



‘Ōlelo Community Television

Bylaws

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Amended November 2, 2006
Amended February 23, 2011

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ARTICLE I**NAME**

The name of the Hawai'i nonprofit Corporation shall be:

‘Ōlelo Community Television

ARTICLE II**LOCATION**

The principal office of the Corporation shall be located at:

1122 Māpunapuna Street, Honolulu, Hawai'i 96819

The Board of Directors may change the location of the principal office and/or select additional offices by resolution from time to time.

ARTICLE III**PURPOSE**

The specific and primary purpose of the Corporation is to promote the creation, production and cablecasting of programs by, for and about Hawai'i. Such programs will be aimed at the preservation, development and enhancement of the diversity of thought, culture and heritage within Hawai'i. Through these activities the Corporation will facilitate lifelong learning and the community's participation in the democratic process.

To this end the Corporation shall:

- maintain those cable channels dedicated to public, educational and governmental use in a manner that is free of censorship and control of program content, except as necessary to comply with state or federal law,
- provide a range of resources for program production for the users of these channels, and
- develop and enforce such rules and policies that will ensure equitable access to these channels and production consistent with applicable state or federal laws.

In addition, this Corporation is formed for the purpose of performing all things incidental or appropriate in the achievement of the foregoing specific and primary purposes and may have other exclusively charitable or educational purposes as the Board of Directors may authorize or approve from time to time, whether related or unrelated to the foregoing specific and primary purposes. The Corporation's goal is to strengthen our island voices and advance community engagement through innovative media.

The Corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of Hawai'i and as may be necessary for the administration of the affairs and attainment of the purposes of the Corporation; provided, however, that in no event shall the Corporation engage in activities not permitted to be carried on by a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or under Chapter 414D, Hawai'i Revised Statutes.

ARTICLE IV

NONPARTISAN ACTIVITIES

This Corporation has been formed under Chapter 415B (repealed) and under Chapter 414D of the Hawai'i Revised Statutes for the public purposes described in the Articles of Incorporation of this Corporation, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the duplication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation, through its officers or Directors, shall not participate or intervene in any political campaign on behalf of any candidate for public office, or for or against any cause or measure being submitted to the people for a vote.

ARTICLE V

MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI

DIRECTORS

Section 6.1 Powers of the Board

The property and business of the Corporation shall be managed by the Board which may exercise all powers of the Corporation and do all lawful acts.

Section 6.2 Number of Directors

The number of authorized Directors of the Board of the Corporation shall be fifteen (15). The Board of Directors through its Nominating Committee shall appoint fourteen (14) Directors in conformance with Section 6.9a and one Director shall be elected in conformance with Section 6.9b.

Section 6.3 Ex-Officio Members of the Board

The President/Chief Executive Officer (hereafter President/CEO) of the Corporation shall serve as an ex-officio, non-voting member of the Board of Directors.

Section 6.4 Qualifications

Directors must be residents of the State of Hawai'i who reside primarily on Oahu. No elected official, city, state or federal, shall serve or be eligible to serve on the Board of Directors. No person employed by or under contract with the Corporation, or any member of his/her family or kin of the first or second degree, is eligible to serve as a voting member of the Board of Directors.

Section 6.5 Composition

The Board shall be generally reflective of the ethnic and cultural diversity of the State and the public, educational and governmental user groups. At least a majority of the Board shall be subscribers of the cable franchise holder.

Section 6.6 Quorum

One-third (1/3rd) of the number of Directors in office shall constitute a quorum for the transaction of business, except as otherwise provided for herein. Every act or decision done or made at a meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6.7 Voting

Section 6.7a Voting

An act of a majority of the Board at any meeting at which there is a quorum shall constitute an act of the Board, except that a 2/3 vote of the members to which the Board is entitled shall be required to (i) change or amend Bylaws, (ii) approve any transaction in which a Director has a direct or indirect material financial interest (subject to Section 6.14b & c), and (iii) distribute or sell assets of the Corporation, the value of which equals or exceeds \$4,000.

Section 6.7b Proxies

Directors may not vote by proxy.

Section 6.8 Terms of Office

Directors of the Board shall serve three-year terms, with the sole exception that Directors may, from time to time, be appointed or elected for terms less than three years for the purpose of staggering the Directors' terms. Each Director shall serve during the specified term and thereafter until a successor is appointed or elected. No person shall serve more than two terms, whether full terms or other specified terms, without a lapse of at least one year before that person can be re-appointed or re-elected. Directors' terms shall be staggered for the purpose of providing for the appointment of no more than one-third (1/3) of the Directors each year, so far as is practicable.

The term of a Director who is appointed or elected to replace a Director who is unable to complete the Director's term shall terminate on the same date as the term of the Director who is replaced.

Section 6.9 Appointments, Election, and Vacancies

Section 6.9a Directors Appointed by the Board

No later than one-hundred and fifty (150) calendar days prior to the end of the calendar year, the Chair shall appoint a Nominating Committee of at least three (3) members of the Board. The Nominating Committee shall develop a slate of individuals it recommends to fill Director vacancies. The Nominating Committee shall forward the slate of Directors

to the Board no later than fourteen (14) calendar days prior to the Board's first regularly scheduled meeting of the fourth quarter of the calendar year.

The Board shall review the slate of Directors and upon a majority vote of the Board, confirm in total, adopt only in part and/or reject the recommendations of the Nominating Committee.

Should the Board fail to appoint all of the available Director vacancies by rejecting or adopting only in part, the Nominating Committee's slate of Directors, the Nominating Committee shall develop another slate of Directors for the Board's subsequent approval at the next regularly scheduled meeting.

If an appointed Director does not complete the Director's term, the Board shall have the authority to appoint a replacement Director to complete that Director's term. The Board can appoint the replacement Director with or without having to first go through the Nominating Committee.

Section 6.9b Elected Director

The Board hereby authorizes the Corporation to administer an election among the Corporation's public, educational, and government users to fill one (1) and only one position (the "Elected Director"). Only one (1) Elected Director may sit on the Board at a given time.

The election for the Elected Director shall be completed and the results of the election forwarded to the Board within a reasonable time prior to the Board's first meeting of the calendar year. The Elected Director's term shall be set in accordance with section 6.8.

If at any time during the first year of the Elected Director's term the Elected Director resigns the position, or is removed for cause pursuant to section 6.10, the vacancy shall be filled by the individual who has received the first, second, or third highest vote total in the original election, in descending order, until the vacancy is filled, provided that if for any reason the vacancy is not filled by one of these three individuals, the vacancy shall be filled in the manner prescribed for filling such a vacancy after the first year of the term the Elected Director.

If at any time after the first year of the term the Elected Director resigns the position or is removed for cause pursuant to section 6.10, the Board hereby directs the Corporation to conduct an election to fill the position, provided that if the vacancy occurs during the final six (6) months of the Elected Director's term, the Board may at its discretion allow the position to remain vacant pending completion of the term.

Section 6.9c. Effective Date of Appointment, Election and Reappointment

Appointed Directors and the Elected Director shall be seated at the Board meeting immediately following the Director's appointment or the election. Officers (except for the President/CEO) shall be elected from among the Directors at the Annual Meeting by majority vote of the Board.

Section 6.10 Resignation or Removal

Directors may resign provided that resignations shall be submitted in writing to the Chair of the Board of Directors.

The Board may remove any of its Appointed Directors at any time, without cause, by a vote of two-thirds of the members to which the Board is entitled. The Board may only remove the Elected Director, elected under Section 6.9b for cause by a vote of the majority of the members to which the Board is entitled. The Board may also remove an Appointed Director for cause by a vote of the majority of the members to which the Board is entitled.

For purposes of this section, "cause" shall include, but not be limited to, any action or conduct by a Director that is contrary to law or the requirements of these Bylaws or that is otherwise harmful or deleterious to the Corporation's business or affairs or the fulfillment of its purpose as set forth herein.

Section 6.11 Attendance

Directors having two (2) consecutive excused or unexcused absences within a twelve (12) month period from regularly scheduled Board meetings may be removed from the Board for cause in conformance with section 6.10.

Section 6.12 Compensation

Directors shall receive no compensation or direct or indirect personal gain for services rendered as Directors, but shall be reimbursed for all reasonable expenses incurred while performing their duties. No Director shall become an employee of the Corporation or receive compensation from the Corporation, or transact any business on behalf of the Corporation with any business entity of which he/she is an officer, agent or member or in which he/she has a financial interest during his/her term of office.

When there is an actual or apparent conflict of interest, the Director shall so declare it and abstain from voting on that issue in accordance with Section 6.14c.

Section 6.13 Standard of Care

In accordance with Chapter 414D of the Hawai'i Revised Statutes and Section 501(c)(3) of the Internal Revenue Code, a Director shall perform the duties of a director, including duties as a member of any Committee of the Board on which the director may serve, in good faith, in a manner such Director believes to be in the best interest of this Corporation and with such care including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

With respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this Corporation's capital.

Section 6.14 Prohibited Transactions

Section 6.14a Loans

This Corporation shall not make any loan of money or property to or in any way guarantee the obligation of any Director or officer; provided, however, that this Corporation may advance money to a Director or Officer of this Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 6.14b Self-Dealing Transactions

Except as provided in subsection 6.14c below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is (i) a transaction to which the Corporation is party and in which one or more of the Directors has a material financial interest or (ii) a transaction between this Corporation and one or more of the Directors, provided that this provision shall not apply to any contract awarded through a public process of competitive bidding.

Section 6.14c Approval

The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interest of the Corporation and is fair and reasonable. Such determinations must be made by the Board when, with knowledge of all material facts concerning the transaction and the director's interest in the transaction, the Board concludes in good faith that this Corporation could not have obtained a more advantageous arrangement with reasonable effort. Approval of such a transaction requires a two-thirds (2/3) majority vote of the Directors to which the Board is entitled provided that any director who has a direct or indirect interest is precluded from voting. The presence of, or an inadvertent vote cast by, a director with a direct or indirect interest in the transaction does not in itself affect the validity of the action.

ARTICLE VII

MEETINGS

Section 7.1 Definition

For purpose of this Article "Meeting" shall mean the convening of the Board for which a quorum is required in order to make a decision or to deliberate toward a decision upon a matter over which the Board has supervision, control, jurisdiction, or advisory power. There shall be no decision making nor deliberation towards a decision unless such occurs at a properly noticed meeting.

A meeting may be validly convened via an audio or video conference facility so long as the public may have free access to any video or audio conference facility used in the open portions of such meeting.

Section 7.2 Location

All meetings of the Board shall be held at the principal office of the Corporation or a location determined by the Chair.

Section 7.3 Annual Meeting

The Annual Meeting shall be held no later than 120 calendar days after the close of each fiscal year. At that time the annual report will be made and the election of Officers will be held.

Section 7.4 Regular and Special Meetings

There shall be at least four (4) regular meetings of the Board per year, of which one shall be the Annual Meeting. Special meetings may be called by the Chair and/or any three (3) Directors upon three (3) days' notice by first class mail or on 48 hours notice delivered personally or by telephone, telegraph or electronic mail. Other acceptable communications services may be approved by the Board from time to time.

Section 7.5 Open Meetings

Every meeting of the Board of Directors shall be open to the public and all persons shall be permitted to attend any meeting unless such meeting is closed pursuant to Section 7.6; provided that the removal of any person who willfully disrupts a meeting to prevent and compromise the conduct of the meeting shall not be prohibited. The Board shall afford all interested persons an opportunity to submit data, views, or arguments, in writing, on any agenda item. The Board shall also afford all interested persons an opportunity to present oral testimony during a period which is reserved for public comment during the course of the meeting. The Board shall provide for the reasonable administration of oral testimony by resolution.

All or any part of a meeting of the Board may be recorded by any person in attendance by means of a tape recorder or any other means of sonic reproduction, except when a meeting is closed pursuant to Section 7.6; provided that the recording does not actively interfere with the conduct of the meeting.

Nothing in this section shall prohibit members of the Board from collectively attending retreats or any other type of formal or informal gathering not open to the public so long as no decisions or deliberations towards decisions are conducted at these gatherings.

Section 7.6 Executive Meetings

The Board may hold an executive meeting closed to the public upon an affirmative vote, taken at an open meeting, of two-thirds (2/3) of the members present; provided the affirmative vote constitutes a majority of the members of the Board. A meeting closed to the public shall be limited to matters exempted in Section 7.7. The reason for holding such a meeting shall be publicly announced and the vote of each member on the question of holding a meeting closed to the public shall be recorded and entered into the minutes of the meeting.

Section 7.7 Exceptions

The Board may hold a meeting closed to the public for one or more of the following purposes:

- (a) to consider the hiring, evaluation, dismissal, or discipline of an officer or employee or charges brought against the officer or employee, where consideration of matters affecting privacy will be involved; provided that if the individual concerned requests an open meeting, an open meeting shall be held;
- (b) to deliberate concerning the authority of persons designated by the Board to conduct labor negotiations or to negotiate the acquisition of property, or during the conduct of such negotiations;
- (c) to consult with the Board's attorney on questions and issues pertaining to the Board's powers, duties, privileges, immunities, and liabilities;
- (d) to investigate proceedings regarding criminal misconduct;
- (e) to review proprietary information provided to the Board on the condition that the information not be disclosed publicly.
- (f) to meet in Committees and Subcommittees of the Board, provided that less than a majority of Directors to which the Corporation is entitled is not present at the meeting.

In no instance shall the Board make a decision in an executive meeting on matters not directly related to the purposes specified in the above section. No chance meeting or electronic communication shall be used to circumvent the spirit or the requirements of this part to make a decision or to deliberate towards a decision.

Section 7.8 Notice of Meetings

Section 7.8a Written Public Notice

The Board shall give written public notice of any regular, special, or rescheduled meeting, or any executive meeting when anticipated in advance. For purposes of this section a written notice may include dissemination by video and other text through print and the electronic media.

The notice shall include an agenda which lists all of the items to be considered at the forthcoming meeting, the date, time and place of the meetings, and in the case of an executive meeting, the purpose shall be stated.

Section 7.8b Posting

The Board shall post notice of the meeting in the Corporation's principal office for public inspection at least three (3) working days before the meeting. The notice shall also be posted at the principal site of the meeting whenever feasible.

Section 7.8c Notification

Interested persons will be allowed to place their names on a mailing list to receive written notification of regular, special, or rescheduled meetings. In addition, annually the Board shall determine means of timely notification of interested persons of regular and special meetings. Such means may include notification by mail and listings on the public, education and/or government channels under the direction of the Corporation.

Section 7.9 Emergency Meetings

If the Board finds that a compelling reason exists that requires a meeting in less time than is provided for in these Bylaws, the Board may hold an emergency meeting provided:

- (a) The Board states in writing the reasons for its findings;
- (b) Two-thirds (2/3) of all members to which the Board is entitled agree that the findings are correct and that an emergency exists;
- (c) An emergency agenda and the findings shall be posted in the Board's office; and
- (d) The Board shall make its best efforts to notify persons requesting notification.

Section 7.10 Conduct of Meetings

The current editions of Robert's Rules of Order and Roberta's Rules of Order shall serve as guides for the conduct of all meetings of the Board of Directors and its Committees, except where the same shall be in conflict with any applicable law or these Bylaws. The Board Chair or Committee Chair shall retain final authority to reconcile conflicting guidance between Robert's Rules of Order and Roberta's Rules of Order.

ARTICLE VIII

COMMITTEES

Section 8.1 Standing and Special Committees

There shall be such standing Committees of the Board of Directors as are necessary to accomplish the ongoing work of the Corporation.

Special Committees as found necessary by the Board of Directors may be appointed to accomplish specific pieces of work for the Corporation.

Section 8.2 Executive Committee

There shall be an Executive Committee of the Board of Directors which shall consist of the elected Officers of the Corporation and the appointed President/CEO, provided, however, that the President/CEO shall be an *ex officio* non-voting member of the Executive Committee and shall not be counted for the purpose of determining a quorum.

The Executive Committee shall be vested with administrative powers of the Corporation and the Board of Directors during the interim between Board meetings; except that it shall not have the power to take any action which is contrary to, or a substantial departure

from, the direction for the policy of the Corporation. The Executive Committee shall submit to the Board for ratification on reports of action taken.

The Executive Committee shall meet at the call of the Chair.

Three (3) members of the Executive Committee shall constitute a quorum.

Section 8.3 Limitations

Regardless of Board resolution, no Committee shall:

- (a) Fill vacancies on the Board or on any Committee that has the authority of the Board;
- (b) Fix compensation of the Directors for serving on the Board or on any Committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (e) Create any other Committees of the Board;
- (f) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest.

Section 8.4 Appointments

The newly elected Chair shall appoint the Standing Committee Chairs as the first item of business at the first duly called meeting after the Chair is elected. The Chair of any Committee shall be a member of the Board. An affirmative vote of a majority of the Directors attending a meeting shall be required to confirm the appointments. Mid-term vacancies shall be filled in the same manner. The term of a Committee Chair shall be the same as the appointing Board Chair.

Section 8.5 Removals

Any Committee Chair may be removed by a majority vote of the Board.

Section 8.6 Membership

Individuals who are not members of the Board may participate on a Committee at the discretion of the Board, provided, however, that unless the Board determines otherwise for good cause, individuals who are not voting members of the Board shall not have a vote in the decisions of any Committee and shall not be counted for determining whether the Committee has a quorum.

Section 8.7 Operations

Each Committee shall keep regular minutes of meetings and report to the Board as required.

ARTICLE IX

OFFICERS

Section 9.1 Officers

The Officers of the Corporation to be chosen by the Board shall be a Chair, one or more Vice Chairs, Secretary, Treasurer, and President/CEO. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair. All Officers shall be chosen from among the Directors, except for the President/CEO.

Section 9.2 Elections

Elections shall be conducted as a regular matter of business at the Annual Meeting. Officers shall serve until the next annual election or until their successors are chosen.

Section 9.3 Vacancy

If an office becomes vacant for any reason, the vacancy shall be filled in the manner described in these Bylaws for regular appointments to that office.

Section 9.4 Chair

The Chair shall preside at all meetings of the Board and the Executive Committee. The Chair shall have general supervision and management of the Corporation and see that all orders and resolutions of the Board are carried out. The Chair shall execute and/or sign all matters where required by the Corporation, except where the Board delegates that authority to another officer or agent of the Corporation. The Chair shall prepare the agenda for any regularly scheduled meeting, provided that any Director may put an item on the agenda.

Section 9.5 Vice Chair

The Vice Chair shall, in the absence of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as the Board directs.

Section 9.6 Secretary

The Secretary shall attend to the following:

- (a) Book of Minutes - The Secretary shall keep or cause to be kept, at the principle executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Board.

The minutes shall include, but need not be limited to:

- (1) The date, time and place of the meeting;
- (2) The directors recorded as either present or absent;
- (3) The substance of all matters proposed, discussed, or decided; and a record of any votes taken; and

- (4) Any other information that any director requests be included or reflected in the minutes.

The minutes shall be public records and shall be available within thirty (30) calendar days after the meeting except where such disclosure would be inconsistent with Section 7.7; provided that minutes of an executive meeting may be withheld so long as their publication would defeat the lawful purpose of the executive meeting, but no longer.

- (b) Notice and Other Duties - The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or Bylaws.

Section 9.7 Treasurer

The Treasurer shall attend to the following:

- (a) Books of Account - The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial records. The books of account shall be open to inspection by any Director at any reasonable time.
- (b) Deposits and Disbursements of Money and Valuables - The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as ordered by the Board; shall render to the President and Directors, whenever they request it, an account of all of his/her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 9.8 Restoration of Records

All Directors, staff and any persons under contract with the Corporation shall restore to the Corporation all of its books, papers, vouchers, money and other property of every kind in his/her possession or under his/her control on his/her death, resignation, retirement, removal from office, dismissal or termination of contract.

ARTICLE X

INDEMNIFICATION

This Corporation may provide indemnification to the fullest extent allowed by law. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any director, officer, employee, or other agent of this Corporation against any liability assessed against or incurred by such director, officer, employer or other agent in such capacity arising out of their status as such. The Board of Directors shall also adopt a resolution authorizing the purchase of insurance on behalf of the State of Hawai'i, the cable franchise holder and/or any other entity as required by contract or written agreement.

ARTICLE XI

STAFF

The Board of Directors shall select and hire a President/CEO who shall have the responsibility of selecting and hiring staff members, subject to the Board's right to review the number of employees and their duties. The President/CEO reports to the Board and shall be responsible for managing and operating the Corporation in accordance with the general policies and directions specified by the Board and shall perform other duties as assigned by the Board or Chair. The President/CEO shall serve as a non-voting, ex-officio member of the Board of Directors.

ARTICLE XII

FISCAL PROVISIONS

Section 12.1 Fiscal Year

Each fiscal year shall end on December 31.

Section 12.2 Disbursements

All checks or demands for money, drafts or other orders for payment of monies and all notes, bonds or other evidence of indebtedness issued in the name of the Corporation shall be executed only in accordance with policy adopted from time to time by the Board of Directors.

Section 12.3 Contracts

All contracts entered into on behalf of this Corporation shall be executed only in accordance with policy adopted from time to time by the Board of Directors.

Section 12.4 Depository

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 12.5 Gifts

The Board of Directors may accept, on behalf of the Corporation, any contributions, gifts, bequests or devise for the general or any special purpose of the Corporation.

Section 12.6 Reports to Directors

The Treasurer shall furnish annually to all Directors of this Corporation a report containing the following information:

- (a) the assets and liabilities, including capital assets and trust funds, of this Corporation as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this Corporation both unrestricted and restricted for particular purposes, for the fiscal year;

- (d) any transaction during the previous fiscal year involving this Corporation in which any Director or Officer of the Corporation or subsidiary was a party. The report must disclose the names of the interested persons involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest.

The Treasurer shall furnish other special reports as the Board of Directors may request from time to time.

Section 12.7 Maintenance of Corporation Records

The Corporation shall keep:

- (a) adequate and correct books and records of account;
- (b) minutes in written form of the proceedings of its Board and Committees of the Board. All such records shall be kept at the Corporation's principal office.

Section 12.8 Inspection of Records

Section 12.8a Inspection by Directors or DCCA

Members of the Board or the Director of DCCA and their authorized agents shall have the right to inspect and obtain copies of the Corporation's books and records during reasonable business hours upon the express condition that information and documents obtained as a result of these inspections shall not be used in any manner detrimental to the Corporation. In the event a member of the Board or the Director of the DCCA, or their respective agents, is involved in any activity or possesses an interest which is adverse to the Corporation, the Corporation, through its President/CEO, shall have the right to withhold from inspection any books, records or other materials which the President/CEO feels, in his/her reasonable discretion, are related to the dispute or interest which is adverse to the Corporation, provided the President/CEO's decision to withhold such records or materials is ratified at the next meeting of the Board. Members of the Board shall not disclose any confidential or proprietary information of the Corporation without the consent of the Board or the Corporation's legal counsel or as required by law.

Section 12.8b Inspection by the Public

The general public shall have the right to inspect the Corporation's records during regular business hours after providing the Corporation with a written inspection request, at least three business days in advance. Members of the public may obtain copies of the Corporation's records that are open for inspection, by paying a reasonable fee. Copies shall be provided at the Corporation's principal place of business, in a timely manner, to the extent that the production of such copies does not disrupt the Corporation's normal business operations. The following documents of the Corporation shall be exempt from the inspection under this paragraph:

- (a) records associated with the actions described in Sections 7.7(a)-(f) of these Bylaws;

- (b) materials relating to policy-making and decision-making by the Board;
- (c) drafts and working papers pertaining to work in progress;
- (d) files containing information which, if disclosed would constitute a clearly unwarranted invasion of personal privacy as defined by law;
- (e) records containing the Corporation's confidential and/or proprietary information; and
- (e) materials which the President/CEO feels, in his/her reasonable discretion, that if disclosed would cause harm to the Corporation's interest.

ARTICLE XIII

DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to cultural, charitable and educational purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or Director of this Corporation. On liquidation or dissolution, (a) properties and assets and obligations shall be distributed and paid over as specified in the contract or agreement with the Department of Commerce and Consumer Affairs; and (b) any properties and assets remaining shall be paid over to an organization dedicated to cultural, charitable, and educational purposes, provided that the organization continues to be dedicated to exempt purposes as specified in Internal Revenue Code (501)(c)(3) and in Chapter 415B of the Hawai'i Revised Statutes.

ARTICLE XIV

AMENDMENTS

These Bylaws may be altered, changed, amended, or repealed at any meeting of the Board at which a quorum is present by the affirmative vote of two-thirds (2/3) of the members to which the Board is entitled; provided that the text of the proposed alteration, change, amendment or repeal be contained in the notice of such meeting.

CERTIFICATE OF SECRETARY:

I, the undersigned, certify that the Board of Directors of 'Ōlelo Community Television, a Hawai'i nonprofit Corporation, has adopted the above Bylaws as the Bylaws of this Corporation on February 23, 2011.

Signature: _____
Secretary