

BYLAWS for THE GOVERNING BOARD of  
THE VOLCANO SCHOOL OF ARTS &  
SCIENCES PUBLIC CHARTER SCHOOL

Amended and Approved December 13, 2012  
Amended and Approved February 4, 2015

PREFACE

The governing board 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, and and compliance with applicable federal and state laws. The governing board shall ensure its school complies with the terms of the charter contract between the authorizer and the school. The governing board shall have the power to negotiate supplemental collective bargaining agreements with exclusive representatives of their employees. (Act 130/2012).

All governing board decisions must be grounded in the the vision and mission of the school. The vision of the Volcano School of Arts & Sciences is: *Learning through the unique cultural and natural resources to become creative global citizens*. Volcano School's mission is:

- Focus on the unique ecosystems and geology of the Volcano area
  - Cultivate responsibility for nature and the environment
  - Involve the community in ongoing partnerships
  - Provide an environment for all students to grow academically and reach their potential
  - Encourage creative problem-solving and critical thinking
  - Provide avenues for creative self-expression through the arts
  - Provide opportunities for real-life problem solving
  - Offer a rich multi-cultural program with an emphasis on our Hawaiian culture
  - Foster social responsibility and respect for others
  - Impart a lifelong love of learning
  - Serve our communities
  - Celebrate the learning successes of all children
- All in a safe and supportive "learning village" environment.*

ARTICLE I

DIRECTORS

The Board shall be comprised of fifteen (15) directors.

Anyone is allowed to serve on the Volcano School of Arts and Sciences Governing Board. Special consideration however will be required for persons who:

1.) Provide the governing board with a diversity of perspective and a level of objectivity that accurately represents the interests of the charter school students and the surrounding community; 2.) Demonstrate an understanding of best practices of non-profit governance; and 3.) Possess strong financial and academic management and oversight abilities, as well as human resource and fundraising experience.

No more than 4 members of the board can be employees or relatives of employees of the charter school. No employee or relative of an employee of the school may serve as the chair of the governing board. The staff member composition on the board (number of teaching/non-teaching board members) will reflect the composition of the staff. The Education Director is a non-voting member of the board.

At no time will two members from the same household and/or family be allowed to sit on the Board, unless one of those members is a student.

Alternate board members may be appointed for any position. These alternates will only have voting power during a regular board member's absence. The alternate can vote at any board meeting if the seated member is absent from the meeting and has not given a proxy vote to another board member on the motion before the Board. In addition, if a vacancy were to occur, the alternate would fill the position until the end of the term.

Terms: Board members terms will be two years for non-staff members and one year for staff members. Terms of non-staff will be staggered with half selected one year and the other half the following year.

Vacancies: Any application for Board Members should incorporate the three points above, should evidence be needed in the future. "Consideration" would take place during a board meeting in which applicants are interviewed or applications are reviewed.

Removal: By a majority vote of all the members of the Board, the Board may remove any member of the Board with cause.

Quorum: A quorum shall be a majority of the current board members.

## ARTICLE II

## OFFICERS

The Board shall select its own officers at the August meeting.

The Education Director, student members and employee members may not serve as Chair or as Treasurer of the board.

The Chair shall serve ex officio on all committees and task groups.

The Chair of the Board shall prepare and post the agenda, schedule and preside over meetings; and shall have the power to sign board-approved documents and contracts on the Board's behalf.

The Vice Chair shall preside over meetings in the Chair's absence, and assist the Chair in the

performance of the Chair's duties.

The Treasurer shall oversee the school's finances and report to the Board.

The Secretary shall take minutes of all meetings and maintain the official records of all pertinent documents.

### ARTICLE III

### STANDING BOARD COMMITTEES

The Governing Board shall appoint such committees and task groups as are necessary to carry out its duties. The following are:

- 1) Finance Committee – to be chaired by the Treasurer and include the Business Manager.
- 2) Personnel Committee - to be chaired by any board member that is not employed by the school and does not have immediate family/household members that are employed by the school. Any member of the committee that has the above mentioned ties must recuse himself from committee meetings that would affect his/her job position or a family member's job.
- 3) Facilities Committee – to be chaired by any board member.
- 4) Resource Development Committee – to be either chaired or co-chaired by a board member.

### ARTICLE IV

### DUTIES

The Governing Board of Directors:

- 1) Is responsible for the financial, organizational, and academic viability of the charter school and implementation of the charter;
- 2) Possesses the independent authority to determine the organization and management of the school, the curriculum, and virtual education;
- 3) Has the power to negotiate supplemental collective bargaining agreements with exclusive representatives of their employees and is considered the employer of charter school employees for purposes of Hawaii Revised Statutes Chapters 76, 78, and 89; and ensures compliance with applicable state and federal laws.

### ARTICLE V

### DECISION MAKING

A quorum of the Board shall consist of a majority of members.

The Board shall strive to make decisions through consensus, following Robert's Rules of Order. Action shall require a majority of the Board members present at a meeting at which a quorum is present. All decisions shall be documented in the minutes.

Members may vote by proxy only if an item has been discussed at a previous meeting, and only by doing so in writing, and it shall be noted in the minutes that a proxy vote was made.

Should a decision need to be made between meetings, the Chair shall get the approval of a majority of the members via e-mail and/or phone. The decision and phone/email vote shall be

presented at the next scheduled meeting.

All board meetings shall be open to the public. Executive sessions, which may be called for the reasons listed, shall not include the public or student members:

1. Discussion of sensitive matters related to an individual's privacy;
2. Personnel issues;
3. Legal issues;
4. Labor negotiations;
5. To discuss items that must be kept confidential pursuant to a state or federal law, or a court order;
6. No Board motions shall be voted on in Executive session.

#### Confidential Information

No Board member shall disclose to the public information that is acquired in the course of the member's official duties or use the information for personal gain.

#### Fair Treatment

No Board member shall use or attempt to use his or her position to secure unwarranted privileges.

#### Gifts

No Board member shall accept gifts that can be perceived as intended to influence his or her decision making or performance of official duties.

### ARTICLE VI

### FINANCES

The Board shall designate, by motion, four authorized check signers. Two signers will be from the Board and two will be from the staff of the school. All checks shall require two signatures.

Board members shall not be personally liable for the Board's debts, liabilities or obligations.

### ARTICLE VII

### CONFLICTS OF INTEREST

Any board member who has a conflict of interest or an appearance of a conflict of interest shall promptly, fully and frankly disclose the conflict to the Board. If a potential conflict is deemed to exist, the board member shall not be present during the discussions or deliberations on the issue; shall not attempt to influence the decision; and shall not vote.

No Board director shall participate in decision making on any issue where there is an appearance of a conflict of interest. A director of the Board shall not participate in discussions or decision making as a director of the Board regarding individual personnel matters if s/he is the specific subject of discussion.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Board members are not allowed to receive any form of compensation from VSAS for their

work on the board. [Note: Any compensation to a Board member must be approved by the Governing Board.] Additionally, parent and community board members are not allowed to receive any form of compensation from the Volcano School of Arts & Sciences. While Volcano School of Arts & Sciences employee board members are compensated for their work as employees of the school, school employees may not receive any further financial benefit from the school. Additionally, parent and community board members are not allowed to receive any form of compensation from the Volcano School of Arts & Sciences.

No Board member shall take official action directly affecting a business or other undertaking in which he has a substantial financial interest or to a private undertaking in which he is engaged as legal counsel, advisor, consultant, representative or other agency capacity.

#### Contracts

The Board will not enter into any contracts involving services or property without following approved procurement policy.

### ARTICLE VIII

### AMENDMENT

The Board may adopt, amend or repeal these bylaws by a majority vote of all the directors of the Board.