

21st Century Public Academy
Governance Council By-Laws
August 2015

The Governance Council or ("GC") has a responsibility to ensure that 21st CPA charter school cooperates in accordance with all applicable laws and regulations, and meets its commitments to its authorizer, the PED, the community it serves, as reflected in its approved charter.

5. GOVERNANCE COUNCIL POWERS AND RESPONSIBILITIES

The primary powers and duties of the GC are to:

- a. Approve educational and operational policies developed by school staff.
- b. Recruit, oversee and evaluate the school administrator annually. The GC delineates clearly the roles, responsibilities and appropriate compensation for the school administrator;
- c. Review, approve and monitor implementation of the annual budget;
- d. Acquire, lease and dispose of property, both real and personal to the extent permissible by laws applicable to public schools;
- e. Initiate lawsuits or take all necessary steps to protect and safeguard the reputation and interests of 21st CPA charter school;
- f. Authorize the repair and maintenance of all property over the amount of \$10,000.
- g. Enter into contracts consistent with the approved budget for any service or activity that is required to perform in or to carry out the educational program described in the 21st CPA charter and as otherwise in accordance with the New Mexico Charter School Act as amended;
- h. Adopt rules and policies pertaining to the administration of all powers or duties of the Governing GC that conform to all legal requirements;
- i. Accept or reject any charitable gift, grant, devise or bequest. Each particular gift, grant, devise or bequest accepted shall be considered an asset of 21st CPA charter school;
- j. Approve amendments to the Charter prior to presentation to the authorizer for approval;
- k. Amend procedures provided for in the Bylaws from time to time consistent with the mission of 21st CPA charter school;
- l. Delegate to the school administrator the authority to implement the charter, policies and procedures, facilities plans, budget and such other directives and policies adopted by the GC from time to time. The GC shall not be involved in the day-to-day operations of the school; however, the GC will ensure that the administration carries out the policies and procedures of the GC by requiring regular reports and by conducting annual reviews of the school's Head Administrator.
- m. The GC will have primary responsibility for the development and review of all major policies; be a resource for problem resolution escalated to the General GC by the school administrator/business manager to the GC according to policies, procedures and appropriate protocol; and review recommendations submitted by the school administrator and other GC Advisors. Examples would include, but not limited to, curriculum, budget development, and final approval of contracts;

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- n. Promote a cooperative relationship with its charter authorizer; to function in accordance with the New Mexico Charter School Act and resolve any dispute, which may arise between the School and its charter authorizer and the Public Education Department to the mutual benefit of the operation of the Charter School and its authorizer.
- o. Accepts accountability for both the financial stability and financial future of the institution, engaging in strategic financial planning, assuming primary responsibility for the preservation of capital assets and endowments, overseeing operating budgets, complying with audit requirements, and participating actively in fund-raising;
- p. Such other powers and authorities as provided for you law.

6. COUNCIL MEMBER AUTHORITY/REPRESENTATIONS BY INDIVIDUAL MEMBERS

Except as stated herein, GC members have no independent authority and may act only in a properly convened public meeting. Unless acting pursuant to express delegated authority from the GC, no GC member shall undertake any individual action to implement any plan or action approved by the GC and which is the responsibility of the Head Administrator or his/her designee, unless such action is taken under the direction and supervision of the Head Administrator. When acting under such direction and supervision of the Head Administrator or his/her designee, a GC member shall be considered a volunteer and have no special authority beyond that of a volunteer.

The GC will not be bound by any statement or action on the part of any individual GC member, unless the GC, by majority vote in a properly convened meeting, delegates authority to that individual member to speak for or represent the entire GC.

7. AMENDING GOVERNANCE COUNCIL BYLAWS

Any section or subsection of the GC Bylaws may be altered, suspended or revoked only by a 2/3 (two-thirds) of a quorum vote of the GC unless specifically addressed otherwise by section or subsection.

8. COUNCIL MEMBERSHIP

A. Positions on GC

The GC shall have no fewer than 5 (five), but no more than 7 (seven) voting members. The voting members of the GC shall consist of no fewer than 2 (two), but no more than 3 (three) qualified parent members and no fewer than 3 (three) and no more than 4 (four) qualified business or local community members. However, in no event shall the number of voting GC members be less than 5 (five).

Parent shall be defined as any extended family member of a student at 21st CPA.

The school administrator and the business manager shall serve as advisors to the GC but shall not vote and shall not be members of the GC, and these advisory duties will be an inherent responsibility of both the employment of the school administrator and the business manager.

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B. Qualifications

The candidates for positions on the GC shall be considered based upon professional skills and areas of expertise including but not limited to legal, financial, real estate, education, business, workforce development. Potential members must also demonstrate collaborative and problem-solving skills and attitudes, an ability and willingness to devote substantial time and energy to serving on the GC (including the requirement that each GC member shall chair and regularly participate in the activities of at least one GC or school committee), and a willingness and ability to devote their time and energy to acting in the best interests of 21st CPA charter school as a whole, rather than the interests of any particular interest group or in self-interest. As much as possible, GC members shall reflect the ethnic diversity that makes up the state of New Mexico.

C. Staggered Terms for Elected Positions

Terms and GC seats shall be staggered so that the GC will not lose more than 60% of its members at any one election. Each position will be elected for a 2-year term. GC members may run for up to four subsequent terms. The term of office will be from the first month of the school year to the first month of the next school year.

D. Nominating and Recruitment Committee

The GC President shall appoint a standing Nominating Committee. The Nominating Committee shall solicit applications, recruit potential candidates, and screen applicants and recruits for each of the positions on the GC to be filled.

E. Nominating Petitions

Any person, who desires to be considered as a member of the GC shall submit a letter of interest to the GC President and then the GC President will forward to the Nominating Committee Chair. For an individual to become a member they must attend and observe at least one (1) GC meeting. The membership of a potential GC member will be vetted by the Nominating Committee after the observation meeting.

The GC shall vote in a regularly scheduled meeting to approve or disapprove, (based upon the recommendation of the Nominating Committee) by majority vote of the members, any candidates for any open position(s). If approved, all such candidates shall be seated as a member of the GC.

H. Restrictions on Council Members

In no event shall any of the voting members of the GC be employees of 21st CPA charter school, which shall for this purpose include persons receiving compensation as an independent contractor, or spouses/family members of another GC member.

Any candidate for GC membership, who may be otherwise qualified except for his/her status as an independent contractor to 21st CPA charter school, must choose either to withdraw his/her candidacy or terminate his/her contractor status.

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I. Attendance

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

J. Removal from Council

A GC member may be removed by a majority vote of the remaining GC members for the following reasons:

1. If a member of the GC misses two (2) consecutive regular meetings or more that two (2) out of six (6) consecutive regular meetings, the position of such member may be declared vacant by a vote of a majority of the remaining members of the GC.
2. If a member of the GC knowingly violates any policy or procedure adopted by the GC, or if a member of the GC consistently or repeatedly takes action knowingly or unknowingly that violates laws or threatens the schools charter, or acts contrary to the best interests of the school or its mission, the position of such member may be declared vacant by a vote of a majority of the remaining members of the GC.
3. If a member uses or misuses his or her position to gain from the school, financially or otherwise.

Any member of the GC who has his or her office declared vacant or vacated pursuant to this section shall not be eligible for appointment or election to the Governing GC until their term for which he or she was originally elected or appointed has expired.

L. Conflict of Interest of Council Members

No GC member shall serve as an officer or chairperson on any extended organization of 21st CPA. This includes but is not limited to the 21st CPA Foundation and/or the 21st CPA PTA.

9. CONFLICT OF INTEREST POLICY

A. General Principles

All GC members have a duty of loyalty and a duty of care towards 21st CPA charter school. It is the responsibility of all GC members to conduct themselves in accordance with the highest standards of integrity, honesty, and fair dealing to preclude conflict between the interest of 21st CPA and the personal interests of the GC member.

Likewise, it is the responsibility of the school to conduct all its business and operations impartially in accordance with all laws and in conformity with the highest ethical and professional standards. All hiring and other transactions imposing financial and/or legal obligations on the school shall be made with the best interests of the school as the foremost consideration.

The GC also recognizes that the ultimate success of the school depends upon the active participation, cooperation and collaboration of parents, volunteers, employees, Governing GC members and students. Sometimes the best interests of 21st CPA charter school may

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involve the creation of relationships that might create an appearance of impropriety or potential for abuse of position, if not carefully evaluated by disinterested parties. The GC therefore has established this policy to guide GC members in their actions or relationships, so that they will avoid the appearance of having their judgement or the performance of their duties compromised.

B. Conflict of Interest Definition

A conflict of interest occurs whenever a GC member permits the prospect of direct or indirect personal gain (or gain to a relative or Related Entity) to influence improperly his or her judgement or actions in the conduct of 21st CPA. It is not practical to specify every action that might be considered to raise a conflict of interest. Consequently, GC members should immediately disclose to the GC any circumstance that may give rise to the appearance of a conflict of interest. The following situations have the potential for being an actual or apparent conflict of interest and must be avoided unless the GC member has brought the issue before the GC for consideration and the GC voted to approve it in an open meeting.

1. Using confidential information acquired by virtue of their associations for their individual or another's private gain.
2. Requesting or receiving and accepting a gift or loan for themselves or another that tends to influence them or appear to influence them in the discharge of their duties as GC members.
3. Influencing or having the appearance of influencing business with suppliers to 21st CPA, which results in the financial benefit to a GC member, his or her relatives or a Related Entity.
 - a. Participating in selecting, awarding, or administering a contract with the school if a conflict of interest exists.

C. Deliberations and Voting on Conflict Issues:

In order to avoid conflicts of interest and the appearance of impropriety GC members shall not participate in open meeting or Closed Session deliberations or votes relating to the discipline of (i) himself or herself; (ii) any relative of the GC Member; or (iii) any transaction between 21st CPA and any Related Entity of the GC member. "Closed Session" shall mean any portion of a GC meeting that is properly closed to the public in accordance with the provisions of the state Open Meetings Act.

The school administrator shall not authorize (by approval of a Purchase Order or otherwise) or enter into any proposed transaction described in Paragraph B unless or until the transaction has first been evaluated and approved by the GC. The GC may, but shall not be obligated to, approve a proposed transaction if the GC concludes, after review of all pertinent data, that: (i) the transaction is financially no less favorable to the school than would be available in an arm's length transaction between unrelated parties; (ii) no GC member will be in a position to influence decisions relating to any transaction between 21st CPA and any Related Entity; and (iii) the benefits to the CHARTER SCHOOL outweigh any appearance of a conflict of interest.

D. Violation of Conflict of Interest Policy

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Upon discovery of a possible infraction of the established 21st CPA conflict of interest policies, the discovering party is required to immediately notify the GC President, the school administrator and all GC Members. A Special GC meeting must be immediately scheduled to consider the matter. In the event the GC decides that a GC member has violated the conflict of interest rules or otherwise abused or attempted to abuse his or her position at 21st CPA, the GC shall review and recommend appropriate action. A violation of the conflict of interest policy renders any contract entered into in violation of the policy voidable.

E. Transactions with Interested Council Members

21st CPA shall not enter into any financial transaction with any GC member, any relative of a GC member, or any other person or entity in which the GC member or relative of the GC member has a direct or indirect financial interest.

Nothing in this procedure shall prevent 21st CPA from paying compensation to a GC member in compliance with the New Mexico Per Diem and Mileage Act.

For purposes of this policy, "family member" or "relative" means, spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, daughter-in-law, brother, brother-in-law, sister, sister-in-law, or any other relative who is financially supported.

F. NEPOTISM

The GC will not initially employ or approve the initial employment in any capacity of a person who is a GC member, the spouse, father, father-in-law, mother, mother-in-law, son, son-in-law, daughter, daughter-in-law, sibling, or sibling-in-law of any GC member, or any other relative who is financially supported. The GC may waive the nepotism rule for family members of a head administrator. The GC shall carefully consider the potential impact on the integrity, efficiency, discipline and public perception in the employment of any person who is related to/financially supported by the head administrator or who is the parent of a 21st CPA student. Nothing in this section shall prohibit the continued employment of a person employed on or before July 1, 2008.

Governing GC members who wish to seek employment with the school must resign from the Governance Council and must wait one year from his/her resignation effective date prior to being offered or accepting employment with the school.

MISUSE OF POSITION

No GC member will use his/her position to attempt to influence the decision of any school employee to grant special treatment to (a) the child or ward of such GC member, (b) any relative of such GC member, or (c) any "Related Entity". For purposes of these Bylaws, a "Related Entity" is a business enterprise, nonprofit organization or other entity with respect to which such GC member, or a relative of such GC member (i) has a direct or indirect financial interest; (ii) is an officer or director; or (iii) is otherwise in a position to control the management or decision-making of such entity. Every GC

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member and every 21st CPA employee who is a parent or guardian of a 21st CPA student shall inform his or her child that he or she is required to follow all rules, policies and procedures applicable to 21st CPA students, that he or she is not entitled to special treatment by virtue of the relationship with a GC member or employee, and that any attempt to seek such special treatment may result in disciplinary action.

No individual GC member, community member, staff member, or parent may direct the school administrator in his/her duties. GC members will respect the confidentiality appropriate to issues of a sensitive nature and will adhere to all federal and state laws regarding confidentiality of a student, employee, and other information in the school's custody.

GC members' interaction with the public, press, or other entities must recognize the same limitation and inability of any GC member to speak for the GC on behalf of the school unless explicitly authorized by the GC at a public meeting and recorded in the minutes.

12. COUNCIL COMMITTEES

A. Generally. The GC President will establish standing committees, which may consist of GC members and non-GC members. Committee assignments and chairmanships will be determined by action of the GC President, provided that at least one GC member shall serve on each committee. Standing committees of the GC shall include:

1. Finance Committee
2. Audit Committee
3. Nominating Committee

The time and place of all Committee meetings shall be announced to the GC. All GC members may not attend any committee meeting even if the meetings are properly noticed pursuant to the Open Meetings Act because that would constitute a quorum.

The function of committees will be fact-finding, deliberative, and advisory, rather than legislative or administrative. Committee recommendations that require school-wide policy changes must be submitted to the GC through the school administrator. The responsibility of each committee shall be reflected in a memorandum presented by the f

B. Ad Hoc/Advisory Committees. The GC President may appoint ad hoc/advisory committees when and as determined to be necessary or advisably by the GC. Ultimate authority to make decisions will continue to reside with the GC President.

C. Finance Committee. In accordance with the NMSA 1978 22-5-4.11 (2010) the GC President will appoint at least two members of the GC to a Finance Committee to assist the GC in carrying out its budget and finance duties. The Finance Committee shall:

1. Make recommendations to the GC in the following areas:
 - a. Financial planning, including reviews of the school's revenue and expenditure projections.
 - b. Review of financial statements and periodic monitoring of the revenues and expenses.

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- c. Annual budget preparation
- d. Procurement

2. Serve as an external monitoring committee on budget and other financial matters.

D. Audit Committee. In accordance with NMSA 1978 22-5-4.11 (2010) the GC President will appoint an Audit Committee that consists of two (2) GC members, one volunteer member who is a parent of a student attending the school and one volunteer member who has experience in accounting of financial matters. The Head Administrator and the school's business manager shall serve as *ex officio* members of the committee. The Audit committee shall:

1. Attend the entrance and exit conferences held on school site for annual and/or special audits
2. Be accessible to the external financial auditors as requested to facilitate communication with the GC and the Head Administrator.
3. Track and report progress on the status of the most recent audit findings and advise the GC on policy changes needed to address audit findings.
4. Provide other advice and assistance as requested by the GC; and
5. Be subject to the same requirements regarding the confidentiality of audit information as those imposed upon the GC by the Audit Act, NMSA 1978 12-6-1, et seq.

G. School Advisory Committee. 21st CPA will establish and maintain a School Advisory Committee (SAC). The SAC will consist of at least one (1), but no more than two (2) GC members, equal staff and parental membership, with a minimum of three (3) representatives from staff and parental membership groups. The principal will by default, be selected for membership of the SAC. Additionally, if available, at least one member of the community will be selected for committee membership.

The purpose of the SAC will be to assist the school principal with school based decision-making and to involve parents in their children's education. The committee shall:

1. Work with the school principal and give advice, consistent with state and school district rules and policies, on policies relating to instructional issues and curricula on the public school's proposed and actual budgets.
2. Develop creative ways to involve parents in the school.
3. Where appropriate, coordinate with any existing workforce development boards or vocational education advisory councils to connect students and school academic programs to business resources and opportunities.
4. Serve as the champion for students in building community support for schools and encouraging greater community participation in the public schools.

The SAC will provide the GC with written copies of the agenda and minutes for each meeting. Any recommendations concerning governance, financial matters, or charter amendments created by the SAC must be presented to the GC which alone may take action.

Committee Records. All committees shall keep written minutes of their meetings, and shall periodically present written reports to the GC containing committee recommendations. Committees shall comply with the Open Meetings Act, when

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applicable. At no time shall a GC Committee act or vote on behalf of the GC without prior written approval to do so.

13. COUNCIL ORGANIZATIONAL MEETING

The GC will hold its annual organizational meeting at which the Annual Notice required by the New Mexico Open Meetings Act shall be adopted and at which officers shall be elected, during the first regular GC meeting in August of each school year. The offices of the GC to be elected include at least a President, Vice President, and Secretary. The terms for each office shall be for two years and shall be staggered for each elected position to begin and end in the first month of each school year.

The powers and duties of each position shall be as follows:

President: The President shall be the principal representative and spokesperson for the GC (upon direction at an open meeting by the members of the GC), preside at all GC meetings, receive notice of any substantive business proposed by members for meeting and prepares the agenda with input from other GC members or members of the 21st CPA community and posts the proper notice of all meetings as required by the Open Meetings Act, and otherwise carry out duties customarily associated with the office of the President. If there is no Secretary, the president is responsible for insuring those tasks have been completed.

Vice President: The Vice President shall assist the President to carry out duties as assigned or delegated by the President. In the absence of the President, the Vice President shall perform all the duties of the President and when so acting shall have all the responsibilities of and be subject to all restrictions on the President. Should the President leave the GC before the expiration of his/her term the Vice President shall act as President until such time as the GC elects a new President. If there is no Vice President, a new Vice President must be elected at the next GC meeting.

Secretary: The Secretary shall keep an accurate record of the meeting and prepare and submit minutes for approval, pursuant to and in accordance with the New Mexico Open Meetings Act. Space on site shall be provided as the official location of the GC records and files. The Secretary shall be responsible for the preparation of and the maintenance of a notebook which shall contain official records of the GC. Records may be hard copy or electronic record.

14. REGULAR COUNCIL MEETINGS

Regular meetings of the GC will be scheduled by the GC pursuant to the annual Notice Resolution required by the Open Meetings Act. The date and time of regular meetings may be changed by action of the GC, provided notice of the change has been properly noticed/published as required by the Open Meetings Act. GC meetings will be held at a location determined by the GC. A special GC meeting may be called by the GC President, or by a quorum of GC members. Advance notice of a special meeting will be given to all GC members in accordance with the Open Meetings Act (NMSA 1978, Section 10-15-1)

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The GC shall consider at least once annually what constitutes reasonable notice for all regular, special and emergency meetings as contemplated by the New Mexico Open Meetings Act and, thereafter, pass an appropriate resolution adopting policies and procedures for complying with the Act. The Resolution shall be posted for public information.

The GC shall not enter a closed session unless the subject is deemed to fall under one of the exceptions in Section H of the New Mexico Open Meetings Act. If it is deemed that the subject does meet one of the exceptions described, the GC will only enter a closed session if a majority vote can be reached approving the closed session (Section 1 of the Open Meetings Act). Closed sessions must have been designated as such on the agenda. Action may not be taken in closed session.

Special meetings may be called by the President. Notification of the special meeting agenda will be given and posted in accordance with the Open Meetings Act. Only those matters contained in the notice for the special meeting may be acted upon at that special meeting. In addition, all voting members will be notified by telephone or email prior to the meeting.

Additional notification of meetings shall be posted on the 21st CPA website for community access in accordance with the New Mexico Open Meetings Act.

15. COUNCIL AGENDA

The President or President's designee sets GC agendas. A request to have an item placed on the agenda must be submitted to the President at least 24 hours prior to the required time the agenda must be posted. The President shall have the discretion to add agenda items up to the time the agenda must be posted. A request to have an item placed on the agenda must be made in writing (or email) and include all documents and materials the person anticipates presenting. The President or designee shall provide a copy of the agenda and all documentation to be considered by the GC at the meeting to each GC member at least 24 hours prior to the meeting.

16. COUNCIL AND COMMITTEE DELIBERATIONS

All GC members shall work collaboratively with each other, with the sole goal of achieving the 21st CPA educational mission. Each member of the GC shall have one (1) vote. The GC has been constituted so as to include a broad spectrum of experience and perspectives, and every GC member shall be afforded the opportunity to express his or her opinion, in a professional manner, about matters before the GC. GC members shall refrain from non-constructive or personality-based comments that do not advance the 21st CPA mission. Because the GC is a public body, subject to the requirements of the Open Meetings Act, and makes decisions as a deliberative body, it is expected that only GC members will voice their opinions to other GC members about GC matters in context of GC and/or committee meetings only, rather than in private communications among GC members. Accordingly,

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GC members shall not discuss public business with each other except in accordance with the Open Meetings Act. If a quorum of GC members is present in one place outside an announced public meeting, no school business can be discussed, or the group must be dissolved into smaller groups.

A quorum is defined as 51% of the voting members and is required to vote on any item of business. If a quorum is not obtained, topics may be discussed as "information only" and no vote can be taken.

GC members shall be expected to keep confidential any deliberations or discussions that take place in the closed sessions meetings. It is expected that GC members will raise concerns or share information about closed session meetings within the context of GC and/or other committee meetings with other members of the GC and appropriate staff members only. Until such decisions are ready for public comment, such information will not be shared with the school community at large.

17. ADDRESSING THE COUNCIL

An individual may speak at a GC meeting on any item(s) that appears on the adopted agenda after being recognized by the President, or in his or her absence, the acting chair of the GC. All presentations should be brief and each individual speaking on an agenda item will be limited to three (3) minutes, unless otherwise instructed by the President.

Complaints about individual employees will not be heard at GC meetings or at the community meetings, but should be provided to the school administrator in accordance with school grievance/complaint policies and State Education Statutes.

18. COUNCIL MINUTES

A record of all actions of the GC will be set forth in the official minutes of the GC. The minutes and recordings will be kept on file pursuant to New Mexico record retention requirements at a minimum. The GC will maintain a separate handbook of its minutes and resolutions passed by the GC. Minutes shall be kept/maintained in accordance with the New Mexico Open Meetings Act.

The Secretary shall take minutes of all GC meetings, and provide a written copy thereof for approval at the next GC meeting. The Secretary shall also supervise the handbook of resolutions passed by the GC and the indexed record of action. A draft copy of the minutes shall be made available for public review no later than 10 days after each meeting of the GC. Minutes shall be approved at the next regularly scheduled meeting of the GC.

19. PARLIMENTARY AUTHORITY/QUORUM

Robert's Rules of Order, newly revised, will govern the GC, except when in conflict with applicable laws or regulations, which then prevail. Although most items are handled by appropriate motion procedures, consensus action is also used.

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Unless otherwise specified by GC policy, procedure or resolution, a quorum shall consist of a simple majority of GC members in office, and any action may be taken upon the approval of a majority of those members present, provided a quorum is present.

20. ALTERNATIVE DISPUTE RESOLUTION PROGRAMS

The GC recognizes the existence and effectiveness of alternative dispute resolution programs. Use of alternative dispute resolution programs can result in the early, fair, efficient, cost effective, and informal resolution of disputes. Appropriate use of alternative dispute resolution methods is hereby determined to be in the best interests of the charter school. The GC shall publish a thorough and concise set of dispute resolution policies and provide them in the appropriate School policy publications as they apply.

21. POLICY ADOPTION

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

The GC will adhere to the following described procedure in considering and adopting policy proposals to ensure that such proposals are thoroughly examined before final action. After review, the GC will make such proposed policies available for public comment by staff members, students, civic groups, parents or other interested citizens for a period of at least seven (7) days. Notice of such proposed policies shall be included in 21st CPA newsletter and/or posted in a prominent location at school. Upon request, the school administrator shall make copies of the proposed policies available to interested parties. Comments on the proposed policies must be submitted in writing to the school administrator by the deadline specified by the GC. Following such public comment period, the GC shall consider any comments received and determine whether changes to the initial draft policies should be implemented. After such consideration by the GC and adoption of any recommended changes, the GC shall present its final recommended policies or revisions. The public comment process shall apply to all policies proposed by the GC after the date these Bylaws are adopted by the GC.

22. SIGNATORY AUTHORITY

Unless otherwise revised by a GC resolution, all contracts entered into by the Charter School shall be signed by the GC Chairperson and/or the school administrator with the consent of a quorum of the GC members. The GC members shall from time to time establish the dollar limits of checks and contracts requiring the signatures of more than one authorized person.

23. INSURANCE, BORROWING AUTHORITY, FUND DEPOSITS, MISCELLANEOUS

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A. Insurance. The school shall purchase and maintain insurance for all past or present employees, volunteers and GC members for their activities while acting on behalf of or in the service of 21st CPA charter school

B. No Authority to Borrow, Encumber Assets. No GC member, officer, agent or employee shall have any power or authority to borrow money on the school's behalf, to pledge its credit or to mortgage or pledge its real or personal property.

C. Deposit of Funds. All funds shall be deposited to the credit of the school in such banks, trust companies or other depositories as the GC may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by New Mexico Public School Finance Act, or other applicable law or regulation.

24. DISSOLUTION

If deemed advisable by the GC that 21st CPA charter school should be dissolved, the Charter School in collaboration with the Public Education Commission and the New Mexico Public Education Department, shall devise an appropriate plan for closing the school and transferring assets as required by applicable statutes and regulations.

25. ANNUAL MANDATORY TRAINING OBLIGATION

Pursuant to NMSA 1978 22-8B-5.1 (2009) every member of the GC must comply with the New Mexico Public Education Department's mandatory training. All members must attend five (5) hours of training at least annually on topics that include department rules, policies and procedures, statutory powers and duties of governing boards, legal concepts pertaining to public schools, finance and budget and other relevant matters. GC members who shall attend five (5) hours of annual training approved by NMPED or our authorizer and/or which is sponsored by the New Mexico School Boards Associations or the New Mexico Coalition of Charter Schools. The GC member must provide written attendance forms to the school's GC President or his/her designee and which shall be maintained in the GC's records. The school will be required to report annually the list of training hours to the Assessment and Accountability Division of the Public Education Department: which report shall include the number of hours of training earned each year by each GC member.

26. CODE OF CONDUCT

A. 21st Century Public Academy GC members may not attempt to exercise individual authority over the school and/or its employees, except as explicitly set forth in GC policies and in accordance with New Mexico Law.

1. A member's interaction with the school administrator or staff must recognize the lack of authority vested in GC members, except when explicitly authorized by the GC.
2. GC members' interactions with the public, press, or other entities must recognize the same limitation and inability of any GC member to speak for the GC on behalf of the school unless explicitly authorized by the GC.
3. The GC evaluates only the school administrator and does so as a group, using an Agreed-upon set of standards, which are spelled out by NMPED regulation, along with the job description. GC members who are also parents will address their individual concerns through proper channels as stated in the Parent/Student

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Handbook.

B. The school administrator is the only school employee to be held accountable by the GC for executing the stated mission and objectives of the school. The school administrator is to act either within his/her duties stated above or pursuant to a directive passed by the GC. No individual GC member, community member, staff member, or parent may direct the school administrator in his/her duties.

C. The GC will conduct its proceedings under the most recent minimum standards of Robert's Rules of order, as stated in the GC Bylaws. This includes the raising of an issue by the President for discussion, followed by further discussion on the motion, and finally a vote. All the proceedings will be recorded by the designated secretary in written minutes, including the specific vote of each individual GC member.

D. The GC is a public body and is subject to the Open Meetings Act. No official business of the GC may take place outside of a properly-noticed public GC meeting. If a quorum of GC members is present in one place outside an announced public meeting, no school business can be discussed, or the group must be dissolved into smaller groups.

E. The GC shall not enter a closed session unless the subject is deemed to fall under one of the exceptions in Section H of the New Mexico Open Meetings Act. If it is deemed that the subject does meet one of the exceptions described, the GC will only enter a closed session if a majority vote can be reached approving the closed session (Section I of the New Mexico Open Meetings Act). Closed sessions must have been designated as such on the agenda. Action may not be taken in closed session.

F. GC members will respect the confidentiality appropriate to issues of a sensitive nature and will adhere to all federal and state laws regarding confidentiality of student, employee, and other information in the school's custody.

G. All GC members shall follow and adhere to the bylaws adopted by the GC, as well as all applicable school policies/procedures.

H. Each GC member shall acknowledge in writing that he/she has read the 21st Century CPA Charter, the GC Bylaws, and the GC Code of Conduct, and shall act in accordance therewith and be bound thereby.

21st Century Public Academy
Governance Council By-Laws
August 2015

CERTIFICATE OF ADOPTION

The undersigned officers hereby certify that these Bylaws were duly adopted by majority vote of the 21st CPA Charter School Governance Council on August 19, 2015.

ACCEPTED AND ACKNOWLEDGED:

DATE: 8/19/15

By: Virginia Trujillo
President

By: [Signature]
Vice President

By: [Signature]
Secretary

By: Sori Iragan
GC Member

By: Marjorie Mora
GC Member

By: [Signature]
GC Member

By: [Signature]
GC Member

CORRALES INTERNATIONAL SCHOOL GOVERNING COUNCIL BYLAWS

ARTICLE I – GOVERNING COUNCIL

Section 1. Definition and Purpose

The governance of Corrales International School (“School”) is vested in the Governing Board, hereby referred to as the Governing Council. The purpose of the Governing Council is to govern the School in accordance with the terms of its charter in compliance with the New Mexico 1999 Charter Schools Act, §22-8B-1 (), *et seq.* as amended from time to time NMSA (1978) (“Charter Schools Act”).

Section 2. Powers of the Governing Council

In addition to all powers conferred upon the Governing Council by New Mexico state law, the Governing Council shall have the power to:

- a) Perform any and all duties imposed on the Governing Council collectively by State and Federal law, the School Charter or these bylaws;
- b) Develop educational and operational policies consistent with the School’s mission statement;
- c) Adopt rules and policies pertaining to the administration of the Governing Council and the School;
- d) Employ, supervise and annually evaluate the Head of School, including , by no later than the April regular Governing Council meeting, deciding on the renewal of the Head of School’s contract The Head of School shall be evaluated in accord with the evaluation policy that has been approved by the Governing Council. At a minimum, the annual evaluation shall include feedback on the Head of School’s performance throughout the school year, which has been solicited from parents, faculty, and staff. Additionally, the annual evaluation shall provide input on the Head of School’s performance in implementing each of the School’s strategic goals and objectives established for the school year by the Governing Council. The Head of School shall have an opportunity to prepare a self-evaluation, which shall be distributed to the Governing Council at the April meeting of the Governing Council. The annual evaluation shall be completed by the April meeting of the Governing Council, each year. If the Head of School’s contract is renewed, the Head of School’s salary shall be established as part of the School’s annual budget.
 - i) The Governing Council shall delegate administrative and supervisory functions of the day-to-day operations of the School to the Head of School. The Governing Council shall not be involved in the day-to-day operations of the School.
 - ii) The Governing Council shall delegate to the Head of School the authority to implement the approved Charter and the School’s policies and procedures, facilities plans, budget and such other directives and policies adopted by the Governing Council. The Head of School 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 Head of School shall approve the payment of proper bills for School expenditures. The Head of School shall maintain a copy of all Governing Council-approved documents, including the School Charter, minutes, agendas, bylaws, resolutions and policies. During the Head of School's employment, he/she shall not engage in other employment without the Governing Council president's written approval.

- e) Establish for the remainder of the School staff, a compensation schedule to be employed by the Head of School in setting salaries annually for all teaching, administrative and support staff of the School;
- f) Resolve problems that have escalated to the Governing Council according to policies, procedures and appropriate protocol; and review recommendations submitted by the Head of School and other Governing Council consultants and advisors;
- g) Review, approve and monitor the implementation of the annual budget, of anticipated income, and expenditures; vote on Budget Adjustment Requests (BARS), and direct preparation of the annual financial audit;
- h) Participate in organizing resource development efforts at the School, including fundraising, grant writing, volunteer recruitment and public relations campaigns;
- i) Develop a strategic plan for the School that is updated annually to foster the attainment of its goals and objectives and to assure faithful compliance with the terms of the School Charter, including periodically reviewing that the School Charter with an eye to possibly seeing revisions in it; and conduct those meetings in compliance with the requirements of the New Mexico Open Meetings Act, including public notice.
- j) Acquire, lease and dispose of property, both real and personal to the extent permissible bylaws applicable to public schools;
- k) Initiate or defend lawsuits and take all necessary steps to protect the School's interests;
- l) Authorize the repair and maintenance of all property belonging to the School, or for which the School is contractually responsible to maintain and repair, and/or delegate authority to the Head of School for repair and maintenance of School property;
- m) Enter into contracts consistent with the School approved budget for any service or activity that is required for the School to carry out the educational program described in its charter and in accordance with the Charter Schools Act as amended, and/or delegate authority to the Head of School to enter into certain contracts;
- n) Accept or reject any charitable gift, grant, devise or bequest;
- o) Approve amendments to the charter prior to presentation to the School's Charter authorizer for approval;
- p) Make application to the School's Charter authorizer of the Public School Capital Outlay Council for capital outlay funds;

- q) Amend the Bylaws of the Governing Council from time to time consistent with the mission of the School by a majority vote of all members at any regular or special meeting;
- r) Promote a cooperative relationship with the School's Charter authorizer; to function in accordance with the Charter Schools Act and resolve any disputes which may arise between the Governing Council and its authorizer and/or the Public Education Department; and
- s) Reserve any other powers and duties as included in the School Charter and that are not inconsistent with federal or state laws or constitutions, or as otherwise set forth in the Charter Schools Act and the New Mexico Public School Code, 22-1-1, et seq. NMSA (1978) .

Section 3. Governing Council Members

- a) The Governing Council shall consist of at least five members. Members shall be comprised of the community at large, with a focus on individuals who bring professional expertise that the Governing Council has identified as desirable, with a minimum of one and not more than two parent members. Governing Council members shall be appointed and approved by the Governing Council at the August regular meeting. When it is in the best interest of the School, such as an unexpected vacancy, the Governing Council President may present a candidate or candidates for consideration and approval as a member or members of the Governing Council at a regular meeting of the Governing Council.
- b) All members shall serve for a two (2) year term. Upon completion of that term, a member who wishes to continue serving may request another term, to be approved by the other members of the Governing Council. Such extensions must be approved by majority vote of the other Governing Council members. No member may serve more than three (3) two-year (2-year) terms. The term of members, who were appointed and approved by the Governing Council at a meeting other than the August regular meeting of the Governing Council, shall be deemed to have begun at the next August regular meeting.
- c) In the event of an opening for a parent member on the Governing Council, the opening will be announced in the school newsletter and website.
- d) Letters of Interest from interested and eligible candidates will be taken until the position is filled.
- e) Any member may be removed by a majority vote of the Governing Council whenever, in its sole discretion, the school's best interests would be served.
- f) Attendance at Governing Council meetings is mandatory. Any Governing Council member missing two meetings in a row without prior notification may be dismissed from the Governing Council. If a Governing Council member cannot be physically present at a meeting for unavoidable conflict, he/she may make arrangements to appear by telephone in accordance with the provisions of the Open Meetings Act
- g) Any Governing Council member may resign at any time by giving written notice to the Governing Council President or to the Secretary, and, unless otherwise specified

therein, the acceptance of such resignation shall not be necessary to make it effective.

h) A vacancy shall be filled by the Governing Council by the process identified above.

Section 4. Quorum

A simple majority of the current number of Governing Council members shall constitute a quorum. In the absence of a quorum, those members present may adjourn by majority vote until a quorum is constituted.

Section 5. Salaries and Reimbursements

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

Section 6. Conflict of Interest

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. Governing Council members shall disclose any known or potential conflicts of interest in writing to the Governing Council prior to the time set for voting on any such transactions, and shall not vote on the matter or attempt to influence the decisions of other Governing Council members in voting on the matter. The written disclosures will be attached to the minutes of the meeting during which Governing Council action occurred relating to the matter disclosed. No Governing Council member shall contract with the School or receive compensation from the School for services, other than reimbursement as set forth in Section 5 above.

Section 7. Liability Insurance for Governing Council

Except as may be otherwise provided for by State Law, the Governing Council may adopt a resolution authorizing the purchase of insurance on behalf of any agent on the Council (including Council members, officers, employees or other agents of the Council) against liabilities asserted against or insured by the agent in such capacity or arising out of the agents' status as such, whether or not the Governing Council would have the power to indemnify the agent against such liability under these bylaws or provisions of law.

Section 8. Individual Member's Authority

A member of the Governing Council is a public officer, but has no power or authority individually. The School Charter vests power in the Governing Council and not in its members individually. These powers must be exercised by the Governing Council at public meetings, whether regular, special, or emergency meetings, with action duly recorded in its minutes.

Section 9. Binding Authority

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

ARTICLE II – OFFICERS

Section 1. Designation of Officers

The officers of the Governing Council shall consist of: President, Vice President, Secretary and Treasurer, all of whom shall be members of the Governing Council. The officers shall be elected by the Governing Council for a term of one (1) year and, unless sooner removed, shall serve until their successors are duly elected. From time to time, the Governing Council may determine it is in the best interest of the School and functioning of the Governing Council to elect co-chairs to serve in lieu of a President and Vice President. When co-chairs are elected, they shall assume all duties of the President and Vice President. The co-chairs may determine between themselves how the duties of President and Vice President will be divided.

Section 2. Qualifications

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

Section 3. Election and Term of Office

Officers shall be elected by the Governing Council at the August regular meeting of the Governing Council and shall assume their elected position immediately.

Section 4. Duties of President

The President shall preside at all meetings of the Governing Council. The President shall have the right, as other members of the Governing Council, to make or second motions, to discuss questions, and to vote. The President may not act for or on behalf of the Governing Council without prior specific authority from a majority of the Governing Council to do so. All communications addressed to the President shall be considered by him/her for appropriate action, which consideration may include consulting with legal counsel. The President shall sign legal documents as required by law and perform such other duties as may be prescribed by the Governing Council. The President, in collaboration with the Head Administrator, is responsible for compiling the topics for business to be placed on the Governing Council meeting agenda. Any member of the Governing Council may offer items to be heard or discussed at any meeting of the Governing Council. When the signature of the President is required on a document and the Governing Council is presided over by Co-Chairs, it shall not be necessary to obtain the signature of both co-chairs, so long as the Co-Chair not signing has specifically

delegated signature authority on the particular matter to the other Co-Chair in a public meeting, as reflected in that meeting's minutes.

Section 5. Duties of Vice President

The Vice President shall perform the duties of the President in the absence of the President or at the request of the President. In the event a vacancy occurs in the presidency, the Vice-President will act in the capacity of the President until the office of the President has been filled by a vote of the Governing Council membership.

Section 6. Duties of Secretary

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

Section 7. Duties of Treasurer

The Treasurer shall have general oversight responsibility for 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 PED Spring Budget Workshop and/or any other financial regulatory training recommended by the Head of School or the Business Manager. The Treasurer shall serve as chair of the Finance and Audit Committees.

Section 8. Engagement of Consultants and Agents

The Governing Council may appoint or hire consultants and agents to perform duties on behalf of the Governing Council and/or the School as the Governing Council may prescribe.

Section 9. Vacancies Among Officers

The Governing Council, 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 III – MEETINGS

Section 1. Frequency of Regular Meetings

The Governing Council shall meet in regular meetings one time each month. All Meetings of the Governing Council shall be held in accordance with the New Mexico Open Meetings Act and in keeping with the Governing Council's annual Open Meetings Act resolution.

Section 2. Annual Work Session

The Governing Council shall hold an annual work session for the purpose of strategic planning or such other purpose as the Governing Council shall determine. The annual Governing Council work session shall normally be held in late May or June at such time and place as the Governing Council President determines.

ARTICLE IV – COMMITTEES

Section 1. Establishment

The Governing Council may appoint such standing committees and/or ad hoc committees as it deems necessary for the effective governing of the School. Members of each Committee may be chosen from time to time by the Governing Council and shall serve for such period of time as the Governing Council shall from time to time determine. The specific composition of the Finance and Audit Committees, however, shall be governed by the provisions described in Section 2 below.

Section 2. Standing Committees

Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into the School Policy Manual. The function of any Committee so established shall be fact-finding, deliberative, and advisory to the Governing Council. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school. The business manager shall be an ex officio member of the finance and audit committees. Standing Committees shall be made up of no more than one less than a quorum of the Governing Council. The Governing Council President shall be an ex officio member of each Committee. The Head of School shall be an ex officio member of each Committee, except where his/her evaluation, tenure, or salary is to be deliberated. Standing committees shall be the School Advisory Committee (SAC); Finance Committee; Facilities Committee; and Audit Committee.

- a) **School Advisory Committee (SAC):** The SAC shall be comprised of parents of students attending the School and School employees, including faculty. One member of the Governing Council may serve as the Governing Council's liaison to the SAC. School employees serving on the SAC shall not serve as one of the SAC's elected officers. The purpose of the SAC shall be to collect parent feedback on important issues facing the School community. The Governing Council remains the body that is legally responsible for setting school and financial policies. The SAC acts strictly in an advisory capacity to the Governing Council, with its agenda based on guidance from the Governing Council, Head of School, and the School community. The SAC shall submit any recommendations to the Governing Council and Head of School within ten days after those recommendations have been adopted. The Governing Council may request periodic reports or updates from the SAC recommendations of an operational nature (such as student drop-off times or creating a hand-me-down box) may be approved and implemented by the Head

Administrator. SAC recommendations of a policy nature (such as curriculum, student confidentiality, or dress code) shall be approved by the Governing Council. If it is unclear whether a recommendation is of an operational or policy-related nature, the recommendation should be presented to the Governing Council. The SAC may advise the Governing Council and Head of School on school programs, marketing, public relations, and community outreach. At the request of the Governing Council, the SAC may contribute to the development of the School's long-term strategic plan.

- b) Finance Committee:** The Finance Committee shall be comprised of the School Business Manager, Governing Council President, Governing Council Treasurer (who shall serve as chair), at least one other member of the Governing Council, and the Head of School. The purpose of the Finance Committee shall be to make recommendations to the Governing Council in the following areas: financial planning, including review of the School's revenue and expenditure projections; review of financial statements and periodic monitoring revenues and expenditures; annual budget preparation; oversights, and procurement. The Finance Committee also shall serve as an external monitoring committee on budget and other financial matters and shall evaluate the Head of School's compensation; oversee the use of funds; review and oversee the school's risk management policies and investments; and review and advise the Governing Council on all matters affecting the School's financial condition.
- c) Facilities Committee:** The Facilities Committee shall be comprised of the Governing Council President, Head of School, and at least one other member of the Governing Council. The purpose of the Facilities Committee shall be to develop and oversee the School's master plan for its site and facilities; implement policies to safeguard the existing facilities; monitor ongoing construction projects; and make recommendations for future construction projects.
- d) Audit Committee:** The Audit Committee shall be comprised of the School Business Manager, Governing Council Treasurer (who shall serve as chair), Head of School, a second member of the Governing Council, and two parents, one of whom shall have experience in accounting and financial matters. The parents 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 evaluate the request for proposal for the annual financial audit services; recommend to the Governing Council the selection of the financial auditor; attend the entrance and exit conferences for annual and special audits; meet with external financial auditors at least monthly after the audit field work begins until the conclusion of the audit; be accessible to the external financial auditors as requested to facilitate communication with the Governing Council and the Head of School; track and report progress on the status of the most recent audit finding and advise the Governing Council on policy changes needed to address audit findings; and provide other advice and assistance as requested by the Governing Council. The Audit Committee shall be subject to the same requirements regarding the

confidentiality of audit information as those imposed upon the Governing Council by the New Mexico Audit Act, 12-6-1 et seq. NMSA (1978) and rules of the New Mexico State Auditor.

Section 3. Ad Hoc Committees

The Governing Council President, with the consent of the Governing Council, may create Ad Hoc Committees and delegate tasks to such additional committees as appropriate. Each Ad Hoc Committee shall have a charge specific to its permitted activities and that charge shall include the date on which the Committee is to present its final report to the Governing Council and be dissolved. Members of Ad Hoc Committees shall be drawn from those parents and staff of the school community who indicate interest in serving on the Ad Hoc Committee and from such others as may be deemed appropriate by the Governing Council.

Section 4. Committee Chair

Chairs of Standing Committees shall report to the Governing Council as directed above or at the request of the Governing Council.

Section 5. Resignations and Removal

Any member of a Committee may, at any time, resign by giving written notice to the President or the Secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of a Committee may be removed by the Governing Council whenever in its judgment the best interests of the School would be served thereby.

Section 6. Compensation

Members of Governing Council 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 V – FACULTY

Section 1. Faculty Engagement, Supervision and Termination

The Head of School shall recruit, supervise, and recommend hiring and termination of faculty. The faculty contracts shall be for one school year or less. The Head of School shall assign compensation based on a Governing Council-approved salary schedule and shall assign job descriptions for and annually assess the faculty and staff.

Section 2. Direction of Faculty

Faculty shall be subject to the Head of School's control and direction in all matters relating to their teaching duties and their personal conduct that affects the School's welfare.

ARTICLE VI – FISCAL YEAR AND AUDIT

The School's 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 and in accordance with New Mexico State law.

ARTICLE VII – MAINTENANCE OF RECORDS

The Governing Council directs the Head of School to maintain minutes of all meetings of the Governing Council and Council 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.