

BYLAWS
OF
HAWAII PUBLIC RADIO

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TABLE OF CONTENTS

		Page
ARTICLE I	OFFICES.....	1
ARTICLE II	BOARD OF DIRECTORS	1
ARTICLE III	MEETINGS OF THE BOARD OF DIRECTORS AND COMMITTEES.....	2
ARTICLE IV	POWERS AND DUTIES OF THE BOARD OF DIRECTORS	4
ARTICLE V	ACTION BY BOARD OF DIRECTORS OR COMMITTEE WITHOUT A MEETING.....	4
ARTICLE VI	OFFICERS.....	4
ARTICLE VII	INDEMNIFICATION OF DIRECTORS AND OFFICERS	5
ARTICLE VIII	DISBURSEMENTS AND CONTRIBUTIONS.....	7
ARTICLE IX	COMMUNITY ADVISORY BOARD.....	8
ARTICLE X	MISCELLANEOUS	9
ARTICLE XI	SEAL.....	9
ARTICLE XII	RULES OF ORDER	10
ARTICLE XIII	AMENDMENTS	10

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PREAMBLE

The mission of Hawai'i Public Radio is to educate, inform and entertain by providing radio broadcasting via traditional broadcast methods and online services to the State of Hawai'i. To fulfill this mission, the Board of Directors represents the entire population of the State of Hawai'i, acknowledging the complexities unique to an island chain, separated by ocean waters, whose inhabitants constitute many rich and diverse cultures. Without binding the Board to quotas, the needs of each Island shall be considered in the selection of Board members, with the goal of representing all people on all Islands served by Hawai'i Public Radio.

ARTICLE I

OFFICES

The street address and mailing address of the office of the Corporation is 738 Kaheka Street, Honolulu, Hawaii 96814. The Corporation may have such other offices within the State of Hawaii as the Board of Directors may designate.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1 Number and Qualification of Directors. The authorized number of directors of the Corporation shall be fixed by the board of directors at each annual meeting of the board provided that the number shall be not fewer than nine (9) and no more than twenty-one (21). A majority of the directors shall be residents of the State of Hawaii. The president of the Corporation shall be, ex officio, a member of the board of directors. Each director shall give to the secretary the contact information, as requested, and any changes thereof to which notices shall be sent to the director.

Section 2.2 Election. Directors shall be divided into three (3) classes in accordance with the Articles of Incorporation. Each director shall have a term of three (3) years. The Chairman of the board of directors shall appoint members of the Governance Committee to serve as the Nominating Committee. The Nominating Committee shall nominate such number of candidates for Director as shall be no more than the vacancies available for election to be elected at such annual meeting. All directors shall be given written notification of the names of the Nominating Committee's nominees at least twenty (20) days prior to the annual meeting. The Board of Directors may entertain additional nominations made at the annual meeting. Directors will be elected by a majority vote of the Board.

Section 2.3 Term of Office.

(1) All directors shall hold office until their successors are elected.

(2) A director may not stand for re-election to the Board if he or she has already served for nine consecutive years, except that, with the consent of at least two-thirds of the entire Board, a director who is the Board's current Chair or Vice Chair may stand for reelection for one additional one-year term, but not more than three additional years, to preserve the continuity of governance of the Board. A director disqualified under this Subsection may be nominated and stand for election as a new director at the next election of directors, but no sooner than one year after the director's term has ended.

Section 2.4 Vacancies. Permanent vacancies on the board of directors caused by death, resignation, removal or other cause may be filled by a majority vote of the remaining directors, though less than a quorum, or by a sole remaining director. Each director so elected shall hold office for the unexpired term of the director's predecessor in office. The board of directors may fill any directorship filled due to an increase in the number of directors for a term of office continuing until the next election of directors.

Section 2.5 Removal. A director may be removed from office with cause by the affirmative vote of a majority of the directors entitled to vote at any meeting called for such purpose. A director may be removed from office without cause by the affirmative vote of at least two-thirds of the remaining directors then in office. Any vacancy so created may be filled by the board of directors per section 2.4

Section 2.6 Reduction. No reduction of the authorized number of directors shall have the effect of shortening the term of any incumbent director.

Section 2.7 Committees of the Board. The Board, by a majority vote of the entire Board, may designate and appoint one or more committees, each of which will consist of two or more directors. Such committees shall have such authority as is designated by the Board, except that a committee may not:

(1) Amend or repeal the bylaws;

(2) Elect, appoint, or remove any member of the committee or any director or officer of the Corporation;

(3) Amend the articles of incorporation, restate articles of incorporation, adopt a plan of merger, or adopt a plan of consolidation with another corporation;

(4) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;

(5) Authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;

(6) Adopt a plan for or authorize the distribution of the assets of the Corporation; or

(7) Amend or repeal any resolution of the board of directors, which by its terms provides that it shall not be amended or repealed by committees.

(a) An Executive Committee shall be created and shall be comprised of the Chair, Vice Chair, Secretary, Treasurer, the chairs of the Board Committees (other than advisory committees), and, at the discretion of the Chair, two At-Large members appointed by the Chair. The President and General Manager shall also serve, as ex officio, on the Executive Committee. The Executive Committee shall meet to consider matters of a nature that cannot wait for action until the next meeting of the Board, and shall have power to act on behalf of the Board as to such matters. The Executive Committee may meet at any time to discuss the prospective agenda for the annual, regular, or special meetings of the Board, or to discuss and make recommendations as to any matters to be presented to the entire Board.

(b) The Board may, by majority vote, create and terminate other committees from time to time to facilitate the operation of the Board. The Board shall indicate the responsibilities and authority of any such committee, subject to the limitations set forth in this Section 2.7. The Board may also appoint advisory committees that may include members who are not directors of the Corporation, and which shall act in an advisory capacity to the Board.

(c) As a requirement to satisfy requirements to received federal grants from the Corporation of Public Broadcasting, a Community Advisory Board shall be created and shall be comprised of a Chair, as appointed by the Board of Directors, and two classes of no less than ten (10) members, divided into two year terms, made up of members in good standing of the Corporation who complete the proper nomination process and are properly elected by the Board of the Corporation. The Community Advisory Board is advisory in nature but may have other responsibilities delegated to it by the Corporation. However, the Community Advisory Board shall not exercise any control over the daily management or operation of the Corporation or the programming of its stations. The Chair of the Community Advisory Board shall serve, as ex officio, on the Board of Directors of the Corporation. The Community Advisory Board shall meet on a regular basis, with at least two (2) meetings annually.

ARTICLE III

MEETINGS OF THE BOARD OF DIRECTORS AND COMMITTEES

Section 3.1 **Annual Meeting.** The annual meeting of the board of directors shall be held each year at such time and place as the board shall determine. The purposes of the annual meeting shall be electing directors and transacting other business as may come before the meeting.

Section 3.2 **Regular Meetings.** The board of directors may establish regular meetings of the board to be held at such places and at such times as the board may from time to time

determine. Public notices of such meetings shall be made in accordance with open meeting policies as set by the Corporation for Public Broadcasting.

Section 3.3 Special Meetings. Special meetings of the board of directors or of a committee may be called by or at the request of the Chair, president or a majority of directors or committee members. The person or persons authorized to call special meetings of the board of directors or the committee may fix any place within the State of Hawaii as the place for holding any special meeting of the board of directors called by them. Public notices of such meetings shall be made in accordance with open meeting policies as set by the Corporation for Public Broadcasting.

Section 3.4 Telephone Meetings. Subject to the provisions below regarding notice, members of the board of directors or any committee may participate in a meeting of the board of directors or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 3.5 Notice. Except as provided in Section 3.2 above, the Chair, president or secretary shall give notice of each meeting of the board of directors or any committee. Notice shall be in writing or by electronic mail to the director's mailing or email address, registered pursuant to Section 2.1 of these bylaws, not less than three (3) days before the meeting, or by telephone, not less than one (1) day before the meeting. Notice may also be given as otherwise prescribed in advance by the board of directors. The failure of any director to receive notice shall not invalidate the proceedings of any meeting at which a quorum of directors is present. Notice need not be given to any director who shall, either before or after the meeting, sign a waiver of notice or who shall attend the meeting without protesting, prior to or at its commencement, the lack of notice. Except as otherwise provided by law, the Corporation's articles of incorporation or these bylaws, a notice or waiver of notice need not state the purposes of the meeting, provided however that at least seven days notice shall be required for the proposed removal of a director, a proposed merger, or a proposed disposition of all or substantially all of the assets of the Corporation, but such notice may be waived by law or by acts of the director, as set forth by applicable statute.

Section 3.6 Quorum and Adjournment. One-third (1/3) of the directors or committee members shall constitute a quorum for the transaction of business. Except as otherwise provided by law, the articles of incorporation, or these bylaws, the Board shall take action by the concurring vote of a majority of the quorum of all the directors. In the absence of a quorum, the presiding officer or a majority of the directors present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 3.7 Presumption of Assent. A director who is present at a meeting of the board of directors or any committee at which action on any matter is taken shall be presumed to have assented to the action. To dissent, the director's dissent or the director's withholding of the director's vote shall be entered in the minutes of the meeting. Alternatively, the director shall file a written dissent to the action with the person acting as the secretary of the meeting before

the adjournment thereof or shall forward the dissent by registered or certified mail to the secretary within two days after the date of the action. The right to dissent shall not apply to a director who voted in favor of the action.

ARTICLE IV

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 4.1 **Powers.** The corporate powers of this Corporation shall be vested in the board of directors to the fullest extent permitted by the laws of the State of Hawaii. The board of directors shall have general charge of the affairs, funds and property of the Corporation. It shall be the duty of the board of directors to enforce the bylaws.

Section 4.2 **Duties.** It shall be the duty of the directors to direct the affairs and activities of the Corporation. The board of directors may promulgate and enforce rules and regulations not inconsistent with law, the articles of incorporation or these bylaws.

ARTICLE V

ACTION BY BOARD OF DIRECTORS OR COMMITTEE WITHOUT A MEETING

Any action required or permitted to be taken at any meeting of the board of directors or a committee may be taken without a meeting if all of the directors or all the committee members consent in writing to the action. The consent may be signed at any time before or after the intended effective date of the action. The consent shall be filed with the minutes of the board of directors' meetings or committee meetings and shall have the same effect as a unanimous vote.

ARTICLE VI

OFFICERS

Section 6.1 **Title and Number.** The officers of the Corporation shall consist of those whose titles are named in the articles of incorporation. The board of directors shall have the power to create additional offices, to define their powers and duties and to elect individuals to fill such offices. Any person may hold two (2) or more offices of the Corporation, provided the Corporation shall have at least two (2) persons as officers.

Section 6.2 **Election and Term of Office.** All officers shall be elected by the board of directors at its annual meeting and shall serve at the pleasure of the board of directors. All officers shall be subject to removal at any time without cause by the board of directors. The board of directors may, in its discretion, elect acting or temporary officers and may elect officers to fill vacancies occurring for any reason whatsoever, and may limit or enlarge the duties and powers of any officer elected by it. Officers need not be directors of the Corporation.

Section 6.3 Chair of the Board. The Chair of the board may preside at all meetings of the board of directors and shall perform such other duties as may be required by the board of directors.

Section 6.4 Vice Chair of the Board. The vice Chair of the board, in order of seniority, may preside at all meetings of the board of directors from which the Chair of the board is absent and shall perform such other duties as may be required by the board of directors.

Section 6.5 President. The president shall preside at all meetings of the board of directors from which both the Chair and vice Chair of the board are absent. The president shall be the chief executive officer of the Corporation and shall have general charge and supervision of the Corporation. The president shall perform such other duties as are incident to the office or are required by the board of directors.

Section 6.6 Vice Presidents. In the absence, disability, or refusal to act by the president, the vice presidents shall, in the order designated by the president of the board of directors, perform all of the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice presidents shall have such powers and perform such other duties as from time to time may be prescribed by the president, the board of directors or the bylaws.

Section 6.7 Secretary and Assistant Secretaries. The secretary, or its delegate, shall keep the minutes of all meetings of the board of directors. The secretary, or its delegate, shall keep or cause to be kept a register showing the names of the directors and officers with their addresses. The secretary, or its delegate, shall give notice in conformity with the bylaws of all meetings of the board of directors. The secretary shall also perform all other duties assigned by the president or the board of directors. The assistant secretary or assistant secretaries, if elected, shall, in the order designated by the president or board of directors, perform all the duties and exercise all the powers of the secretary during the absence or disability of the secretary or whenever the office is vacant, and shall perform all the duties assigned by the president or the board of directors.

Section 6.8 Treasurer and Assistant Treasurer. The treasurer shall exercise general supervision over the receipt, custody and disbursement of corporate funds, as directed by the board and in concurrence with the chief financial officer of the Corporation. The assistant treasurer or assistant treasurers, if elected, shall, in the order designated by the president or the board of directors, perform all the duties and exercise all the powers of the treasurer during the absence or disability of the treasurer or whenever the office is vacant and shall perform all the duties assigned by the president or the board of directors.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.1 Indemnification Generally. The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director or officer of the Corporation or of any division of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, create a presumption that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 7.2 Suits by or in the Right of the Corporation. The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director or officer of the Corporation or of any division of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Corporation unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses which the court shall deem proper.

Section 7.3 Effect of Success in Defense. To the extent that a person who is or was a director or officer of the Corporation or of any division of the Corporation, or a person serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 9.1 and 9.2, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.

Section 7.4 Authorization for Indemnification. Any indemnification under Sections 7.1 and 7.2 (unless ordered by a court) shall be made by the Corporation only if authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 7.1 or 7.2. The determination may be made:

(1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding;

(2) if a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Corporation;

(3) by the court in which the proceeding is or was pending upon application made by the Corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney or other person is opposed by the Corporation.

Section 7.5 Expenses. Expenses incurred in defending any action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the board of directors in a particular case upon receipt of an undertaking by or on behalf of the person to repay the amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation as authorized in this article.

Section 7.6 Indemnification not Exclusive. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, devisees and personal representatives of the person.

Section 7.7 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the Corporation or of any division of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this article. Insurance may be procured from any insurance company designated by the board of directors, including any insurance company in which the Corporation shall have equity or other interest, through stock ownership or otherwise.

Section 7.8 Fiduciaries of Employee Benefit Plans. Indemnification, expense advancement or the purchase of insurance for the benefit of any fiduciary of any employee benefit plan or trust for the benefit of employees of the Corporation or another corporation in which the Corporation owns shares shall be made upon the authorization of the board of directors.

ARTICLE VIII

DISBURSEMENTS AND CONTRIBUTIONS

Section 8.1 Disbursements. Disbursements of the funds of the Corporation for the purposes for which it is organized shall be authorized by the board of directors in its discretion.

Section 8.2 Handling of Funds. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

Section 8.3 Limitations on Disbursements. The board of directors shall not make any disbursements or contributions of the funds or assets of the Corporation to or for the benefit, directly or indirectly, of any director or officer of the Corporation, except as provided by the articles of incorporation.

(1)

ARTICLE IX

MISCELLANEOUS

Section 9.1 Inspection of Corporate Records. The articles of incorporation, these bylaws, the books and records of account and the minutes of proceedings of the board of directors and each committee shall be open to inspection upon the written demand of any director, at any reasonable time, and for any proper purpose, and shall be exhibited at any time when required by the demand of a majority of the directors. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection may be made in writing upon the president or secretary of the Corporation.

Section 9.2 Execution of Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 9.3 Voting of Shares Held by the Corporation. In all cases where the Corporation owns, holds, or represents under power of attorney, proxy or in any representative capacity, shares of any corporation, or shares or interests in business trusts, partnerships or other associations, the shares or interests shall be represented and voted by the president, or in the absence of the president, by a vice president or as otherwise prescribed by the board of directors.

In the absence of either officer, any person specifically appointed by the board of directors for the purpose shall have the right to represent and vote the shares or interests.

Section 9.4 Nepotism. Employees shall be hired on the basis of merit and not by reason of any relationship to each other or to any member of the board of directors.

Section 9.5 Conflict of Interest. No employee or member of the board shall have any financial interest in or stand to benefit financially in any way from any activity undertaken by the Corporation, unless such interest is specifically authorized by the affirmative vote of a majority of directors who have no direct or indirect interest in the transaction, after all of the material facts of the transaction and the director's or employee's interest is disclosed to the Board. No employee or member of the Board shall take any official action directly or indirectly affecting: (i) a business or other undertaking in which the individual initiating the action has a substantial interest, or (ii) a private undertaking in which the individual initiating the action is engaged as a paid legal counsel, advisor, consultant, representative or agent.

ARTICLE X

SEAL

The Corporation may have a seal. If the Corporation has a seal, the seal shall be of such form as the board of directors may determine.

ARTICLE XI

RULES OF ORDER

All meetings of the directors or committees of the Corporation shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, except as otherwise specified in the bylaws.

ARTICLE XII

AMENDMENTS

The bylaws may be amended or repealed in accordance with the Corporation's articles of incorporation.