

FEDERAL COMMUNICATIONS COMMISSION

CLASS OF STATION FM

VFA

The following application is submitted for action by the Chief, Broadcast Bureau.

ST	FILE NUMBER	CALL	APPLICANT AND LOCATION	NATURE OF APPLICATION
FL	BPED -881207MA N/M	NEW 88.3MHZ	CENTRAL FLA. ED. FOUNDATION, INC. UNION PARK FL	CP FOR A NEW ED FM ON: FREQUENCY 88.3 MHZ, #202; ERP 1.9 KW H&V; HAAT 183 METERS H&V 28 36 08 81 05 37 PETITION TO DENY FILED 7/25/90

LICENSE EXPIRATION DATE \_\_\_\_\_

\_\_\_\_\_  
CHIEF, LICENSE DIVISION

RECOMMENDATION: GRANT( ) CONSTRUCTION DATES, START \_\_\_\_\_ END \_\_\_\_\_

CONTESTED ( ) UNCONTESTED ( )

APPROVED \_\_\_\_\_

\_\_\_\_\_  
FOR CHIEF, BROADCAST BUREAU

F.C.C.-WASHINGTON, D.C.

**RICHARD J. HAYES, JR.**

ATTORNEY AT LAW

1359 BLACK MEADOW ROAD  
GREENWOOD PLANTATION  
SPOTSYLVANIA, VIRGINIA 22553

PRACTICE LIMITED TO MATTERS BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION

**ORIGINAL**

RECEIVED

**DEC - 7 1988**

Federal Communications Commission  
Office of the Secretary

TELEPHONE (703) 972-7941

ADMITTED IN GEORGIA

December 6, 1988

Ms. Donna R. Searcy, Secretary  
The Federal Communications Commission  
1919 M Street, N.W.  
Washington, D.C. 20554

BPED 88.3MHZ  
UNION PARK -881207MA NEW FL  
CENTRAL FLA. ED. FOUNDATION, INC.

RE: Application for New Noncommercial Educational Broadcast Station  
Central Florida Educational Foundation, Inc.  
Union Park, Florida (Channel 202C2)

Dear Ms. Searcy:

Transmitted herewith on behalf of Central Florida Educational Foundation, Inc. is an original and three copies of a noncommercial broadcast application for construction permit at Union Park, Florida.

According to the Commission's Rules and Regulations regarding the submission of "filing fees," Central Florida Educational Foundation, Inc., as a non-profit educational applicant, is not required to submit an application filing fee.

Should any questions arise regarding this matter, please communicate with the undersigned directly.

Respectfully submitted,

*R. Hayes*

Richard J. Hayes, Jr.  
Counsel to  
Central Florida Educational  
Foundation, Inc.

DEC 8 - 1988

FBI Alexandria

RJH:vms

Enclosure

Entered  
12-21-88

BPED-881001MA  
For Commission Use Only  
File No.

**APPLICATION FOR CONSTRUCTION PERMIT FOR  
NONCOMMERCIAL EDUCATIONAL BROADCAST STATION**  
(Carefully read instructions before filling out Form—RETURN ONLY FORM TO FCC)

RECEIVED

DEC - 7 1988

Section I

General Information

1. Name of Applicant

Street Address  
Federal Communications Commission  
Office of the Secretary

Central Florida Educational  
Foundation, Inc.

2 6 0 7 S W o o d l a n d B l v d  
Suite 101

CODE 30  
PN 12-16-88

City State ZIP Code Telephone No.  
(Include Area Code)  
D e L a n d F L 3 2 7 2 0 - (904) 734-9256

Send notices and communications to the following named person at the address below:

Name Street Address  
Richard J. Hayes, Jr., Esquire  
1 3 5 9 B l a c k M e a d o w R o a d

City State ZIP Code Telephone No.  
(Include Area Code)  
S p o t s y l v a n i a V A 2 2 5 5 3 - (703) 972-2690

2. This application is for:  AM  FM  TV

(a) Channel No. or Frequency: 202C2 88.3 (b) Community of license:  
City State  
U n i o n P a r k F L

(c) Check one of the following boxes:  
 Application for new station  
 Major Change in Existing station; call sign: \_\_\_\_\_  
 Minor Change in Existing station; call sign: \_\_\_\_\_  
 Modification of Construction Permit; File No. of CP: \_\_\_\_\_  
 Amendment to Pending Application; Reference Number (ARN): \_\_\_\_\_

NOTE: It is not necessary to use this form to amend a previously filed application. Should you do so, however, please submit only Section I and those other portions of the form that contain the amended information.

3. Is this application mutually exclusive with a renewal application?

YES  NO

If Yes, State: Call letters: Community of license:  
City State  
N/A \_\_\_\_\_ - \_\_\_\_\_ \_\_\_\_\_

Name of Applicant

Central Florida Educational Foundation, Inc.

1. (a) Applicant is: (Check one box below)

- a general partnership operating on a nonprofit basis       a nonprofit corporation
- a limited partnership operating on a nonprofit basis       Other (specify)
- a governmental or public educational agency or institution

If the applicant is an unincorporated association or a legal entity other than a partnership, nonprofit corporation, or a governmental or public educational agency or institution, describe in Exhibit No. N/A the nature of the applicant.

- (b) Is there any provision contained in any by-laws, articles of incorporation, partnership agreement, charter, statute or any other document which would restrict the applicant in advancing an educational program or complying with any Commission rule, policy or provision of the Communications Act of 1934, as amended.       YES       NO

If Yes, provide particulars as Exhibit No. N/A.

- (c) Does the applicant certify that copies of all pertinent documents set out in (b) are in the public inspection file?       YES       NO

Describe in Exhibit No. 1 how the proposed station will be used for the advancement of an educational program. This does not apply if applicant is applying for change in facilities.

#### Citizenship And Other Statutory Requirements

2. (a) Is the applicant in compliance with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and Foreign governments?       YES       NO

- (b) Will any funds, credits, etc., for the construction, purchase or operation of the station be provided by aliens, foreign entities, domestic entities controlled by aliens, or their agents?       YES       NO

If yes, provide particulars as Exhibit No. N/A.

3. (a) Has an adverse finding been made, adverse final action taken or consent decree approved by any court or administrative body as to the applicant or any party to the application in any civil or criminal proceeding brought under the provisions of any law related to the following subjects:  
Any felony, antitrust, unfair competition, fraud, unfair labor practices or discrimination?       YES       NO

- (b) Is there now pending in any court or administrative body any proceeding involving any of the matters referred to in (a)?       YES       NO

If the answer to (a) or (b) above is Yes, attach as Exhibit No. N/A, a full disclosure concerning the persons and matters involved, identifying the court or administrative body and the proceeding (by dates and file numbers), stating the facts upon which the proceeding was based or the nature of the offense committed, and disposition or current status of the matter.

Applicants are reminded that questions 4 through 5 of this Section must be completed as to all "parties to this application" as that term is defined in the instructions to Section II of this form.

Table I Parties To Application

4. Complete Table I with respect to all parties to this application.

(Note: If the applicant considers that to furnish complete information would pose an unreasonable burden, it may request that the Commission waive the strict terms of this requirement with appropriate justification)

INSTRUCTIONS: If applicant is partnership, fill out columns (a), (b), and (d), stating as to each general or limited partner (including silent partners): (a) name and residence, (b) nature of partnership interest (i.e., general or limited), and (d) percent of ownership interest. If applicant is a corporation or an unincorporated association with 50 or fewer stockholders, stock subscribers, holders of membership certificate or other ownership interest, fill out all columns, giving the information requested as to all officers, directors and members of governing board. In addition, give the information as to all persons or entities who are the beneficial or record owners of or have the right to vote capital stock, membership or ownership interests or are subscribers to such interests. If the applicant has more than 50 stockholders, stock subscribers or holders of membership certificates or other ownership interests, furnish the information as to officers, directors, members of governing board, and all persons or entities who are the beneficial or record owners of or have the right to vote 1% or more of the capital stock, membership or ownership interest. If applicant is governmental or public educational agency or institution, fill out columns (a) and (c) as to all members of the governing board and chief executive.

Name and Residence Address(es)  (a)	Nature of Partnership Interest or Office Held  (b)	Director or Member of Governing Board		% of: Ownership (O) or Partnership (P) or Voting Stock (VS) or Membership (M)  (d)
		YES	NO	
		(c)		
James S. Hoge 2433 Oxford Road DeLand, Florida 32724	Trustee	X		Member
Richard A. Rosenberg 227 S. Volusia Avenue Orange City, Florida 32763	Trustee	X		Member
D. Stephen Hollis, M.D. 7179 Standing Boy Road Columbus, GEorgia 31904	Trustee	X		Member
Please See Exhibit Number Two				

5. Has the applicant or any party to this application had any interest in:

- (a) a broadcast application which has been dismissed with prejudice by the Commission?  YES  NO
- (b) a broadcast application which has been denied by the Commission?  YES  NO
- (c) a broadcast station, the license of which has been revoked?  YES  NO
- (d) a broadcast application in any Commission proceeding which left unresolved character issues against that applicant?  YES  NO
- (e) If the answer to any of the questions above is Yes, attach Exhibit No. 2, stating the following information:
- (1) Name of party having such interest;
  - (2) Nature of interest or connection, giving dates;
  - (3) Call letters of stations or file number of application, or docket number;
  - (4) Location.

#### Ownership and Control

6. Are there any documents, instruments, contracts, or understandings relating to ownership or future ownership rights (including, but not limited to, non-voting stock interests, beneficial stock ownership interest) or control?  YES  NO
- If Yes, provide particulars as Exhibit No. N/A
7. Do documents, instruments, agreements or understandings for the pledge of stock of a corporate applicant, as security for loans or contractual performance, provide that (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of stockholder rights by the purchaser at such sale, the prior consent of the Commission [pursuant to 47 U.S.C. 310(d)] will be obtained?  YES  NO
- If No, attach as Exhibit No. N/A a full explanation.

Note: If this application is for a change in an operating facility, **DO NOT** fill out this section.

1. Is this application contingent upon receipt of a grant from the National Telecommunications and Information Administration?  YES  NO
2. Is this application contingent upon receipt of a grant from a charitable organization, the approval of the budget of a school or university, or an appropriation from a state, county, municipality or other political subdivision?  YES  NO

NOTE: If either 1 or 2 is answered "Yes", your application cannot be granted until all of the necessary funds are committed or appropriated. In the case of grants from the National Telecommunications and Information Administration no further action on your part is required. If you rely on funds from a source specified in Question 2, *you must advise the F.C.C. when the funds are committed or appropriated.* This should be accomplished by letter amendment to your application, in triplicate, signed in the same manner as the original application, and clearly identifying the application to be amended.

3. Except as indicated in Questions Numbered 1 and 2 above, the applicant certifies that:
- (a) It has a reasonable assurance of present commitments from each donor, from each party agreeing to furnish capital, from each bank, financial institution or others agreeing to lend funds, and from each equipment supplier agreeing to extend credit:  YES  NO
- (b) It can and will meet all contractual requirements as to collateral, guarantees, and capital investments or donations:  YES  NO
- (c) It has determined that a reasonable assurance exists that all such sources (excluding banks, financial institutions, and equipment manufacturers) have sufficient net liquid assets to meet these commitments.  YES  NO
4. The applicant certifies, except as noted above, that sufficient net liquid assets are on hand or available from committed sources to construct and operate the requested facilities for three months without additional funds.  YES  NO

## Section IV

## Program Service Statement

For AM, FM and TV Applications

Attach as Exhibit No. 3, the applicant's purpose and objective in establishing the proposed station and a statement of proposed program policies. If applicant already has such information on file, indicate file number and detail changes, if any.



Section VI

Equal Employment Opportunity Program

1. Does the applicant propose to employ five or more fulltime employees?  YES  NO

If the answer is Yes, the applicant must include an EEO program called for in the separate 5 Point Model EEO Program [FCC Form 396 (A)].

Section VII

Certification

1. Has or will the applicant comply with the public notice requirement of Section 73.3580 of the Commission's Rules?  YES  NO

The APPLICANT hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

The APPLICANT acknowledges that all the statements made in this application and attached exhibits are considered material representations, and that all exhibits are a material part hereof and are incorporated herein.

The APPLICANT represents that this application is not filed for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with Section 1.65 of the Commission's Rules, the APPLICANT has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, Section 1001.

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 1st day of December, 19 88

Central Florida Educational Foundation, Inc. Name of Applicant

[Handwritten Signature] Signature

President Title

FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACT

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to determine if the benefit requested is consistent with the public interest. The staff, consisting variously of attorneys, accountants, engineers, and application examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information requested is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to obtain the requested Permit.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552a(e)(3), AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

EXHIBIT NUMBER ONE

APPLICATION FOR NONCOMMERCIAL EDUCATIONAL BROADCAST STATION  
CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.  
UNION PARK, FLORIDA (CHANNEL 202C2)

STATEMENT OF EDUCATIONAL PURPOSE

EXHIBIT NUMBER ONE

APPLICATION FOR NONCOMMERCIAL EDUCATIONAL BROADCAST STATION  
CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.  
UNION PARK, FLORIDA (CHANNEL 202C2)

STATEMENT OF EDUCATIONAL PURPOSE

James S. Hoge is a trustee of Central Florida Educational Foundation, Inc. As such, he is a member of the governing board of the corporation. Mr. Hoge is also a member of the Board of Directors of DeLand Christian Academy in DeLand, Florida. The applicant proposes "Bible Based Programming" and the station's facilities will be used to further the educational programs of DeLand Christian Academy, Stetson University, Lighthouse Christian Academy, Emanuel Presbyterian Church and the DeLand Church of God. If granted a construction permit and a license for the requested facility, Central Florida Educational Foundation, Inc. intends to use the facilities of the radio station as a laboratory for students at DeLand Christian Academy and Stetson University as part of a formal broadcast laboratory program in conjunction with the radio club at DeLand Christian Academy and the Stetson University marketing department.

Also contained, herein, is a certified copy of the Articles of Incorporation of Central Florida Educational Foundation, Inc. a Florida non-profit corporation and the By-Laws of Central Florida Educational Foundation Inc.

# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC., a corporation organized under the Laws of the State of Florida, filed on August 23, 1988, as shown by the records of this office.

The document number of this corporation is N28008.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
23rd day of August, 1988.



Jim Smith  
Secretary of State

COPY

ARTICLES OF INCORPORATION  
OF  
CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.  
A Florida NonProfit Corporation

ARTICLE ONE: NAME

The name of this corporation is CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.

ARTICLE TWO: CORPORATE NATURE

This is a nonprofit corporation organized for educational purposes to own and operate an FM radio station to broadcast Bible-based educational programs, including but not limited to, music, teaching, interviews and news, pursuant to the Florida Not For Profit Act (F.S. Chapter 617).

ARTICLE THREE: PURPOSES

(A) The specific and primary purpose of the corporation is to operate an FM radio station to broadcast bible-based educational programs in compliance with Federal Communications Commission's Rules. §73.503 in which the station will be used for the advancement of an educational program which, in this case, is Bible-based and it is clearly not for profit. Furthermore, the corporation intends to comply with FCC Rule §73.1212 in that the station will keep a sponsorship identification list and shall announce when any matter for which money, service or other valuable consideration is either directly or indirectly paid to the station that it shall broadcast and announce: (1) that such matter is sponsored, paid for, or furnished either in whole or in part, and (2) by whom or on whose behalf such consideration was supplied as well as the other provisions of that Section of the Federal Communications Commissions Rules.

(B) The general purposes for which this corporation is formed is to operate an FM radio station to broadcast educational programs which are Bible-based and it is to be exclusively for those purposes as will qualify it for an exempt corporation under §501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for

such purposes, the making of distributions to organizations qualifying as tax exempt organizations under that code.

(C) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or radio announcement in any statement form or otherwise) in any political campaign on behalf of any candidate for public office.

#### ARTICLE FOUR: TERM

This corporation shall have a perpetual existence.

#### ARTICLE FIVE: MEMBERSHIP

This corporation shall have stock of one hundred (100) shares the consideration for which is one thousand (\$1,000) dollars per share. Thus the qualifications for membership is as follows:

(1) Members must own at least one (1) share of stock.

(2) Each share of stock entitles a member to one (1) vote.

(3) There are no dividends and no part of the income distributable to shareholders, directors, or officers shall be allowed to be attributable to any stockholder. The only persons who are allowed to receive remuneration from this corporation are paid employees who are working directly involved in the activities of the corporation.

#### ARTICLE SIX:

##### LOCATION OF INITIAL REGISTERED OFFICE

##### AND NAME OF INITIAL REGISTERED AGENT.

The name and street address of the initial registered office of the corporation is 2607 South Woodland Boulevard, Suite 101, DeLand, Florida, 32720-8679. The name of the initial registered agent at such address is JAMES S. HOGE.

#### ARTICLE SEVEN: INITIAL DIRECTORS

There shall be a minimum of three (3) directors, the number of which can be increased by vote of two-thirds of the majority

of the membership in accordance with the By-Laws. The name and address of each person who is to serve as an initial director is as follows:

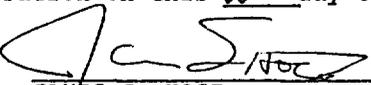
1. JAMES S. HOGE  
2607 South Woodland Boulevard  
Suite 101  
DeLand, FL 32720-8679
2. RICHARD A. ROSENBERG, ESQ.  
227 South Volusia Avenue  
Orange City, FL 32763
3. D. STEPHEN HOLLIS, M.D.  
7179 Standing Boy Road  
Columbus, GA 31904

ARTICLE EIGHT: INCORPORATION

The names and addresses of the incorporators of this corporation is as follows:

JAMES S. HOGE	2607 South Woodland Boulevard Suite 101 DeLand, FL 32720-8679	Chairman
RICHARD A. ROSENBERG	227 South Volusia Avenue Orange City, FL 32763	Secretary

We the undersigned being the Incorporators of this corporation for the purpose of forming this nonprofit educational corporation under the laws of the State of Florida have executed these Articles of Incorporation on this 2nd day of August, 1988.

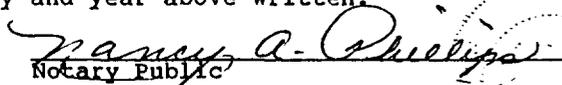
  
\_\_\_\_\_  
JAMES S. HOGE

  
\_\_\_\_\_  
RICHARD A. ROSENBERG

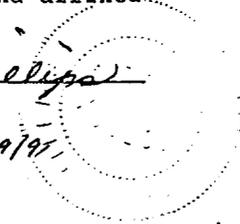
STATE OF FLORIDA )  
COUNTY OF VOLUSIA)

I HEREBY CERTIFY that on this 2nd day of August, 1988, personally came and appeared before me the undersigned authority, JAMES S. HOGE and RICHARD A. ROSENBERG, to me well known and well known to me to be the persons described in and who acknowledged to me that they executed the foregoing Articles of Incorporation as their free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year above written.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 4/19/91



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
THE PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST -- THAT CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF  
DELAND, STATE OF FLORIDA, HAS NAMED RICHARD A. ROSENBERG ,  
LOCATED AT P.O. BOX 1094, 227 SOUTH VOLUSIA AVENUE, ORANGE CITY,  
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

  
\_\_\_\_\_  
JAMES S. HOGE

  
\_\_\_\_\_  
RICHARD A. ROSENBERG

August 2, 1988.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
RICHARD A. ROSENBERG, ESQ.

August 2, 1988.

CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.

INITIAL BOARD OF DIRECTORS (TRUSTEES) HOME ADDRESSES

1. JAMES S. HOGE  
2433 Oxford Road  
DeLand, FL 32724-8432
2. RICHARD A. ROSENBERG, ESQ.  
227 South Volusia Avenue  
Orange City, FL 32763
3. D. STEPHEN HOLLIS, M.D.  
7179 Standing Boy Road  
Columbus, GA 31904

EACH HAS ONE VOTE.

BY-LAWS  
OF  
CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.

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BY-LAWS  
OF  
CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.

ARTICLE I

NAME

§ 1.1 Name. The Corporation shall be known as CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.

ARTICLE II

OFFICES

§ 2.1 Registered Office. The Corporation shall maintain a registered office in the County of Volusia, State of Florida.

ARTICLE III

SEAL

§ 3.1 Seal. The Corporation shall have a corporate seal, which shall be in the form adopted by the Board of Trustees.

ARTICLE IV

FISCAL YEAR

§ 4.1 Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Trustees.

## ARTICLE V

### MEMBERSHIP

§ 5.1 Eligibility. Membership in this corporation shall consist of any individual, family, organization, corporation, or foundation making to the Corporation an unrestricted contribution on an annual basis. The contribution shall be potentially renewable. As such, auction donors, underwriters, and capital campaign contributors shall not qualify as members.

§ 5.2 Dues. The President shall classify memberships in this Corporation and shall prescribe the amount of dues, if any, for each class of membership. The Corporation shall not refund membership contributions.

§ 5.3 Voting Rights of Members. Each member of this Corporation shall have one vote only on matters coming before the annual membership meeting or any special meeting thereof.

§ 5.4 Transfer of Membership. Membership in this Corporation is not transferable or assignable.

§ 5.5 Termination of Membership. Membership in this Corporation shall cease and terminate upon the expiration of the period of membership by a member who, having made an unrestricted annual contribution, fails to renew that contribution within the Corporation's annual renewal cycle.

## ARTICLE VI

### MEETINGS OF MEMBERS

§ 6.1 Annual and Special Meetings. The annual meeting of the members of this Corporation shall be held at such time and place and on such date as the Board of Trustees shall determine; provided, however, such date must be within the first or last month of each calendar year of the Corporation, and not more than 13 months shall elapse between each such annual meeting. The meetings shall be held for the consideration of reports and for the transaction of such other business as may come before the meeting.

Special meetings of the members may be held upon the call of the majority Board of Trustees or the President.

§ 6.2 Place and Notice of Meetings. Annual and special meetings shall be held in such location or locations as shall be determined by the President or Board of Trustees.

Notice of members' meetings shall be printed or in writing, shall state the place, day and hour of the meeting (and in the case of a special meeting, the purpose or purposes for which called) and shall be delivered to all members not less than ten (10) days before the date of the meeting. The Corporation may elect to place the meeting notice in the Corporation's monthly membership magazine and/or broadcast such notice on its stations. If mailed, such notice shall be deemed to be delivered when deposited with postage prepaid in the U.S. mails addressed to each member as listed in the records of the Corporation.

§ 6.3 Quorum and Chairmanship. Members in good standing and present at any meeting shall constitute a quorum.

Membership meetings shall be presided over by the President or, in his absence, by such other Trustee as the President designates or any three (3) Trustees designate.

§ 6.4 Liabilities of Members. No person or organization who is now, or who later becomes, a member of the Corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Corporation shall, to the extent allowable under law, look only to the assets of the Corporation for payment.

## ARTICLE VII

### BOARD OF TRUSTEES (DIRECTORS)

§ 7.1 Powers and Duties of the Board. The Board of Trustees shall have general charge and direction of the property and affairs of the Corporation subject to such restrictions as may be imposed by law, by the Articles of Incorporation, or by these By-Laws, including, but not limited by the following:

- a. Making rules and regulations relating to the affairs of the Corporation;
- b. Fixing the fiscal year for this Corporation, and annually adopting a budget of income and expenditures for such fiscal year;

- c. Making appropriations from the funds of the Corporation and entering into contracts in its behalf;
- d. Approving the purchase or sale or the lease or the rent of physical assets in excess of \$10,000. In cases where there is no clear donative intent or application, approving the resale of any corporate physical assets in excess of \$10,000;
- e. Electing the officers of the Corporation;
- f. Filling vacancies for unexpired terms of officers and members of the Board of Trustees;
- g. Appointing committees on a permanent or ad hoc basis as it desires;
- h. Employment of such officers and employees, as the Board may deem proper and necessary, for such terms and upon such conditions as the Board may determine;
- i. Setting program policy, mission, and directions;
- j. Recruiting, electing, orienting and retiring its Trustees;
- k. Evaluating itself and its chief executive officer;
- l. Assessing corporation performance;
- m. Receiving reports from other groups and acting on them as needed;
- n. Interpreting and representing the community to the Corporation and vice versa;
- o. Generally doing and performing every act whatsoever that a Board of Trustees or governing body of a corporation may legally do and perform;

- p. Delegating any of its functions as it sees fit;
- q. Possessing final legal and policy authority over its actions and those of its several committees and advisory boards.

§ 7.2 Size. The size of the Board shall be no more than nine (9) nor less than three (3) unless changed in the manner hereinafter set forth.

The membership of the Board of Trustees may be increased or decreased by an affirmative vote of two-thirds of the Trustees present at any meeting of the Board wherein a quorum is present. the minimum number of Board members shall conform to state law. Notice of any such proposed action shall be included in the call and notice of the meeting.

§ 7.3 Election to the Board. Directors (called Trustees) will initially be selected on a staggered basis so that the expiration date of those members of the Board will be one-third each year. The then Board of Trustees shall elect new members of the Board at the annual meeting and will remain in office until the successor members have been elected and qualified. Trustees elected for Board year 1988 and each year thereafter shall initially serve one (1) year and may thereafter be re-elected for multi-year service.

§ 7.4 Representation. The Board, when viewed as a whole, shall represent, as nearly as practical, socio-economic elements of the community while providing a balance of leadership ability, ethnic groups and gender.