

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56

BYLAWS
GOVERNING BOARD OF KA'ŌHAO PUBLIC CHARTER SCHOOL

ARTICLE I
OFFICE

Section 1.0 1. Principal Office. The street and mailing address of the principal office of the governing board (GB) of Ka'ōhao Public Charter School is 140 Alala Road, Kailua, Hawaii 96734-3199.

ARTICLE II
GOVERNING BOARD MEMBERS

Section 2.01. Number and Qualifications.

- (a) All positions are voluntary. There will be a minimum of five voting members. The GB may increase the total number of members to meet current needs. No more than thirty per cent of governing board members may be employees of Ka'ōhao Public Charter School or relatives of employees under the jurisdiction of the governing board, provided that the school director may serve as an ex officio, non-voting member of the board. The President of the Student Council is an ex officio, non-voting member. Any employees of Ka'ōhao Public Charter School will be non-voting members with regard to human resource decisions.
- (b) In selecting members, consideration shall be given to persons who:
 - (1) Provide the governing board with a diversity of perspective and a level of objectivity that accurately represent the interests of Ka'ōhao Public Charter School students and the surrounding community;
 - (2) Demonstrate an understanding of best practices of non-profit governance;
 - (3) Possess strong financial and/or academic management and oversight abilities as well as human resource and fundraising experience.
 - (4) The governing board may consider additional qualifications which it deems relevant.

Section 2.02 Selection. Governing board members will be selected in a manner determined by the board as set forth in Board Governance Policy I-8, Procedures for Selection of Members. Members may be appointed at any time. The initial terms of new members shall extend from July 1 through June 30 of the succeeding three-year term with the approval of the Board. No individual who has been removed from the GB previously may serve as a member. No two immediate family members may serve on the Board at the same time. Effective July 1, 2020, Governing Board members are limited to two consecutive terms but may stand for reappointment after a one-year hiatus.

Section 2.03. Conflict of Interest. No member of the governing board shall vote on a matter in which such member, or a parent, spouse, child, partner, employer, or similar related business entity has a substantial interest in any property or business that would be substantially affected by such action.

Section 2.04. Quorum. A quorum is defined as a majority of the number of GB members fixed in accordance with Section 2.01 of these Bylaws. The act of the majority of the members present at a meeting at which a quorum is present will be the act of the governing board.

Section 2.05. Vacancies. In the case of any position vacated prior to the expiration of its term, the remaining members, although less than a quorum, may fill such term by the affirmative vote of a majority of the remaining members for the duration of the unexpired term. At the expiration of the term, a new or continuing member will be selected in keeping with the provisions of Section 2.02.

Section 2.06. Regular Meetings. Regular meetings of the governing board may be held at such times as the business of the GB will require according to resolutions of the board of members. The public will receive notice of a meeting of the governing board a minimum of six days prior such meeting through the school website, the newsletter, and the campus reader board.

1 **Section 2.07. Special Meetings.** Special meetings of the governing board may be called by any member. Such special
2 meetings will be held at such place and at such time as will be fixed by the person or one of the persons so authorized
3 and calling such special meeting.
4

5 **Section 2.08. Notice.** Notice of the time and place of any meeting of the governing board for which notice is required
6 will be given to each member by the Secretary or by the person or one of the persons calling the meeting, not less than
7 forty-eight hours before the date set for the meeting, by advising each member by telephone, by electronic mail, by
8 word of mouth, or by leaving written notice of such meeting with each member or at the residence or usual place of
9 business of each member, or by sending written notice of such meeting by first-class mail, postage prepaid, not less
10 than five nor more than fifteen days before the meeting, to each member at such member's last known address as it
11 appears on the records of the GB. Non-receipt of any such notice will not invalidate any business done at any meeting
12 at which a quorum is present. The presence of any member at any meeting will constitute a waiver of the requirement
13 of giving of notice of said meeting to such member, except where a member attends a meeting for the express purpose
14 of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any member or
15 members, whether attending a meeting or not, may, prior to, at the meeting, or subsequent thereto, waive notice of the
16 meeting by written waiver signed by such member or members.
17

18 **Section 2.09. Telephone Meetings.** Subject to the notice requirements in Section 3.06 of these Bylaws, members of the
19 governing board or any committee designated thereby may participate in a meeting of the GB or of such committee by
20 means of a conference telephone or similar communications equipment by means of which all persons participating in
21 the meeting can hear each other at the same time. Participation by such means will constitute presence in person at a
22 meeting.
23

24 **Section 2.10. Action Without Meeting.** Any action required or permitted to be taken at any meeting of the governing
25 board or any committee designated thereby may be taken without a meeting if all the GB members or all of the
26 members of the committee, as the case may be, sign a written consent setting forth the action taken or to be taken at
27 any time before or after the intended effective date of such action. Such consent will be filed with the minutes of the
28 governing board or committee, as the case may be, and will have the same effect as a unanimous vote.
29

30 **Section 2.11. Removal of Directors and Filling of Vacancies.** At a meeting of the governing board called expressly for
31 that purpose, any member may be removed, with or without cause, by a vote of a majority of the members then
32 entitled to vote. Pursuant to Section 2.04, the members may fill any vacancies which exist in the board.
33

34 **Section 2.12. Powers of Governing Board.** The governing board has the fiduciary duty to control and direct the
35 business and affairs of Ka'ohao Public Charter School and to exercise all the powers and perform all the acts which
36 the GB may legally exercise and perform.
37

38 **Section 2.13. Presumption of Assent.** A member present at a meeting of the governing board at which action on any
39 GB matter is taken will be presumed to have assented to the action taken unless such member's dissent will be entered
40 in the minutes of the meeting or unless such member will file a written dissent to such action with the secretary of the
41 meeting before the adjournment thereof or will forward such dissent by registered mail to the Secretary of the board
42 immediately after the adjournment of the meeting. Such right to dissent will not apply to a member who voted in favor
43 of such action.
44

45 **Section 2.14. Committees.** The governing board may create and dissolve committees as needed to facilitate the
46 business of the board.
47

48 **ARTICLE III**
49 **OFFICERS**
50

51 **Section 3.01. Generally.** The officers of the GB will consist of a president, one or more vice presidents, a treasurer and
52 a secretary, provided, however, that no employee of Ka'ohao Public Charter School or a relative of an employee of
53 Ka'ohao Public Charter School may serve as president of the governing board. Any two or more offices may be held
54 by the same person; provided, however, that the GB will have two or more individuals as officers. The officers will be
55 appointed annually by the board at its first meeting and will hold office until the next annual meeting and thereafter
56 until their successors are duly appointed and qualified, subject, however, to removal by the GB. The number of vice

1 presidents may be changed from time to time by the board at any meeting or meetings thereof and, if increased at any
2 time, the additional vice president or vice presidents will be appointed by the board. There may also be one or more
3 assistant vice presidents, assistant treasurers, assistant secretaries, and other subordinate officers who will be appointed
4 by the board and the number thereof will be determined from time to time by the board.
5

6 **Section 3.02. Vacancies.** Vacancies which may occur in any office will be filled by appointment by the governing
7 board for the remainder of the term of such office. In case of the absence from the State of Hawaii or the temporary
8 disability of any officer, the board may appoint a temporary officer to serve during such absence or disability.
9

10 **Section 3.03. Removals.** Any officer or agent may be removed by the governing board whenever in its judgment the
11 best interests of the board will be served thereby. At a meeting of the board called expressly for that purpose, any
12 officer may be removed by a vote of a majority of the members then entitled to vote.
13

14 **Section 3.04. President** The president will preside at all meetings of the governing board at which the president is
15 present. Other than the general operation of the school, which will continue to be run by the school director, and
16 subject to the control of the governing board, the president will have general charge and care of the business and
17 property of the GB, will appoint and discharge employees and agents of the GB, if any, and determine their
18 compensation, subject, however, to the terms of any relevant collective bargaining agreements of the employees, and
19 will do and perform such additional duties as may be prescribed by the board. When authorized by the board to do so,
20 the president may delegate to one of the vice presidents the whole or any part of the general management and care of
21 the business and property of the GB, including the employment and discharge of agents and employees. All checks,
22 drafts, dividend warrants, and other orders for the payment of money, notes, bonds, acceptances, contracts, deeds,
23 leases, mortgages, agreements of sale, bills of lading, and all other instruments will be signed by the president or any
24 officer delegated by the president.
25

26 **Section 3.05. Vice President.** It will be the duty of the vice president to assume and perform the duties of the president
27 in the absence or disability of the president or whenever the office of president is vacant. The vice president will do
28 and perform such additional duties as may be prescribed by the board.
29

30 **Section 3.06. Treasurer.** The treasurer shall oversee the financial and accounting matters of the GB, including custody
31 of all money, valuable papers and documents of the GB, which shall be kept for safekeeping in such depositories as
32 may be designated by the board, and the treasurer shall see that the funds of Ka'ōhao Public Charter School are
33 expended as directed by the governing board. The treasurer will cause to be kept a book or books setting forth a true
34 record of the receipts and expenditures, assets and liabilities, losses and gains of the school and will, when and as
35 required by the board, render a statement of the financial condition of the corporation. The treasurer will also do and
36 perform such additional duties as may be prescribed by the governing board. In the absence or disability of the
37 treasurer, the duties of the office will be performed by the secretary or by an assistant treasurer as prescribed by the
38 board.
39

40 **Section 3.07. Secretary.** The secretary will give or cause to be given all required notices of meetings of the board, will
41 be responsible for recording the proceedings of meetings of the board as minutes, will be responsible for posting
42 minutes on the school website, and will perform such other duties as may be assigned from time to time by the board
43 and by the president. In the absence or disability of the secretary, the duties of the office will be performed by the
44 treasurer or by an assistant secretary as prescribed by the board.
45

46 **Section 3.08. Subordinate Officers.** The powers and duties of any subordinate officers will be as prescribed by the
47 governing board.
48

49 ARTICLE IV AMENDMENTS

50 **Section 4.01.** These bylaws may be amended, altered, or repealed and new bylaws may be adopted by the affirmative
51 vote of two-thirds of the voting members of the governing board.
52

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20

CERTIFICATION

The undersigned Secretary of the governing board does hereby certify that the foregoing is a true, correct and complete copy of the bylaws of the Ka’ōhāo Public Charter School governing board as revised and adopted by the board as of April 2, 2008, and amended thereafter.

- Amended October 21, 2009
- Amended June 16, 2010
- Amended May 18, 2011
- Amended May 16, 2012
- Amended November 28, 2012
- Amended October 25, 2017
- Amended January 22, 2020

Kim Hanson
Secretary
Ka’ōhāo Public Charter School Governing Board