

Bylaws of Nä Leo Käko'o o  
Maui, Inc.



**Article I: Name, Purpose and Seal**

**1.10 Name** The Corporation's name is Nä Leo Käko'o o Maui, Inc.

**1.20 Purpose** The purposes of the Corporation are:

**(a)** Supporting Hawaiian language immersion in the public schools on the island of Maui, Hawaii, by funding additional educational opportunities and providing additional equipment and materials as needed for those students and teachers.

**(b)** The transaction of any or all lawful activities permitted nonprofit corporations pursuant to Hawaii Revised Statutes, Chapter 415B.

**1.30 Non-Profit**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code.

**1.40 Corporate Seal**

The Corporation shall have no seal. **Article II:**

**Board of Directors**

**2.10 Board of Directors**

The property and affairs of the Corporation shall be managed by a Board of Directors consisting of eleven members. The Board of Directors shall exercise all lawful authority for that purpose. All members of the Board of Directors shall be residents of Maui County, Hawai'i.

**2.20 Meetings**

The Board of Directors shall have an annual meeting in Maui County, Hawai'i, on the second Tuesday of May of each year, following the annual meeting of the membership (or at a place and on a date proximate thereto, as selected by the prior

agreement of the directors). The Board of Directors shall meet, whenever possible, prior to each membership meeting to (1) discuss each proposed item for the agenda of the next membership meeting, (2) receive reports from committee chairpersons, and (3) agree upon recommendations of the Board of Directors to be presented to the members at their next meeting with regard to any agenda item. The Board of Directors may have additional meetings at such other times and places as appropriate. If necessary, upon the agreement of a quorum of the directors, any meeting (except the annual meeting) of the Board of Directors may be held by a telephone conference.

### **2.30 Quorum**

**Six directors shall constitute a quorum. In all matters, the members of the Board of Directors shall strive to obtain a unanimous consensus, but, lacking a consensus, a majority of the directors present at any meeting where there is a quorum shall rule (except as otherwise provided herein).**

### **2.40 Qualification**

**Qualification for nomination and election to membership on the Board of Directors shall be available to parents or lawful guardians or teachers of students who are presently enrolled and/or alumni in the Hawaiian Language Immersion Program at Pa'ia Elementary School, Kalama Intermediate School, and King Kekaulike High School on the island of Maui. Community members are also able to participate.**

### **2.50 Election**

**Directors will be nominated and elected by the members of the Corporation during the annual meeting of the membership. Directors shall serve until their successors are elected. Directors may succeed themselves in office.**

**2.60 Term Each Director shall be elected for a term of one year.**

### **2.70 Vacancies**

**When a vacancy on the Board of Directors occurs, such vacancy shall be filled by election by the membership at a meeting designated by the Board of Directors. A vacancy will be presumed to exist in the position of any director**

whose absence from any three consecutive meetings is not excused by a majority vote of the remaining members of the Board of Directors.

### **2.80 Notice**

Meetings of the Board of Directors shall be called by the President or, at the request of six members of the Board of Directors, by notice given not less than twenty-four hours prior to convening such meeting. Article III: Officers and Directors

### **3.10 Qualification**

Any member of the Corporation shall be qualified for nomination and election as an officer/director of the Corporation; except that the Office of President shall be limited to a parent or lawful guardian of a student who has been enrolled in the Hawaiian Language Immersion Program for at least one full school year.

### **3.20 Election**

Officer directors of the Corporation (President, Vice president, Treasurer, Secretary, Corresponding secretary), and non-officer directors, (one parent or lawful guardian and one teacher from each of the three schools, Pa'ia Elementary School, Kalama Intermediate School, and King Kekaulike High School), will be nominated and elected by the members of the Corporation during the annual meeting of the membership. Candidates shall be elected by vote of the membership. The candidate receiving the highest number of votes for each respective office shall be declared duly elected. The officers of the corporation shall consist of a president, a vice-president, a recording secretary, a corresponding secretary and a treasurer. Each director shall serve during the one year term of their membership on the Board of Directors. Directors may be elected to succeed themselves in office. Interim elections of directors to fill the remaining term of any vacant position may be held as required at a regularly-scheduled membership meeting.

### **3.30 President**

The President of the Corporation will preside at meetings of the Board of Directors and shall have the power to sign contracts, notes, minutes of meetings, and all other instruments approved by the Board of Directors. The President may

appoint for a specified term any qualified person to any standing or special committee provided by these Bylaws or established by any resolution of the Board of Directors.

#### **3.40 Vice President**

The Vice President of the Corporation will provide assistance as necessary for the officers of the Corporation in the conduct of corporate activities. In case of the absence of the President from any meeting of the Board of Directors, the Vice President shall preside.

#### **3.50 Recording Secretary**

The Recording Secretary of the Corporation will keep and distribute minutes of all meetings of the membership and Board of Directors.

#### **3.60 Corresponding Secretary**

The Corresponding Secretary shall maintain the general records of the corporation and undertake such acts as may be necessary to keep the corporation in good standing in the State of Hawaii and in any jurisdiction approved by the Board of Directors for the conduct of corporate activities. The Corresponding Secretary may assist the President with any communications of the corporation and maintain an accurate record of present and former members, officers and directors of the Corporation.

#### **3.70 Treasurer**

The Treasurer will keep the financial books and records of the Corporation, and provide a financial statement upon same to the membership and the Board of Directors at least annually. The signature of the Treasurer and the President or Secretary must jointly appear on all checks issued on any account of the Corporation. Any payment or allocation of corporate funds or resources must be for an item from a budget approved by the membership.

### **Article IV: Members and Committees**

**4.10 Members** The Corporation shall have members.

#### **4.20 Qualifications for Membership**

**A parent or lawful guardian, a former student, a parent or lawful guardian of a former student, or a teacher of students enrolled in the Hawaiian Language Immersion Program at, Pa'ia Elementary School, Kalama Intermediate School, and King Kekaulike High School on the island of Maui, Hawai'i, upon declaring an interest in furthering the objectives of the Corporation, shall be eligible for membership in the Corporation. Membership shall be indicated by submitting a Declaration of Membership form to any officer of the organization. There shall be only one membership per family.**

#### **4.30 Membership Records**

**The Corresponding Secretary of the Corporation (or, in the absence of the Corresponding Secretary, the President of the Corporation) shall maintain a list of members.**

#### **4.40 Quorum; Voting**

**Twenty percent of the membership in the Corporation shall constitute a quorum for the transaction of business at any meeting of the membership of the Corporation. Only members shall be entitled to vote in any elections or in any other matters requiring membership votes. Unless otherwise required by these Bylaws, any matter presented for a vote may be decided by the voice vote of a simple majority of the members in good standing present at a meeting of the membership where a quorum exists at the time of the vote. Proxy voting shall not be permitted. Upon the request, petition or vote of not less than twenty percent of the members present at a membership meeting, the determination of any specific matter subject to a membership vote shall require a secret written ballot for voting, instead of a voice vote.**

#### **4.50 Fees, Dues and Assessments**

**Any fees, dues and assessments payable by members of this corporation shall be established only upon the affirmative vote of a majority of the membership.**

#### **4.60 Removal from Membership**

**Any member may be removed from membership, or have their membership suspended upon such terms and conditions as the directors deem just, upon a vote of not less than six directors after the member has been given not less than ten**

days written notice of the grounds for such action and has been given not less than ten days written notice of the grounds for such action and has been given an opportunity to be heard at a meeting of the Board of Directors. Any such action taken by the Board of Directors pursuant to this section shall be rescinded or modified according to the terms of a written petition supported and signed by twenty percent 20% of the members of the Corporation.

#### **4.70 Meetings of the Membership**

The membership of the corporation shall have an annual meeting on the island of Maui on the second Tuesday of May of each year (or at a place and on a date proximate thereto). The membership of the Corporation may have special meetings upon the call of any six Directors of the Corporation, or upon the written petition of twenty percent of the membership specifying the general nature of the business proposed for consideration. A petition for a special meeting of the membership shall be delivered in person or by first class mail to the President, Vice President or the Corresponding Secretary, and the officer receiving such a request shall proceed without delay to call the special meeting requested.

#### **4.80 Notice of Membership Meetings**

Notice of each meeting of the membership of the Corporation shall be given to each member not less than two days and not more than thirty days before the date of the meeting. The notice shall specify the date, time and place of the membership meeting. Article V:

#### **Indemnification**

#### **5.10 Generally**

The corporation shall indemnify the members of the Board of Directors, all corporate committees, and corporate agents and employees to the full extent allowed by laws governing nonprofit corporations in the State of Hawai'i.

#### **5.20 Bonds and Insurance**

The Board of Directors may obtain such bonds and insurance as may be deemed appropriate in its discretion to accomplish indemnification and related purposes. Article VI:  
**Miscellaneous Matters**

#### **§6.10 Fiscal Year**

The fiscal year of the Corporation shall be September to August. The Board of Directors may determine an alternative fiscal year by resolution.

#### **§6.20 Committees**

The Board of Directors may establish by resolution any standing or special committees deemed necessary in the exercise of their discretion. The governance of, qualification for and terms of membership, duties and direction of all corporate committees shall be established by such guidelines as may from time to time be set forth in resolutions of the Board of Directors.

#### **§6.30 Amendment of Articles of Incorporation**

The Articles of Incorporation may be amended according to such procedures as are provided by the laws governing nonprofit corporations in the State of Hawaii.

#### **§6.40 Amendment of By-Laws**

The By-Laws may be amended by a resolution of the Board of Directors that is approved by the affirmative vote of not less than two-thirds of the sitting directors present at a meeting following written notice of not less than ten days setting forth the text of the proposed amendment.

#### **§6.50 Dissolution**

Dissolution of the Corporation may be accomplished by the laws governing nonprofit corporations in the State of Hawaii, as limited by the Articles of Incorporation.

#### **ADOPTION OF BYLAWS**

We, the undersigned, do hereby certify the foregoing provisions as the Bylaws of said corporation have been duly adopted by the corporation. All amendments approved by the Board of Directors through February 10, 2009 are reflected in this amended and restated version of the Bylaws.

**Pelekikena Kakau 'Olelo**