

UNIVERSITY LABORATORY SCHOOL
A Hawai'i Public Charter School
GOVERNING BOARD BY-LAWS

Amended: May 9, 2018

Article I. Purpose

The purpose of the Governing Board (“Board”) of the University Laboratory School (“School”) is to set policy and provide oversight for the School, in accordance with Hawai'i Revised Statutes (HRS), Chapter 302D.

Article II. Responsibilities

- A. The Board shall be the independent governing board of the School and shall have oversight over and be responsible for the financial, organizational, and academic viability of the School, implementation of the charter, and shall be the independent authority to determine the organization and management of the School, as well as its curriculum, virtual education, and compliance with applicable federal and state laws. The Board shall ensure that the School complies with the terms of the charter contract between the authorizer and the School. The Board shall have power to negotiate supplemental collective bargaining agreements with the exclusive representatives of School employees.
- B. The Board shall be empowered to conduct any and all business of the School, including approving or authorizing any contracts, leases, partnerships or other agreements, and may delegate said authority to any officer of the School.
- C. The Board shall comply with all charter school legal requirements.

Article III. Definitions

- A. A quorum vote requires two-thirds of the total voting membership of the Board. Among other situations, a quorum vote is needed to remove Board members and to amend the By-Laws. A simple majority of the full number of members shall constitute a quorum of the Board for the transaction of business. Every act of a majority of the members present at the meeting duly held at which a quorum is present shall be regarded as the act of the Board.
- B. A majority vote is fifty percent (50%) plus one (1) of the voting membership of the Board. A majority vote is needed to establish policy, elect Board members to perform other regular business, and for all other decisions not requiring a quorum vote under these By-Laws.

Article IV. Membership

- A. The Board shall consist of thirteen (13) members. In selecting members, consideration shall be given to persons who:
1. Provide the Board with a diversity of perspectives and a level of objectivity that accurately represent the interests of the 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 curriculum development, human resource, and fundraising experience.

In addition, the Principal of the School shall serve as an ex-officio, non-voting member of the Board.

No more than thirty-three percent (33%) of the members of the Board shall be employees of the School, relatives of employees of the School, or vendors or contractors who are providing goods or services to the School.

- B. The term of office of the Board members is three (3) years, except as provided for in the 2018 and 2019 appointments made under these amended By-Laws. Board members shall serve after their terms expire until their replacement is selected.

For the terms that commence July 2018, three members shall be appointed to serve for a three-year term. For the terms that commence July 2019, four members shall be appointed to serve for a three-year term and one member shall be appointed to serve for a two-year term.

- C. A list of current Board member names and their contact information shall be posted at the School office and on the School's website.
- D. The Board shall have the authority to increase the number of its members.
- E. Board members may resign at any time upon written notice to the Board or its Chairperson.
- F. Board members shall fulfill duties and responsibilities provided in these By-Laws and delegated by the Chairperson; shall comply with the School's Conflict of Interest and Disclosure Policy; and shall be held individually responsible for compliance with applicable state statutes, including but not limited to, HRS, Chapters 84 and 302D.
- G. Board members may be removed from the Board for misconduct; inappropriate and unprofessional behavior; and/or three (3) unexcused and/or consecutive absences from scheduled Board meetings.

1. Any Board member who is considered to be removed from the Board shall be provided a written notice from the Chairperson of the Board, or designee, at least ten (10) calendar days prior to the Board taking action of the recommendation for removal at a regular scheduled Board meeting.
 2. The Board member who is being recommended for removal shall have the opportunity to present a case and reasoning to the Board against the recommended removal.
 3. A Board member may be removed after compliance with G.1 and G.2, above, by quorum vote, as provided for in Article III, Section A. A Board member who is recommended for removal or being considered for removal shall not participate in the quorum vote.
- H. Confidentiality. Every Board member has a duty to maintain the confidentiality of all Board actions, discussions, and votes held in executive session. These meetings shall be held only when confidential matters such as disciplinary acts and other student/personnel issues must be discussed.
- I. No Personal Liability. No Board member shall be liable in any civil action founded upon a statute or the case law of the State of Hawai'i, for damage, injury, or loss caused by or resulting from the Board member's performing, or failing to perform, any duty which is required or authorized to be performed by a person holding the position to which the Board member was appointed, unless the member acted with a malicious or improper purpose, or as otherwise provided in HRS, Section 26-35.5.
- J. Election Procedures. The Board Development Committee, or a subcommittee of the Board Development Committee, shall provide general oversight of the election process, determine if nominees are willing to serve, design the ballot for voting, collect the ballots, and determine the outcomes.
1. The Committee shall adopt a schedule that allows for announcement of a vacancy, a reasonable period of time to submit nominations, the opportunity for a candidate meeting to allow for prospective Board members to share their views and answer questions, and a secret ballot distributed to Board members. Announcement for Board vacancies will be posted in the School office and on the School's website.
 2. Board members whose terms are expiring may request that their names be included in any prospective list of nominees. The Committee may meet with or interview prospective Board members, and make recommendations regarding the kind of skills, knowledge, or experience that can best serve the interests of the Board and the School. Following a reasonable time to receive names, the Committee shall create a ballot to include the names of members whose terms are expiring but wish to be appointed again, and other names of recommended candidates. The Committee is not obligated to put forth all names submitted, but shall exercise its judgment to put forth those names deemed to best serve the interests of the Board.

3. All voting shall be by secret ballot.
4. Elected and appointed Board members shall take office on the first scheduled meeting of the Board in July of each year, or, in the case of an election or selection of a vacancy in the middle of a term, at the next scheduled Board meeting.

K. Election of New Board Members

1. Each Board member shall have a number of votes equal to the number of seats to be filled. Members may cast one vote per candidate (no cumulative voting is permitted).
2. Candidates receiving more than fifty percent (50%) of the votes possible per candidate will be considered selected.
3. If no candidates receive the required number of votes, or if not all seats are filled in the first ballot voting, the remaining top half of the slate of candidates will become the slate for a second round of voting. Board members will have a number of votes equal to the remaining number of seats to be filled.
4. The process in Step 3 will be repeated until all vacant seats are filled by candidates receiving more than fifty percent (50%) of the votes possible per candidate.
5. Two Board Development Committee members will count results separately and compare results, then report to the Board.

- L. In the case of any vacancies on the Board, such as a resignation, the remaining members, with a majority vote, shall fill the vacancy of the Board member who resigned. The foregoing procedure shall also be used to fill vacancies on the Board that result from the death or long-term incapacitation of a Board member.

Article V. Officers and Terms of Office

- A. The officers of the Board shall be the Chairperson, Vice Chairperson, Secretary, and Treasurer. These officers shall have such duties as established by the Board.
- B. The Board shall elect the officers from among the Board membership. No employee of the School, relative of an employee of the School, or vendors or contractors who are providing goods or services to the School may serve as Chairperson of the Board.
- C. The terms of the officers shall be for one (1) year beginning July 1 and expiring on June 30. A vacancy in the officers shall be filled by the Board at the next regular or special meeting of the Board to serve out the remainder of the term.

D. Standing Committees of the Board:

1. To facilitate consideration of matters that must be approved by the Board, five standing committees are established. Authority to act on all matters is reserved for the Board and the functions of each standing committee shall be to consider and make recommendations to the Board.
2. The following are the standing committees of the Board whose duties and functions are codified in their individual statements of roles and responsibilities: Board Development Committee, Finance Committee, Fundraising Committee, Human Resources Committee, and Partnership Coordinating Council.
3. Standing committee chairs must be Board members; committee membership and the terms of committee members must be approved by the Board.
4. The Board may establish additional committees and determine their responsibilities, membership, and method of appointment.

Article VI. Meetings

- A. The Board shall meet monthly or as often as deemed appropriate by the Board.
- B. Special Board meetings may be called by the Chairperson or by written notice signed by five (5) or more members of the Board.
- C. Meetings of the Board shall be open to the public. The notices and agendas of Board meetings shall be posted at the School office and on the School's website not less than six calendar days prior to a meeting, unless an emergency waiver is granted by the state public charter school commission.
- D. Meeting minutes shall be kept and posted at the School office and on the School's website within sixty calendar days after each meeting or five calendar days after the next meeting, whichever is sooner.
- E. Unless waived or altered by these By-Laws or by a quorum vote of the Board, the current edition of Robert's Rules of Order shall serve as ultimate arbiter of procedural disputes or questions.
- F. In order to insure a quorum for a meeting, Board members may attend and vote at meetings by conference call, video conferencing, and other methods, excluding voting by proxy.

Article VII. Revisions/Amendments

- A. Revisions or amendments to these By-Laws may be made by a quorum vote of all Board members, and not a majority of members at the meeting at which the vote takes place.

- B. In the event any articles of these By-Laws are found to be invalid by reason of existing state or federal laws, IRS rules and regulations, or by a decree of a court of competent jurisdiction, the invalidation of such article shall not invalidate the other articles or provisions contained herein.

Article VIII. Proxy Vote

No vote provided for hereunder may be made by proxy.

Note: Governing Board By-Laws originally adopted on December 5, 2001; amended on September 29, 2005, September 15, 2011, October 18, 2012, April 18, 2013, and May 9, 2018.