

BYLAWS
OF
HAKIPU'U LEARNING CENTER, A HAWAI'I PUBLIC CHARTER SCHOOL

ARTICLE I. NAME

Section 1. NAME. The name of this corporation is Hakipu'u Learning Center, hereinafter referred as "Corporation."

ARTICLE II. PRINCIPAL OFFICE

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office of the corporation is located in the City and County of Honolulu, State of Hawai'i. The Governing Board may establish the specific site of the principal office.

ARTICLE III. PURPOSE

Section 1. GENERAL PURPOSE. The specific and primary purpose of the Corporation is to manage, operate, guide, direct and promote the Hakipu'u Learning Center a Hawai'i public charter school formed and organized pursuant to applicable Federal and Hawai'i Charter School Law.

Section 2. SPECIFIC OBJECTIVES AND PURPOSES. The specific objectives and purposes of the Corporation shall be to provide a high quality, student centered, place and project-based, maoli-focused learning environment that:

Maintains this charter school as an innovative living system serving the youth and families of Hawai'i with - learning experiences focused on building knowledge and skills through inquiry, creativity, and critical thinking;

Provides learning experiences which integrate traditional Hawaiian values with the students' contemporary context;

Preserves and perpetuates the arts, culture, history, practices, and traditions of Hawai'i through educational experiences in the natural environment of Hawai'i; and

Provides opportunities for the networking of individuals and groups to apply knowledge and skills to contribute to the wellbeing of families, communities and this world.

Section 3. NON-DISCRIMINATION. The Corporation shall not discriminate on the basis of race, color, religion, national origin, gender, age, disability, or genetic information in either the hiring and other employment practices of the school or in its admission policies for students. Further, the Corporation 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. The Corporation shall conduct all of its activities in accordance with applicable local, state, and federal anti-discrimination laws, as well as in accordance with other laws and regulations applicable to the operation of public charter public schools in the State of Hawai'i.

ARTICLE IV. MEMBERS

Section 1. MEMBERSHIP. The Corporation shall have no voting members, but the Governing Board may, by resolution, establish one or more classes of members and provide eligibility requirements for membership, rights, and duties of the members.

ARTICLE V. GOVERNING BOARD

Section 1. GENERAL POWERS. Subject to the provisions and limitations of these Bylaws and any other applicable laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Governing Board constituted of "Directors", hereinafter referred as "Board" and "Directors". The Board and its Directors, individually, have three fundamental, fiduciary duties: duty of care, duty of loyalty, and duty of obedience.

The Board may delegate the management of the Corporation's activities to person(s), management company, or committees, however composed, provided that the activities and affairs shall be managed and all powers shall be exercised under the ultimate direction of the Board.

Section 2. SPECIFIC POWERS. The Board shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the Corporation, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Board may, by general resolution, delegate to committees of its own number or to officers of the Corporation such powers as it may see fit for specified periods of time. The Board shall conduct its work in accord with National Association of Independent Schools: Principles of Best Practices.

The Board shall be the autonomous governing body of the Corporation and has the independent authority to:

- a. Provide oversight for operational, financial, and academic viability of the Corporation and its school charter;
- b. Insure implementation of the school charter;
- c. Determine the Corporation organization and management model;
- d. Define the curriculum and instructional model and level of virtual education of the school program; and
- e. Ensure compliance with applicable federal and state laws.

Section 3. NUMBER AND DETERMINATION OF DIRECTORS. Directors are individual members of the Board. The Board shall consist of not fewer than nine (9) persons and not more than fifteen (15) within which no more than thirty percent shall be employees or relatives of employees of the Corporation, as determined by the Board. Additionally at its discretion, the Board may establish ex-officio members in a voting or non-voting capacity. Directors shall be persons who:

- a. Provide the Board with a diversity of perspective and a level of objectivity that accurately represents the interests of Corporation and the surrounding community and may possess strong financial analysis, academic management, oversight abilities, human resource or fundraising experience, etc. as may be required by the Corporation from time to time; and
- b. Demonstrate an understanding of best practices of non-profit governance.

Section 4. NOMINATIONS. Directors, program participants and/or community members may nominate qualified candidates for election to the Board by writing to the Chairperson of the Board at least thirty (30) days before the date of any election of Directors. The Secretary shall forward a list of all nominated candidates to each Director with the meeting notice.

Section 5. BOARD TERM. Directors shall be elected by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board and shall serve for a term of three years each, but shall be so elected that approximately one third are elected each year. Directors may be elected for up to three consecutive terms. Any Director may resign at any time by giving written notice to the Chairperson of the Board.

Section 6. REPLACEMENT OF DIRECTORS. Should a Director resign, be removed, or otherwise leave the Board, the Board may elect a Director to serve for the duration of the unexpired term.

Section 7. REMOVAL OF DIRECTOR. A Director may be removed from the Board by an affirmative vote of at least 75% of the Directors at a duly called meeting. Not less than five days nor more than thirty days written notice of such meeting, stating that removal of such Director is to be on the agenda, shall be given to each Director. Such Director will have the opportunity to respond to a call for removal. Any Director may resign from the Board at any time by giving written notice to the Corporation.

Section 8. DIRECTOR COMPENSATION. No compensation shall be paid to any Director for services as a member of the Board. The Board, by resolution, may authorize the payment to a Director of a reasonable amount of compensation to reimburse for expenses incurred on behalf of the Corporation or for the delivery of program services, outside of the role of Director, in furtherance of the purposes set forth in the purpose clause hereof. The Director shall present receipts for all such expenses, which shall be for the Director only, and shall be itemized and documented. A motion of the Board shall approve such expenses.

Section 1. ANNUAL MEETING. The Board shall hold regular meetings for the purposes of organization, selection of Directors and officers, and the transaction of other business.

Section 2. REGULAR MEETINGS. The Board of Directors shall meet at least quarterly and may hold its meetings at such times, places, and venues in person or virtually or delegate this authority to the Chairperson as a majority of the Directors on the Board determines.

Section 3. SPECIAL MEETINGS. Special meetings of the Board may be called at any time upon request of the Chairperson or thirty percent of the Directors, provided that any such request shall specify the purpose of the meeting. Such a meeting shall be held within fifteen (15) days of such a request.

Section 4. EXECUTIVE SESSIONS. The Board may hold executive sessions. Such meetings may be held upon majority vote of the Governing Board or called by the presiding Director for reasons which include but are not limited to the following circumstances:

- a. Discuss the reputation, character, or health of an individual;
- b. Consider the dismissal or discipline of an employee;
- c. Discuss strategy related to litigation or collective bargaining;
- d. Consider the purchase or lease of real property where such negotiations may be compromised by public discussion;
- e. Investigate charges of criminal misconduct;
- f. Discuss the use of security devices; or
- g. Applicable law requires discussions in private.

Section 5. MEETING VIA COMMUNICATIONS EQUIPMENT. The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of "synchronous" communication, i.e., in which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by these means is deemed to be present in person at the meeting. Directors are also allowed to vote by "asynchronous" communications conditioned in Section 8, below.

Section 6. MEETING ATTENDANCE. Directors are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any Director after such Director's three unexcused, consecutive absences to ascertain the Director's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board.

Section 7. MEETING NOTIFICATION. Written notice of regular and special meetings shall be given not less than six (6) calendar days prior to such meetings, provided however, that the authorizer may grant a waiver of this provision in the case of an emergency to the Board, and the Secretary shall enter it in the minutes or other records of the meeting.

Section 8. QUORUM. At all meetings of the Board, a simple majority a number more than half the total, of the Directors then in office, shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 9. VOTING. Consensus shall be sought, however in the event that a consensus is not possible, decisions shall be made by a two-thirds majority vote of those members in attendance. Voting may be done in person, in writing, or by proxy pursuant to the following conditions:

- a. Voting by Proxy. A Director may appoint a proxy to vote or otherwise act for the Director and such appointment shall be communicated to the Board Chair and/or Secretary in written form. The appointment does not relieve the Director of liability for acts or omissions imposed by law on Directors. A Director may submit a written authorization for another Director to vote or act for the signer for any Board action except those related to organization level budget and finance. An appointment of a proxy is effective when received by the Corporation. The proxy authority is limited to the deliberations of the specific Board meeting indicated. Proxy appointment cannot be counted toward Board member attendance.

Section 10. ACTION WITHOUT A MEETING. Action required or permitted by law or these Bylaws to be taken at a meeting of the Board may be taken without a meeting if notice of the action is given to all of the duly

ected and qualified directors of the Corporation. The action must be evidenced by written vote describing the action taken, signed by at least two thirds of quorum, and included in the minutes filed with the corporate records reflecting the action taken.

ARTICLE VII. OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, and such other officers as the Board may determine. A different Director shall hold each office.

Section 2. ELECTION AND TERM OF OFFICE. The officers of this corporation shall be elected annually by the affirmative vote of the Board as defined above. They shall serve terms fixed by the Board.

Section 3. REMOVAL OF OFFICERS. Any officer may be removed from office by an affirmative vote of 75% of all the members of the Board at a duly held meeting for which notice stating such purpose has been given in advance of the meeting. The Director shall have the opportunity to respond to a call for removal. Any Director may resign from office at any time by giving written notice to the Corporation.

Section 4. VACANCIES. A vacancy in an office because of resignation, removal, or other situation(s) resulting in a vacancy may be filled by the majority vote of the Board.

Section 5. DUTIES OF THE CHAIRPERSON. The Chairperson shall be the Chief Executive Officer of the Corporation, shall be responsible, along with his/her fellow Directors, for the oversight of the long-term goals, strategies, business and affairs of the Corporation. He/she shall preside at all meetings of the Board.

The Chairperson shall have full and equal vote as accorded to all Directors. The Chairperson may enter into and execute in the name of the Corporation contracts or other instruments that are authorized by the Board. He/she shall serve as the liaison between the Board and the community.

The Chairperson may delegate, as needed, to any other officer any or all of the duties of the office of Chairperson. He/she shall have such other powers and duties as may be prescribed by the Board or by these By-laws.

Section 6. DUTIES OF THE VICE-CHAIRPERSON. The Vice-Chairperson shall, in the absence of the Chairperson, carry out the duties of the Chairperson and shall have other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. DUTIES OF THE SECRETARY. The Secretary shall keep or cause to be kept the minutes of all meetings of the Board, including the time and place, the names of those present, the actions taken, and the voting results regarding such actions. The Secretary shall present the minutes of the previous meeting at the subsequent meeting to be voted on by the Board and duly noted in the minutes of the instant meeting. The Secretary shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. DUTIES OF THE TREASURER. The Treasurer shall be charged with or supervise the charge and custody of all funds of this Corporation and the deposit of such funds in the manner prescribed by the Board. The Treasurer shall keep and maintain or supervise the keeping and maintaining of adequate and correct accounts of this Corporation's properties and business transactions. The Treasurer shall serve as a signatory for Corporation financial transactions. The Treasurer shall ensure the rendering of reports and accountings as required, be responsible for procuring auditors and assembling and implementing the annual self-audit team, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VIII. COMMITTEES

Section 1. COMMITTEES. The Board may appoint such standing committees and/or ad hoc committees as it deems necessary for the effective governing of the school.

Each standing committee shall have a charge specific to its permitted activities. Each ad hoc committee shall have a charge specific to its permitted activities and that charge shall include the date on which the committee is to present its final report to the Board and is dissolved.

The function of any committee established shall be fact-finding, deliberative, and advisory to the Board. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school.

Committees may be constituted of Directors or other interested persons as selected by the Board.

ARTICLE IX. OTHER PROVISIONS

Section 1. INDEMNITY. To the full extent permitted by the Hawaii Nonprofit Corporation Act HRS 414D, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, wherever and by whomsoever brought, including any such proceeding by or in the right of the Corporation, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, officer, or member of the Corporation, shall be indemnified by the Corporation against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action. The indemnification shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 2. CONFIDENTIALITY. Every Director has a duty to maintain the confidentiality of all Board actions, discussions and votes held in executive sessions. These meetings shall be held only when confidential matters such as legal, disciplinary acts, and other student/personnel issues must be discussed.

Section 3. CODE OF ETHICS. The Board 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.

Section 4. CONFLICTS OF INTEREST. Whenever a Director feels that a conflict of interest exists, s/he shall disclose such concern in a meeting where decisions may be made relative to that conflict to that conflict. If a majority of the Board agrees that a conflict of interest may exist, the Board shall determine whether the person may be allowed to participate and/or vote on the issue under deliberation. In event that the affected Director is not allowed to participate, s/he shall refrain from any discussion beyond answering questions regarding the potential conflict, and will not be permitted to vote on the issue(s) giving rise to the conflict.

Section 5. INSURANCE. The Corporation shall ensure that Directors individually and the Board collectively are protected from liability by ensuring that it maintains Board & Officer Insurance. The Corporation may provide other forms of insurance considered necessary and prudent as protection against possible claims.

ARTICLE X. DEDICATION OF ASSETS

Section 1. DEDICATION OF ASSETS. Upon the dissolution of the corporation, its assets, shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLES XI. AMENDMENT OF THE BYLAWS

Section 1. AMENDMENTS. The Board may from time to time adopt, amend, or repeal all or any of the Bylaws of this Corporation by an affirmative vote of not less than 75% of the Board without use of proxy.

ARTICLE XII. MISCELLANEOUS

Section 1. FISCAL YEAR. The fiscal year of this Corporation shall be from July 1st to June 30th of the following year.

Section 2. CONTRACTS, NOTES, AND CHECKS. The Board, or the person or persons of this Corporation confer with such power through a Board Resolution from time to time, shall authorize all contracts entered into on behalf of this Corporation. Except as otherwise provided by law, every check, draft, promissory

note, money order, or other evidence of indebtedness of the Corporation shall be signed by the person or persons on whom such power may be conferred by the Board, by resolution, from time to time.

Section 3. LOBBYING. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal, tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. SEVERANCE. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. In any instance in which the provisions of these Bylaws are in conflict with the provision of the Charter, the provisions of the Charter shall control.

ARTICLE XIII. REQUIRED REPORTS

Section 1. ANNUAL REPORTS. The board shall cause an annual report to be sent to Directors within 180 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- a. An independent accountants' report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records the following, and
- b. Any other information the Board deems relevant.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.

The Corporation shall, within 180 days after the end of the Corporation's fiscal year, annually prepare and mail or deliver to each Director, as part of the annual report to all Directors or as a separate document, a statement of any transaction involving an "interested" party or indemnification action.

Certification

I certify that I am the Secretary of the above-named Organization, and that the foregoing Bylaws were adopted as the bylaws of the Organization by its Board of Directors on December 16, 2012 in Honolulu, Hawai'i.

Hakipu'u Learning Center Governing Board: Secretary Date