



**By-Laws
Hawaii Technology Academy Public Charter School**

Article 1: Organization.

Section 1. Name:

The name of this organization is Hawaii Technology Academy Public Charter School

Article II: Offices of the Charter School.

The principal office for the transaction of the activities and affairs of this Charter School is located at 94-450 Mokuola St., Waipahu, HI 96797. The Governing Board may change the location of the principal office. Any change of location must be noted by the Secretary on these By-Laws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. Other Offices of the Charter School:

The Governing Board may at any time establish a branch or subordinate office at any location where this Charter School may conduct its activities.

Section 3. Limitations on the Terms of By-Laws:

In the event that the terms of these By-Laws are inconsistent with Hawai'i or Federal law, the superseding law will prevail and the Governing Board shall enact amendments to the By-Laws to achieve compliance with the law. In the event that the terms of these By-Laws are inconsistent with the mission, beliefs and goals of the approved charter for Hawaii Technology Academy Charter School, the terms of the Charter Contract will prevail while the Governing Board considers amendments to either document to achieve consistency.

Section 4. Status of Organization:

The organization is authorized as a state of Hawaii Public Charter School, by Act 130 and Act 131, or their successor statutes.

Section 5. Purpose:



The purpose of Hawaii Technology Academy Charter School (“HTA,” “the Charter School,” “the school,” or “the organization”) is to organize, build and manage a comprehensive public charter school for the children of Hawaii. Hawaii Technology Academy is a statewide kindergarten through grade 12 public charter school that partners educators, families (learning coaches), and students through differentiated curriculum and delivery. Alumni and alumni affiliates of HTA receive the highest education for a diverse population, taking pride in being the right fit for the right student at the right time. With mobility and flexibility woven into every fiber of the data driven individualized learning plans (ILPs), sustainable student success facilitated by faculty and family creates value in the home, community, and world.

Article III: Governing Board:

Section 1. Powers:

There shall be a Governing Board (“the Board”) that shall be responsible for all items that may limit the existence of the Charter School and provide for the future direction of the organization. By Hawai`i law (Act 130 §2-1), the Board is the independent body of HTA that is party to the Charter Contract with the Hawai`i state government Authorizer. In this capacity, the Board:

- is responsible for the financial, organizational, and academic viability of HTA and the implementation of the school’s charter;
- possesses independent authority to determine the organization and management of HTA, its curriculum, and its blended education;
- has the power to negotiate supplemental collective bargaining agreements with exclusive representatives of HTA employees and is considered the employer of HTA employees for purposes of Chapters 76, 78, and 79 of the Hawaii Revised Statutes; and
- ensures the school’s compliance with applicable Hawaii and Federal laws.

Specific roles, responsibilities, and authorities of the Governing Board include but are not limited to:

- (a) Providing general oversight of HTA programs to ensure their viability
- (b) Employing, overseeing, and evaluating the work of the HTA Executive Director
- (c) Developing, refining, and adopting organizational vision, mission, values, and business strategy, in coordination with the HTA Executive Director
- (d) Conducting and coordinating long-term planning
- (e) Developing, refining, and adopting sound governance strategies and policies



- (f) Developing, refining, and adopting sound financial strategies and policies
- (g) Overseeing and guiding the management of HTA finances
- (h) Designating depositories for public and private funds entrusted to HTA
- (i) Creating or increasing indebtedness, within the limitations imposed by applicable Hawai'i and Federal laws, the Charter Contract, and HTA financial policies
- (j) Executing fiduciary duties and responsibilities
- (k) Establishing a viable, compliant, and transparent (i.e., auditable) framework for the HTA budget process, and authorizing/adopting the annual budget
- (l) Approving the execution of contracts for online and offline education programs that require budgetary support or Board approval under the law
- (m) Entering into contracts where the amount involved exceeds \$10,000
- (n) Approving salaries or compensation of HTA teachers, staff, or other HTA employees in accordance with HSTA and HGEA salary scales/schedules and collective bargaining agreements.
- (o) Entering into contracts with and making appropriations to local school districts, charter authorizers, professional service providers, or education service centers
- (p) Approving large resource expenditures, significant program changes, expansion into new program areas, and resolution of building and facility issues
- (q) Locating new buildings or changing the location of the school's administrative offices
- (r) Approving the school calendar
- (s) Executing other responsibilities as deemed necessary or provided for in Act 130 and Act 131, or their successor statutes.

Section 2. Creation of Powers of Committees:

The Board, by resolution adopted by a two-thirds (2/3) vote, i.e., majority, of the Board members then in office, may create one or more committees, to serve at the pleasure of the Board. Appointments to the Chair position of any such committee of the Board shall be by majority vote of the authorized number of Board members. Appointments to membership of



committees of the Board shall be determined in accordance with Board policy governing the committee in question. The Board may appoint one or more of its members as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

- (a) Take any final action on any matter. In particular, all decisions made at committee level are considered recommendations to the Board and will need to be ratified by a simple majority of the Board then in office;
- (b) Fill vacancies on the Board;
- (c) Amend or repeal bylaws or adopt new By-Laws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or subject to repeal;
- (e) Create any other committees of the Board, or appoint the members of committees of the Board except the Nominating Committee unless otherwise permitted by Board policy governing the committee in question;
- (f) Approve any contract or transaction to which the Charter School is a party and in which one or more of its Board members has a material financial interest.

Section 3. Meeting and Action of Committees:

Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these By-Laws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Committee agendas will be publicly posted in accordance with Charter School Commission requirements, and minutes of each committee meeting shall be kept and shall be filed with the Charter School Board records. Special requirements of committee meetings include:

- (a) No committee meeting may be held without the presence of the Committee Chair or, if the Committee Chair is not a Board member, without the presence of a designated representative from the Board;
- (b) All committee recommendations must be forwarded to the Board by the Committee Chair with a recommendation to approve, disapprove, or no action taken, by at least a simple majority vote of all committee members.

The Board may adopt other particular rules for the governance of any committee as long as the rules are consistent with these By-Laws. If the Board has not adopted other particular rules, the



committee may do so, as long as these rules are consistent with these bylaws.

Section 4. Members:

The Board membership shall meet the requirements specified in Act 130 §2-12. Further, the Board shall have no fewer than five (5) Primary voting members, that shall participate fully in Board activities and can serve as voting members in the absence of the Primary members. The minimum number of Board members may be increased via a majority vote by the Board then in office.

Section 5. Qualifications:

No more than thirty (30) percent of the members of the Board shall be employees of this Charter School or relatives of employees of this Charter School, provided that the Executive Director (or, in the absence of the Executive Director, a Senior Administrator appointed by the Executive Director as Alternate) shall serve as an *ex officio* non-voting member of the Board. With the exception of HTA instructional and support staff, no employee of an organization that is under contract to provide goods and services to the school in exchange for financial or other remuneration, and no relative of an employee of such organization, shall serve as a voting member of the Board. The Board shall be composed of representatives from stakeholder groups that include but are not limited to:

- (a) Charter School instructional and support staff, not to exceed thirty (30) percent of the Board;
- (b) Parents, guardians, and Learning Coaches of current Charter School students on Oahu and the Neighbor Islands; and
- (c) Communities served by, affiliated with, or otherwise having vested interest in the health and viability of the Charter School, including but not limited to: the communities surrounding the Charter School facilities on Oahu and Neighbor Islands; the military community; the education community; the non-profit community at large; and the business community at large.

The Board reserves the right to expand its capacities by a formal selection process approved by a majority of the Board then in office. At minimum, the board will employ the HTA Executive Director. This section shall be automatically amended to conform to any future statutes that conflict with this section.



Section 6. Non-Liability of Board Members and Officers:

No Board member or officer shall be personally liable for the debts, liabilities, or other obligations of this Charter School.

Section 7. Compliance with Laws Governing Student Records:

The Board shall comply with all applicable provisions of the Family Education Rights Privacy Act (“FERPA”) as set forth in 20 USC §1232g.

Section 8. Term of Office:

All members of the Board shall serve for three years and shall continue in office until their successor is selected and the successor’s voting term begins. Members are eligible for continuance in office for a second three-year term subject to approval by a majority of the Board then in office. Members desiring to continue beyond a second three-year term may present themselves to the Board as candidates for re-nomination after a one year hiatus which would include going through the Board prospecting process once again. The Board shall have the power to set, by policy, the staggering of the terms of members. The Charter School Executive Director (or, in the absence of the Executive Director, the appointed Senior Administration Alternate) shall serve at the pleasure of the Board in accordance with his/her existing employment and performance contracts.

Section 9. Resignation and Removal:

A member of the Board may resign from office by submitting such resignation, in writing, to the Secretary of the Board. A member of the Board shall be removed automatically for having three unexcused absences from regular Board meetings within one fiscal year, and shall be reinstated only via a majority vote of the remainder of the Board then in office. A member of the Board may be removed, via a majority vote of the remainder of the Board then in office, for failing to abide by the responsibilities specified in the Board Member Agreement and Performance Expectations or other Board policies. Further, the stakeholders of the Charter School may petition the state Authorizer to investigate credible allegations of misconduct or violations of law by Board members.

Section 10. Selection of Representative Members:



Candidates for Board membership shall be proposed to the Board. The procedure for selection of representative members of the Board shall be determined by the same Board policy. Board selection of nominees shall be completed by the end of June of each year. To facilitate continuity of corporate knowledge and efficient Board operation, new Board members shall join the Board immediately upon selection, but they shall not be allowed to vote until their official three-year terms begin on 1 August of the year in which they were selected *unless* they have been selected to fill a vacancy caused by resignation, removal, or death of a member in accordance with Article II, §11 below.

Section 11. Vacancies:

Any vacancy of a member caused by resignation, removal, or death shall be filled for the unexpired portion of the term by direct appointment by the Chair of the Board with the approval of a majority of the Board. A replacement member so appointed shall be considered to be commencing his/her own first term of office if the remaining balance of his/her predecessor's term is more than six (6) months. When appointing replacement members, the Board shall give consideration to appointing qualified Alternate Board members currently serving on the Board.

Section 12. Compensation, and School Employees:

Board members serve as volunteers and shall receive no compensation for their service other than reasonable expenses. Nothing in this section shall prevent employees of the School from serving on the Board.

Section 13. Contracts with Board Members and Officers:

No Board member, officer, or Executive or Senior Administrator of this Charter School shall be interested, directly or indirectly, in the contract or transaction of business with any incorporated or unincorporated firm, association, or other entity in which one or more of this Charter School's Board members, officers, or Executive or Senior Administrator have a material financial interest, unless: (a) the material facts regarding that Board member's, officer's, or Executive or Senior Administrator's financial interest in such contract or transaction or regarding such common directorship, officer, or financial interest are fully disclosed in good faith and noted in the Board minutes, or are known to all members of the Board prior to the Board's consideration of such



contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested members or officers; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Charter School could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Charter School for its own benefit enters into the transaction, which is fair and reasonable to the Charter School at the time the transaction was entered into. This Section does not apply to a transaction that is part of an educational or charitable program of this Charter School if it (a) is approved or authorized by the Charter School in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Board members, officers, or Executive or Senior Administrator or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Charter School.

Section 15. Indemnification:

To the fullest extent permitted by Hawai'i law, this Charter School shall indemnify its Board members, officers, and employees, and including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Charter School by reason of the fact that the person is or was a person described in that section.

ARTICLE IV: MEETINGS OF THE BOARD.

Section 1. Meetings:

Meetings of the Board shall be held at least bimonthly at a time and place designated by the Board Chair. Special meetings of the Board may be called by the Chair, the Vice-Chair or by written request of at least three (3) members of the Board.

Section 2. Notice:

Notice of all regular Board meetings shall be given by contacting the board members within (6) days and not more than thirty (30) days before the meeting via any communications method available. The Board may approve a calendar of up to one year's regular meetings at the first



meeting after new members are selected as provided by Board policy. Board members shall have the sole right to notice and may waive such notice by consent, acquiescence, or ratification.

Section 3. Quorum:

A two-thirds (2/3) majority of the Board members then in office shall constitute a quorum for the purpose of transacting business. In the absence of a Primary voting member of the Board, a present Alternate member shall serve as a voting member in his/her stead, provided that the temporary appointment of the Alternate member as a voting member to achieve quorum does not violate the statutory limitations described under Article III, §5(a) above. The affirmative vote of a simple majority of members present may constitute an act of the Board unless otherwise specified by these By-Laws. "Members present" shall mean all members physically present together with those members not physically present who can hear and can be heard by the members physically present.

Section 4. Meeting Procedure and Decorum:

The meetings of the Board shall be conducted pursuant to the custom and practice of the Board. The specific practice for each Board meeting, if such is not already documented in Board policy, shall be explained and agreed upon immediately after calling the meeting to order.

Section 5. Record of Vote:

An affirmative vote of a majority of the members of the Board, duly recorded, showing how each member voted, shall be used in order to take action.

ARTICLE V: OFFICERS AND COMMITTEES.

Section 1. Officers, Executive Committee, Generally:

There shall be four regular officers of the Board consisting of a Chair, Vice Chair, Secretary, and Treasurer. The four regular officers of the Board shall constitute the Executive Committee. The regular officers shall be selected from the members of the Board bi-annually after the selection of new members.



Section 2. Qualifications of Officers:

Officers must be Primary members of the Board. The Executive Director of the School shall not serve as an officer of the board. Any employee involved with financial input and preparation may not serve as Board chair. Newly selected Board members shall receive training on their roles, responsibilities, and authorities within the first year of their first term. The nature and content of this training shall be determined by the Board Chair in collaboration with the Executive Director.

Section 3. Chair:

The Chair shall convene regularly-scheduled and special meetings of the Board, and shall preside or arrange for other regular officers to preside at meetings. The Chair shall oversee the preparation of the agendas for Board meetings with the advice of the members of the Board and the HTA Executive Director. The Chair shall be an authorized signatory for disbursements.

Section 4. Vice Chair:

The Vice Chair shall serve as the acting Chair in the absence of the Chair.

Section 5. Secretary:

The Secretary shall be responsible for keeping records of Board actions, oversee the taking of minutes of all Board meetings, distributing copies of the minutes and agendas to all board meetings, and maintaining all records of the Board.

Section 6. Treasurer:

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Charter School's properties and transactions. The Treasurer shall send, or cause to be given, to the Board members and Executive Director such financial statements and reports as are required to be given by law, these By-Laws, Board policy, or by direction of the Board. The books of account shall be open to inspection by any Board member or the Executive or Associate Director at all reasonable times. The Treasurer shall be the chair of the Finance Committee, shall prepare a budget in conjunction with the Executive Director, and shall not be an authorized signatory for disbursements.



Section 7. Other Officers:

The Board may, by resolution, commission or otherwise, appoint special officers. Any commission or other appointment of a special officer shall include the date of termination of the commission or appointment. No special appointment may last longer than the annual term of regular officers without re-authorization of the Board.

Section 8. Committees:

The Board, for its convenience, may appoint committees to make recommendations or conduct investigations in its behalf and report the same to the Board. Permanent committees shall be established by Board policy, and special committees shall be established by resolution. The Board shall determine the membership of the committees in accordance with Article III, §2 above. The membership of a committee shall continue in accordance with the Board policy governing the establishment and operation of that committee, until the first meeting of the Board on or after 1 August of each year, or until dissolution of the committee by the Board or its charge, as appropriate.

ARTICLE VI: FISCAL PROVISIONS AND RECORDS.

Section 1. Contracts:

The Board may authorize, by resolution, any additional officers or agents of the Board to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Charter School, but only if the purpose of said contract or instrument is in the furtherance of charitable or educational purposes, and such authority may be general or confined to specific instances.

Section 2. Drafts and Notes:

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Charter School, shall be signed by such officers or agents as determined by Board policy.

Section 3. Authorized Signatories:



The Board shall designate appropriate authorized signatories for all contracts, deposit accounts, and binding of the Charter School.

Section 4. Deposits:

All funds of the School shall be deposited in a timely manner to the credit of the Charter School in such banks, trust companies, or other depositories as the Board determines.

Section 5. Gifts:

The Board may accept on behalf of the Charter School any contribution, gift, or bequest or devise for the general purpose or for any special purpose of the Charter School.

Section 6. Budget and Fiscal Year:

The fiscal year of the school shall begin on the first day of July each year, and end on the last day of June the following year. Within the first thirty (30) days of the fiscal year, the Board shall review the draft budget for the fiscal year. Not less than thirty (30) days after the Board receives the final per pupil allocation amount, the Board shall approve a final budget for the fiscal year.

Section 7. Records:

The Charter School shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board. The Charter School also shall keep, at its principal office, a record giving the names and addresses of the board members entitled to vote. All recorded information of the Board may be inspected by any other Board member, or his agent or attorney for any proper purpose, at any reasonable time.

ARTICLE VII: INSPECTION RIGHTS.

Section 1. Board Members' Right to Inspect:

Every Board member shall have the right at any reasonable time to inspect the Charter School's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by Hawaii and Federal law. The inspection may be made in person or by the Board



member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by Hawaii and Federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with Hawaii or Federal law pertaining to access to books, records, and documents.

Section 2. Accounting Records and Minutes:

On written demand to the Charter School, any Board member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Charter School.

Section 3. Records Management and Preservation:

No Board member, officer, or HTA employee may remove or destroy the official record copies of the accounting books, records, or Board or committee minutes of the Charter School or its subsidiaries without first obtaining the explicit written authorization of the Board. Further, any such authorization must be made in strict compliance with applicable Hawaii and Federal law, and nothing in this section shall be deemed or considered to supersede such law.

ARTICLE VIII: AMENDMENTS AND INTERPRETATION.

Section 1. Amendments and Interpretation:

These By-Laws may be amended by a majority vote of the entire membership of the Board. The Board Chair shall have the power to interpret these By-Laws and may be reversed by a super majority of the entire membership of the Board.

CERTIFICATE OF SECRETARY

I certify that I am the duly appointed and acting Secretary of the Governing Board of the Hawaii Technology Academy Charter School; that these revised By-Laws, consisting of 14 pages, are the By-Laws of this Charter School as adopted by the Governing Board on 17 January 2019.



Executed on 17 January 2019 at Hawaii Technology Academy Public Charter School:

_____, Governing Board Chair

Wendy L. Marx-Cunitz

_____, Governing Board Secretary

Jennifer Smith

Updated 1/17/19