

By Laws of

LAUPAHOEHOE COMMUNITY PUBLIC CHARTER SCHOOL
(LCPCS)

GOVERNING BOARD

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I. ORGANIZATION NAME AND OFFICE

- A. Name. The name of this organization is Laupahoehoe Community Public Charter School (LCPCS) GOVERNING BOARD.
- B. Office. The principal office for the transactions of the business of the GOVERNING BOARD shall be the Laupahoehoe Community Public Charter School in Laupahoehoe, HI 96764, or at such other place as the GOVERNING BOARD may select by resolution or amendment of the Bylaws.

II. PURPOSE

A. CHARTER.

LCPCS is chartered by the State of Hawai'i which authorizes the LCPCS to open as a conversion charter school on or about July 1, 2012.

The GOVERNING BOARD negotiates and is party to a charter contract with the State of Hawai'i Public Charter School Commission. The charter contract comprises a fixed-term, bilateral, renewable contract that outlines the roles, powers, responsibilities, and performance expectations for each party to the contract. The GOVERNING BOARD shall ensure its school complies with the terms of the charter contract between the school and the State of Hawai'i Public Charter School Commission. When necessary or desired, the GOVERNING BOARD shall seek modification to the performance contract with the State of Hawai'i Charter School Commission.

B. GENERAL ROLES and RESPONSIBILITIES of the Charter School's GOVERNING BOARD

The GOVERNING BOARD is the autonomous governing body of its charter school and shall have the oversight over and be responsible for the financial and academic viability of the charter school and implementation of the charter.

The GOVERNING BOARD possesses 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 has the power to negotiate supplemental collective bargaining agreements with the representatives of its employees.

III. DIRECTORS of the GOVERNING BOARD

A. GENERAL POWERS/SPECIFIC DUTIES of the Charter School's GOVERNING BOARD

Among its other duties, the GOVERNING BOARD shall:

- a. Seek advice from its assigned Deputy Attorney General concerning legal issues that may arise, including interpretation of these Bylaws, interpretation of applicable State law disputes with governmental agencies, and negotiations and potential disputes with unions.
- b. Hear complaints from any individual or group alleging any violations of the provisions of the charter itself, or any other provisions of law relating to the management or operation of the charter school.
- c. Provide ongoing support and oversight of the academic program, assessment measures and performance of the school.
- d. Hear appeals on student disciplinary and special education matters.
- e. Set personnel policies.
- f. Recruit, supervise, hire, evaluate, and if necessary, terminate the Director of Operations.
- g. Approve recommendations from the Director of Operations regarding the hiring of LCPCS personnel and independent contractors.
- h. Serve as the legal entity formally holding the charter.
- i. Ratify the school's mission statement and long-term strategic plan.
- j. Approve school policies, procedures and administrative regulations.
- k. Approve charter or by-law amendments.
- l. Communicate with and appear before the State of Hawai'i Public Charter School Commission or its successor.
- m. The GOVERNING BOARD 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. Although exempt from

chapter 103D, Hawai'i Revised Statutes, the GOVERNING BOARD may consider use of chapter 103D for procurement purposes.

- n. The GOVERNNING BOARD shall develop and implement internal policies and procedures consistent with ethical standards of conduct, pursuant to chapter 84, Hawai'i Revised Statutes for guidance of both the GOVERNING BOARD and LCPCS.
- o. Execution of Instruments. The GOVERNING BOARD, except as otherwise provided in these Bylaws, may by resolution authorize the Director of Operations, any Director or agent of the GOVERNING BOARD to enter into any contract or execute and deliver any instrument in the name of and on behalf of the GOVERNING BOARD, and such authority may be general or confined to specific instances.

B. NUMBER, ELECTION, and TERMS of DIRECTORS

No more than thirty three percent of the voting directors of the GOVERNING BOARD shall be employees or relatives of employees of LCPCS. The Director of Operations shall serve as a non-voting director of the GOVERNING BOARD, and may not serve as the Chair of the GOVERNING BOARD, as mandated by law. The board chair is allowed to vote on all matters. The voting student will participate in and vote on all matters, except personnel issues including director hire/renewal/termination.

When electing and selecting directors, the Legislature requires that consideration shall be given to persons who: provide the GOVERNING BOARD with a diversity of perspective and a level of objectivity that accurately represent the interest of the charter school students and the surrounding community; demonstrate an understanding of best practices of nonprofit governance; and possess strong financial and academic management and oversight abilities, as well as human resources and fundraising experience.

No employee or relative of an employee of LCPCS may serve as the Chair of the GOVERNING BOARD of that charter school unless an exemption has been granted by State of Hawai'i Public Charter School Commission based upon a determination that an exemption is in the best interest of the Charter School.

- a. Number. The authorized number of Directors of the GOVERNING BOARD shall be not less than 7 nor more than 16.
- b. Elections: The GOVERNING BOARD shall be composed of, at a minimum, one elected Director from each of the following participant groups:

- (1) Instructional Staff elected by the school instructional staff;
- (2) Support Staff elected by the school support staff;
- (3) Parents/Family of students attending the school elected by the Parents/Family of the school;
- (4) Student Body elected by the students of the school; and
- (5) The community at large elected by the community, defined at its southern boundary as Hakalau Bridge, Hakalau and its northern boundary as Kaala Bridge, O'okala.

Votes will be tallied by at least two independent, disinterested persons or at least two representatives of a disinterested, independent organization.

The directors of the GOVERNING BOARD shall select the additional appointed members, from qualified applicants.

The GOVERNING BOARD shall insure that elections and appointments of qualified Directors are conducted in a fair and lawful manner and that appointed Directors are qualified to serve on the GOVERNING BOARD. All Directors will be subject to background checks.

- c. Eligibility. The school staff, families and community members may nominate qualified candidates to serve on the board. The GOVERNING BOARD shall validate the eligibility of proposed candidates, remaining mindful that no more than thirty three percent of the voting directors of the GOVERNING BOARD, whether elected or appointed, shall be employees or relatives of employees of LCPCS and that the Legislature has identified the characteristics, knowledge, and abilities of those who should be considered for service as Directors.
- d. Terms. Elected Directors shall serve three year terms, with the exception of the Student representative serve for one year. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected or selected and until the election of a successor, or until that Director's earlier resignation or removal.

After the 2012 Elected Directors initial terms, the Board shall provide for staggered terms of its Directors by designating approximately one third of the Directors to one-, two- and three-year terms. Following the expiration of those designated terms, the term of each

Director shall continue for three years, except the term of any Director who is the Student, DO, Instructional Staff or Support Staff which will serve annual terms.

Unless otherwise resolved by the GOVERNING BOARD, elections for the elected Directors will be conducted on or before May 30 of each year.

1. No Director, other than the Director of Operations, may serve for more than six consecutive years.
 2. The term of office of a Director elected or selected to fill a vacancy in these bylaws begins on the date of the Director's election or selection, and continues 1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a Director, or 2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Directors authorized.
- e. Vacancies. A vacancy or vacancies on the GOVERNING BOARD shall be deemed to exist on the occurrence of the following: a) the death, resignation, or removal of any Director; b) whenever the number of authorized Directors is increased; or c) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.
- f. Removal. The GOVERNING BOARD may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of the court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty. The GOVERNING BOARD may remove any Director who has failed to attend four or more of the GOVERNING BOARD's Regular Meetings in a calendar year. Directors may be removed without cause by a majority of Directors then in office.
- i. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws.
- g. Resignations. Any Director may resign by giving written notice to the GOVERNING BOARD. Such a written resignation will be effective 48 hours after the date and time it is delivered or such time specified in the written notice that the resignation is to become effective.
- h. Election to Fill Vacancies. If there is a vacancy of an elected Director, including a vacancy created by the removal of a Director, the constituent group may hold an election to fill that vacancy as soon as practicable after the vacancy occurs.

C. MEETINGS

- a. Regular Meetings Regular meetings of the GOVERNING BOARD shall be held at least monthly. Each year, the GOVERNING BOARD shall hold at least one meeting, at a time and place fixed by the GOVERNING BOARD, for the purpose of election of certain Directors.
- b. Special Meetings. Special meetings of the GOVERNING BOARD for any purpose may be called at any time by any two Directors.
 - i. Any meeting may be held by conference telephone or other communications equipment as long as all Directors participating in the meeting can communicate with one another. All such Directors shall be deemed to be present in person at such meetings.
- c. Executive Session. Any board member may call an executive session during any special or regular Board meeting for issues concerning personnel or other matters requiring confidentiality. All persons, except Board members, may be excluded from such executive sessions at the discretion of the Chair. Following such meetings, the Chair shall provide a general description of the matters discussed to be provided as the minutes of said executive session. No action may be taken in executive session.
- d. Exemptions from State Law; Notices and Agendas. The GOVERNING BOARD is exempt from the requirements of Chapter 91 and 92, Hawaii Revised Statutes, comprising the open meetings law. The Governing Board must make available notices and agendas of public meetings at a publicly accessible area in the GOVERNING BOARD's office and the State of Hawai'i Public Charter School Commission so as to be available for review during regular business hours; and on the GOVERNING BOARD's or Charter school's internet website and the State of Hawai'i Public Charter Commission internet website not less than six calendar days prior to the public meeting, unless a waiver is granted by the State of Hawai'i Public Charter School Commission or its designee in the case of an emergency.
 - i. WAIVER OF NOTICES: Notice of a meeting need not be given to a Director who signs a waiver of notice. The secretary shall incorporate all such waivers into the minutes of the meeting.
 - ii. Minutes & Contact The 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 GOVERNING BOARD's Directors and officers in the GOVERNING BOARD's office or the State of Hawai'i Public Charter School Commission so as to be available for

review during regular business hours; and on the GOVERNING BOARD's or LCPCS internet website.

D. Quorum and Action of the GOVERNING BOARD

- a. Quorum. A majority of Directors then in office shall constitute a quorum for the transaction of business, except to adjourn.
- b. Facilitation of Meetings. Meetings will be facilitated by the board Chair using standard Parliamentary procedures.
- c. Minimum Vote Requirements for valid GOVERNING BOARD Action. Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the GOVERNING BOARD, unless a greater number is expressly required by these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.
- d. When a Greater Vote is Required for Valid Board Action. The following action shall require a vote by a majority of all Directors then in office in order to be effective:
 - i. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest (provided that the vote of any interested Director(s) is not counted); and,
 - ii. Removal of a Director without cause.

E. RECORDS.

- a. Books and Records of Account. The GOVERNING BOARD shall keep adequate records and correct books and records of accounts. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.
- b. Right of Inspection. Every Board Director has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the School, 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 [Uniform Information Practices Act (Modified), Chapter 92F, Hawaii Revised Statutes ("UIPA")], or local law
- c. Fees and Compensation of Directors. The GOVERNING BOARD shall not pay any compensation to Directors for services rendered to the GOVERNING BOARD as Directors, except that the Directors may be reimbursed for expenses incurred in

the performance of their duties to the GOVERNING BOARD, in reasonable amounts as approved by the Board.

- d. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the GOVERNING BOARD.

IV. OFFICERS

A. Number. The officers of the Board shall include: Chair, Vice Chair, Secretary, Treasurer and such other officers as the Board shall deem necessary to elect.

B. Election and Terms of Office. The Board shall elect and appoint all officers of the Board, who will serve for terms of one year and until their successors have been duly elected and qualified. Should there be more than one nominee for a vacancy, the nominee receiving the greatest number of votes shall be declared elected and shall be installed in office.

C. Removal of Officers. Any officer of the Board may be removed, either with or without cause, by a two-thirds (2/3) majority vote of the Directors then in office at any regular or special meeting of the Board.

D. Chair. The Chair of the Board shall preside at all meetings of the Board. The Chair of the Board shall possess the power to sign all certificates, contracts or other instruments of the Board, which were approved by the Board. The Chair of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

E. Vice Chair. In the absence of the Chair of the Board or in the event of the Chair's disability, inability or refusal to act, the Vice-Chair of the Board shall perform all of the duties of the Chair and in so acting, shall have all the powers of the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the Chair.

F. Secretary. The GOVERNING BOARD shall appoint one of its Directors as Secretary of the GOVERNING BOARD, who shall attend to the following:

- a) Bylaws. The Secretary shall certify and keep or cause to be kept at the principal office of the GOVERNING BOARD the original or a copy of these Bylaws as amended to date.
- b) Minute Book. The Secretary shall keep or cause to be kept a minute book.
- c) Notices. The Secretary shall give, or cause to be given, notice of all meetings of the GOVERNING BOARD in accordance with these Bylaws.
- d) GOVERNING BOARD Records. Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minute book.
- e) Other Duties. The Secretary shall have such other powers and perform such other duties incident to the office of the Secretary as may be prescribed by the GOVERNING BOARD or these Bylaws.

G. Treasurer. The Treasurer shall have oversight responsibility and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Board, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall be open at all times for inspection by any Board Director. The Treasurer shall be charged with safeguarding the assets of the Board and he or she shall sign financial documents on behalf of the Board in accordance with the established policies of the Board. He or she shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

H. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote for the unexpired portion of the term.

V. COMMITTEES

A. Committees of the Directors; Advisory Committees. The GOVERNING BOARD may, by resolution adopted by a majority of the Directors then in office, establish standing, as well as ad hoc and advisory committees, to support the work of the Board, provided that their duties are consistent with Hawaii Revised Statutes. Minutes shall be kept of each meeting of any Committee and shall be filed with the GOVERNING BOARD records. Committees shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any committee not inconsistent with the provisions by these Bylaws.

Appointments to advisory committees need not, but may, be Directors. The GOVERNING BOARD shall appoint and discharge advisory committee members.

When the chair of the committee is not present the Chair of the Board will assume the role of the committee chair.

B. Authority of Board Committees. The GOVERNING BOARD may delegate to a Board Committee any of the authority of the BOARD, except with respect to:

- a. The election of Board Directors.
- b. Filling vacancies on the Board or any committee which has the authority of the Board.
- c. The fixing of Board Director compensation for serving on the Board or on any committee.
- d. The amendment or repeal of any Board resolution.
- e. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- f. The appointment of other committees of the Board, or members of the committees.
- g. The expenditure of corporate funds to support a nominee for Board Director.
- h. The approval of any self-dealing transaction, as defined by the State of Hawai'i.

- C. Procedures of Committees. The GOVERNING BOARD 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, expect that the regular and special meetings of the Committee are governed by the provisions of these Bylaws with respect to the calling of meetings.

VI. OTHER PROVISIONS

a. AMENDMENTS

Amendments by Directors. The GOVERNING BOARD may adopt, amend or repeal Bylaws consistent with applicable federal and State law. Such power is subject to the following limitations:

1. Where any provisions of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provisions may not be altered, amended or repealed except by the vote of such greater number; and,
2. No amendment may extend the term of a Director beyond that for which such Director was elected.

b. CERTIFICATE OF CHAIR, LAUPAOEHOE Community Public Charter School
GOVERNING BOARD

I Certify that:

I am the duly selected and acting Chair of the Laupahoehoe Community Public Charter School
GOVERNING BOARD;

That these Bylaws, consisting of _____ pages, are the Bylaws of this organization as amended and adopted on _____.

These Bylaws have not been amended or modified since that date.

Dated: _____, at Laupahoehoe, Hawai'i

Chair Signature