

**NEW MEXICO CHARTER SCHOOL
EDUCATIONAL SERVICE ASSOCIATION**

BYLAWS

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BYLAWS

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BYLAWS

I. FOUNDATIONS AND BASIC COMMITMENTS

I. A. Legal Status

I. A. 1. JPA Approval

The Joint Powers Agreement to Establish the Charter School Educational Service Association (JPA) was approved by the Department of Finance and Administration (DFA) on July 3, 2013. The Joint Powers Agreement establishes a legal entity, The New Mexico Charter School Educational Services Association. Effective as of the date of adoption of these Bylaws, the created entity, The New Mexico Charter School Educational Services Association will do business under the name "Association of Charter School Education Services (ACES)".

I. A. 2. Comply with Applicable Regulations

The Association of Charter School Education Services shall comply with applicable DFA rules and regulations, unless otherwise stated by the Governing Board.

I. A. 3. Members

ACES members are defined as a party to the Joint Powers Agreement to Establish a Charter School Educational Association.

I. B. Offices

I. B. 1. The Principal Office

The principal office of ACES shall be located at 620 Coal Street SW, City of Albuquerque, County of Bernalillo, state of New Mexico. ACES may have such other offices within or outside the State of New Mexico as the Governing Board may determine from time to time.

I. C. Membership

I. C. 1. Qualifications and Process

Only Charter Schools as defined in the most recent version of the New Mexico Statutes Annotated §22-8B shall be eligible for membership in ACES. Any such institution interested in becoming a member of ACES shall submit a written application for membership.

I. C. 2. Representation

The Principal, President, or Chief Executive Officer, or their designee, shall represent the member in all matters affecting or involving ACES.

I. C. 3. Transfer of Membership

Membership in ACES is not transferable or assignable.

I. C. 4. Cost of Membership

- a) There is no membership cost to charter schools that are members of the New Mexico Coalition for Charter Schools.
- b) There is a \$250 per year cost to charter schools that are not member of the New Mexico Coalition for Charter Schools.

I. C. 5. Participating Entity Eligibility

The following are eligible to be Participating Entities in accordance with terms 1.k of the JPA.

- a) Public Educational Institutions inside and outside the State of New Mexico;
- b) Non-Profit Educational Institutions inside and outside the State of New Mexico; or
- c) Local Public Bodies and State Agencies inside and outside the State of New Mexico.

I. C. 6. Process to be an Participating Entity

- a) Any such entity defined in I.C.5. interested in becoming a Participating Entity of ACES shall submit a signed ACES Cooperative Procurement Agreement.
- b) The Governing Board shall be the sole judge in accepting or rejecting requests to become a Participating Entity; provided, however, that any such entity shall be deemed a Participating Entity upon the approval of the President on behalf of the membership.
- c) Approval by the Department of Finance and Administration (DFA) is not required because the entity is not a party to the Joint Powers Agreement to Establish a Charter School Educational Association.

I. C. 7. Limits of Participating Entity

Participating Entities shall not be represented on the Governing Board.

I. D. Seal

The Governing Board shall provide an organizational seal, which shall be two concentric circles with the initials ACES and the words ASSOCIATION SEAL in the center, and the words "Association of Charter School Entities" and "New Mexico" between the concentric rings.

II. BOARD GOVERNANCE AND OPERATIONS

II. A. Governing Board Operational Goals

II. A. 1. Educational Services

ACES shall establish and maintain a system for identifying and providing continuing educational services, which may include, but are not limited to, cooperative purchasing, ancillary services, special education services, in-service sessions, teacher placement, food procurement, needs assessments, member employee benefits, and general consultancy for member organizations.

II. A. 2. Planning and Accountability

- a) ACES shall strive to assist member organizations to assess needs and, as requested, to implement educational and fiscal accountability programs as required by the Public Education Department and local governing board.
- b) ACES shall strive to provide leadership for educational planning and evaluation for member organizations, including long-range development of programs and services to meet emerging needs of schools.

II. A. 3. Staff Development

- a) ACES shall strive to assess staff development needs of member organizations and participating entities and conduct activities as requested to meet those needs.
- b) ACES shall strive to assist member organizations and participating entities to develop, upon request, staff development programs based upon the educational needs of their students.
- c) ACES shall maintain a competent staff, as approved by the Executive Committee, who will provide assistance to member organizations as requested.

II. A. 4. Innovative Programs

- a) ACES shall strive to assist member organizations and participating entities to assess needs and to develop or adapt programs to meet unique needs of their students.
- b) ACES shall strive to provide leadership in implementing programs to enhance the quality of education to member organizations and participating entities.
- c) ACES shall strive to assist member organizations and participating entities, as requested, to develop programs, proposals and grant applications.

II. B. Legal Status

II. B. 1. Governance

The governance of ACES shall be vested in the Governing Board, in accordance with its Joint Powers Agreement.

II. B. 2. Governing Board

The Governing Board is the legal body through which the functions governing the operations of ACES are exercised. It shall retain full authority over ACES.

II. B. 3. Executive Director

The Governing Board shall assign the administrative function of ACES to the Executive Director.

II. B. 4. Executive Committee

The Governing Board may delegate to the Executive Committee any and all powers and duties except election of the President and Vice President, evaluation and termination of the Executive Director; dissolution of the Joint Powers Agreement; and approval of Board Bylaws and Policy.

II. C. Powers and Duties and Responsibilities

II. C. 1. Officers

The officers of ACES shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Governing Board.

II. C. 2. Governing Board

The Governing Board shall be the policy forming and evaluative body of ACES, and it shall perform the following functions.

- a) Select an Executive Director;
- b) Approve an annual operating budget for ACES;
- c) Approve all fiscal arrangements, bylaws, policies, and agreements in accordance with the provisions of New Mexico Procurement Code, New Mexico JPA Act, and Policy and Procurement Guidelines of ACES;
- d) Enter into contracts for grants from both public and private organizations;
- e) Formulate Bylaws and Policies (herein referred to as Policies) to govern the operation of ACES;
- f) Confirm the appointment of professional personnel upon recommendation by the Executive Director,
- g) Conduct an annual evaluation of the activities of ACES;
- h) Acquire, hold title and sell real property for ACES purposes in accordance with Bylaws, Policies and statutes.

II. C. 3. Role of the Governing Board

- a) The Governing Board shall provide for a program of services of ACES, and establish the general policies for its administration in accord with the needs of the member organizations and participating entities and the requirements of state law.
- b) The Governing Board shall not be bound in any way by any statement or action on the part of an individual board member of the Governing Board except when such statement or action involves the execution of specific instructions of the Governing Board of Directors.
- c) The act of a majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Governing Board of Directors, unless the act of a greater number is required by law or by these Policies.

II. C. 4. Rules of Procedure

- a) Roberts Rules of Order shall be used unless superseded by ACES Bylaws or Policy.
- b) Every Board member must vote yes or no, or abstain from voting. Any Board member who wishes to be excused from voting must inform the President.

II. D. Membership Elections/Appointment

II. D. 1. Governing Board Member Status

Governing Board members as such shall not receive any stated salaries for their services but, by Resolution of the Governing Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Governing Board. Nothing herein contained shall be construed to preclude any Governing Board Director from serving ACES in any other capacity and receiving compensation therefore.

II. D. 2. Governing Board Membership Qualifications

The Governing Board shall consist of the Principal, Presidents, or Chief Executive Officers or designees from each of the members, it being understood that each member shall be entitled to one vote on the Governing Board.

II. D. 3. Board Member Oath of Office

The oath of office shall be administered to every person elected or appointed to any ACES office before entering upon his/her duties as provided for in the Constitution of the State of New Mexico (Article XX, Section 1).

II. D. 4. Board Member Termination

If during the tenure of a member of the Governing Board, that person is no longer employed by the member organization or is replaced in his/her position, their position as a Board Member is terminated.

II. E. Board Member Conduct

II. E. 1. Ethics

In performance of their official duties, members of the Governing Board shall observe and abide by the standards of conduct set forth in the code of ethics for state offices; and other applicable statutes relating to conduct.

II. F. Organization of the Board

II. F. 1. Annual Board Organizational Meeting

- a) The Governing Board shall be organized at its Annual Board Meeting, and shall identify the President and Vice-President, Secretary and Treasurer.
- b) Annually, the Board shall adopt a resolution regarding compliance with the provisions of the New Mexico Open Meetings Act.

II. F. 2. Governing Board Officers

The officers of ACES shall be a President, a Vice-President, Secretary, and Treasurer. The Governing Board may elect or appoint such other officers from their membership (see II.D.2) as it shall deem desirable. Such officers shall have the authority and perform the duties prescribed, from time to time, by the Governing Board. No two offices may be held by the same person.

a) President

- (1) The President of the Governing Board shall preside at meetings, appoint committees which are not standing committees or selected by a majority vote, and perform other duties prescribed by the Governing Board.
- (2) The President shall be elected by Governing Board. A nominating committee composed of members from the Executive Committee shall select the nominee(s); however, nominations may be taken from the floor. Without any other notice, the elected person shall take office at the conclusion of the Annual Meeting unless filling a vacancy, when the elected person shall take office immediately.
- (3) The President shall not serve more than two consecutive years.
- (4) The term of the President shall end at the conclusion of the Annual meeting unless terminated earlier by the Governing Board, through resignation or is no longer employed by a member charter school as Principal, Chief Executive Officer, or President.
- (5) If, during the year, the office of the President is vacated, the Vice-President shall immediately assume the office of President.
- (6) If, during the year, the offices of the President and Vice-President are simultaneously vacated, the Secretary shall immediately assume the office of President.
- (7) If, during the year, the offices of the President, Vice-President Elect and Secretary are simultaneously vacated, the Treasurer shall immediately assume the office of President.
- (8) If, during the year, the offices of the President, Vice-President, Secretary and Treasurer are simultaneously vacated, the Executive Committee, chaired by the Executive Director, shall elect the President from one of its members.

b) Vice-President

- (1) The Vice-President shall perform the duties of the President in case of resignation, absence or disability.
- (2) The Vice-President shall be elected by Governing Board. A nominating committee composed of members from the Executive Committee shall select the nominee(s); however, nominations may be taken from the floor. Without any other notice, the elected person shall take office at the conclusion of the Annual Meeting unless filling a vacancy, when the elected person shall take office immediately.

(3) If the office of Vice-President is vacated, the Governing Board shall elect a replacement for the Vice-President. The election may occur either by mail, email, or fax at a regular meeting or special meeting of the Governing Board. A nominating committee composed of members of the Executive Committee shall select the nominee(s).

(4) The Vice-President shall work with the Executive Director in the annual evaluation and review of ACES Board Policy.

c) Secretary

(1) The Secretary shall perform all duties as required by law and such other duties as the Governing Board may request.

(2) The Secretary shall be elected by Governing Board. A nominating committee composed of members from the Executive Committee shall select the nominee(s); however, nominations may be taken from the floor. Without any other notice, the elected person shall take office at the conclusion of the Annual Meeting unless filling a vacancy, when the elected person shall take office immediately.

(3) If the office of Secretary is vacated, the Governing Board shall elect a replacement for the Secretary. The election may occur either by mail, email, or fax at a regular meeting or special meeting of the Governing Board. A nominating committee composed of members of the Executive Committee shall select the nominee(s).

d) Treasurer

(1) The Treasurer shall perform all duties as required by law and such other duties as the Board of Directors may request.

(2) The Treasurer shall be elected by Governing Board. A nominating committee composed of members from the Executive Committee shall select the nominee(s); however, nominations may be taken from the floor. Without any other notice, the elected person shall take office at the conclusion of the Annual Meeting unless filling a vacancy, when the elected person shall take office immediately.

(3) If the office of Treasurer is vacated, the Governing Board shall elect a replacement for the Treasurer. The election may occur either by mail, email, or fax at a regular meeting or special meeting of the Governing Board. A nominating committee composed of members of the Executive Committee shall select the nominee(s).

(4) The Treasurer shall chair any committee of the Governing Board or Executive Committee related to ACES finances.

e) Termination and Resignation of Officers

(1) If during the tenure of a member of the Governing Board, that person is no longer employed by the member organization or is replaced in his/her position, their position as a Position Board Officer is terminated.

(2) Any Officer elected or appointed by the Governing Board may be removed by the Governing Board whenever, in its judgment, the best interests of ACES would be served thereby.

- (3) An individual resigning as an Officer of the Governing Board shall tender his/her written resignation to the President of the Governing Board. The President, upon receipt of the notification, shall immediately inform the Executive Director. The resignation shall be effective immediately and does not require Governing Board approval.

II. F. 3. Board Committees

a) Executive Committee

The ACES Executive Committee shall be comprised of the President, Vice-President; three representatives of the Governing Board selected by that group, three representatives of the Governing Board of the New Mexico Coalition of School Charter Schools selected by that group and a representative from the Public Education Department.

b) Ad Hoc Committees

The Board President shall be empowered to appoint ad hoc committees for specific assignments and to dissolve such committees upon completion of their assignment or report of their findings. The Governing Board may also by vote terminate such committees.

II. G. Governing Board and Committee Meetings

II. G. 1. Regular Annual Governing Board Meetings

The Board of Directors shall hold an Annual Governing Board Meeting.

II. G. 2. Special Governing Board Meetings

Special meetings of the Governing Board may be called by, or at the request of the President or any four (4) Governing Board members and shall be held at the principal office of ACES, or at such other place as the President or Executive Director members may determine.

II. G. 3. Executive Committee Meetings

The Executive Committee shall hold its meetings at least quarterly.

II. G. 4. Executive Sessions

The Governing Board, the Executive Committee, or any other committees of ACES may enter into executive session as provided for by State Law.

II. G. 5. Open Meetings

- a) All meetings of the Governing Board and Executive Committee shall be open to the public.
- b) All meetings will be held in accordance with the New Mexico Open Meetings Act 10-15-1 to 10-14-4 NMSA.

II. G. 6. Agenda

- a) The Executive Director shall prepare a Tentative Agenda of business for all Governing Board and Executive Committee meetings.
- b) The Tentative Agenda shall be submitted to each appropriate member of the Governing Board at least 10 days before the meeting.

II. G. 7. Quorum

- a) For the Governing Board or Executive Committee, one third of the members, either present or participating telephonically as defined by the New Mexico Open Meetings Act or as permitted by these policies, shall constitute a quorum for the transaction of business at any meeting.
- b) Those members of an ad hoc committee in attendance shall constitute a quorum for the transaction of business at any duly called ad hoc committee meeting.

II. G. 8. Electronic participation

A member of the Governing Board, Executive Committee, or ad hoc committee may participate in a meeting by means of a telephonic conference or other 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 and all participants and attendees, both in person and teleconferenced, are able to hear each other at the same time.

II. G. 9. Rules of Order

- a) The Governing Board shall operate under Robert's Rules of Order.
- b) Should the Governing Board adopt other rules and policies that shall take precedence.

II. G. 10. Voting Method

- a) At any meeting of the Governing Board, Executive Committee or ad hoc committee, members may vote by proxy executed in writing by the member or his duly authorized attorney in fact, or by proxy provided that the person giving the proxy advises the Governing Board, Executive Committee or ad hoc committee of such fact in writing prior to the meeting, and said writing is filed with the Minutes
- b) The Governing Board, Executive Committee or ad hoc committee may provide that votes either for election or for any other matter coming before the Governing Board, Executive Committee or ad hoc committee may be conducted electronically/tele-participation or by mail, email or fax in such additional manners as the Governing Board, Executive Committee or ad hoc committee shall determine.
- c) When voting is conducted other than during a duly called meeting with a quorum present, the minimum attendance required for a quorum must cast votes.

II. G. 11. Minutes

- a) The Secretary of the Governing Board shall be responsible for official records of each Regular Meeting, Executive Committee Meeting and Special Meeting of the Board of Directors using the format approved by the Board.
- b) The minutes of the previous meeting shall be reviewed and, upon approval of the majority vote of quorum in attendance and voting, shall constitute the official record of the business transactions of the Governing Board, Executive Committee or ad-hoc committee meetings.
- c) Signatures of the Secretary and the President shall be attached to the minutes of each meeting.
- d) The Executive Director shall send copies of the minutes to the President and each member of the committee for which the minutes were drafted.
- e) Official minutes shall be kept in the office of the Executive Director, where the public may have access to them.
- f) Pursuant to the New Mexico Open Meetings Act (NMSA 10.15.1-G), written minutes shall be kept of all ACT Governing Board and committee meetings and all minutes shall be open to public inspection. Draft minutes shall be prepared within 10 working days after the meeting and shall be approved, amended, or disapproved at the next meeting where a quorum is present. Draft minutes may be inspected by members of the public after completion in final draft form but shall not become official until approved.
- g) Minutes shall include the nature of the meeting (regular, special, or emergency), the date, time, place, members present and members absent, the substance of all proposals considered and any record of any decisions made.

II. G. 12. Public Participation at Board and Committee Meetings

- a) The Order of Business of any regular meeting shall include an opportunity for parties aggrieved by action of ACES to address the Governing Board within the time allotted at the discretion of the President or of the presiding officer in the absence of the President.

- b) The Governing Board does not obligate itself to act on any request or proposal unless such request or proposal is submitted in writing, has been reviewed by the Executive Director, and has been reported by the Executive Director with recommendations to the Governing Board or Executive Committee for its consideration.
- c) The order of business at a Governing Board or Executive Committee meeting shall be prepared by the Executive Director and approved by the President. Final responsibility for the order of business shall reside with the President.

II. G. 13. Open and Closed Meetings

- a) In addition to requiring public notice of board meetings, the Open Meetings Act requires all board meetings to be open to the public at all times unless an exception found in the Act permits a closed meeting. The following types of issues may be dealt with in executive session:
 - (1) Meetings pertaining to issuance, suspension, renewal or revocation of a professional license, except that a hearing at which evidence is offered or rebutted shall be open. All final actions on the issuance, suspension, renewal or revocation of a professional license shall be taken at an open meeting.
 - (2) Limited personnel matters; provided that for purposes of the Open Meetings Act, "limited personnel matters" means the discussion of hiring, promotion, demotion, dismissal, assignment or resignation of or the investigation or consideration of complaints or charges against any individual public employee; provided further that this subsection is not to be construed as to exempt final actions on personnel from being taken at open public meetings; nor does it preclude an aggrieved public employee from demanding a public hearing.
 - (3) Deliberations by a public body in connection with an administrative adjudicatory proceeding. For purposes of this paragraph, an "administrative adjudicatory proceeding" means a proceeding brought by or against a person before a public body in which individual legal rights, duties or privileges are required by law to be determined by the public body after an opportunity for a trial-type hearing. Except as otherwise provided in this section, the actual administrative adjudicatory proceeding at which evidence is offered or rebutted and any final action taken as a result of the proceeding shall occur in an open meeting.
 - (4) Meetings for the discussion of bargaining strategy preliminary to collective bargaining negotiations between the policymaking body and a bargaining unit representing the employees of that policymaking body and collective bargaining sessions at which the policymaking body and the representatives of the collective bargaining unit are present.
 - (5) That portion of meetings at which a decision concerning purchases in an amount exceeding Two Thousand Five Hundred Dollars (\$2,500) that can be made only from one source and that portion of meetings at which the contents of competitive sealed proposals solicited pursuant to the Procurement Code are discussed during the contract negotiations process. The actual approval of purchase of the item or final action regarding the selection of a contractor shall be made in an open meeting.

- (6) Meetings subject to the attorney-client privilege pertaining to threatened or pending litigation in which the public body is or may become a participant.
 - (7) Meetings for the discussion of the purchase, acquisition or disposal of real property or water rights by the public body.
- b) If any meeting is closed pursuant and consistent with the exclusions in the Open Meetings Act, the closure:
- (1) If made in an open meeting, shall be approved by a majority vote of a quorum of the board; the authority for the closure and the subject to be discussed shall be stated with reasonable specificity in the motion calling for the vote on a closed meeting; the vote shall be taken in an open meeting; and the vote of each individual board member shall be recorded in the minutes. Only those subjects announced or voted upon prior to closure by the policymaking body may be discussed in a closed meeting; and
 - (2) If called for when the board is not in an open meeting, it shall not be held until public notice, appropriate under the circumstances, stating the specific provision of the law authorizing the closed meeting and stating with reasonable specificity the subject to be discussed, is given to the board members and to the general public.
- c) 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 that the matters discussed in the closed meeting were limited only to those specified in the motion for closure or in the notice of the separate closed meeting. This statement shall be approved by the board as part of the minutes.

II. H. Board Policy Process

II. H. 1. Policy Development System

- a) The Governing Board of Directors shall provide guides for the discretionary action of those to whom it delegates authority. These guides for discretionary action shall constitute the policies governing the operation of ACES and shall be recorded in writing.
- b) The formulation and adoption of written policies shall constitute the basic method by which the Governing Board with recommendations from the Executive Committee shall exercise its leadership in the operation of ACES. Study and evaluation of reports concerning the execution of its written policies shall constitute the basic method by which the Governing Board shall exercise its control over the operation of ACES.
- c) Policies may be recommended by the Executive Director, members of the Governing Board, the Executive Committee staff, or the general public. Any policy change proposed by the Governing Board, the Executive Committee or the general public shall be submitted to the Executive Director for consideration and recommendations. The Executive Director is required to provide the Governing Board or the Executive Committee, as applicable, his/her recommendation regarding all proposed policies.
- d) The Executive Director, in conjunction with the Vice-President, shall be delegated the responsibility for drafting policy for the Governing Boards' consideration.

- e) Any Governing Boards' policy in conflict with state or federal law shall be null and void, but only to the extent that it is in conflict with state and/or federal law. Any and all portions not in conflict with state or federal law shall remain in effect.

II. H. 2. Policy Adoption

- a) The formal adoption of policies shall be recorded in the minutes of the Governing Board. Only those written statements so adopted and so recorded shall be regarded as official Board Policy.
- b) The Governing Board may amend its Board Policies by a majority vote of the Board of Directors at any meeting provided that each member shall have been supplied a copy of the proposed amendment at least seven (7) days in advance of said meeting.

II. H. 3. Policy Revision and Review

- a) The Governing Board shall review this ACES Board Policy Manual annually.
- b) Board Policy is effective the date adopted or amended by the Governing Board, unless otherwise specified.

II. H. 4. Policy Dissemination

- a) The ACES Board Policy Manual shall be given to: each member of the Governing Board and the Liaison of Department of Finance and Administration.
- b) The ACES Board Policy Manual shall be published on the ACES Web site.

III. GENERAL ADMINISTRATION

III. A. Administration Goals/Priority Objectives

III. A. 1. Administrative Goals

Administrative goals shall be established on an annual basis with the assistance of staff and board member input.

III. B. Executive Director

III. B. 1. Qualifications of Executive Director

The Executive Director shall hold a graduate degree and be a person who has a high degree of ability in administration and program development to carry out and implement ACES' vision and mission.

III. B. 2. Recruitment of Executive Director

In order to select the best qualified person as Executive Director, the Governing Board will follow the following procedures:

- a) ACES will notify the Public Education Department and all members that a vacancy exists.
- b) The Governing Board will agree upon a list of skills and qualities they expect an Executive Director to possess.
- c) The purpose of this list is to provide a guide that will assist the Board of Directors in identifying and employing the best-qualified applicant.
- d) Only those skills and qualities considered to be essential to successful performance in the position of Executive Director will be listed.
- e) A proposed job vacancy notice, which includes the list of skills and qualities, will be distributed to the Public Education Department, each member organization, New Mexico Coalition for Charter Schools, New Mexico Coalition of School Administrators, and the New Mexico School Boards Association
- f) Notices of the job vacancy will be posted for a period of at least 30 days from the date of the announcement, and applications will be accepted during that time.
- g) The President will appoint a Search Committee to assist with the selection process.
- h) All applicants will be given equal consideration, and no person will be excluded on the grounds of race, religion, color, national origin, gender, sexual orientation, handicap or age.
- i) The Search Committee will narrow the field of applicants to three to five (3-5) finalists and will inform the Executive Committee of the selected finalists.
- j) The Search Committee will interview each of the finalists, select the best qualified applicant and recommend their selection to the Governing Board for their approval.

III. B. 3. Executive Director Authority and Responsibilities

- a) The Executive Director will organize the staff in the most effective manner to implement the Policies of the Governing Board.
- b) The Executive Director shall serve as the administrator of ACES and shall perform all duties and functions required by the Governing Board. The major functions are as follows:
 - (1) Develop and recommend to the Governing Board the services to be provided by ACES;
 - (2) Consult, advise and recommend to the Governing Board or the Executive Committee rules, regulations, procedures and policies which she/he considers necessary for the operation of ACES, and supply the Governing Board and Executive Committee with information needed in its deliberations;
 - (3) Maintain records pertinent to all functions as identified within board policies and established by the Executive Director;
 - (4) Appoint professional staff members subject to confirmation by the Governing Board;
 - (5) Recommend to the Governing Board for their approval of the structure of ACES;
 - (6) Prescribe procedures for staff evaluation and report to the Governing Board on activities directed toward the professional improvement of staff members;
 - (7) Recommend to the Governing Board an annual budget for the operation of ACES;
 - (8) Develop the appropriate procedures for the evaluation and analysis of ACES program effectiveness of meeting the needs of ACES members and participating entities.
 - (9) Promote regional planning and participate with other groups engaged in planning functions which affect all or a portion of the member organizations;
 - (10) Implement policy of the Governing Board.
 - (11) The Executive Director shall develop and present to the Governing Board a plan outlining the kinds of professional and clerical positions needed to carry out the functions of ACES.
 - (12) The Executive Director is authorized to recruit, select and appoint personnel to approved positions. However, appointments to professional positions shall be subject to confirmation by the Governing Board.
 - (13) When a project is approved, the Executive Director shall have the authority to fill the positions approved in the project and to purchase the equipment specified in the project budget, according to procedures established by the Governing Board.

III. B. 4. Executive Director's Contract

The Executive Director shall serve under an annual contract issued by the Governing board of Directors; however, the Board of Directors may contract with the Executive Director for a term not to exceed two (2) years.

III. B. 5. Executive Director's Salary, Compensation and Benefits

The Executive Director shall be compensated in a manner commensurate with the position's duties as determined by the Governing Board.

III. B. 6. Evaluation of Executive Director

The Governing Board Directors shall annually evaluate the performance of the Executive Director. The evaluation shall be based on the extent to which the Executive Director has fulfilled his/her duties, responsibilities and ACES goals. The evaluation shall be included in the official minutes of the Governing Board.

III. B. 7. Executive Director's Termination of Employment

- a) The Executive Director shall give not less than one (1) months' notice of any decision to resign to the President of the Board of Directors.
- b) The contract of the Executive Director may be terminated, in accordance with his/her contract, upon a majority vote of the Governing Board.
- c) The Governing Board may terminate the Executive Director for employee misconduct upon a majority vote of the members in its entirety.

III. C. Administrative Organization

III. C. 1. Organization Charts

An organizational chart will be established by the Executive Director and submitted to the Governing Board on at least an annual basis for their approval. Such approved chart shall be distributed to staff and members.

III. D. Administrative Cabinets and Committees

III. D. 1. Administrative Cabinet

- a) The Administrative Cabinet shall be comprised of the Executive Director and all other directors.
- b) The Cabinet shall meet at the call of the Executive Director as necessary but at least once per month.
- c) The Cabinet shall address those items identified by the Executive Director

III. D. 2. Administrative Committees

Committees shall be formed as needed upon the approval of the Executive Director.

III. E. Policy Implementation

III. E. 1. Development of Rules and Procedures

The Governing Board shall delegate to its executive officer, the Executive Director of ACES, the function of formulating of administrative rules and procedures under which ACES shall be operated

III. E. 2. Board Review of Regulations

The Governing Board will periodically review the ACES Office Procedure Manual.

III. E. 3. Administration in the Absence of Policy

The Executive Director shall have the power to make decisions in the absence of policy if failure to make a decision would compromise the effectiveness of ACES. She/he shall report any such decisions to the Governing Board at the next regular meeting and recommend policy to avoid such contingencies.

III. F. Consultants

III. F. 1. Summary Statements

The following statements reflect ACES policy in regard to the use of consultants:

- a) ACES may, whenever necessary, contract with outside consultants.
- b) Prior to the contracting and utilization of a consultant by ACES, a written agreement in accordance with applicable law and Board Policy will be executed.
- c) As part of the contracting process, the consultant(s) must disclose business and/or family relationships that exist with a current ACES employee. If a relationship is disclosed, resulting contract subject to the approval of the Executive Director and if the relationship is with the Executive Director, the contract shall be subject to approval by the President of ACES.

III. G. Administrative Records

III. G. 1. Contents and Review

- a) ACES shall keep complete and correct books and records of accounts and shall also keep minutes of the proceedings of its members and Governing Board and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of ACES may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.
- b) The Executive Director shall maintain records required by the Governing Board and statutes.

III. G. 2. Public Access

The public shall have access to all public records as defined by law.

III. G. 3. Filing and maintenance

All records shall be filed and maintained as provided by law.

III. G. 4. Compliance

It is the responsibility of the Executive Director to comply with federal, state and local reporting requirements.

III. H. Contractual Arrangements

III. H. 1. Consistent with Policy

Where written contracts, other than employment contracts, involving ACES are required, such activity and contracts shall be consistent with ACES Policy and applicable law.

III. H. 2. Authorization to enter, execute and deliver

Governing Board may authorize any officer or officers, agent or agents of ACES, in addition to the officers so authorized by these policies, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ACES and such authority may be general or may be confined to specific instances.