

NĀ WAI OLA PUBLIC CHARTER SCHOOL
GOVERNING BOARD BYLAWS

ARTICLE I: Purpose

The purpose of the Governing Board of the Nā Wai Ola Public Charter School (the “Board”) is to set policy and provide oversight for the NĀ WAI OLA PUBLIC CHARTER SCHOOL, in accordance with HRS 302D.

ARTICLE II: Definitions

- 1) **Name**. The name of the charter school shall be the NĀ WAI OLA PUBLIC CHARTER SCHOOL hereinafter referred to as NWOPCS.
- 2) **Charter**. The performance contract between the NWOPCS and the state of Hawaii detailing the vision, mission, beliefs, and goals of NWOPCS and the means employed to achieve them. The charter document is the “State Public Charter School Contract” for school years 2014-2017.
- 3) **Address**. The mailing address of the NWOPCS is PO Box 711539, Mountain View, Hawaii 96771. The principal office is now situated at 18-1355 Volcano Hwy, Mountain View, Hawaii 96771 (no US mail service).
- 4) **Principal Office**. NWOPCS’s principal office shall be on the premises of the primary facility which house the main administrative offices of NWOPCS or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in principal office on the copy of the Bylaws maintained by the Secretary.

ARTICLE III: Responsibilities and Powers

- 1) The Board shall be the autonomous governing body of its Charter school and shall be responsible for the financial, academic, and organizational viability of the charter school- the implementation of the charter, has the independent authority to determine the organization and management of the school, the curriculum, virtual education, and compliance with applicable federal and state laws.
- 2) The Board is charged with promoting “organizational viability,” including ensuring that the charter school:
 - a) Has been duly constituted in accordance with its charter;
 - b) Employs sufficient faculty and staff to provide the necessary educational program and support services to operate the facility in accordance with its charter;
 - c) Maintains accurate and comprehensive records regarding students and employees as determined by the office;
 - d) Meets appropriate standards of student achievement;
 - e) Cooperates with board, panel, and office requirements in conducting its functions;
 - f) Complies with federal, state, and county laws and requirements;
 - g) In accordance with office guidelines and procedures, is financially sound and fiscally responsible in its use of public funds, maintains accurate and comprehensive financial records, operates in accordance with generally accepted accounting practices, and maintains a sound financial plan;
 - h) Operates within the scope of its charter and fulfills obligations and commitments of its charter;
 - i) Complies with all health and safety laws and requirements; and
 - j) Complies with all lawful panel directives, policies, and procedures.

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- 3) In addition, the Board shall ensure that the Board is established in accordance with the law and the school's charter.
- 4) The Board shall govern the affairs of NWOPCS and exercise its powers subject to the limitations of the State of Hawaii and the mandates of HRS 302D. The Board shall delegate the day-to-day management of the activities of NWOPCS, so long as the affairs of NWOPCS are managed, and its powers are exercised, under the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, and the following specific powers to:
 - a) Elect and remove Board Members;
 - b) Remove, with or without the Director's position on the matter, any employee (instructional, support, or administrative staff) of NWOPCS for just cause/due process;
 - c) Prescribe performance standards and job qualifications; and to fix their compensation in accordance with collective bargaining agreements;
 - d) Oversee the affairs and activities of NWOPCS, and to make rules and regulations, regarding financial and educational matters;
 - e) Enter into contracts, leases, and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of NWOPCS;
 - f) Acts as Board Member under any trust incidental to NWOPCS purposes, and to receive, hold, administer, exchange, and expend funds and property subject to such a trust;
 - g) Acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property;
 - h) Borrow money, incur debt, and to execute and deliver promissory notes, bonds, deeds of trust, mortgages, pledges, and other evidences of debt and securities; and
 - i) Indemnify and maintain insurance on behalf of any of its Board Members, officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions and limitations noted in these Bylaws.
- 5) The rights vested in the Board of NWOPCS require approval of a majority of all voting Board Members.

ARTICLE IV: Governing Board Members

- 1) Composition and Qualifications
 - a) The number of Board Members (Members) shall be not less than nine (9), not more than fifteen (15). The Board shall fix the exact number of Members, within these limits, by Board resolution or amendment of the Bylaws. As of the date on which these Bylaws are adopted, the number of Members is fixed at nine (9).
 - b) In selecting Members, consideration may be given to persons who:
 - i) Provide the Board with a diversity of perspectives and a level of objectivity that accurately represent the interests of the school, students, and the surrounding community;
 - ii) Demonstrate an understanding of best practices of non-profit governance; and
 - iii) Possess strong financial and academic management and oversight abilities, as well as curriculum development, human resource, and fundraising experience.
 - iv) The Board may consider additional qualifications which it deems relevant.
 - c) No more than thirty percent (30%) of the Members of the Board shall be employees of the NWOPCS or relatives of employees of the NWOPCS. The staff Member composition on the Board (number of teaching/non-teaching Members) will reflect the composition of the staff.
 - d) The Educational Director/Principal of NWOPCS shall serve as an ex-officio, non-voting Member of the Board.
- 2) Selection

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- a) Board Members will be selected by the Board in accordance with HRS 302D-12, in a manner determined by the Board.
 - b) The Organizational Committee shall provide general oversight of the election process, determine if nominees are willing to serve, design the ballot for voting, collect the ballots, and determine the outcomes. All voting shall be by secret ballot.
- 3) Terms of Office
- a) Terms for all Board Members will begin on July 1 and end on June 30 of the subsequent year. Each new Member shall be selected by May 15 of the year of his or her July term commencement. The term of office of all Members of the Board shall be one year, with a maximum of 3 consecutive years, ending with resignation or removal.
 - b) The term of office of a Member elected to fill a vacancy begins on the date of the Member's election, and continues:
 - i) for the balance of the un-expired term in the case of a vacancy created because of the resignation, removal, or death of a Member,
 - ii) or for the term specified above in the case of a vacancy resulting from the increase of the number of Members authorized.
 - c) A Member's term of office shall not be shortened by any reduction in the number of Members resulting from the amendment of the Articles of NWOPCS's Bylaws or other Board actions.
 - d) A Member's term of office shall not be extended beyond that for which the Member was elected by amendment of the Articles in NWOPCS's Bylaws or other Board action.
 - e) After an absence of one year, any person is eligible to serve again.
- 4) Removal or resignation of Member and filling of vacancies.
- a) Removal of Board Members:
 - i) The board may not remove a Member without just cause and due process.
 - ii) The board may remove any Member who:
 - (1) Has failed to attend three consecutive meetings or at least 75% of the Board's Regular Meetings from July 1st of any year;
 - (2) Has been declared of unsound mind by a final order of court;
 - (3) Has been convicted of a felony;
 - (4) For an egregious breach of a Board policy.
 - b) Resignation of Board Members:
 - i) A Member may resign by giving written notice to the Board Chair or Secretary. The resignation is effective at any date specified in the notice.
 - ii) Vacancies. A vacancy is deemed to occur on the effective date of the resignation of a Member or upon a vote to remove a Member. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Members.
 - iii) Compensation of Board Members. Members shall serve without compensation. However, the Board may approve reimbursement of a Member's actual and necessary expenses while conducting NWOPCS business.
- 5) Performance of Duties. Each Member shall perform all duties of a Member, including duties on any Board Committee, in good faith and in a manner the Member believes to be in NWOPCS's best interest.
- 6) Rights of Inspection. Every Member has the right to inspect all books, records and documents of every kind and to inspect the physical properties of NWOPCS provided that such inspection is conducted at a reasonable time after reasonable notice. Requested documents should be in keeping with responsibilities of the Member or as approved by the Board Chair, provided that such right of inspection 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.
- 7) Conflict of Interest

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- a) Any Member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the NWOPCS interest.
 - b) The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist.
 - c) If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence.
- 8) Duty to Maintain Board Confidences. Every Member has a duty to maintain the confidentiality of Executive Board actions. Any Member violating this confidence may be removed from the Board..
- 9) **NON-LIABILITY OF MEMBERS.** Pursuant to HRS 302D-12(j) and HRS 26-35.5 the Members shall not be personally liable for the NWOPCS debts, liabilities, or other obligations.
- 10) **INDEMNIFICATION.** The State of Hawaii provides immunity to Members pursuant to HRS 302D-12(j) and HRS 26-35.5.
- 11) **SELF-DEALING TRANSACTIONS**
- a) The NWOPCS shall not engage in any self-dealing transactions. “Self-dealing transaction” means a transaction to which NWOPCS is a party in which one or more of the Members have a material financial interest.
 - b) Notwithstanding this definition, the following transactions are not self-dealing transactions, and are subject to the Board’s general standard of duties:
 - i) The Board’s action of fixing a Member’s compensation such as the NWOPCS’s Principal;
 - ii) A transaction which is part of a public or charitable program of the NWOPCS, if the transaction is approved or authorized by the Board in good faith and without unjustified favoritism, and results in a benefit to one or more Members or their families because they are in a class of persons intended to be benefitted by the program.

ARTICLE V: Officers

- 1) **Officers.** The Board shall elect the officers from among the Board Membership. **No chief executive officer, chief administrative officer, executive director, or otherwise designated head of a school may serve as the chair of the Board.** The Board officers of the NWOPCS shall consist of a:
 - a) Chair: not to be held by a staff member
 - b) Vice Chair: not to be held by a staff member
 - c) Recording Secretary, and
 - d) Treasurer: not to be held by a staff member.
 - e) The Board may also elect/appoint other officers, as it deems necessary.
- 2) **Responsibilities.** The responsibilities of Board officers of NWOPCS shall consist of:
 - a) **Chair:** Subject to Board control, the Chair has general supervision, direction, and control of the affairs of the NWOPCS via duly constituted board committees and their chairs, and such other temporary powers and duties as the Board may prescribe. If present, the Chair shall preside at Board Meetings. The Chair may not vote except in the event of a tie vote.
 - b) **Vice Chair:** If the Chair is absent or disabled, the Vice Chair shall perform all the Chair’s duties and, when so acting, shall have all the Chair’s powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe.
 - c) **Recording Secretary:** The Recording Secretary shall keep, at the NWOPCS principal office, or such other place as the Board may direct, a book of minutes of all meetings of the Board and

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Board Committees. The Recording Secretary will ensure minutes are uploaded to the NWOPCS website within 30 days after the last meeting after being approved by the Board. The time and place of the meeting shall be noted, whether it is regular or special (and if special, how authorized), the names of those present, and the proceedings (minutes); keep or cause to be kept a copy of the NWOPCS Bylaws, with amendments; give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and have such other powers and perform such other duties as the Board may prescribe. The Recording Secretary shall oversee Board membership, committee membership, assist in recruitment of Members, and keep a current record of Member information. The Recording Secretary has the right to solicit support from other Board Members to complete tasks. The Secretary shall assume the responsibilities of the Chair and Vice Chair in the event of their absences, unless the Secretary is a Staff/Faculty Representative.

- d) Treasurer: The Treasurer shall keep records; make the books of records of account available at all times for inspection by any Member; deposit or cause to be deposited the NWOPCS revenue and other valuables in the NWOPCS name and to its credit, with the depositories the Board designates; disburse or cause to be disbursed the NWOPCS funds as the Board directs; render to the Chair and the Board, as requested but no less frequently than once every fiscal year, an account of the NWOPCS financial transactions and financial condition; prepare any reports on financial issues required by an agreement on loans; and have such other powers and perform such other duties as the Board may prescribe. The Treasurer must attend Budget Committee Meetings. The Treasurer shall assume the responsibilities of the Chair, Vice Chair, and Secretary in the event of their absences and if and when the Secretary is a Staff/Faculty Representative.

3) Terms of Office

- a) The Officers will be elected annually by the board during its first scheduled July meeting, or its next scheduled meeting, and will hold office until June 30 or until re-elected, replaced or removed by two-thirds vote of Board Members.
- b) The term of office of an Officer elected to fill a vacancy begins on the date of the Officer's election, and continues for the balance of the un-expired term.

ARTICLE VI: Meetings

- 1) Board Meetings shall be held at the NWOPCS principal office or at any other reasonably convenient place as the board may designate.
- a) Regular Meetings - Regular meetings shall be held, at least monthly, at the discretion of the Board.
- b) Special Sessions- A special session shall be held at any time called by the Chair or by a quorum of the voting Members of the Board.
- c) Adjourned Meeting - A majority of the Members present at a meeting, whether or not a quorum of the full Board, may adjourn the meeting, continuing it at another time and place, only if there is a good cause for so doing. Notice of the time and place of holding the moved meeting must be given to absent Members if the time and place of such new meeting is fixed at the meeting adjourned.
- d) Notices and Agendas - At least six calendar days prior to a board meeting, notices and agendas of Board meetings shall be posted at the notice board at the reception area of the main administrative facility and at the designated posting areas maintained at each educational site and shall be displayed on the school's website.
- e) Minutes – Must be approved by the Board and posted within 30 days following the meeting on the school's website and in the charter school administrative office so as to be available for review during regular business hours. Minutes from the most recent Board meeting shall be

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posted at the notice board of the reception area of the main administrative facility and at the designated posting areas maintained at each educational site.

- 2) Action by the Board
 - a) Quorum. A quorum is defined as a majority, fifty-one percent (51%), of the fixed number of Members and is the number of Members who must be present in order that business can be transacted.
 - b) A Majority Vote. When a quorum is present, a majority vote, that is fifty-one percent (51%) of the actual votes cast, not including abstentions, is sufficient for the adoption of any motion that is in order, except those mentioned which require a two-thirds vote. A majority vote is needed to:
 - i) establish policy,
 - ii) elect Members
 - iii) perform other regular business, and to
 - iv) make all other decisions not requiring a two-thirds vote under these Bylaws.
 - c) A Two-Thirds Vote. When a quorum is present, a two-thirds vote means two-thirds of the actual votes cast, ignoring abstentions. Among other situations, a two-thirds vote is needed to:
 - i) remove Members
 - ii) remove officers
 - iii) amend the Bylaws
 - iv) change the agenda or to
 - v) discharge a committee if notice hasn't been given.
 - d) Parliamentary Authority. The rules contained in *Robert's Rules of Order*, newly revised, shall govern meetings where they are not in conflict with the law or these bylaws. In making a ruling or interpretation of the rules, the order of determination shall be 1) the law, 2) these bylaws, and 3) *Robert's Rules of Order*, newly revised
 - e) The Board may take any action without a meeting if all the Members unanimously consent to that action. The vote shall be filed with the minutes of the Board's next proceedings.
 - f) Conference meetings. Members may participate in a Board meeting through use of conference telephone or similar communication equipment, so long as all Members participating in such meeting can hear and speak with all other Members participating in the meeting.
- 3) Participation in Discussions and Voting
 - a) Discussions. Every Member has the right to participate in the discussion and vote on all issues before the Board or any Board Committee, except when conflict of interest is noted.
 - b) Voting. Motions will be made and time allowed for discussion. The board shall attempt to reach a general consensus on all actions before every decision is made.

ARTICLE VII: Committees

- 1) Board committees shall be defined as either a:
 - a) Standing Committee – a committee in which the Members change when Board Members change; the purpose and/or function of the committee and its duties do not change; or
 - b) Special Committee – a special committee is created to perform a specific task and is dissolved when that task is completed and the committee's final report/recommendation is presented to the Board.
- 2) Committee Guidelines:
 - a) Board committees will be appointed by vote of the majority of Board Members.
 - b) All committees will be led by a committee chair, which must be a Board Member, unless otherwise specified in the description of the Committee.
 - c) Authority of Board Committees: The Board may delegate to a Board committee any of the authority of the Board, except with respect to:

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- i) The elections of Board Members;
 - ii) Filling vacancies on the Board;
 - iii) The amendment or repeal of any Board resolution;
 - iv) The amendment or repeal of Bylaws or adoption of new Bylaws;
 - v) The appointment of other committees of the Board, or the Members of the committees; and
 - vi) The expenditure of NWOPCS funds.
- 3) Procedures of Committees. The 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, 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.
- 4) Current Committees:
- a) Finance
 - i) The Finance Committee is responsible for the Financial Viability of NWOPCS
 - ii) An additional duty of the Finance Committee is to generate needed funds for NWOPCS.
Required Members of this committee include:
 - (1) The Treasurer serves as the Chair of the Finance Committee
 - (2) NWOPCS's Business Manager must be a Member of this committee
 - (3) At least one other non-staff Member.
 - b) Building & Site
 - i) The Building & Site Committee's purpose is to plan for present and future facilities to meet the current and projected needs for classrooms, administrative and maintenance space, including funding for such facilities.
 - c) Organizational
 - i) The Organizational Committee is charged with defining the organizational structure of NWOPCS PCS; this includes, but is not limited to- The Governing Board Bylaws, NWOPCS's Policies & Procedures Manual, Essential Personnel & Job Descriptions
 - ii) The Organizational Committee will be responsible for overseeing voting , training, and recruiting of new Members.
 - d) Academic
 - i) The Academic Committee is charged with assessing and modifying as needed the viability of NWOPCS PCS' curriculum being implemented
 - ii) The academic committee Members shall be limited to-
 - (1) NWOPCS's Lead Teacher
 - (2) NWOPCS's Special Education Teacher or Student Services Coordinator
 - (3) A Lower Elementary Teacher (one who teaches either grades K, 1, or 2)
 - (4) An Upper Elementary Teacher (one who teaches either grades 3, 4, 5, or 6)
 - (5) A NWOPCS Para-Professional (who has worked at NWOPCS for at least 1 academic year)
 - (6) A committee chair (a Board Member who can also fall into one of the above mentioned positions).
 - e) Hiring (as defined in the Hiring Committee Policy)

ARTICLE VIII: Other Provisions

- 1) **Execution of Instruments.** Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of the NWOPCS to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Board, or to ratify any such occurrences. Such authority may be general or confined to specific instances. Unless so authorized, no officer,

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agent or employee shall have any power to bind the Board by any contract or engagement, to pledge the Board credit, or to render it liable monetarily for any purpose or any amount.

- 2) **Checks and Notes.** Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, order for the payment of money, and other evidence of indebtedness of the NWOPCS must be signed by two of the following: Chair, Vice Chair, Treasurer, Secretary and/or Director/Principal.
- 3) **Fiscal Year/School Year.** The fiscal year of the NWOPCS, corresponds with the fiscal year of the department of Education, which begins on July 1st of each year and ends on June 30th of the following year. The school year shall be determined by and congruent with the Department of Education's year-round school calendar.

ARTICLE IX: Amendments

Amendment of Bylaws shall be permitted by two-thirds vote of Members in attendance at a meeting at which there is a quorum.

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 NWOPCS Governing Board as revised and adopted by the Board as of December 19, 2016, and amended thereafter.

Lore-lin Makaiwi
Recording Secretary
Nā Wai Ola Public Charter School Governing Board