



STATE OF HAWAI'I
Early Learning Board
2759 South King Street, Room C6
HONOLULU, HAWAI'I 96826

BYLAWS OF THE EARLY LEARNING BOARD OF THE STATE OF HAWAI'I

ARTICLE I

PREAMBLE

Section 1.1. A high-quality early learning system for children from prenatal care until entry into kindergarten (approximately age five) prepares children for school and active participation in society in the future.

Section 1.2. Chapter 302L, Hawai'i Revised Statutes ("HRS"), establishes the Early Learning Board of the State of Hawai'i (hereinafter "Board" or "ELB") to provide, among other things, direction to the Executive Office on Early Learning, State of Hawai'i (hereinafter "Office" or "EOEL"), on how best to meet the developmental and educational needs of children, from prenatal care to entry into kindergarten; provide recommendations to the Office on improving the quality, availability, and coordination of early learning programs in the state; promote collaboration across agencies and stakeholders serving young children in the future; and appointing the director of the EOEL and evaluating the director on an annual basis.

ARTICLE II

NAME AND LOCATION OF THE BOARD

Section 2.1. Name. The name of the Board shall be the "Early Learning Board of the State of Hawai'i."

Section 2.2. Principal Office. The principal office of the Board shall be at **2759 South King Street, Room C6; Honolulu, Hawai'i 96826.**

Section 2.3. Change of Principal Office of the Board. The principal office of the Board shall be co-extensive and shared with the EOEL at all times. If the EOEL shall change its principal office to a different location other than **2759 South King Street, Room C6; Honolulu, Hawai'i 96826**, in the future, the ELB's principal office shall follow the principal office of the EOEL to its new location and the new principal office of the Board shall be the principal office of the EOEL at the appropriate time.

ARTICLE III

AUTHORITY TO ACT

Section 3.1. Authority of the Board. The Board is authorized to act pursuant to Chapter 302L, HRS, including, but not limited to, Section 302L-1.6, HRS.

ARTICLE IV

MEMBERSHIP OF THE BOARD

Section 4.1. Board Membership. The ELB shall be comprised of members appointed and confirmed consistent with Chapter 302L, HRS, including, but not limited to, Section 302L-1.6, HRS, and the relevant provisions of Chapter 26, HRS, and the State of Hawai'i Constitution.

Section 4.2. Term of Members. Board members shall serve a term of service consistent with Chapter 302L, HRS, including, but not limited to, Section 302L-1.6, HRS, and the State of Hawai'i Constitution.

Section 4.3. Compensation. Board members shall serve without compensation consistent with Section 302L-1.6, HRS, but members shall be entitled to be reimbursed for expenses, including travel expenses, necessary for the performance of their duties connected with the Board as authorized in Section 302L-1.6, HRS, provided that such

reimbursement for expenses shall be requested and paid according to a form, format, and process adopted by the ELB and administered by the EOEL upon adoption.

To the extent that processes and determinations of the Board conflict with any decision of a State of Hawai'i ("State") agency having jurisdiction over the form, format, and processes of Board reimbursement as determined by the Board under these bylaws in the future, the decision(s) of the relevant and/or authorized State agency shall control and the Board shall follow the decision(s) of the relevant and/or authorized State agency as appropriate under the context and circumstances.

Section 4.4. Advisory Members. The Board may authorize the appointment of non-voting advisory members in a number not to exceed a number to be determined by the Board by unanimous vote of all voting members at a meeting convened consistent with Chapter 92, HRS, and the non-voting advisory members shall serve a term of service, without compensation, in accordance with the conditions and limitations of participation identified in an appointing order or resolution as approved by the Board under the appropriate agenda item presented consistent with Chapter 92, HRS.

ARTICLE V

OFFICERS OF THE BOARD

Section 5.1. Board Officers. The officers of the ELB shall be the Chairperson and Vice Chairperson of the Board.

Section 5.2. Selection of Chairperson and Vice Chairperson of the Board. The Chairperson of the ELB shall be selected by a majority vote of the voting members of the Board as set forth in Section 302L-1.6, HRS. The process shall be as prescribed by the ELB, which may be amended from time to time as adopted consistent with Chapter 92, HRS, and Chapter 302L, HRS.

A Vice-Chairperson of the ELB shall be appointed from among the voting members of the Board not selected as Chairperson under **Section 5.2** of these bylaws, and shall

be nominated and selected as determined by a process adopted by the ELB consistent with Chapter 92, HRS, and Chapter 302L, HRS, which may be amended from time to time as determined appropriate and/or necessary by the Board, and adopted consistent with Chapter 92, HRS, and Chapter 302L, HRS.

In the event that the office of Chairperson or Vice Chairperson of the ELB becomes vacant in the future, the Board shall follow a succession plan adopted by the ELB consistent with Chapter 92, HRS, and Chapter 302L, HRS, and implemented by the Board at the appropriate time.

A majority of all voting members serving on the ELB shall constitute a quorum to conduct business under this section as adopted by the bylaws for purposes of Chapter 302L, HRS, and Section 302L-1.6, HRS, for purposes of selecting a Chairperson and Vice Chairperson under **Section 5.2** of these bylaws, but this section of the bylaws may be amended by the Board at the appropriate time consistent with Chapter 92, HRS, at the discretion of the ELB.

Section 5.3. Term of the Chairperson and Vice Chairperson of the Board. The term of the Chairperson and Vice Chairperson of the Board shall be set by the determination of the ELB in a resolution adopted by the Board at a regularly convened Board meeting.

The Chairperson and Vice-Chairperson of the Board may serve more than one term as Chairperson or Vice Chairperson of the Board, but the number of consecutive terms served may be no more than six (6) years total unless amended by a determination of the ELB.

ARTICLE VI

DUTIES OF THE BOARD OFFICERS

Section 6.1. Chairperson of the Board. The Chairperson of the Board shall call all meetings of the ELB to order and shall preside at all meetings of the full Board.

The Chairperson may delegate to other members of the Board the duties and responsibilities of calling and presiding over sub-committee meetings of the Board, as appropriate, but the Chairperson shall remain responsible for the general management of the ELB consistent with appropriate chapters of the HRS and other policies and sources of legal authority relevant to the conduct, authority, and responsibilities of the Board.

The Chairperson may delegate to other Board members assignments and duties as the Chairperson may deem advisable and/or appropriate, but the members of the Board may decline such assignments and delegation of duties by submitting to the Board, with a copy to the EOEL, a written communication declining such assignment or delegation of duties as appropriate.

Section 6.2. Vice Chairperson of the Board. The Vice Chairperson of the Board shall serve as the Chairperson of the Board in the event that the Chairperson may be absent at a meeting of the Board or upon the unavailability of the Board Chairperson as appropriate.

When acting in the capacity of the Board Chairperson, the Vice-Chairperson shall assume all of the powers and responsibilities of the Chairperson, except when the Chairperson resumes that role, at which time the Vice Chairperson will assume their position of Vice Chairperson of the Board upon the return of the Board Chairperson.

The Vice Chairperson shall assist the Chairperson in implementing the responsibilities of managing the Board as the Chairperson deems necessary under the circumstances. The defined working relationship between the Vice Chairperson and Chairperson of the Board may be agreed upon by the Vice Chairperson and Chairperson of the ELB provided there is no objection by the Board at the appropriate time.

Silence as to the agreed relationship between the Vice Chairperson and Chairperson of the Board under these bylaws means that the Board ratifies the relationship of the Vice Chairperson and Chairperson of the ELB under this document.

An amendment to this provision of the bylaws may be made consistent with Article XIII of these bylaws and may be considered at any time by the ELB as appropriate.

ARTICLE VII

DUTIES OF THE BOARD MEMBERS

Section 7.1. Duties of Board Members. Members shall attend all monthly meetings called by the Chairperson of the Board unless the member's attendance is excused.

Members may attend meetings of any sub-committees established by the Board and which the members have been assigned consistent with the direction of the Board Chairperson or membership of the sub-committees.

Members shall perform all duties and undertake all responsibilities as may be directed by the ELB or assigned by the Chairperson, Vice Chairperson, or sub-committee of the Board as appropriate and in accordance with these bylaws.

Any disagreement in the duties and responsibilities may be resolved by presenting the disagreement to the Chairperson of the Board and the Chairperson shall resolve the disagreement with the member informally unless the member requests a determination of the full Board, at which time the Chairperson shall include the disagreement as an item on a Board agenda and the disagreement shall be determined by the Board at the scheduled Board meeting at the appropriate time.

Section 7.2. Compliance with Laws. Members shall comply with the State Ethics Code, Chapter 84, HRS, State Public Agency Meetings and Records Law, Chapter 92, HRS, and another other law applicable to the Board, all of which are incorporated by reference herein to the extent applicable to the Board.

Section 7.3. Representations by the Board. No member of the Board shall act or make representations on behalf of the Board unless authorized by Board action taken in accordance with Chapter 302L, HRS, including, but not limited to, Section 302L-1.6, HRS, and Chapter 92, HRS.

This section shall not be construed to prevent a member from having discussions, attending events or meetings, or receiving or gathering information related to the business of the Board in the member's individual capacity, but the member may not make any commitments or suggest any positions on behalf of the Board unless authorized by the Board as provided in these bylaws.

ARTICLE VIII

BOARD COMMITTEES

Section 8.1. Committees of the Board. The Board shall have the following standing committees at which members shall be appointed by determinations made by the Board: Standing Committee on Governance; Standing Committee on Finance; and Standing Committee Legislative matters.

Section 8.2. Mission of Board Committees. The mission of each standing Board committee shall be determined by the members of the standing Board committees through processes, and in a format, determined by a majority vote of each standing Board committee.

The mission of each standing Board committee shall be approved by the Board, except that the Board may waive the approval of any or all Board standing committee mission. The waiver of such approval shall act as the ratification and acceptance of the standing Board committee mission and the Board shall accept such Board standing committee mission as a statement of the Board unless the Board decides to revisit such decision at an appropriately scheduled Board meeting.

Section 8.3. Officers of the Standing Board Committees. The standing Board committees shall determine the officers, organization, and decision-making processes of the standing Board committees and the standing Board committees shall report their activities and decisions to the Board in a format to be determined by the standing Board

committees not less than every three (3) months unless the standing Board committees decide not to hold a meeting during that reporting time period.

Section 8.4. Standing Board Committee Membership. Each standing Board committee shall have a membership of no less than three (3) Board members and no more than seven (7) Board members of the Board at any given time.

Ex officio members shall be eligible to serve as decision-making members of the standing committees of the Board, but ratification of actions of the standing Board committees that result in the adoption of the position of the Board shall be made through an action item on the Board's agenda, at which time the Board shall take action through a vote of the voting members of the Board.

Section 8.5. Ad Hoc Committees. The Board may establish an ad hoc committee through an action item voted on by members of the Board and the ad hoc committee can exist and operate within the scope of the parameters determined for the ad hoc committee through the terms and conditions established by the Board.

Ad hoc committees shall last no more than two (2) years as established by the Board and each ad hoc committee shall prepare a written report for the Board identifying the work of the ad hoc committee and its accomplishments during the existence of the ad hoc committee, and the Board may entertain future recommendations with respect to the work of the ad hoc committee at the appropriate time.

The work of the ad hoc committee may be extended by the Board for a term not to exceed an additional two (2) years, but the extension of the ad hoc committee shall be voted on by the Board and an extension may not be granted unless two thirds (2/3) of the voting members of the Board agree that the ad hoc committee should have its existence extended at the appropriate time. If a two-thirds (2/3) approval vote is not reached at the appropriate time, the ad hoc committee shall cease to exist at the term of the ad hoc committee established by the Board at the appropriate time and the ad hoc committee shall follow the process established by the ad hoc committee set forth by the Board for the ad hoc committee at the appropriate time.

Section 8.6. Advisors/Consultants to Any Committee of the Board. The Board may permit advisors and consultants to assist the committees of the Board at any time.

Retention of advisors and consultants shall be at the discretion of the committees of the Board.

ARTICLE IX

MEETINGS OF THE BOARD

Section 9.1. Meetings. The Board shall meet regularly at least once each month, as determined by the Board. Any Board General Meeting – its date, time, and/or location – may be changed or canceled by the Board Chairperson, subject to Chapter 92, HRS.

Section 9.2. Special Board Meeting. The Board, through its Chairperson, may schedule a special Board meeting at any time, subject to Chapter 92, HRS.

The subject of the special Board meeting shall be as determined by the Board acting through its Chairperson.

Section 9.3. Committee Meetings. All committee meetings shall be scheduled at the discretion of the committee chairpersons, provided that the committee chairpersons shall endeavor to hold a standing committee meeting at regularly scheduled times coordinated with the Board's monthly meetings to the extent possible.

Committee chairpersons may change or cancel any committee meeting consistent with Chapter 92, HRS.

Section 9.4. Community Meetings. The Board may hold community meetings to discuss and receive input on matters within the scope of the Board's responsibilities and duties. The Board Chairperson may designate Board members to attend the community meetings and the community meetings shall not be held for the purpose of formulating

early learning policy or making determinations of the Board pursuant to Chapter 302L, HRS, or any other provision of the HRS or State Constitution.

Section 9.5. Executive Session. The Board may hold an executive session closed to the public only as provided by Chapter 92, HRS, and during the course of a regular or specially scheduled Board meeting.

Section 9.6. Meeting Agendas. Agendas for regular and specially scheduled Board meetings shall be set by the Chairperson in consultation with the Director of the EOEL and posted consistent with Chapter 92, HRS.

Section 9.7. Board Business. Business of the Board shall be managed and determined by the Chairperson of the Board in consultation with the Director of the EOEL. Board members may place items on the Board agenda for members of the Board to discuss and take action on by sending a request to the Board Chairperson in writing to place an item on a Board agenda and the Board Chairperson shall set the matter for discussion at the next scheduled Board meeting unless the Board Chairperson notifies all Board members for the reason why a request for discussion cannot be accommodated at the appropriate time.

Board members may request an explanation for why a Board item cannot be placed on the next scheduled Board agenda at the appropriate time, and the Board Chairperson shall respond to all Board members in writing as to why the Board member's request for an inclusion of an item on a Board agenda cannot be accommodated, and the members may discuss the determination of the Chairperson at the next scheduled Board meeting provided that the action item is included in the Board agenda consistent with Chapter 92, HRS.

Section 9.8. Placement of Item as Board Business by a Member of the Public Under These Bylaws. A member of the public not serving on the ELB may place an item to be considered as Board business by submitting a written request to the EOEL with the

subject matter identified in the text of the written request with the identifier, "ATTENTION – MATTER TO BE CONSIDERED FOR PLACEMENT ON THE NEXT EARLY LEARNING BOARD MEETING AGENDA," included somewhere visible at the beginning of the written request submitted by the member of the public.

The EOEL shall transmit the written request to the Chairperson of the ELB within two (2) days of the receiving the request in the appropriate instance and the Chairperson of the ELB shall determine in their sole discretion whether such item will be placed on the next scheduled Board agenda as appropriate.

The decision of the Chairperson of the ELB shall be unreviewable by the public in appropriate instances. However, members of the ELB may request explanations of the Chairperson's determinations at their discretion if they believe that further discussion of the Chairperson's decisions warrants additional elaboration for potential future action by the full Board.

A conversation regarding any matter connected to this section of the bylaws shall be included on a Board agenda consistent with Chapter 92, HRS, as the situation may warrant. Development of a Board agenda in this circumstance shall be consistent with **Section 9.7** of these bylaws, above.

Section 9.9. Order of Business. The Order of Business shall be determined by the Board Chairperson in consultation with the Director of the EOEL, and the Order of Business shall include at least one agenda item where the public may provide testimony on any subject included in the Board agenda for the Board meeting.

Section 9.10. Quorum and Voting. A majority of voting members shall constitute a quorum for conducting business under these bylaws, and a concurrence of the majority of voting members present shall constitute a sufficient number of votes to make any action of the Board valid under these bylaws.

Section 9.11. Parliamentary Procedure. The rules contained in Robert's Rules of Order, its latest edition, shall constitute the procedures by which meetings are run unless

the rules are in conflict with law or the provisions of these bylaws, in which case the law or these bylaws shall govern the procedures of the meetings.

ARTICLE X

DIRECTOR OF THE EOEL

Section 10.1. Position Established. The Director of the EOEL (“Director”) shall be hired and supervised by the Board consistent with Chapter 302L, HRS.

Section 10.2. Duties and Responsibilities of the Director. The Director shall carry out his or her responsibilities as provided by Chapter 302L, HRS, including, but not limited to, Section 302L- 1.5, HRS.

Section 10.3. Delegation of Duties. To the extent allowed by law, the Board may delegate functions and responsibilities to the Director of the EOEL, and the Director of the EOEL may further delegate those duties and responsibilities to appropriate employees of the EOEL, any provide any of the powers and authority necessary to carry out those delegations and function, to the extent necessary and appropriate.

Section 10.4. Term of Employment. The Director shall serve at the discretion of the Board, and the Board shall comply with all applicable labor and employment laws to the extent that they are relevant to the employment of the Director under the circumstances.

ARTICLE XI

LEGAL COUNSEL

Section 11.1. Authorization to Request Legal Advice, Counsel, or Service from the Board’s Designated Legal Services Provider. Only the Board Chairperson and Director of the EOEL shall be authorized to seek legal advice and representation from the Board’s designated legal services provider as the circumstances may so require.

The method for seeking legal advice and representation shall be as prescribed by the appropriate legal services provider under the applicable rules, procedures, and processes of the State.

Section 11.2. Legal Proceedings. The Board Chairperson and Director of the EOEL shall determine how legal proceedings involving the Board shall be managed at the appropriate time.

Section 11.3. Delegation of Duties. To the extent allowed by the law and necessary under the circumstances, the Board may delegate functions and responsibilities to an appropriate member of the Board or employee of the EOEL as required by the context of the legal proceeding or case. Such delegation shall be in writing and the writing shall identify in specific detail what tasks, actions, and undertakings are authorized and how such delegation shall be managed by the Board as the circumstances shall so require.

ARTICLE XII

CODE OF CONDUCT

Section 12.1. Standard of Conduct. Members of the Board shall comply with Chapter 84, HRS, the State's Ethics Code, and act in a manner consistent with the collegiality and respect expected of a public servant charged with the responsibility of representing the State on a matter of importance to families and children for their well-being and future success as residents of the State.

Section 12.2. Fiduciary Duty. Members of the Board serve a public interest role and, as such, are expected to conduct all affairs of the Board in a manner consistent with the importance and responsibility placed upon the Board to implement Chapter 302L, HRS, including formulating statewide early learning policy under Sections 302L-1.6 and 302L-2, HRS. Members of the Board are expected to place the responsibilities and welfare of the Board above personal interests, the interests of family members, or others

who may be personally involved in the affairs affecting the Board and all decisions of the Board shall focus on a desire to promote the best interests of the early learning system, and the community that it serves, at all times during the members' service on the Board.

Section 12.3. Determination of Conflicts of Interest. Members of the Board shall direct questions concerning possible conflicts of interest covered by the State Ethics Code to the Chairperson of the Board, who will forward the question to the State Ethics Commission for disposition of the question. Upon receipt of a response from the State Ethics Commission, the Chairperson shall share the response with the member in question and the response may be shared with the members of the Board with the approval of the member who asked the question of the State Ethics Commission.

Section 12.4. Restraint on Participation. A Board member who has declared that a conflict of interest exists for them shall recuse themselves from the matter in which the Board member has declared a conflict of interest and refrain from participating in the consideration of the matter until such matter is resolved or finally determined by the Board. The Board member shall not vote on the matter before the Board and they shall not be present during the Board's deliberation of the matter and at the time of the Board's vote.

To the extent necessary, the EOEL shall ensure compliance with this section of the bylaws.

ARTICLE XIII

AMENDMENTS TO THE BYLAWS

Section 13.1. Authorization. The members of the Board may amend any section of these bylaws, or the bylaws in its entirety, at any time by placing an item on the agenda of the Board at the appropriately scheduled Board meeting.

The ELB may choose to refer the matter to any appropriate committee established by the ELB, including, but not limited to, its Standing Committee on Governance, and any

recommendation from the committee shall be placed on the ELB agenda at the appropriately scheduled meeting.

The ELB may further define the process for amending these bylaws proposed by any ELB member through any process the ELB determines to be appropriate in the decisionmaking of the Board.

Section 13.2. Notice Regarding Proposed Amendments. These bylaws can be amended by providing prior written notice to all Board members of the specific changes and language proposing amendments to the bylaws and the matter shall be properly placed on the Board's agenda at the appropriately scheduled Board meeting. At the appropriately scheduled Board meeting, the Board members shall have a discussion of the amendments proposed to be made to the Board's bylaws and the Board shall provide the public up until one calendar week before the next scheduled Board meeting to provide comments on the Board's proposed amendment to the bylaws after which the Board may take appropriate action on the Board's proposed bylaw amendments at any time.

Section 13.3. Approval of Amendments. Any amendment to the Board's bylaws may be approved by two-thirds vote of the total membership of the Board voting to approve the proposed amendment to the bylaws of the Board at the appropriately scheduled board meeting.

Section 13.4. Effective Date of Approved Amendments. Any approved amendments shall become effective upon the date the members approve the amendment to these bylaws at the appropriately scheduled Board meeting.

ARTICLE XIV

SEVERABILITY

Section 14.1. Severability. If any term(s) or provision(s) of these bylaws, or the application thereof to any person or circumstance, is declared to be void, invalid or unenforceable by any court of competent jurisdiction or any Federal, State, or County

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government or agency having jurisdiction over the subject matter of these bylaws, then the voidness, invalidity, or unenforceability of the term(s), provision(s), or application(s) of these bylaws does/do not affect the other terms, provisions, or applications of these bylaws, which can be given force and effect without regard to the void, invalid, or unenforceable term(s), provision(s), or application(s), and, to this end, the terms, provisions, and applications of these bylaws are severable, with the remaining terms, provisions, and applications of these bylaws being in full force and effect without the enforceability of those terms, provisions, and/or applications held to be void, invalid, or unenforceable. The members of the Board may amend any section of these bylaws, or the bylaws in its entirety, to address the void, invalid, or unenforceable terms, provisions, or applications of these bylaws at any time by acting consistent with the terms, procedures, and processes set forth in these bylaws governing amendment of these bylaws.

DATED: Honolulu, Hawai'i, _____, 2024.

By _____
[Name]
Chairperson of the Early Learning Board

Approved: _____.

Amended: _____.