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# Kanu o ka `Āina New Century Public Charter School

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## Governing Board By-laws

### Article 1. School Information

The name of the school is Kanu o ka `Āina New Century Public Charter School, abbreviated here as KANU. The KANU office is located at the Hālau Ho`olako Campus 64-1043 Hi`iaka St., P.O. Box 398, Kamuela, HI 96743. The office phone is 808-890-8144; the FAX is 808-890-8146. KANU utilizes additional Outdoor Learning Laboratories.

#### A. Purpose

The purpose of KANU is to provide students of Hawaiian ancestry, and all who honor the ways of our Hawaiian kūpuna, with an equal opportunity to quality education that addresses their distinctive cultural learning styles.

#### B. Vision

As a community-based learning `ohana, KANU is steadfast in cultivating compassionate, empowered, highly competent learners of all ages, grounded in Native Hawaiian culture and language.

#### C. Mission

KANU's mission is to kūlia i ka nu`u, or strive for the highest. A philosophy of excellence guides KANU as we collectively design, implement and continuously evaluate a quality, culturally-driven, intergenerational Hawaiian model of education with Aloha.

#### D. Core Values:

Aloha kekahi i kekahi – Love one another

Kōkua aku kōkua mai – Give help and receive help

Mahalo i ka mea loa`a – Be thankful for what you have

Mālama i kou kuleana – Take care of your responsibilities

### Article 2. Local School Board

#### A. Powers

The governing body of Kanu o ka `Āina New Century Public Charter School will be known as the KANU Governing Board (GB). The GB shall:

- 1) Be as outlined but not limited to those duties and powers in *Section 302B* of the Hawaii Revised Statues.
- 2) The Governing Board has adopted the NAIS Principles of Good Practices as our guiding principles. The GB shall be the autonomous governing body of its charter school and shall have oversight over and be responsible for the financial 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 GB shall have the power to negotiate supplemental collective bargaining agreements with the exclusive representatives of their employees.

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- 3) The GB shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the Charter School, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the Charter School. The GB may, by general resolution, delegate to committees of its own number or officers of the Charter School such powers as it may see fit for specified periods of time.
- 4) Ratify the school vision/mission/beliefs goals etc. and approve future modifications to these.
- 5) Hear final appeals from any group or individual alleging any violation of the provisions of the Charter School Act, the school charter itself, or any other provisions relating to the management or operation of the Charter School.
- 6) Approve hiring or dismissal of first and second tier Administration personnel. Decisions that are urgent and /or subject to time constraints may be made in an Emergency Meeting of the GB.
- 7) Oversee election, appointment and removal of GB members.
- 8) Borrow money, incur debt, and execute and deliver promissory notes, bonds, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities. Accept conditional or unconditional promissory notes, whether interest or non-interest bearing, secured or unsecured.

### B. Structure, Organization and Meetings

- 1) *Structure.* Board membership shall comply with statutory requirements. Membership on the board may be reviewed at the Annual Meeting. At the most, thirty per cent of the members shall be employees of KANU or relatives of employees of KANU under the jurisdiction of the governing board provided that the head(s) of KANU may serve as an ex officio, non-voting member of the governing board. Members shall be persons who:
  - a. Provide the governing board with a diversity of perspective and a level of objectivity that accurately represent the interests of KANU students and the surrounding community;
  - b. Demonstrate an understanding of best practices of non-profit governance; and
  - c. Possess strong financial and academic management and oversight abilities, as well as human resource and fundraising experience.
- 2) *Organization, Appointment and Election.* All nominations for Trustees shall be presented to the Board of Trustees. Any person whose views and/or actions are found inconsistent with the mission/vision/purpose of the school will not be considered. Any GB candidate with a grievance or intent to file a grievance against KANU shall not be eligible for Board membership.

- 3) *Meetings*
  - a) Regular Meetings. The GB shall meet regularly at least four times a year and shall make available the notices and agenda of these public meetings not less than six calendar days prior to the meeting.
  - b) Working Meetings. A Working Meeting will be a non-business meeting and will be performed and conducted by GB members only.
  - c) Emergency Meetings. In the case of urgent issues that require GB consideration or approval, the GB President or Vice President may call an Emergency Meeting. Every possible attempt must be made to contact GB members and notify them of the meeting location and time. Among members present, majority must be reached in order to make a decision. Discussion and minutes of Emergency Meetings shall be reported in full at the next regular scheduled GB meeting.
  - d) Executive Session. An Executive Session shall be called when it is necessary to discuss confidential or sensitive issues. Minutes of the Executive Sessions will be held in confidential meeting files held by the GB Secretary.
  
- 4) *Annual Retreat*. An annual GB retreat may be held to organize the selection and appointment of new members, to address new/old business, assess data, strategic planning, organizational structure, and for board development.
  
- 5) *Reasonable Notice*. Sufficient notice of meetings shall be provided at least 24 hours prior; notification shall be by written notice, telephone, or other electronic means. Public notice of meetings shall be available at the KANU office, as well as the KANU website, and the authorizer's website not less than six calendar days prior to the meeting.
  
- 6) *Quorum*. A simple majority of the full number of members shall constitute a quorum of the board for the transaction of business. When a quorum is present, a majority of the members present may take any action on behalf of the Board, except to the extent that a larger number is required by law, or by these By-laws. Every act of a majority of the members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees.
  
- 7) *Terms of Office*
  - a) Trustees serve for three (3) years with staggered terms.
  - b) Trustees shall serve no more than two (2) consecutive three (3) year terms, unless two-thirds of the trustees then in office shall vote to elect such Trustee to an additional term.
  
- 8) *Voting*
  - a) Parliamentary procedures shall be followed to introduce and approve motions, as outlined in Robert's Rules of Order.
  - b) Voting may take place only when a quorum of (50% plus one voting member) has been established.
  - c) Consensus shall be sought, however in the case of disagreements; decisions shall be made by a two-thirds majority vote of those members in attendance.

9) *Resignation and Removal*

- a) Any GB member may resign by providing written notice to the President.
- b) Any GB member who fails to complete their duties (as outlined in Article 3) may be considered for removal from the GB.
- c) GB members are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any member after such member's three unexcused, consecutive absences to ascertain the member's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board.
- d) Any GB member whose views and/or actions are found inconsistent with the mission/vision/purpose of the school may be considered for removal.
- e) Any GB candidate with a grievance or intent to file a grievance against KANU shall be removed from the Board.
- f) Any GB member who is being considered for removal shall be provided reasonable notice and shall be given sufficient opportunity to be heard by the GB.
- g) GB members may be removed only by a two-thirds vote of other members not currently being considered for removal.
- h) Any person terminated from KANU shall not serve on the Board.

10) *Conflicts of Interest* Whenever a GB member feels that s/he may have a conflict of interest, such conflict shall be disclosed in a meeting where decisions may be made that may give rise to that conflict. If a majority of the GB agrees that a conflict of interest may exist, the affected member shall refrain from any discussion beyond answering questions regarding the potential conflict, and will not be permitted to vote on the issues giving rise to the conflict.

11) *Code of Ethics.* The GB shall abide by ethics provision subject to 302B of the Hawai'i Revised Status. The GB is guided by the Principles of Best Practice adopted by the National Association of Independent Schools and is guided by its philosophy of cultural values and practices through aloha.

12) *No Personal Liability.* The GB and its members shall not be personally liable for any debt, liability of obligation of the Charter School. Section 26-35.5 HRS provides legal protection for the boards of New Century Public Charter Schools.

13) *Confidentiality.* Every GB member has a duty to maintain the confidentiality of all GB actions, discussions and votes held in executive sessions. These meetings shall be held only when confidential matters such as disciplinary acts and other student/personnel issues must be discussed.

Article 3.      Officers of the Governing Board

    A.      Terms of Officers

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Elections of officers shall be every two years. The four officers shall be: President, Vice-President, Secretary and Treasurer. No employee of a charter school or relative of an employee of a charter school may serve as the chair of the governing board of that charter school; provided that an authorizer may grant an exemption from the provisions of this subsection based upon a determination by the authorizer that an exemption is in the best interest of the charter school.

B. President

- 1) Chair all board meetings.
- 2) Oversee compliance, By-laws, and policies.
- 3) Select and supervise committee chairs, and ensure that all committees function appropriately.
- 4) Work closely with the Director on issues affecting the school and make recommendations to the board regarding these issues.
- 5) Work with other GB members and staff leaders to recruit new volunteers to the GB and its committees.
- 6) Ensure that individual GB members receive adequate training, performance monitoring and evaluation.
- 7) Makes representative statements for the board with board consensus, whenever possible.
- 8) Serve as signatory for financial transactions and official documents.

C. Vice-President

- 1) Perform all the duties of the President in the case of the President's absence, and when so acting, will assume the President's powers and be subject to the same restrictions.
- 2) The Vice-President shall have other powers and perform other duties as prescribed by the GB.

D. Secretary

- 1) Keep (or cause to be kept) minutes of the meetings of GB committees, including time, place and persons in attendance, as well as whether it was a Regular, Annual or Emergency (and if Emergency, how called), followed by a detailed account of the proceedings of each meeting.
- 2) Keep (or cause to be kept) a copy of the GB Bylaws, with amendments; to be available for reference at each meeting.
- 3) Give notice of upcoming GB meetings, as required by the Bylaws.
- 4) Have other powers and perform other duties as prescribed by the GB.
- 5) Be responsible for the management and safe keeping of GB archives and all previously recorded agenda meetings.

E. Treasurer

- 1) Along with the GB President, serve as a signatory for financial transactions.

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- 2) Oversee fiscal matters along with the Business Manager and report current budget information at monthly meetings, or upon request by GB members.
- 3) Be responsible for procuring auditors and assembling and implementing the annual self-audit team. (Note: discuss this with board)

### Article 4. GB Committees

The Board Members may appoint standing and/ or ad hoc committees as it thinks necessary for the effective governing of the school to include but not limited to Governance, Academic and Financial Committees. Each standing committee shall have a charge specific to its permitted activities; committees shall be populated by a majority of board members but also include those from outside the board who can bring expertise and knowledge to the task at hand. Committees shall not have authority to take legislative or administrative actions nor to adopt policies for the school.

#### A. Standing Committees

- 1) *Governance Committee*: Ratify personnel policies including but not limited to: codes of conduct for staff and students, evaluation and dismissal procedures, authorizing collective negotiations.
- 2) *Financial Committee*: Oversee any management, operational or service contracts over \$15,000.00 which is not specifically included as a line item in the budget. The GB shall enter into contracts, leases or other agreements which are necessary and/or desirable for promoting the interests of the school. Generate funds separate of supplemental grants and allotted funds to expend at the discretion of the GB
- 3) *Academic Committee*: Review student achievement data, benchmarks, standard and other multiple assessments of student progress

### Article 5. Additional Issues

#### A. School Administrative Duties

1) The School Administrative Structure shall be prescribed by the Governing Board via job descriptions based on the schools needs, goals, mission, and vision, and may be subject to change.

#### B. Amendments

By-laws may only be amended by a two-thirds vote of GB members.