

## BYLAWS

### Article One – Name and Offices

Section 1.1 Name. The trade name of the corporation shall be Akaku: Maui Community Television.

Section 1.2 Corporate Office. The principal office of the corporation shall be located within the County of Maui, State of Hawai'i at 333 Dairy Road, Kahului. The corporation may from time to time establish such other offices as the Board of Directors may designate or as the affairs of the corporation may require.

Section 1.3 Purpose. The purpose for which this corporation is formed is to empower the community's voices through access to media. The corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation and 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 the Hawai'i Nonprofit Corporation Act.

### Article Two – Membership

Section 2.1 The corporation shall have no members.

### Article Three – Board of Directors

Section 3.1 General Powers. The business and affairs of the Corporation shall be conducted under the director of, and the control and disposal of, the Corporation's properties and funds shall be vested in its Board of Directors, except as otherwise provided in the Hawai'i Nonprofit Corporation Act, the corporation's Articles of Incorporation or these Bylaws.

Section 3.2 Number, Term and Qualification. The Board of Directors shall consist of not less than nine (9) directors and no more than fifteen (15) directors. The number of Directors shall be set from time to time by resolution of the board. The directors shall be appointed to serve a term of three (3) years and until their successors are elected and qualified or until their resignation or removal. The directors shall be serve terms staggered in roughly equal number as possible. The board of directors shall be generally reflective of the community and access user groups to the extent possible. A majority of the Board shall be subscribers to cable service.

Section 3.3 Attendance. If a director is absent from three (3) consecutive meetings, unless excused, his or her office shall become vacant for the remainder of the term. The minutes must note such excusals and the reasons thereof.

#### Section 3.4 Appointment and Election of Directors

Section 3.4.1 Producer Elected Directors. In September of every third year, the producers certified to produce cablecasts shall cast ballots to elect two (2) members to the Board of Directors. The Board shall certify a list of independent producers eligible to vote no later than the July before the

election. Any producer may nominate himself or another producer. The vote shall be done in secret and in plurality. The candidate with the most votes shall win except that if the number of producers who vote is less than 20% of the producers eligible to vote, the returns of the election shall be nullified and the resulting vacancy shall be filled pursuant to subsection (d). The ballots shall be tabulated and certified by the staff who shall report back the results no later than October 7. Balloting by mail shall not be infringed.

Section 3.4.2 Education Appointed Directors. In September of every third year, the Chair of the Board of Directors shall send an official correspondence seeking an official declaration from the official representatives of the Department of Education and the University of Hawai'i naming their two (2) members to the Board of Directors. The declaration shall be signed on official letterhead and shall be returned no later than October 7.

Section 3.4.3 Government Nominated Directors. In September of every third year, the Chair of the Board of Directors shall send an official correspondence seeking nominations from the Mayor of the County of Maui and the several members of the Council of the County of Maui for two (2) government positions. There shall be no additional qualifications for these directors. The nominations shall be presented to the Board who shall elect by plurality vote the directors for the two directorships. In the event that the number of nominations is the same or less than the number of vacancies, every nomination shall be automatically elected upon nomination.

Section 3.4.4 Public At-Large Directors. In September of every year when necessary, the members of the Board of Directors who have not been appointed by any other means shall constitute a special nomination committee which shall nominate persons to fill any vacancy caused by the lapse of the term of any member of the Board not appointed in subsections (a) through (c). The nominations shall be presented to the Board who shall elect by plurality vote the remainder of directors. In the event that the number of nominations is the same or less than the number of vacancies, every nomination shall be automatically elected upon nomination. This special nomination committee shall also be activated for purposes of subsection (e).

Section 3.4.5 Vacancy Appointment of Directors. Whenever a vacancy occurs for whatever reason and there remains an unexpired term of office for appointments under subsections (a), (b) or (d), the vacancy shall be filled in the manner described in subsection (d). Whenever a vacancy occurs for whatever reason and there remains an unexpired term of office for appointments under subsection (c), the vacancy shall be filled in the manner described in subsection (c).

Section 3.5 Resignation and Vacancies. Any director may resign at any time by giving written notice to the board Chair, President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and, if not specified therein, it shall take effect upon receipt and the acceptance of such resignation shall not be necessary to make it effective. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

Section 3.6 Regular Meetings. A regular annual meeting of the Board of Directors shall be held on the last Friday in the month of October, or upon two-thirds affirmative vote of the Board, at another time before the end of October, for the purpose of adopting the annual report, seating new directors, electing officers and for the transaction of such other business as may properly come before the meeting. There shall be no less than six (6) regular meetings, including any annual

meeting, of the Board of Directors in each year, and the Board of Directors shall provided by resolution the time and place for the holding of such additional regular meetings. Notice of regular meetings stating the purpose, place, day and hour of the meeting shall be given to each director at his or her last known business or home address at least six (6) days notice delivered personally or by first class mail, or by electronic mail. Any reports or documents to be considered at such meetings shall be delivered or available for review no later than the giving of notice.

Section 3.7 Special Meetings. The Board Chair may call a special meeting of the Board of Directors whenever he or she deems it necessary, and shall call a special meeting whenever requested to do so in writing by three or more directors or the President. The Board Chair shall fix the place and time for holding any special meeting of the Board of Directors. Notice of a special meeting stating the purpose, place, day and hour of the meeting shall be given to each director at his or her last known business or home address at least three (3) days notice delivered personally or by first class mail, or by electronic mail. If mailed, such notice shall be deemed to be given when deposited in the U.S. mail, postage pre-paid. If sent by electronic means, such notice shall be deemed to be given when the electronic means prints or acknowledges that the transmission was successfully executed.

Section 3.8 Quorum and Voting. A majority of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each director shall be entitled to one (1) vote and a vote of a majority of the directors present in person at a meeting at which quorum is present shall be the act of the Board of Directors unless a greater number is specifically required by these bylaws, by the Articles of Incorporation, or by state law. A meeting at which a quorum has previously been established 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. A director may not vote or act by proxy at any meeting of directors.

Section 3.9. Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors for attendance at Board meetings may be paid or reimbursed by the corporation. Directors may not become an employee of 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.

Section 3.10 Meetings by telephone or teleconference. Members of the Board of Directors or any committee may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.11 Audio-visual recording of meetings. Whenever there is a conflict between the written recording of a meeting of the Board of Directors or one of its committees and the audio-visual recording, the audio-visual recording shall be considered correct.

Section 3.12. Limitations on Directors. Members of the Board of Directors shall not dictate the appointment or removal of any employee hired by the President or his subordinates. No director shall give orders to any employee of the corporation either publicly or privately. Communication between employees and directors shall be transmitted for approval through the President.

Section 3.13 Parliamentary Law. The will of the majority of the members of the Board of Directors,

or its committees, shall be determined and revealed in an orderly manner. The most current edition of Robert's Rules of Order shall govern over all questions of order and procedure when not inconsistent with these Bylaws, the Articles of Incorporation or state law.

#### **Article IV – Officers**

Section 4.1 Number and Qualifications. The officers of the corporation shall consist of a President, a Chairperson, one or more Vice-Chairpersons, a Secretary and a Treasurer. The officers shall be members of the Board of Directors except that the President shall not be a voting member of the Board of Directors and, instead, shall be an ex-officio, non-voting member of the Board of Directors.

Section 4.2 Election and Term of Office. Except for the President, the officers of the corporation shall be elected, for a term commencing on election, by the corporation's directors at the annual meeting of the Board of Directors. Each officer shall hold office for a term of one (1) year or until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal.

Section 4.3 Compensation. The compensation of the President shall be fixed from time to time by the Board of Directors. No other officer shall receive compensation or director or indirect personal gain for services rendered as officers, but shall be reimbursed for all reasonable expenses incurred while performing their duties.

Section 4.4 Removal. Any officer may be removed by the Board of Directors with or without cause, whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Notice of such proposed removals shall comply with state law.

Section 4.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the board Chair or the President or the Secretary. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by action of the Board of Directors.

Section 4.6 Authority and Duties of Officers. The Officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified by the President, the Board of Directors, or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

Section 4.6.1 President. The Board of Directors shall elect a President who, as Chief Executive Officer under its supervision and direction, shall carry on the general affairs of the corporation. The President shall be a non-voting, ex-officio member of the Board of Directors and shall be a non-voting, ex-officio member of all committees except the Audit Committee, Nomination Committee and Executive Committee. It shall be his or her duty to approve the expenditure of the monies appropriated by the Board of Directors in accordance with the budget approved by the Board of Directors. The President shall make an annual report and periodic reports to the Board of Directors concerning the programs of the corporation. He or she shall comply with all orders from the Board

of Directors. All employees and non-director agents of the corporation shall report and be responsible to the President. He or she shall perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.6.2 Chairperson. The Board of Directors shall elect, from among those who are, or are to be, Directors of the Corporation, a Board Chairperson who shall, when present, preside at all regular and special meetings of the Board of Directors and of the members of the Corporation, shall present at the annual meeting of the corporation a report on the activities of the corporation during the preceding year, and shall generally perform all other duties incident to the office, required by the Bylaws or from time to time assigned to him or her by the Board of Directors.

Section 4.6.3 Vice-Chairpersons. If one or more shall be elected by the Board of Directors from among those who are, or are to be, directors of the corporation, the Vice-Chairperson(s) of the Board shall assist the Board Chairperson, as requested, in the performance of his or her duties and shall have such other functions as these Bylaws may provide or as the Board of Directors or Board Chair may assign from time to time. In addition to the foregoing, the Vice Chairperson shall possess and perform the duties incumbent upon the Board Chair during his or her absence or disability. In the event there is more than one Vice-Chairperson, the Board of Directors shall designate one to possess the powers and perform the duties incumbent upon the Board Chair during his or her absence or disability.

Section 4.6.4 Secretary. The Board of Directors shall elect a Secretary who shall attend the meetings of the Directors, and shall record the proceedings of the corporation and of the board of directors and of all committees of the Board, at their respective meetings. He or she shall provide for notification of the members and the directors of the corporation of their respective meetings in accordance with these Bylaws, shall be the custodian of the corporate records and seal, shall furnish certifications of Board actions, Bylaws, and organizational documents, and shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board of Directors or the President.

Section 4.6.5 Treasurer. The Board of Directors shall elect a Treasurer who shall be the financial officer of the Corporation and shall receive and deposit in a bank or banks approved by the Board of Directors all the monies of the Corporation and keep an accurate account thereof. He or she shall make disbursements subject to such regulations as may be determined from time to time by the Board of Directors, and shall make reports of the finances of the Corporation annually and whenever requested by the Board of Directors or the Executive Director. He or she shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board of Directors or the President. At the end of his or her term of office, the Treasurer shall deliver to his or her successor all books, monies and other property of the Corporation then in his or her possession. The Board of Directors may require the Treasurer to give such security as it may direct for the faithful performance of his or her duties.

## **Article V – Committees of the Board**

Section 5.1 Designation of Committees. The Board of Directors may designate one or more standing or special committees to direct the business of the corporation. Each such committee may exercise the authority granted to it by the resolution creating it.

Section 5.2 Limitation on Committee Powers. No committee shall have the authority of the Board of Directors to amend, alter, or repeal these Bylaws; to elect, appoint, or remove any member of any such committee or any officer or director of the corporation; to amend or restate the articles of incorporation; to adopt a plan of merger or consolidation with another corporation, to authorize the voluntary dissolution of the corporation or to revoke proceedings therefor; to amend, alter or repeal any resolution of the Board of Directors, or as otherwise may be prohibited by law. All committees are to report promptly to the Board and only take such actions as are specifically designated in these Bylaws or in the resolution establishing such committees setting forth its duties and responsibilities. Each committee shall consist of two (2) or more directors. The Board may appoint other such persons who are not directors to committees to serve as ex-officio, non-voting members. Members of a committee shall serve until the next annual meeting of the corporation.

Section 5.3 Committee Chairs. The Board Chair, with the approval of the Board of Directors, shall appoint all committee chairs for the ensuing year at or within a reasonable time after the annual meeting of the Board of Directors. Committee Chairs shall be current directors. When the Board of Directors establishes a new committee by resolution, the Board Chair, with the approval of the Board of Directors, shall similarly appoint its chair.

Section 5.4 Committee Meetings. Meeting of the committees of the Board of Directors may be called by the respective chairs thereof or by a quorum of members of the committee. At all meetings of any committee, a majority of the members of the committee shall constitute quorum for the transaction of business, and the act of a majority of the members of the committee present at any meeting thereof at which there is a quorum shall be the act of the committee, except as may be otherwise specifically provided for by these Bylaws.

#### Section 5.5 Executive Committee.

Section 5.5.1 Composition, Powers and Functions. There shall be an Executive Committee of the Board of Directors that shall be composed of the officers of the corporation. The President shall be a voting member of the Executive Committee. During the intervals between meetings of the Board of Directors, the Executive Committee shall, subject to section 5.2 hereof, possess and may exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of the Corporation in all cases in which specific direction shall not have been given by the Board of Directors.

Section 5.5.2 Reports and Rules. All actions of the Executive Committee shall be reported to the Board of Directors at its next meeting succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of the members of the committee present at a meeting shall be necessary for the taking of any action. The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules and shall also meet at the call of its Chair or any other two (2) members of the committee.

Section 5.5.3 Other Duties. The Executive Committee shall review the corporation's compliance with its conflict of interest policy and code of ethical conduct and shall receive, on behalf of the board, all appeals and complaints by the corporation's employees as permitted by the corporation's employment policies. The Executive Committee shall also review and evaluate the performance and

determine the annual salary and other benefits, direct or indirect, of the senior management of the corporation.

Section 5.6 Audit Committee. The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, an Audit Committee composed of four (4) members who are not officers and not members of the Finance Committee that are financially literate, which shall recommend an independent auditor, review independent audits, review annual financial statements, review financial statements, plan external audits, evaluate internal accounting controls, evaluate accounting principles and practices, consider other financial matters and perform such other functions as may be assigned to it by law or the Board of Directors.

Section 5.7 Finance Committee. The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, an Audit Committee composed of three (3) members who are not members of the Audit Committee that are financially literate, which shall develop an investment policy that considers the corporation's short-term, mid-term and long term financial needs and its tolerance of risk; oversee the President's management of all investment subsidiaries; approve expenditures over \$5,000 related to investment subsidiaries; review investment financial statements and reports; determine adequate procedures and controls of investment subsidiaries; review financial performance of investments; approve annual budgets of investment subsidiaries; be responsible for all capital assets and other existing financial resources of the corporation and executive fiscal matters; and consider other investment related matters and perform such other functions as may be assigned to it by law or the Board of Directors.

Section 5.8 Planning and Policy Committee. The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Planning and Policy Committee composed of three (3) members one of whom shall be a Vice-Chairperson of the Board and one shall be a director elected by the producers, which shall review all policies and resolutions set by the board except those reviewed by another committee pursuant to the Bylaws, review the Bylaws, prepare the process of strategic planning, administer subcommittees established to investigate particular issues, and perform such other functions as may be assigned to it by law or the Board of Directors.

## **Article VI – Indemnification**

Section 6.1 Except to the extent expressly prohibited by the Hawai'i Nonprofit Corporation Act, the corporation shall indemnify any person made, or threatened to be made, a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was, or he or she is the executor, administrator, heir, or successor of a person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any corporation of any type or kind, domestic or foreign, of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such director or officer acted, in good faith, for a purpose which he reasonably believed to be in, or in the case of service for any corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise, not opposed to, the best interest of the corporation, except that no indemnification under this paragraph shall be made in respect to (1) a threatened action, or a pending action that is settled or otherwise disposed of, (2) any claim, issue, or matter as to which

such person shall have been judged to be liable to the corporation, unless and only to the extent that the court in which the action was brought, or if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

Section 6.2 No indemnification shall be made under this Bylaw if a judgment or other final adjudication adverse to such person establishes that his or her acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other nonadjudicated position of any threatened or pending action or proceeding unless the corporation has given its consent to such settlement or disposition.

Section 6.3 The corporation shall advance and promptly reimburse, upon request of any person entitled to indemnification hereunder, all expenses, including attorneys' fees actually and reasonably incurred in defending any action or proceeding in advance of the final disposition thereof, upon receipt of a written undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification, or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled.

## **Article VII – Conflict of Interest**

Section 7.1 Conflict Defined. A conflict of interest exists when the interest or activities of any director, officer, or staff member may be seen as competing with the interests or activities of the corporation, or the director, officer or staff member derives a financial or other material gain as a result of a direct or indirect relationship. Benefits conferred to certified producers as a group shall not be considered considered “financial or other material gain” to producer elected directors for purposes of this article.

Section 7.2 Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a director or an officer of the corporation, or to the President if the person is not a director or officer of the corporation.

Section 7.3 Abstinance from Vote. When any conflict of interest relates to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of Executive Committee and such person shall not vote on the matter, provided however, than any director disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof.

Section 7.4 Absence from Discussion. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or Committee with any and all relevant information.

Section 7.5 Minutes. The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the interested person.

Section 7.6 Annual Review. A copy of this conflict of interest Bylaw shall be furnished to each director, officer, and senior staff member who is presently serving the corporation, or who may hereafter become associated with the corporation. This policy shall be reviewed annually for the information and guidance of directors, officers and staff members. Any new director, officer or staff member shall be advised of this Bylaw upon undertaking the duties of such office.

## **Article VIII – Miscellany**

Section 8.1 Books and Minutes. The Corporation shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board of Directors and Committees. All books and records of the corporation may be inspected by public at-large and producer elected directors, for any proper purpose so certified at any reasonable time. Books and records of the corporation may be inspected by other directors for any proper purpose so certified at any reasonable time with the approval of the President.

Section 8.2 Fiscal Year and Audit. The fiscal year of the corporation shall be July 1 through June 30, inclusive. After the close of each fiscal year of the Corporation, financial transactions of the corporation for the preceding fiscal year shall be reviewed by certified public accountants, as directed by the Board of Directors, and a report of the review shall be made to the Board of Directors by the following annual meeting of the Board of Directors.

Section 8.3 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by resolution of the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by state law. Contracts of transactions involving a value exceeding five thousand dollars (\$5,000) shall not be valid until signed by two such authorized persons.

Section 8.4 Designated Contributions. The officers of the corporation may accept on its behalf, in accordance with policies and procedures set by the Board of Directors, any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the corporation's articles of incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses. Further, the corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used in a manner consistent with the restrictions contained in the grant and the Corporation's exempt purposes.

Section 8.5 Loans to Directors and Officers Prohibited. No loans or advances, other than customary travel advances, shall be made by the corporation to any of its directors or officers.

Section 8.6 No Private Inurement. The Corporation is not organized for profit and is to be operated exclusive for one or more purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and in the promotion of social welfare in accordance with the purposes stated in the Corporation's Article of Incorporation. The net earnings of the corporation shall be devoted exclusively to charitable and education purposes and shall not inure to the benefit of any private individual. No director or person from whom the corporation may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary or compensation to or distributed to or inure to the benefit of any member of the Board of Directors; provided, however that any director may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the organization.

Section 8.7 References to the Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 8.8 Amendments. These Bylaws may be amended, repealed, or modified and new Bylaws adopted, by the affirmative vote of two-thirds of the Board of Directors. Any notice of a meeting at which these Bylaws are to be amended , repealed, or modified shall include notice of such proposed action.

Section 8.9 Activities Not Permitted. Notwithstanding any other provision or the Articles of Incorporation of these Bylaws, the corporation shall not engage in any activities that are not permitted (1) by a nonprofit corporation exempt from federal corporate tax under section 501(c)(3) of the Internal Revenue Code or (2) by a nonprofit Corporation contributions to which are tax deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 8.10 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

#### CERTIFICATION

The undersigned certifies that she is the Secretary of Maui County Community Television, Inc., a Hawai'i nonprofit corporation, and that, as such she is authorized to execute this certificate on behalf of the said corporation, and further certifies that the foregoing bylaws, consisting of ten (10) pages, including this page, constitute the Bylaws of the corporation as of this date, duly adopted by the directors of the Corporation at their May 2, 2008 meeting.



ELLEN PELISSERO  
SECRETARY  
BOARD OF DIRECTORS  
MAUI COUNTY COMMUNITY TELEVISION