AFFIDAVIT OF GOVERNING BODY MEMBER" signed by the new governing body member and verified by a notary public.

At the next PEC meeting after receipt of a "Change of Governing Body Membership Form", CSD will notify the PEC of the change in governing body membership on the "Ongoing Actions and Monitoring" document provided each month.

If a vacancy cannot be filled within 45 days of receiving notice of a governing body member's resignation or removing a governing body member, the school shall request in writing to charter.schools@state.nm.us an extension of exactly 30 days from the end of the original 45 day period to fill the vacancy. The request must be received from CSD prior to the expiration of the original 45 day period to fill the vacancy.

If CSD grants the extension request, it will inform the Governing Council in writing, identifying the date on which the extension ends, and notify the school that if the vacancy is not filled within the time granted as an extension the school will be added to the Schools of Concern agenda item for consideration of the PEC and potential corrective action.

Section 3.4 Attendance

Attendance at regular meetings of the Governing Council is mandatory. If a Council Member must miss a regular meeting or leave a meeting early due to extenuating circumstances, the Council



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Member must give the Chair twenty-four (24) hours advance notice, if possible. Missing three (3) regular meetings in a row may result in removal from the Governing Council. The President will notify a Council Member who misses two consecutive meetings, in writing, that they are at risk of removal.

Attendance at regular Council meetings is mandatory for the Administrator unless illness or other special extenuating circumstances prevent attendance in which case he/she must still provide a written Administrator report. The Administrator must send an authorized school representative in this case to field questions and or concerns that may arise. The representative must then report to the Administrator.

Section 3.5 Compensation

Council Members shall receive no compensation for their services; however, they may be compensated for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.

Section 3.6 Resignations

Any Council Member may resign at any time by giving written notice to the Chair or Secretary. Such resignations shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Within 30 days of receiving notice of a governing body member's resignation or removing a governing body member, the governing body or its authorized representative shall provide notice to CSD on the "Change of Governing Body Membership Form" available in the PEC's document library.

The "Change of Governing Body Membership Form" shall be accompanied by:

- i. The governing body minutes showing the vote to remove the member, or
- ii. The resigning member's signed and dated written resignation.

At the next PEC meeting after receipt of a "Change of Governing Body Membership Form", CSD will notify the PEC of the resignation or removal of a governing body member on the "Ongoing Actions and Monitoring" document provided each month. Notice will remain on the document until the vacancy has been filled.

If a vacancy is not filled within forty-five (45) days of receiving notice of a governing body member's resignation or removing a governing body member, and the school has not been granted an extension to fill the vacancy, or if the vacancy is not filled within the time granted as an extension the school will be added to the Schools of Concern agenda item for consideration of the PEC and potential corrective action.

Section 3.7 Removal of a Council Member



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A member may be removed for cause by a majority vote of the entire LTMAS Governing Council. Cause for removal can be violations of the Code of Ethics found in Section 14 of the Governing Council Bylaws or failing to adhere to the list of responsibilities and commitments expected from Council members (See Intent to Serve, Appendix A). A member may be removed for unprofessional or disrespectful conduct during Council meetings or official school functions, or while dealing with the school Administrator, staff, parents or community members.

Section 3.8 Recall

Any single Council Member may be recalled. A Petition signed by parents or guardians of students enrolled at the school must be presented to the Council during a special meeting called for such purpose. The Petition must contain signatures totaling at least thirty-three percent (33%) of the number of enrolled students as of the date of the Petition. One parent/guardian per family may sign the Petition for each of their enrolled children.

The Governing Council upon receiving the Petition and verifying its authenticity and hearing the Petitioner's complaints, will schedule a special Council Meeting during which the recalled member may be removed at the discretion of the Council. The removal process in Section 3.7 of the Bylaws will be followed.

Section 3.9 Rules of Order

The President, or in the absence of the President, the Vice President, shall serve as chairperson at all meetings of the Council. The conduct of the meetings shall be in accordance with established parliamentary procedure. Except as otherwise specified by laws or by Council policies pertaining to its own operating procedures, the Council shall be governed by the rules prescribed in most recent Robert's Rules of Order. All Council meetings shall be held in accordance with the New Mexico Open Meetings Act. Executive or closed sessions will be held, as needed, at the end of regular meetings, unless the Council needs to be briefed by an expert about the issue in hand.

Section 3.10 Conflicts of Interest

Council members shall not be a party to any transaction to sell materials or services, or to work under contract to the school.

Any Council Member, officer, employee or committee member having an interest in a contract or other transaction presented to the Council or a committee thereof for authorization, approval or ratification shall make a prompt, full and frank disclosure of his/her interest to the Council or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the School's interest. Such transactions presented to a Council committee will not be acted upon without Governing Council approval.

The Governing Council shall thereupon determine whether a conflict of interest exists or can reasonably be construed to exist. If a conflict is determined to exist, such person shall not vote on,



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nor use his/her personal influence on or participate in the discussion or deliberations with respect to such contract or transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation.

A person shall be deemed to have a "conflict of interest" in a contract or other transaction if he/she has, directly or indirectly, a significant financial or personal interest in the contract or transaction with the School. Any contract or transaction entered into in violation of this Section or NMSA1978 or failure to make the disclosure required by the Section, shall be cause for removal or termination.

Section 3.11 Council Member Obligations

Each newly approved member to the Council will sign the Intent to Serve, see Appendix A.

Section 3.12 Authority

Council members only have governing authority during official council meetings or while on authorized School business. In order for a Council member (other than the Council President) to speak or act on behalf of the Council, that member must have been given that authority by a formal Council vote and recorded in the Council minutes.

The Governing Council shall not be bound in any way by any action or statement on the part of any individual Governing Council member except when such a statement or action is in pursuance of specific instructions from the Governing Council as a whole. Any such exception shall be recorded as an action item of the Governing Council and recorded in the minutes.

Section 4 Election of Council Members

Section 4.1 Time and Manner - Annual Meeting

New members of the Governing Council as well as those currently-serving council members whose term has elapsed but who want to serve a subsequent term shall be up for election upon the completion of their term annually during the regularly scheduled Governing Council Annual Meeting. If the Council appoints a new member to the Governing Council any time during the year before the Annual Meeting, the new Council member's term will officially begin at the subsequent Annual Meeting.

The date of the Annual Meeting is determined by the Annual Resolution. Elections of officers and committee members are held during the Annual Meeting and members will serve appointments until the next Annual Meeting.

Section 4.2 Election Procedures

The membership of the Governing Council is self-sustaining. Therefore current Governing Council members select and approve new members when vacancies occur.



Section 5 Meetings of the Governing Council

All meetings of the Governing Council shall be held in accordance with the New Mexico Open Meetings Act, NMSA1978 §§10-15-1, et seq.

Section 5.1 Regular Meetings

The Governing Council shall meet monthly at a time and place to be set by the Council and in accordance with the Open Meetings Act. The Governing Council shall pass a resolution annually describing what notice of a public meeting is reasonable when applied to the Governing Council. The resolution shall describe appropriate notice and methods for posting agendas for regular, special and emergency meetings of the Governing Council.

Section 5.2 Special Meetings

Special meetings of the Council may be called by the President or by any two Council Members. Notice of any special meeting shall be given to each Council Member and publicly posted by the School calling such meeting not less than 72 hours prior to such meeting in accordance with the Open Meetings Act and the Council's Annual Resolution.

Section 5.3 Emergency Meeting

Emergency meetings will be called only under unforeseen circumstances that demand action to protect the health, safety and property of the school or to protect the school from substantial financial loss.

Section 5.3 Quorum

A majority of the voting members of the Council shall constitute a quorum for the transaction of business at any Meeting.

Section 5.4 Voting

Except as otherwise required by law or by these Bylaws, all actions taken by the Governing Council shall require majority vote of the Council Members present and voting.

Section 5.5 Notices

The Governing Council shall give timely notice of meeting in accordance with the New Mexico Open Meetings Act. Reasonable notice of the Governing Council shall include any of the following: posting on the LTMAS website or School's front door, broadcast stations licensed by the Federal Communications Commission, or newspapers of general circulation that have provided a written request for such notice. Notice of meetings and the availability of meeting agendas shall be consistent with the Governing Council's Annual Resolution. An agenda will be made public and contain items of business to be discussed. Public participation will be made available at a specific



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time in each agenda. Except in cases of emergency the Governing Council shall only act on matters identified on the agenda.

Section 5.6 Agenda

A written agenda for every regular meeting of the Council shall be prepared by the Secretary and approved by the President and for every special meeting of the Council by the person(s) calling such meeting. Agendas shall be available 72 hours in advance of the meeting. The agenda shall include the time to be allotted to each item and a matter not concluded within the time allotted shall be tabled unless the Council extends the time for discussion. Any matter requested in writing by a Council Member and delivered to the Secretary and approved by the President 72 hours prior to a regular meeting shall be included in the agenda.

Section 5.7 Public Comment

Members of the public present at any Council meeting shall be invited to comment at public meetings of the Council, and "Public Comment" shall be a standing item on Council agendas. The Council may place reasonable time limits on public comment.

Section 5.8 Attendance via Telephone/Video Conference Call

Except to the extent otherwise provided by law, any meeting of the Governing Council may be attended by Council Members by means of a teleconference device (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/video 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 Governing Council who speaks during the meeting. Such attendance shall constitute presence by the Governing Council member as if in person at such meeting and for purposes of determining a quorum. Any action taken by the Governing Council at such meeting shall constitute a valid action of the Governing Council. Attendance via telephone/video conference call is considered an exceptional allowance, rather than a regular mode of Governing C participation.

Section 5.9 Minutes

The Governing Council shall keep written minutes of all its meetings. The minutes shall include at minimum the date, time and place of the meeting, the names of members in attendance and those absent, the substance of the proposals considered and a record of any decisions and votes taken that show how each member voted. All minutes are open for public inspection. Draft minutes shall be prepared within ten working days after the meeting and shall be approved, amended or disapproved at the next meeting where a quorum is present. Minutes shall not become official until approved by the Governing Council and signed by the President.

Section 6 Officers



Section 6.1 Officers

The officers of the Governing Council shall be President, Vice-President, and Secretary. The Governing Council, in its discretion, may provide for different categories of officers, including Treasurer. The duties of certain officers are set forth herein. If/When an Officer 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 Governing Council or these Bylaws, be performed by the next Officer set forth in the following sequence: President, Vice-President, Secretary.

Section 6.2 Election and Term

The Governing Council, at its Annual Meeting, shall elect officers. Council members may volunteer for candidacy or may nominate candidates. Officers shall serve until their successors are elected. In the event of a tie vote, a coin will be tossed and best out of three tosses wins.

Section 6.3 Vacancies

Any vacancy shall be filled by a vote of the Governing Council. *See Section 3.3 above.*

Section 6.4 President

The President shall be elected from among the members of the Governing Council. The President shall preside at all meetings of the Governing Council. The President shall execute contracts, except if otherwise required by law or these Bylaws and except and to the extent the execution thereof shall be expressly delegated by the Governing Council to some other officer or agent of the School. All communications addressed to the President shall be considered by him/her for appropriate action, which consideration may include consulting with legal counsel, and consideration by the Governing Council.

The President shall sign legal documents as required by law and perform such other duties as may be prescribed by the Governing Council. It is the President's responsibility to ensure that Governing Council members uphold their commitments/responsibilities to the School; respects and engages every member while encouraging open and constructive line of communication; and is approachable, available and responsive including being available for conversations after hours and on weekends when it is necessary.

The President and Administrator serve as the liaison between the Public Education Commission, the Public Education Department, and the School. Both the President and Administrator will foster a collaborative relationship with the school's authorizer and respond to all requests, and communications between the school and state department representatives in a timely manner.

The President, in collaboration with the Secretary, is responsible for compiling the topics for business to be placed on the agenda. Any member of the Governing Council may offer items to be heard or discussed at any meeting of the Council.



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The President will act as a liaison between the Governing Council, the Administrator and the Business Manager. The President will participate in regularly scheduled meetings with the Administrator to discuss strategic issues, monitor progress toward goals, and identify opportunities where the Administrator needs support from the board. The President will coordinate all orders and resolutions of the council with the Administrator and Business Manager and will review progress with these individuals at the Governing Council Meetings.

Section 6.5 Vice-President

The Vice-President shall have all the powers and perform all the duties of the President in the absence or incapacity of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President.

Section 6.6 Secretary

The Secretary shall ensure accurate minutes of all the meetings of the Council are recorded and filed. The Secretary shall attend the meetings of the Council and shall act as clerk thereof and record minutes in one or more books to be kept for that purpose. The Secretary shall see that all notices are duly given in accord with the provisions of these Bylaws or as required by law and shall perform such other duties as may be assigned by the President or the Council. In the absence of the Secretary, the President may direct that any other member of the Council perform the Secretary's duties.

The Secretary shall keep and maintain or cause to be kept and maintained, a comprehensive file of all Council Documents in hard copy for public inspection and use by the Council. The Secretary shall be responsible for ensuring that Council members receive all relevant documents and materials for review prior to regularly scheduled meetings. The Secretary shall ensure that Council members receive hard copies of Agendas and other documents deemed necessary for review at regularly scheduled Council meetings. The Secretary shall serve as the point person to coordinate email correspondence with Council members and perform day to day correspondence with the School authorizer and other entities on behalf of the Governing Council.

Section 6.7 Resignation and Removal

Any Officer may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective.

Members' office appointments or committee assignments can be revoked by a majority vote of the Council if the Council determines the member is inadequately performing his/her duties or overstepping the authority of office. The member is thereby not removed from the Governing Council.

An officer who misses three (3) consecutive regular meetings of the Governing Council may be removed by a majority vote of the Governing Council Members.



Section 6.8 Directors and Officers Insurance

The Governing Council may secure Officers and Directors Insurance in excess of the coverage provided by the NM Public School Insurance Authority upon appropriate approval of the Governing Council and if provided for in the charter school's approved budget.

Section 7 Committees

Section 7.1 Designation and Authority

The Governing Council may from time to time create one or more standing or ad hoc committees to serve at the pleasure of the Council, including an Executive Committee which, to the extent provided by the Council and permitted by law, shall have all the authority of the Council. Each committee shall assist the Council in the discharge of its duties to the extent delegated by the Council.

Section 7.2 Membership

The composition of committees shall be broadly representative and shall take into consideration the specific tasks assigned to the committee. Members will be selected by the Council from among volunteers who are teachers currently employed by the School, other employees of the School, community members or other persons who have expertise in the area of that committee's responsibility. Any number of Council Members constituting less than a quorum of the Council may sit on a committee and the chairperson of such committee, except standing committees designated as such in these Bylaws, shall be a Council Member. All members of the executive committee shall be Council Members. The Governing Council may remove any member of any committee, with or without cause.

Section 7.3 Instruction and Responsibility

Each committee shall be clearly instructed, via Council Resolution, as to the length of time each member is to serve, the service the Council wishes the committee to render, the extent and limitations of responsibility, the resources the Council will provide, and the approximate dates on which the Council wishes to receive major reports. Recommendations of advisory committees shall be based on research and fact.

Section 7.4 Powers and Prerogatives

The Governing Council possesses certain legal powers and prerogatives which cannot be delegated or surrendered to others. Therefore, all recommendations of a committee must be submitted to the Council for action, either directly or by special designation to the President. The Council shall have the power to dissolve any committee at any time.

Section 7.5 Committee Meetings



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Committee meetings shall comply with the Open Meetings Act if the purpose of such meeting is to set policy or conduct Council business affecting the School. Membership of any Governing Council Committee shall be less than quorum.

Section 8 Standing Committees

Section 8.1 Finance Committee

At a minimum, the Finance Committee shall consist of two Governing Council members. The Finance Committee is established as a standing committee to work with the Administrator and Business Manager to develop and recommend to the Governing Council a proposed budget for the next school year and to monitor and report on the current budget throughout the year. The Finance Committee reviews monthly financial statements to monitor progress throughout the year and suggest adjustments as required. The Committee identifies short and long-term financial challenges before they become urgent issues and ensures appropriate financial policies and procedures are in place and being followed. A Council Member shall serve as the Chair of the Finance Committee.

Section 8.2 Audit Committee

The Audit Committee is established as a standing committee to serve the School in its audit process. The Committee shall evaluate the proposal for and recommend selection of the auditor; attend the entrance and exit audit conferences; meet with independent auditors monthly until the audit is complete; track progress of and report audit findings; and maintain confidentiality of audit and financial information. The Audit Committee shall consist of the following separate individuals: a minimum of two Governing Council members; one volunteer who is a parent of a currently enrolled student; and one volunteer who has experience in finance or accounting. The Administrator and the Business Finance Manager shall serve as ex-officio members.

Section 9 Ad Hoc Committees

Ad Hoc committees will be formed by the Governing Council as needed and may include Strategic Planning, Facilities, Personnel, Policies, Safety, Academic, and Sustainability committees. A Governing Council member must chair each committee.

Section 10 The Administrator

Section 10.1 Administrator Responsibilities

The Administrator shall serve as executive and instructional leader of the school, promoting the mission of the School in all respects. The Administrator shall manage the daily operations, supervise



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personnel and may also serve as a supplementary teacher.

The Administrator shall hire, evaluate and discharge school employees. All responsibilities of risk management shall be vested in the Administrator. Preparation of annual reports and enforcement of all terms and conditions of the Charter Contract are duties of the Administrator.

The Administrator will be hired and supervised by the Governing Council and may be removed by the Governing Council. The Administrator shall provide monthly written reports to the Governing Council at each regular meeting.

Section 10.2 Setting Strategic Goals

The Governing Council shall meet annually to review past strategic goals and set future strategic goals. The meeting may be in an informal retreat workshop, if appropriate under the Open Meetings Act, and a facilitator can be invited. Funds for such meeting shall be appropriated at the annual public budget meeting.

Section 10.3 Periodic Progress Reports

The Administrator shall generate **periodic** written progress reports about the progress of the school and its students. It is the privilege of the President or two or more Governing Council members to request a special written progress report.

Section 10.4 Annual Administrator Evaluation

The Governing Council shall formally evaluate the Administrator and submit an annual evaluation report to PED, in accordance with PED regulations and New Mexico law, per Section 10-5. The evaluation shall be based on, but not limited to, the Administrator job description, with clearly defined goals communicated to the Administrator prior to the end of year final report.

Section 11 Business Manager

The Business Manager shall serve as Chief Financial Administrator for the fiscal management of the School. The Business Manager shall follow the Internal Control Procedures in the fiscal management of the school, and shall operate the Fiscal Management System. The Business Manager shall maintain and upgrade the Fiscal Management System.

The Business Manager shall be the contact person for the PED and shall attend all conferences, workshops and meetings in regards to the School's fiscal matters.

Section 12 Books and Records

The Secretary of the Governing Council shall keep, or cause to be kept, minutes of the proceedings of the Governing Council and committees, and shall keep at the school's principal office a record of the names and addresses of the Council Members of the Governing Council, members of committees.



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All records of the School are considered public documents and may be inspected at any reasonable time, pursuant to the New Mexico Inspection of Public Records Act. Student records, personnel records, intent to enroll forms and any other record protected by law from disclosure are excluded from inspection.

Section 13 Code of Ethics

The members of the La Tierra Montessori School of the Arts and Sciences Governing Council recognize that they hold authority as members of the Governing Council, not as individuals. To make a clear public statement of its philosophy of service to the students of the La Tierra Montessori School of the Arts and Sciences, the Governing Council adopts the following Code of Ethics. GC Members shall:

1. Attend all scheduled board meetings insofar as possible;
2. Recognize that individual members have no legal authority outside the board meetings, and that all decisions of the board will be made at a public meeting where a quorum of the board is present and only after a thorough review of the available information;
3. Work collaboratively with the rest of the board members to promote and preserve the integrity of the board;
4. Avoid speaking on behalf of the board except at those times when the board, by official action authorizes those individuals to do so;
5. Respect the confidentiality of information that is privileged under applicable law;
6. Strive to improve effectiveness as a board member by attending required and recommended board training and becoming better informed on policy, legislation, finance and educational issues;
7. Support the employment of those persons best qualified to serve as school staff. Make every effort to ascertain that all employees are properly remunerated for their services, and that they are dealt with fairly in the performance of their duties;
8. Avoid being placed in a position of conflict of interest and refrain from using the board position for personal or partisan gain;
9. Understand that the board establishes policy by which schools are administered; and that implementation of the education program is delegated to the Administrator and his/her staff;
10. Maintain proper oversight of the school's resources – especially, but not limited to financial resources - and protect the interests and reputation of the school;
11. Serve as an ambassador for the school and model respectful and transparent leadership;
12. Welcome and encourage active participation by citizens for better understanding of their needs and improvement of relations with the public;
13. Remember that the primary board concern must be the fair and equal educational opportunities for all students attending public school.

Reference: NM School Board Association Code of Ethics

Section 14 Policy Adoption, Revision, Suspension or Revision



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All Governing Council members must be aware of state requirements regarding all adopted or to be adopted policies. Examples: Employee/Personnel Policies, Special Education Policies, and other policies that must be submitted to the state. It is the Administrator's job to make Governing Council members aware of regulations affecting the formation and implementation of school policies.

Policies can be drafted by the Administrator and/or committees sanctioned by the LTMAS Governing Council.

The Policy Committee and the Administrator do the review and revision of policies. If a policy draft is to be reviewed and voted on at a meeting, it should be made available for public review prior to the public meeting and notice of the meeting should include that a discussion of policy is pending.

Repeal of policy can occur upon the recommendation of the Administrator and/or the accountability committee, and vote of the Council.

Suspension of policy can occur if:

1. originating reason for policy no longer exists;
2. another policy supersedes the scope of existing policy; or
3. extenuating circumstances exist.

The final decision on policies must be made by a majority vote of the governing council.

Section 15 Council Communications

Section 15.1 Communication between Council members

The work of the Governing Council occurs during appropriately scheduled meetings. No decisions or discussion of School business should be held by a quorum, informally amongst Council members, outside of a properly-noticed public meeting. Discussions may be held by members through work as required in Committees.

Section 15.2 Communication between Council Members and parents

Governing Council members shall restrict discussion on policy, Council business and decisions to Governing Council meetings when reviewing decisions. Governing Council members can discuss with parents informally what policies are and how they are arrived at but policy and Governing Council decisions shall be restricted to objective discussions during Governing Council meetings.

Section 15.3 Communication between Council Members and the Administrator

For discussions of matters to be put before the Governing Council, the President shall be the liaison between the Governing Council and the Administrator. The President can designate someone from the Council to act on his or her behalf. If an issue comes up that requires Governing Council attention, it is the duty of the member to inform the President so the Council can be made aware of



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the issue formally.

Section 15.4 Communication between Council members and other entities

If a Governing Council member wishes to formally contact other entities such as another school, the PEC, the PED, state charter school organizations, and other such organizations, the Governing Council as a whole should be made aware of the contact and purpose and the contact should be authorized by the Council.

Section 16 Contracts

The Governing Council shall approve all contracts over five thousand dollars, (\$5,000), except for employee contracts (other than the Administrator) and purchases up to the limit of the New Mexico Procurement Code, unless the Council specifically delegates approval to the Administrator.

Section 17 Training/Professional Development

Board members must attend Governing Council meetings, complete mandatory PED trainings, understand the charter, bylaws, policies, and review meeting minutes. The Governing Council will support new members by providing a comprehensive orientation and access to policies and other documentation to familiarize them with the School and scope of their Member responsibilities.

The Governing Council will attend training in charter school law, budget, policy, procurement code, open meetings act, code of ethics, strategic planning and the Council will support the New Mexico Coalition for Charter Schools as appropriate. The School will provide each Council member travel and training expenses in accordance with the New Mexico Per Diem and Mileage Act, as appropriated by the Council, and allowed within budgetary limits.

Council members shall attend the mandatory, annual Governing Council training sessions prescribed by New Mexico law, NMSA 1978 §22-SB-5.1.

Section 18 Amendment of Bylaws



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These Bylaws may be altered or amended by an affirmative vote of the Governing Council at any regular meeting or at a special meeting called for the purpose, provided that a written notice shall have been personally delivered, sent by facsimile or sent by regular mail or e-mail to the last known address for receipt at least three (3) days before the date of such regular or special meeting, which notice shall state the alterations or amendments which are proposed to be made in such Bylaws. Only such changes as have been specified in the notice shall be made. If, however, all GC members shall be present at any regular or special meeting, these Bylaws may be amended by an unanimous vote, without any previous notice, and should be reflected in the meetings minutes.

All Bylaws Amendments shall be reported to the Public Education Commission within 30 days, by completing the 'GOVERNING BODY BYLAWS AMENDMENT FORM', which can be found on the PEC forms and policies webpage.

CERTIFICATION

The foregoing Bylaws of the Governing Council of LTMAS were revised and adopted by the Governing Council of the school at a duly called meeting on December 14, 2020 at which a quorum was present.

Amy Larsen
Governing Council President: Amy Larsen

Date: 1/27/21

Attest Secretary: Philip Reed Larsen Jr.

Philip Reed Larsen Jr.



Appendix A: Intent to Serve

Service on the La Tierra Montessori School of the Arts and Sciences (LTMAS) Governing Council (GC) is a privilege and responsibility and requires a level of personal, moral and financial commitment. The following list is a guideline designed to inform the candidate of the minimum responsibilities required when he/she agree to serve, asserting that he/she will:

- A. Read the charter to effectively ensure that it is being followed;
- B. Focus on the development of policies that ensure the goals and objectives of the charter are being met;
- C. Exercise all duties and responsibilities of a governing council member with integrity and a cooperative spirit, and with the school's best interest at heart;
- D. Participate in self-assessment of the GC and work with other GC members to analyze and respond to the results;
- E. Set as a priority attending all GC meetings, board development workshops, and other educational venues that will improve GC members' ability to govern;
- F. Represent LTMAS and the policies developed by the GC in a positive and supportive manner at all times;
- G. Understand that GC members are ambassadors in the community for LTMAS and as such will be available to educate and inform about the school;
- H. Come to the GC meetings prepared to contribute to the discussion and business to be addressed after receiving the information needed to perform this effectively;
- I. Agree to act as a liaison for at least one standing or ad hoc committee;
- J. Liaisons will insure the committee understands its tasks and has reasonable timelines and goals. The liaison will bring progress reports to the GC at scheduled meetings;
- K. Refrain from intruding in the capacity of a GC member in the administrative issues that are the responsibility of the LTMAS Administrator and staff;
- L. Support and attend special events relating to the school;
- M. Make a personal contribution of time, expertise or financial resources (at whatever level possible) and actively participate in all development activities as appropriate;
- N. Agree to avoid both personal and business conflicts of interests, reveal them when they arise, and refrain from voting if necessary; and
- O. Understand that if he/she cannot fulfill the responsibilities of a Governing Council Member that they can be removed from the GC.

I, _____, have read the Bylaws, understand the responsibilities of LTMAS Governing Council member, and agree to serve to the best of my ability.

(Signature) _____

(Date) _____