

BYLAWS of KE KULA 'O SAMUEL M. KAMAKAU, LPCS

ARTICLE I. Name

The Association shall be known as Ke Kula 'o Samuel M. Kamakau, Laboratory Public Charter School

ARTICLE II. Location

The location of the Association shall be 46-500 Kūneki St. Kāne'ohe, O'ahu, Hawai'i, 96744.

ARTICLE III. Purpose.

The purpose of the Association shall be to operate a Hawaiian language immersion laboratory public charter school embodying the principles of Kumu Honua Maoli Ola, offering educational involvement for the 'ohana: infant/toddler, preschool, elementary, secondary, and adult, in multi-age and inter-generational settings, featuring culturally driven curriculum and Native Hawaiian education.

ARTICLE IV. Governing Board

A. Powers and Duties of the 'Uo Mamo

The Association shall be governed by the Governing Board known as the 'Uo Mamo which shall govern the affairs of the Association and exercise all the powers of the Association except as otherwise provided by the Articles or by these Bylaws.

Specifically, the 'Uo Mamo shall:

1. Be as outlined but not limited to those duties and powers in Section 302B of the Hawaii Revised Statues.
2. The 'Uo Mamo shall be the autonomous governing body of its charter school and shall have oversight over and be responsible for the financial 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 'Uo Mamo shall have the power to negotiate supplemental collective bargaining agreements with the exclusive representatives of their employees.

3. Approve the hiring or dismissal of the Kahu, Director. Recruit the Director when the position is vacant.
4. Oversee election, appointment and removal of 'Uo Mamo members.
5. Adopt an annual budget prior to the beginning of each fiscal year and approve any expenditure not included in the budget.
6. Select all officers of the Association, in accordance with Article VIII of these Bylaws.
7. Adopt policies in at least the following areas.
 - (a) Personnel policies providing for the hiring, supervision, evaluation, suspension and dismissal of employees;
 - (b) Instruction and curriculum;
 - (c) Selection, recruitment, evaluation, and dismissal of students and families;
 - (d) Facilities management; and
 - (e) Fiscal management.

B. Organization and Structure of Meetings.

1. Annual Meetings. An Annual Meeting shall be held in the month of May each year, at which meeting the members of 'Uo Mamo shall be selected.

2. Notice of Meetings and Minutes. All members shall receive notices and minutes of all of membership meetings. Notice of Meetings and Minutes shall be posted as stated in Article V.

3. Participation in Membership Meetings. All members shall have the right to participate in membership meetings.

4. Open Meetings. All Membership Meetings shall be open to any person, except as allowed within these bylaws.

5. Voting. On all matters properly put before the board, including the adoption and amendment of these bylaws, each board member shall have one vote, with the exception of the ex-officio non-voting member (School Director).

6. Minutes. Minutes of all Membership Meetings shall be recorded by the Secretary of the 'Uo Mamo or by another person designated by the 'Uo Mamo.

7. Decision Making. The members shall attempt to reach consensus on all decisions. Consensus is defined as all members either agreeing to a decision or being able to live with a decision if not in total agreement. If any member cannot live with a proposed decision, consensus has not been achieved. In the event that consensus cannot be achieved, a decision shall be made by an affirmative vote of a majority of the Members present and voting, a quorum being assembled, except as otherwise provided in these Bylaws. Before a vote is held on any motion all Members present shall have a reasonable opportunity to express their opinions on the proposition.

C 'Uo Mamo Selection

1. Structure of Members. The 'Uo Mamo shall be comprised of members who possess a diversity of perspectives and skills that accurately represent the interests of the Kamakau community. Members shall be persons who possess one or more of the following backgrounds: Education, Mo'omeheu/'Ōlelo Hawai'i (Hawaiian culture/language knowledge), Legal, Finance, Marketing & Communication, Human Resources, Real Estate & Facilities, Fund Development and Non-Profit Governance. The Hope Kahu/Principal shall automatically occupy 1 board seat, the Hope Kahu/Principal shall not serve as the chair.

(a) The chair of the governing board cannot be a charter school employee, or a relative of a charter school employee, unless an exemption is given by the authorizer.

(b) No more than 30 percent of the governing board can be employees of the charter school, or relatives of employees of the charter school.

(c) The designated head of charter school (Kahu/Director) may serve as an ex officio, non-voting member of the governing board.

2. Organization, Appointment and Election. All nominations for 'Uo Mamo shall be presented to the Governing Board members. Any person whose views and/or actions are found inconsistent with the mission/vision/purpose of the school will not be considered.

3. Term of Office. Terms for all members shall be three years with staggered

terms. Members may serve more than one term.

(a) Each board member shall serve a term of (3) three years, which duties shall officially begin on July 1, in the election year, and expires on June 30 upon completion of the term of office.

(b) In order to ensure a smooth transition period between outgoing and newly elected board members, the newly elected board members shall, immediately upon election, attend all regularly scheduled and special meetings of 'Uo Mamo to acquaint themselves with the business of the Association.

(c) Upon completion of terms of office, each departing board member must turn over to the recording secretary all important and sensitive materials of the Association.

4. Resignation and Removals. Formal resignation must be documented in the 'Uo Mamo minutes. 'Uo Mamo may declare the seat of any member vacant if a member fails to attend three consecutive meetings of the 'Uo Mamo with the exception of

(a) emergency meetings, or

(b) for good cause of an absence.

'Uo Mamo members may be removed only by a two-thirds vote of other members not currently being considered for removal. No persons terminated from Kamakau may serve on 'Uo Mamo.

5. Vacancies. 'Uo Mamo shall fill vacancies as needed.

6. General Standards for Board Members. An 'Uo Mamo member shall discharge his or her duties as a Board Member, including his or her duties as a member of a committee:

(a) in good faith;

(b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(c) in a manner the director reasonably believes to be in the best interests of the association.

(d) The Governing Board shall develop and implement policies and procedures consistent with ethical standards of conduct pursuant to chapter 84, Hawaii Revised Statutes. No governing board member shall take action that would affect a company that the board member, spouse or dependent child owns or otherwise has a financial interest in. No governing board

member shall use their position to secure or grant unwarranted privileges or advantages to themselves or others.

(e) The Governing Board is exempt from chapter 103D, Hawaii Revised Statutes, but shall develop internal policies and procedures for the procurement of goods, services, and construction consistent with the goals of public accountability and public procurement practices.

ARTICLE V. Meetings of the 'Uo Mamo

The 'Uo Mamo Governing Board is exempt from the requirements of chapters 91 and 92, Hawaii Revised Statutes. Nevertheless, pursuant to the Hawaii Revised Statutes, the 'Uo Mamo shall make available the notices and agendas of public meetings at a publicly accessible area in the 'Uo Mamo office and the State Public Charter School Commission office so as to be available for review during regular business hours; and on the 'Uo Mamo or Ke Kula 'O Kamakau internet website and the State Public Charter School Commission internet website not less than six calendar days prior to the public meeting, unless a waiver is granted by the State Public Charter School Commission or its designee in the case of an emergency.

The 'Uo Mamo Governing Board shall also make available the minutes from public meetings within thirty days and maintain a list of the current names and contact information of the 'Uo Mamo members and officers in the 'Uo Mamo office and the Hawaii Public Charter School Commission so as to be available for review during regular business hours; and on the 'Uo Mamo or Ke Kula 'O Kamakau internet website and the Hawaii Public Charter School Commission internet website.

1. Regular Meetings. The 'Uo Mamo shall meet regularly, at least six times each year on scheduled meeting dates and as otherwise required with one week written notice to all 'Uo Mamo members. When members are physically unable to attend meetings, interactive conference technology will be allowed.

2. Open Meetings. All regular meetings of the 'Uo Mamo shall be open to any person except when the 'Uo Mamo has voted, during an open meeting to go into executive session.

3. Executive Session. A motion to go into executive session shall state the nature of the business of the executive session, and no other matter may be considered in the

executive session. No binding action may be taken in executive session except actions regarding contracts, labor relations, agreements with employees, arbitration, grievances, litigation or other disputes when premature public knowledge would place the Association or person involved at a substantial disadvantage, the appointment or evaluation of an employee, and any disciplinary or dismissal action against an employee (however, this section shall not be construed to impair the right of the employee to a public hearing if action is taken to discipline or dismiss.)

4. Working/Committee Meetings. Working/Committee meetings will be performed and conducted by 'Uo Mamo Members only.

5. Emergency Meetings. The President, or any three members, may call an Emergency Meeting on one-day notice, unless notice is waived. Notice of Emergency Meetings, including an announcement of the agenda, shall be given by telephone or in person to all members. At any Special or Emergency Meeting of the 'Uo Mamo, only those matters included in the announced agenda may be acted upon unless all of the Board Members are present at the meeting and unanimously agree take action on other matters.

6. Notice of Meetings and Agenda. Except as provided for emergency meetings, an agenda shall be mailed, e-mailed, or delivered to all 'Uo Mamo members not less than 6 calendar days prior to the meeting.

7. Waiver of Notice and Consent. The transaction of any meeting of 'Uo Mamo, however called and noticed or wherever held, are valid as though the meeting had been duly held after regular notice, provided:

- (a) a quorum is present, and
- (b) either before or after the meeting, each of the 'Uo Mamo members not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes.

8. Participation in Meetings. All members shall have the right to reasonable participation in 'Uo Mamo meetings.

9. Quorum. At any meeting of the 'Uo Mamo, quorum shall consist of the majority of the 'Uo Mamo members.

10. Decision Making. The 'Uo Mamo shall attempt to reach consensus on all decisions. Consensus is defined as all present members either agreeing to a decision or being able to live with a decision if not in total agreement. If any present member cannot live with a proposed decision, consensus has not been achieved. In the event that consensus cannot be achieved, a decision may be made by a majority of the members present, except as otherwise provided in these Bylaws. E-mail votes to approve a motion shall be accepted.

11. Minutes. Minutes of all 'Uo Mamo meetings shall be recorded by the Secretary or by such other person as the 'Uo Mamo may designate, and shall be approved by the 'Uo Mamo members at the next 'Uo Mamo meeting. All minutes of the 'Uo Mamo meetings shall be kept on permanent record by the Association and shall be open for inspection by any Member of the Association.

12. Other Committees. The 'Uo Mamo may appoint and charge such other committees as it from time to time decides. 'Uo Mamo may invite any member of the Association or the Community to serve on any committee.

13. Code of Ethics. The 'Uo Mamo shall develop and implement policies and procedures consistent with ethical standards of conduct pursuant to chapter 84, Hawaii Revised Statutes. No governing board member shall take action that would affect a company that the board member, spouse or dependent child owns or otherwise has a financial interest in. No governing board member shall use their position to secure or grant unwarranted privileges or advantages to themselves or others.

14. No Personal Liability. The 'Uo Mamo and its members shall not be personally liable for any debt, liability of obligation of the Charter School. Section 26-35.5 HRS provides legal protection for the boards of New Century Public Charter Schools.

15. Confidentiality. Every 'Uo Mamo member has a duty to maintain the confidentiality of all 'Uo Mamo actions, discussions and votes held in executive sessions. These meetings shall be held only when confidential matters such as disciplinary acts and other student/personnel issues must be discussed.

ARTICLE VI. Executive Committee

1. The Executive Committee. The Officers of the Board (president, vice president, recording / corresponding secretary and treasurer) shall constitute the Executive Committee, which is empowered to discuss and take action on school business which requires confidentiality to protect the interests of the Association and its members. The School Director shall participate on the Executive Committee as ex-officio (non-voting) member.

2. Meetings of the Executive Committee. The Executive Committee may meet at least once prior to the monthly 'Uo Mamo meeting and as needed throughout the year as deemed necessary by the 'Uo Mamo. Notification of meetings shall take place at the regular scheduled 'Uo Mamo meetings. Association members desiring to address their concerns at an Executive Committee meeting may request to do so in writing, stating the reasons for the request, at least one week prior to the scheduled executive committee meeting. The committee will schedule individual presentations as deemed necessary.

3. Any matters to be considered by the executive committee shall be referred by the 'Uo Mamo.

ARTICLE VIII. Officers.

1. Designation. The officers of the Association shall be: President, Vice-President, Recording /Corresponding Secretary and Treasurer. Board members are the only persons eligible to serve as Officers.

2. Eligibility. No 'Uo Mamo board member shall serve as an officer during the first year of their first term except in the instance that no other board member is able to fill the officer vacancies.

3. Election. The officers of the Association shall be elected by a majority vote of the 'Uo Mamo from amongst itself at the first meeting of the 'Uo Mamo after July 1st of the election year. The 'Uo Mamo shall fill any vacancies occurring in any of these offices for the remainder of the term.

4. Term. The Officers shall hold office for two years from July 1 – June 30. The

Officers shall serve at the pleasure of the 'Uo Mamo and may be removed from office at any time by an affirmative vote of a majority of the entire 'Uo Mamo. No officer shall hold the same position for more than two consecutive terms.

5. Duties of the President. The President shall:

- (a) Preside at all meetings of the 'Uo Mamo and the Membership;
- (b) Assure that an agenda is prepared for every meeting of the Membership and the 'Uo Mamo.
- (c) Call special meetings of the Membership or 'Uo Mamo when petitioned to do so in accordance with these Bylaws;
- (d) Perform duties as the 'Uo Mamo may assign; and
- (e) Work closely with the Kahu and staff as deemed necessary.

6. Duties of the Vice-President The Vice-President shall:

- (a) Perform such other duties of the President, Secretary, or Treasurer in the event that the respective officer is absent or unable to perform the duties; and
- (b) Perform such other-duties as the 'Uo Mamo may assign.

7. Duties of the Recording / Corresponding Secretary. The Recording/ Corresponding Secretary shall:

- (a) Record and keep a permanent record of minutes of all meetings of the Membership and the 'Uo Mamo;
- (b) Assure that motions and votes in meetings of the Membership and 'Uo Mamo are accurately represented to those present and are accurately recorded in the minutes;
- (c) Perform such other duties as the 'Uo Mamo may assign.
- (d) Receive and ensure proper and sound record keeping of all letters, correspondence. notices. etc of the 'Uo Mamo;
- (e) Assure that 'Uo Mamo responds to all correspondence in a timely manner as required by various government and private agencies;
- (f) Perform such other duties as the 'Uo Mamo may assign.

8. Duties of the Treasurer. The Treasurer shall oversee the finances of the Association. Specifically, the Treasurer shall:

- (a) Assure that the financial records of the Association are maintained in accordance with sound accounting practices;
- (b) Assure that all deeds, title papers, leases, and other documents

- establishing the Association's interest in property and rights in particular matters are maintained in such manner as the 'Uo Mamo directs;
- (c) Assure that all money owed to the Association is duly collected and that all gifts of money or property to the Association are duly received;
 - (d) Assure that accurate financial reports (including balance sheets and revenue and expense statements) are prepared and presented to the 'Uo Mamo at the close of each quarter of each fiscal year;
 - (e) Assure that such reports and returns as may be required by various government agencies are prepared and filed in a timely manner;
 - (f) Assure that an annual budget is prepared and presented to the 'Uo Mamo for its approval prior to the beginning of each fiscal year; and
 - (f) Perform such other duties as the 'Uo Mamo may assign.

ARTICLE IX. Adoption and Amendment

1. These bylaws shall be subject to amendment from time to time by two-thirds majority vote of the 'Uo Mamo.