

# **By-Laws of Nā Leo Kāko‘o o O‘ahu, Inc.**

## **1. Purpose**

Nā Leo Kāko‘o o O‘ahu, Inc., (hereinafter, “NLK”) exists to support the educational activities of the Hawaiian Language Immersion Program of Ke Kula Kaiapuni 'o Ānuenuē.

## **2. Office**

The principal office of the corporation shall be located at 2528 10th Avenue, Honolulu, Hawai‘i 96816 at Ke Kula Kaiapuni ‘o Ānuenuē (hereinafter, the “kula”).

## **3. Members or Membership**

Parent(s) whose child(ren) is enrolled in the Hawaiian Language Immersion Program at Ke Kula Kaiapuni ‘o Ānuenuē is an eligible member of Nā Leo Kāko‘o o O‘ahu, Inc. Child's enrollment shall be evidence of membership. As a member, each family has the right to voice their views and opinions. Each family shall have one vote only, irrespective of the number of children enrolled in the Hawaiian Language Immersion Program.

## **4. Meetings of Members**

### **4A - Meetings**

The meeting of the members shall be held at such place and at such time as shall be fixed by the Papa Alaka‘i (Board of Directors). At the meetings, the members shall voice their concerns and opinions as to issues, acts, or areas of need in regards to the purpose indicated in Article I of these By-Laws.

The last meeting of the calendar school year shall be the election meeting at which time the members shall elect the Papa Alaka‘i.

### **4B - Special Meetings**

Special meetings of the members may be held for any purpose upon the call of the Pelekikena (President), or upon the call of any two Papa Alaka‘i.

### **4C - Quorum**

2 Papa Alaka‘i members and majority of members present at the meeting voting on an issue constitute quorum for the purpose of voting. Absentee votes can not be counted to obtain the minimum quorum threshold.



#### **4D - Notice of Meetings**

Written notice specifying the day and time of each membership meeting, whether monthly or special, and if for a special meeting, additionally the purpose(s) for which the meeting is called shall be delivered to each voting member not less than five not more than fifty days before the date of the meeting, either by notice sent home with child(ren) enrolled in the program or by a phone or email message. The Pelekikena, Kākau 'Olelo (Secretary), or other Papa Alaka'i member calling the meeting shall determine the method of notice. If notice is given as aforesaid, non-receipt of such notice by any member shall not invalidate any business done at any meeting, either monthly or special, at which quorum is present.

The presence of any member at any meeting shall constitute a waiver of the requirement of giving of notice of said meeting to such member, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any member may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing signed by such member or a duly authorized attorney-in-fact thereof).

#### **4E - Voting Record**

The Kākau 'Olelo or such other Papa Alaka'i member or agent directed to do so by the Papa Alaka'i may make a complete record of the voting membership whether monthly or special, or any adjournment thereof. Such record shall be noted in the meeting minutes and shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purpose thereof. Failure to comply with the requirements of this Section 4.06 shall not affect the validity of any action taken at such meeting.

#### **4F - Proxies**

At any meeting of the members, a member may vote in person or by proxy executed in writing. Such proxy, shall be filed with the Kākau 'Olelo of the corporation before or at the time of the meeting..... No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

### **5. Papa Alaka'i (Board of Directors)**

#### **5A. Generally**

The directors of the corporation shall consist of a Pelekikena (President), one or more Hope Pelekikena (Vice Presidents), a Pu'ukū (Treasurer), one or more Kākau 'Olelo (Secretaries). Papa Alaka'i members shall be elected at the final meeting of the



school year. Each elected Papa Alaka'i member shall serve for a term of one year. Any two or more Papa Alaka'i members may be held by the same person, provided, however, that at least two persons shall be directors of the corporation.

The number of Hope Pelekikena (Vice Presidents) may be changed from time to time by the Papa Alaka'i at any meeting or meetings thereof and, if increased at anytime, the additional Hope Pelekikena shall be elected by NLK members. The number of Kākau 'Ōlelo (Secretaries) may be changed from time to time by the Papa Alaka'i at any meeting or meetings thereof and, if increased at anytime, the additional Kākau 'Ōlelo shall be elected by NLK members.

#### **5B - Action by Papa Alaka'i Without a Meeting**

Any action required or permitted to be taken at any meeting of the Papa Alaka'i may be taken without a meeting if a majority of the Papa Alaka'i members consent to the action to be taken via email. Such consent shall be filed with the minutes of the Papa Alaka'i's meetings, and shall have the same effect as a majority vote.

#### **5C - Removals**

Any Papa Alaka'i member may be removed by the membership by majority vote whenever in its judgment the best interests of the corporation will be served thereby.

#### **5D - Pelekikena (President)**

The Pelekikena shall preside at all meetings of the members and the Papa Alaka'i. The Pelekikena shall be the chief executive officer of the NLK, shall have general charge and supervision of the business of NLK, and shall perform such other duties as are incident to the office or are required by the Papa Alaka'i.

#### **5E - Hope Pelekikena (Vice President)**

In the absence of disability or refusal to act by the Pelekikena, the Hope Pelekikena shall perform all of the duties of the Pelekikena, and when so acting shall have all the powers of and be subject to all the restrictions upon the Pelekikena. The Hope Pelekikena shall have such powers and perform such other duties as from time to time may be prescribed by the Pelekikena, the Papa Alaka'i or these By-Laws.

#### **5F - Pu'ukū (Treasurer)**

The Pu-ukū shall be the chief financial and accounting officer of NLK and shall exercise general supervision over the receipt, custody and disbursement of corporate funds and the keeping of corporate financial records. The Pu-ukū shall perform all other duties assigned by the Pelekikena or the Papa Alaka'i.



### **5G - Secretaries**

The Kāko'o 'Olelo shall keep the minutes of all meetings of the members, the Papa Alaka'i and committees of the Papa Alaka'i (if any). The Kākau 'Olelo shall give notice in conformity with these By-Laws of all meetings of the members and the Papa Alaka'i. In the absence, disability or refusal to act of the Pelekikena and the Hope Pelekikena, the Kākau 'Olelo shall have the power to call meetings of the members, the Papa Alaka'i and committees of the Papa Alaka'i (if any) and shall perform all of the duties of the Pelekikena, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Kākau 'Olelo shall also perform all other duties assigned by the Pelekikena or the Papa Alaka'i.

### **5H - Vacancies**

Vacancies in the Papa Alaka'i caused by any reason other than removal of a Papa Alaka'i member by the members shall be filled by a vote of a majority of the remaining Papa Alaka'i members at any regular Papa Alaka'i meeting or at a special Papa Alaka'i meeting held for that purpose promptly after the occurrence of any such vacancy, even though the Papa Alaka'i members present at such meeting may constitute less than a quorum, and each person so elected shall be a member of the Papa Alaka'i for the remainder of the term of the Papa Alaka'i member whose vacancy was filled. Death, permanent incapacity or resignation of any director, or ceasing to be a stockholder of the NLK, shall cause such Papa Alaka'i member's seat to become vacant.

### **5I - Compensation of Directors**

Papa Alaka'i members shall not be entitled to receive such salary or other compensation for their services on the Papa Alaka'i. Nothing therein shall be deemed or construed to preclude any Papa Alaka'i member from serving NLK in any other capacity and receiving compensation thereof.

### **5J - Reimbursement of Expenses**

Papa Alaka'i members shall be entitled to payment and/or reimbursement of expenses reasonably and necessarily incurred by them, as determined by the Papa Alaka'i, for attendance at Papa Alaka'i and committee meetings and in the performance of services for or on behalf of NLK, including without limitation payment or reimbursement of travel costs, lodging, meals, allowance for incidental expenses, and any other expenses actually incurred for or on behalf of NLK.

## **6. Execution of Instruments**

### **6A - Instruments in General**



All checks and other orders for payment of money, draft, notes, bonds, acceptances, contracts, deeds, leases, mortgages, agreements of sale, bills of lading, and all other instruments except as otherwise provided in these bylaws, shall be signed by such person(s) as shall be provided by general or special resolution of the Papa Alaka'i. In the absence of any such general or special resolution applicable to any instrument, such instrument shall be signed by the Pelekikena or any Hope Pelekikena and by the Pu'ukū or any Kākau 'Ōlelo.

#### **6B - Two Signatures Required**

The Papa Alaka'i shall establish a threshold for instruments that may require two signatures by any of the following Papa Alaka'i members: Pelekikena, Pelekikena Hope, Pu'ukū or Kākau 'Ōlelo. The threshold must be established each school year and be documented in the first meeting minutes of the school year.

### **7. General Provisions**

#### **7A - Adjournment**

Whenever at any meeting provided for in these By-Laws less than a quorum shall be present for represented, such meeting may thereupon be adjourned without notice from time to time by a majority vote of those present or represented until a quorum shall be present or represented. Any meeting at which a quorum is present or represented may be adjourned in the same manner for such time as may be fixed by a majority vote at such meeting. Whenever a quorum is present at any adjourned meeting, any business may be transacted which could have been done at the meeting originally called.

#### **7B - Fiscal Year**

The fiscal year of the corporation shall be as determined from time to time by the Papa Alaka'i or if not determined shall be the calendar year ending December 31.

#### **7C - Approval of Acts of Papa Alaka'i**

At any monthly or special meeting of the membership, any or all of the acts of the Papa Alaka'i may be submitted for ratification and approval by the membership. Such ratification or approval shall be as valid and binding upon the corporation and upon all the members as though it had been approved or ratified by every member of the corporation.

### **8. Amendments**

These By-Laws may be amended, altered, or repealed and new By-Laws may be adopted by the affirmative vote of a majority of the members of the Papa Alaka'i of the



corporation, subject to repeal or change by action of the membership. By-Laws to be reviewed annually.

### **9. Whistleblower Policy**

As Board of Directors and Officers of Nā Leo Kāko'o o O'ahu, Inc., we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

#### **Reporting Responsibility**

It is the responsibility of all directors and officers to comply with all applicable laws and regulations and to report violations or suspected violations in accordance with this Whistleblower Policy.

#### **Retaliation**

No director or officer who in good faith reports a violation of the law shall suffer harassment or retaliation. A director or officer who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination from the board. This Whistleblower Policy is intended to encourage and enable us to raise serious concerns within the organization prior to seeking resolution outside the organization.

#### **Reporting Violations**

It's encouraged that directors and officers share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, the President is in the best position to address an area of concern. However, if you are not comfortable speaking with the President or you are not satisfied with his/her response, you are encouraged to speak with the Vice President. All suspected violations are required to be reported and recorded.

#### **Accounting and Auditing Matters**

The President shall immediately notify the board and officers of any such complaint and work with everyone until the matter is resolved.

#### **Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious



disciplinary offense.

### **Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **Handling of Reported Violations**

The President will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

### **10. Document Retention Policy**

All meeting agendas, minutes, attendance sheets, tax filing and reimbursement requests will be kept on file permanently.

### **11. Conflict of Interest Policy**

#### **Interested Person**

An Interested Person is any director or officer of this committee with governing board-delegated powers who has a direct or indirect Financial Interest, as defined below.

#### **Financial Interest**

A person has a Financial Interest if the individual has, directly or indirectly, any actual or potential ownership, investment, or compensation arrangement with Nā Leo Kāko'o o O'ahu or with any entity that conducts transactions with Nā Leo Kāko'o o O'ahu.

A Financial Interest is not necessarily a conflict of interest in all cases. Under Article III, Section 2 of IRS Form 1023, a person with a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **Procedures - Duty to disclose**

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and officers of the committee with governing board-delegated powers considering the proposed transaction arrangement. In an effort to aid such disclosure, each member (board and officers) shall complete a Conflict of Interest questionnaire as circumstances warrant, but no less frequently than annually.



**Determining whether a conflict of interest exists**

The board shall review each member questionnaire and any other disclosures regarding the Financial Interests of its members. After disclosure of the Financial Interest, the Interested Person shall leave the board meeting while the remaining board members discuss and vote on whether a conflict of interest exists.

**Procedures for addressing the conflict of interest**

After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not produce a conflict of interest. The Interested Person shall not be present in the room during the determination.

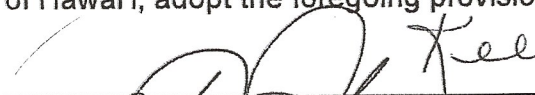
If an alternative transaction or arrangement is not possible, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interests of the organization, for its own benefit, and fair and reasonable. Based on these determinations, the board or committee shall make its decision on whether to enter into the transaction or arrangement.

**Disciplinary action**

If the committee has reason to believe an individual has failed to disclose actual or potential conflicts of interest, it will inform the member and allow him/her to explain the alleged failure to disclose. If the committee still has reason to believe a conflict of interest exists after the alleged conflict is explained, it will take corrective action.

**Adoption of By-Laws**

We, the undersigned, on this 4th day of September 2020, being all of the Papa Alaka'i members of the above-named corporation, do hereby, pursuant to the laws of the State of Hawai'i, adopt the foregoing provisions as the By-Laws of said corporation.

 Kelly Botelho (President)

 Darcie Pulawa (Vice President)

 Genny Kelley (Treasurer)

 Wendy McLain (Secretary)

 Kanoe Vares (Secretary)

