

West Hawaii Explorations Academy

Governing Board Bylaws

ARTICLE I. GENERAL PROVISIONS

Section 1.1 Name: The name of the organization shall be West Hawaii Explorations Academy Public Charter School (WHEA PCS) Governing Board (GB), henceforth referred to in these bylaws as WHEA GB or GB.

Section 1.2 Definition: Whenever used in these bylaws, unless the context otherwise requires:

The GB 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 GB shall ensure its school complies with the terms of the charter contract between the authorizer and the school. The GB shall have the power to negotiate supplemental collective bargaining agreements with exclusive representatives of their employees (Act 130/2012).

Section 1.3 Fiscal Year: The fiscal year for WHEA GB is July 1 through June 30.

Section 1.4 Contact information: The mailing address is 73-4460 Queen Ka'ahumanu Hwy #105, Kailua-Kona HI 96740. Phone - 808-327-4751. Fax 808-327-4750.

Section 1.5 Notice of Non-discrimination: In all of its dealings, neither the WHEAPCS nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual orientation, gender identity, mental or physical disability or any category protected by state or federal law.

ARTICLE II. Governing Board

Section 2.1 Powers: The Governing Board shall implement the charter, determine the organization and management of the school, the curriculum, virtual education, and ensure compliance with applicable federal and state laws. The GB shall negotiate supplemental collective bargaining agreements with the exclusive representatives of their employees (HRS 302D-12(f)).

Section 2.2 Clarification of Powers: Without limiting the generality of the powers granted to the GB, but subject to the same limitations, the GB shall have all the powers enumerated in these Bylaws, conduct and manage the affairs and activities of the school, and make policies, rules and regulations for the Charter School. The GB powers are enumerated in Hawaii Revised Statutes (HRS) 302D-12(f):

- Ratify the School's mission statement, and any modification thereto
- Review assessment measures and performance criteria
- Provide ongoing support and oversight of the academic program and performance of the school
- Approve admissions policies for the school
- Set personnel policies, including: approving school work times, determining staffing needs, establishing qualification criteria, approval of new positions, approving codes of conduct, forming dismissal procedures, and authorizing and approving collective bargaining negotiations
- Hear appeals on student disciplinary and special education matters
- Hear complaints from any individual or group alleging any violation of the provisions of charter schools legislation, the charter itself, or any other provision of law relating to the management or operation of the charter school
- Provide necessary and proper oversight of all financial aspects of the charter school:
- Oversee the selection of GB members, and proper Board functioning and behavior
- Appoint or remove Director(s) (i.e. school principals)
- Approve management, operational, or service contracts in excess of \$1,000 not specifically included as a line item in the budget; enter into contracts, leases and other agreements which, in the Board's judgment, are necessary or desirable in obtaining the purposes of and promoting the interests of the school
- Conduct business in an ethically responsible way to maximize school resources to benefit the school's students and staff

Section 2.3 Organization: The GB shall be composed of at a minimum one representative from each of the following participant groups: employees of the school; director; parents of students attending the school; students; higher education; and the community.

Section 2.4 Members: There shall be eleven voting members of the GB. The GB shall consist of the following voting members:

- Three employees of the school selected by the school staff
- Two parents of students attending the school (one each middle and high school) selected by the GB
- Four members from the community at large selected by the GB
- One higher education representatives selected by the GB
- One student and one student alternate recommended by the students of the school and approved by the GB
- WHEA director may be ex officio non-voting member of the GB
- Employees of the school or relatives of employees of the school shall not exceed 30% of the voting membership of the GB

Section 2.5 Continuity of Authority: The GB will recognize all actions and commitments lawfully authorized by its predecessor, the WHEA Local School Board.

ARTICLE III. ELECTIONS

Section 3.1 Nominations: The WHEA GB in consultation with the WHEA community will identify the skills needed to assist the GB and best serve the school's goals, provide a diversity of perspectives, have the objectivity to accurately represent the interest of the school and community, demonstrate an understanding of best practices of non-profit governance and have strong financial and academic management and oversight abilities as well as human resources and fund raising experience (Act 130/2012). Each candidate must be willing to commit sufficient time to carry out the duties of a board member and should demonstrate an understanding and appreciation for the culture and norms of WHEA PCS and alignment with its mission, goals, and objectives. The GB shall advertise by email for recommendations and volunteers. Candidates will be voted on at the Annual Meeting.

Section 3.2 Elections: New and current members shall be elected or re-elected by ~~constituent-voting representatives~~ GB members at the annual meeting. They will be elected by a simple majority of members present at the annual meeting.

Section 3.3 Officer Election Procedures: Current GB Members shall be responsible for nominating a slate of prospective board members representing WHEA's diverse constituency as specified in Section 2.4. In addition, any member of the community may nominate a candidate to the slate of nominees.

Section 3.4 Term: The term for community, university and parents will be three years and begins on July 1. These three-year terms shall be staggered so that approximately $\frac{1}{3}$ of the voting member terms end each year. The term for instructional staff, support staff, students and director is for one year.

Section 3.5 GB Vacancies: In the event of a vacancy of a voting member position, the GB shall select by a majority vote, an individual to fill midterm vacancies. The term of office of a GB member elected to fill a vacancy in these bylaws begins on the date of the GB's selection, and continues for the balance of the unexpired term. The GB shall always maintain a voting membership of nine.

Section 3.6 Removal: Any GB member may be removed from office with or without cause by an affirmative vote of the majority of the GB at a regular or special meeting at which a quorum is present. If removal is being considered for a GB member, she/he shall be provided reasonable notice and an opportunity to be heard by the GB.

Section 3.7 Resignation: Any GB member may resign by delivering a written resignation to the Chairperson of the GB. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Non-excused-attendance at three consecutive board meetings may be considered a resignation and requires no written notice.

Section 3.8 Compensation: GB members shall serve without compensation for services except that they may be reimbursed for actual and reasonable expenses, including travel expenses, incurred in connection with conducting GB business.

Section 3.9 Reimbursement: Any board member may, if authorized by the GB, be reimbursed for necessary expenses, including travel expenses, reasonably incurred and documented by the board member or officer in the performance of duties as a board member or officer. All reimbursements shall be reported by the treasurer and made a part of the permanent fiscal record of the school.

ARTICLE IV. VOTING

Section 4.1 Quorum: A quorum of at least 6 voting GB members must be represented to take any action that requires a vote.

Section 4.2 Voting: A simple majority (51%) carries a vote.

Section 4.3 Tie Vote: The GB Chairperson votes only to break a tie.

Section 4.4 Decisions: Decisions made by the majority of the GB are the acts of the Board.

ARTICLE V. ACTIONS BY THE BOARD

Section 5.1 Duty to Maintain Board Confidences: Every board member has a duty to maintain the confidentiality of all board actions held in closed session, including discussions and votes. Any board member violating this confidence will be removed from the board.

Section 5.2 Student Members: The GB shall determine if the Student Representative should be present for discussion on any matter involving: (a) the performance evaluation or discipline of any administrator, faculty member or student; (b) administrator or faculty compensation; (c) handling of special education student matters, or similar situations where confidentiality is required; or (d) any other matter at the discretion of a majority of the board then present.

Section 5.3 Execution of Instruments: Any and all instruments executed in the name of the GB including, but not limited to; contracts, agreements, checks, drafts, certificates, applications and reports, shall be executed by any one or more officers, employees or agents of the school as authorized from time to time by the GB. Such authorization may be general or confined to specific instances. The GB can seek advice from the State Attorney General's office.

Section 5.4 Conflict of Interest: Whenever a GB member believes he/she may have a conflict of interest, such conflict shall be disclosed to all board members then present in a meeting where decisions may be made which could give rise to the conflict of interest. Should a majority of the Board agree that a conflict may exist, the Board member so affected shall refrain from any discussion beyond answering questions regarding the potential conflict, and will not be permitted to vote on the issue giving rise to the conflict. For the purpose of determining whether a quorum exists, the affected board member shall recuse him/herself

from the meeting. It is expressly not considered a conflict of interest, however, to discuss wages, working conditions and other personnel contractual information prior to and during the negotiations of contracts.

Section 5.5 Personal Liability: Under Hawaii Revised Statutes 302D-12(j) “The State shall afford the GB of any charter school the same protections as the State affords the board in accordance with section 26-35.5.” In turn, Hawaii Revised Statutes 302D-12(b) states, “no member shall be liable in any civil action founded upon a statute or the case law of this state, for damage, injury, or loss caused by or resulting from the members performing or failing to perform any duty which is required or authorized to be performed by a person holding the position to which the member was appointed.”

ARTICLE VI. MEETINGS

Section 6.1 GB meetings: Meetings are open and follow the Rules of Order below.

Section 6.2 Notice of meetings, agendas and minutes: Notice of meetings and agendas will be made available at the WHEA PCS Office and the Commission Office. They will also be posted on the WHEA PCS/GB and the Commission websites. Minutes must be posted within thirty (30) days of the meeting at which they were approved.

Section 6.3 Rules of Order: Interaction at GB meetings will adhere to the following principles:

- Every member has rights equal to every other member
- The will of the majority must be carried out
- The minority must be heard, and its rights protected
- Only one topic will be considered at a time
- Parliamentary procedures will be informally applied

Section 6.4 Annual Meetings: An Annual Meeting of the GB shall be held between May 1st and June 30th of the current year. The exact date, time and place shall be set by a resolution of the GB. Notification must be six (6) calendar days prior to the annual meeting. Notices and agendas also will be publicly accessible, posted in the WHEA Office available during office hours, on the GB page of the WHEA website and on the Commission website. Newly elected board members will begin their term on July 1st following the Annual Meeting.

Section 6.5 Regular Meetings: The GB meeting notices and agendas will be published at least six (6) calendar days prior to the meeting. Notices and agendas also will be publicly accessible, posted in the WHEA Office available during office hours, on the GB page of the WHEA website and on the Commission website. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment. At least six (6) Regular Meetings shall take place per fiscal year. An agenda and financial information will be given to each board member forty-eight (48) hours prior to each meeting.

Section 6.6 Special Meetings: Special meetings of the GB may be called by the Chairperson, Vice Chairperson, or any two board members. Notice of all regular and special meetings of the GB shall be given to all GB members a minimum of six (6) days prior to the scheduled meeting(s). An agenda and financial information, if applicable will be given to each board member forty-eight (48) hours prior to each meeting.

Section 6.7 Emergency Meetings: An emergency meeting may be conducted by phone, email or fax without a six day notice so long as a waiver is obtained from the Charter School Commission. With a quorum, all business conducted at such meetings will stand.

Section 6.8 Executive Session: All regular and special meetings of the GB shall be open to the public, except that, upon a vote of the majority of the members present, an executive session may be held to discuss any one or more of the following:

- Legal matters
- Confidential personnel matters
- Student disciplinary matters
- Any other matters permitted by law

The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the board may be present during the executive session. The board shall not make final policy decisions, nor shall any resolution, rule, regulation or formal action or any action approving a contract or calling for the payment of money be adopted or approval at any session which is closed to the general public. Matters discussed during executive sessions shall remain confidential among those attending. The Secretary of the GB shall maintain topical minutes of all executive session items that result in public board action.

Section 6.9 Adjournment: Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Date and time will be recorded in the minutes.

ARTICLE VII. OFFICERS OF THE GB

Section 7.1 Officers: The officers of the GB consist of a Chairperson (hereinafter "Chair"), Vice Chairperson (hereinafter "Vice Chair"), a Secretary and a Treasurer. The GB also may have such other officers as the GB deems advisable.

Section 7.2 Chair: The Chair, as it represents the GB and its decisions, has general supervision and direction of the affairs of the school. The Chair shall preside at GB

meetings and establish the agenda. No WHEA employee including director or a relative of a WHEA employee may serve as chair of the GB. (Act 130/2012).

Section 7.3 Vice Chair: If the Chair is absent, the Vice Chair shall perform all the duties of the Chair and shall have the Chair's duties, responsibilities and restrictions. The Vice Chair may have other powers and duties as the board may decide.

Section 7.4 Secretary: The Secretary shall:

- Maintain a current book of minutes of all meetings of the board and board committees. Minutes of each meeting will record the time and place of the meeting, regular or special meeting and how authorized, the notice given, names of those present, and the proceedings. Minutes must be posted at a publicly accessible area on the WHEA PCS website and Commission Office within thirty days of the meeting at which they were approved (Act 130/2012).
- Keep a copy of the school's charter and approved school policies
- Keep bylaws current. As the bylaws are amended, the Secretary will insert the amendments into the current bylaws, and add the date at the end of the amended section. Copies shall be given to all board members. The bylaws shall be electronically stored in at least two locations for future use.
- Give 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

Section 7.5 Treasurer: The Treasurer make a status report at each board meeting to keep GB members apprised of the financial health of the school. In addition, the Treasurer shall chair the Audit Committee, assist in the preparation of the budget and make financial information available to board members and the public.

Section 7.6 Office Election, Eligibility and Term of Office:

a. Officer Elections: The GB shall elect the officers at the Annual Meeting.—Officers elected to fill vacancies shall be elected as vacancies occur.

b. Eligibility: With the exception of the position of Chair, a GB member may hold any number of offices. The Secretary or Treasurer may not serve concurrently as the Chair.

c. Term of Office: All officers may be re-elected as long as they have been duly elected or appointed to serve on the GB.

Section 7.7 Removal and Resignation: The Board may remove any officer at any time, either with or without cause, by vote of a majority of board members then in office. Such removal shall not prejudice the officer's rights, if any, under an employment contract. Any officer may resign at any time by giving written notice to the GB, the resignation taking effect on receipt of the notice or at a later date as specified in the notice.

Section 7.8 Vacancies: If the office of any officer becomes vacant, the board shall elect a successor. Each such successor shall hold office for the unexpired term.

ARTICLE VIII. COMMITTEES

Section 8.1 Committees: Committees serve at the pleasure of the board. The board may appoint such committees as it may from time to time determine necessary or advisable, and may delegate, to the extent permitted by law or these bylaws, such powers and duties thereto as it may deem advisable. Such committees may include but are not limited to curriculum development, personnel recruitment, public relations, professional development, resources development, student recruiting, finance, technology integration, etc.

Section 8.2 Audit Committee: There shall be an Audit Committee consisting of three GB members. These members can not be employees. The Committee will annually review and retain the independent auditor and upon completion of the audit review the results of the audit and any related management letter. In addition, the Committee shall:

- Review with the independent auditor the scope and planning of the audit prior to the audit's commencement
- Upon completion of the audit, review and discuss with the independent auditor:
 - Any material risks and weaknesses in internal controls identified by the auditor
 - Any restrictions placed on the scope of the auditor's activities or access to requested information
 - Any significant disagreements between the auditor and management
 - The adequacy of WHEAPCS's accounting and financial reporting processes
- Annually consider the performance and independence of the auditor
- Report on the Committee's activities to the GB

ARTICLE IX AMENDMENTS OF THE BYLAWS

Section 9.1 Amendments: The GB shall have the power to make, amend, or repeal the bylaws, either in whole or in part. The bylaws may be amended at any regular meeting of the GB or any called for that purpose. Written notice stating the time and location of the regular meeting or special meeting must be given to all GB members not less than six (6) days prior to the meeting at which such change(s) shall be proposed and voted upon. Any change shall require the approval by a two-thirds (2/3rds) vote of the GB voting members.

ARTICLE X DISSOLUTION

Section 10.1 Decision to Dissolve. The dissolution of the GB shall be by two-thirds vote of current voting members at an Annual, Regular or Special meeting as described in Article VI of these bylaws.

Revised: 02/06/20

Certification. I, Kaia Anderson, hereby certify that I am Secretary of the West Hawaii Explorations Academy GB and that the foregoing Bylaws of the GB were duly adopted by the members of the GB on the 19th day of February 2020.

Signed: Kaia Anderson