



BYLAWS

Approved by the Interim Board of Directors

August 3, 1993

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**BYLAWS
NĀ LEO O HAWAI'I, INC.**

ARTICLE I. NAME

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

Nā Leo o Hawai'i, Inc.

Dbā – Nā Leo TV

ARTICLE II. LOCATION

The principal office of the corporation shall be located at 91 Mohouli Street, Hilo, Hawai'i, 96720. 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 plan, design, manage, and promote the creation, production, and cablecasting of noncommercial programs by and for the people of the Island of Hawai'i.

Such programs will be aimed at the preservation, development, and enhancement of the diversity of thought, culture, and heritage. Through these activities the corporation will facilitate access to lifelong learning and 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 equitable and free of censorship and control of program content, except as necessary to comply with State or Federal law;
- provide a range of resources for the planning, production, and distribution of noncommercial programs for the users of these channels;
- develop and enforce such rules and policies that will ensure equitable access to these channels and production consistent with applicable State or Federal laws;
- maintain planning and research functions to keep abreast of new technologies which will improve the quantity and quality of communications among the communities of Hawai'i.

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 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 415B, Hawai'i Revised Statutes.

ARTICLE IV. NONPARTISAN ACTIVITIES

This corporation has been formed under Chapter 415B 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

SEC. 6.1 Powers and Duties of the Board:

The property and business of the corporation shall be governed by the Board of Directors which may exercise all powers of the corporation and do all lawful acts. Duties shall include: governing the organization by approving broad policies and objectives; selecting, appointing, supporting and reviewing the performance of the President and Chief Executive Officer; ensuring the availability of adequate financial resources; approving annual budgets; accounting to the stakeholders for the organization's performance; and setting the salaries and compensation of President and Chief Executive Officer.

SEC. 6.2 Number of Directors:

The number of Directors of the corporation shall be nine (9). The Board of Directors, through its Nominating Committee, shall appoint 9 Directors in conformance with section 6.9.

SEC. 6.3 Ex-Officio Members of the Board:

The President/Chief Executive Officer (hereafter President and Chief Executive Officer) 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 Hawai'i ("County"). 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 director.

SEC. 6.5 Composition:

The Board shall be generally reflective of the ethnic, geographical, and cultural diversity of the County and the public, educational, and governmental groups.

SEC. 6.6 Quorum:

A majority of the members to which the Board is entitled shall constitute a quorum for the transaction of business.

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.

SEC. 6.7 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) distribute or sell assets of the corporation, the value of which equals or exceeds \$4,000, (III) approve

any transaction in which a Director has a direct or indirect financial material interest subject to Secs. 7.2 and 7.3.

Directors may not vote by proxy. Directors may vote by e-mail, telephone, or other means of electronic telecommunications.

SEC. 6.8

Terms of Office:

Directors shall serve three-year terms. Each Director shall serve during the specified term. No person shall serve more than two full terms without a lapse of at least one year before that person can be re-appointed. Terms of Directors shall be staggered so that no more than one-third (1/3) of the Board shall be up for appointment or election in a given year. Any Director appointed or elected to fill a vacancy shall be subject to the same termination date of the original replaced Director.

SEC. 6.9

Appointment/Vacancies:

Officers shall be elected by a majority vote 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 a minimum of fourteen (14) days prior to the last scheduled meeting of the fourth quarter.

The Board shall review the slate and by a majority vote confirm in total, adopt in part and/or reject the recommendation of the Nominating Committee.

Should the Board fail to appoint all the available Director vacancies by rejecting or adopting only in part of the recommended slate, the Nominating Committee shall be tasked with developing another slate of recommendations for the Board's consideration at the next meeting. The same fourteen (14) day notification process prior to the next meeting shall apply.

SEC. 6.10

Resignation or Removal:

Directors may resign at any time provided that resignations shall be submitted in writing to 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 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.

SEC. 6.11

Attendance:

Directors having three (3) unexcused absences within a twelve (12) month period from scheduled Board meetings shall forfeit Board membership. An excused absence from Board meetings is considered to be (i) an absence due an emergency, or (ii) an absence for which the corporation has received notification twenty-four (24) hours prior to the meeting.

SEC. 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 the Director is an officer,

agent, or member, or in which the Director has a financial interest during their 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 7.3.

SEC. 6.13

Standard of Care:

In accordance with Chapter 415B 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.

ARTICLE VII. FIDUCIARY RESPONSIBILITIES

SEC. 7.1

Fiduciary Duties:

The board is responsible for administering the affairs of the corporation honestly and prudently, exercising its best care, skills, and judgment for the sole benefit of the corporation.

The fiduciary duty of loyalty of board members is the responsibility to act in the interests of the corporation and those it serves.

The purpose of this article is to provide direction so that board members and employees, when appropriate, can seek further clarification on issues relating to acceptable standards of operation.

SEC. 7.2

Conflict of Interest:

- A. The board and its management shall not use their positions or knowledge gained from the corporation for their personal benefit.
- B. An actual or potential conflict of interest occurs when a board member or an employee is in a position to influence a decision that may result in personal gain or gain for a relative as a result of the corporation's business dealings. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the board member or employee is similar to that of persons who are related by blood or marriage.
- C. No presumption of a conflict is created by the mere existence of a relationship with outside firms. If a board member or an employee has any influence on any material business transactions, it is imperative that he/she discloses to an officer of the corporation as soon as possible the existence of any potential conflict of interest so that safeguards can be established to protect all parties.
- D. Personal gain may result not only in cases where a board member, an employee, or a relative has a significant ownership in a firm with which the corporation does business, but also when a board member, an employee, or a relative receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving the corporation.

- E. A Conflict of Interest Statement shall be signed annually by board members and managers and kept on file with the corporation.

SEC. 7.3

Disclosures:

- A. Disclosures must be made in writing.
- B. Transactions with related parties may be undertaken only if all the following are observed:
 - i. A *material transaction* is fully disclosed in the audited financial statements of the corporation;
 - ii. The related party is excluded from the discussion and approval of such transaction;
 - iii. A competitive bid or comparable valuation exists; and
 - iv. The corporation's board has acted upon and demonstrated that the transaction is in the best interest of the corporation.
- C. Staff disclosures should be made to the President/Chief Executive Officer (or if he/she is the one with the conflict, then to the board), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the entire board.
- D. Disclosures involving directors should be made to the board.
- E. The board shall determine whether a conflict exists and is material, and, in the presence of an existing material conflict, whether the contemplated transaction maybe authorized as just, fair, and reasonable to the corporation. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of the corporation and the advancement of its purpose.

SEC. 7.4

Donations from the Corporation to Other Organizations:

- A. A donation from the corporation to another organization must:
 - i. Be accompanied by a Donation Request Form approved by the Board;
 - ii. Be budgeted in the corporation's annual budget;
 - iii. Be properly justified;
 - iv. Help further the cause of the corporation's mission, and
 - v. Be approved by the President/CEO if the amount is equal to or less than \$500; jointly by the Finance Committee and the President/CEO if the amount is between \$501 to \$2,500; and by the Board for any amount greater than \$2,500.

A copy of all Donation Request Forms equal to or less than \$2,500 shall be immediately provided to the Board for its information. Further, a report of their ultimate disposition with the residual balance shall be provided to the Board.

- B. Any cash donation must be written directly to the organization receiving the money.

ARTICLE VIII. MEETINGS

SEC. 8.1

Definition:

For purpose of this Article, "Meeting" means 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 decision unless such occurs at a properly-noticed meeting.

A meeting may be validly convened via an audio or video conference facility.

The public may attend the video or audio conference facilities used in such meeting.

SEC. 8.2

Location:

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

SEC. 8.3

Annual Meeting:

The annual meeting shall be held no later than 120 days after the close of each fiscal year. At that time the annual report will be made.

SEC. 8.4

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-hour notice delivered personally, by telephone, or by electronic mail. Other acceptable communication services may be approved by the Board from time to time.

SEC. 8.5

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 Sec. [7.6 8.6]; 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 which is reserved for public comment during the course of the meeting.

A. New Business:

At the beginning of each duly called meeting any person may have up to three minutes to address the Board to request that an item be placed on a future agenda or to bring an item to the attention of the Board.

B. Agenda Items:

Prior to Board action on any item on the agenda, any person may have up to three minutes to present data, views, and arguments on that action item.

The Board may modify these rules from time to time 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 electronic reproduction, except when a meeting is closed pursuant to Sec. 8.6 and 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 so long as no decisions or deliberations towards decisions are conducted at these gatherings.

SEC. 8.6

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. A meeting closed to the public shall be limited to matters exempted in Sec. 8.7. 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.

SEC. 8.7

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 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.

In no instance shall the Board make a decision in 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.

SEC. 8.8

Notice of Meetings:

A. 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, the date, time, and place of the meetings, and, in the case of an executive meeting, the purpose shall be stated.

B. Posting:

The Board shall post notice of the meeting in the Corporation's principal office and all other facilities owned by the Corporation at least three (3) working days before the meeting. The notice shall also be posted at the principal site of the meeting whenever feasible.

C. Notification:

Interested persons will be allowed to place their names on a list to receive 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.

SEC. 8.9

Emergency Meetings:

If the Board finds that a compelling reason exists that requires a meeting in less time than is provided for in Sec. 8.8, the Board may hold an emergency meeting provided:

- A. The Board states in writing the reasons for its findings;
- B. A quorum agrees that the findings are correct and that an emergency exists;
- C. An emergency agenda and the findings may be posted at the office of the corporation, and
- D. The Board shall make its best efforts to notify persons requesting notification.

SEC. 8.10 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 same shall be in conflict with law or these Bylaws. The Board Chair or Committee Chair shall retain the final authority to reconcile conflicting guidance between Robert's Rules of Order.

ARTICLE IX. COMMITTEES

SEC. 9.1 Standing Committees:

The following standing committees shall be created and sustained. The Board may create from time to time other standing committees as needed. The Board may appoint members of the public to serve on any committee as ex-officio members of the committee. The Board shall appoint the respective Chair for each committee that is not named in these bylaws. The chair of any committee shall be a member of the Board. The President and Chief Executive Officer shall be an ex-officio member of all Committees and shall not be counted toward a quorum. Any Committee Chair may be removed by a majority vote of the Board. Each Committee shall keep regular minutes of meetings and report to the Board as required.

A. Executive Committee:

The Chair, Vice Chair, Secretary, and Treasurer, and President and Chief Executive Officer shall serve as members of the Executive Committee. The Chair of the Board of Directors shall serve as chair of the Executive Committee. The members authorized to sign on behalf of the Executive Committee are the Chair, Vice Chair, Secretary, and Treasurer.

B. Finance Committee:

The Treasurer shall be the Chair of the Finance Committee. The Committee shall be tasked with monitoring all financial matters of the Corporation. The Committee shall be responsible for reviewing the President and Chief Executive Officer's annual Corporation Budget, and forwarding the recommended budget to the entire Board for approval. The Committee shall be responsible for monitoring and advising the President and Chief Executive Officer in matters involving the Corporation's investment portfolio, and forwarding all recommendations to the entire Board for approval. The Committee shall review and advise the President and Chief Executive Officer in selection of the firm responsible for the annual Financial Audit of the Corporation, and forward all recommendations to the entire Board for approval.

C. Nominating Committee:

The Board shall appoint at least three members to the committee. The Nominating Committee shall consider the composition of the Board and develop a slate to fill any vacancies. The committee shall, as near as possible, nominate persons from the public, education, and government sectors which will reflect the equal representation of these sectors on the board. The committee shall, as near as possible, factor the gender, ethnic, and geographical area from which the nominees arise so there is a fair and equitable representation of the Big Island community on the Board.

ARTICLE X. OFFICERS

SEC. 10.1 Officers:

The officers of the corporation to be chosen by the Board shall be a Chair, Vice-Chair, Secretary, Treasurer, and President and Chief Executive Officer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. All officers shall be members of the Board, except the President and Chief Executive Officer.

SEC. 10.2 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. (See Article VI Sec. 6.9)

SEC. 10.3 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.

SEC. 10.4 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.

SEC. 10.5 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.

SEC. 10.6 Secretary:

The Secretary shall attend to the following:

A. Book of Minutes

The Secretary shall keep or cause to be kept, at the principal 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) days after the meeting except where such disclosure would be inconsistent with Sec. 8.7; 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.

SEC 10.7

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.

SEC. 10.8

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 XI. 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 XII. STAFF

The Board of Directors shall select and hire a President and Chief Executive Officer of the corporation. The President and Chief Executive Officer 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 and Chief Executive Officer 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 and Chief Executive Officer shall serve as a non-voting, ex-officio member of the Board of Directors.

No two 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 in writing by the Board of Directors.

ARTICLE XIII. FISCAL PROVISIONS

SEC. 13.1 Fiscal Year

Each fiscal year shall end on December 31.

SEC. 13.2 Financial Policies and Procedures:

The Board of Directors shall adopt financial policies and procedures prepared by the President and Chief Executive Officer. These policies shall be consistent with *Generally Accepted Accounting Principles (GAAP)*.

SEC. 13.3 Audit

The Board of Directors shall require that an annual audit be conducted.

SEC. 13.4 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.

SEC. 13.5 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. 13.6 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.

SEC. 13.7 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.

SEC. 13.8 Inspection of Records:

A. Inspection by Directors or DCCA:

Every Director, 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 the 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 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 and Chief Executive Officer shall have the right to withhold from inspection any books, records, or other materials which the President and Chief Executive Officer feels, in his/her reasonable discretion, are related to the dispute or interest which is adverse to the Corporation, provided the President and Chief Executive Officer'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.

B. Inspection by the Public:

Any resident of the County shall have the right to inspect during normal business hours the records and documents of the corporation, identified in Sec. 13.7(b) of these By-laws and those records filed with the Department of Commerce and Consumer Affairs pursuant to Section 415B, Hawaii Revised Statutes, provided that records associated with actions identified in Sec. 8.7 (a) - (e) may be exempted. The inspection shall include the right to copy at a reasonable charge set by the Board from time to time at the corporation's office so long as such copying does not interfere with normal business operations.

ARTICLE XIV. 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 XV. 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 Nā Leo o Hawai'i, Inc., a Hawai'i nonprofit corporation has adopted the above Bylaws as the Bylaws of this corporation on

8/4/21

Date

Howard Kelb

Signature, Its Secretary