

**NEW MEXICO CHARTER SCHOOL
EDUCATIONAL SERVICE ASSOCIATION**

BYLAWS

ADOPTED: July 24, 2013

EFFECTIVE: July 24, 2013

REVISED: October 30, 2014
October 29, 2015
October 27, 2016
December 8, 2017
November 9, 2018

TABLE OF CONTENTS

BYLAWS

Table of Contents

I.	FOUNDATIONS AND BASIC COMMITMENTS.....	5
I. A.	Legal Status	5
I. A. 1.	JPA Approval.....	5
I. A. 2.	Comply with Applicable Regulations.....	5
I. A. 3.	Members	5
I. B.	Offices	5
I. B. 1.	The Principal Office	5
I. C.	Membership.....	5
I. C. 1.	Qualifications and Process	5
I. C. 2.	Representation.....	5
I. C. 3.	Transfer of Membership	5
I. C. 4.	Cost of Membership.....	5
I. C. 5.	Participating Entity Eligibility.....	6
I. C. 6.	Process to be an Participating Entity	6
I. C. 7.	Limits of Participating Entity	6
I. D.	Seal.....	6
II.	BOARD GOVERNANCE AND OPERATIONS.....	7
II. A.	JPA Membership Board Operational Goals.....	7
II. A. 1.	Educational Services.....	7
II. A. 2.	Planning and Accountability.....	7
II. A. 3.	Staff Development	7
II. A. 4.	Innovative Programs	7
II. B.	Legal Status	7
II. B. 1.	Governance	7
II. B. 2.	JPA Membership Board.....	7
II. B. 3.	Executive Director	8
II. B. 4.	Executive Committee	8
II. B. 5.	JPA Membership Board References.....	8

- II. C. Powers and Duties and Responsibilities 9
 - II. C. 1. Officers 9
 - II. C. 2. JPA Membership Board 9
 - II. C. 3. Rules of Procedure 9
- II. D. Membership Elections/Appointment 10
 - II. D. 1. JPA Membership Board Member Status 10
 - II. D. 2. JPA Membership Board Membership Qualifications 10
 - II. D. 3. Board Member Oath of Office 10
 - II. D. 4. Board Member Termination 10
- II. E. Board Member Conduct..... 10
 - II. E. 1. Ethics 10
- II. F. Organization of the Board..... 10
 - II. F. 1. Annual Board Organizational Meeting..... 10
 - II. F. 2. JPA Membership Board Officers 11
 - II. F. 3. Board Committees 13
- II. G. JPA Membership Board and Committee Meetings..... 13
 - II. G. 1. Regular Annual JPA Membership Board Meetings 13
 - II. G. 2. Special JPA Membership Board Meetings..... 13
 - II. G. 3. Executive Committee Meetings 13
 - II. G. 4. Executive Sessions..... 14
 - II. G. 5. Open Meetings..... 14
 - II. G. 6. Agenda 14
 - II. G. 7. Quorum 14
 - II. G. 8. Electronic participation 14
 - II. G. 9. Rules of Order 15
 - II. G. 10. Voting Method 15
 - II. G. 11. Minutes 15
 - II. G. 12. Public Participation at Board and Committee Meetings..... 16
 - II. G. 13. Open and Closed Meetings 16
- II. H. Board Policy Process 17
 - II. H. 1. Policy Development System..... 17
 - II. H. 2. Policy Adoption 18
 - II. H. 3. Policy Revision and Review 18
 - II. H. 4. Policy Dissemination 18

III.	GENERAL ADMINISTRATION	19
III. A.	Administration Goals/Priority Objectives	19
III. A. 1.	Administrative Goals	19
III. B.	Executive Director	19
III. B. 1.	Qualifications of Executive Director.....	19
III. B. 2.	Recruitment of Executive Director.....	19
III. B. 3.	Executive Director Authority and Responsibilities.....	200
III. B. 4.	Executive Director’s Contract.....	20
III. B. 5.	Executive Director’s Salary, Compensation and Benefits	21
III. B. 6.	Evaluation of Executive Director	21
III. B. 7.	Executive Director’s Termination of Employment	21
III. C.	Administrative Organization	21
III. C. 1.	Organization Charts.....	21
III. D.	Administrative Cabinets and Committees	21
III. D. 1.	Administrative Cabinet.....	21
III. D. 2.	Administrative Committees	21
III. E.	Policy Implementation	22
III. E. 1.	Development of Rules and Procedures.....	22
III. E. 2.	Board Review of Regulations	22
III. E. 3.	Administration in the Absence of Policy	22
III. F.	Consultants.....	22
III. F. 1.	Summary Statements.....	22
III. G.	Administrative Records	22
III. G. 1.	Contents and Review	22
III. G. 2.	Public Access	22
III. G. 3.	Filing and maintenance	22
III. G. 4.	Compliance.....	23
III. H.	Contractual Arrangements.....	23
III. H. 1.	Consistent with Policy	23
III. H. 2.	Authorization to enter, execute and deliver.....	23

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 JPA Membership Board. (Amended 12.08.2017)

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 mailing address of ACES shall be PO Box 3146, Albuquerque, New Mexico 87190. ACES may have such offices within or outside the State of New Mexico as the JPA Membership Board may determine from time to time. (Amended 12.08.2017)

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

There is no membership cost to New Mexico charter schools. (Modified 10.27.2016)

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 JPA Membership 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. (Amended 12.08.2017)
- 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 JPA Membership Board.
(Amended 12.08.2017)

I. D. Seal

The JPA Membership 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 Education Services" and "New Mexico" between the concentric rings. (Amended 12.08.2017)

II. BOARD GOVERNANCE AND OPERATIONS

II. A. JPA Membership 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 JPA Membership Board, in accordance with its Joint Powers Agreement. (Amended 12.08.2017)

II. B. 2. JPA Membership Board

The JPA Membership Board is the legal body through which the functions governing the operations of ACES are exercised. It shall retain full authority over ACES. (Amended 12.08.2017)

II. B. 3. Executive Director

The JPA Membership Board shall assign the administrative function of ACES to the Executive Director. (Amended 12.08.2017)

II. B. 4. Executive Committee

- a) The JPA Membership Board may delegate to the Executive Committee any and all powers and duties except election of the President and Vice President, employment and termination of the Executive Director; dissolution of the Joint Powers Agreement; and approval of Board Bylaws and Policy. (Amended 12.08.2017)(Amended 011.09.2018)
- b) An Executive Committee member will be terminated from the Executive Committee upon a confirming vote of the Executive Committee if either of the following conditions exist; (Added 10.29.2015)
 - (1) Except for Ex-Officio Committee members, the Executive Committee member has two un-notified absences in a row (un-notified means the member did not call ahead to make a reasonable contact to the President or Executive Director prior to the meeting to indicate they would be absent from the upcoming meeting). (Added 10.29.2015)
 - (2) Except for Ex-Officio Committee members, the Executive Committee member has three absences in a row. (Added 10.29.2015)
- c) When an Executive Committee opening occurs from the seven members' at large, the President shall appoint a Nominating Committee Chair. The Nominating Committee as appointed by that chair shall be composed of the three to five existing Executive Committee Members and additional JPA members to form an even number of members, excluding the Chair. The Chair will contact the JPA members and ask them to nominate candidates or submit a resume and letter of interest if they are interested. The applicants will be reviewed and a recommendation made by the Nominating Committee to the Executive Committee for a vote of approval. (Added 10.29.2015)

II. B. 5. JPA Membership Board References

If the Board of Directors delegates a responsibility to the Executive Committee, the term "Board of Directors" as noted in Bylaws, Board Policy and Operation Manuals shall be understood to refer to the "Executive Committee" in all applicable instances where that responsibility has been delegated. (Added 10.30.2015)

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 JPA Membership Board. (Amended 12.08.2017)

II. C. 2. JPA Membership Board

The role of the JPA Membership Board is general operations of ACES. (Amended 12.08.2017) (Amended 11.09.2018)

- a) Select an Executive Director;
- b) Formulate Bylaws and Policies (herein referred to as Policies) to govern the operation of ACES;
- c) Acquire, hold title and sell real property for ACES purposes in accordance with Bylaws, Policies and statutes.
- d) Elect a President and Vice President of the Executive Committee
- e) Dissolution of the Joint Powers Agreement

II. C. 3. 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, no, or abstain from voting. Any Board member who wishes to be excused from voting must inform the President.
- c) The JPA Membership Board shall not be bound in any way by any statement or action on the part of an individual board member of the JPA Membership Board except when such statement or action involves the execution of specific instructions of the JPA Membership Board of Directors. (Amended 12.08.2017) (Amended 11.09.2018)

II. D. Membership Elections/Appointment

II. D. 1. JPA Membership Board Member Status

JPA Membership Board members as such shall not receive any stated salaries for their services but, by Resolution of the JPA Membership Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the JPA Membership Board. Nothing herein contained shall be construed to preclude any JPA Membership Board Director from serving ACES in any other capacity and receiving compensation therefore. (Amended 12.08.2017)

II. D. 2. JPA Membership Board Membership Qualifications

The JPA Membership Board shall consist of the Principals, 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 JPA Membership Board. (Amended 12.08.2017)

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 JPA Membership 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. (Amended 12.08.2017)

II. E. Board Member Conduct

II. E. 1. Ethics

In performance of their official duties, members of the JPA Membership 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. (Amended 12.08.2017)

II. F. Organization of the Board

II. F. 1. Annual Board Organizational Meeting

- a) The JPA Membership Board shall be organized at its Annual Board Meeting, and shall identify the President and Vice-President, Secretary and Treasurer. (Amended 12.08.2017)
- b) Annually, the JPA Membership Board shall adopt a resolution regarding compliance with the provisions of the New Mexico Open Meetings Act.

II. F. 2. JPA Membership Board Officers

The officers of ACES shall be a President, a Vice-President, Secretary, and Treasurer. The JPA Membership 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 JPA Membership Board. No two offices may be held by the same person. (Amended 12.08.2017)

a) President

- (1) The President shall be the Chief Executive Officer of a member school. (Added 10.29.2015)
- (2) The President of the JPA Membership 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 JPA Membership Board. (Amended 12.08.2017)
- (3) The President shall be elected by JPA Membership 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. (Amended 12.08.2017)
- (4) The President shall not serve more than two consecutive years.
- (5) The term of the President shall end at the conclusion of the Annual meeting unless terminated earlier by the JPA Membership Board, through resignation or is no longer employed by a member charter school as Principal, Chief Executive Officer, or President. (Amended 12.08.2017)
- (6) If, during the year, the office of the President is vacated, the Vice-President shall immediately assume the office of President.
- (7) If, during the year, the offices of the President and Vice-President are simultaneously vacated, the Secretary shall immediately assume the office of Interim President (Amended 10.29.2015).
- (8) If, during the year, the offices of the President, Vice-President and Secretary are simultaneously vacated, the Treasurer shall immediately assume the office of Interim President (Amended 10.29.2015) (Amended 11.09.2018).
- (9) 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 be the Chief Executive Officer of a member school. (Added 10.29.2015)
- (2) The Vice-President shall perform the duties of the President in case of resignation, absence or disability.
- (3) The Vice-President shall be elected by JPA Membership 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. (Amended 12.08.2017)
- (4) If the office of Vice-President is vacated, the JPA Membership 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 JPA Membership Board. A nominating committee composed of members of the Executive Committee shall select the nominee(s). (Amended 12.08.2017)
- (5) 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 JPA Membership Board may request. (Amended 12.08.2017)
- (2) The Secretary shall be elected by Executive Committee. A nominating committee composed of members from the Executive Committee shall select the nominee(s). Without any other notice, the elected person shall take office immediately. (Amended 10.29.2015)

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 Executive Committee. A nominating committee composed of members from the Executive Committee shall select the nominee(s). Without any other notice, the elected person shall take office immediately. (Amended 10.29.2015)
- (3) The Treasurer shall chair any committee of the JPA Membership Board or Executive Committee related to ACES finances. (Amended 12.08.2017)

e) Termination and Resignation of Officers

- (1) If during the tenure of a member of the JPA Membership 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. (Amended 12.08.2017)
- (2) Any Officer elected or appointed by the JPA Membership Board may be removed by the JPA Membership Board whenever, in its judgment, the best interests of ACES would be served thereby. (Amended 12.08.2017)
- (3) An individual resigning as an Officer of the JPA Membership Board shall tender his/her written resignation to the President of the JPA Membership Board. The President, upon receipt of the notification, shall immediately inform the Executive Director. The resignation shall be effective immediately and does not require JPA Membership Board approval. (Amended 12.08.2017)

II. F. 3. Board Committees

a) Executive Committee

The ACES Executive Committee shall be comprised according to the JPA. (Amended 12.08.2017)

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. (Amended 12.08.2017) (Amended 11.09.2018)

c) Ex-Officio Members

Ex-officio members of boards and committees are persons who are members by virtue of some other office or position that they hold. They have exactly the same rights and privileges as do all other members. Ex-officio members are not counted in determining the number required for a quorum or in determining whether a quorum is present. (Added 12.08.2017)

II. G. JPA Membership Board and Committee Meetings

II. G. 1. Regular Annual JPA Membership Board Meetings

The Board of Directors shall hold an Annual JPA Membership Board Meeting. (Amended 12.08.2017)

II. G. 2. Special JPA Membership Board Meetings

Special meetings of the JPA Membership Board may be called by, or at the request of the President or any four (4) JPA Membership Board members and shall be held at such place as the President, Executive Director, or committee chair may determine. (Amended 12.08.2017)

II. G. 3. Executive Committee Meetings

The Executive Committee shall hold its meetings at least quarterly.

II. G. 4. Executive Sessions

The JPA Membership Board, the Executive Committee, or any other committees of ACES may enter executive session as provided for by State Law. (Amended 12.08.2017)

II. G. 5. Open Meetings

- a) All meetings of the JPA Membership Board and Executive Committee shall be open to the public. (Amended 12.08.2017)
- b) All meetings will be held in accordance with the New Mexico Open Meetings Act 10-15-1 to 10-14-4 NMSA.
- 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 JPA Membership Board of Directors, unless the act of a greater number is required by law or by these Policies. (Amended 11.09.2018)

II. G. 6. Agenda

- a) The Executive Director shall prepare a Tentative Agenda of business for all JPA Membership Board and Executive Committee meetings. (Amended 12.08.2017)
- b) The Tentative Agenda shall be submitted to each appropriate member of the JPA Membership Board at least 10 days before the meeting. (Amended 12.08.2017)

II. G. 7. Quorum

- a) For the JPA Membership 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. (Amended 12.08.2017)
- b) Those members of an ad hoc committee in attendance, but not less than two members, shall constitute a quorum for the transaction of business at any duly called ad hoc committee meeting. (Added 10.29.2015)

II. G. 8. Electronic participation

A member of the JPA Membership 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. (Amended 12.08.2017)

II. G. 9. Rules of Order

- a) The JPA Membership Board shall operate under Robert's Rules of Order. (Amended 12.08.2017)
- b) Should the JPA Membership Board adopt other rules and policies, they shall take precedence. (Amended 12.08.2017)

II. G. 10. Voting Method

- a) At any meeting of the JPA Membership 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 JPA Membership Board, Executive Committee or ad hoc committee of such fact in writing prior to the meeting, and said writing is filed with the Minutes. (Amended 12.08.2017)
- b) The JPA Membership Board, Executive Committee or ad hoc committee may provide that votes either for election or for any other matter coming before the JPA Membership 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 JPA Membership Board, Executive Committee or ad hoc committee shall determine. (Amended 12.08.2017)
- 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 JPA Membership Board shall be responsible for official records of each Regular Meeting, Executive Committee Meeting and Special Meeting of the JPA Membership Board or Executive Committee using the format approved by the Board. (Amended 12.08.2017) (Amended 11.09.2018)
- 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 JPA Membership Board, Executive Committee or ad-hoc committee meetings. (Amended 12.08.2017)
- c) Signatures of the Secretary and the President shall be attached to the minutes of each meeting. (Amended 12.08.2017)
- 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 JPA Membership 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. (Amended 12.08.2017)

- 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 JPA Membership Board within the time allotted at the discretion of the President or of the presiding officer in the absence of the President. (Amended 12.08.2017)
- b) The JPA Membership 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 JPA Membership Board or Executive Committee for its consideration. (Amended 12.08.2017)
- c) The order of business at a JPA Membership 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. (Amended 12.08.2017)

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 JPA Membership 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. (Amended 12.08.2017)

- b) The formulation and adoption of written policies shall constitute the basic method by which the JPA Membership 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 JPA Membership Board shall exercise its control over the operation of ACES. (Amended 12.08.2017)
- c) Policies may be recommended by the Executive Director, members of the JPA Membership Board, the Executive Committee staff, or the general public. Any policy change proposed by the JPA Membership 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 JPA Membership Board or the Executive Committee, as applicable, his/her recommendation regarding all proposed policies. (Amended 12.08.2017)
- d) The Executive Director, in conjunction with the Vice-President, shall be delegated the responsibility for drafting policy for the JPA Membership Boards' consideration. (Amended 12.08.2017)
- e) Any JPA Membership 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. (Amended 12.08.2017)

II. H. 2. Policy Adoption

- a) The formal adoption of policies shall be recorded in the minutes of the JPA Membership Board. Only those written statements so adopted and so recorded shall be regarded as official Board Policy. (Amended 12.08.2017)
- b) The JPA Membership 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. (Amended 12.08.2017)

II. H. 3. Policy Revision and Review

- a) The JPA Membership Board shall review this ACES Board Policy annually. (Amended 12.08.2017)
- b) Board Policy is effective the date adopted or amended by the JPA Membership Board, unless otherwise specified. (Amended 12.08.2017)

II. H. 4. Policy Dissemination

- a) The ACES Board Policy shall be given to: each member of the Executive Committee (Amended 10.29.15). (Amended 12.08.2017)
- b) The ACES Board Policy shall be published on the ACES Website.

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 and aligned with the Strategic Plan. (Amended 11.09.2018)

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 Executive Committee will follow the following procedures: (Amended 12.08.2017) (Amended 11.09.2018)

- a) The Executive Committee will agree upon a list of skills and qualities they expect an Executive Director to possess. (Amended 11.09.2018)
- b) The purpose of this list is to provide a guide that will assist the Executive Committee in identifying and recommending the best-qualified applicant. (Amended 12.08.2017) (Amended 11.09.2018)
- c) Only those skills and qualities considered to be essential to successful performance in the position of Executive Director will be listed.
- d) A proposed job vacancy notice, which includes the list of skills and qualities, will be distributed to each member organization, New Mexico Coalition for Charter Schools, and the New Mexico School Boards Association. The position will also be posted on the ACES website, in the Albuquerque Journal, and in any others deemed appropriate by the Executive Committee. (Amended 11.09.2018)
- e) 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.
- f) 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.
- g) The Search Committee will interview each of the finalists, select the best qualified applicant and recommend their selection to the Executive Committee for their approval. (Amended 12.08.2017) (Amended 11.09.2018)

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 JPA Membership Board. (Amended 12.08.2017)
- b) The Executive Director shall serve as the administrator of ACES and shall perform all duties and functions required by the JPA Membership Board. The major functions are as follows: (Amended 12.08.2017)
 - (1) Develop and recommend to the JPA Membership Board the services to be provided by ACES; (Amended 12.08.2017)
 - (2) Consult, advise and recommend to the JPA Membership Board or the Executive Committee rules, regulations, procedures and policies which she/he considers necessary for the operation of ACES, and supply the JPA Membership Board and Executive Committee with information needed in its deliberations; (Amended 12.08.2017)
 - (3) Maintain records pertinent to all functions as identified within board policies and established by the Executive Director;
 - (4) Recommend to the Executive Committee for their approval of the structure of ACES; (Amended 12.08.2017) (Amended 11.09.2018)
 - (5) Prescribe procedures for staff evaluation and report to the Executive Committee on activities directed toward the professional improvement of staff members; (Amended 12.08.2017) (Amended 11.09.2018)
 - (6) Recommend to the Executive Committee an annual budget for the operation of ACES; (Amended 12.08.2017) (Amended 11.09.2018)
 - (7) Develop the appropriate procedures for the evaluation and analysis of ACES program effectiveness of meeting the needs of ACES members and participating entities.
 - (8) Promote regional planning and participate with other groups engaged in planning functions which affect all or a portion of the member organizations;
 - (9) Implement Policy of the JPA Membership Board. (Amended 12.08.2017)
 - (10) The Executive Director shall develop and present to the Executive Committee a plan outlining the kinds of professional and clerical positions needed to carry out the functions of ACES. (Amended 12.08.2017) (Amended 11.09.2018)
 - (11) The Executive Director is authorized to recruit, select and appoint personnel to approved positions. (Amended 12.08.2017) (Amended 11.09.2018)

III. B. 4. Executive Director's Contract

The Executive Director shall serve under a contract issued by the JPA Membership Board; for a term not to exceed two (2) years. (Amended 12.08.2017) (Amended 11.09.2018)

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 Executive Committee. (Amended 12.08.2017) (Amended 11.09.2018)

III. B. 6. Evaluation of Executive Director

The Executive Committee 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. (Amended 12.08.2017) (Amended 11.09.2018)

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. (Amended 12.08.2017) (Amended 11.09.2018)
- b) The contract of the Executive Director may be suspended or terminated at the recommendation of the Executive Committee, in accordance with his/her contract, upon a majority vote of the JPA Membership Board. (Amended 11.09.2018)

III. C. Administrative Organization

III. C. 1. Organization Charts

An organizational chart will be established by the Executive Director and submitted to the Executive Committee on at least an annual basis for their approval. Such approved chart shall be distributed to staff and members. (Amended 12.08.2017) (Amended 11.09.2018)

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. (Amended 11.09.2018)
- 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 Executive Committee 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. (Amended 12.08.2017) (Amended 11.09.2018)

III. E. 2. Board Review of Regulations

The Executive Committee will periodically review the ACES Office Procedure Manual. (Amended 12.08.2017) (Amended 11.09.2018)

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 Executive Committee at the next regular meeting and recommend policy to avoid such contingencies. (Amended 12.08.2017) (Amended 11.09.2018)

III. F. Consultants

III. F. 1. Summary Statements

The following statements reflect ACES policy regarding 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 the Executive Committee and JPA Membership 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. (Amended 11.09.2018)
- b) The Executive Director shall maintain records required by the Executive Committee and statutes. (Amended 12.08.2017) (Amended 11.09.2018)

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

Executive Committee 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. (Amended 12.08.2017) (Amended 11.09.2018)