

Innovations Public Charter School Governing Board

BYLAWS

I. GENERAL PROVISIONS

A. Name: Innovations Public Charter School, referred to in these by-laws hereafter as IPCS.

B. Purpose: IPCS is a charter school serving the educational needs of Hawai'i students. The school provides unique and expanded educational opportunities for students in a small school setting. IPCS was created for the specific purpose of improving the lives of diverse students and families through the delivery of real world project-based curriculum and facilitation of access to a wide range of services and experiences that help families nurture and educate their children.

C. Location: North Kona

D. Mailing Address: 75-5815 Queen Ka'ahumanu Hwy., Kailua-Kona, HI 96740

E. Phone: 808-331-3130 Fax: 808-331-3140

F. Fiscal Year: The fiscal year of the charter school shall end on June 30 each year unless otherwise decided by the Board.

II. GOVERNING BOARD

A. Powers: The Governing Board shall be the autonomous governing body of IPCS and shall have oversight of 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, blended education, and compliance with applicable federal and state laws. The governing board shall have the power to negotiate supplemental collective bargaining agreements with the exclusive representatives of their employees.

Without limiting the generality of the powers here granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, conduct and have oversight of the affairs and activities of the school, make rules and regulations for the Charter School and exercise the following specific powers:

1. Ratifying the school's mission statement, and any modifications thereto;
2. Providing ongoing support and oversight of the academic program and performance of the school;
3. Approving admissions policies for the school;

4. Oversight of personnel policies, including: approval of new hires, approving codes of conduct, and authorizing and approving collective negotiations;
5. Hearing appeals on student disciplinary and special education matters;
6. Hearing complaints from any individual or group alleging any violation of the provisions of the Charter Schools Act, the charter itself, or any other provision of law relating to the management or operation of the charter school.
7. Providing necessary and proper oversight of all financial aspects of the charter school.
8. For Board members, oversight of selections to the Board, and administering removals from the Board.
9. Final approval of Teacher Team's recommendation for appointment or removal of the school Teacher/Director(s).
10. Approval of any management, operational, or service contracts in excess of \$10,000 not specifically included as a line item in the budget; enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of the school.
11. Carry on business activities at a profit and apply any profit that results from the business activity to any activity in which the school may engage.
12. Act as trustee under any trust incidental to the school's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust.
13. Establish or modify investment policies.
14. Acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property.
15. Borrow money, incur debt, and execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
16. Lend money and accept conditional or unconditional promissory notes therefore, whether interest or non-interest bearing, or secured or unsecured.

B. Organization: The IPCS Governing Board shall be structured to represent all primary stakeholders of the charter. The Board organization will be reviewed annually to ensure all primary stakeholders are represented.

C. Structure: The Board will be comprised of thirteen (13) members. Four (4) representatives from the school staff and nine (9) other positions composed of non-staff members. Board

positions shall meet the skill set needs of a governing board including but not limited to:

- financial – banking
- personnel – human resources
- education – curriculum
- legal – law
- fundraising – budget
- construction – architecture
- technology

Hawaii law (Act 130 (2012)) provides that the school board be known as the Governing Board (“GB”), and also requires that not have more than 30% of the GB members be employed by the school and that the Board President not be employed by the school or be related to any employee of the school.

D. Appointment of Board Members: All board members will be appointed by the GB following the Innovations’ Governing Board recruitment and appointment policy.

E. Chair: The Governing Board Chair shall be chosen from among the independent non-staff representatives of the GB. Appointment of GB officers, term length, and term rotation will conform to the school’s by-laws with the goal of ensuring continuity of leadership. The by-laws will also provide a method for the expansion of the GB, if that proves desirable, and the removal of board members, if needed.

- Board Officers will be appointed within the first month of the new board term
- Board members are appointed for a 3 year term
- There are no term limits
- Term rotation has been set up to ensure the continuity of leadership

F. Tenure: The regular term for Governing Board members and alternates shall begin January 1st

1. The term of office of a Board member appointed to fill a vacancy in these by-laws begins on the date of the Board’s appointment and continues:
 - a. For the balance of the unexpired term in the case of a vacancy created because of the resignation, removal or death of a Board member or
 - b. For the term specified by the Board in the case of a vacancy resulting from the increase of the number of Board members authorized.
2. Upon expiration of a Board member’s term, a board member can be reappointed for another term.

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

H. Compensation and Conflict of Interest: Board members shall serve without compensation for services rendered as a board member or officer. No board member shall, as a private person, engage in any business transaction with the Charter School of which he or she is a member, except that a Board member may receive reasonable compensation for services rendered as an employee or subcontractor of the School (permissible activities: teacher, secretary, aide, curriculum development, team hired for general grounds cleanup, summer program coordinator, etc.). In this latter case, pay shall be commensurate with the employment. A board member may not take official board action affecting their school employment.

I. Reimbursement: Any Board member may, if authorized by thGB, 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 part of the permanent fiscal record of the school.

J. Conflict of Interest: Whenever a director 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 that could give rise to the conflict of interest. Should a majority of the board agree that a conflict might 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 purpose of determining whether a quorum exists, the affected board member shall be deemed to be absent 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. All board members must comply with the Hawaii State Ethics Code, HRS Chapter 84.

K. No Personal Liability: The GB of the Charter School shall not be personally liable for any debt, liability or obligation of the Charter School. Charter schools are state agencies, indemnified by the state.

L. 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 may be removed from the Board.

III. BOARD MEETINGS

A. Annual: The Board shall hold an annual organizational meeting on the first Friday of the teachers' start date of each year for the purpose of reviewing the vision / mission and setting goals for the upcoming year. Notice of the annual meeting shall be given to all interested stakeholders prior to the date of the annual meeting.

B. Regular: Regular meetings of the Board shall

(1) Make available the notices and agendas of public meetings:

(A) At a publicly accessible area in the governing board's office or the charter school commission office so as to be available for review during regular business hours;

(B) On the governing board's or charter school's Internet web site and the charter school commission office's internet website not less than six calendar days prior to the public meeting, unless a waiver is granted by the executive director in the case of an emergency; and

(2) Make available the minutes from public meetings on a timely basis and maintain a list of the current names and contact information of board members and officers in:

(A) The governing board's office or the charter school commission's office so as to be available for review during regular business hours; and

(B) On the governing board's and the charter school's Internet website.

Minutes shall be taken at each meeting. Minutes shall indicate members present and decisions by the board.

C. Special: Special meetings of the Board may be held at any time and place when called by the Board Chairperson or by two or more of the Board members. Notice of any special meeting shall be given via email twenty - four hours in advance of the meeting. Board members without email shall be notified by phone, if possible.

D. Reasonable and Sufficient Notice: For regular meetings it shall be reasonable and sufficient notice to a Board member to receive notice via e-mail at least six days in advance of the meeting. Board members without e-mail shall be notified by phone, if possible.

IV. ACTION BY THE BOARD

A. Quorum: A quorum requires the presence of representatives and alternates equaling or exceeding 50% of the number of current voting Board members.

B. 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.

C. Actions by the Board:

1. Actions Taken at Board Meetings.

- a. The actions done and decisions made by a majority of the Board members and alternates present at a meeting duly held at which a quorum is present are the actions and decisions of the Board.

- b. The Board may continue to transact business at a meeting at which a quorum was originally present, even though Board members withdraw, provided that any action taken is approved by at least a majority of the quorum required.

2. Actions Without a Meeting. The Board may take any required or permitted action without a meeting if all the Board members and alternates are notified by e-mail of the impending consideration and the number of board members affirming the action is equal to or greater than the number required to take such action considering all board members to be present. Consent can be in the form of e-mail or letter. Such consent shall be reviewed at the next scheduled meeting of the board, and shall be filed with the minutes of that meeting.

3. Board Meeting by Conference Telephone. Board members may participate in a Board meeting through use of conference telephone or similar communication equipment, so long as all Board members participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

4. Email communications may be used for dissemination of information when communicating in a meeting cannot occur in a timely manner. Email communications requesting confidentiality shall be kept so.

V. OFFICERS OF THE BOARD

A. Officers: The officers of the GB consist of a Chair, Vice Chair, a Secretary and a Treasurer. The GB may have such other officers as the Board deems advisable.

1. Chair: Subject to Board control, the Chair has general supervision, direction and control of the affairs of the Board, and such other powers and duties as the Board may prescribe. If present, the Chair shall preside at Board meetings and establish the agenda. No chief executive officer, chief administrative officer, executive director or otherwise designated head of the school may serve as chair of the local school board (HRS 302B-7(b)).

2. Vice Chair: If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe.

3. Secretary: The Secretary has general supervision, direction and control of the records of the Board, and such other powers and duties as the Board may prescribe.

4. Treasurer: The Treasurer has general supervision, direction and control of the records of the Board, and such other powers and perform such other duties as the Board may prescribe

B. Election, Eligibility and Term of Office

1. Election: The Board shall elect the officers annually at the Annual Meeting or a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.

2. Eligibility: A Board member may hold any number of offices, no chief executive officer, chief administrative officer, executive director, or otherwise designated head of a school may serve as the chair of the governing board. Also, neither the Secretary nor Treasurer may serve concurrently as the Chair.

3. Term of Office: Each officer serves at the pleasure of the Board, holding office until resignation, removal or disqualification from service, or until his or her successor is elected.

C. 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 corporation, the resignation taking effect on receipt of the notice or at a later date as specified in the notice.

D. Vacancies: If the office of any officer becomes vacant, the constituent group selects replacement representative for the board (HRS 302B-7(a)). Each such successor shall hold office as specified above in this document (B3. Term of Office).

VI. COMMITTEES

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 by-laws, such powers and duties thereto as it may deem advisable.

VII. SCHOOL MANAGEMENT

IPCS ADMINISTRATION: IPCS will be managed by a Teacher/Director, assisted by a Business Manager, a School Office Coordinator and a Facility Maintenance Manager. The Teacher Team will elect and the Board will approve a Teacher/Director for a two-year renewable term. The Business Manager will be selected by the Teacher/Director and approved by the Board. The school staff shall carry out the day-to-day administration of the school in a collaborative manner. Responsibilities of the Business Manager, Teacher/Director, School Office Coordinator and Facility Maintenance Manager are found in the Detailed Implementation Plan.

VIII. PERSONNEL

Oversight of personnel policies, procedures, recruitment and retention shall be the responsibility of the Board. The Teacher Team shall annually appoint the Personnel Committee (Leadership

Team), which shall have the responsibility to make recommendations regarding personnel matters to the Board.

XI. OTHER PROVISIONS

Investments: In investing and dealing with all assets held by IPCS, the Board shall act in good faith, in a manner that each Board member believes to be in the school's best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. The Board will avoid speculation, looking instead to the permanent disposition of funds, considering the probable income, as well as the probable safety of the school's capital. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the school.

Amendments: These Bylaws may be amended by a two-thirds majority of the present Board members, provided a quorum is present.