

## BYLAWS

### HO 'IKE: KAUAI COMMUNITY TELEVISION, INC.

AMENDED 3/31/1999  
AMENDED 10/10/2000  
AMENDED 9/7/2001  
AMENDED 10/09/2001  
AMENDED 02/12/2002  
AMENDED 07/29/2002  
AMENDED 08/22/2002  
AMENDED 07/24/2003  
AMENDED 10/12/2005

#### ARTICLE I NAME

The name of the Hawaii nonprofit corporation shall be: Ho'ike: Kaua'i Community Television, Inc.

#### ARTICLE II LOCATION

The principal office of the corporation shall be located at: Ho'ike: Kaua'i Community Television, Inc. 4211 Rice Street, Lihue Hawaii 96766.

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 cable casting of programs by, for and about Hawaii.

Such programs will be aimed at the preservation, development and enhancement of the diversity of thought, culture and heritage within Hawaii. Through these activities, the corporation will facilitate lifelong learning and the community's participation in the democratic process.

To this end the corporation shall:

- o 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,
- o provide a range of resources for program production for the users of these channels, and
- o develops and enforces 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 shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of Hawaii 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 415B, Hawaii Revised Statutes.

#### ARTICLE IV. NONPARTISAN ACTIVITIES

This corporation has been formed under Chapter 415B of the Hawaii 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.

Nothing in this article shall prevent Ho'ike and its designated representatives from advising, educating or testifying before legislative committees or legislators on matters directly affecting PEG access in the state of Hawaii'.

#### ARTICLE V. MEMBERSHIP

The corporation shall have no members.

#### ARTICLE VI. DIRECTORS

##### Sec. 6.1

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

##### Sec. 6.2 Number of Directors:

The number of authorized Directors of the Board of the corporation shall be NINE (9). The Director of the DCCA shall appoint Six (6) Directors, two (2) Directors shall be appointed by the Cable Operator and one (1) shall be elected in accordance with Sec. 6.9c.

##### Sec. 6.3 Ex-Officio Members of the Board:

The Managing Director of the corporation shall serve as an ex-officio, non-voting member of the Board of Directors.

##### Sec. 6.4 Qualifications:

Directors must be residents of the County of Kauai.

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.

##### Sec. 6.5 Composition:

The Board shall generally reflect the ethnic, geographical and cultural diversity of the County as well as the public, educational and governmental user groups. At least a majority of the Board shall be cable subscribers of the cable franchise holder.

**Sec. 6.6 Quorum:**

A majority of the members to whom the Board is entitled shall constitute a quorum for the transaction of business. 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. Approval of all transactions must be approved by at least a majority of the required quorum of that meeting.

**Sec. 6.7 Voting Powers**

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:

- a) Change or amend By-Laws
- b) Enter into any contract, which encumbers the corporation for an amount, which equals or exceeds four thousand dollars (\$4000).
- c) Approve any transaction in which a Director has a direct or indirect material financial interest (subject to Sec. 7.14b &c),
- d) Distribute or sell assets of the corporation, the value of which equals or exceeds four thousand dollars (\$4000).
- e) When a Director has 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.

**Sec. 6.7a Proxies:**

Directors may not vote by proxy.

**Sec 6.8 Terms of Office:**

Directors shall serve three-year terms. Each Director shall serve during the specified term and thereafter until a successor is appointed.

No person shall serve more than two full terms without a lapse of at least one year before that person can be reappointed.

**Sec. 6.9 Election/Vacancies**

- a) **Officers:** In the last quarter of the year, the President shall appoint a Nominating Committee of no more than three (3) members. The Nominating Committee shall develop a slate of officers including but not limited to a President, Vice President, Secretary and Treasurer, which shall be presented to the Board at a meeting scheduled within the last quarter for approval. Nominations from the floor may be accepted. Election of officers shall be at the last meeting of the year and shall assume their positions following the Annual Meeting of the New Year.

All elected officers shall assume their elected position immediately following the Annual Meeting.

b) Director Vacancies: The Nominating Committee shall nominate potential Directors to fill vacancies. Names shall be submitted to the committee for consideration prior to being presented to the Board for approval. After Board approval, all names considered to fill vacancies shall be submitted to the Director of the DCCA for consideration.

The Director of the DCCA shall appoint Directors to fill any vacancies in his/her set of Directors, including any vacancies that may occur prior to the Annual Meeting.

The Cable Operator shall appoint Directors to fill vacancies in his/her set of Directors, including any vacancies that may occur prior to the Annual Meeting.

b) Elected Director:  
The Board shall authorize the Corporation to administer an election among the Corporation's public, educational, and government users to fill one (1) and only one position, which position was formerly held by an appointee of the Director of the DCCA. Only one (1) Elected Director may sit on the Board at any 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 Sec. 6.8.

If at any time during the first year of the Elected Director's term the Elected Director terminates the position, or is removed for cause pursuant to Sec. 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 of the Elected Director.

If at any time after the first year of the term the Elected Director terminates the position or is removed for cause pursuant to Sec. 6.10, the Board shall direct 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.

#### Sec. 6.10 Resignation or Removal

Directors may resign from the Board by submitting their resignation in writing to either the Board of Directors and/or the Cable Operator.

The Director of the DCCA may remove at any time, with cause, any member of the Board that he/she has appointed or the Elected Director.

The Board of Directors may recommend to the Director the removal at any time, with cause, any member of the Board.

The Cable Operator may remove at any time, with cause, any member of the

Board that he/she has appointed.

**Sec 6.11 Attendance**

Directors shall attend all scheduled meetings. An excused absence shall be submitted to the Board prior to the called meeting. A Director may be requested to submit his/her resignation after three (3) consecutive unexcused absences within a twelve (12) month period of scheduled Board meetings.

**Sec. 6.12 Compensation**

Directors shall receive no compensation or direct or indirect personal gain for services rendered. Directors shall be reimbursed for all reasonable expenses incurred while performing duties in direct relation to his/her position as a Director.

No Director shall become an employee of the corporation or receive compensation for 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.

**Sec 6.13 Standard of Care**

In accordance with Chapter 415B of the Hawaii 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

With respect to assets held for use or used directly in carrying out the corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing 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 the corporation's capital.

**Sec. 6.14 Prohibited Transactions**

a) 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.

b) 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 or between this corporation and any person in which one or more of its Directors has a material financial interest.

c) 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. The transaction may be approved by a vote of two-thirds (2/3) of the Directors to which the Board is entitled.

## ARTICLE VII. MEETINGS

### Sec. 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 neither 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 videoconference facility so long as all of the Board members have free access to any video or audio conference facility used in such meeting.

### Sec. 7.2 Location:

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

### Sec. 7.3 Annual Meeting:

The Annual Meeting shall be held in January of each year. The annual report will be made and members of the Board seated.

### Sec 7.4 Regular and Special Meetings:

#### a) Scheduled Board Meetings

There shall be at least six (6) regular meetings of the Board each year in addition to the Annual Meeting held within the first quarter of the year. The first meeting may occur immediately following the Annual Meeting.

#### b) Special Board Meetings

The President and/or any three (3) Directors upon three (3) days' notice may call special meetings by first class mail or on 48 hours notice delivered personally or by telephone, telegraph or electronic mail. The Board may approve other acceptable communications services from time to time. The meeting notice shall include the purpose of the meeting.

### Sec. 7.5 Other Meetings:

The Board may call for special meetings during which public participation is requested. These will be for information gathering only and no decision shall be made during such meetings.

The Board may attend any other type of formal or informal gathering provided no decisions or deliberations towards decisions are conducted at these gatherings.

### Sec. 7.5 a Oral Testimony:

Should oral testimony be helpful when considering any decision, the Board may invite members of the public to provide testimony. The Board may suspend the rules to permit an individual three (3) minutes of oral testimony before Board action is taken.

There shall be no electronic (video, audio, or any other type) reproduction of a

meeting unless deemed necessary by the Board of Directors. Only the Board shall be permitted to reproduce Board Meetings. Additionally, the Secretary may tape meetings for recording purposes and preparation of minutes. The Board shall determine the policy regarding the use of such tapes.

Sec. 7.6 Executive Sessions.

a) The Board may hold an Executive Session upon an affirmative vote, taken with two-thirds (2/3) of the members present; provided the affirmative vote constitutes a majority of the members of the Board. Executive Sessions closed to the public shall be limited to matters exempted in Sec. 7.7 and any issues deemed best to be kept confidential. The reason for holding such a meeting shall be stated.

b) The Executive Committee of the Board of Directors shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee shall act on behalf of the full Board of Directors in an emergency to accomplish the mission of the corporation. Any action taken shall be placed before the full Board of Directors at the next scheduled meeting.

Sec. 7.7 Exempted matters for Executive Session:

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 and any other personnel issues that are deemed private.

b) To deliberate labor negotiations or to negotiate the acquisition of property

c) To consult with an 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 a majority of Directors to which the Corporation is entitled is not present at the meeting.

g) To hold retreats or training sessions for members of the Board. The purpose of such sessions will be to enhance efficacy of Board functioning. No board decisions will be made at such sessions

h) 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.

i) Any issues deemed best to be kept confidential.

Sec. 7.8 Notice of Meetings:

a) Public Notice and Postings:

The Board may post the meeting notice at the State Office Building and County Office Building and Ho'ike's web site and shall post in the corporation's production facility for public inspection at least three (3) working days before the meeting. Notice may be included on the public, education and/or government channels under the direction of the Corporation. The notice shall also be posted at the principal site of the meeting whenever feasible. Items of reasonably major importance not decided at a scheduled meeting shall be considered only at a meeting continued to a reasonable day and time.

b) Notification of meetings:

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

Sec. 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 Sec. 7.8, 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 may be posted at the State Office Building and the County Office Building and shall be posted in the Board's office, and

d) The Board shall make its best efforts to notify persons requesting notification.

Sec 7.10 Conduct of Meetings:

The current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Board of Directors and its committees, except where it shall be in conflict with law or these By-Laws.

## ARTICLE VIII. COMMITTEES

Sec. 8.1 Standing Committees:

The Standing Committees of the Board shall be the Finance, Resource, Personnel and Legal Affairs Committees. Ad Hoc Committees may be appointed from time to time as needed to accomplish a specific task after which the committee will be dissolved.

Sec. 8.1a. Finance Committee

The Finance Committee, subject to Board approval, shall be responsible for all capital assets and other existing financial resources of the corporation. The Committee shall be responsible for maintaining current Fiscal Policy & Procedures.

Sec. 8.1b. Development Resource Committee:

The Development Resource Committee subject to Board, assist the Managing Director in long-term growth planning of the corporation. Planning shall include identifying and developing funding sources, engaging in fundraising as needed, and evaluating strategies for the success of current projects.

Sec. 8.1c. Legal Affairs Committee:

The Legal Affairs Committee, subject to Board approval, shall be responsible for reviewing all matters that affect the corporation's standard operating procedures.

Sec. 8.1d Personnel Committee:

The Personnel Committee, subject to Board approval, shall be responsible for all personnel matters, including without limitation, the annual evaluation of Managing Director: monitoring of staff evaluations by the Managing Director and reviewing and revising the Personnel Handbook. The Personnel Committee shall be a resource to the Managing Director on personnel matters.

Sec. 8.2. 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 or adopt new bylaws;
- d) Amend or repeal any resolution of the Board;
- e) Create any other committees of the Board or appoint the members of the 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.

Sec 8.3 Appointments:

The President shall appoint the Standing Committee members as the first item of business at the first scheduled meeting for the year. The chairperson of any committee shall be a member of the Board. All committee chairpersons shall be approved by the Board of Directors. Mid-term vacancies shall be filled in the same manner. The term of a chairperson shall be the same as the appointing President.

Sec. 8.4 Removals:

The President of the Board or a majority vote of the Board may remove a committee member at any time.

Sec. 8.5 Membership:

Each committee shall consist of at least three (3) Directors but no more than one (1) less than the quorum for the full Board. Individuals who are not members of the Board may participate on a committee at the discretion of the Board.

Sec. 8.6 Records of committee meetings.

Each committee shall keep regular minutes of meetings and report to the Board as requested.

## ARTICLE IX. OFFICERS

### Sec. 9.1 Officers:

The officers of the corporation to be chosen by the Board shall be a President, Vice President, Secretary and Treasurer. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. All officers shall be members of the Board.

### Sec. 9.2 Elections:

Election of officers shall occur at the last meeting in the last quarter of the year. Officers shall serve until the next annual election or until successors are chosen.

### Sec. 9.3 Vacancy:

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

### Sec. 9.4 President:

The President shall be the chief executive officer of the corporation and shall preside at all meetings of the Board. The President shall have general supervision and management of the corporation and see that all orders and resolutions of the Board are carried out. The President 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 President shall, with the Managing Director, prepare the agenda for all scheduled meetings.

### Sec. 9.5 Vice President:

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

### Sec. 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.

Following approval of such minutes at a regularly scheduled Board of Directors meeting, the minutes shall be filed. A copy of the minutes may be included for publication, as the Board deems appropriate. No minutes taken in Executive Session shall be disseminated to the public in any form.

- 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. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or Bylaws.

**Sec 9.7 Treasurer:**

The Treasurer shall attend to the following:

a) Books of Accounts - 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 a Director, the Director of DCCA, the Cable Operator or their representatives 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.

**Sec. 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 Hawaii, 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 Managing Director who shall serve as the Chief Operating Officer of the Corporation. The Managing Director 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 Managing Director 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. He/she shall perform other duties as assigned by the Board. The Managing Director shall serve as a non-voting, ex-officio member of the Board of Directors.

No two (2) or more members of a family or kin of the first or second degree shall

be employed or under contract by the organization unless specifically permitted and approved in writing by the Board of Directors.

## ARTICLE XII FISCAL PROVISIONS

Sec. 12.1 Fiscal Year:  
Each fiscal year shall end on December 31.

Sec. 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 signed by officer(s), agent(s), or employee(s) of the corporation as determined by the Board of Directors. All such checks or demands for payroll, in any amount equal to or greater than one thousand dollars (\$1000), shall not be negotiable unless signed by at least two authorized signatories, one of which shall be an officer.

Sec 12.3 Contracts  
The Board of Directors shall authorize all contracts entered into on behalf of this Corporation. Contracts involving the Corporation in a transaction with considerations exceeding four thousand dollars (\$4000.00) shall be signed by the President and at least one other authorized signatory. Contracts obligating the corporation to pay lesser amounts may be signed by the Managing Director.

Sec. 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. Accounts shall be identified appropriately as Operational and Capital account and kept in separate accounts.

Sec. 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.

Sec. 12.6 Annual Report  
The Treasurer shall furnish 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 and all transactions involving the corporation in which any director or officer of the corporation was a party. .
- e) Any other report as the Board of the Directors may request.

Sec 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. The Executive minutes shall be kept in a secure area at the safe keeping of the Secretary. Such minutes shall be turned over to his/her successor immediately following the election of the Secretary.

Sec. 12.8 Inspection of Records:

Sec. 12.8a Inspection by Directors, DCCA, or Cable Operator:

Members of the Board, the Director of DCCA, the Cable Operator or 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, the Cable Operator or their respective representatives are involved in any activity or possesses an interest which is adverse to the corporation, the corporation through its Managing Director, shall have the right to withhold from inspection any books, records or other materials which the Managing Director in his/her reasonable discretion, are related to the dispute or interest which is adverse to the corporation. Members of the Board shall not disclose any confidential or proprietary information of the corporation without the consent of the full Board, the corporation's legal counsel or by law.

Sec. 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 document requesting specific written inspection request of at least three (3) days in advance. These records shall be limited to minutes of regular scheduled meetings with the exemption of Executive Session meetings. Members of the public may obtain copies of the corporation's records that are open to inspection, by paying a reasonable fee, which is set by the Board from time to time, within a reasonable time from the date of the written request. Copies shall be provided at the corporation's principal place of business. 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, drafts and working papers pertaining to work in progress,
- c) Files containing information which, if disclosed, would constitute a clearly unwarranted invasion of personal privacy as defined by law.
- d) Materials which the Managing Director and/or President feels, in his/her reasonable discretion are deemed confidential.
- e) Documents which at the discretion of the Managing Director determine the production of which are unreasonable and pose an undue burden on staff time.

- f) Any denial of documents addressed herein shall be subject to review by the Board of Directors upon request.

#### ARTICLE XIII. DEDICATION OF ASSETS

The properties and assets of the 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 Hawaii 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 Ho 'ike, Inc. the corporation for Community Television, a Hawaii nonprofit corporation, has adopted the above Bylaws as the Bylaws of the corporation on July 24, 2003.

Certified: \_\_\_\_\_  
Gabrielle Dorman, (Secretary)

Date: \_\_\_\_\_  
October 12, 2005