

**BYLAWS OF THE
KAMEHAMEHA SCHOOLS KAPALAMA
ASSOCIATION OF
TEACHERS AND PARENTS**

Revised January 2018

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**BYLAWS OF THE
KAMEHAMEHA SCHOOLS ASSOCIATION OF TEACHERS AND PARENTS**

PREAMBLE

We, the parents, legal guardians, sponsors, teachers, staff and administrators and supporters of students enrolled in the Kamehameha Schools Kapālama, hereinafter referred to as "KSK," form this association to support the activities of the KSK that are intended to assist students in their efforts to be effective participants in contemporary society and thereby perpetuate the legacy and vision of Princess Bernice Pauahi Bishop.

ARTICLE I - NAME

The name of this organization shall be KAMEHAMEHA SCHOOLS ASSOCIATION OF TEACHERS AND PARENTS, hereinafter referred to as "ASSOCIATION."

ARTICLE II - OBJECTIVES

The objectives of this ASSOCIATION shall be:

1. To support, facilitate, represent, assist in, and share responsibility in the educational process to benefit our students through caring and committed involvement, resulting in our children becoming life-long learners and contributing members of their Hawaiian community and society;
2. To bring together parents, legal guardians, sponsors, teachers, staff, administrators, and supporters of children enrolled in grades Kindergarten through Twelve (12) of the KSK; and,
3. To encourage and endorse projects introduced for the purpose of expanding the educational opportunities for KSK students and the ASSOCIATION.

ARTICLE III - POLICIES

The following are policies of this ASSOCIATION:

1. This ASSOCIATION shall operate for the exclusive benefit of the students of KSK, only for charitable, literary, educational,

and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

2. This ASSOCIATION shall be noncommercial, nonsectarian, and nonpartisan.

3. This ASSOCIATION shall not participate or intervene in any way in any political campaign on behalf of, or in opposition to, any candidate for public office.

4. Neither the name of this ASSOCIATION nor the names of any members in their official capacities shall be used in any connection with any commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of this ASSOCIATION.

5. This ASSOCIATION may cooperate with other schools, organizations, and agencies concerned with child welfare.

6. Members of this ASSOCIATION shall make no commitments that bind this ASSOCIATION without authorization of the Board of Directors.

7. Whistleblower and Conflict of Interest Policies

Members of this ASSOCIATION shall observe the highest standard of business and personal ethics in conducting their duties and responsibilities. The ASSOCIATION will investigate any suspected fraudulent or dishonest use or misuse of ASSOCIATION or KSK resources by staff or members.

A. Reporting Responsibility

It is the responsibility of all members to comply with the policies of the ASSOCIATION and to report suspected violations in accordance with this Whistleblower and Conflict of Interest Policy. If any Officer is in a conflict of interest or in a potential conflict, he/she shall declare such and withdraw from participation in any matters requiring decisions by the Association.

B. No Retaliation

No member of the ASSOCIATION who in good faith reports a violation of policy shall suffer harassment, retaliation or adverse consequence. This Whistleblower and Conflict of

Interest Policies are intended to encourage and enable members to raise serious concerns within the ASSOCIATION prior to seeking resolution outside of the ASSOCIATION.

C. Reporting Violations

Members are encouraged to share questions, concerns, suggestions or complaints with the Parent and Alumni Relations Administrator. Should members not be comfortable speaking with the Parents and Alumni Relations Administrator, they are encouraged to speak to a unit administrator (Principal). Administrators are required to report suspected violations to the Head of School, who has specific and exclusive responsibility to investigate all reported violations.

D. Responsibility for Compliance

The Head of School, or one to whom the Head of School has delegated responsibility, is responsible for investigating and resolving all reported complaints and allegations concerning violations of policy and, at his or her discretion, shall advise the Board of Directors of the ASSOCIATION of the filing of such a complaint.

E. Accounting and Auditing Matters

The Finance Committee of the ASSOCIATION shall address all reported concerns of complaints regarding accounting practices, internal controls or auditing. The Head of School shall immediately notify the Finance Committee through the Parent and Alumni Relations Administrator of any such complaint and work with the committee until the matter is resolved.

F. Confidentiality

Violations or suspected violations of policy 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.

G. Handling of Reported Violations

The Parent and Alumni Relations Administrator or Head of Schools will notify the sender (if not anonymous) and acknowledge receipt of the reported violation or suspected violation within 5 business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

ARTICLE IV - MEMBERSHIP

SECTION 1. QUALIFICATIONS FOR AND TYPES OF MEMBERSHIP

A. Full Membership

1. Qualifications:

Parents, legal guardians, and sponsors (adults living on the Island of O`ahu designated by the parents or legal guardians to oversee the welfare of non-O`ahu students at KSK) of students enrolled at KSK, and teachers, administrators, and staff located on the KSK Campus, shall be eligible for Full Membership in the ASSOCIATION. Timely payment of annual dues is a requirement of membership.

2. Benefits:

A Full Member may participate in all ASSOCIATION- sponsored activities and is entitled to vote as provided by these Bylaws. Parents, legal guardians, sponsors and teachers who are Full Members are eligible to be nominated for, and to hold elective office, subject to the limitations of these Bylaws.

B. 'Ohana Membership

1. Qualifications:

All other persons who do not qualify for Full Membership and who support the objectives and policies of the ASSOCIATION, shall be eligible for 'Ohana Membership of the ASSOCIATION. Timely payment of membership dues is a requirement of membership.

2. Benefits:

An 'Ohana Member may participate in all ASSOCIATION-sponsored activities.

SECTION 2. MEMBERSHIP MEETINGS

A. General Membership Meeting

The ASSOCIATION shall strive to hold at least one (1) general meeting of the membership each school year.

B. Place of Meeting

Meetings of the ASSOCIATION shall be held on the KSK Campus or such other place as may be designated for the member meetings from time to time by the Board of Directors.

C. Special Meetings

Special meetings of the ASSOCIATION for any purpose or purposes whatsoever may be called at any time by the President with the approval of the Board of Directors.

D. Notice of Meetings

Notices of meetings, regular or special, shall be given in writing to the members who are entitled to vote by the Secretary or board member designated by the President.

E. Quorum

The presence in person or through representation by proxy of at least one percent (1) of the members who are entitled to vote shall constitute a quorum at all meetings of the membership.

SECTION 3. VOTING RIGHTS AND PROXIES

A. Voting Rights

Only those persons whose names are recorded as Full Members on the day of any members' meeting shall be entitled to vote at such meeting unless some other day is fixed by the Board of Directors for the determination of members of record. This record shall be kept on file at the ASSOCIATION's office and available for public and/or membership view upon request.

Members who are either a parent, legal guardian, or sponsor of a child attending school at KSK shall collectively have one (1) Full Membership and one (1) vote. Members who are teachers, staff or administrators of KSK shall each have one (1) vote.

B. Proxies

Any Full Member may vote at meetings in person or by proxy holder duly appointed by a written proxy signed by the member and filed with the Secretary prior to the start of any said meeting. The proxy shall be valid only for the meeting specified on the written proxy. The effective date of the proxy shall be specified in the written proxy signed by the member but, in all circumstances, shall not be valid after June 30 of the membership year in which it is filed. The proxy shall be deemed revoked as designated by the written proxy, upon receipt by the Secretary of actual notice of the death or judicially declared incompetence of such member, upon termination of such member's status with the ASSOCIATION, or after June 30 of the membership year in which it was filed, whichever comes first.

ARTICLE V - DUES AND CONTRIBUTIONS

SECTION 1. ANNUAL DUES

The annual dues for each membership year is automatically collected from all students as part of KS fees. The dues amount can be suggested by the Board in office on July 1 of the next membership year, and must be approved by KS Trustees as part of the tuition.

SECTION 2. FUNDS COLLECTED

All funds collected or received by the ASSOCIATION shall be deposited in a timely manner to an account in the name of the ASSOCIATION at a financial institution selected by the Board of Directors.

SECTION 3. USE OF FUNDS

All monies received by the ASSOCIATION on account from dues, fees, contributions, benefit programs, and otherwise shall be used to carry out the objectives of the ASSOCIATION and to pay expenses incurred in the operation of the ASSOCIATION.

SECTION 4. CHECK SIGNING AUTHORITY

All checks of the ASSOCIATION that are over \$500.00 are to be signed by two (2) of the following people: the Treasurer, the President, the Vice-President, or the Parent and Alumni Relations (PAR) Administrator. For checks of \$500.00 or less, only one signature is required.

SECTION 5. INDEBTEDNESS

No indebtedness shall be created and no obligations for expenditures shall be incurred by any member without the express approval of the Board of Directors.

SECTION 6. NEIGHBOR ISLAND AFFILIATES FUNDS

The dues or other funds solicited, collected, or received by Neighbor Island Affiliates established pursuant to ARTICLE IX hereof shall not be governed by SECTIONS 1 through 5 of this ARTICLE V. Neighbor Island Affiliates shall maintain their funds separately from those of the ASSOCIATION, and the maintenance and use of such funds shall be governed by the provisions of ARTICLE IX.

ARTICLE VI - UNIT COUNCILS AND BOARD OF DIRECTORS

SECTION 1. UNIT COUNCILS

There shall be three (3) Unit Councils, one each for grades Kindergarten through Six (6) (Elementary School Council), Seven (7) and Eight (8) (Middle School Council), and Nine (9) through Twelve (12) (High School Council).

A. Powers

Subject to the limitations Incorporation, the Bylaws, and of Hawai'i as to action to be of the Articles of the laws of the State authorized or approved by the majority vote of the Board of Directors of the ASSOCIATION, the Unit Councils shall discuss and decide all ASSOCIATION matters affecting the grades within each Unit Council, and represent the interests of the respective Unit Councils through each Unit Council Representative to the Board of Directors.

B. Composition

Each Unit Council shall include, for each grade level within the Unit Council's purview, one (1) parent representative and one (1) teacher representative. Each Unit Council shall also include the principals and vice principals or their designated representatives. The vote of at least one (1) Principal or Vice Principal shall be required to pass any motion, which may affect the tax-exempt status of KS or the ASSOCIATION, create potential legal or financial exposure for KS, or potentially be interpreted as inconsistent with the mission, vision or goals of KS.

The Middle School Council and High School Council shall also include the Boarding Administrator and Director of Boarding, respectively, or designated representative.

Each Unit Council shall select a Chair from among its members.

C. Election/Selection of Unit Council Representatives

Prior to June 30 of the current membership year:

1. The parents, legal guardians and sponsors of each grade, who are Full Members of the ASSOCIATION, shall elect a maximum of three (3) Parent Representative(s) for each respective grade for the following membership year. In the event that more than 3 nominations are accepted to represent a grade level during the election process a special election shall be held. The top three nominees receiving votes in the special election shall be considered winners of the election and shall represent that respective grade level. Nominees in the top three of the special election who opt to not serve as representatives with others shall relinquish their position to other nominees receiving fewer votes. The Parent Representative(s) shall be a Full Member from that grade.
2. The teachers for each grade shall select a teacher representative for each respective grade for the following membership year. Upon being selected as teacher representative, they will become a full member of the Association for the following membership year.

SECTION 2. BOARD OF DIRECTORS

A. Duties and Responsibilities

Subject to the limitations of the Articles of Incorporation, the Bylaws, and the laws of the State of Hawai`i as to action to be authorized or approved by the majority vote of the ASSOCIATION, the Board of Directors shall discuss and decide all matters of ASSOCIATION-wide concern, and serve as an informational clearinghouse for matters of concern to individual Units and their respective Unit Councils.

B. Composition

The Board of Directors shall be Full Members as defined in ARTICLE IV. SECTION 1.A. and made up of the following:

1. Officers

Officers of the Board of Directors shall include the President, Vice President, Secretary, and Treasurer, who shall be Full Members and parents, legal guardians, sponsors or teachers of a student enrolled at KAMEHAMEHA. The President, Vice President, Secretary and Treasurer shall be non-voting members, except in the case of a tie vote; the President shall have one (1) vote.

The President, Vice President, Secretary and Treasurer shall be nominated from among the current Officers or Parent Representatives of the Unit Councils, and elected by the current Officers and Parent Representatives of the Unit Councils to serve for the next term of office.

2. Unit Council Directors

There shall be five (5) voting Unit Council Directors consisting of one (1) Director for each of the following: K-3, 4-6, 7-8, 9-10, and 11-12. Unit Council Director(s) shall be Parent Representatives selected by and from the Parent Representatives of each Unit Council prior to each meeting of the Board of Directors to represent the best interests of the Unit Council. Each Unit Council Director or their designated representative shall have one (1) vote.

3. Teacher Directors

There shall be one (1) Teacher Director from each Unit Council. Each Teacher Director shall be selected by the teacher representatives from each Unit Council from among the teacher representatives for that Unit Council. Each Teacher

Director or their designated representative shall have one (1) vote.

4. Neighbor Island Directors

The Presidents of Neighbor Island Affiliates organizations, or their designated representatives, who are Full Members, shall be Neighbor Island Directors. Each Neighbor Island Director or their designated representative shall have one (1) vote.

5. Administrative Directors

Administrative Directors of the ASSOCIATION shall include the Secondary School Principal, the Middle School Principal, the Elementary School Principal, the Boarding Administrator and the Director of Boarding, or their designated representatives. Each Administrative Director or their designated representative shall have one (1) vote.

The vote of at least one (1) Administrative Director shall be required to pass any motion, which may affect the tax-exempt status of KSK or the ASSOCIATION, create potential legal or financial exposure for KSK, or potentially be interpreted as inconsistent with the mission, vision or goals of KS.

6. KSK Parent and Alumni Relations (PAR) Administrator

The KSK PAR Administrator or its designee shall serve as an ex-officio non-voting member of the Board of Directors.

SECTION 3. TENURE, REMOVAL OF REPRESENTATIVES AND DIRECTORS FROM OFFICE AND FILLING OF VACANCIES

A. Election and Tenure of Office

The Representatives and Directors shall serve a term of office of one (1) year, from July 1 through 30. June

B. Removal of Representatives and Directors

Each Unit Council shall establish policies and procedures regarding the removal of Representatives from office, which shall be consistent with the requirements of these Bylaws.

Directors who have three (3) unexcused absences may be removed from the Board of Directors by a majority vote of the remaining directors.

At any regular or emergency meeting of the Board of Directors of the ASSOCIATION, any Director(s) may be removed for just cause by a majority vote of the Board of Directors, after the Board of Directors has provided the Director(s) with notice of the specific basis for removal, and a reasonable opportunity to be heard.

For purposes of this section, "just cause" shall include, but is not limited to, any and all acts of fraud, deception, or other reasonable cause which may interfere with the Directors) effective performance of his/her duties and/or which are detrimental to the best interests of the ASSOCIATION.

No Bylaw amendment resulting in the reduction in the number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

C. Filling of Vacancies

A vacancy or vacancies shall be deemed to exist in case of the death, resignation, disqualification, removal, of a representative or director, or the election, selection or appointment of a representative or director to an office of the Board of Directors. For purposes of this provision, an office does not include the Chairs of Standing or Ad Hoc committees of the ASSOCIATION.

Vacancies on the Unit Councils shall be filled by the chair with the majority approval of the respective Unit Council at the next scheduled meeting.

Vacancies on the Board of Directors shall be filled by the President with the majority approval of the Board of Directors at the next scheduled meeting.

SECTION 4. MEETINGS, NOTICE, AND QUORUM

A. Meetings

Each Unit Council shall establish procedures regarding the conducting of meetings, which shall be consistent with the requirements of these Bylaws.

Regular meetings of the Board of Directors shall be held at least three (3) times a year. Meetings shall be held at the

KSK or such other place as designated by resolution of the Board of Directors.

B. Telephone Meetings/Alternate Meetings

Each Unit Council shall establish procedures regarding the conducting of telephone meetings and/or alternate meetings, such as email communication, which shall be consistent with the requirements of these Bylaws.

Subject to provision herein relating to notice, members of the Board of Directors or any committee designated thereby may participate in a meeting of such board or committee by means of a telephone conference or similar equipment whereby all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

C. Emergency Meetings: Notices

Each Unit Council shall establish procedures regarding the conducting of Emergency Meetings and notice of such meetings, which shall be consistent with the requirements of these Bylaws.

Emergency meetings of the Board of Directors may be called by the President or upon the written request of three (3) directors. Verbal notice shall be given at least five (5) calendar days prior to the date of the emergency meeting with written notice to follow containing a statement of the purpose, date, time, and location of the Emergency meeting.

D. Quorum

Each Unit Council shall establish procedures regarding quorum for transaction of business and other Unit Council action, which shall be consistent with these Bylaws.

A majority of the number of directors shall constitute a quorum for the transaction of business. The action of a majority of the directors present at any meeting at which there is a quorum, when duly assembled, is valid as an act of the ASSOCIATION. Except for telephone meetings/alternate meetings provided for herein, attendance at a meeting means physical presence, except for Neighbor Island Directors

residing on the Neighbor Islands who may attend Emergency Meetings by conference call if necessary.

SECTION 5. POLLS AND PROXIES

A. Telephone/Email Polls

Each Unit Council shall establish procedures regarding telephone/email polls and proxies, which shall be consistent with the requirements of these Bylaws.

With the concurrence of three (3) officers, the President, or in the President's absence, the Vice President may call for a decision by the Board of Directors by telephone/email poll. A reasonable effort must be made to contact all directors, and a decision by telephone/email poll shall require the concurrence of a majority of the Board of Directors. There shall be a written record kept of the telephone/email poll which shall state the caller and person called, date/time of the call and the results. The record shall be made a part of the minutes of the next meeting of the Board of Directors.

B. Proxies

1. Unit Council

Each Unit Council shall establish procedures regarding voting by proxy which are consistent with Article IV Section 3 of these Bylaws.

2. Board of Directors

Directors may vote by proxy provided:

- a. The proxy is in writing or facsimile, received by the Secretary prior to the start of the meeting, and satisfies the requirements of Article IV, Section 3.A.;
- b. Proxies may be cast for purposes of establishing a quorum and may specify each agenda item or issue and how the proxy is to be cast (in favor or in opposition thereto); and,
- c. The proxy letter and the result of the vote shall be made part of the minutes of the meeting of the Board of Directors and copies be available for review or distribution.

- d. The proxy vote will be valid only for that specific meeting.

SECTION 6. PARLIAMENTARIAN/SERGEANT-AT-ARMS

The Board of Directors may, upon approval of the majority of the directors, appoint a Parliamentarian and Sergeant- At-Arms as deemed necessary.

A. Parliamentarian

The parliamentarian shall advise the President, and other officers, committees and members on matters of parliamentary procedure, and in addition, perform such other duties as may be assigned by the Board of Directors. The Parliamentarian shall not have a voting right.

B. Sergeant-At-Arms

The Sergeant-At-Arms shall preserve order during a meeting of the ASSOCIATION or of the Board of Directors and, in addition perform such other duties as may be assigned by the Board of Directors. The Sergeant-At-Arms shall not have a voting right.

ARTICLE VII - OFFICERS AND AGENTS

SECTION 1. OFFICERS

The Officers of the ASSOCIATION shall be the President, Vice President, Secretary and Treasurer, who shall be Full Members and are parents, legal guardians, sponsors or teachers of a student enrolled at KSK. Officers of the ASSOCIATION shall also include the Secondary School Principal, the Middle School Principal, the Elementary School Principal, or their designated representatives.

SECTION 2. ELECTIONS

Prior to the election of Parent Representatives for the next membership year the Officers shall be elected pursuant to Article VI Section 2.B.1 of these Bylaws.

SECTION 3. TERMS OF OFFICE

The term of office for each of the Officers shall be two (2) membership years, beginning July 1 and ending June 30. No member may hold more than one (1) office simultaneously.

Terms for the Officers shall be staggered with elections for the office of President/Treasurer and Vice President/Secretary being held on alternating years.

SECTION 4. AGENT

An agent of the ASSOCIATION shall be any person who is appointed or assigned to perform duties or services on behalf of the ASSOCIATION, and may be paid to perform such duties and services by either the ASSOCIATION or KSK. Such agents include, but are not limited to an Assistant Treasurer, who shall not be an Officer.

SECTION 5. ASSISTANT TREASURER

The Assistant Treasurer shall:

- A. Be an agent selected by the Head of School of KSK;
- B. Operate under the supervision and authority of the ASSOCIATION President and Treasurer;
- C. Maintain all ASSOCIATION funds and financial records and shall be responsible, subject to the ASSOCIATION President, Treasurer, and Board of Directors;
- D. Record deposited funds; and,
- E. Maintain ASSOCIATION financial records, prepare financial statements, tax reports and returns as required by law, and prepare such periodic financial reports as may be required by the President, Treasurer or the Board of Directors.

SECTION 6. Parent and Alumni Relations (PAR) Administrator

The PAR Administrator shall:

- A. Be an agent selected by the Head of School of KSK;
- B. Operate under the supervision and authority of the ASSOCIATION President and Treasurer; and

C. Receive and deposit funds.

SECTION 7. REMOVAL OF OFFICERS AND AGENTS

Officers or agents who have three (3) unexcused absences may be removed by a majority vote of the Board of Directors. At any regular or emergency meeting of the ASSOCIATION, any officer or agent may be removed for just cause by a majority vote of the Board of Directors. For purposes of this section, "just cause" shall include, but is not limited to, any and all acts of fraud, deception, or reasonable cause which may interfere with the Director(s) or Agent(s) effective performance of his/her duties and/or which are detrimental to the best interests of the ASSOCIATION.

SECTION 8. VACANCIES

A vacancy or vacancies shall be deemed to exist in case of the death, resignation, disqualification, removal or other just cause, of an office or agent. Vacancies shall be filled by the President with the approval of the Board of Directors at the next scheduled meeting.

SECTION 9. DUTIES/RESPONSIBILITIES OF OFFICERS

A. President

The President shall:

1. Be the Chief Executive Officer of the ASSOCIATION and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business of the ASSOCIATION;
2. Preside over all meetings of the members and the Board of Directors;
3. Be an ex-officio member of all standing committees, to include Ho'olaule'a, and establish ad hoc committees as necessary;
4. Instruct the Secretary to issue a notice for regular, special, or emergency meetings; and,
5. Ensure that regular elections are held according to these Bylaws.

B. Vice President

The Vice President shall:

1. In the absence or vacancy of the President, perform the duties and exercise the powers of the President;
2. Assist the President in carrying out the President's duties, responsibilities, and the programs of the ASSOCIATION;
3. Perform such other duties as the Board of Directors shall prescribe;
4. Be an ex-officio member of all committees;
5. Oversee the Bylaws committee regarding modifications to the Bylaws; and,
6. Supervise the maintenance and inventory of all equipment and supplies owned by the ASSOCIATION.

C. Secretary

The Secretary shall:

1. Under the supervision of the President, perform all duties usual to such office or as may be delegated to the office by the Board of Directors or President;
2. In the absence of the President and/or Vice President, call the meeting to order and preside over the first order of business, the election of a President pro tem;
3. With approval of the Board of Directors, may select an assistant as the work load dictates. Such assistant shall not be a member of the Board of Directors and shall have no voting power; and,
4. Serve as the custodian of records and maintain the official records of the ASSOCIATION.

D. Treasurer

The Treasurer shall:

1. Oversee receipt and security of all the funds of the ASSOCIATION and pay them out only of the check of the ASSOCIATION signed in the manner authorized by these Bylaws;
2. Oversee the maintenance of all financial transactions and the preparation of financial statements semi-annually or more frequently as may be requested by the President or the Board of Directors;
3. Serve as the Chairperson of the Finance Committee as defined in ARTICLE VIII, SECTION 1; and,
4. Is a member of and oversees the Finance Committee for Ho`olaule`a.

ARTICLE VIII - STANDING COMMITTEES

SECTION 1. FINANCE COMMITTEE

A Finance Committee shall be composed of the Treasurer, Assistant Treasurer, and three (3) other members. The Treasurer shall serve as the Chairperson of the Finance Committee.

It shall be the duties and responsibilities of this Committee to:

- A. Prepare and submit a budget for the fiscal year beginning July 1 to the Board of Directors at its next regularly scheduled meeting;
- B. When deemed necessary, submit supplements to the budget for the current fiscal year;
- C. Ensure that an audit of the ASSOCIATION is conducted if necessary. Finance committee should consider the cost of an audit versus the benefit received from such audit. Finance committee should consider other accounting procedures that may give limited assurance of the financial statements; and,
- D. Prepare financial statements as requested by the Board of Directors.

- E. Ensure that neighbor island financial reports are submitted to the Treasurer and Assistant Treasurer in a timely manner.

SECTION 2. PROGRAM COMMITTEE

A Program Committee Chairperson shall be appointed by the President within 30 days after the election of the President. The Committee shall be composed of at least three (3) members of the ASSOCIATION.

It shall be the duties and responsibilities of this Committee to:

- A. Plan, promote and arrange programs, social functions and activities that are in the best interest and welfare of the membership (e.g.) entertainment, speakers, hosting guests, refreshments, lei, etc.); and
- B. Prepare reports updating the Board of Directors on the Committee's progress and/or status at the monthly meetings.

SECTION 3. MEMBERSHIP/ELECTION COMMITTEE

A Membership/Election Committee Chairperson shall be appointed by the President within 30 days after the election of the President. The Committee shall be composed of at least three (3) members of the ASSOCIATION.

It shall be the duties and responsibilities of this Committee to:

- A. Extend invitations to join the ASSOCIATION and maintain current and accurate membership records;
- B. If not provided by KS per Article V, Section 1, bill, collect and deposit all monies received for membership dues in a timely manner to the Treasurer, unless otherwise provided by these Bylaws;
- C. Develop, prepare, and submit for approval to the Board of Directors an Elections Policy & Procedure Guideline;
- D. Receive nominations of and confirm acceptance of eligible members to office;

- E. Submit the list of eligible candidates accepting their nomination to the office to the Board of Directors no later than May 1 of each election year;
- F. Prepare and tabulate the election ballots and report the results to the Board of Directors no later than thirty (30) days after the Board of Directors' election of the each year; and,
- G. Prepare reports, including the final election results, updating the Board of Directors on the Committee's progress and/or status at the monthly meetings.

SECTION 4. HO`OLAULE`A COMMITTEE

The coordination of Ho`olaule`a will be managed by the 10th grade class. The 10th grade class ATP Parent Representative(s) will designate a 10th grade Ho`olaule`a committee from the 10th grade class parent and student membership. The 9th grade class will shadow the 10th grade class. The 9th grade class ATP Parent Representative(s) will designate a 9th grade class committee to shadow the current year's 10th grade class Ho`olaule`a committee.

Communication between the 10th grade class Ho`olaule`a Committee and KS Kapālama must work through the PAR office.

No successor President and/or Board of Directors shall remove the Ho`olaule`a Committee and/or its Chairperson(s) unless the majority of the Board of Directors concurs with such action.

SECTION 5. AD HOC COMMITTEES

Ad Hoc Committees may be appointed by the President as the need arises as determined by the Board of Directors or the ASSOCIATION.

SECTION 6. APPOINTMENT AND REMOVAL OF COMMITTEE CHAIRS

Except as otherwise provided by this Article, the President shall appoint and remove Chairs of all Standing and Ad Hoc Committees, subject to approval by a simple majority of the Board of Directors.

ARTICLE IX - NEIGHBOR ISLAND AFFILIATES

SECTION 1. FORMATION

Neighbor Island parents, legal guardians, and friends of students enrolled at KAMEHAMEHA may form Neighbor Island Affiliates of the ASSOCIATION. Such Affiliates shall be called "KAMEHAMEHA SCHOOLS ASSOCIATION OF TEACHERS AND PARENTS - (NAME OF GEOGRAPHIC AREA OF MEMBERS)." For example, A Neighbor Island Affiliate formed in West Hawaii island would be named the "KAMEHAMEHA SCHOOLS ASSOCIATION OF TEACHERS AND PARENTS - WEST HAWAII."

SECTION 2. COMPOSITION

Members of the Neighbor Island Affiliates may be parents, legal guardians, sponsors or friends of students enrolled at KAMEHAMEHA. The President of the Neighbor Island Affiliate, or the designated representative of the President, shall serve as the Neighbor Island Director for that region on the Board of Directors. Any president or designee so serving as a Neighbor island Director of the ASSOCIATION must be either a parent or legal guardian of a student then presently enrolled at KAMEHAMEHA.

SECTION 3. OPERATING RULES AND POLICIES

Neighbor Island Affiliates shall establish operating policies and procedures that are consistent with the ASSOCIATIONS' Articles of Incorporation and Bylaws, the tax-exempt status of KS, and the legacy and vision of Princess Bernice Pauahi Bishop. In order to ensure such consistency, prior to their adoption, Neighbor Island Affiliates shall submit all Articles of Incorporation, Bylaws, policies and procedures, and rules and regulations to KS via the PAR Administrator of the Alumni & parents Advancement Center and via the Secretary of the ASSOCIATION for review and comment and as part of the file on record of the ASSOCIATION.

As a matter of record, each Neighbor Island Affiliate shall indicate their intention to participate as an active affiliate of the ASSOCIATION for the coming membership year through a written letter of commitment received by the Board prior to the end of the current membership year.

Any Neighbor Island Affiliate not in compliance with the Bylaws of this ASSOCIATION shall not be covered by this ASSOCIATION'S tax-exempt status.

SECTION 4. FINANCIAL ACCOUNTING

Neighbor Island Affiliates shall elect or select a Treasurer who shall oversee and be responsible for:

- A. Maintaining funds which are solicited and collected by the Neighbor Island Affiliates separate from the funds of the ASSOCIATION
- B. Collecting, receiving, and depositing funds in a timely manner to an account in the name of the Neighbor Island Affiliate in a financial institution selected by the governing board of the Neighbor Island Affiliate;
- C. Conforming to good accounting practices; and,
- D. Submitting financial statements to the ASSOCIATION no less than once each calendar quarter.

SECTION 5. FUNDRAISING AND OTHER EVENTS

At the beginning of each fiscal year, Neighbor Island Affiliates shall submit to the ASSOCIATION via the Secretary and to KS, via the PAR Administrator of the Parents and Alumni Relations Department, a calendar of proposed social or fundraising events which they propose to conduct along with a description of the event and a proposed budget. In order to ensure compliance with KS's tax-exempt status and the laws of the State of Hawai`i, and to ensure adequate insurance coverage, prior to making any commitments for any such event. Neighbor Island Affiliates shall seek and obtain approval from KS.

SECTION 6. DIRECTORS TRAVEL EXPENSES

The ASSOCIATION shall pay airfare for the Neighbor Island Directors or their designated representatives to attend any regular scheduled meeting of the ASSOCIATION'S Board of Directors.

ARTICLE X - LIABILITY AND INDEMNIFICATION

SECTION 1. NO LIABILITY TO ASSOCIATION

No director, officer, employee, or other agent of the ASSOCIATION and no person serving at the request of the ASSOCIATION as a trustee, director, officer, employee, or other agent of another corporation, partnership, joint venture, trust, or other enterprise and no heir or personal representative of any such person shall be liable to the ASSOCIATION for any loss or damage suffered by it on account of an action or omission by such person as a trustee, director, officer, employee, or other agent if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the ASSOCIATION, unless with respect to an action or suit by or in the right of the ASSOCIATION to procure a judgment in its favor, such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the ASSOCIATION.

SECTION 2. INDEMNITY

- A. The ASSOCIATION shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding (other than an action by or in the right of the ASSOCIATION) by reason of the fact that such person is or was a director, officer, employee, or agent of the ASSOCIATION or is or was serving in such capacity at the request of the ASSOCIATION in any other association, corporation, partnership, joint venture, trust, other enterprise against expenses, attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the ASSOCIATION and with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the ASSOCIATION and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- B. The ASSOCIATION shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by or in the right of the ASSOCIATION by reason of the fact that such person is or was a director, officer, employee, or agent of the ASSOCIATION or is or was serving in such capacity at the request of the ASSOCIATION in any other association, corporation, partnership, joint venture, trust, or other enterprise against expenses and attorneys' fees actually and reasonably incurred by such person in the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the ASSOCIATION provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the ASSOCIATION unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses and attorneys' fees which such court deems proper.
- C. To the extent that a person seeking indemnification under Section 2A or 2B above has been successful on the merits or otherwise in defense of any action, suit, or proceeding or any claim, issue or matter therein, the ASSOCIATION shall indemnify such person against expenses and attorneys' fees actually and reasonably incurred in connection therewith.
- D. The ASSOCIATION shall make indemnification payments to or on behalf of the person seeking them only if authorized in the specific case upon a determination that indemnification of such person is proper because such person meets the applicable standards of conduct set forth in Section 2A or 2B above. Such determination may be made 1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or 2) if such quorum is not obtainable or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the ASSOCIATION, or 3) by the court in which such action, suit, or proceeding was pending upon

application made by the ASSOCIATION or the person seeking indemnification or the attorney or other person rendering services in connection with the defense, whether or not such application is opposed by the ASSOCIATION.

- E. The Board of Directors may authorize payment in advance of final disposition of an action, suit, or proceeding for the expense and attorneys' fees incurred by a person seeking indemnification under Section 2A or 2B above provided that such person delivers a written undertaking to repay such amount unless it is ultimately determined that such person is entitled to be indemnified under this Section 2.
- F. The indemnification provided by this Section 2 shall not be deemed exclusive of any other rights to which those seeking indemnification are entitled under any bylaw, agreement, vote of disinterested directors, or otherwise both as to action in a person's official capacity and as to action in another capacity while holding such office and shall continue as to a person who ceases to be a director, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators.
- G. The ASSOCIATION may purchase and maintain insurance on behalf of any person described in Section 2A or 2B above against any liability asserted against or incurred by such person in any such capacity or arising out of his or her status as such, whether or not the ASSOCIATION would have the power to indemnify the person against such liability under this Section 2.
- H. This Section 2 shall be effective with respect to any person who is a director, officer, employee, or agent of the ASSOCIATION or is serving in such capacity at the request of the ASSOCIATION in any other association, corporation, partnership, joint venture, trust, or other enterprise at any time on or after the effective date of these Bylaws with respect to any action, suit, or proceeding pending on or after that date against such person based upon his or her acting in such capacity before or after that date.

ARTICLE XI - CONDUCT OF MEETINGS

Robert's Rules of Order, Newly Revised, may govern the meetings of the ASSOCIATION where applicable and where they are not inconsistent with these Bylaws and any special rules and orders the ASSOCIATION may adopt.

ARTICLE XII - AMENDMENT TO BYLAWS

These Bylaws may be amended at any regular or special meeting of the ASSOCIATION, by a majority vote of the attending members, subject to the following procedures:

Proposed amendments to the Bylaws shall be presented in writing to the Chair of the Bylaws Committee.

The Board of Directors shall review proposed amendments from the Bylaws Committee, prepare a summary for the ASSOCIATION membership, and post proposed amendments together with Board summary for review by the ASSOCIATION membership at least thirty (30) days prior to the General Meeting.