

**BYLAWS
OF
KAMALANI ACADEMY**

**ARTICLE I
INTRODUCTION; LEGAL STATUS**

Section 1. Name and Location. The name of the charter school is Kamalani Academy (hereinafter referred to as the “School”). The School is located in the State of Hawaii.

Section 2. Legal Status. The School is a charter school pursuant to Hawaii Revised Statute 302D authorized by the Hawaii State Public Charter School Commission. The Governing Board of the School is an independent body under the authorization of the State Public Charter School Commission.

Section 3. Statutes. The School shall operate in accordance with Hawaii Revised Statutes, Chapter 302D, and all other applicable state and federal laws and regulations, including reporting requirements.

**ARTICLE II
VISION AND MISSION**

Section 1. Vision and Mission.

Vision: “Kamalani Academy inspires and empowers future leaders to aloha (love), ho’ihi (respect) and malama (take care of/contribute) the community.

“The mission of Kamalani Academy is to prepare our students to participate in their communities using *aloha*, *ho’ihi*, and having a *malama* mentality. We believe that their individual talents can be used to move the world forward in unity, knowing that in order to be a contributing member, one must have love, respect, and acceptance of self and others.”

Section 2. Non-Discrimination. The School shall not discriminate on the basis of race, color, religion, age, sex, national origin, marital status, disability, or other reason prohibited by the law in hiring or other employment practices. Further, the School shall be open to all students in its authorized geographic area on a space available basis and shall not discriminate in its admission policies or practices on the basis of race, color, religion, age, sex, national origin, marital status, disability, or other reason prohibited by the law. The School shall conduct all of its activities in accordance with all applicable local, state and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of Hawaii.

ARTICLE III
GOVERNING BOARD

Section 1. Powers and Duties. The business, affairs, and property of the School shall be managed by a Governing Board. Without limiting the general powers conferred by these Bylaws and provided by law, the Governing Board shall have, in addition to such powers, the following powers:

- (a) Ratify the School's vision and mission statements, and any modification thereof; with input by the po'o kula (principal) and staff;
- (b) Approve any management, operational, and service contracts that require board approval according to the Financial Operations and Procurement Policies;
- (c) Authorize broad curricular guidelines and the delegation and oversight of specific program implementations, as needed, through assigned board committees;
- (d) Lease, purchase, or otherwise acquire, in any lawful manner, for and in the name of the School, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the School's purpose and mission;
- (e) Approve all major board policies for which governance is required;
- (f) Hire, supervise and support the po'o kula who is responsible for the day-to-day operations of the School;
- (g) Develop and approve the annual budget and financial plan which shall be monitored and adjusted as necessary throughout the year;
- (h) Keep a complete record of all minutes, actions and proceedings of the Governing Board;
- (i) Conduct an annual audit of the School's accounts pursuant to HRS 302D-32, as well as any other audits required by law, to be performed by an accountant selected by the Governing Board, showing in reasonable detail all of the assets, liabilities, revenues and expenses of the School and its financial condition;
- (j) Strive for a diverse student population, reflective of the community;

(k) Oversee and approve the spending of grants and other funding to supplement operational funds and staffing needs consistent with the mission of the School;

(l) Carry out other duties as required or described in the School's Charter.

Section 4. Formation. The first Governing Board formed after the approval of a charter issued pursuant to HRS 302D shall consist of the members of the Committee to Form the School. Former Committee members prohibited from membership on the Governing Board by HRS 302D-8 or HRS 302D-12 or other applicable statute or regulation shall resign from the Governing Board at its first meeting. Remaining Governing Board members shall fill all vacancies created by resignations or these Bylaws at the first meeting. The election of all new Governing Board Members to fill vacancies on the Governing Board, both at the initial Governing Board meeting and at all future meetings where elections take place, shall include candidates whose election to the Governing Board will maintain compliance with all applicable statutes and regulations.

Section 5. Qualifications; Election; Tenure. The Governing Board shall be established and constituted with five to nine (5 - 9) Members of the Board, unless and until changed by amendment of these Bylaws.

(a) The Governing Board shall seek to maintain a membership which is representative of the community served and possesses the breadth of knowledge and experience to effectively support the successful operation of the School, its leaders and teachers, the students, families and the community. To accomplish this, the Governing Board will endeavor to maintain a membership which includes:

- (1) A parent of an enrolled student;
- (2) An active or former licensed educator;
- (3) An individual with expertise in the areas of Accounting or Financial Management;
- (2) An individual with expertise in the areas of Procurement or Human Resources.

(b) All Governing Board members shall be devoted to the vision and mission of the School and shall represent the interests of the community.

(c) The Governing Board Members shall serve five (5) year terms. Governing Board members may serve no more than two (2) five-year terms. Terms shall be staggered so that no more than half of the Governing Board shall be up for election in any one year, unless a vacancy needs to be filled. The Governing Board shall establish the term for a newly elected Board Member before the election to stagger the terms of each member of the Governing Board. To initially stagger the terms for the founding

Governing Board, two Members will serve three-year terms, two Members will serve four-year terms, and the remaining three will serve the usual five year term. Those Members who will serve the three, four, and five year terms will be determined by lottery at the first official Governing Board meeting upon receipt of the charter.

- (d) When the term of a Governing Board Member has expired or when a Governing Board Member resigns, the remaining Members shall elect a new Member to fill the vacancy. It is incumbent upon the Governing Board to fill any vacancies as soon as practicable. If for any reason the Governing Board membership should drop below five (5) members, the only action that may be taken by the Governing Board is action to add Members who will bring the Governing Board back into compliance with statute and its bylaws. Furthermore, once any Governing Board vacancy has been open for more than 3 months, the only action that may be taken by the Governing Board is action to add Members who will bring the Governing Board back into compliance with its bylaws.
- (e) It is the responsibility of existing Members to identify new persons to serve on the Governing Board. To assist in identifying the best qualified candidates, the Governing Board shall advertise a vacancy on the School's website and through direct (email, letter, text, or phone, etc.) communication to the parents of enrolled students and community members.. In compliance with HRS 302D-12, 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 non-profit governance; and,
 3. Possess strong governance, financial, academic, human resources, procurement, facilities, fundraising expertise, experience, management and oversight abilities. The Governing Board shall develop an orientation and training program for new Members and an annual continuing education program for existing Members. Governing Board Members will attend charter school conferences which offer workshops on governance, financial oversight, budget, and academic accountability, among others.

Section 6. Conflict of Interest. The Governing Board shall follow the Kamalani Academy Conflict of Interest Policy.

Section 7. Annual Meeting. The annual meeting of the Governing Board shall be held at the School or virtually in July of each year as the Governing Board may determine. The annual meeting shall take the place of the Regular Meeting for that time-period. Written notice stating the place, day, and hour of the meeting shall be given personally, mailed, or emailed to

each Member of the Governing Board at least three (3) business days prior to the date of the annual meeting. The annual meeting shall be for the purpose of electing officers and new Governing Board Members and for the transaction of such business as may come before the Governing Board.

Section 8. Regular Meetings. The Governing Board shall establish a day and place for regular meetings that shall occur no less frequently than once every two months. The meeting shall be held on the school site or virtually as set by the Governing Board that will allow for participation by all Governing Board Members and the involvement of the school community. Notice of the time and place of every regular meeting shall be given to each member of the Governing Board, published to the school website and posted at the school site at least six (6) business days before the date of the meeting. The purpose of any regular or special meeting must be specified in the notice of such meeting. Minutes of each Governing Board meeting shall be taken and shall be approved by the Governing Board. Said minutes shall be kept at the School and on the school's website so it is available to the public, pursuant to HRS 302D-12(g).

Section 9. Special Meetings. Meetings of the Governing Board may be called at any time by the Chair or by a majority of the Governing Board. Special meetings shall be held at such time and place as may be designated by the authority calling the meeting.

Section 10. Agenda. An agenda must be produced for each regularly scheduled Governing Board meeting in order to provide effective and efficient meeting practice. In addition to previously requested agenda items, any Governing Board Member may provide additional agenda items for the following meeting by e-mail to the Secretary and Chair of the Board. Agenda item requests must be received at least 24 hours prior to the posting deadline by the Chair and Secretary.

Section 11. Open Meetings. Meetings of the Governing Board shall be open to the public and comply with all applicable requirements under HRS 302D-12(g).

Section 12. Quorum. A quorum at all meetings of the Governing Board shall consist of a majority of the number of Governing Board Members then in office. Except as provided specifically to the contrary by these Bylaws, the act of a majority of the Governing Board Members in office at a meeting at which a quorum is present shall be the act of the Governing Board.

If a quorum has not been established by RSVP 24 hours prior to the meeting, the meeting will be canceled.

Section 13. Ex-Officio Members. There shall be no ex-officio Governing Board Members.

Section 14. Vacancies. Any vacancy occurring in the Governing Board may be filled by the affirmative vote of a majority of the Members at a regular or special meeting of the Governing Board. A Member elected to fill a vacancy resulting from death shall be elected for the unexpired term of such person's predecessor in office and shall hold such office until the person's successor is duly elected and qualified. Any Member elected to fill a vacancy resulting

from removal or resignation shall be elected for a new term.

Section 15. Committees. The Governing Board may designate from among its Members, by resolution adopted by a majority of the entire Governing Board, committees such as a Governance Committee, a Finance Committee, and one or more other committees, each of which shall consist of at least one (1) Member and which shall have and may exercise such authority in the oversight of the School as shall be provided in such resolution or in these Bylaws. The Governing Board shall not be permitted to delegate their power to contract nor their budget making authority. Any delegated activity or decision-making authority may be unilaterally revoked at any time.

Section 16. Removal. Any Member of the Governing Board may be removed by the affirmative vote of two-thirds (2/3) of the Members then in office, excluding the Member at issue whenever in their judgment such removal would serve the best interests of School.

Section 17. Resignation. A resignation by written communication of a Governing Board Member shall be effective upon receipt by the Chair.

Section 18. Participation by Teleconference. Any Member of the Governing Board or its committees may participate in a meeting by means of a google meets, zoom meeting, or similar communications method by which all persons participating in the meeting can hear each other. Participation in this manner shall constitute attendance and presence in person at the meeting.

Section 19. Voting. All Governing Board votes will be preceded by a motion, a second, and an opportunity for discussion. In the case of a tie vote the Board Chair will bow out of the vote and the Governing Board members remaining will determine the vote. Proxy voting via email to the entire Governing Board in advance of the meeting is permitted.

Section 20. Compensation. No Member of the Governing Board shall receive any compensation for serving on the Governing Board, except that the Governing Board Members may be reimbursed for reasonable expenses, including travel expenses, incurred in connection with service on the Governing Board. Any expenses not reimbursed by the School shall be construed as a gift to the School.

Section 21. Closed Sessions. Any Governing Board Member may call a Closed Session during any special or regular Governing Board meeting for issues concerning personnel, legal or other matters requiring confidentiality. All persons except Governing Board Members may be excluded from such Closed Sessions at the discretion of the Chair. Following such meetings, an officer shall provide a general description of the matters discussed, to be provided as the minutes of said Closed Session.

Section 22. Protocol. The Governing Board shall use procedures similar to or based upon Robert's Rules of Order. It is not necessary to strictly follow the Robert's Rules of Order protocol for board meetings. If a Governing Board Member is unable to attend a Governing Board meeting, the Governing Board member shall submit a notification through the RSVP system or contact the Governing Board Chair and Secretary no less than 24 hours in advance of the meeting for quorum purposes.

ARTICLE IV OFFICERS

Section 1. Number. The officers of the Governing Board shall include a Chair, Vice Chair, Secretary, Treasurer, and such other officers as the Governing Board shall deem necessary to elect.

Section 2. Election and Term of Office. The Governing Board shall elect and appoint all officers of the School at the annual meeting of the Governing Board, which officers shall be installed in office at such annual meeting to serve for terms of one (1) year and until their successors have been duly elected and qualified. Governing Board officers may serve no more than three (3) consecutive one-year terms in any office. Should there be more than one (1) nominee for a vacancy, the nominee receiving the greatest number of votes shall be declared elected and shall be installed in office at the annual meeting.

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

Section 4. Chair. The Chair of the Governing Board shall preside at all meetings of the Governing Board. The Chair of the Governing Board shall possess the power to sign all certificates, contracts or other instruments of the School that are approved by the Governing Board. The Chair of the Governing Board shall exercise and perform such other powers and duties as may be prescribed by the Governing Board from time to time.

Section 5. Vice Chair. In the absence of the Chair of the Governing Board or in the event of the Chair's disability, inability or refusal to act, the Vice Chair of the Governing Board shall perform all of the duties of the Chair and in so acting, shall have all of 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 Governing Board or by the Chair.

Section 6. Secretary. The Secretary shall keep a book of minutes at the School office and on the School's website. The Governing Board minutes shall include the time and place of where the meeting was held, whether regular or special and if special, how it was authorized, the notice thereof given, the name or names of those present at the Governing Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Governing Board required by these Bylaws or by law to be given and perform other duties as may be prescribed by the Governing Board from time to time. The Secretary of the Governing Board shall exercise and perform such other powers and duties as may be prescribed by the Governing Board from time to time.

Section 7. 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 School, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Governing Board member. The Treasurer or in the absence of the Treasurer, the Vice Chair of the Governing Board, shall be charged with safeguarding the

assets of School and he or she shall sign financial documents on behalf of the School in accordance with the established policies of the School. He or she shall have such other powers and perform such other duties as may be prescribed by the Governing Board from time to time.

Section 8. Vacancies. A vacancy in any office, held by an officer, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Governing Board by majority vote for the unexpired portion of the term.

ARTICLE V STAFF

The Governing Board shall appoint one employee to function as the Po’o Kula (principal and administrator of the School). The Po’o Kula may be delegated the authority to act in the absence of a specified policy provided that such action is consistent with the purpose and objectives of the Governing Board and the School. Such person shall administer the School in accordance with Governing Board direction and generally accepted educational practice.

ARTICLE VI CONTRACTS, LOANS, AND DEPOSITS

Section 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.

Section 2. Loans. No loans shall be contracted for or on behalf of the School and no evidence of indebtedness shall be issued in the name of the School

Section 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 such officer or officers, or agents of the School and in such manner as shall be determined by the Governing Board and in Policy #1, Financial Operations Policy.

Section 4. Deposits. All funds of the School not otherwise employed shall be deposited to the credit of the School in such banks, trust companies, or other custodians located in the State of Hawaii as the Governing Board may select as outlined in Policy #1, Financial Operations Policy.

Section 5. Gifts. The Governing Board may accept on behalf of the School any contribution, gift, bequest or device for the general purposes or any special purpose of the School.

Section 6. Fiscal Year. The fiscal year of the School shall begin on July 1 and end on June 30.

ARTICLE VIII INDEMNIFICATION

The Governing Board may authorize the School to pay or cause to be paid by insurance or otherwise, any judgment or fine rendered or levied against a present or former Governing Board Member, officer, employee, or agent of the School in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a Governing Board Member, officer, employee, or agent of the School, provided that the Governing Board shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he reasonably believed to be in the best interest of the School. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any action or threatened action.

ARTICLE IX AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by a majority vote of all the Governing Board members, then in office, at any meeting of the Governing Board, provided that the full text of the proposed amendment, alteration, or repeal shall have been delivered to each Member at least six (6) days prior to the meeting.

ARTICLE XI PURPOSE OF THE BYLAWS

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the School. These Bylaws shall never be construed in any such way as to impair the efficient operation of the School.

CERTIFICATION

I hereby certify that I am the duly elected and acting Secretary of the School, and that the foregoing Bylaws constitute the Bylaws of the School, as duly adopted as instructed in Article IX. DATED this 8 day of December 2022.

Ku'uijo Murray, Board Chair. 12/8/2022