

# **CIEN AGUAS INTERNATIONAL SCHOOL**

## **GOVERNING COUNCIL BYLAWS**

PARA OBTENER UNA COPIA DE LOS ESTATUTOS DEL CONSEJO GOBERNANTE DE CIEN AGUAS EN ESPAÑOL, ENVÍE UN CORREO ELECTRÓNICO A [GC@CIENAGUAS.ORG](mailto:GC@CIENAGUAS.ORG).

### **ARTICLE I**

#### **MISSION STATEMENT**

Cien Aguas International School is a K-8 school with a focus on dual language instruction, inquiry, and environmental sustainability. Cien Aguas seeks to develop students who can ask and investigate important questions about the world around them, are committed to a sustainable society, and are working toward cross-cultural competence, bilingualism and biliteracy in Spanish and English.

### **ARTICLE II**

#### **NAME OF GOVERNING BODY AND SCHOOL**

The name of the school shall be known as Cien Aguas International School, herein referred to as “Cien Aguas”. The school’s governing body shall be known as the “Governing Council,” and referred to in these bylaws as the “Council.”

### **ARTICLE III**

#### **EQUAL OPPORTUNITY**

Cien Aguas affirms its commitment to providing equal treatment of all of its students, parents/guardians and employees. Neither Cien Aguas nor the Council shall discriminate against any student, parent/guardian or employee on the basis of race, age, religion, color, national origin, ancestry, sex, physical or mental attributes or abilities, medical condition, sexual orientation, gender identity, or any basis protected by law, with respect to their rights, privileges, programs, activities, and/or in the administration of its educational programs and athletics/extracurricular activities.

### **ARTICLE IV**

#### **GOVERNANCE AND TRAINING**

The Council has a responsibility to ensure that Cien Aguas operates in accordance with all applicable laws and regulations, and meets its commitments to its charter authorizer, Albuquerque Public Schools, and to the New Mexico Public Education Department (“NMPED”), as reflected in its charter. Council members have a responsibility to be familiar with the terms of the Cien Aguas charter contract and legal responsibilities of public schools. Council members must become educated about public school laws and applicable rules and regulations. All Council members are required to attend annual mandatory training that explains New Mexico Public Education Department rules, policies and procedures, statutory powers and duties of charter school governing bodies, legal concepts pertaining to public schools, finance and budget

and other matters deemed relevant by the NMPED. In particular, the Council recognizes that the following New Mexico statutes and rules are applicable to public charter schools and each member commits to take necessary steps to become familiar with these provisions, as well as other legal provisions relevant to the school, as necessary:

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

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

## **ARTICLE V**

### **GOVERNING COUNCIL POWERS AND RESPONSIBILITIES**

The primary powers and duties of the Council are to:

1. Develop educational and operational policies for the school;
2. Employ Cien Aguas' head administrator, who shall be referred to hereafter as the "Principal," evaluate the Principal annually; and set the salary schedule for certified/licensed employees;
3. Charge the Principal with the responsibility of implementing the charter; employing, fixing the salaries of, assigning, terminating and discharging all Cien Aguas employees; carrying out Cien Aguas' policies and procedures, facilities plans, budget, and such other directives and policies adopted by the Council as necessary. The Governing Council shall not be involved in the day-to-day operations of the school;
4. Review, approve and monitor implementation of the annual school budget;
5. Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public charter schools;
6. Initiate lawsuits or take all necessary steps to protect the school's interests;
7. Consistent with the school's budget authority, approve contracts for the repair and maintenance of all property belonging to the school or for which Cien Aguas is contractually responsible to maintain and repair, which authority may be delegated to the Principal up to an amount not exceeding \$20,000;
8. Enter contracts consistent with the school approved budget for any service or activity that is required for Cien Aguas to perform in order to carry out the educational program described in the Cien Aguas Charter. The Council may delegate its authority hereunder to the Principal for contracts not exceeding \$20,000, except in cases of employment contracts which shall be delegated to the Principal consistent with the school's budget authority and the Council's adopted salary schedule;

9. Develop, adopt and amend policies and procedures pertaining to the administration of all powers or duties of the Council and Cien Aguas;
10. Accept or reject any charitable gift, grant, devise or bequest to the Governing Council. Each particular gift, grant, devise or bequest accepted shall be considered an asset of the school;
11. Approve amendments to the Charter prior to presentation to the charter authorizer for approval;
12. Complete application to APS for capital outlay funds;
13. Open other locations for operation of school as consistent with the Charter;
14. Address problems through the applicable dispute resolution processes according to policies and procedures;
15. Review and consider recommendations submitted by the Principal and other advisors to the Council;
16. Promote a cooperative relationship with its charter authorizer; to function in accordance with the New Mexico Charter School Act and resolve any dispute, which may arise between Cien Aguas or its Council and charter authorizer officials to the mutual benefit of the operation of the school and its authorizer; and
17. Such other powers and authorities as provided for by law.

## **ARTICLE VI**

### **COLLECTIVE AUTHORITY OF COUNCIL**

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

## **ARTICLE VII**

### **COUNCIL MEMBERSHIP**

1. Positions and Qualifications. The Governing Council shall have no fewer than 5 (five), but no more than seven (7) voting members. The candidates for positions on the Governing Council shall be considered based upon their professional skills, demonstrated collaborative and problem-solving skills and attitudes, their ability and willingness to devote substantial time and energy to serving on the Council (including the requirement that each Council member shall regularly participate in the activities of at least one Council committee), and their commitment to acting in the best interests of the school as a whole, rather than for the interests of any particular person or group. The Council shall determine, prior to February 1 of each school year, whether the make-up of the Council shall be increased or otherwise changed.

2. Member Terms. Council members terms are for three (3) years. A council member who seeks subsequent term(s) may be re-elected by majority board vote and is not required to follow the vacancy procedure described in section 3 below.

3. Vacancies. A vacancy on the Council caused by an increase in the number of council member positions, a member's resignation, expiration of a member's term lacking re-election, or a member's removal by vote of the Council, will be filled by majority vote of the remaining Council members. If Council membership falls below five (5), the vacancy shall be filled within sixty (60) days from creation of the vacancy. New members may be recruited directly by Council members in good standing, by past Council members, by members of the School community, and/or through advertisements on the School website and/or local media. To fill any vacancy, the Nominating Committee Chair will assemble a full Nominating Committee to recommend candidates to fill the vacancy. The Nominating Committee shall consist of one Council member as Chair of the Nominating Committee, a member of the community or a parent, and the Principal or his/her designee, who shall meet and solicit written applications, recruit potential candidates, and screen applicants and recruits for each of the positions on the Council to be filled. The Nominating Committee shall recommend candidates to the Council at a public meeting. The Council shall thereafter select new members by a majority vote.

4. Disqualifications/Nepotism Rule. In no event shall a Council member be a Cien Aguas employee, spouse or family member of another Council member, or have a contract for provision of goods, services or property with Cien Aguas. The Council will not initially employ as Principal a person who is a Council member (unless the offer of employment is contingent upon such member's resignation from the Council), or the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, or daughter-in-law, sister, sister-in-law, brother, brother-in-law, or sibling (collectively "family members") of any Council member. Upon petition by the Principal, the Council may approve the Principal's hiring of the Principal's family member as a School employee by majority vote and resolution at a public meeting. Prior to approving the Principal's request to hire said individual, the Council shall carefully consider the potential impact on the integrity, efficiency, discipline and public perception of Cien Aguas in the employment of any person who is a family member of the Principal.

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

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

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

- e. Any other ground the Council deems appropriate.
- 7. Resignations. A member shall state his/her intent to resign and the effective date of the resignation in writing to the Council President. A member's resignation shall be effective upon the date stated in the letter of resignation.

## ARTICLE VIII OFFICERS OF THE COUNCIL

1. Officers of Council. The officers of the Council shall be a Chairperson, a Vice-Chair, a Secretary, and a Treasurer. The Council may, by a majority vote, create different categories of officers without requiring an amendment to these bylaws. 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, be performed by the next officer set forth in the following sequence: Chair, Vice-Chair, Secretary, Treasurer.

2. Election and Tenure. All officers shall be elected by a majority vote of the Council. Officers shall serve for one (1) year terms. Should an officer be able/willing to serve additional, consecutive terms, the officer may continue to serve pending a majority board vote. Regular election of officers shall take place at the first regular meeting of the Council in August of each school year or until their successors have been duly elected. Officers' terms shall begin at the meeting immediately following the meeting of the Council at which the officer is elected, shall be in place for one year, or until their death, resignation or removal.

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

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

5. Chairperson. The Chair of the Council shall preside at all meetings. She/he shall have the right, as other members of the Council, to make or second motions, to discuss questions, and to vote. The Chair may not take any action on behalf of the Council or Cien Aguas without prior specific authority from a majority of the Council to do so. All communications addressed to the Chair shall be considered by him or her for appropriate action, which consideration may include consulting with legal counsel, and consideration by the Council. The Chair shall sign legal documents as required by law and perform such other duties as may be prescribed by the Council. It is the Chair's responsibility to ensure that Council members uphold their commitments/responsibilities to the school, and that the Council's policies and procedures are correctly implemented. The Chair shall be responsible for orienting new Council members to the roles and responsibilities of Council members. The Chair is responsible for compiling the topics for business to be placed on the agenda, at least 72 hours in advance of each Council meeting.

6. Vice-Chair. The officer in this position shall perform the duties of the Chair in the absence of the Chair or at the request of the Chair. In the event a vacancy occurs in the Chair office, the Vice-Chair will act in the capacity of the Chair until the office has been filled by a

vote of the Council membership. The Vice-Chair shall work with the Chair each month to develop Council meeting agendas, and shall sign legal paperwork as delegated by the Council.

7. Secretary. The Secretary shall work with the Council to ensure accurate minutes are taken at each Council meeting, and shall circulate draft minutes to Council members within 10 days of each Council meeting. Draft minutes are available to all GC members in shared electronic documents. It is the responsibility of the Secretary to keep a record of Council meetings, minutes, agendas, and Council meeting notices. This office shall ensure that all notices are given in accordance with the provisions of the charter, Council policies and as required by law; shall countersign, when required, all authorized contracts, deeds, leases, or other legal instruments; and in general shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the Council. 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 Council's review. The secretary will review the minutes prior to presentation to the Council for approval. The secretary or the Council's designee shall be responsible for presenting the minutes to the Council at meetings.

8. 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 serve as the Chair of the School's Finance Committee and Audit Committee. He/she shall attend the PED Spring Budget Workshop and/or any other financial regulatory training recommended by the Council, Principal or the Business Manager.

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

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

## **ARTICLE IX**

### **COUNCIL COMMITTEES**

1. Standing Committees. The Council may establish standing committees, which may consist of Council members and non-Council members. Committee assignments and chairmanships will be determined by action of the entire Council, provided that at least one Council member shall serve on each committee. Standing committees of the Council shall include a Finance Committee and Audit Committee as defined by NMSA 1978 §22-8-12.3(2010); and a Nominating Committee, as defined in Article VII, Section 3. The time and place of all committee meetings shall be announced to the Council. Except for the audit committee, all Council members may attend any committee meeting, if the meetings are properly noticed pursuant to the Open Meetings Act when a quorum of the Council will be present.

2. Principal's Committees. The Principal is empowered to establish committees within the school that report to the Principal. The Principal shall advise the Council about the purpose of the committees and activities affecting the school.

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

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

5. Committee Nominations. Council members shall chair or co-chair each committee other than Principal's Committees. Community members shall be nominated to Council Committees in writing by the committee chair or other members of the Council. Nominations should state how such a relationship would be advantageous to the nominee and to the committee. Committee nominations shall be approved by majority vote of the Council. Committee members shall serve for a one-year term, renewable by Council vote. Ad-hoc committees may be dissolved by the Council when deemed no longer necessary. Council members may volunteer to serve on any committee, but may serve on no more than three (3) at one time.

## ARTICLE X COUNCIL MEETINGS

1. Council Meetings. The Cien Aguas Governing Council will comply with the New Mexico Open Meetings Act, NMSA 1978 §10-15-1 et seq. Regular meetings of the Council will be scheduled as determined to be reasonable and necessary for Cien Aguas and shall be set forth in the Council's Open Meetings Act annual resolution. Council meetings will be held at the School's office location in Albuquerque, New Mexico, or such other location as may be determined by the Council. Special or emergency meetings of the governing body may be called by the Council President or at the request of a Council member, in accordance with the Open Meetings Act. The Council shall consider at least once annually what constitutes reasonable notice for all regular, special and emergency meetings as contemplated by the New Mexico Open Meetings Act and, thereafter, pass an appropriate resolution adopting policies and procedures for complying with the Act. The Resolution shall be posted for public information on the School's website.

2. Council Agenda. The President of the Council shall set the council meeting agendas. A request to have an item placed on the agenda must be submitted in writing to the President within a reasonable time period (preferably 5 days) prior to the required time the agenda must be posted. The President or designee shall provide a copy of the agenda and strive to provide all documentation to be considered by the Council at the meeting to each Council member at least 72 hours prior to the meeting. The agenda shall be posted for the public in accordance with the Open Meetings Act.

3. Council Record. A record of all actions of the Council will be set forth in the official minutes of the Council. The minutes and recordings will be kept on file and available for inspection pursuant to New Mexico record retention requirements. The council will ensure all

GC minutes and resolutions passed by the Council will be available for public inspection on the CAIS website.

4. Council Minute and Records. The Council shall delegate responsibility for taking minutes of all Council meetings to a member of the council who shall provide thereof draft copy of the minutes to the Council Secretary prior to the next regular meeting of the Council. The Secretary shall present the draft minutes for approval at the next regular Council meeting. All resolutions and actions are included in the minutes. A draft copy of the minutes shall be made available for public review by no later than 10 days after each meeting of the Council.

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

6. Procedure. Robert's Rules of Order, newly revised, will govern the Council, except when in conflict with applicable laws or regulations, which then prevail. Most action items are handled by appropriate motion procedures.

7. Attendance via Telephone Conference Call. Except to the extent otherwise provided by law, any meeting of the Council may be attended by any of the Council members by means of a conference telephone (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 Council who speaks during the meeting. Such attendance shall constitute presence by the Council member as if in person at such meeting and for purposes of determining a quorum. Any action taken by the Council at such meeting shall constitute a valid action of the Council. Council members appearing by telephone shall make advance arrangements with the Council President within a reasonable time period prior to the meeting.

8. Voting. Each Council member shall have one vote. A majority vote of a quorum of the Governing Council carries any issue. Proxy voting is not allowed.

## **ARTICLE XI**

### **CONFLICT OF INTEREST**

Governing Council members shall comply with the Conflict of Interest Policy passed by the Council. As required, each Council member shall complete an "Annual Disclosure Statement," in which he/she is responsible for disclosing to the Council the existence of any direct or indirect interest in a School transaction. Failure to make such disclosure shall be grounds for voiding the transaction, at the discretion of the Council.

## **ARTICLE XII**

### **COUNCIL MEMBERS' ETHICAL OBLIGATIONS AND DUTIES**

1. Misuse of Position. A Council member shall not use his or her position at Cien Aguas to attempt to influence the decision of any Cien Aguas employee to grant special treatment to (a) the child or ward of the member, (b) any relative of the member, or (c) any "Related Party" as defined in the Council's Conflict of Interest Policy. Every Council member and every Cien Aguas employee who is a parent or guardian of a Cien Aguas student shall



inform his or her child that he or she is required to follow all rules, policies and procedures applicable to Cien Aguas students, that he or she is not entitled to special treatment by virtue of the relationship with a Council member or employee, and that any attempt to seek such special treatment may result in disciplinary action.

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

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

### **ARTICLE XIII MISCELLANEOUS**

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

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

3. Signatory Authority. The Council may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the school. The Governing Council may by a majority vote, delegate authority to sign contracts as described by resolution, to the Principal consistent with Article V, paragraph 7 and 8. All checks must be signed by two authorized individuals, neither of which may be School's Business Manager. All checks, drafts, or other orders for the payment of money issued in the name of the school shall be under the purview of the Finance Committee of the Governing Council.

4. Dissolution of the Charter. If deemed advisable by the Council that the Cien Aguas charter should be dissolved, Cien Aguas in collaboration with APS shall devise an appropriate plan for closing the school and transferring assets as required by the New Mexico Charter School Act and such other applicable laws and regulations.

5. Operations/Reporting. Day to day operation of Cien Aguas shall be the responsibility of the Principal, in collaboration with the school's Business Manager, and financial operations shall be reviewed each month by the Finance Committee of the Governing Council. The School's Business Manager shall provide a full financial report to the Council at each regular Council meeting, and as requested by the Council.

**CERTIFICATE OF ADOPTION**

The undersigned officers hereby certify that these Bylaws were duly adopted by the SCHOOL's Governing Council on April 15 , 2019.

By: \_\_\_\_\_  
President

By: \_\_\_\_\_  
GC Member

By: \_\_\_\_\_  
GC Member

By: \_\_\_\_\_  
GC Member

By: \_\_\_\_\_  
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By: \_\_\_\_\_  
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