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**La Academia de Esperanza**

**Governing Council**

**Bylaws**

*New Mexico’s Best Opportunity To Educate “At-Risk” Children*

December 19, 2002

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# LA ACADEMIA DE ESPERANZA VISION/MISSION

La Academia de Esperanza provides an educational environment specifically designed for students in Albuquerque that have yet to have their educational needs fully met. Our design reflects an understanding of the adversity and social emotional needs that can lead to difficulties in the conventional school setting. Our commitment to the dignity of each student creates a culture of acceptance for every student regardless, of their educational history. We meet individual student needs through culturally relevant and sustaining curriculum, small class sizes, engaging extracurricular activities, and social emotional supports.

# Section 1: PARENTAL, COMMUNITY AND PROFESSIONAL EDUCATOR INVOLVMENT WITH THE GOVERNING COUNCIL OF LADE

PARENTAL

Every effort will be made to make parents and/or guardians partner in their children’s education. Such efforts will include:

1. Encouraging parents to serves as school volunteers.
2. Promoting and strengthening parental responsibility and involvement.
3. Encouraging parents to serve on the Governing Council and other school-based committees.
4. Recognizing the importance of the community’s historic, ethnic, linguistic, and/or cultural resources in generating interest in family involvement.
5. Scheduling programs and activities in a flexible manner to reach a diverse group of families.

LADE will make every effort to communicate with parents and families. Family members will acquire news and information relevant to parenting through a variety of methods that may include hands-on materials, e-mail and Internet access. An open invitation to participate in school affairs will be actively communicated and widely distributed.

PROFESSIONAL EDUCATOR INVOLVEMENT

Educators will be encouraged to participate in the governance of LADE and to participate on Governing Council Committees. LADE’s Head Administrator will keep an “open door” policy for the staff to provide input into the school’s governance.

# ARTICLE 1: OFFICES

### SECTION 1: PRINCIPAL OFFICE LOCATION

 The principal office of LADE is located in Bernalillo County, State of New Mexico~~.~~

# ARTICLE 2: NUMBER OF GOVERNING COUNCIL MEMBERS

The LADE Governing Council shall have no less than five (5) nor more than nine (9) members and collectively they shall be known as the Governing Council of LADE.

# ARTICLE 3: GOVERNING COUNCIL MEMBERSHIP

### SECTION 1: ELECTION AND TERM OF OFFICE

Members are elected by majority vote of the existing Governing Council and selected from nominations (see Section 2) to a term specified for a given opening, at any time, and each member holds office until the end of the term of that office, or until their death, resignation, or removal. His/her successor shall be elected until he/she resigns, is removed, or is otherwise disqualified to serve, whichever occurs first.

No person serving on the Governing Council may be interested persons. An “interested person” is: (1) any person currently being compensated by the Governing Council or LADE for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a member of the Governing Council: or (2) any family member of any such person. The Governing Council shall include *at least* one each of parent, student, and teacher. The Head Administrator of LADE shall be an ex-officio member to the Governing Council and shall attend all meetings of the Council, except closed meetings relating to the Head Administrator’s contract and performance. The student and teacher shall be non-voting members and not attend closed meetings of the Council. The parent representative will not attend closed meetings that are related to personnel issues. The Governing Council shall also include representatives of other organizations as deemed appropriate by the Governing Council. In no instance shall any one organization have a majority membership on the Governing Council.

### SECTION 2: NOMINATION OF GOVERNING COUNCIL MEMBERS

The Governing Council members shall be nominated as follows:

The Governing Council shall select the council members for the vacant positions. They shall obtain nominations by notifying community, business, and/or education leaders of regular elections and/or vacancies on the council along with a description of the responsibilities of serving as a member and the date and time of the Governing Council meeting at which the position will be voted on by the Governing Council (whether new elections or vacancies). Interested individuals will be asked to submit their name and qualifications and reasons for wanting to serve on the Governing Council or to submit the names of other individuals who they believe would be an asset to the Governing Council. Nominations shall be given to the secretary of the Governing Council before the date of the regular council meeting at which the vote of the Governing Council shall be made.

### SECTION 3: COMPENSATION

Council members will not receive compensation for their services. However, they may be compensated for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.

### SECTION 4: REMOVAL AND RESIGNATION

Any member may resign at any time by giving written notice to the Governing Council President or Secretary of the Governing Council, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member may be removed by a majority vote of the Governing Council whenever such removal is in the best interests of the school. Grounds for removal will include without limitation the following acts or omissions:

1. Violation of the Conflict of Interest Policy;
2. Failure to attend 3 scheduled meetings during the school year (July 1 – June 30) of the Governing Council, except when such absence is due to exigent circumstances;
3. Violation of the member’s *duty of loyalty;*
4. Violation of the Governing Council’s Code of Ethics; or
5. Any other grounds the Governing Council deems appropriate.

### SECTION 5: VACANCIES

A vacancy on the Governing Council shall be filled by the Governing Council following completion of the nomination process. Once the vacancy is filled, the term shall only be for the unexpired portion of the term of the member being replaced.

### SECTION 6: ATTENDANCE

Members of the Governing Council are required to attend all scheduled meetings of the Governing Council unless exigent circumstances arise.

If a member cannot be physically present at a meeting for unavoidable conflict, he/she may make arrangements to appear by telephone or virtually in accordance with the provisions of the Open Meetings Act. A member of the Governing Council who will be unable to attend a Governing Council meeting will notify the President of the Governing Council prior to the meeting and if he/she intends to appear by telephone the council member shall make arrangements with the Head Administrator or his/her designee. Notice may be made by email as long as it is made four hours in advance of the meeting. If the President cannot attend the meeting, he/she must notify the Vice-President and forward all information regarding the upcoming meeting to him/her, including notices of non-appearances by other council members.

### SECTION 7: ATTENDANCE VIA TELEPHONE CONFERENCE CALL

Except to the extent otherwise provided by law, a meeting of the Governing Council may be attended by any of the council members by telephone (or similar communications equipment) or by a virtual meeting platform provided that each member participating by conference telephone or virtually 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.

# ARTICLE 4: POWERS AND AUTHORITY

### SECTION 1: GENERAL

The Governing Council is the governing body of the charter school and is responsible for ensuring the fair and uniform application of all federal, state and local laws in the operation of the school as well as the school’s charter and policies. The school will be operated for the educational benefit of its students. The Governing Council is the policy-making body for the school. The LADE Governing Council will exercise leadership primarily through the formulation and adoption of policies.

### SECTION 2: DELEGATION TO THE HEAD ADMINISTRATOR

The Governing Council shall concern itself primarily with broad questions of policy and with the appraisal of results rather than with administrative detail. The application of policies is an administrative task to be performed by the Head Administrator and designated staff, and they shall be held responsible for the effective implementation of Governing Council policies. The Head Administrator shall be held responsible for keeping the Governing Council informed of all matters within its purview so that the Governing Council can fulfill the described functions of a governing body. The Head Administrator will have primary responsibility for all aspects of the school’s operations and programs, including the day-to-day management and implementation of the school’s charter and Governing Council policies. The teachers and staff of LADE will report to the Head Administrator.

### SECTION 3: GOVERNING COUNCIL MEMBER AUTHORITY

A member of the Governing Council is a Public Officer but has no power or authority individually. The charter vests power in the Governing Council, and not in the members, either individually or otherwise and these powers must be exercised by the Governing Council at a public meeting in regular or special called meetings, with action duly recorded in its minutes.

### SECTION 4: BINDING AUTHORITY

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. Any such exception shall be recorded as an action item of the Governing Council and recorded in the minutes.

### SECTION 5: POWERS AND DUTIES

The powers and duties of the Governing Council prescribed by the LADE and the New Mexico Public School Code and all applicable laws and regulations. Complete and final control of all matters pertaining to the school’s educational system shall be vested in the Governing Council. The Governing Council of LADE shall have the following powers and duties:

1. Those powers as set forth in the LADE 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*.
2. Have the capacity to sue or be sued;
3. Review and approve Charter School plans and policies as presented to them by the appropriate Staff committees;
4. Approve the annual budget of anticipated income and expenditures, and direct the preparation of the annual financial audit report in connection with the Albuquerque Public School’s annual audit;
5. All checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness issued in the name of the school shall be signed by such officer or officers, agent or agents of the school as designated by the Governing Council.
6. Acquire and dispose of property provided that at the termination of the charter, all assets of the charter shall revert to the local school board that authorized the charter, unless otherwise amended by law;
7. Accept or reject any charitable gift, grant, devise or bequest not otherwise contrary to law of the terms of the charter;
8. Contract for provision of financial management, food services, education related services or other services;
9. Approve all Budget Adjustment Requests (BARS);
10. Contract for services facility leases with any school district, a university or college or any third party for the use of a facility, its operation and maintenance and the provision of any service or activity that LADE is required to perform in order to carry out the educational program described in its charter;
11. The Governing Council shall approve all contracts, except for employee contracts other than the Head Administrative, for purchases over the limit of the New Mexico Procurement Code: which shall be by the authority of the Head Administrator. The contract limit can be modified by resolution.
12. Be responsible for the selection process and employment of the Head Administrator.
13. Evaluate job performance of Head Administrator.

# ARTICLE 5: GOVERNING COUNCIL OFFICERS

### SECTION 1: DESIGNATION OF OFFICERS

The officers of the Governing Council shall be a President, Vice-President, a Secretary, and a Treasurer. The school may, at the discretion of the Governing Council provide for different categories of Officers, including without limitation, one or more Assistant Secretaries, Assistant Treasurers, and other such officers with such titles, as may be determined necessary from time-to-time by the Governing Council. The duties of certain officers are set forth herein.

When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the “absence” of the Officer), the duties of the office shall, unless otherwise provided by the council or these Bylaws, be performed by the next officer set forth in the following sequence: President, Vice-President, Treasurer and Secretary.

The Governing Council may delegate temporarily the powers and duties of any officer, in the case of such officer’s absence or for any other reason, to any other officer, and may authorize the delegation by any officer of any of such officer’s powers and duties to any agent or employee subject to the general supervision of such officer.

### SECTION 2: DUTIES OF President

The President of the Governing Council shall preside at all meetings and shall appoint committees with approval of the Governing Council. He/She shall have the right, as other members of the Governing Council, to make or second motions, to discuss questions, and to vote. The President of the Governing Council may not act for or on behalf of the Governing Council without prior specific authority from a majority of the Governing Council to do so. 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. The President will compile in collaboration with the Head Administrator 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.

### SECTION 3: DUTIES OF VICE-PRESIDENT

In the absence of the President, or at the request of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. In the event a vacancy occurs of the President, the Vice-President will act in the capacity of the President until the office has been filled by a vote of the council membership.

### SECTION 4: DUTIES OF SECRETARY

The Secretary shall:

1. keep the minutes of the Governing Council meetings;
2. at the direction of the President, assure that all notices are given in accordance with the provisions of the charter or as required by law;
3. keep Governing Council policies;
4. And as required by law, shall countersign, when required, all authorized bonds, contracts, deeds, leases or other legal instruments;
5. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her from time to time by the Governing Council.
6. The council may appoint a designee to assist with the responsibilities of the secretary as described herein, including recording and transcribing the minutes of the meetings, posting notices and agendas and preparing packets for the Governing Council’s review. The council Secretary will review the minutes prior to presentation to the Governing Council for approval. The Secretary shall be responsible for presenting the minutes to the council at meetings.

### SECTION 5: DUTIES OF TREASURER

The Treasurer shall be familiar with the fiscal affairs of the school and keep the council informed thereof in the event that the school’s business manager is unable to so act. He/She will have knowledge of public school finance laws, rules and policies and shall server as the President of the LADE Finance Committee. He/She shall attend the PED Spring Budget Workshop and/or any other financial regulatory training recommended by the Head Administrator or the business manager.

### SECTION 6: 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.

# ARTICLE 6: STANDING COMMITTEES

The Governing Council will have the authority to form the following committees based on the needs of the school. Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Governing Council, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Governing Council and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Governing Council or by the committee. The Governing Council may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

### SECTION 1: FINANCE COMMITTEE

LADE’s Finance Committee has a vital role in keeping the Governing Council apprised of the school’s business affairs and financial condition.

1. Appointments and Composition

The members of the finance committee shall be the treasurer of the Governing Council who shall serve as the chair, the LADE Business Manager, and at least one other member who is a non-LADE employee and disinterested party selected by the treasurer and business manager and approved by the council.

1. Responsibilities
* Prepare and maintain the annual budget for the charter school in collaboration with the Head Administrator.
* Collaborated with the Head Administrator to develop and annually revise a long-term financial forecast.
* Review all grand proposals and when necessary, make recommendations to the council.
* Review all Budget Adjustment Requests (BAR) and present with recommendations to the Governing Council as necessary.
* Represent the school throughout all phases of the annual audit.
* Review business manager’s required reports and make recommendations to the Governing Council regarding the reports as necessary.

### SECTION 2: AUDIT COMMITTEE

The Audit Committee has a vital role in keeping the Governing Council apprised of LADE’s business affairs and financial condition. The members of the Audit Committee shall include two members of the Governing Council; one who shall serve as the chair, one volunteer member who is a parent of a student attending LADE and one volunteer member who has experience in accounting or financial matter. The Head Administrator and the LADE Business Manager shall serve as ex-officio members of the committee (22-8-12.3.D NMAC).

The Audit Committee shall participate in the entrance and exit meeting with the Auditor appointed by the Public Education Department. The Audit Committee shall also develop and implement a corrective action plan to resolve any findings or concerns raised by the audit. By law, the Audit Committee is not permitted to discuss the results of the audit or the action plan until the PED audit if officially released.

### SECTION 3: PROGRAM AND POLICY COMMITTEE – ad hoc

LADE’s Head Administrator will be instrumental in developing the Program and Policy Committee to deal with educational policies, reporting and general oversight. The purpose of this committee shall be to ensure that the educational programs of the school are accomplishing the goals of the charter, its curriculum and meeting state standards as required by law.

1. Appointments and Composition

The members of the Program and Policy Committee shall have experience with educational issues and be approved by the Governing Council.

1. Responsibilities
* Review and update all school policies
* Review all federal, state and district programs and reports
* Title I, II & III
* IDEA (Special Education)
* APS Annual Site Visit (Fall, Spring and the end of the year)
* NMPED Reporting
* Cognia Accreditation Review

# ARTICLE 7: MEETINGS

All meetings of the LADE Governing Council shall be held in accordance with the New Mexico Open Meetings Act, NMSA 1978 §§10-15-1, *et seq*.

### SECTION 1: NOTICE

The Governing Council shall provide notice and post agendas in accordance with the New Mexico Open Meetings Act. (See Governance Council resolution Exhibit A). Reasonable notice of the Governing Council shall include broadcast stations licensed by the Federal Communications Commission and newspapers of general circulation that have provided a written require for such notice. Notice of meetings and the availability of meeting agendas shall be consistent with the Governing Council annual resolution. Except in cases of emergency the Governing Council shall only act on matters identified on the agenda.

### SECTION 2: MEETINGS

The Governing Council shall pass a resolution annually describing what notice of a public meeting is reasonable when applied to the LADE Governing Council. The resolution shall describe appropriate notice and methods for posting agendas for regular, special and emergency meetings of the Governing Council. (See attached Exhibit A).

### SECTION 3: SPECIAL MEETINGS

Special meetings of the Governing Council may be called at the direction of the Governing Council. Such meetings to be held at such time and place consistent with the Governing Council’s annual resolution for conducting its public meetings and in compliance with the Open Meetings Act.

### SECTION 4: EMERGENCY MEETINGS

An emergency meeting or agenda item is one necessitated by unforeseen circumstances that if not addressed immediately by the Governing Council, will likely result in injury or damage to persons or property or substantial financial loss to the public body.

### SECTION 5: QUORUM FOR MEETINGS

A majority of the seated council members, whether personally present or appearing telephonically shall constitute a quorum for the transaction of business at any meeting of the Governing Council.

No action of the Governing Council shall be valid unless taken at a meeting at which a quorum as defined is present and which has been properly noticed pursuant to the New Mexico Open Meeting Act. NMSA (1978) §§10-15-1 *et seq.*

### SECTION 6: CONDUCT OF MEETINGS

Meetings of the Governing Council shall be presided over by the President of the Governing Council, or, if no such person has been so designated or, in his or her absence, by a President chosen by a majority of the Council members present at the meeting. The Secretary of the Governing Council shall act as secretary of all meetings of the Governing Council, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

# ARTICLE 8: CONFIDENTAL MATTERS OF THE GOVERNING COUNCIL

The Governing Council recognizes that confidential information will be brought to the attention of individual governing council members and/or the Governing Council as a whole pertaining to, but not limited to, the following:

1. Matters relating to the employment or dismissal of, or charges against, specific LADE personnel;
2. Matters relating to litigation or proposed litigation in which the Governing Council is or may become a party, or attorney-client communications;
3. Consideration of the acceptance of gifts, bequests, or donations where confidentiality has been requested by the donor;
4. Consideration of wages and benefits for the Head Administrator;
5. Consideration of suspension, expulsion, or disciplinary action in connection with a student;
6. Matters relating to the security or students, personnel, visitors, and/or school property; and such matters that may arise and qualify as being confidential by law.

The Governing Council further recognizes that public disclosure of such information may result in injury to individual or potential harm and possible liability to LADE and that the Governing Council members who must respect confidentiality of information that is privileged under applicable law. It is the policy of the Governing Council that council members shall discuss or disclose confidential information only in connection with legitimate school business and only with individuals with a legitimate right to know.

# ARTICLE 9: RECORDS AND REPORTS

### SECTION 1: MAINTENANCE OF RECORDS

The Governing Council shall keep:

1. Minutes of all meetings of council members and committees of the Governing Council, indicating the date, time, and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and those absent, the substance of the proposals considered and a record of any decisions and votes taken that show how each member voted.
2. Accurate and complete books and records of the actions of the Governing Council, which records shall be open to inspection by the members of the Governing Council at any time, or members of the public pursuant to the Inspection of Public Records Act, NMSA 1978 14-2-1 *et seq.*
3. adequate and complete books and records of account, including accounts of its properties and business transactions and account of its assets, liabilities, receipts, disbursements, gains and losses (presented in Business Manager report at Governing Council meetings).
4. A copy of the LADE Charter and Bylaws as amended to date, which shall be open to public inspection at all reasonable times during office hours.
5. 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.

### SECTION 2: INSPECTION OF PUBLIC RECORDS ACT (IPRA) POLICY AND PROCEDURES/GUIDELINES

Per NMSA § 14-2-1, *et seq*, every person has a right to inspect public records of this state except:

1. Tactical response plans or procedures; the publication of which could reveal specific vulnerabilities, risk assessments or tactical emergency security procedures that could be used to facilitate the planning or execution of a terrorist attack;
2. Letters of reference concerning employment or licensing;
3. Letters or memoranda that are matters of opinion in personnel files or students’ cumulative files;

**PROCEDURE -** Any person wishing to inspect public records may submit an oral or written request to the custodian of public records. The procedures shall be in response to a written request.

1. The written request shall provide the name, address and telephone number of the person seeking access to the records and shall specific describe the records sought. No person requesting records shall be required to state the reason for inspecting the records.
2. The written request can be submitted via:

-Email

-Fax to (505) 764-5501

-Postal mail to: Custodian of Public Records

1401 Old Coors Road SW

Albuquerque, New Mexico 87121

-Delivered in person to: LADE Custodian of Public Records

 1401 Old Coors Road SW

 Albuquerque, New Mexico 87121

**WHAT TO EXPECT**

1. Upon receipt of written or electronic Inspection of Public Records request, the LADE Custodian of Records will respond in writing within three (3) business days to acknowledge receipt of that request.
2. After determining if the requested records exist, and are subject to inspection, copies of the records will be made available for review at LADE located at 1401 Old Coors Road SW, Albuquerque, New Mexico 87121.
3. Arrangements can be made to have the results of requests mailed, if necessary.
4. LADE charges 50 cents per page for copies of records. LADE can invoice you when you receive the copies.

### SECTION 3: FERPA/STUDENT CONFIDENTIALITY

Student records kept by LADE will be open to review by parents or guardians and/or students and will be treated as prescribed by the Family Educational Rights and Privacy Act of 1974 (FERPA) as amended, New Mexico State Board of Education regulations and other existing law. If there are apparent conflicts among the various statutes, the provisions of FERPA will prevail.

# ARTICLE 10: CONFLICT OF INTEREST

SECTION 1: PURPOSE

LADE is a New Mexico public charter school and it is the policy of LADE to maintain and increase our reputation for integrity and trustworthiness to be followed by all Council members and agents of LADE and its subsidiaries. As a public entity regulated by state and federal finance laws, LADE and its Governing Council must maintain the public’s trust and to do so it must be open to scrutiny and accountability to such governmental authorities as well as the members of the public.

There exists, between LADE’s Governing Council and the public a fiduciary duty which carries a broad and unbending duty of loyalty and fidelity. The Governing Council has the responsibility of administering the affairs of LADE honestly and prudently, and of exercising their best care, skill, and judgement for the sole benefit of LADE. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with LADE or knowledge gained from there for their personal benefit. The interests of the organization must be the priority in all decisions and actions.

It shall be the duty of each Governing Council member to voluntarily excuse him/herself from discussion of confidential information and abstain from voting on matters in which the Governing Council member has a personal or financial interest, including an interest by a member of the Governing Council’s immediate family, or where the Governing Council’s participation will or may compromise the confidential nature of the discussion. Failure to voluntarily remove him/her from such conflicts of interest may result in a vote to remove the member from the Governing Council.

### SECTION 2: DISCLOSURE

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

### SECTION 3: CONFLICT OF INTEREST POLICY

Each council member agrees to abide by this LADE Conflict of Interest Policy adopted by the Governing Council.

### SECTION 4: CODE OF ETHICS

Each council member agrees to abide by the LADE Code of Ethics adopted by the Governing Council.

Governing Council members shall demonstrate behavior that reflects positively on the school and the community and conduct themselves at all times in a manner which does not violate their Governing Council Commitment Agreement, Conflict of Interest Policy, or any other item stated in the Governance Council Policies Procedures and Bylaws, as may be amended from time to time. The Governing Council shall address any violation of this policy in accordance with the guidelines identified under Removals and Resignations.

### SECTION 5: PERSONS CONCERNED

This statement is directed not only to the Governing Council members and officers but to all employees of LADE.

### SECTION 6: AREAS IN WHICH CONFLICT MAY ARISE

Conflicts of interest may arise in the relations of Governing Council members, officers, and management employees or other employees with any of the following third parties:

1. Persons and firms supplying goods and services to LADE
2. Persons and firms from who LADE leases property and equipment
3. Competing or affinity organizations
4. Donors and other supporting LADE
5. Agencies, organizations and associations which affect the operations of LADE
6. Family members, friends and other employees

A violation of NMSA §22-8B-5.2 *Governing Body Conflicts of Interest,* renders the contract between the person or the person’s immediate family member and LADE voidable at the option of the chartering authority, the department or the Governing Council. A person who knowingly violates this policy may be individually liable to LADE for any financial damage caused by the violation.

### SECTION 7: NATURE OF CONFLICTING INTEREST

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 5. Such interest might arise through:

Accepting or soliciting personal gifts, favors, loans, or services from an individual, business, or other third parties, dealing or competing with LADE. Receipt of any gift is disapproved except gifts of a value less than $50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

1. Accepts employment or compensation or engages in any business or professional activity that might require disclosure of LADE confidential information or could reasonably be expected to impair the individual’s independence of judgement in the performance of official duties.
2. Owning stock or holding debt or other proprietary interests in any third party dealing with LADE.
3. Holding office, serving on the board, participating in management, or being otherwise employed (or formally employed) with any third party dealing with LADE.
4. Receiving remuneration of services with respect to individual transactions involving LADE.
5. Using LADE’s time, personnel, equipment, supplies, or good will for other than for LADE approved activities, programs, and purposes.

### SECTION 8: INTERPREATION OF THIS STATEMENT OF POLICY

The areas of conflicting interest listing in Section 6, and the relations in those areas which may rise to conflict, as listed in Section 7, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the Governing Council members, officers, administrative employees, and other employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 7 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interest of LADE.

However, it is the policy of the Governing Council that the existence of any of the interests described in Section 7 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the Governing Council, its officers, administrative employees, and other employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosers.

### SECTION 9: DISCLOSURE POLICY AND PROCEDURE:

Transactions with parties with whom an actual conflicting interest exists may be undertaken only if all the following are observed:

1. The conflicting interest is fully disclosed during a public meeting;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction(s);
3. A competitive bid or comparable valuation exists; and
4. The Governing Council, in a duly noticed public meeting in compliance with the Open Meetings Act, has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the President of the Governing Council or if she/he is the one with the conflict, then to the Vice-President, who shall bring the matter to the attention of the entire Governing Council during a public meeting. Disclosure involving employees should be made to the Head Administrator or his/her designee or President of the Governing Council if it is the Head Administrator with a conflict. The Head Administrator or his/her designee shall advise the Governing Council of any actual conflict of interest of an employee. The Governing Council shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to LADE. The decision of the Governing Council on these matters will rest in their sole discretion and their concern must be the welfare of LADE and the advancement of its purpose.

# ARTICLE 11: RELATIONSHIP BETWEEN APS AND LA ACADEMIA DE ESPERANZA

The President of the LADE Governing Council or the Head Administrator shall be the contact person for any concern raised by the district relating to LADE. The parties will attempt to resolve any issue between them informally. If necessary, LADE and APS agree to implement the following formal dispute resolution process.

### SECTION 1: DISPUTE RESOLUTION PROCESS

* 1. Mediation – If a dispute arises as to the terms or interpretation of the charter, the Parties LADE and the APS Board of Education shall promptly attempt in good faith to resolve the dispute by negotiation and mediation. Either party may request mediation by letter to the other party identifying the issues proposed to be mediated and proposing one or more mediators for selection. The opposing party may respond in writing within 10 days, identifying its list of issues for presentation to the mediator and may propose alternative mediators. The parties shall mutually agree upon the selection of the mediator within 10 work days of the request for mediation. The mediation shall occur in Albuquerque, New Mexico and the parties shall share the costs of the mediation equally. If the parties cannot reach agreement on selection of a mediator, or if the mediation session cannot be held within 60 days after the request, unless the parties consent to a longer period, the parties shall proceed to arbitration as set forth below.
	2. Arbitration – All disputes not resolved by negotiation and mediation shall be resolved by arbitration in accordance with the Commercial rules of the American Arbitration Association in effect at that time unless the parties mutually agree to a different procedure. All disputes shall be decided by a single arbitrator and shall be heard in Albuquerque, New Mexico. A decision shall be rendered by the arbitrator no later than three months after the demand for arbitration is filed and the arbitrator shall state in writing the factual and the legal basis for the award. The arbitrator shall issue a scheduling order that shall not be modified except by the mutual agreement of the parties. Judgement may be entered upon the award in accordance with the New Mexico Uniform Arbitration Act. NMSA 1978 §§ 44-7A-1 to 44-7A-32 as amended. The arbitrator shall have the authority to include in the arbitration award a provision that the prevailing party shall recover all its costs and expenses incurred as a result of the dispute. The mediation and arbitration remedies available herein shall not be applicable to charter non-renewal or revocation actions or decisions except when either party does not comply with the procedures set forth in Section B, below.

### CHARTER RENEWAL/REVOCATION

1. Re-authorization – APS and LADE agree that the following procedures will be followed when APS considers a re-authorization of LADE’s charter.
	* + Term – The length of the initial charter was granted for a period of five years and subsequent renewals shall be for a five-year period under the terms and conditions set forth herein, or unless otherwise modified by law.
		+ Renewal Application – By no later than October 1 of the year prior to the year in which the charter expires, the Governing Council shall submit a renewal application to the APS Board of Education. The renewal application shall contain the following information:
			1. A report on the progress of the charter school in achieving the goals, objectives, student performance standards, NM Public Education Department’s minimum education standards and other terms of the originally approved charter, including the accountability requirements set forth in NMSA (1978) §§22-2C-1 *et seq.* as amended:
			2. A financial statement that discloses the costs of administration, instruction and other spending categories for LADE that is understandable to the general public, that will allow comparison of costs to other schools or comparable organization and that is in a format required by the NM Public Education Department.
			3. The contents of the original charter application as amended and as set forth in NMSA 1978 §§22-8B-8 (2006) as applicable or as amended as of date of the renewal application. If LADE is requesting revisions to the original charter application, those revisions shall be set forth separately so that they can be easily identified by the person(s) reviewing the renewal application.
			4. A petition in support of renewal application signed by not less than sixty-five percent of the employees of LADE.
			5. A petition in support of the renewal application signed by a majority of the households whose children are enrolled at LADE, and
			6. A description of the charter school facilities and assurances that LADE’s facilities are in compliance with the requirements of NMSA 1978 §§22-8B-4.2.
		+ Non-Renewal – Prior to APS determination not to renew LADE’s charter, the parties must have implemented the following steps:
			1. District’s Notice of Deficiencies – Within 20calendar days of receiving LADE’s charter renewal application. APS shall identify with specificity and in writing those areas of deficiencies in the charter renewal application and other issues that may be grounds for non-renewal as set forth in NMSA 1978 §§22-8B-12F (the “Notices of Deficiencies”). Grounds for denial of a renewal application shall be limited to LADE’s failure to comply with paragraphs 1.b.1 through 1.b.6 and those reasons set forth in NMSA 1978 §§22-8B-12F. (2005)
			2. Charter’s Response – LADE shall have 20 days from the date of the Notice of Deficiencies to provide additional information and to otherwise address the concerns raised by the District. The District agrees to provide clarification and assistance to LADE so that deficiencies can be adequately addressed by LADE and it’s Governing Council.
			3. Meet and Confer – By no less than 10 days from the date the District serves its Notice of Deficiencies, the parties shall meet and confer to discuss the concerns raised in the Notice of Deficiencies and to develop a timeline for correcting the deficiencies. APS and LADE shall continue to communicate in good faith as to the concerns raised in the Notice of Deficiencies prior to the sixty-day deadline for the Board to rule on the renewal application. If APS identifies additional areas of “deficiencies” that were not identified in the original Notice of Deficiencies during the meet and confer process, it shall supplement the Notice of Deficiencies and allow LADE 20 days to address the new matters.
			4. Public Meeting – Prior to the final vote by APS, either party can request that the issue of LADE’s charter renewal be open for comment to the public at an open meeting, prior to the final vote on the renewal application. The purpose of the meeting shall be to solicit public input as to the charter’s renewal and other information from the community that may assist APS in making its decision regarding the charter’s renewal. APS agrees not to unreasonably restrict the number of public comments from the audience at this meeting, so long as the audience members register to speak as to specific uses and stay within the time limits established for the meeting by APS and as consistent with APS’ Open Meetings ACT Resolution.
			5. Decision on Renewal Application – APS shall rule on the application in a subsequent public meeting that is held within 60 days after receiving the renewal application. If not ruled upon within 60 days the charter renewal application will be automatically reviewed by NM Public Education Department in accordance with the applicable provisions of Section 22-8B-6F and 22-8B-7 and NMAC 6.80.4.10 and 6.80.4.11.
			6. Extensions of Time – The parties may mutually agree on an extension of time for any of the deadlines set forth in paragraph 1 (c) 1 through 5.
			7. Decision of Non-Renewal – If APS does not renew LADE’s charter it shall state at a public meeting its specific reasons for declining to renew the charter and, thereafter, deliver a written statement of those reasons to LADE’s Governing Council within 14 business days from the date of its vote (the “Notice of Non-Renewal”). The Notice of Non-Renewal shall identify by reference to the charter renewal application and any submissions, each item which APS considered adequate grounds for non-renewal, along with a summary of its justification that LADE had not adequately addressed the required terms and conditions for renewal. APS may not state as grounds for non-renewal any reason not identified in its original Notice of Deficiencies.
			8. Appeal – LADE may appeal a non-renewal decision by APS to the NM Public Education Department pursuant to NMSA 1978 §§22-8B-12.F and accordance with NMAC 6.80.4 shall be considered on appeal.
2. Revocation – LADE’s charter shall only be revoked by APS for the reasons set forth in NMSA 1978 §§22-8B-12.F. APS agrees that the following procedures shall be implemented prior to a decision to revoke LADE’s charter. District’s Notice of Intent to Revoke – At least 60 days prior to a final vote to revoke, APS will identify in writing those areas of deficiency it deems sufficient to constitute grounds for revocation consistent with NMSA 1978 §§22-8B-12-D. (1999), its justification for the reasons stated and provides any supporting documents not previously provided to LADE (either by APS or third persons). The notice shall include a Corrective Action Plan as described in paragraph 2.c below. The Notice of Intent to Revoke and the Corrective Action Plan (CAP) shall be hand-delivered to LADE’s Head Administrator and the President of LADE’s Governing Council or his/her designee.
3. Meet and Confer – No less than 10 business days from the date of receipt of the Notice of Intent to Revoke and the Corrective Action Plan, representatives of the parties shall meet to discuss the grounds for revocation and to develop deadlines for addressing the issues raised in the Notice of Intent to Revoke and the CAP and to clarify any questions LADE has about the grounds for revocation. The parties may agree to an extension of time for this meeting.
4. Corrective Action Plan – The corrective action plan shall be in writing and shall contain a provision that is all deficiencies are adequately addressed by LADE, then the Notice of Intent to Revoke shall be retracted by APS. The plan shall:
	* Identify with specificity the deficiency and expected corrective measures to be taken by LADE;
	* Identify a coordinator for each party who shall be responsible for ascertaining whether progress towards completion of the corrective action plan is being made;
	* Provide an objective measurement or standard for resolution of each deficiency;
	* Identify deadlines for LADE to address all pending deficiencies; and
	* Describe consequences for failing to correct all or some of the deficiencies, which may include probation or some alternative to revocation should LADE make satisfactory efforts and progress towards addressing the deficiencies within the timeline agreed to by the parties.
5. Public Meeting – Prior to the final vote by APS to revoke LADE’s charter, either party can request that a public meeting be convened for public comment. The purpose of the meeting shall be to solicit public input as to the charter’s revocation and other information from the community that may assist the Board of Education in making its decision regarding the charter revocation.
6. Decision to Revoke Charter – APS shall not entertain a motion to revoke LADE’s charter so long as LADE is meeting the deadlines as set forth in the CAP. If APS votes to revoke LADE’s charter it shall state in writing its specific reasons for revocation which must be consistent with NMSA 1978 §§22-8B-12.D and deliver same to the President or designee of the Governing Council and LADE’s Head Administrator within 14 business days from the date of its vote. The Notice of Revocation shall identify each ground the Board considered adequate for revocation, along with a summary of its justification that LADE had not adequately addressed the specific items identified in the Notice of Intent to Revoke and the CAP. Grounds for revocation shall be limited to LADE’s failure to comply with NMSA 22-8B-12E. as amended. APS may not state as grounds for revocation any reason adequately addressed by LADE through the meet and confer process or any reason that was not previously identified in the Notice of Intent to Revoke or resolved pursuant to the CAP process.
7. Appeal – LADE may appeal a vote to revoke its charter by APS to the New Mexico Public Education Department pursuant to NMSA 1978 §22-8B-12.F and §22-8B-7 (1999\_. Only those unresolved reasons as identified in the Notice of Intent to Revoke and the CAP shall be stated in the Decision to Revoke and in accordance with NMAC 6.80.4 shall be considered on appeal.
8. Post Revocation Status – After the vote to revoke and prior to a final decision by the Secretary of the New Mexico Public Education Department, the charter school shall continue to operate; however, continued expenditures and program changes must be approved by APS during the pendency of the appeal. If fiscal mismanagement is aground for revocation, LADE must submit weekly financial reports to APS and all expenditures during the pendency of LADE’s appeal shall be monitored and approved by APS, but such approval shall be given or denied within five business days and not be unreasonable withheld. APS agrees, however, that APS shall not require LADE to take steps during the pendency of the appeal that will jeopardize the continued viability of LADE if the revocation is ultimately reversed by the Secretary of the NM Public Education Department. The parties will make every effort to minimize disruption to the educational process during this period. LADE shall advise its staff and applicable property owners/lessors of its status.
9. Post Affirmation Revocation – If the Secretary of the New Mexico Public Education Department affirms that APS decision to revoke the charter; the following procedure shall be followed to insure an orderly transfer of authority to APS.
	* LADE will immediately bring its checks for all accounts to the Director of Business for APS. The APS Director will oversee all expenditures to close the school’s business.
	* LADE will arrange for delivery of all business records, files, and student records to APS through the Superintendent of APS.
	* LADE will have one week to notify its staff and facility owner or lessor of its revocation status and will provide APS a written record of same.
	* LADE will provide an up to date inventory of all its books, supplies, equipment, or any other assets and the location of each and will take whatever steps necessary to protects its assets to avoid liability for same.
	* LADE will place all loose and/or small items in containers for easy removal.
	* LADE will assume the responsibility for cleaning and repair of its leased premises before vacating.
	* LADE will prepare all final reports and submit them to PED and provide a copy to APS.
	* LADE will arrange to have bank account signatures changed to APS Board signatures.
	* LADE will complete its closing process within two weeks. The parties may negotiate extension of time limits.
	* APS, whether using LADE funds or APS funds, will be responsible for paying LADE employees involved in the closing process outlined in subparagraphs h.1 through h.10 subsequent to the final determination by the Secretary. APS will not be responsible to pay LADE employees for time and efforts required to remove their personal property from the premises. APS reserves the right to direct that some or all of such tasks be performed by non-LADE personnel.
	* APS and LADE jointly will arrange to provide an orderly transition of students to other education programs subsequent to LADE’s closing.
	* LADE staff may apply for available positions at APS pursuant to establishing hiring procedure.

# ARTICLE 12: EMPLOYMENT REFERENCES/BACKGROUND CHECK

Applicants for employment with the school are subject to work history, education history, reference checks and criminal background investigations including, but not limited to applicants for substitute and temporary positions, non-paid volunteers and contractors or contractor’s employee(s) with unsupervised access to students.

An applicant applying for initial licensure from the state shall be fingerprinted and shall obtain the applicant’s Federal Bureau of Investigation record. The applicant shall pay for the cost of obtaining such records. Convictions of felonies or misdemeanors contained in such report shall be used by the Department in accordance with the New Mexico Criminal Offender Employment Act. Other information contained in the report, if supported by independent evidence, may form the basis for the denial, suspension, or revocation of a license by the State for good and just cause. An applicant for employment who has been initially licensed within twenty-four months of applying for employment with the school shall not be required to submit to another criminal background check provided the Public Education Department has copies of his/her FBI record on file.

An applicant recommended for employment, a non-paid volunteer, a contractor, or a contractor’s employee(s) with unsupervised access to students shall provide electronic fingerprints to the school to obtain his/her Federal Bureau of Investigation record. The cost of such record may be at the expense of the applicant, contractor, or contractor’s employee(s).

The school may request copies of FBI reports from the Public Education Department, provided they are not more than twenty-four months old. The school shall not disclose such records and related information to any person not directly involved in the employment decision affecting the specific applicant or a contractor, contractor’s employee or volunteer who has unsupervised access to students.

The school may also conduct a background investigation of an incumbent employee if it becomes aware of facts, circumstances, or conduct that give rise to a reasonable suspicion, that undisclosed aspects of the employee’s background might disqualify him/her from continued employment with the school.

LADE may terminate or discharge an employee having been convicted of a felony or misdemeanor involving moral turpitude of which the employee failed to disclose such information to the school.

The Head Administrator shall report to the Public Education Department any known convictions of a felony or misdemeanor involving moral turpitude that results in any type of action against the licensed employee. Failure to do so may result in the suspension or revocation of the Head Administrator’s license.

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# EXHIBIT A: GOVERNING COUNCIL RESOLUTION

**Open Meetings Act**

**2021 - 2022**

**WHEREAS, La Academia de Esperanza (LADE) Governing Council met in regular session on February 18, 2021 as required by law; and**

**WHEREAS, Section 10-15-1 (B) of the Open Meetings Act (NMSA 1978, Sections 10-15-1 to -4) states that, except as may be otherwise provided in the Constitution or the previsions of the Open Meetings Act, all meetings of a quorum of members of any board, council, commission, administrative adjudicatory body or other policymaking body of any state or local public agency held for the purpose of taking any action within the authority of or the delegated authority of such body, are declared to be public meetings open to the public at all time, and**

**WHEREAS, any meetings subject to the Open Meetings Act at which the discussion or adoption of any proposed resolution, rule, regulation or formal action occurs shall be held only after reasonable notice to the public, and**

**WHEREAS, Section 10-15-1 (D) of the open Meetings Act required the LADE Governing Council to determine annually what constitutes reasonable notice of its public meetings,**

**NOW, THEREFORE, BE IT RESOLVED by LADE Governing Council that:**

1. **All meetings shall be held at La Academia de Esperanza located at 1401 Old Coors Road SW, Albuquerque, New Mexico 87121 at 5:00 pm or as indicated in the meeting notice.**
2. **Unless otherwise specified, regular meetings shall be held each month on the third Thursday of the month. The agenda will be available at least seventy-two (72) hours prior to the meeting from Veronica Perez, whose office is located at La Academia de Esperanza, 1401 Old Coors Road SW, Albuquerque, New Mexico 87121. Notice of any other regular meetings will be given at least three (3) days in advance of the meeting date. The notice shall indicate how a copy of the agenda may be obtained.**
3. **Special meetings may be called by the President of a majority of the members upon three (3) notice. The notice shall include an agenda for the meeting or information on how members of the public may obtain a copy of the agenda. The agenda shall be available to the public at least seventy-two (72) hours before any special meeting.**
4. **Emergency meetings will be called only unforeseen circumstances that demand immediate action to protect the health, safety and property of citizens or to protect the public body from substantial financial loss. The LADE Governing Council will avoid emergency meetings whenever possible. Emergency meetings may be called by the President or a majority of the members upon twenty-four (24) hours’ notice, unless threat of personal injury or property damage requires less notice. The notice for all emergency meetings shall include an agenda for the meeting or information on how the public may obtain a copy or the agenda. Within five (5) days of taking action on an emergency matter, LADE Governing Council shall report to the Attorney General’s Office the action taken and the circumstances creating the emergency.**
5. **For the purposes of regular meetings described in paragraph 2 of this resolution, notice requirements are met if notice of the date, time, place and agenda is placed in newspapers of general circulation in the state and posted at the following location: La Academia de Esperanza, 1401 Old Coors Road SW, Albuquerque, New Mexico 87121. Copies of the written notice shall also be mailed to those broadcast stations licensed by the Federal Communications Commission and newspapers of general circulation that have made a written request for notice of public meetings.**
6. **For the purposes of special meetings and emergency meetings described in paragraph 3 and 4 of this resolution, notice requirements are met if notice of the date, time, place and agenda is provided by telephone to newspapers of general circulation in the state and posted in the offices of LADE, 1401 Old Coors Road SW, Albuquerque, New Mexico 87121. Telephone notice also shall be given to those broadcast stations licensed by the Federal Communications Commission and newspapers of general circulation that have made a written request for notice of public meetings.**
7. **In addition to the information specified above, all notices shall include the following language: If you are an individual with a disability who is in need of a reader, amplifier, qualified sign language interpreter or any other form of auxiliary aid or service to attend or participate in the hearing or meeting, please contact Sonya Vigil at (505) 764-5500 extension ­­­­­­3037 or** **svigil@esperanza-pride.org** **if a summary or other type of accessible format is needed.**
8. **The LADE Governing Council may close a meeting to the public only if the subject matter of such discussion or action is excerpted from the open meeting requirement under Section 10-15-1 (H) of the open Meetings Act.**
	1. **If any meeting is closed during an open meeting, such closure shall be approved by majority vote of a quorum of the LADE Governing Council taken during the open meeting. The authority for the closed meeting and the subjects to be discussed shall be stated with reasonable specificity in the motion to close and the vote of each individual member on the motion to close shall be recorded in the minutes. Only those subjects specified in the motion may be discussed in the closed meeting.**
	2. **If a closed meeting is conducted when the LADE Governing Council is not in an open meeting, the closed meeting shall not be held until public notice, appropriate under the circumstances, stating the specific provision of law authorizing the closed meeting and the subjects to be discussed with reasonable specificity, is given to the members and the general public.**
	3. **Following completion of any closed meeting, the minutes of the open meeting that was closed, or the minutes of the next open meeting if the closed meeting was separately scheduled, shall state whether the matters discussed in the closed meeting were limited only to those specified in the motion or notice for closure.**
	4. **Except as provided in Section 10-15-1 (H) of the Open Meetings Act, any action taken as a result of discussion in a closed meeting shall be made by vote of the LADE Governing Council in an open public meeting.**

**Passed and approved by the La Academia de Esperanza Governing Council this \_\_\_\_day of \_\_\_\_20\_\_.**