

By-Laws of
Kula Aupuni Niihau A Kahelelani Aloha (KANAKA) a Public Charter School
Revised December 16, 2012

Article I: Name, Purpose and Seal

1.10 Name

The Name of the corporation is Kula Aupuni Niihau A Kahelelani Aloha (KANAKA) A New Century Public Charter School (PCS).

1.20 Purpose

The purpose of the corporation is (a) providing bilingual education in the Hawaiian language as spoken on Niihau and the English language from kindergarten to twelfth grade levels for children of families of the Niihau community of Kauai; and (b) transacting all lawful activities permitted nonprofit corporations pursuant to Hawaii Revised Statutes Chapter 415B.

1.30 Non-Profit Educational Status

The corporation is organized exclusively for charitable, cultural, spiritual, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code.

1.40 Corporate Seal

The Corporate Seal will be agreed upon by all Officers.

Article II: Board of Directors

2.10 Board of Directors

A Board of Directors consisting of five members shall manage the property and affairs of the corporation. The Board of Directors shall exercise all lawful authority for that purpose. At least four members of the Board of Directors shall be residents of Kauai County, in the State of Hawaii. The Board of Directors shall also be known as the Governance Board (GB) that will govern KANAKA. The GB shall be comprised of community members, staff, administration (non-voting) and Kupuna, which by consensus will set policy,

including but not limited to budgeting, curriculum, personnel, fiscal, investments and operating procedures, etc. Actions of the GB shall be in accordance with the State Charter contract. GB shall empower the Administrator to hire all employees for the school and execute daily operations of the school and to progress toward meeting the stated goals of the charter school contract (Bi-lateral). GB shall have the power to manage the affairs and activities of KANAKA, as well as implement policies and direct strict adherence to all applicable laws and regulations regarding an educational entity (school).

2.20 Meetings

The Board of Directors shall have an annual meeting in Kauai County, Hawaii, in the month of July each year, or at a place and on a date proximate thereto, as selected by the prior agreement of all directors. Board of Directors may have additional meetings at such other times and places as appropriate. If necessary, any meeting of the Board of Directors may be held by a telephone conference.

The Board of Directors shall decide, by prior agreement among its members, whether any scheduled meeting of the Board of Directors is open or closed to non-board members.

2.30 Quorum

Three directors shall constitute a quorum. In all matters, the members of the Board of Directors shall strive to obtain a unanimous agreement in decision-making matters relative to the corporation and its affairs, but, lacking a unanimous agreement, an agreement by a majority of the directors present at any meeting where there is a quorum shall rule.

2.40 Election and Vacancies

At the end of the fiscal year, or at any time when a vacancy among the Board of Directors arises, the Board of Directors shall call a meeting including the Niihau community and the Board. Those in attendance at the meeting shall elect new directors. Vacancies may arise on the Board of Directors due to any director resigning from his or her office voluntarily, or as result of death.

2.50 Term

Each Director shall be elected for a term of five (5) fiscal years.

2.60 Replacement of Directors

If a majority of the Board of Directors or a majority of parents whose children are students at KANAKA feel that any of the directors should be removed from office before the completion of his or her term as director, the Board shall call a meeting including the Board of Directors and the Niihau community of Kauai to discuss whether the director(s) in question must be replaced. If it is determined that the director(s) in question must be replaced, a new interim director will be elected by those in attendance at the meeting to fulfill that office until new elections occur at the end of the fiscal year. The term of the new interim director will take effect from the time of his or her being elected.

2.70 Notice

Notice of any meeting of the Board of Directors shall be given by the president of the Board or by any Board member as appointed by the president six (6) days prior to the date of the meeting. Notice may be written, by telephone, by electronic transmission or by mouth.

The directors may waive the six (6) days' notice and act at any meeting or otherwise as permitted by the laws governing non-profit corporations in the State of Hawaii.

Article III: Officers and Directors

3.10 Election

The Board of Directors of the corporation shall consist of a president, a vice-president, a secretary, a treasurer, a director, a non-voting administrator. Officers(s) of the Governance Board may not be re-elected into the same office seat for more than one term. Directors may be re-elected to serve in any capacity on the Board.

3.20 President

The President of the Board of Directors shall either preside at meetings of the Board of Directors or appoint any member of the Board to preside at any meetings. The President shall have the power to sign contracts, notes, minutes of

meetings, and all other instruments approved by the Board of Directors. The President may appoint, for a specified term, any qualified person to any standing or special committee provided by these By-Laws established by any resolution of the Board of Directors. The President shall be made aware of all dealings with State Agencies, Federal Agencies, Private Agencies, and the Community At-Large.

3.30 Vice-President

The Vice-President shall assist all directors, as necessary, to assure the fulfillment of the purpose of the corporation. In case of the absence of the President from any meeting of the Board of Directors, if no other member of the Board has been previously appointed by the President to preside, the Vice-President will preside over the meeting.

3.40 Secretary

The Secretary of the corporation will keep minutes of all meeting of the Board of Directors and shall maintain the general records of the corporation and undertake such acts as may be necessary to keep the corporation in good standing in the State of Hawaii and in any jurisdiction approved the Board of Directors for the conduct of corporate activities. Time and place of the meeting will be noted, whether it was a regular meeting or special (if special, how authorized), notice given, names of attendees and proceedings.

3.50 Treasurer

The Treasurer shall be accountable for insuring that the financial books and records of the corporation are maintained using generally accepted accounting principles for all interest of the school. The signature of two officers (Secretary, Treasurer, Vice-President, and President) must jointly appear on all checks issued on any account of the corporation. The Board of Directors must approve the schools operational budget before any funding is expended. All non budgeted expenditures above \$5,000.00 must be authorized by the Board of Directors and justified with a revised budget or funding source.

3.60 Administrator (Non-Voting)

The Administrator shall be required to perform the duties of running the daily operations of the school in the capacity of the principal. The duties of the principal shall include insuring the sustainability and viability of the school. Other duties of the Administrator are budget preparations, grant management, employee management and facility management. The Administrator shall be responsible for insuring that all employees are hired through methods that employ equal opportunity and not biased by discriminatory policy.

Article IV: Members and Committees

4.10 Members

The four-person board elects the “Director” that serve as representative of all parts of the community, in accordance to these by-laws and Act 130.

Faculty members shall not be present for any action related to an Executive session of the Board or discussion and vote on any matter involving:

- Performance evaluations or discipline of any administrator or faculty member
- Administrator or faculty compensation
- Any other matters at the discretion of a majority of the Directors then present.

4.20 Committees

The Board of Directors may establish by resolution any standing or special committees that may be deemed necessary in the exercise of their discretion.

4.30 Governance

The governance of, qualification for and terms of membership, duties and direction of all corporate committees shall be established by such guidelines as may from time to time be set forth in resolutions of the Board of Directors.

Article V: Indemnification

5.10 Generally

The corporation may indemnify the members of the Board of Directors, all corporate committees, and corporate agents and employees to the full extent allowed by laws governing non-profit corporations in the State of Hawaii.

5.20 Bonds and Insurance

The Board of Directors may obtain such bonds and insurance as may be deemed appropriate in its discretion to accomplish indemnification and related purposes.

Article VI: Miscellaneous Matters

6.10 Fiscal Year

The fiscal year of the corporation shall be from *July 1* to *June 30*. The Board of Directors is empowered to determine an alternative fiscal year by resolution.

6.20 Amendment of Articles of Incorporation

The Articles of Incorporation may be amended according to such procedures as are provided by the laws governing non-profit corporations in the State of Hawaii.

6.30 Amendment of By-Laws

The By-Laws may be amended by a resolution receiving the affirmative vote of not less than two-thirds of the directors following written notice of not less than ten (10) days setting forth the proposed amendment.

6.40 Rights of inspection

All directors have the right and privilege to inspect all books, records, and documents of any kind at a reasonable time, after reasonable notice, inspections will adhere to the strict confidentiality of the reviewed information in addition to any obligations imposed by applicable federal, state, and local laws.

6.50 Board Confidence

Every Director and member has a duty to maintain the confidentiality of all Board actions, including discussions and votes. Any Director or member violating this confidence may be removed from the Board and civil penalties could arise. Immediate disciplinary actions will be taken if Board information is disclosed without prior Board approval.

6.60 Non-Liability of Directors

The Directors and members shall not be personally liable for KANAKA debts, liabilities, or other obligations.

6.70 Interpretation of Charter

Whenever any provisions of these by-laws are in conflict with the provisions of the State of Hawaii New Century Charter School Act 62, the Board of Directors shall proceed with further research and make a determination.

6.80 Conflict of Interest

Any director, member, Kula Aupuni Niihau A Kahelelani Aloha (KANAKA) PCS employee, committee member, student or parent having any interest in a contract, transaction or program presented to or discussed by the Board shall make a prompt full and frank disclosure of his/her interest to the Board prior to its authorization, approval or ratification of said contract.

Prior to any discussion or vote on the contract, transaction or program, the director, member, KANAKA employee will remove himself/herself from being involved in the matter. The Board shall herein review the situation and determine the extent of the involvement of the individual and if the individual has not removed himself/herself from the discussion of the matter then the Board will act accordingly. This will be done by a majority of the members. Once the potential conflict is recognized, the individual shall leave the meeting room until the matter has been completed. The interested party individual shall not use his/her personal influence to affect the voting process and shall not vote on the said contract/issue.

6.90 Dissolution

Dissolution of the corporation may be accomplished as provided by the laws governing non-profit corporations in the State of Hawaii, as limited by the Articles of Incorporation.

* * * * *

Certification

I hereby certify that the foregoing by-laws of Kula Aupuni Niihau A Kahelelani Aloha (KANAKA) were adopted by the Board of Directors at their organizational meeting held on the 16 day of December 2012, and ratified by the Board of Directors at their meeting held on the 16th day of December 2012.

DATED: Kekaha, Kauai Hawaii, 16 December 2012.

KANAHELE, Lauae - Chair

KELLEY, Gloria – Treasurer

KANAHELE, Blossom – Vice Chair

NIAU, Chelsea - Secretary