

BYLAWS

of

KONA PACIFIC PUBLIC CHARTER SCHOOL

ARTICLE 1 - Governing Board

1.1 Definition: Whenever used in these bylaws, unless the context otherwise requires:

The governing board shall be the independent governing body of its charter school 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 governing board shall have the power to negotiate supplemental collective bargaining agreements with exclusive representatives of their employees. (Act 130/2012).

1.2 Qualifications; Election; Tenure.

(a) The Governing Board members shall manage the affairs of the school. The Governing Board shall be composed of such number of members as the Governing Board shall, from time to time, determine, and shall be in compliance with applicable Hawai‘i state law, and be at least 7 members. No more than thirty percent of the members of the Governing Board shall be employees of the school or relatives of employees of the school, provided that the director or otherwise designated head of the school may serve as an ex officio, non-voting member of the Governing Board.

(b) The GB will be comprised of members who are parents, employees and community members, in accordance with the “Governing Board Selection Policy & Procedure” school policy.

(c) Governing board members will be appointed by the current Governing Board, following the process set out in the “Governing Board Selection Policy & Procedure” document, an approved school policy.

(d) Members shall be appointed for a two year term and shall hold office until the next annual meeting of the Governing Board occurring at the expiration of their terms and until their successors have been appointed and qualified. Members may be appointed for successive terms. A member continues to serve until the member's successor is appointed and qualifies. A decrease in the number of members or in the term of office does not shorten an incumbent member's term. The term of a member filling a vacancy expires at the end of the unexpired term that such member is filling.

1.3 Annual Meeting. An annual meeting of the Governing Board shall be held in the month of May in each calendar year, or on such other date and at such time and at such place as the Governing Board may determine. The annual meeting of the Governing Board shall be for the purpose of electing officers and for the transaction of such other business as may come before the meeting. Failure to hold an annual meeting does not affect the validity of any action taken by the school. Notice of the annual meeting shall be given in accordance with § 1.5, but such notice need not state the purpose of the meeting.

1.4 Special Meetings. Special meetings of the Governing Board may be called by or at the request of the President or any two members. Special meetings shall be held at such time and place as may be determined.

1.5 Notice of meetings, agendas and minutes. Notice of meetings and agendas will be made available at the school office and the Commission office & website in compliance with applicable Hawaii law. Minutes must be posted within thirty (30) days of the meeting at which they were approved.

1.6 Quorum; Voting.

(a) A quorum at all meetings of the Governing Board shall consist of a majority of the members holding office. Less than a quorum may adjourn from time to time without further notice until a quorum is secured. Except as provided otherwise by the Bylaws, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Governing Board.

(b) For purposes of determining a quorum and for purposes of casting a vote, a member may be deemed to be present and to vote if the member grants a signed, written proxy to another member who is present at the meeting. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies are allowed.

(c) A member who is present at a meeting of the Governing Board is deemed to have assented to all action taken unless: (i) the member objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; (ii) the member contemporaneously requests that the member's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) the member causes written notice of the member's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment, or by the Governing Board promptly after adjournment. The right of dissent or abstention is not available to a member who votes in favor of the action taken.

1.7 Vacancies. Any vacancy in the Governing Board shall be filled by the Governing Board. A member appointed to fill a vacancy shall be appointed for the unexpired term of such person's predecessor in office and until such person's successor is duly appointed and shall have qualified. If a vacancy occurs on the Governing Board, including a vacancy resulting from an

increase in the number of members, the Governing Board may fill the vacancy even though the members remaining in office constitute fewer than a quorum of the Governing Board.

1.8 Committees.

(a) The Governing Board may designate from among its members, by a resolution adopted by a majority of the entire Governing Board, one or more committees, each of which shall have and may exercise such authority in the management of the school as shall be provided in such resolution. No such committee shall have the power or authority to elect, appoint or remove any member; amend, alter, or repeal these or any other Bylaws of the school; approve a plan of merger; approve a sale, lease, exchange, or other disposition of all or substantially all of the property of the school, other than in the usual and regular course of business, or to take any other action prohibited by law.

(b) The Governing Board may establish by resolution one or more committees, advisory boards, auxiliaries, or other bodies of any kind with such rules of procedure as the Board may provide. Such committees may provide such advice, service and assistance as requested, but may not exercise any power or authority reserved to the Governing Board.

1.9 Resignation. A member or officer may resign at any time by giving written notice of resignation to the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date. . Non-excused-attendance at three consecutive board meetings may be considered a resignation and requires no written notice.

1.10 Removal. Any member or officer of the Governing Board may be removed with or without cause by a majority of the members then in office. If removal is being considered for a Board member, she/he shall be provided reasonable notice and an opportunity to be heard by the Board.

1.11 Action Without a Meeting. Any action required by law to be taken at a meeting of the Governing Board, or any committee thereof, or any other action which may be taken at a meeting of members, or any committee thereof, may be taken without a meeting if every member of the board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the members then in office were present and voted. The action shall be effective only if there are writings which describe the action, signed by all members, received by the school and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the school with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the school unless the writings set forth a different date. Any member who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the school before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

1.12 Compensation. No member of the Governing Board shall receive any compensation for serving in such office, provided that the school may reimburse any member of the Governing Board for reasonable expenses incurred in connection with service on the Board.

1.13 Telephonic Meetings. The Governing Board may permit any member (or any member of any committee designated by the board) to participate in a meeting of the Governing Board or a committee thereof through the use of any means of communication by which all members participating in the meeting can hear each other during the meeting. A member participating in a meeting in this manner is deemed to be present in person at the meeting.

1.14 Standard of Conduct for Members and Officers. Each member and officer shall perform their duties as a member or officer, including without limitation their duties as a member of any committee of the board, in good faith, in a manner the member or officer reasonably believes to be in the best interests of the school, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of their duties a member or officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below.

1.15 Conflict of Interest Policy. The purpose of the conflict of interest policy is to protect Kona Pacific Public Charter School's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the organization or might result in a possible excess benefit transaction. All Board members shall comply with the school's conflict of interest policy and all applicable laws.

(a) - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

(b) - Annual Statements

Each member, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,

2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 2 - Officers

2.1 General. The officers of the Board shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. Any individual may hold more than one office. The Governing Board may appoint such other officers as it may deem advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as set forth in the Bylaws or as from time to time may be determined by the Governing Board. Except as expressly prescribed by these Bylaws, the Governing Board or the officer or officers authorized by the board, shall from time determine the procedure for the appointment of officers, their authority and duties, provided that the Governing Board may change the authority and duties of any officer who is not appointed by the board. All officers shall be natural persons who are eighteen years or older. No employee of the school or relative of an employee of the school may serve as the chair of the Governing Board, unless an exemption is granted by the school's authorizer.

2.2 Powers and Duties. The officers of the school shall exercise and perform the respective powers, duties, and functions as are stated below and as may be assigned to them by the Governing Board.

(a) The President shall preside at all meetings of the Board. The President shall be the Chief Executive Officer of the Board and shall, subject to the general direction and control of the Governing Board, have the general supervision, direction, and control over the business and affairs of the school and its officers, agents, and employees. The President may sign, with the Secretary or any Assistant Secretary or any other proper officer of the school designated by the Governing Board, any deeds, leases, mortgages, deeds of trust, or other documents of conveyance or encumbrance of any real property owned by the school. He shall also perform all duties incident to the office of President and such other duties as may be assigned by the Governing Board from time to time.

(b) The Vice-Presidents shall assist the President and shall perform such duties as may be assigned to them by the President or by the Governing Board. In the absence of the President, the Vice-President, if any (or, if more than one, the Vice-Presidents in the order designated by the Governing Board, or if the board makes no such designation, then the Vice-President designated by the President, or if neither the board nor the President makes any such designation, the senior Vice-President as determined by first election to that office), shall have the powers and perform the duties of the President.

(c) The Secretary shall keep accurate minutes of the proceedings of the members and of the Governing Board and of any committees of the Governing Board; shall ensure that all notices are duly given in accordance with the provisions of these Bylaws; shall be

custodian of the records and of the seal of the school and shall attest the affixing of the seal of the school when authorized by the Governing Board; and shall perform such additional duties as are incident to such office and as may be assigned to such person by the Governing Board or the President. Assistant Secretaries, if any, shall have the same duties and powers subject to the supervision of the Secretary.

(d) The Treasurer shall be the principal financial officer of the school; shall have the charge and custody of and be responsible for all funds and securities of the school; shall deposit such funds in the name of the school in such depositories as shall be designated by the Governing Board; shall keep accurate books of account and records of financial transactions and the condition of the school and shall submit such reports thereof as the Governing Board may from time to time require; and in general, perform all duties incident to such office and such other duties as may from time to time be assigned to such person by the President or by the Governing Board. The Treasurer shall make an annual financial report to the school at the annual meeting of the Governing Board. With the approval of the Governing Board, the Treasurer shall be authorized to engage any firm of certified public accountants to assist in the performance of any of the duties incident to the Treasurer's office. Assistant Treasurers, if any, shall have the same duties and powers subject to the supervision of the Treasurer.

2.3 Selection and Terms of Offices. All officers of the school shall be elected by the Governing Board and shall hold office for a one year term or until the first of the following occurs: a successor shall have been duly appointed and qualified; death; resignation; or removal from office.

2.4 Compensation. No compensation shall be paid to officers of the school for serving in such capacity. The school shall reimburse any officer for all reasonable expenses incurred by such individual in connection with services rendered to or for the school.

2.5 Vacancies. A vacancy in any office, however occurring, may be filled by the Governing Board, or by the officer or officers authorized by the board, for the unexpired portion of the officer's term. If an officer resigns and the resignation is made effective at a later date, the Governing Board, or officer or officers authorized by the board, may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date if the Governing Board, or officer or officers authorized by the board provide that the successor shall not take office until the effective date. In the alternative, the Governing Board, or officer or officers authorized by the Governing Board, may remove the officer at any time before the effective date and fill the resulting vacancy.

ARTICLE 3 - Contracts, Loan, and Deposits

3.1 Contracts. The Governing Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the school, and such authority may be general or confined to specific instances.

3.2 Loans. No loans shall be contracted for on behalf of the school and no evidence of indebtedness shall be issued in the name of the school unless authorized by a resolution of the Governing Board. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Governing Board and shall otherwise be confined to specific instances. No loan shall be made to any officer or member of the Governing Board.

3.3 Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the school shall be signed by at least two members of the Governing Board and in such manner as shall from time to time be determined by resolution of the Governing Board.

3.4 Deposits. All funds of the school not otherwise employed shall be deposited from time to time to the credit of the school in such banks, financial institutions, or other custodians as the Governing Board may select.

3.5 Investment Managers. The Governing Board shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the school.

3.6 Fiscal Year. The fiscal year of the school shall be determined by the Governing Board. The initial fiscal year, and subsequent fiscal years unless modified by the Governing Board, shall begin on July first, and end on June thirtieth.

ARTICLE 4 - Amendments

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Governing Board of the school by a majority vote of all members, at any meeting called for such specific purpose.

The above Bylaws were approved and adopted by the Governing Board on the 8th day of March, 2016.


Eric Ziemelis, President