

**HALAU KU MANA New Century Public Charter School  
Governing Board Bylaws  
Adopted January 14, 2020**

**ARTICLE I  
NAME**

The name of the school is HALAU KU MANA New Century Public Charter School (HKM).

**ARTICLE II  
HEAD OF SCHOOL OFFICE**

The HKM Head of School office, shall be on the premises of the primary indoor facility, or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in Head of School office on the copy of the Bylaws maintained by the Secretary.

**ARTICLE III  
PURPOSE**

The primary purpose of Halau Ku Mana is to build, maintain, and strengthen a family- oriented halau (place of learning without walls), in collaboration with and for Honolulu communities, that continuously builds upon a foundation of Hawaiian culture, tradition, and epistemology, as well as community resources, strengths and experiences. This ‘Halau ku i ka mana’ (a halau that stands and strives for sustenance and empowerment) will be home to pedagogical models that are academically rigorous, culturally grounded and community-based and controlled. Comprehensive support networks will also be in place to encourage educational and economic success for our entire learning ‘ohana and our host communities, Papakolea and Maunalaha Valley. HKM envisions individual and community healing and empowerment by fostering lifelong learners who think, feel and act in ways that are pono for recognizing strengths and addressing challenges in their local, regional and global communities.

**ARTICLE IV  
MEMBERSHIP**

**Section 1: Eligibility and Types of Membership**

**(a) Eligibility.** In selecting governing board 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 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) Types of Membership**

Board members will be comprised of the following participant groups:

- One (1) or Two (2) Instructional Staff Selected by HKM instructional staff
- Members of the community at large based on expertise and experience relative to HKM governance needs

The composition of the governing board is also subject to the following:

The Chair may not be an employee or relative of an employee of HKM

The percentage of employees or relatives of employees of HKM shall not exceed one-third (1/3) of the membership of the Governing Board

The rights vested in the Governing Board of HALAU KU MANA New Century Public Charter School require approval of a majority of all members of the BOARD OF DIRECTORS (hereinafter "Board").

## **ARTICLE V BOARD OF DIRECTORS**

### **Section 1. Powers**

The Board shall conduct or direct the affairs of HKM and exercise its powers, subject to the limitations of the State of Hawai'i and the mandates of Hawaii Revised Statutes, Section 302D. The Board shall delegate the day-to-day management of the activities of HKM, so long as the affairs of HKM are managed - and its powers exercised - under the Board's ultimate jurisdiction. Without limiting the generality of the powers here granted to 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 elect and remove DIRECTORS;
- to select and remove officers, agents and employees of HKM;
- to prescribe powers and duties for officers, agents and employees;
  - and to fix their compensation in accordance with collective bargaining agreements;
- to conduct, manage and control the affairs and activities of HKM, and to make rules and regulations;
- to enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in promoting the purpose and mission of HKM;
- to act as trustee under any trust incidental to HKM purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust.
- to 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.
- to borrow money, incur debt, and to execute and deliver promissory notes, bond, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities;
- to indemnify and maintain insurance on behalf of any of its Directors, 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 the limitations noted in these Bylaws;
- to provide necessary and proper oversight of all financial aspects of HKM;
- to approve any management, operational, or service contracts in excess of \$10,000.

## **Section 2. Number of Directors**

The number of Directors on the Board shall be not less than 7, and not more than 11. The Board shall fix the exact number of Directors, within these limits, by Board resolution or amendment of the Bylaws. As of the date on which these Bylaws are adopted, the exact number of Trustees is fixed.

## **Section 3. Officers and Duties**

### **(a) Officers**

The officers of HKM consist of:

- a President (hereinafter "Chairperson"),
- a Vice President (hereinafter "Vice Chairperson"),
- a Secretary; and
- a Chief Financial Officer (hereinafter "Treasurer").

HKM also may have such other officers, as the Board deems advisable.

### **(b) Responsibilities**

**Chair.** Subject to Board control, the Chair will delegate, direct and/or facilitate the affairs of Board business, provide general supervision for the Board, delegate the establishment of agenda(s), and such other powers and duties as the Board may prescribe. If present, the Chair shall preside at meetings of HKM.

**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. The Vice Chair will also serve as an ombudsperson to receive any grievances that staff, parents, or students may want to bring to the board. The Vice Chair will assist in making sure all proper grievance procedures have been followed before considering putting the item on the board's agenda.

**Secretary.** The Secretary shall: keep or cause to be kept, at HKM's Head of School office, or such other place as the Board may direct, a book of minutes of all meetings of the Board and Board Committees. The time and place of the meeting will be noted, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; keep or cause to be kept a copy of HKM 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.

### **Treasurer.**

The Treasurer shall:

- keep or cause to be kept adequate and correct accounts of HKM properties, receipts and disbursements;
- make the books of account available at all times for inspection by any Director;
- render to the Chair and the Board, as requested but no less frequently than once every fiscal year, an account of HKM financial transactions and financial condition;

- prepare or have prepared 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
- along with the Chair assist with the establishment and maintenance of the LSB audit committee.

The Head of School of HKM shall automatically be a member of the Board of Directors and the remaining members shall be elected in accordance with the mandates of Hawaii Revised Statutes Section 302D-12 unless otherwise changed by subsequent legislation.

#### **Section 4. Term Of Office**

- The Board shall provide for staggered terms of three years each for its Directors, with the exception of the Head of School.
- The term of office of a Director elected to fill a vacancy begins on the date of the Director's election, and continues for the balance of the un-expired term due to the vacancy created because of the resignation, removal, or death of a Director, or for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Directors authorized.
- A Director's term of office shall not be shortened by any reduction in the number of Directors resulting from amendment of the Articles of HKM, the Bylaws or other Board actions.
- A Director's term of office shall not be extended beyond that for which the Director was elected by amendment of the Articles in HKM Bylaws or other Board action.

#### **(a) Time of Elections.**

The Board shall elect Directors in May whose terms begin on July 1 of a given year at the Annual Meeting for that year, or at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose.

#### **(b) Removal of Directors.**

The Board may not remove a Director without good cause. The Board may remove any Director who:

- has failed to attend two or more of the Board's Regular Meetings in any calendar year;
- has been declared of unsound mind by a final order of court;
- has been convicted of a felony;
- has been found by a final order or judgment of any court to have breached the felony laws of the State of Hawai'i;
- or for such other good causes as the Board may determine.

#### **(c) Resignation by Director.**

A Director 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 Director may not resign if the Director's resignation would leave HKM without a duly elected Director in charge of its affairs, without first giving written notice to the board chair.

#### **(d) Vacancies**

A vacancy is deemed to occur on the effective date of the resignation of a Director, upon the removal of a Director, upon declaration of vacancy pursuant to these Bylaws, or upon a Director's death. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Directors.

**(e) Compensation of Directors**

Directors shall serve without compensation. However, the Board may approve reimbursement of a Director's actual and necessary expenses while conducting HKM business.

**ARTICLE VI  
MEETINGS AND QUORUM**

**Section 1. Quorum**

A quorum consists of five Directors.

**Section 2. Meetings**

**(a) Place of Meetings**

Board Meetings shall be held at the HKM Head of School office or at any other reasonably convenient place as the Board may designate.

**(b) Annual Meetings**

An Annual Meeting may be held in May of each year for the purpose of electing Directors, making and receiving reports on corporate affairs, and transacting other business as comes before the meeting.

**(c) Regular Meetings**

Regular Meetings shall be held the first Monday of each month at 7pm, and at various times within the year as the Board determines.

**(d) Special Meetings**

A Special Meeting shall be held at any time called by the Chair or by any five Directors.

**(e) Adjournment**

A majority of the Directors present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned. If the meeting is adjourned for longer than 24 hours, notice of the adjournment shall be given as specified in these Bylaws.

**(f) Notices**

Notices of Board Meetings shall be given as follows:

- Annual Meetings and Regular Meetings may be held if the Bylaws or the Board fix the time and place of such meetings.
- Special Meetings shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, facsimile or e-mail.
- Notices will be deemed given when deposited in the United States mail, using the address shown for the recipient in HKM records.
- Notices shall be sent first-class; prepaid postage or personally delivered in writing to the recipient; or when faxed, e-mailed, or communicated orally, in person or by telephone, to the Director or to a person whom it is reasonably believed will communicate it promptly to the Director.

**(g) Waiver of Notice**

Notice of a meeting need not be given to a Director who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or attends the meeting without protest prior to the meeting or at its commencement, of the lack of notice. The Secretary shall incorporate all such waivers, consents and approvals into the minutes of the meeting.

**ARTICLE VII  
ACTION BY THE BOARD**

**Section 1. Action by the Board**

- The Board makes every effort to reach consensus of Directors present at a meeting on all decisions and actions. When consensus cannot be reached, the actions and decisions are made by a majority of the Directors present at a meeting duly held at which a quorum is present. Exceptions are for the purposes of electing Directors, appointing committees and delegating authority, or amending the HALAU KU MANA Bylaws.
- The Board may continue to transact business at a meeting at which a quorum was originally present, even though Directors withdraw, provided that any action taken is approved by at least a majority of the quorum required.

**Section 2. Actions without a Meeting.**

The Board may take any required or permitted action without a meeting if a quorum of Directors individually or collectively consents to the taking of that action, via phone, email, or written notice. Such consent shall have the same effect as a unanimous vote of the Board, and shall be filed with the minutes of the Board proceedings.

**Section 3. Board Meeting by Conference Telephone.**

Directors may participate in a Board meeting through use of conference telephone or similar communication equipment, so long as all Directors participating in such meeting can hear one another.

**ARTICLE VIII  
COMMITTEES**

**Section 1. Appointment of Committees.**

The Board may appoint one or more Board Committees by vote of the majority of Directors. A Board Standing Committee will consist of not less than two Directors.

**Section 2. Authority of Board Committees.**

The Board may delegate to a Board committee any of the authority of the Board, except with respect to:

- The election of Directors.
- Filling vacancies on the Board or any committee which has the authority of the Board.
- The fixing of Director compensation for serving on the Board or on any committee.
- The amendment or repeal of any Board resolution.
- The amendment or repeal of Bylaws or the adoption of new Bylaws.
- The appointment of other committees of the Board, or the members of the committees.
- The expenditure of HKM funds to support a nominee for Director.

**Section 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.

## **ARTICLE IX DUTIES**

### **Section 1. Performance of Duties.**

Each Director shall perform all duties of a Director, including duties on any Board Committee, in good faith and in a manner the Director believes to be in HKM's best interest.

### **Section 2. Reliance on others.**

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by One or more officers or employees of HKM whom the Director believes to be reliable and competent in the matters presented; Legal counsel, independent accountants or other persons as to matters that the Director believes are within that person's professional or expert competence.

### **Section 3. Rights of Inspection**

Every Director has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of HKM 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 4. Participation in Discussions and Voting**

#### **(a) Discussions**

- Every Director has the right to participate in the discussion and vote on all issues before the Board or any Board Committee, except as noted below:
- The HKM Faculty Representative(s) shall not be present for the discussion and vote on any matter involving: the performance evaluation or discipline of any administrator or faculty member; administrator or faculty compensation;
- Any Director shall be excused from the discussion and vote on any matter involving:
  - a self-dealing transaction;
  - a conflict of interest,
  - indemnification of that Director; or
  - any other matter at the discretion of a majority of the Directors then present.

#### **(b) Voting**

Proposed decisions 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. If at all possible, LSB decisions will be made on consensus rather than majority rule, since this process is much more aligned with traditional Hawaiian methods of decision-making. If consensus cannot be reached, item may be tabled, or decision may be reached by majority vote. Consensus or voting may occur over email or by telephone, with a minimum quorum of five.

### **Section 5. Duty to Maintain Board Confidences**

Every Director has a duty to maintain the confidentiality of all Board actions, including discussions and votes. Any Director violating this confidence may be removed from the Board. Moreover, the HKM Faculty or Student Representative may be disciplined, including immediate dismissal, if Board information is disclosed without the Chair's prior approval.

**ARTICLE X  
BOARD PROVISIONS**

**Section 1. Non-Liability Of Directors**

The Directors shall not be personally liable for the HKM debts, liabilities or other obligations.

**Section 2. Indemnification Of HKM Agents**

- HKM shall indemnify any Director, officer, employee or other agent of the HKM, who has been successful: on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he/she is, or was, the HKM agent, or in defense of any claim, issue of a matter therein. In such case, HKM will provide indemnity against expenses actually and reasonably incurred by the person in connection with such proceeding.
- If the HKM agent either settles any such claim or sustains a judgment against him/her, then indemnification against expenses, judgments, fines settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this HKM agent but only to the extent allowed by law.

**Section 3. Insurance for HKM Agents**

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director, officer, employee or other agent of the HKM. This will insure against any liability other than for violating provisions of law relating to self-dealing, asserted against or incurred by the agent in such capacity or arising out of the agent's status, whether or not HKM would have the power to indemnify the agent against such liability under the provisions of the laws of the State of Hawai`i

**Section 4. Self-Dealing Transactions**

- No director shall engage in any self-dealing transactions, except as approved by the Board. "Self-dealing transaction" means a transaction involving HKM in which one or more of the Directors has a material financial interest.
- Notwithstanding this definition, the following transactions are not self-dealing transactions, and are subject to the Board's general standard of duties.
- The Board's action of fixing a Director's compensation such as HKM Head of School or Trustees Directors;
- A transaction which is part of a public or charitable program of HKM, if the transaction (1) is approved or authorized by the Board in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families because they are in a class of persons intended to be benefited by the program.

**ARTICLE XI  
OTHER PROVISIONS**

**Section 1. Fiscal Year**

The fiscal year of HKM begins on August 1 of each year and ends on July 31 of the following year.

**Section 2. Execution of Instruments**

Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of HKM to enter into any contract or execute and deliver any instrument in the name of or on behalf of HKM. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power to bind the HKM by any contract or engagement, to pledge HKM's credit, or to render it liable monetarily for any purpose or any amount.

**Section 3. Checks and Notes**

Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of HKM must be signed by HKM head of school or an approved member of the HKM day-to-day leadership. Two (2) signatures will be required for financial transactions over \$2,500.

**Section 4. Conflict of Interest**

Any Director, officer, key employee, or committee 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 HKM's interests.