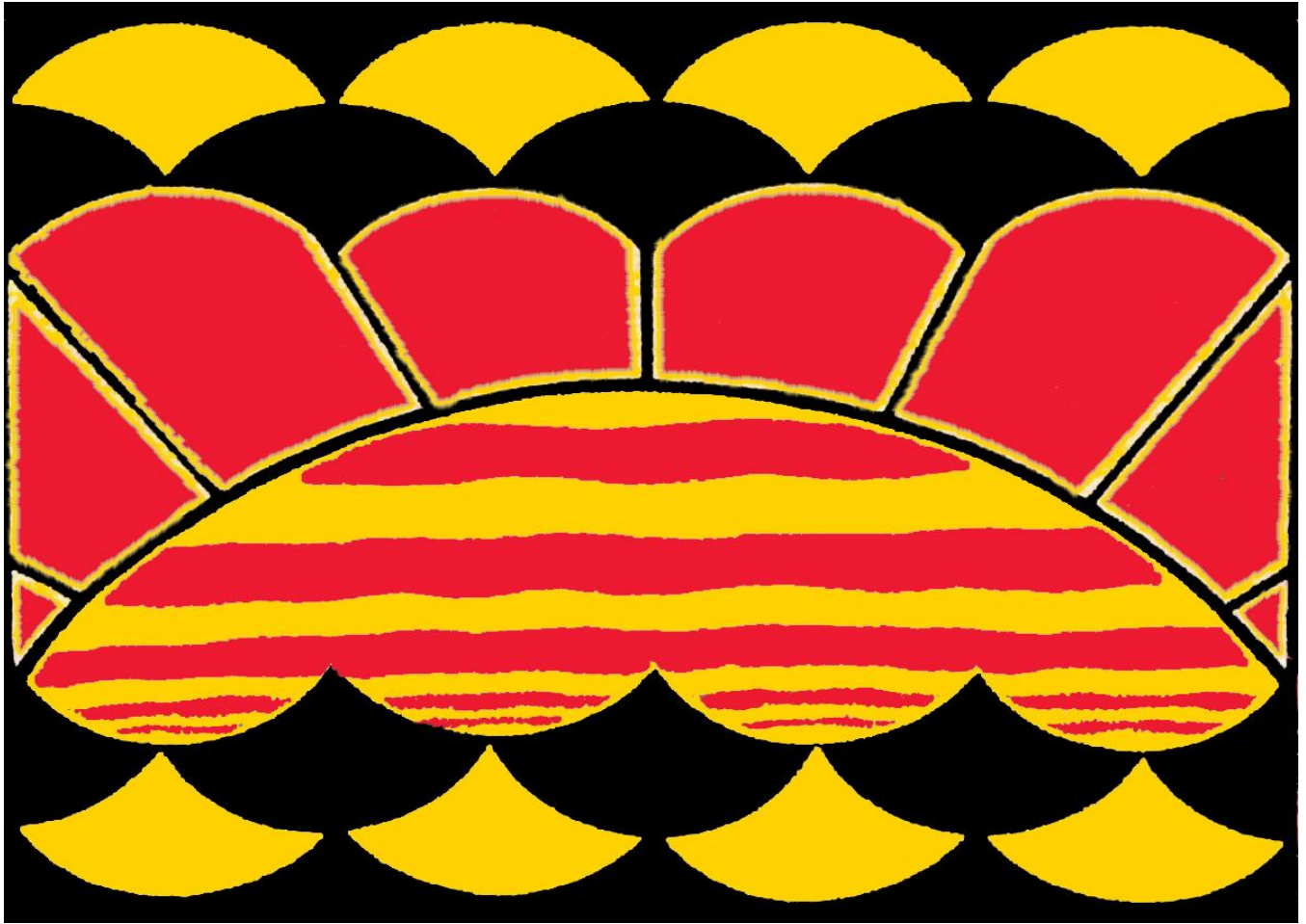


***Kua O Ka Lā NCPCS
Governing Board Bylaws***



Kua O Ka Lā NCPCS Bylaws

ARTICLE 1. Name and Charter.

Section 1. Name: The name of the public charter school is Kua O Ka Lā New Century Public Charter School.

Section 2. Location. The principal location of KOKL NCPCS school facility shall be at 345 Makalika Street, Hilo, 96720, or at such other places as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in administration office on the copy of the Bylaws maintained by the Secretary.

Section 3. Purposes. The KOKL NCPCS is a Public Charter School chartered under the laws of the State of Hawai'i and its purposes are exclusively educational as set forth in the Charter Contract issued by the State of Hawai'i, approved by the Hawai'i State Board of Education on June 21, 2001. More

specifically, the purposes for which KOKL NCPCS is organized are to provide Hawaiian culturally-driven, values-based, and place-based educational experiences through pilina 'āina, pilina kānaka, and pilina 'uhane.

Section 4. Non-Discrimination. KOKL NCPCS shall not discriminate on the basis of race, religion, national origin, gender, or age in either the hiring and other employment practices of the school or in its admission policies for students. KOKL NCPCS shall be open to all students on a space-available basis and shall not discriminate in its admission policies or practices. KOKL NCPCS shall conduct all its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of Hawai'i.

Section 5. Statute and Code. The Governing Board (GB) shall conduct or direct the affairs of the KOKL NCPCS and exercise the affairs of the KOKL NCPCS and its powers subject to the limitations of the State of Hawai'i. KOKL NCPCS is authorized as a State of Hawai'i Public Charter School, by SB 302D, Hawai'i Revised Statutes, or their successor statutes. ARTICLE II. Governing Board of Trustees (GB)

Section 1. Membership.

As prescribed in 302D-: No more than thirty percent of the members of a governing board shall be employees of a school or relatives of employees of a school under the jurisdiction of that GB.

The rights vested in the GB of the KOKL NCPCS require the approval of a majority of all trustees of the GB.

Section 2. Number. The GB shall consist of not less than five and not more than 11 persons.

Section 3. Eligibility or qualifications as per 302D

In selecting members, consideration shall be given to persons who: (1)

Provide the GB 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) No employee of a charter school or relative of an employee of a charter school may serve as the chair of the governing board of that charter school; provided that an authorizer may grant an exemption from the provisions of this subsection based upon a determination by the authorizer that an exemption is in the best interest of the charter school.

Section 4. Powers. The GB shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of KOKL NCPCS, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of KOKL NCPCS. The GB shall be the independent governing body of KOKL NCPCS 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 GB shall have the power to negotiate supplemental collective bargaining agreements with the exclusive representatives of their employees.

The GB shall delegate the day-to-day management of the activities of the KOKL NCPCS to the Principal, however, the GB shall have all the powers enumerated in these Bylaws, and the following specific powers:

1. To elect and remove Trustees;
2. To select and remove the Development Director and/or Principal;
3. To prescribe powers and duties of the Development Director and the /Principal; and to fix the compensation in accordance with collective bargaining agreements;
4. To enter into contracts, leases, and other agreements which are, in the

GB's judgment, necessary or desirable in obtaining the purposes of promoting the interests of KOKL NCPCS;

5. To act as trustees under any trust incidental to KOKL NCPCS purposes, and to receive, hold, administer, exchange, and expend funds and property subject to such a trust;

6. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, transfer, in trust, encumber, convey, or otherwise dispose of such property.

Section 5. Term of Office. The GB shall not be limited to the number of consecutive four-year terms it serves. Terms shall be staggered so that not more than 1/3 of the Board shall be up for election in any one year unless a vacancy or vacancies needs to be filled.

The term of office of a trustee elected to fill a vacancy begins on the date of the Trustee's election and continues for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a GB member, or for the term specified by the GB in the case of a vacancy resulting from the increase of the number of GB members authorized.

Section 6. Time of Board Appointments. The GB shall elect Members when there is a vacancy or need and whose terms begin at the first GB meeting after Board approval.

Section 7. Removal of Trustees. The GB may remove any Member who:

- Has failed to attend three or more consecutive, unexcused meetings of the GB's regular Meetings in any calendar year;
- Has been declared of unsound mind by a final order of the court;
- Has been convicted of a felony;
- Has been found by a final order of judgment of any court to have breached the felony laws or
- For such other good causes that the GB may determine.

Section 8. Resignation. A GB member may resign by giving written notice to the Board Chair or Secretary. The resignation is effective on the giving of notice, or at any later date specified in the notice. A GB member may not resign if the Trustee's resignation would leave the KOKL NCPCS GB without a duly elected Trustee in charge of its affairs.

Section 9. Vacancies. A vacancy on the GB, including a vacancy caused by an increase in the number of trustees, may be temporarily filled by a majority vote of the remaining members to elect a person(s) to fill the vacancy(ies) until the next annual meeting of GB, at which time members, so elected must be re-elected as specified in the Bylaws or step down from the GB as soon as his or her successor is duly elected and qualified.

Section 10. Compensation of GB of Trustees. Trustees shall serve without compensation. However, the Board may approve reimbursement of a Trustee's actual or necessary expenses upon receipt for all such expenses which shall be for the trustee only, while conducting GB business, and shall be itemized and documented.

Section 11. Officers and Responsibilities. The officers of the KOKL NCPCS consist of:

- A President (hereafter "Chair"). Subject to board control, the Chair has general supervision, direction, and control of the affairs of the GB, and as such other powers and duties as the GB may prescribe. If present, the Chair shall preside at the Board meetings.
- Vice-Chair. If the Chair is absent or disabled, the Vice-Chair shall perform all the Chairs duties and, when so acting, shall have all the Chairs powers and be subject to the same restrictions. The Vice-Chair shall have other powers and perform such other duties as the GB may prescribe.
- Secretary. The Secretary shall keep or cause to be kept, at the KOKL NCPCS principal office and the school website, or such other place as the GB may direct, minutes of all meetings of the GB and Board Committees. The time and place of the meetings will be noted, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and proceedings; keep or cause to be kept a copy of the GB Bylaws; give or cause to be given notice of the GB and committee meetings as required by the bylaws, and have such other powers and perform such other duties as the board may prescribe.
- Treasurer. The Treasurer shall keep or cause to be kept adequate and correct accounts of the KOKL NCPCS properties, receipts, and disbursements; make the books of account available at all times for inspection by any Trustee; deposit or cause to be deposited the KOKL NCPCS monies and other assets in the KOKL NCPCS name and to its credit, with the depositories the GB designates; disburse or cause to be disbursed the KOKL NCPCS financial transactions and financial condition; prepare any reports on financial issues required, and have such other powers and perform such other duties as the GB may prescribe.

ARTICLE III. Meetings of the Board.

Section 1. Place of Meetings. Board Meetings shall be held at the KOKL NCPCS principal office or at any other reasonably convenient place as the GB may designate including online meetings.

Section 2. Regular Meetings. Regular meetings of the GB may normally be held every other month from August through May, or at such other times as the Board may, from time to time, determine.

Section 4. Special Meetings. A Special Meeting shall be held at any time called by the Chair or by the majority of the full GB. Special Meetings shall be held upon 48 hours notice delivered personally or by telephone, facsimile, or email.

Section 5. Adjournment. A majority of the GB present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place.

Section 6. Notices. Notices of Board Meetings shall be given as per 302-D as follows:

According to Charter law, 302-2 "Charter schools and their governing boards shall be exempt from the requirements of chapters 91 and 92. The governing boards shall:

- (1) Hold meetings open to the public
- (2) Post the notices and agendas of public meetings:
 - a) At a publicly accessible area in the charter schools' office so they are available for review during regular business hours; and
 - b) On the Charter school' internet website, not less than six calendar days prior to the public meeting, unless a waiver is granted by the authorizer or authorizer designee in the case of an emergency;
- (3) Keep written minutes of all public meetings that shall include:
 - a) The date, time, and place of the meeting;
 - b) The members of the governing board recorded as either present or absent;
 - c) the substance of all matters proposed, discussed and decided:
 - d) The views of the participants:
 - e) A record by individual members, of any votes taken; and
 - f) Any other information that any member of the governing board requests be included or reflected in the minutes;
- (4) Not be required to produce a full transcript or audio or video recording of any public meeting, unless otherwise required by law;
- (5) Post the written minutes from public meetings;
 - a) At a publicly accessible area in the charter schools office so the minutes are available for review during regular business hours; and

- b) On the school's internet website, within sixty calendar after the public meeting or five calendar days after the next meeting whichever is sooner; and
- (6) Maintain a list of the current names and contact information of the governing Board's members and officers;
 - a) in the charter school's office so it is available for review during regular business hours; and
 - b) On the charter schools internet website,

ARTICLE IV. Actions of the Board.

Section 1. Quorum. A quorum consists of two-thirds of the fixed number of Trustees. When a quorum is present, the Trustees present may take any action on behalf of the GB, except to the extent that a larger number is required by law, by the Charter, or by these By-laws. Every act of a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the GB.

Section 2. GB Meetings Not in Person:

Trustees may participate in a Board meeting through the use of conference telephone, Skype, Zoom, email, or similar communication equipment, and the vote is recorded.

ARTICLE V. Committees.

Section 1. Appointment of Committees. The GB may appoint by a vote of the majority of Trustees such standing committees and/or ad hoc committees as it thinks necessary for the effective governing of the school.

Section 2. All Committees (including standing committees). The function of any committee so established shall be fact-finding, deliberative, and advisory to the GB. Committees shall not have authority to take legislative or administrative actions, or to adopt policies for the school but can review and made recommendations to the Board of the Whole. Standing committees shall be made up of not less than two Trustees.

Section 3. Authority of Board Committees. The GB may delegate to a Board committee any of the authority of the Board except with respect to:

- The election of Trustees and the filling of vacancies on the GB or any committee, which has the authority of the GB.

- The amendment or repeal of any GB Board resolution.
- The amendment or repeal of Bylaws or the adoption of new Bylaws.
- The appointment of other committees of the Board, or other the members of the committees.

Section 4. Procedures of Committees. The GB may prescribe the manner in which the proceedings of any Board Committee are to be conducted. In the absence of such prescription, a Board Committee may prescribe the manner of conducting its proceedings, except that the regular and special meetings of the Committee are governed by the provisions of these Bylaws with respect to the calling of meetings.

ARTICLE VI. Duties.

GB's shall be exempt from Chapter 103D, 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. GB and charter schools are encouraged to use the provisions of chapter 103D wherever possible; provided that the use of one or more provisions of chapter 103D shall not constitute a waiver of the exemption from chapter 103D and shall not subject KOKL NCPSC to any other provision of chapter 103D.

ARTICLE VII. Other Actions of the Board.

Section 1. Rights of Inspection. Every Trustee has the right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the KOKL NCPSC provided that such inspection is conducted at a reasonable time after reasonable notice and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state, or local law.

Section 2. Participation in Discussion and Voting Discussion. Every Trustee has the right to participate in the discussion and vote on all issues before the GB or any Board Committee, except as noted below:

- Any KOKL NCPSC Faculty Representative shall not be present in Executive Session for the discussion and vote on any matter involving:
- The performance evaluation or discipline of any administrator, faculty member, or student.
 - Administrator or faculty compensation.

These discussions and votes should only occur in a closed meeting.

Closed Meeting (Executive Session): A closed meeting is one in which the board adjourns to discuss in a closed session (no members of the public allowed). Closed meetings will occur when the GB needs to discuss personal or financial matters.

Any Trustee shall be excused from the discussion and vote on any matter involving:

- A self-dealing transaction;
- A conflict of interest;
- Indemnification of that Trustee; or
- Any other matter at the discretion of a majority of the Trustees then present.

Voting. Motions will be made and seconded and time allowed for discussion. The GB shall attempt to reach a general consensus on all actions before every decision is made.

Section 3. Duty to Maintain Board Confidences. Every Trustee has a duty to maintain the confidentiality of all GB actions, including discussion and votes.

ARTICLE VIII. Other Provisions.

Section 1. Non-liability of Trustees. The GB members shall not be personally liable for the KOKL NCPCS debts, liabilities, or other obligations.

Section 2. Indemnification of KOKL GB. As per 302D-12(j) Governing boards shall be exempt from sections 26-34 and 26-36. The State shall afford the governing board of any charter school the same protections as the State affords the board in accordance with section 26-35.5.

Section 3. Self-Dealing Transactions. The KOKL NCPCS shall not engage in any self-dealing transactions, except as approved by the GB of the whole. "Self-Dealing transaction" means a transaction to which the KOKL NCPCS is a party in which one or more of the Trustees have a material financial interest ("interested Trustee(s)").

Section 4. Fiscal Year. The fiscal year of the KOKL NCPCS begins on July 1 of each year and ends on June 30 of the following year.

Section 5. Execution of Instruments. Except as otherwise provided

in these Bylaws, the Board authorizes the Principal of the KOKL NCPCS to enter into any contract (below \$25,000.00) or execute and deliver any instrument in the name of or on behalf of the KOKL NCPCS. Any contract above \$25,000.00 requires Board approval. Such authority may be general or confined to specific instances.

Section 6. Check Signing and Notes. To be conducted as per the KOKL NCPCS GB approved Fiscal Operating Policies and Procedures Manual.

Section 7. Conflict of Interest. To be conducted as per the KOKL NCPCS GB approved Conflict of Interest Policy and Annual Statement for Directors, Officers, and members of a committee with GB designated powers.


Section 8. Ethics

All charter school employees and Governing Board members shall adhere to State Ethics policies.

Section 9. Certificate

I hereby certify that these by-laws were duly and regularly adopted as such by the GB of said KOKL NCPCS and that the above and foregoing bylaw is now in full force and effect dated:

Date: *March 23, 2021*

 *Monica Dilworth* KOKL GB Secretary
By its: President/ Vice President/Secretary or Treasurer