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2 BYLAWS  
3 OF  
4 LANIKAI ELEMENTARY PUBLIC CHARTER SCHOOL  
5 ARTICLE I  
6 OFFICE  
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8 **Section 1.0 1. Principal Office.** The street and mailing address of Lanikai Elementary Public Charter School Local  
9 School Board (LSB) principal office is 140 Alala Road, Kailua, Hawaii 96734-3199.  
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11 ARTICLE II  
12 DIRECTORS  
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14 **Section 2.01. Number and Qualifications.** All positions are voluntary. There will be a maximum of eight directors. The  
15 school principal, one representative from the instructional staff; one representative from the support staff, one  
16 representative from the students, two representatives from the parents of students, and two representatives from the  
17 community-at-large. The President of the Student Council is the de-facto student member. The instructional staff and  
18 the support staff will be non-voting directors with regard to human resource decisions. The student member will be a  
19 non-voting member.  
20

21 **Section 2.02 Elections.** Elections will be held to fill available Board of Directors positions from their respective  
22 constituent group. The Board of Directors will determine the group or association that will be responsible for  
23 facilitating the election from each of these groups. The representatives of the community-at large will be appointed by  
24 the Board of Directors. Each director position will have a term of three years. Terms will begin at the time of the  
25 August meeting of the Board of Directors, or if there is no such meeting, on August 31. Each new director must be  
26 appointed by his or her respective constituent group by May 1 of the year of his or her August term commencement.  
27 No individual who has been removed from the Board of Directors previously may serve as a director. Community-at  
28 large members must not have an immediate family relation to a person on the Board of Directors who is a member of  
29 one of the other represented constituent groups.  
30

31 **Section 2.03. Quorum.** A quorum is defined as a majority of the number of directors fixed in accordance with Section  
32 2.01 of these Bylaws. The act of the majority of the directors present at a meeting at which a quorum is present will be  
33 the act of the Board of Directors.  
34

35 **Section 2.04. Vacancies.** In the case of any vacancy or vacancies in the Board of Directors, the remaining directors,  
36 although less than a quorum, may fill the same by the affirmative vote of a majority of the remaining directors;  
37 provided, however, that if the former director was the representative on the Board of the instructional staff, the support

1 staff, the parents of students, or the student body, the Board of Directors will appoint the representative elected by that  
2 constituent group. If a director position was vacated prior to the expiration of the term, the person elected to fill that  
3 vacancy will be elected for the unexpired term of such director's predecessor in office.

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5 **Section 2.05. Regular Meetings.** Regular meetings of the Board of Directors may be held at such times as the business  
6 of the LSB will require according to resolutions of the Board of Directors. The public will receive notice of a meeting  
7 of the Board of Directors a minimum of six days prior such meeting.

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9 **Section 2.06. Special Meetings.** Special meetings of the Board of Directors may be called by any director. Such  
10 special meetings will be held at such place and at such time as will be fixed by the person or one of the persons so  
11 authorized and calling such special meeting.

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13 **Section 2.07. Notice.** Notice of the time and place of any meeting of the Board of Directors for which notice is  
14 required will be given to each director by the Secretary or by the person or one of the persons calling the meeting, not  
15 less than forty-eight hours before the date set for the meeting, by advising each director by telephone, by electronic  
16 mail, by word of mouth, or by leaving written notice of such meeting with each director or at the residence or usual  
17 place of business of each director, or by sending written notice of such meeting by first-class mail, postage prepaid,  
18 not less than five nor more than fifteen days before the meeting, to each director at such director's last known address  
19 as it appears on the records of the LSB. Non-receipt of any such notice will not invalidate any business done at any  
20 meeting at which a quorum is present. The presence of any director at any meeting will constitute a waiver of the  
21 requirement of giving of notice of said meeting to such director, except where a director attends a meeting for the  
22 express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.  
23 Any director or directors, whether attending a meeting or not, may, prior to, at the meeting, or subsequent thereto,  
24 waive notice of the meeting by written waiver signed by such director or directors.

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26 **Section 2.08. Telephone Meetings.** Subject to the notice requirements in Section 3.06 of these Bylaws, members of the  
27 Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or of  
28 such committee by means of a conference telephone or similar communications equipment by means of which all  
29 persons participating in the meeting can hear each other at the same time. Participation by such means will constitute  
30 presence in person at a meeting.

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32 **Section 2.09. Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of  
33 Directors or any committee designated thereby may be taken without a meeting if all the directors or all of the  
34 members of the committee, as the case may be, sign a written consent setting forth the action taken or to be taken at  
35 any time before or after the intended effective date of such action. Such consent will be filed with the minutes of the  
36 Board of Directors or committee, as the case may be, and will have the same effect as a unanimous vote.

1 **Section 2.10. Removal of Directors and Filling of Vacancies.** At a meeting of directors called expressly for that  
2 purpose, any director may be removed, with or without cause, by a vote of a majority of the directors then entitled to  
3 vote. Pursuant to Section 2.04, the directors may fill any vacancies which exist in the Board of Directors.  
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5 **Section 2.11. Powers of Directors.** The Board of Directors has the fiduciary duty to control and direct the business and  
6 affairs of the LSB and to exercise all the powers and perform all the acts which the LSB may legally exercise and  
7 perform.  
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9 **Section 2.12. Presumption of Assent.** A director present at a meeting of the Board of Directors at which action on any  
10 LSB matter is taken will be presumed to have assented to the action taken unless such director's dissent will be entered  
11 in the minutes of the meeting or unless such director will file a written dissent to such action with the secretary of the  
12 meeting before the adjournment thereof or will forward such dissent by registered mail to the Secretary of the LSB  
13 immediately after the adjournment of the meeting. Such right to dissent will not apply to a director who voted in favor  
14 of such action.  
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16 **Section 2.13. Committees.** The Board of Directors may create and dissolve committees as needed to facilitate the  
17 business of the Board.  
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19 ARTICLE III  
20 OFFICERS  
21

22 **Section 3.01. Generally.** The officers of the LSB will consist of a President, one or more Vice Presidents, a Treasurer  
23 and a Secretary and a Chairman of the Board. Any two or more offices may be held by the same person; provided,  
24 however, that the LSB will have two or more individuals as officers. The officers will be appointed annually by the  
25 Board of Directors at its first meeting and will hold office until the next annual meeting and thereafter until their  
26 successors are duly appointed and qualified, subject, however, to removal by the Board of Directors. The number of  
27 Vice Presidents may be changed from time to time by the Board of Directors at any meeting or meetings thereof and,  
28 if increased at any time, the additional Vice President or Vice Presidents will be appointed by the Board of Directors.  
29 There may also be one or more Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries, and other  
30 subordinate officers who will be appointed by the Board of Directors and the number thereof will be determined from  
31 time to time by the Board of Directors.  
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33 **Section 3.02. Vacancies.** Vacancies which may occur in any office will be filled by appointment by the Board of  
34 Directors for the remainder of the term of such office. In case of the absence from the State of Hawaii or the temporary  
35 disability of any officer, the Board of Directors may appoint a temporary officer to serve during such absence or  
36 disability.  
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1 **Section 3.03. Removals.** Any officer or agent may be removed by the Board of Directors whenever in its judgment the  
2 best interests of the LSB will be served thereby. At a meeting of the Board of Directors called expressly for that  
3 purpose, any officer may be removed by a vote of a majority of the directors then entitled to vote.  
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5 **Section 3.04. Chairman of the Board.** The Chairman will preside at all meetings of the Board of Directors at which the  
6 Chairman is present, and will perform such other duties and have such other powers as the Board of Directors may  
7 prescribe.  
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9 **Section 3.05. President** Other than the general operation of the school, which will continue to be run by the principal,  
10 and subject to the control of the Board of Directors, the President will have general charge and care of the business and  
11 property of the LSB, will appoint and discharge employees and agents of the LSB, if any, and determine their  
12 compensation, subject, however, to the terms of any relevant collective bargaining agreements of the employees, and  
13 will do and perform such additional duties as may be prescribed by the Board of Directors. When authorized by the  
14 Board of Directors to do so, the President may delegate to one of the Vice Presidents the whole or any part of the  
15 general management and care of the business and property of the LSB, including the employment and discharge of  
16 agents and employees. All checks, drafts, dividend warrants, and other orders for the payment of money, notes, bonds,  
17 acceptances, contracts, deeds, leases, mortgages, agreements of sale, bills of lading, and all other instruments will be  
18 signed by the President or any officer delegated by the President.  
19

20 **Section 3.06. Vice President.** It will be the duty of the Vice President to assume and perform the duties of the  
21 President in the absence or disability of the President or whenever the office of President is vacant. The Vice President  
22 will do and perform such additional duties as may be prescribed by the Board of Directors.  
23

24 **Section 3.07. Treasurer.** The Treasurer shall oversee the financial and accounting matters of the LSB, including  
25 custody of all money, valuable papers and documents of the LSB, which shall be kept for safekeeping in such  
26 depositories as may be designated by the Board of Directors, and the Treasurer shall see that the funds of the  
27 corporation are expended as directed by the Board of Directors. The Treasurer will cause to be kept a book or books  
28 setting forth a true record of the receipts and expenditures, assets and liabilities, losses and gains of the school and  
29 will, when and as required by the Board of Directors, render a statement of the financial condition of the corporation.  
30 The Treasurer will also do and perform such additional duties as may be prescribed by the Board of Directors. In the  
31 absence or disability of the Treasurer, the duties of the office will be performed by the Secretary or by an Assistant  
32 Treasurer as prescribed by the Board of Directors.  
33

34 **Section 3.08. Secretary.** The Secretary will be ex officio secretary of the Board of Directors, will give or cause to be  
35 given all required notices of meetings of the Board of Directors, will record the proceedings of meetings of the Board  
36 of Directors in a book or books to be kept for that purpose, and will perform such other duties as may be assigned from

1 time to time by the Board of Directors and by the President. In the absence or disability of the Secretary, the duties of  
2 the office will be preformed by the Treasurer or by an Assistant Secretary as prescribed by the Board of Directors.

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4 **Section 3.09. Subordinate Officers.** The powers and duties of any subordinate officers will be as prescribed by the  
5 Board of Directors.

6 ARTICLE IV AMENDMENTS

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8 **Section 4.01.** These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the affirmative  
9 vote of two-thirds of the voting members of the Board of Directors of the LSB.

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11 **CERTIFICATION**

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13 **The undersigned Secretary of the LSB does hereby certify that the foregoing is a true, correct and complete**  
14 **copy of the Bylaws of the corporation as adopted by the Board of Directors as of this day 14 of May 2008.**

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16 \_\_\_\_\_  
17 **Darraghlynn Lee**  
18 **Secretary**  
19 **Lanikai School Board**