

**BY-LAWS OF THE GOVERNING BOARD OF
KAWAIKINI NEW CENTURY PUBLIC CHARTER SCHOOL**

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**BYLAWS OF THE GOVERNING BOARD OF
KAWAIKINI NEW CENTURY PUBLIC CHARTER SCHOOL**

ARTICLE I. Definitions

As used in these bylaws, the word "Board" means the Governing Board of Kawaikini New Century Public Charter School which has approved these by-laws; "School" means the Kawaikini New Century Public Charter School; "Executive Director" means the Executive Director of Kawaikini New Century Public Charter School; "Chairperson" means the Chairperson of the Board; and "Secretary" means the Secretary of the Board.

ARTICLE II. Authority of the Governing Board

As defined in HRS§302D-12, the governing board shall be the independent governing body of its charter school and shall have oversight over and be responsible for the financial, organizational, and academic viability of the charter school, implementation of the charter, and the independent authority to determine the organization and management of the school, the curriculum, virtual education, and compliance with applicable federal and state laws. The governing board shall ensure its school complies with the terms of the charter contract between the authorizer and the school. The governing board shall have the power to negotiate supplemental collective bargaining agreements with the exclusive representatives of their employees. The governing board shall have the power to make and execute contracts and all other instruments necessary or convenient for the exercise of their duties and functions under HRS§302D. The signatures of the President and one other executive member shall represent the governing board when signing contracts.

ARTICLE III. Membership and Organization

A. General Requirements. In meeting the requirements of HRS §302B-12, the Board shall be comprised of individuals who:

(1) Provide the governing board with a diversity of perspective and a level of objectivity that accurately represent the interests of the charter school students and the surrounding community;

(2) Demonstrate an understanding of best practices of nonprofit governance; and

(3) Possess strong financial and academic management and oversight abilities, as well as human resource and fundraising experience.

B. Board Membership. Membership on the Board may be offered to any person who has demonstrated a commitment to upholding the mission and vision of the school, and may consist of::

- (1) Faculty and staff of the school;
- (2) Parents of students attending the school;
- (3) The community at large.

B. Board Membership. The Board shall consist of eight (8) voting members whose terms shall be staggered in three-year cycles such that no more than three of its members shall leave, or enter, the board in any given year. In addition to the eight voting members, one (1) ex-officio non-voting membership shall be extended to the school's Executive Director. The members of the Board shall serve without pay but shall be entitled to reimbursement for necessary expenses while attending meetings and while in the discharge of duties and responsibilities.

C. Appointment and Election of Members. Members of the Board shall be elected by a majority vote of all Board members in attendance at the last scheduled Board meeting of each school year.

D. Term of Office. Except for the Executive Director, who shall serve in a non-voting ex-officio capacity during the entirety of his/her employment at the school, all Board members shall serve for a term of three years, up to a maximum of two terms (6 years).

E. Non-attendance. Notwithstanding the term of office, the term of a Board member shall expire upon the failure of the member, without valid excuse, to attend three consecutive regularly scheduled meetings. The expiration of the member's term shall be effective immediately after the third consecutive unattended meeting.

F. Appointment and Election to Fill an Unexpired Term. If an elected board member ceases to be a member of the board -

whether by resignation, or by removal due to non-attendance - before his/her three-year term has expired, then the Board shall take the following actions to fill the vacancy:

(1) If the vacancy shall occur during the first year of the three-year term, then: (a) the Chairperson shall appoint any person to serve in this capacity for the rest of that school year; and (b) a new Board member shall be elected/appointed as per Article IIc to serve during the second and third years of the unexpired term.

(2) If the vacancy shall occur during the second year of the three-year term, then: (a) the Chairperson shall appoint any person to serve in this capacity for the rest of that school year; and (b) a new Board member shall be elected/appointed as per Article IIc to serve during the third year of the unexpired term.

(3) If the vacancy shall occur during the third year of the unexpired term, then: (a) the Chairperson shall appoint any person to serve in this capacity for the rest of that school year; and (b) a new Board member shall be elected/appointed to a full term as per Article IIc.

G. Transition Plan. Three-year term cycles shall be introduced incrementally as follows:

Before the 2012-2013 school year, three designated members shall be elected to the Board for a three-year term; two designated members shall be elected for a two-year term; and three designated members shall be elected for a one-year term. Elections to fill each group of vacancies shall be held every three years thereafter (2013, 2014, 2015, etc.)

2) Prior to any of the above elections, the Governing Board shall indicate the names of its members whose terms are due to be vacated in 2013, 2014, and 2015, respectively.

H. Officers, Organization. The Officers of the Board shall consist of a Chairperson, Vice-Chairperson, Secretary, and a Treasurer. Officers shall be chosen from among board members currently serving on the board, shall be elected by the Board at its last meeting of each school year, and shall serve thereafter

until their successors are appointed and have qualified. With the exception of the following, all board members shall be eligible to hold any office on the Board: a) The ex-officio non-voting Executive Director position may not hold any office; b) no school employee, or relative of a school employee, may hold the Chairperson or Vice-Chairperson position.

1. Term of the office of Chairperson and Vice-Chairperson shall be for one year. Chairperson may serve no more than three consecutive terms.

2. Vote. Vote for Chairperson and Vice Chairperson of the Board shall be by ballot if more than one person is nominated for each office.

3. Succession. In the event of a vacancy in the office of the Chairperson, the Vice-Chairperson shall succeed as Chairperson for the unexpired term. The Board will conduct an election to elect a new Vice-Chairperson.

I. Duties of Officers.

1. Chairperson. The Chairperson, in addition to presiding at all regular and special Board meetings, shall:

- a. Appoint the chairperson and members of the Standing Committees and any other committee.
- b. Maintain liaison with the Executive Director to see that there is an effective working relationship between the School administration and the Board.
- c. Approve all press releases and public statements made by the Board.
- d. Create and distribute the agenda for any regular or special meeting of the Board and ensure that notices and agendas of public meetings are made available in a publicly accessible area of the charter school's office and on the school's internet web site not less than six calendar days prior to the public meeting.
- e. Coordinate the efforts of the Board's Standing Committees to strengthen the roles and functions of same.

2. Vice-Chairperson. The Vice-Chairperson will assume the duties and responsibilities of the Chairperson in the absence of the Chairperson and will undertake such other duties as may be assigned by the Chairperson.

3. Secretary of the Board. The Secretary shall serve under the direction of the Board through the Chairperson and shall provide the necessary administrative support services to the Board. The Secretary shall:

- a. Schedule regular and special meeting dates in consultation with the Chairperson.
- b. Prepare minutes and reports for each of the regular, special, and committee meetings.
- c. Ensure that all agenda and meeting minutes are made available on a timely basis on the charter school's internet web site and in the charter school's office so as to be available for review during regular business hours.
- d. Be responsible for securing information from the School administration.
- e. Serve as a liaison between the School administrative staff and the Board.
- f. Maintain and publish a calendar of the Board's meetings.
- g. Maintain, collect, and preserve the official records of the Board.
- h. Collate and index policies which are adopted by the Board.
- i. Perform additional duties as assigned by the Chairperson and the various Committee chairpersons.

4. Treasurer. The Treasurer shall serve under the direction of the Board through the Chairperson and shall provide the necessary fiscal oversight to the Board. The Treasurer shall:

- a. Serve as chairperson of the Finance and Audit Committee.
- b. Work with the School's staff to prepare regular fiscal reports for presentation to the Board.
- c. Work with the various Committee chairpersons to ensure proper fiscal oversight of the Board's activities.

J. Committees of the Board.

1. To facilitate consideration of policy matters that must be approved by the Board, eight Standing Committees are established. Authority to act on all matters is reserved for the Board, and the functions of each Committee shall be to consider and make recommendations to the Board.

2. The following are the Standing Committees of the Board and their primary functions:

a. Education and Curriculum Committee

In order to define, assess, and uphold the educational standards of the School, the Education and Curriculum Committee shall:

- (1) Review, evaluate and make recommendations on the School's academic programs;
- (2) Review, evaluate, and make recommendations on the school's academic policies;
- (3) Provide oversight to ensure that the School's curriculum is in line with the provisions of its charter;
- (4) Assist other committees as necessary.

b. Human Resources Committee

In order to ensure that there is qualified faculty and staff to support Kawaikini's educational programs, and that such staff are productive, the Human Resources Committee shall:

- (1) Oversee the recruiting, interviewing, hiring, evaluating, and, if necessary, disciplining, of the School's Executive Director;
- (2) Determine, review, and make recommendations on all personnel policies;
- (3) Oversee and make recommendations on all proposed collective bargaining agreements;
- (4) Assist other committees as necessary.

c. Facilities and Maintenance

In order to acquire and maintain facilities necessary and desirable for the school's operations, the Facilities and Maintenance Committee shall:

- (1) Develop and review the School's Long-range Facilities Plan;
- (2) Oversee the acquisition and construction of all school facilities;
- (3) Work with the School's Executive Director to establish an annual Facilities and Maintenance budget.

- (4) Make recommendations on all negotiated leases and/or contracts pertaining to facilities;
- (5) Oversee the creation, review, and update of the School's Safety Manual;
- (6) On a regular basis, determine and reevaluate facilities priorities;
- (7) Assist other committees as necessary.

d. Fundraising Committee

In order to provide additional sources of revenue to support the school, the Fundraising Committee shall:

- (1) Organize and/or oversee the writing of grants to benefit the School;
- (2) Organize and/or oversee fundraisers to benefit the School;
- (3) Work with community organizations to increase the resources of the School;
- (4) Assist other committees as necessary.

e. Finance and Audit

In order to ensure that the school's financial resources are used in a productive and appropriate manner, the Finance and Audit Committee shall:

- (1) Work with the School's Executive Director to develop an annual school budget for the Board's approval.
- (2) Oversee all fiscal examinations as required by law and or the terms of the School's charter.
- (3) Work with the School's staff to create, review, and update all fiscal policies for the School.
- (4) Assist other committees as necessary.

f. Parent Relations Committee

In order to support parent participation in the School and encourage good communication between the School's parents and its LSB, teachers, and administration, the Parent Relations committee shall:

- (1) Assist the Executive Director in supporting parents at the school;
- (2) Assist in developing and overseeing policies affecting the School's parents;

- (3) Assist the School's parents in organizing and governing their parent organization;
- (4) Serve as a designated liaison between the parents and the School;
- (5) Assist other committees as necessary.

g. Communications Committee

In order to ensure that there is adequate communication to support Kawaikini's educational mission, the Communications Committee shall:

- (1) Develop a plan to communicate a positive image of the school to the community at large;
- (2) Develop a mechanism to ensure good and timely communication between all members of Kawaikini]' \community: faculty/staff, parents, students, and LSB.
- (3) Create, maintain and update the database of school supporters;
- (4) Assist other committees as necessary.

h. Board Development Committee

In order to support the effective operations of the Governing Board, the Board Development Committee shall:

- (1) Oversee Board recruitment and nominations;
- (2) Develop, oversee, and make recommendations regarding the by-laws of the Board;
- (3) Develop position descriptions for Board members
- (4) Organize trainings and strategic planning retreats for Board Members;
- (5) Organize professional development opportunities for Board members;
- (6) Create, review, and update the Board Handbook.
- (7) Assist other committees as necessary.

i. Admissions and Student Selection Committee

In order to maintain an objective, transparent and lawful admissions and enrollment process at Kawaikini, the Admissions and Student Selection Committee shall:

- (1) Review, uphold and revise admission policies and processes.
- (2) Gather a sub-committee to process annual admissions applications composed of the

following representatives: 2 Governing Board members, 2 Pou Hana, 1 member from Administration, 2 Nā Hulu Mākua members.

- (3) Oversee the advertisement of admissions announcements and applications.
- (4) Collaborate with applicable committees to work towards growing a sustainable number of students at the school (i.e. Finance & Resource Development)
- (5) Assist other committees as necessary.

3. The chairperson and members of each Standing Committee shall be appointed by the Chairperson and shall serve for one year or until the appointment of their successors. The Chairperson shall be an ex-officio, voting member of all Standing Committees in accordance with Robert's Rules. Membership on a given committee shall be limited to members of the Board, except that non-voting membership may, at the discretion of the Chairperson, also be extended to the following:

- a. a former board member who has previously served as Chair of the committee;
- b. a community representative with expertise in the committee's given area of focus;
- c. current staff of the school who may have a specific interest or expertise in the committee's given area of focus.

4. Each Standing Committee shall consider all matters referred to it by the Chairperson and make appropriate recommendations within a reasonable time to the Board.

5. Each Standing Committee shall make progress reports to the Board periodically or when requested by the Chairperson.

6. Ad-hoc Committees. Ad-hoc committees may be established by the Chairperson upon authorization by the Board with such powers and duties as determined by the Board. The Tenure of an ad-hoc committee shall expire at the completion of its assigned task.

ARTICLE IV. Advisory Committees and Consultants

A. The Board may create advisory committees as necessary which shall serve as advisory to the Board. The committee membership shall be appointed by the Chairperson, subject to approval by the Board. The tenure of the advisory committees shall expire at the completion of the assigned task.

B. The Board may engage the services of consultants as it deems necessary.

ARTICLE V. Meetings

A. The Board shall meet on a monthly basis. The calendar of Board meetings shall be established at the first Board meeting of the school year. The Board shall at each meeting fix the exact time and place for its next regular meeting.

B. Special meetings may be called by:

1. The Chairperson;
2. Upon request by a majority of the members of the Board;
or
3. Any Board member, with the consent of the Chairperson.

C. Standing Committee meetings shall be called by the Committee chairperson in consultation with the Chairperson.

ARTICLE VI. Quorum

A majority of all the voting members to which the Board or its committees are entitled shall constitute a quorum.

ARTICLE VII. Voting

A. The concurrence of a majority of all the voting members of the board or its standing committees shall be required to make valid any action of the board or standing committee, respectively, except that:

- (1) two-thirds vote of all voting members of the board or a standing committee shall be required to change the agenda of the meeting after it has been posted.
- (2) two-thirds vote of all voting members of the board shall be required to amend the board's by-laws; and,
- (3) a majority vote of the voting members present may pass a procedural motion.

B. Dissenting votes and abstentions shall be recorded in the minutes. An abstention shall not be considered a positive or negative vote.

ARTICLE VIII. Rules of Procedure

A. In its deliberations, except by approval of the majority of the members present, the Board shall be governed by the rules prescribed in Robert's Rules of Order.

B. At a regular meeting the minutes of the preceding meeting(s) shall be reviewed, corrected if required, approved and signed by the Director and secretary.

C. The minutes shall be the official record of the transactions of the LSB at regular or special meetings. The names of those who make motions, those who second motions, and those who vote ayes and nays shall be recorded.

D. The official minutes shall be bound and kept in the office of the school where they shall be available to the public.

ARTICLE IX. Amendments

These bylaws may be amended only by two-thirds vote of all the voting members to which the Board is entitled. Any proposed amendment to the bylaws shall be submitted in writing for consideration by the Board.

ARTICLE X. Conflicts of Interest

A. To maintain public confidence and to prevent the use of public office for private gain, members of the Kawaikini Governing Board will disclose all potential conflicts of interest to the Board prior to the vote on any such transaction.

For purposes of this policy, situations which present a potential conflict of interest are those in which a Board member may derive a private benefit that is both pecuniary and personal in nature from Board action.

The disclosure will be included in the minutes of the meeting in which Board action occurred relating to the matter disclosed.

A board member who discloses a potential conflict of interest shall abstain from discussion and voting on the matter disclosed.