

Approved by the Governance Board

October 30, 2018

Revised January, 24, 2019

Revised April 25, 2019

Revised May 15, 2019

**Raíces del Saber Xinachtli
Community School**

Bylaws

TABLE OF CONTENTS

ARTICLE 1	NAME, ORGANIZATION AND PURPOSE.....	4
Section 1.1	Name.....	4
Section 1.2	Organization and Purpose.....	4
Section 1.3	Location.....	4
Section 1.4	Non-Discrimination Policy.....	4
ARTICLE 2	THE GOVERNANCE BOARD.....	4
Section 2.1	Role of Governance Board.....	4
Section 2.2	Board Powers and Responsibilities.....	4
Section 2.3	Designated Board Members and Terms.....	5
Section 2.4	Vacancies and Additional Elections.....	5
Section 2.5	Background Checks.....	5
Section 2.6	Resignations.....	5
Section 2.7	Removals.....	5
Section 2.8	Attendance.....	6
Section 2.9	Individual Member Authority.....	6
Section 2.10	Binding Authority.....	6
Section 2.11	Training and Evaluation.....	6
Section 2.12	Salaries and Reimbursements.....	6
Section 2.13	Engagement of Consultants and Agents.....	7
Section 2.14	Conflict of Interest.....	7
Section 2.15	Code of Ethics.....	7
ARTICLE 3	MEETINGS.....	7
Section 3.1	Annual and Regular Meetings.....	7
Section 3.2	Special Meetings.....	8
Section 3.3	Notice of Meetings.....	8
Section 3.4	Quorum and Actions.....	8
Section 3.5	Conduct of Meetings.....	8
Section 3.6	Confidential Matters/Closed Sessions.....	9
Section 3.7	Public Input.....	9
ARTICLE 4	OFFICERS.....	10
Section 4.1	Designation of Officers.....	10
Section 4.2	Qualifications.....	10
Section 4.3	Election and Terms of Office.....	10
Section 4.4	Duties of Chairperson.....	10
Section 4.5	Duties of Vice Chairperson.....	10
Section 4.6	Duties of Secretary.....	10
Section 4.7	Duties of Treasurer.....	11
Section 4.8	Vacancies Among Officers.....	11
ARTICLE 5	COMMITTEES.....	11
Section 5.1	Establishment.....	11
Section 5.2	Standing Committees.....	11

Section 5.3	Other Committees.....	12
Section 5.4	Committee Chair.....	12
Section 5.5	Resignations and Removal.....	12
Section 5.6	Compensation.....	13
ARTICLE 6	STAFF.....	13
Section 6.1	Duties of Principal.....	13
Section 6.2	Terms of Employment of Principal.....	13
Section 6.3	Faculty Engagement, Supervision, and Termination.....	13
Section 6.4	Direction of Faculty and Staff.....	13
ARTICLE 7	FISCAL YEAR AND AUDIT.....	14
Section 7.1	Fiscal Year and Audit.....	14
ARTICLE 8	ADMINISTRATION AND MAINTENANCE OF RECORDS.....	14
Section 8.1	Record Maintenance.....	14
Section 8.2	Contracts, Loans, Checks, Drafts, Deposits, Agents.....	14
ARTICLE 9	LIABILITY AND INDEMNIFICATION OF BOARD MEMBERS.....	15
Section 9.1	Liability of Board Members and Officers.....	15
Section 9.2	Indemnity of Board Members and Officers.....	15
Section 9.3	Maintenance of Insurance.....	16
ARTICLE 10	AMENDMENT OF BYLAWS.....	16
Section 10.1	Amendment of Bylaws.....	16

**RAICES DEL SABER XINACHTLI COMMUNITY SCHOOL
BYLAWS**

ARTICLE 1: NAME, ORGANIZATION, AND PURPOSE

Section 1.1 Name

The name of the organization will be known as Raíces del Saber Xinachtli Community School. It shall hereafter be referred to in this document as “Raíces.”

Section 1.2 Organization and Purpose

Raíces will be a public charter school in the state of New Mexico. Raíces’ purpose is described in the following Mission Statement: *Raíces del Saber Xinachtli Community School implements a developmentally appropriate rigorous academic program through an interdisciplinary curriculum that is experiential, participatory, biliterate, child-centered, and culturally responsive. Our students learn Spanish and English, achieving academic proficiency in all subjects in both languages as they develop critical and creative thinking skills. Raíces creates an environment where students and parents are valued as participants in the construction of knowledge and the creation of a learning community that promotes high academic performance, positive identity formation, and the reclaiming of cultural heritage.*

Section 1.3 Location

Raíces will be located in Las Cruces, County of Doña Ana, State of New Mexico.

Section 1.4 Non-Discrimination

Raíces does not discriminate in its employment practices on the basis of any characteristic protected under State or Federal law including, but not limited to, race, color, age, sex, creed or religion, handicap or disability, marital status, citizenship status, veteran status, sexual orientation, national origin or any other characteristic protected by law.

ARTICLE 2: THE GOVERNANCE BOARD

Section 2.1 Role of the Governance Board

The governance of Raíces is vested and delegated to the Governance Board, hereby referred to in this document as the “Board.” The purpose of the Board is to govern the Charter School in accordance with its mission statement and the terms of its Charter School contract with the NM Public Education Commission (PEC) and in compliance with the New Mexico Charter Schools Act, New Mexico Statutes Annotated (NMSA) 1978, Chapter 22, Section 22-8B (2006), *et seq.* as amended from time to time.

Section 2.2 Board Powers and Responsibilities

The primary duties of the board are to 1) exercise leadership through the formulation, adoption, and oversight of school policy, 2) review and approve the budget for Raíces and oversee all fiscal operations of the school, and 3) hire, establish the duties, determine the salary and evaluate the principal. In addition to all powers conferred upon the Board by the New Mexico Charter School Act, NMSA 1978, Section 22-8B (2006), *et seq.* and monitoring the rules and regulations of the New Mexico Public School Administration Code (NMAC), sections 6.19.8.10 to 6.69.8.13, the Board shall be responsible for the fair and uniform application of federal, state, and local laws as well as the rules, regulations and policies of Raíces in operation of the school and in conformance to its charter.

Section 2.3 Designated Board Members and Terms

The numbers of board members and terms are as follows:

- a) **Numbers:** The number of Board members shall not be less than five (5) and not more than nine (9) members. Members shall be comprised of the community at large, with a focus on individuals who bring professional expertise, experience, or talents that the Board has identified as referenced in the Charter with a minimum of one Raíces' parent member.

- b) **Terms:** Members shall be elected for a three (3) year term. Upon completion of that term, a member who wishes to continue serving may request another term from the other members of the Board. Such extensions must be approved by majority vote. There are no restrictions on the number of terms a Board Member may serve. For the initial term that begins upon approval of the Raíces' Charter, all members of the Board will be appointed by the founding team. The initial Board will be split between terms of four (4) and three (3) years so as to stagger the terms. After the first four-year terms are served, all terms will be three (3) years.

Section 2.4 Vacancies and Additional Elections

Prospective board members will submit a letter of interest outlining the skills and expertise they possess which make them a strong fit for the Board and include why they would like to be a Board Member. The letter is submitted to the Governance Board Development Committee and they will interview the prospective nominee and make a recommendation to the Board Members for a vote during a regular or special board meeting. The Board will have 45 days to fill a vacancy when the number of board members is less than seven. The minimum vote required to fill the Board position shall be the affirmative vote of a majority of the Board Members present at a meeting at which a quorum is present.

Section 2.5 Background Checks

Each member of the Board, within 30 days of the election to the Board shall undergo a criminal history background check investigation for the purpose of ensuring that the member is not disqualified for membership due to a criminal history. "Criminal history" means convictions of felonies or misdemeanors of moral turpitude, or other information concerning a person's arrests, indictments, other formal criminal charges and any dispositions arising therefrom, including convictions, dismissals, acquittals, sentencing, and correctional supervision, collected by criminal justice agencies and stored in the computerized databases of the Federal Bureau of Investigation (FBI), the national law enforcement telecommunications system, the New Mexico department of public safety (DPS), or the repositories of criminal history information of other states. The school shall reimburse the member for the cost of the criminal history record check, including all costs for administering and processing the background check.

Section 2.6 Resignations

Any member may resign at any time by submitting written notification of resignation to the Board Chairperson. The date of the letter of resignation becomes the effective date.

Section 2.7 Removals

The board may remove any Officer or Board Member by a majority vote of the entire Board at any regular or special meeting of the Board, provided that written notice of the reason or reasons for the proposed removal shall have been delivered by electronic mail with delivery of receipt confirming the message was delivered to the recipient's email server, or Read receipt confirming the recipient viewed the message check box, or by Registered Mail to the Officer or Board Member for removal at least thirty (30) day before any final action is taken by the Board. The date, time, and location that the action is to

take place must be included in the statement informing the Board Member of the Board's intention of removal. Reasons for removal shall include, but are not limited to 1) failure to meet Board Meeting attendance requirements, 2) failure to disclose a conflict of interest, 3) failure to comply with the Board approved code of ethics, and 4) moral turpitude, which is conduct that is considered contrary to community standards of justice, honesty, or good morals. The Officer or Board Member shall be given an opportunity to be heard on the matter considered by the Board at the time and place stated in the motion.

Section 2.8 Attendance

Attendance at Board meetings is mandatory. Any member missing three (3) consecutive meetings or five of the meetings within a school year without prior notification to the Chairperson may be dismissed from the Board. If a Board member cannot be physically present at the meeting for unavoidable conflict, he/she may make arrangements to appear by telephone or digital communication in accordance with the provisions of the New Mexico Open Meetings Act.

Section 2.9 Individual Member Authority

A member of the Board is a public officer, but has no power or authority individually. State Statute and the Charter Contract vest power to the Board and not in its members individually. The Board at public open meetings must exercise the powers, whether regular, special, or emergency meetings, with action duly recorded in its minutes.

Section 2.10 Binding Authority

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

Section 2.11 Training and Evaluation

Each member of the Governance Board will attend at least ten (10) hours of PED-approved training annually on topics pertaining to charter school governance, including but not limited to state rules, policies, procedures, statutory powers and duties of governing boards, as well as legal concepts for public schools as required and described by NMAC 6.80.5 and NMSA 1978, 22-8B-5.1. Each annual training will include the Open Meetings Act. New Board members cannot vote in meetings until they have attended one of the seven-hour Public Education Department trainings which are held once a month in some part of the state. Every regular board meeting will have some set amount of time as determined by the Board devoted to training that will improve the efficiency and effectiveness of Board Members in carrying out their duties. All Board Members will participate annually in a self-evaluation and develop a plan for improvement of skills and knowledge based on the data. An outside evaluator shall be secured at least every other year to conduct developmental evaluation with the Board.

Section 2.12 Salaries and Reimbursements

A Board member may not receive a salary from the school for services as a member. A Board Member may be reimbursed for out-of-pocket travel expenses with prior approval and other expenses incurred as a member on school business in accordance with the New Mexico Mileage and Per Diem Act.

Section 2.13 Engagement of Consultants and Agents

The Board may appoint or hire consultants and agents to perform duties on behalf of the Board and/or Raíces as the Board may prescribe. These consultants and agents must comport with the Conflict of Interest policy outlined in Article 2, Section 2.14.

Section 2.14 Conflict of Interest

The public has a right to expect that all public officials perform their duties in a fair and unbiased way, and that the decisions they make are not affected by self-interest, private affiliations, or the likelihood of personal gain or loss.

Public office is a trust created in the interest of the common good and for the benefit of the people. It is the intent of these Bylaws to maintain public confidence and prevent the use of public office for private gain. Board Members shall abide by the Conflict of Interest Policy adopted by the Board which shall comply with NMSA 22-8B-5.2.

All third-party agreements must be negotiated “at arms’-length” with terms fair and reasonable to the school. No Board Member shall contract with the School or receive compensation from the School for services, other than reimbursement as set forth in Section 2.12 of these bylaws. Board members must be familiar with and observe all applicable law relating to Conflicts of Interest. A potential conflict of interest exists if a contract or transaction is proposed between the School and any of the following: a member of the board member’s immediate family (spouse, parents, children, brothers, sisters, brother-in-law, sister-in-law, daughter-in-law, son-in-law) or an entity in which a board member’s immediate family holds an ownership interest or governance position.

If a contract or transaction is posed in which a Board Member or family member or entity as described above has a personal or material interest, the Board Member shall promptly disclose the material facts of such a matter and potential conflict of interest in writing to the Secretary for distribution to all Board Members. When any conflict of interest becomes relevant to any subject requiring board action or any of its duly constituted committees, the Board Member having the conflict shall not vote on the matter. A Board Member who is excluded from voting shall briefly state the nature of the conflict and answer any relevant questions of all other Board Members but shall not otherwise attempt to influence the vote. The Board Member shall be required to leave the room during the vote as not to inadvertently influence the outcome of the vote. Minutes of the meeting shall reflect that the disclosure of the conflict of interest that has been made, the Board Member abstained from voting, and the Board Member left the room during the vote.

Section 2.15 Code of Ethics

Each Board Member shall abide by the Code of Ethics established by the Board. The code will be developed as an official statement of policy that defines what constitutes ethical behavior on the part of Board Members including specifics on what constitutes moral turpitude and will appear in the Board Handbook and be reviewed each year. Failure to comply with the Code of Ethics is grounds for removal from the Board.

ARTICLE 3: MEETINGS

Section 3.1 Annual and Regular Meetings

- a) Annual Meeting: The Board shall hold an annual meeting for the purpose of appointing officers, electing board members, and for the transaction of other business including reflection and strategic

planning or such other purpose as the Board shall determine. The annual meeting shall occur during the last quarter of the fiscal year at such time and place as the Board Chairperson determines.

- b) Regular Meetings: The Board shall meet in 11 monthly regular meetings. Notice shall be given ten (10) days in advance of the meeting. All meetings of the Board shall be held in accordance with the New Mexico Open Meetings Act (OMA) and in keeping with the Board's annual OMA resolution. A "roll call vote" must be taken when voting on approval of a motion and the adoption of school or board policies. Meetings will include time for 1) review of financial reports, 2) review of student academic progress, and 3) Board training.

Section 3.2 Special Meetings

Special meetings of the Board may be called at any time by the Chairperson, or in his/her absence the Vice Chairperson, by phone call or in a written email. Such requests for a special meeting shall include the reason for the meeting and shall comply with the OMA policy on such meetings. Notice of Special Meetings shall be given at least 72 hours in advance of meeting in printed or electronic format and on the School's website, except for emergency meetings of a very urgent nature, which shall require 24 hours of notice delivered in person, or by electronic mail, or by phone call to all members of the Board.

Section 3.3 Notice of Meetings

The New Mexico Open Meetings Act (OMA), NMSA 1978, Chapter 10, Section 10-15-1-D, requires that any regular, special, or closed meeting at which a discussion or adoption of any proposed resolution, rule, regulation or formal action occurs shall be held only after reasonable notice to the public. Special circumstances may dictate that "a reasonable amount of time for advance notice" can vary and additional time may be needed for notice in such cases. Otherwise, notice shall be given 1) ten days in advance of a regular meeting, 2) 72 hours in advance for a special meeting, and 3) 24 hours in advance for an emergency meeting.

Notice of the meetings shall be in writing or person and delivered personally, electronically, or mailed, given by facsimile, or other form of wireless or wired transmission to each Board Member as the Board Member shall have designated in writing and filed with the Secretary within the same time requirements as specified for public notice. If notice is to be mailed, it will be deemed to be delivered when deposited in the United States mail so addressed with postage prepaid. If notice is given by facsimile, email or some other form of wired or wireless transmission, it shall be considered mailed when transmitted.

The meeting agenda shall be posted on the school's website. In addition, the agenda, date and location of meeting must be published in a newspaper or other media at least 72 hours before the meeting, except in the case of an emergency (NMSA 1978, Section 10-15-1-F).

Section 3.4 Quorum and Actions

- a) A simple majority of the current number of Board members shall constitute a quorum. In the absence of a quorum, those members present may adjourn until a quorum is constituted.
- b) An act of the Board occurs when a quorum is present and the Board votes publically on an item.

Section 3.5 Conduct of Meetings

- a) Agendas: The Board Chairperson, in collaboration with the Principal, creates meeting agendas. Individual members of the Board may request agenda items. Any two members requesting the same item shall compel the Chairperson to include the item on the agenda. Requests must be submitted

to the Chairperson 96 hours before a meeting so that the agendas may be released in accordance with the Open Meetings Act, 72 hours before the meeting. The board may discuss a matter, but cannot take action, unless the matter is listed as a specific item of business on the agenda. Action on items that are not listed on the agenda for a meeting must be taken at a subsequent special or regular meeting.

- b) Minutes: The Board shall keep written minutes of all of its meetings. The minutes shall include at minimum the date, time, and place of the meeting; the names of members in attendance and those absent; the substance of the items/topics/proposals considered; and a record of any decisions and votes taken that show how each member voted. All minutes are open for public inspection. Draft minutes shall be prepared for approval at the next meeting where a quorum is present. Draft minutes will be made available for public view. However, minutes shall not become official until approved by the Board (NMSA 1978, 10-15-1-G).
- c) Rules of Order: In case of conflict or challenge, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of Raíces.

Section 3.6 Confidential Matters/Closed Sessions

If during a regular, special, or emergency meeting of the Board an item is presented for discussion in a closed session, a motion for closure will be made and the reason stated as required by Section 10-15-1-I-1 of the Open Meetings Act. During the closed session the Board will consider only the item or items covered by the motion voted on prior to closing the meeting. Minutes will reflect the amount of time spent in closed session.

When the Board returns to an open meeting setting, the Chairperson states for public record who was present in the closed meeting and the topic of what was discussed in general terms. A roll call vote of the Board Members present must be taken publicly on the motion proposed in the closed meeting and the vote of each individual member recorded in the minutes.

Board Members have the right to inspect school records and documents provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in compliance with the New Mexico Inspection of Public Records Act, Family Educational Rights and Privacy Act, and all other applicable Federal, State or local law.

Section 3.7 Public Input

The Board values public input into the decisions of the board, and encourages parties affected by board policy (e.g. administrators, teachers, students, and families) to provide input to the board. In many cases, the first method for providing input will be through committees. In the event an individual or group desires to give public input or comment during a meeting, the Board will allow for it as follows:

- The Board establishes a regular "public input" period as an agenda item at the beginning of each Board meeting, during which time guests may offer input on an agenda item or any other concern about Raíces that is relevant to the Board.
- This input may include requests for future agenda items, in either written or oral form.
- A sign-up sheet allows for public input during the meeting, and the Chairperson may limit the time for each person's input.
- Public input may not demean or defame members of the Board or employees or students of Raíces.

The Chairperson of the Board may also request or hear public input on any other agenda item during a Board meeting.

ARTICLE 4: OFFICERS

Section 4.1 Designation of Officers

The officers of the Board shall consist of: Chairperson, Vice Chairperson, Treasurer and Secretary, all of whom shall be members of the Board. The officers shall be elected by the Board for a term of one (1) year and, unless sooner removed, shall serve until their successors are duly elected.

Section 4.2 Qualifications

Any Board member is eligible to serve as an officer of the Board upon election to office by a majority of the Board members.

Section 4.3 Election and Term of Office

Except for the initial Board, officers shall be elected by the Board at the first regular meeting of the Board following the start of the school year (July) and shall assume their elected position immediately. Each officer shall hold office for a term of one year. There are no restrictions as to how many terms a Board Member can be elected to a given office.

Section 4.4 Duties of Chairperson

The Chairperson shall preside at all meetings of the Board and conduct the meetings in adherence to Robert's Rules of Order. The Chairperson shall have the right to discuss questions and to vote. The Chairperson may not act for or on behalf of the Board without prior specific authority from a majority of the Board to do so. The Chairperson shall consider all communications addressed to him/her. Consideration may include consulting with legal counsel. The Chairperson shall sign legal documents as required by law and perform such other duties as may be prescribed by the Board. The Chairperson, in collaboration with Principal, is responsible for compiling the topics for business to be placed on the Board meeting agenda. Any member of the Board may offer items to be heard or discussed at any meeting of the Board, while any two Board members requesting the same item will compel the Chair to put the item on the agenda. The Chairperson will also be on the Finance Committee. The Chairperson shall oversee a Board self-assessment process to ensure optimal Board performance.

Section 4.5 Duties of Vice Chairperson

The Vice Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson or at the request of the Chairperson. In the event a vacancy occurs in the presidency, the Vice Chairperson acts in the capacity of the Chairperson until the office of the Chairperson has been filled by a vote of the Board membership.

Section 4.6 Duties of Secretary

The Secretary or Secretary's designee shall issue Board meeting notices, act as custodian of the school's records and seal, sign instruments as required, make other reports, and perform such other duties as are incident to the office. The Secretary shall maintain a permanent archive of Board-approved minutes and agendas to be available for public inspection.

Section 4.7 Duties of Treasurer

The Treasurer shall have general oversight responsibility of the School's funds and securities. The Treasurer shall oversee the maintenance of financial records and books, shall sign such instruments as required, and shall make such reports and perform such other duties as are incident to the office. The Treasurer shall attend the Public Education Department (PED) Spring Budget Workshop and/or any other financial regulatory training recommended by the Principal or the Business Manager. The Treasurer shall serve as Chair of the Finance and Audit committees.

Section 4.8 Vacancies Among Officers

The Board, at its next regularly scheduled meeting, shall fill any vacancy among the officers. An officer appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

ARTICLE 5: COMMITTEES

Section 5.1 Establishment

The Board may appoint such standing committees and/or Ad Hoc committees, as it deems necessary for the effective governing of Raíces. Members of each committee may be chosen from time to time by the Board and shall serve for such period of time, as the Board shall determine. The provisions described in Article IV, Section 2, however, shall govern the specific composition of the Finance and Audit Committees.

Section 5.2 Standing Committees

Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into Raíces policies. The function of any committee shall be fact-finding, deliberative, and advisory to the Board. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for Raíces. Standing committees shall be made up of no more than one less than a quorum of the Board. The Board Chairperson shall be an ex-officio member of each committee. The Principal shall be an ex-officio member of each committee, except where his/her evaluation, tenure, or salary is to be deliberated. The Business Manager shall be an ex-officio member of the Finance and Audit committees. Standing committees shall be:

- Governance Board Development Committee
- Finance Committee
- Audit Committee

Following is a description of the composition, role, and duties of the Standing Committees.

- a. Governance Board Development Committee: There shall be a standing committee composed of 2-4 people recommended by the Chair and elected by the Board at its annual meeting. Each person shall serve a term of two (2) years and the terms shall be staggered. The committee shall elect its own chair. The duties of this committee shall be to 1) study the needed qualifications of candidates for Board positions 2) advertise and recruit potential Board Members that can demonstrate the necessary qualifications, 3) screen applications and present a slate of the best qualified nominees for outgoing members on the Board, 4) present a slate of nominees at the Annual Meeting for Officers and new Board Members, 5) recommend candidates for the board to fill vacancies that occur outside the regular nominating process, and 6) provide ongoing orientation and supervision

for “onboarding” of new members to the Board. This committee will also be responsible for ensuring that an annual plan is developed for conducting ongoing development of Board knowledge and skills as needed, and that the plan is in alignment with board training requirements in the New Mexico State Statutes (NMSA 1978, 22-8B-5.1) and as indicated by the Board self-evaluation or the assessment of an outside developmental evaluator.

- b. Finance Committee: The Finance Committee shall be comprised of the Board Chairperson, Board Treasurer, who shall serve as chair, at least one other member of the Board, a member of the Concilio (Parent Council), and the Principal. The purpose of the Finance Committee shall be to make recommendations to the Board in the following areas: financial planning, including review of the School’s revenue and expenditure projections; review of financial statements and periodic monitoring of revenues and expenditures; annual budget preparation; oversight; and procurement. The Finance Committee shall also serve as an external monitoring committee on budget and other financial matters and shall evaluate the Principal’s compensation, oversee the use of funds, review and oversee the school’s risk management policies and investments, and review and advise the Board on all matters affecting the school’s financial condition. In carrying out its duties the Finance Committee must adhere to regulations of the New Mexico Public School Finance Act (22-8-1 and 22-8-12.3 NMSA 1978)
- c. Audit Committee: The Audit Committee shall be comprised of the School Business Manager, Board Treasurer, who shall serve as chair, Principal, the Board Chairperson, one community volunteer who has experience in accounting or financial matters and one parent volunteer from The Concilio. The parent shall be appointed from a list of parents who are willing to volunteer on the Committee. The purpose of the Audit Committee shall be to 1) evaluate the request for proposal for the annual financial audit services, 2) recommend to the Board the selection of the financial auditor, 3) attend the entrance and exit conferences for annual and special audits, 4) meet with external financial auditors at least monthly after the audit field work begins until the conclusion of the audit, 5) be accessible to the external financial auditors as requested to facilitate communication with the Board and the Principal, 6) track and report progress on the status of the most recent audit finding, 7) advise the Board on policy changes needed to address audit findings, and 8) provide other advice and assistance as requested by the Board. The Audit Committee shall be subject to the same requirements regarding the confidentiality of audit information as those imposed upon the Board by the Audit Act (12-6-1 through 12-6-14 NMSA 1978) and rules of the New Mexico State Auditor.

Section 5.3 Other Committees

The Chair shall recommend other committees or task forces of the Board that will be approved by majority vote of the Board and may be composed of Board Members or community members, or both except for the Governance Board Development Committee, which will only have membership from the Board. The Board may prescribe the need, timeline and/or the composition of such committees.

Section 5.4 Committee Chair

Chairpersons of standing committees report to the Board as directed above or at the request of the Board.

Section 5.5 Resignations and Removal

Any member of a Committee may, at any time, provide a written notice of resignation to the Chairperson, which becomes effective upon such notification. The Board may remove any member of a Committee whenever in its judgment the best interests of the School would be served thereby.

Section 5.6. Compensation

Members of Board Committees shall not receive any compensation for their services; however, they may be reimbursed for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.

ARTICLE 6: STAFF**Section 6.1 Duties of the Principal**

The Principal reports to the Board and shall be responsible for all matters pertaining to the school's affairs, including recruitment and supervision of faculty and staff; discipline of students; maintenance of school property; and the relationship among students, parents, and faculty. The Principal shall approve the payment of proper bills for school expenditures and work with the Business Manager to insure all fiscal and financial affairs are in adherence of state laws and statutes and oversee the process of the yearly audit and monthly budget reports to the Board. The Principal shall work with the Board Chairperson to set meetings, develop agendas, and plan work on other items that relate to the Board carrying out its duties.

The Board shall delegate administrative and supervisory functions of the day-to-day operations of Raíces to the Principal. The Board shall not be involved in the day-to-day operations of Raíces. The Board shall delegate to the Principal the authority to implement the approved Charter and Raíces' policies and procedures, facility plans, budget, and such other directives and policies adopted by the Board. The Principal shall be responsible for all matters pertaining to Raíces' affairs, including recruitment and supervision of faculty and staff, discipline of students, maintenance of school property, and the relationship among students, families and faculty. The Principal shall approve the payment of proper bills for Raíces expenditures and sign contracts for the school. The Principal shall maintain a copy of all Board-approved documents, including the Raíces Charter, Charter Contract, minutes, agendas, Bylaws, resolutions, and policies. In partnership with the Board, the Principal shall establish for the School staff a compensation schedule to be employed by the Principal in setting salaries annually for all teaching, administrative, and support staff of Raíces.

Section 6.2 Terms of Employment of Principal - The Board shall hire the Principal who will operate under the terms of the annual contract. The Board shall conduct an annual performance evaluation. During the Principal's employment, he/she shall not engage in other employment without the Board's written approval.

Section 6.3 Faculty Engagement, Supervision and Termination

The Principal shall recruit, supervise, and recommend hiring and termination of faculty and staff. The faculty contracts shall be for one school year or less. The Principal shall assign compensation based on a salary schedule approved by the Board and in accordance with New Mexico law and shall assign job descriptions for, and annually assess, the faculty and staff.

Section 6.4 Direction of Faculty and Staff

Faculty and staff shall be subject to the Principal's control and direction in all matters relating to their teaching and administrative duties and their personal conduct that affects the school's welfare.

ARTICLE 7: FISCAL YEAR AND AUDIT

Section 7.1 Fiscal Year and Audit

Raíces' fiscal year shall begin on the first day of July and end on the last day of June of the following calendar year. The school's financial accounts shall be audited annually by a certified public accountant in accordance with New Mexico State law.

ARTICLE 8: ADMINISTRATION AND MAINTENANCE OF RECORDS

Section 8.1 Record Maintenance

The Board shall work with the Principal to maintain the following records:

- a. Minutes of all meetings of the Board and Board committees, indicating the time and place of such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A copy of the Raíces Charter Contract and Bylaws amended to date, which shall be open to inspection at all reasonable times during office hours.

Every Board member shall have the right at any reasonable time and for purposes related to school business, to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the School and shall have such other rights to inspect the books, records and properties of the School as may be required under the Charter Contract, and other provisions of these Bylaws and provisions of law, unless access to a specific record is otherwise restricted by law.

Section 8.2 Contracts, Loans, Checks, Drafts, Deposits, Agents

- a. Contracts: The Board Members may authorize any officer or officers, or agents to enter into any contract or execute or deliver any instrument in the name of and on behalf of the school. Such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the school shall be executed in the name of the school by the Chair, Vice-Chair, or Secretary, when necessary or required, shall affix the seal of the school, if any, and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.
- b. Loans: No indebtedness for borrowed money shall be contracted on behalf of the school and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. Such authorization may be general or confined to specific instances.
- c. Checks, Drafts or Other Orders for Payment: All checks, drafts, or other orders for payment, notes, or other evidences of indebtedness issued in the name of the Raíces School shall be signed by such officer or officers, agent, or agents of the Board and in such a manner as shall be determined by the authority of a resolution of the Board.

- d. Deposits: All funds of the school not otherwise employed shall be deposited within 24 hours to the credit of the school in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board.
- e. Agents: The Board is authorized and empowered to retain such agents, attorneys, accountants, counsel, or other qualified firms or persons as the Board shall document and determine by resolution of the Board.

ARTICLE 9: LIABILITY AND INDEMNITY OF BOARD MEMBERS AND OFFICERS

Section 9.1 Liability of Board Members or Officers

Except as otherwise provided by law, no Board Member or Officer shall be liable to the school, or any person asserting rights on behalf of the school, its creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising solely from his or her status as a Board Member or Officer, unless the person asserting liability proves that the Board Member or Officer failed to perform their board duty. Failure to perform one's Board duty includes: 1) a willful failure to deal fairly with the Board in connection with a matter in which the Board Member or officer has a material conflict of interest, 2) a violation of criminal law, unless the Board Member or officer had no reasonable cause to believe his or her conduct was unlawful, 3) a transaction from which the Board Member or Officer derived an improper personal profit or benefit, or 4) willful misconduct.

Section 9.2 Indemnity of Board Members or Officers

The school shall indemnify a Board Member or Officer, to the extent he or she has been successful in the defense of any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, brought by another person, for all reasonable expenses, including fees, costs, charges, disbursements and attorney fees, incurred in the proceeding, provided the Board Member or officer was a party because he or she is a Board Member or Officer of the Board.

Indemnification will not occur if the liability was incurred because the Board Member or Officer failed to perform a duty he or she owes to the Board and the failure to perform constitutes 1) a willful failure to deal fairly with the Board in connection with the matter in which the Board Member or Officer has a material conflict of interest, 2) a violation of criminal law, unless the Board Member or Officer had no reasonable cause to believe that his or her conduct was unlawful, 3) a transaction from which the Board Member or Officer derived an improper personal profit or benefit, or 4) willful misconduct.

No indemnification is required under this bylaw if the board Member or Officer has previously received indemnification, reimbursement, or allowance of expenses from any person, including the Raíces School, in connection with the same proceeding.

The school, by its Governance Board, may indemnify, in a like manner, any employee or agent of the Raíces School who is not a Board Member or Officer with respect to any action taken or not taken in his or her capacity as an employee or agent. The foregoing rights of indemnification shall be in addition to all rights to which Board Members, Officers, employees, or agents may be entitled as a matter of law, by resolution of the Governance Board, or by written agreement with Raíces School.

Section 9.3 Maintenance of Insurance

The School may, by its Board, purchase and maintain insurance on behalf of any person who is a Board Member, Officer, employee, or agent of the school to cover liability incurred by the person in his or her capacity as a Board Member, officer, employee, or agent regardless of whether the School Board is required to indemnify the person against that liability.

ARTICLE 10: AMENDMENT OF BYLAWS

Section 10.1 Amendments to Bylaws

These bylaws may be altered, amended, or repealed and new bylaws adopted by the Board Members by an affirmative vote of two-thirds of Board Members present at any meeting at which a quorum is in attendance. Changes must be in compliance with the New Mexico Charter Schools Act, NMSA 1978, Chapter 22, Article 8B (2006), *et seq.* as amended from time to time. Such amendments must be documented in Board minutes and documented as to date in the bylaw's footer.

Passed by the **Raíces del Saber Xinachtli Community School Governance Board**

This 24th day of January, 2019.

Chairperson: _____

Signature: _____ Date: _____