

**BY-LAWS OF  
HUI MAKUA O PU'OHALA**

**I  
PURPOSES**

Section 1. Purposes. The corporation has the following purposes:

- a. The purpose of the Hui Makua shall be to support the success and activities of the Kula Kaiapuni O Pu'ohala (the Hawaiian Language Immersion School at Pu'ohala Elementary,) - hereafter called "Kula Kaiapuni", including but not limited to: fundraising, classroom and grounds keeping, special events, logistical support and other activities which sustain the school and the quality of its program.
- b. To serve as a forum for the discussion of issues affecting the well-being and education of the member's children or otherwise of mutual interest to the parents, teachers and administration of Kula Kaiapuni.
- c. To help the parents of new students at Kula Kaiapuni become familiar with the school and the supporting activities of the corporation.
- d. To support the activities of the Aha Kauleo Kula Kaiapuni (the Hawaiian Language Immersion Program Advisory Council) by sending a delegate to 'Aha Kauleo meetings, by hosting meetings, by reporting to the members on the activities of the 'Aha Kauleo, and by participating in the affairs of 'Aha Kauleo, as 'Aha Kauleo may request and the members of the corporation may approve.
- e. To operate exclusively for charitable, scientific, literary, religious, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States internal revenue law).

Section 2. Powers.

- a. The corporation shall have all powers permitted to corporations by law, except that the corporation shall not have the power to borrow money.

**II  
MEMBERS**

Section 1. Membership.

- a. Members. The parents and/or guardians of each child attending Kula Kaiapuni shall be members of the corporation. Other family members, such as kupuna, and teachers in Kula Kaiapuni shall have the right to speak at meetings but shall not have the right to vote unless they are also the parents or guardians of children attending Kula Kaiapuni. A person may resign from membership at any time by tendering his or her resignation to the directors in writing.
- b. Advisors. The principal of Pu'ohala Elementary School and one teacher selected by the teachers at Kula Kaiapuni 'O Pu'ohala shall serve as advisors to the membership. The manner in which the teacher advisor is selected shall be determined by the teachers.

Section 2. Removal from membership.

- a. A person may be removed from membership at any time by the directors if the directors believe that such action is necessary to protect the corporation.
- b. Removal of a person from membership shall be carried out in the following manner: When the board of directors proposes to remove a person from membership, it shall give written notice to that person setting forth the reasons why it intends to take such action. The notice shall be mailed to the person's address on file with the corporation.
- c. The person shall have the right at any time up to sixty (60) days after the date of the notice, whether before or after the effective date of removal, to protest the board's action, file a written statement of the reasons why he should not be removed from membership (or should be reinstated), and request a hearing before the board.
- d. If the person requests a hearing, the hearing shall be held no later than thirty (30) days after the date of the request. The hearing shall be before the full board of directors (not a committee of the board), and there shall be not less than seven (7) directors present. The decision of a majority of the directors present at the hearing shall be final and binding on the person whose membership is to be revoked.
- e. A person whose membership has been revoked and who does not request a hearing within 60 days after the date of the notice shall have no right to a hearing, but the board may grant such a person a hearing at its discretion.

#### Section 5. Electronic or Physical Address for notices.

- a. Every member shall keep on file with the corporation an electronic mailing (email) address to which notices may be sent. If the member does not have an electronic (email) address, the member may request that notices be mailed to a physical address (member's responsibility). In addition, notices will be sent home with the students.

#### Section 6. Voting

- a. Even though all parents and guardians are members of the corporation, each family shall have only one vote on each matter affecting the corporation on which members of the corporation have the right to vote. This is so even though a family has more than one child in Kula Kaiapuni. On any matter that is voted upon by grade, such as the election of class alaka'i, each family shall have one vote for each grade in which it has children, even though it has more than one child in a particular grade. The family shall decide among themselves how to resolve any internal disagreement about how to vote on a particular matter.
- b. In the matter of two separate households for one student, the parent attending the meeting shall have the vote. If both parents attend they shall decide among themselves how to resolve any internal disagreement about how to vote on a particular matter.
- c. Any matter upon which a vote is taken shall be decided by the voice vote of a simple majority of the families represented by the members present at a meeting at which a quorum of the members was present.

#### Section 7. Quorum.

- a. Members representing at least seven (7) families, which include at least four (4) directors, shall constitute a quorum for the transaction of any business upon which a vote is required at any

regular meeting of the members or at any special meeting of which notice has been given in accordance with the by-laws.

- b. If a quorum is not present at the commencement of a meeting, the meeting may nonetheless proceed for purposes of disseminating information, discussion, and informal polling of members' opinions but no binding vote may be taken unless and until additional members arrive constituting a quorum.

Section 8. Right to require adjournment of meeting.

- a. Any member present at a meeting held in the evening shall have the right at any time after 9:00 p.m. to require that the meeting be adjourned to another day and time. If the meeting is to be reconvened within 48 hours after the adjournment, then the reconvened meeting may be treated as a continuation of the original meeting and no additional notice may be required, although the board of directors shall use reasonable efforts to notify members who were not at the meeting of who were not at the meeting of the day and time that the meeting will reconvene. If the meeting is to be reconvened more than 48 hours after the adjournment, then the reconvened meeting shall be treated as a new meeting and notice of the meeting shall be required.

Section 9. Officers presiding at meetings.

- a. The president of the corporation, or, in his absence, the vice president, shall preside at all meetings of the members, and the secretary of the corporation shall take notes and be responsible for preparing the minutes of the meetings. If both the president and the vice president or the secretary are absent from the meeting, then the other directors of the corporation who are present at the meeting shall elect an acting president and/or secretary to chair the meeting and assume the responsibility for taking notes and preparing minutes.

Section 10. Regular meetings of the members.

- a. There shall be a regular monthly meeting of the members on the third Thursday of each month at 6:30 p.m. at the Pu'ohala Elementary School cafeteria or such other location on the Pu'ohala campus as the directors may decide from time to time. Any business may be considered at a regular monthly meeting whether or not identified in any notice given of the meeting unless the articles or by-laws require otherwise.
- b. The date, time, and place of the monthly meeting may be changed for a particular meeting by the board of directors, provided that the board notify the members of any change not less than seventy-two (72) hours prior to the meeting. No permanent changes to the date, time, or place of the regular monthly meeting shall be made without the approval of a majority of the members present at a meeting at which a quorum is present at the commencement of the meeting and of which notice was given stating the purpose of the meeting is to consider a permanent change in the date, time and/or place of the regular monthly meeting.
- c. At any regular monthly meeting, the date, time and/or place of the next regular monthly meeting may be changed by the members, but only for the next meeting and not on a permanent basis.

Section 11. Special meetings.

- a. Special meetings of the members may be called at any time by the board of directors, and shall be promptly called by the president upon written receipt of a written demand therefor by members representing not less than fifteen percent (15%) of the families at Kula Kaiapuni. Not less than forty-eight (48) hours' notice shall be given of any special meeting. The notice shall

state the purpose for which the meeting is called, and no business may be transacted at the meeting except that which is stated in the notice.

Section 12. Annual meeting.

- a. The first regular monthly meeting of the members held at the beginning of the school year shall be the annual meeting. At the annual meeting, the retiring officers shall give a final written report on the affairs of the corporation for the school year then ending, including a report on the annual audit of the treasurer's accounts, and the newly-elected officers and class alaka'i shall take office.

Section 13. Notice of meetings.

- a. No notice shall be required for regular monthly meetings of the members unless the date, time or place of the meeting is changed or unless a matter is to be expressly considered at the meeting for which the articles of incorporation or the by-laws expressly require that notice be given, such as a change in the number of directors, amendment of the articles or by-laws, etc.
- b. It is recommended that notice of regular meetings be given in order to maintain good communication with the members and thereby encourage the members' involvement in the affairs of the corporation. Notice shall be required for special meetings of the members, as set forth in Section 11 of this article.
- c. Written notices may be sent home with the children or may be given by email, in which case a notice shall be deemed to have been given on the day following the date it is sent home or mailed, or verbal notice may be given by telephone.

Section 14. Polling by phone.

- a. The alaka'i for each grade shall be responsible for communicating with the members whose children are in that grade. The telephone may be used to poll the members informally for their opinions regarding matters on which the alaka'i or the board desires to have the input of the members.
- b. If the telephone is used to take a poll by any directors, including Alaka'i, then the board of directors shall establish a procedure for recording the results of the telephoning, so that there shall be a record of the poll. Each alaka'i or the director that initiated the poll, shall be responsible for recording the results of the telephoning and shall give a copy to the secretary.

Section 15. Procedure at meetings

- a. The procedure at meetings of the members may be informal. However, upon request of any member or director made from the floor at a meeting, the person presiding at the meeting shall thereupon follow Robert's Rules of Order for the remainder of the meeting to the extent that Robert's Rules of Order supplement, but are not inconsistent with any provisions of these by-laws.

Section 16. Rights of members

- a. In general. The members of the corporation shall have the following rights:
  1. To inspect the books and records of the corporation at any reasonable time upon reasonable advance notice to the officer responsible for maintaining the particular books and records to be examined;

2. To make copies of any of the books and records of the corporation at his or her own expense, provided that the officer responsible for maintaining the particular books and records to be copied may impose such requirements as may be reasonable or necessary to insure the security and safety of such books and records;
  3. To speak and be heard at meeting of the members, subject to such reasonable restraints on time and relevancy as the person chairing the meeting may impose;
  4. To vote for the election of officers and directors as provided herein;
  5. To vote on any matter submitted to the members by the board of directors for a vote.
  6. To vote on any other matter permitted under these by-laws or the articles of the corporation.
  7. The members shall not have the right to vote on or reverse any decision of the board of directors except as provided in this section
- b. Request for reconsideration. Any member who disagrees with a decision of the board may submit a written petition to the board asking that the board reconsider its decision. The petition shall include a statement of the reasons why the board's decision should be reversed and must be joined in and signed by members representing at least four (4) other families in addition to the family represented by the member initiating the petition.

The board shall place the matter on the agenda for its next regular meeting, at which time at least one member who signed the petition shall be given an opportunity to be heard on the issue. The board may limit the amount of time the member has to present his or her position, but not less than five (5) minutes. After the member has presented their position, the board shall decide whether to affirm or reverse its earlier decision. The board's decision on the petition for reconsideration shall be final except as provided in section C below.

- c. Submission of issues to vote of members. Upon presentation to the board a written petition signed by members representing at least fifteen percent (15%) of the families at Kula Kaiapuni asking that the board submit to a vote of members any matter previously decided by the board, the board shall schedule a special meeting of the members, to be held not later than two weeks after receipt of the petition, at which the decision complained of shall be submitted to the members for a vote. The vote of the members representing a majority of the families present at the meeting shall be final and binding and shall constitute the decision of the corporation.

### III DIRECTORS

#### Section 1. Authority, number of directors and rules for directors meetings.

- a. Directors. The affairs of the corporation shall be governed by a board of directors. The president, vice-president, secretary and treasurer of the corporation shall be directors of the corporation. In addition to these four officer-directors, there shall be one alaka'i-director for each grade for which there are students in Kula Kaiapuni (grades K through 6). The alaka'i-director for each grade shall be elected by the families of students in that grade. One alternate alaka'i for each grade shall be elected to assist the alaka'i in carrying out his or her responsibilities and to serve as a director when the alaka'i is absent from a meeting of the directors or is otherwise unable to act. The alternate alaka'i may attend the meetings of the directors, and is in fact encouraged to do so, but shall serve and vote as a director only when the primary alaka'i is absent or unable to act. In addition to the officer-directors and alaka'i-directors, the 'Aha Kauleo representative shall be a voting director of the corporation. No person may serve as a director in more than one capacity at a time.

- b. Advisors. The principal of Pu'ohala Elementary and one teacher selected by the teachers at Kula Kaiapuni 'O Pu'ohala shall serve as advisors to the directors. The manner in which the teacher is selected shall be decided by the teachers.

Section 2. Voting.

- a. Each director shall have one vote on any matter presented to the board of directors for decision.

Section 3. Quorum.

- a. A majority of the voting directors shall constitute a quorum for the transactions at any meeting of the directors. Any matter properly brought forth before the meeting shall be decided by the vote of the majority of the directors present at the meeting.

Section 4. Breaking of tie votes.

- a. In the event of a tie vote, a secret ballot will be taken, which will include the Principal or the teacher Advisor, and the secret vote shall decide the matter.

Section 5. Officers presiding at meetings.

- a. The president of the corporation, or, in his absence, the vice president shall preside at all meetings of the directors, and the secretary of the corporation shall take notes and be responsible for preparing the minutes of the meetings. If both the president and vice president or the secretary are absent from the meeting, then the other directors of the corporation who are present at the meeting shall elect an acting president and/or secretary to chair the meeting and assume the responsibility for taking notes and preparing minutes.

Section 6. Action by unanimous written consent or telephone.

- a. Any action that could be taken by the directors at a meeting at which a quorum is present may also be taken without a meeting, if the director's consent to the action is in writing or by telephone.

Section 7. Monthly meetings.

- a. The board of directors shall meet once a month or more frequently as needed to manage the affairs of the corporation. The time and place of the meetings shall be determined by mutual agreement of the directors, or, if they are unable to agree, by the president. Any business of the corporation may be brought before the meeting. Any member of the corporation may attend any meeting of the board as an observer, but, except as provided in Article II, Section 16b, shall not be entitled to speak at or otherwise participate in the meeting unless permitted to do so by the president.

Section 8. Annual meeting.

- a. The board of directors shall have an annual meeting at any time between the regular monthly meeting of the members on the third Thursday of May and the annual meeting of the members.

Section 9. Procedures at meetings.

- a. The procedure at meetings of the directors may be informal. However, upon request of any director made at a meeting, the person presiding at the meeting shall thereupon follow Robert's Rules of Order for the remainder of the meeting, to the extent that Robert's Rules of Order supplement, but are not inconsistent with, any provisions of these by-laws.

Section 10. Committees.

- a. The board of directors may form a committee to carry out any of the functions of the board and may appoint persons who are not directors to serve on such committees. Committees shall have the functions and powers assigned to them by the board and shall serve at the pleasure of the board.

Section 11. Annual Audit.

- a. The board of directors shall cause the accounts of the treasurer to be examined annually by an Auditing Committee of not less than three (3) members, who shall either sign a statement that the annual report is correct or shall sign a separate report stating in what particulars the treasurer's accounts are incorrect or deficient. The Auditing Committee shall be appointed by the outgoing board of directors not later than one week after the regular meeting of the members at which elections are held, and shall include the incoming treasurer, if different from the outgoing treasurer, or, if the treasurer has been reelected, shall include at least one director from the incoming board.

Section 12. Policies and Procedures Manual

- a. The board of directors shall prepare and maintain a Policies and Procedures Manual which shall contain a detailed description of the duties of the board and of each officer and director, the procedures to be followed at meetings, the various governmental forms and tax returns that must be filed for the corporation to be in good standing, the chart of accounts and bookkeeping procedures that the treasurer shall follow in maintaining the books and records of the corporation, and such other matters as the board may deem advisable to fully explain the workings of the corporation. The manual shall be updated on a regular basis so that it is reasonable current at all times. The manual or copies thereof shall be made available to all new board members so that they may become familiar with the operations of the corporation. The purpose of the manual shall be to promote corporate continuity by serving as a vehicle where the experience acquired by members of the board can be recorded and transmitted to their successors.

**IV**  
**OFFICERS AND ALAKA'I**

Section 1. Corporate officers.

- a. The officers of the corporation are a president, a vice-president, a secretary, and a treasurer. The officers shall be elected by the members as provided in Section 4 of this article.

Section 2. Class alaka'i

- a. There shall be one alaka'i and one assistant alaka'i for each grade in which there are children participating in Kula Kaiapuni. The alaka'i and assistant alaka'i for each grade shall be elected by the members who have children in that. The alaka'i and assistant alaka'i may appoint other

members with children in that grade and may form committees among such members to assist them in carrying out their responsibilities.

### Section 3. 'Aha Kauleo Kula Kaiapuni Representative.

- a. There shall be a person elected to represent Kula Kaiapuni at the 'Aha Kauleo Kula Kaiapuni (Hawaiian Language Immersion Program Advisory Council). The 'Aha Kauleo Representative shall attend meetings of the 'Aha Kauleo, shall represent the interests of Kula Kaiapuni at such meetings, shall report to the board and the members, and shall participate in the affairs of the 'Aha Kauleo as the 'Aha Kauleo may request and the members of the corporation may deem appropriate. The 'Aha Kauleo Representative shall be elected by the members at the general membership meeting in April at the same time as the officers and alaka'i directors are elected, and shall be a voting member of the board. It is recommended that the person elected to this position be at least moderately fluent in the Hawaiian language, since discussions at 'Aha Kauleo meetings are often conducted in Hawaiian.

### Section 4. Election.

- a. Preferred Procedure. The officers of the corporation and the alaka'i for each grade shall be elected by the members at the first regular monthly meeting of the school year.

### Section 5. Term.

- a. The officers and alaka'i elected at the annual meeting shall begin their service at the following meeting, for a term of one year or until their successors take office.

### Section 6. Nominations

- a. The president shall call for nominations from the floor, and nominations shall be accepted by all members including officers, and recorded by the secretary. If possible, there shall be at least two persons nominated for each office. Likewise, the alaka'i for each grade shall ask for nominations from among the members of each grade. A person who has served as an officer or alaka'i may be re-elected to the same or a different position for one or more succeeding terms.

### Section 7. Voting for officers and alaka'i.

- a. The officers shall be elected by the members at large. Each family represented at the meeting shall have one vote for each officer to be elected. Voting for officers, alaka'is and assistant alaka'i at the annual meeting shall be a simple vote by raising of the hands.
- b. The candidate receiving the highest number of votes for each office shall be declared duly elected. In the case of a tie-vote, a secret ballot will be taken for the position with a tie, which will include either the principal or advisor. This vote will be final and the candidate shall be declared duly elected.

### Section 8. Powers and Duties.

- a. The officers shall have such powers and duties as are generally exercised or carried out by the officers of non-profit corporations or as may be prescribed by law or elsewhere in the by-laws.



Without limiting this general statement, the officers shall have the specific powers and duties described in the next four sections.

- b. The Board of Directors are authorized to spend up to \$500 for necessary expenditures between monthly meetings, provided that four (4) of the directors have been notified and agree on the matter. The expenditure will be fully disclosed at the next regular monthly meeting.

#### Section 9. President.

- a. The President will have the overall responsibility for directing and coordinating the activities of the board of directors and the members.
- b. The president shall preside at meetings of the board of directors and the members shall have the power to sign contracts, minutes of the meetings and all other legal instruments approved by the board.
- c. The president may delegate any of his duties to other officers and directors or may appoint any other qualified person to carry out specific tasks or to serve on any committee.

#### Section 10. Vice- President.

- a. The Vice-President shall assist the president and the other officers of the corporation in carrying out their duties and shall perform the duties if the president is absent or unable to act.
- b. The vice-president shall also be the person primarily responsible for organizing and conducting fund-raising activities and for seeking and obtaining grants, contributions and other sources of capital for the corporation.

#### Section 11. Secretary.

- a. The secretary will keep minutes of all meetings of the board of directors and the members and will distribute copies of the minutes to the directors and members not later than 7 days prior to the next meeting.
- b. The secretary will maintain the records for the corporation. The secretary will be responsible for all communications of the corporation and will maintain a record of all present and former members, officers and directors of the corporation.
- c. The secretary will perform the duties of the treasurer if the treasurer is absent or unable to act.
- d. The secretary shall establish an email account for the corporation, and the password shall be provided to the current President, Vice-President, Secretary and Treasurer. The password will be changed annually with new officers, or as needed. The purpose of the email account is to provide an electronic address for sending/receiving correspondence, filing online reports and to accept reminders from the State of Hawaii, Internal Revenue Service and other pertinent agencies and organizations, on behalf of the corporation.

#### Section 12. Treasurer.

- a. The treasurer shall be the financial and accounting officer of the corporation. The treasurer shall keep at his/her residence duplicate copies of bank statements, cancelled checks, federal/state tax forms, valuable papers and documents of the corporation. All original invoices shall be kept in locked file at 45-233 Kulauli Street, Kaneohe, Hi 96744 in Room A-6. Any check drawn on a bank account of the corporation shall require the signature of two officers of the corporation who are not related members of the same family.

- b. The treasurer shall keep or cause to be kept a book or books setting forth the receipts and expenditures, assets and liabilities, losses and gains of the corporation and shall report thereon to the board of directors when and as required and to the members in writing at the regular monthly meeting of the members.
- c. The treasurer shall prepare an annual budget which shall be submitted to the board for review and approval. The treasurer shall make such changes to the budget from time to time as the board may require. Each monthly financial report by the treasurer shall include a comparison of actual with budgeted expenses and shall describe and explain any variances.
- d. The treasurer shall also be responsible for preparing and filing any necessary tax returns or information returns, monthly or annual reports that are required by the IRS or the state or county to be filed by the corporation.
- e. The treasurer will be responsible for filing the GET Tax returns, the annual corporation report, and for keeping the corporation in good standing with the State of Hawaii.

### Section 13. Class alaka'i.

- a. The alaka'i for each grade shall be primarily responsible for all communications between the members whose children are in that grade and the board of directors. The alaka'i shall attend the meetings of the members and the board, shall report the wishes, needs and opinions of the members to the board, and shall report the actions and decisions of the board to the members.
- b. The alaka'i shall also be responsible for enlisting and organizing the support of the members in his/her grade for the fundraising activities of the corporation and for any separate fundraising activities undertaken by the members of that grade.
- c. The assistant alaka'i shall assist the alaka'i and shall perform the duties of the alaka'i if the alaka'i is absent or unable to act.

### Section 14. Removal of officers and directors: attendance at meetings.

- a. An officer, director, or alaka'i-director may be removed from office for cause at any time by a majority of the other directors. "For cause" includes but is not limited to such matters as incurring liabilities on behalf of the corporation without authorization, purporting to speak for the corporation without authorization, and carrying out lobbying activities in a manner which could jeopardize the tax-exempt status of the corporation.
- b. Directors shall be required to attend meetings of the board and of the members as often as possible. It shall also be grounds for removal of a director from office if he or she misses more than three (3) board and/or membership meetings during his or her term. Removal shall be mandatory and automatic if the director misses more than six (6) board and/or membership meetings during his or his term.

### Section 15. Vacancies.

- a. If an officer of the corporation resigns or becomes unable, for any reason, to finish his or her term, then a successor shall be elected to fill the vacancy by a majority of the members present at any regular or special meeting of which notice is given stating that a purpose of the meeting is to elect a successor officer.
- b. If the class alaka'i resigns or becomes unable for any reason to finish his or her term, then the alternate alaka'i shall become the primary alaka'i and an alternate alaka'i for that grade shall be elected by the members with children in that grade present at a meeting called for that purpose.
- c. Since no member can occupy more than one office at a time, any officer or alaka'i who is elected to fill a vacant office or directorship must resign his or her previous position. A further election shall then be held, at the same meeting if possible, to elect a successor to fill the position vacated by the officer or alaka'i who has been elected to a new position.

**V**  
**INDEMNIFICATION**

The corporation shall indemnify the directors and members of the corporation against liability arising out of any activities performed by them on behalf of the corporation to the full extent allowed by the laws of the State of Hawai'i governing non-profit corporations. The corporation may purchase insurance to protect itself and the members and directors from liability or loss resulting from or occurring during activities undertaken on behalf of the corporation.

**VI**  
**AMENDMENT OF BY-LAWS**

These by-laws may be amended by a majority vote of the members present at a meeting of the members at which a quorum is present, provided that written notice of the meeting is given to all members entitled to vote thereon stating that a purpose of the meeting is to amend the by-laws and setting forth the proposed amendments or a summary thereof.

The undersigned hereby certify that the foregoing by-laws of Hui Makua Pu'ohala were adopted by a majority of the members present at a meeting of the corporation held on \_\_\_\_\_, at which a quorum of the members was present. The notice of which meeting stated that a purpose of the meeting was to adopt by-laws for the corporation.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

President

Vice President

Secretary

Treasurer