

ORIGINAL

RECEIVED

JUL 27 1992

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

Federal Communications Commission
Office of the Secretary

**ORIGINAL
FILE**

In re Application of)	MM Docket No. 92-33
)	
CENTRAL FLORIDA EDUCATIONAL FOUNDATION, INC.)	File No. BPED-881207MA
Union Park, Florida)	
)	
et al., including the)	
application of)	
)	
HISPANIC BROADCAST SYSTEM, INC.)	File No. BPED-891128ME
Lake Mary, FL)	
For Construction Permit, New)	
Noncommercial, Educational FM Stations)	

To: Administrative Law Judge Edward J. Kuhlmann

HEARING EXHIBITS OF HISPANIC BROADCAST SYSTEM, INC.

Law Offices
JAMES L. OYSTER
Rt. 1, Box 203A
Castleton, VA 22716
(703) 937-4800

Counsel for Hispanic Broadcast System, Inc.

INDEX

- Ex. 1 Description of the Applicant
- Ex. 2 Hispanic's Cultural and Educational Objectives
- Ex. 3 How the Proposed Operation of the Station Will be Integrated into the Overall Cultural and Educational Objectives of the Service Area
- Ex. 4 How the Proposed Station Operations Will Meet the Needs of the Community
- Ex. 5 Hispanic's Ability to Effectuate Its Plans
- Ex. 6 Whether a Share-Time Arrangement Between the Applicants Would Result in the Most Effective Use of the Channel
- Ex. 7 307(b) Analysis
- Ex. 8 Channel 6 Site

Federal Communications Commission	
Docket No. <u>9233</u>	Exhibit No. <u>1-6</u>
Presented by <u>OSOP Hispanic</u>	
Disposition	Identified <input checked="" type="checkbox"/>
	Received <input type="checkbox"/>
	Rejected <input type="checkbox"/>
Reporter _____	
Date <u>2/7/72</u>	

Federal Communications Commission	
Docket No. <u>9233</u>	Exhibit No. <u>778</u>
Presented by <u>OSOP Hispanic</u>	
Disposition	Identified <input checked="" type="checkbox"/>
	Received <input type="checkbox"/>
	Rejected <input checked="" type="checkbox"/>
Reporter _____	
Date <u>2/7/72</u>	

Description of the Applicant

Hispanic Broadcast System, Inc. is a non-profit corporation organized under the laws of Puerto Rico on November 17, 1989. The corporation is authorized to construct, own or operate one or more noncommercial educational broadcast stations to be operated on a noncommercial educational basis consistent with the definition of "public telecommunications services" set out in section 397(14) of the Communications Act of 1934, as amended. Copies of the Certificate of Incorporation, Articles of Incorporation and By-Laws are attached.

The officers and members of the Board of Directors of Hispanic Broadcast System, Inc. are:

Idalia Arzuaga, President
Calle 2 C-8
Urbanizacion El Retiro
Quebradillas, PR 00742

Jose Arzuaga, Vice-President
Calle 2 C-8
Urbanizacion El Retiro
Quebradillas, PR 00742

Ruben Reyes, Secretary
Urb. Valle Verde
Marginal C-5
Ponce PR 00731

All of the members of the corporation are Hispanic.



Commonwealth of Puerto Rico

Department of State

I, RAMON LUIS NIEVES, Assistant Secretary of State of the
Commonwealth of-----
Puerto Rico, Do hereby Certify: That from the records of this
Department it appears that "HISPANIC BROADCAST SYSTEM INC.", is a non-profit
corporation organized under the laws of Puerto Rico on November 17, 1989 at
8:46 a.m., file number 19,827.-----

In Witness Whereof, I have hereunto
set my hand and affixed the Great
Seal of the Commonwealth of Puerto
Rico, at the City of San Juan, this
22nd day of November,
A.D., nineteen hundred and eighty

I, RAMON LUIS NIEVES, Assistant Secretary of State of the
Commonwealth of -----
Puerto Rico, Do Hereby Certify: That from the records of this
Department it appears that "HISPANIC BROADCAST SYSTEM INC.", is a non-profit
corporation organized under the laws of Puerto Rico on November 17, 1989 at
8:46 a.m., file number 19,827. -----

*In Witness Whereof, I have hereunto
set my hand and affixed the Great
Seal of the Commonwealth of Puerto
Rico, at the City of San Juan, this
22nd day of November,
A.D., nineteen hundred and eighty
nine.*

Ramón Luis Nieves
Assistant Secretary of State

[Signature]
BY: Ricardo Ego Román Cruz
Director
Corporation and Trademarks Division

CERTIFICATE OF INCORPORATION

OP

HISPANIC BROADCAST SYSTEM INC.

(Insert here full name of the corporation)

FIRST,-The name of this corporation is..... **HISPANIC BROADCAST SYSTEM INC**

SECOND.—Its principal office in the Commonwealth of Puerto Rico is to be located at
Street 2- C-8, Urb. El Retiro, Quebradillas, P.R. 00742

The agent in charge thereof is. . . **Rosidalia Villafañe Arrleta , Urb. El Retiro**
Street 2-C-8, Quebradillas, P. R. 00742

THIRD.—This is a corporation not for profit, and its objects or purposes to be transacted,
promoted or carried on are :

To own, construct and operate educational and non comercial FM-AM Radio
Stations and Television Stations. To buy, dispose and accept the
necessary equlpmnt to carry on the purposes' of thfs corporation and to
raise the necessary funds for such operations,
Ownership, construction and operations to be caked in Puerto Rico
and within the Continental U.S. and its territories.

The corporation will not engage in the real estate business

FOURTH, This corporation will not have authority to issue capital stock.

The conditions of membership are: (*)

Those that will be stated In the By-Laws of the Corporation.

(* State conditions of membership, or that these shall be stated in the by-laws of the corporation.

From : WREI-FM Cu

Jun. 19.1392 12:01 PM P14

FIFTH.-The names and places of residence of each of the incorporators are as follows: (*)

Name	Residence
1. Milagros Morano Robles	1 y 2. Villa Jenaro Cortes-474 Sergio Cuevas
2. Juan Pagán Correa	Apto. 1105, Urb. Fonalleda
3. Sofia Reyes Romero	Hato Rey, P.R. 00918
	3 Calle Las Flores 129B, Santurce, P.

SIXTH, -The existence of the corporation is to be Perpetual

SEVENTH. -

This Corporation shall be governed by a President, a Secretary and a Treasurer,

The Board of directors shall have complete freedom to direct the business of the Corporation, and to establish all policies for it.

WE, THE UNDERSIGNED, for the purpose of forming a corporation not for profit under the provisions of the General Corporation Law for the Commonwealth of Puerto Rico, approved January 9, 1956, do make and file certificate, and do swear that the facts herein stated are true.

Dated at Coamo, Puerto Rico, this 16th of November AD, 19 89

(Sofia Reyes Romero)

Name
1. Milagros Moreno Robles
2. Juan Pagan
3. Sofia Reyes Romero

Residence
1 y 2. Villa Jenaro Cortes-474 Sergio Cuevas Apto. 1105, Urb. Fonalleda Hato Rey, P.R. 00918
3. Calle Las Flores 129B, Santurce, P.R.

SIXTH.-The existence of the corporation is to be Perpetual

SEVENTH. "

This Corporation shall be governed by a President, a Secretary and a Treasurer,

The Board of directors shall have complete freedom to direct the business of the Corporation and to establish, -all policies for it.

WE, THE UNDERSIGNED, for the purpose of forming a corporation not for profit under the provisions of the General Corporation Law for the Commonwealth of Puerto Rico, approved January 9, 1956, do make and file this Certificate, and do swear that the facts herein stated are true.

Dated at Coamo, Puerto Rico, this 16th day of November, AD, 1989.

Milagros Moreno Robles
Juan Pagan Correa
Sofia Reyes Romero

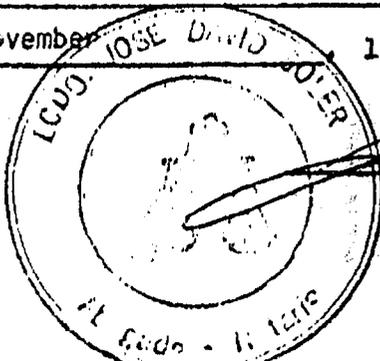
Sworn to and subscribed before me, by Milagros Moreno Robles, married,

Juan Pagan Correa, married, Sofia Reyes Romero, widow, all of age, all proprietors

(name, age, trade or occupation and residence)

Milagros Moreno Robles and Juan Pagan Correa residents of Hato Rey, P.R. and Sofia Reyes Romero resident of Santurce, P.R.

personally known to me at Coamo, Puerto Rico, this 16th day of November, 1989.



Notary Public
Jose David Soler

Affidavit No. 790

(*)At least there shall be three incorporators.

BY-LAWS
OF
HISPANIC BROADCAST SYSTEM, INC.

TABLE OF CONTENTS

<u>ARTICLE, I</u>	- <u>Name</u>
1.1	Name
<u>ARTICLE II</u>	- <u>OFFICERS</u>
2.1	Registered Office
2.2	Other Offices
<u>ARTICLE III</u>	- <u>SEAL</u>
3.1	Seal
<u>ARTICLE IV</u>	- <u>FISCAL YEAR</u>
4.1	Fiscal Year
<u>ARTICLE V</u>	- <u>MEMBERSHIP</u>
5.1	Elegibility
5.2	Dues
5.3	Voting Rights of Members
5.4	Transfer of Membership
5.5	Termination of Membership
<u>ARTICLE VI</u>	- <u>MEETINGS OF MEMBERS</u>
6.1	Annual and Special Meetings
6.2	Place and Notice of Meetings
6.3	Quorum and Chairmanship
6.4	Liabilities of Members
<u>ARTICLE VII</u>	- <u>BOARD OF TRUSTEES</u>
7.1	Powers and Duties of the Board
7.2	Size
7.3	Election to the Board
7.4	Representation
7.5	Composition
7.6	Conflict of Interest
7.7	Trustee Prerequisites
7.8	Terms of Trustees
7.9	Meetings of the Board of Trustees
7.10	Open Meetings
7.11	Notice of Meetings
7.12	Organization of Trustees' Meetings
7.13	Quorum
7.14	Board Action Without a Meeting
7.15	Voting Rights -Proxies Prohibited
7.16	Vacancies on the Board
7.17	Resignation
7.18	Compensation
7.19	Agenda

ARTICLE VIII - OFFICERS

- 8.1 Officers
- 8.2 Election and Term of Office
- 8.3 Appointment of Staff Officers
- 8.4 Removal
- 8.5 Resignation
- 8.6 Vacancies
- 8.7 The Chairman
- 8.8 The President
- 8.9 The Staff Vice Presidents
- 8.10 The Secretary
- 8.11 The Treasurer

ARTICLE IX - CONTRACTS, DRAFTS, BANK ACCOUNTS, ETC.

- 9.1 Contracts and Appointments of Agents
- 9.2 Loans
- 9.3 Checks, Drafts, Etc.
- 9.4 Deposits and Accounts

ARTICLE X - ANTWALAUDIT

- 10.1 Annual Audit

ARTICLE XI - AMENDMENTS

- 11.1 Amendments

ARTICLE XII - INDEMNIFICATION

- 12.1 Indemnification

ARTICLE XIII - MISCELANEOUS PROVISIONS

- 13.1 Rules
- 13.2 Disssolution of Corporation

ARTICLE XIV - CORPORATION PURPOSES

- 14.1 Purposes

BY-LAWS
OF
HISPANIC BROADCAST SYSTEM, INC.

ARTICLE I

NAME

§ 1.1 Name. The Corporation shall be known as Hispanic Broadcast System, Inc.

ARTICLE II

OFFICES

§ 2.1 Registered Office. The Corporation shall maintain a registered office in the City of Orlando, 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 January 1 to December 31.

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.

15.3 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. 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 of Board of Trustees.

Notice of member's meeting 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 will notify by mail. 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 Corporations 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. Annually adopting a budget of income and expenditures for the year;

- p. Delegation any of its funtions as it sees fit;
- q. Possesing 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 inthemanner hereinafter set forth.

The membership of the Board of Trusteesmaybe increasedor 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 whall elect new members of the Board at the annual meeting and will remain in office until the successormembers have beenelected and qualified. Trustees elected for the first year and each year thereafter shall initially serve one (1) year and may thereafter be re-elected formlti-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 gerder.

§ 7.5 Composition. The Board of Trustees shall be composed of elected officers of the Corporation, to wit; President, Secretary and Treasurer and others as set by the Board of Trustees when it expands.

§ 7.6 Conflict of Interest. No Trustees or officer shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person, corporation, association, or other entity which has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with the Corporation, which relationship may be substantially affected by that Trustee's or officer's performance of his duties to the Corporation. While it is recognized that Trustees elect to the Board of Trustees are to be representative of such fields as education, business, cultural, and civic affairs and the arts (including broadcasting), no Trustee may knowingly:

a. Have a direct or indirect financial interest, or engage in any employment or activities, which conflict substantially, or have the appearance of conflicting substantially, with his corporate responsibilities or duties without:

- (1) previously having informed the Board of Trustees of his interest or position which would be affected by a matter under consideration by the Board;

- (2) previously having ~~informed~~ the Board of Trustees of any significant facts ~~known~~ to him indicating that a transaction to be ~~approved or policy to be~~ adopted by the ~~board~~ may not be in the best interest of the Corporation; and
 - (3) disqualifying himself ~~form~~ a vote affect his interests or position if the ~~Board~~ of Trustees detennines that a substantial conflict exists.
- b. Engage, directly or indirectly, in financial, business, trade or professional transactions as a result of, or in primary reliance upon, information obtained through his service on or the discharge of his corporate responsibilities for the ~~Board~~ of Trustees.

§ 7.7 Trustee Prerequisites. A Trustee shall exhibit the following prerequisites in order to maintain his status as a Trustees or to be considered as a candidate for election to the Board of Trustees:

- a. Be a citizen of the ~~United~~ States of America, by birth or naturalization, in accordance with 8310(b) (3) of the ~~Communications~~ Act of 1934, as amended.
- b. ~~Genuine interest to~~ act as a guardian of the public trust for a ~~non-commercial telecommunications~~ resource.
- c. Able to ~~attend~~ meetings of the ~~Hispanic Broadcast System, Inc.~~

- d. Support, on an annual basis, the fund-raising benefits of the stations by being or ~~becoming~~ a personal member of the station of Hispanic Broadcast System, Inc. at a ~~minimum~~ level of \$100; or by a gift of ~~money~~, time or leadership.
- e. Possess no ~~known~~ conflict of interest.
- f. Able to attend seventy-five (75%) of Board meetings.

§ 7.8 Terms of Trustees. Each ~~Trustee hereafter elected~~ shall serve until his successor is elected and qualifies. Terms of Trustees shall be set by ~~two-thirds~~ majority vote of the Board of Trustees. The president shall ~~serve~~ a ~~term(s)~~ as stated in his ~~most recent employment contract~~.

§ 7.9 Meetings of the Board of Trustees. The Board shall meet a minimum at once per year or as otherwise designaed by the Board at such place, ~~date, and hour as~~ may be fixed at the last ~~preceding meeting of the Board of Trustees and~~ if not so fixed, as fixed by the President or any three (3) Trustees except that the annual meeting shall be at the same place and immediately following the meeting of the membership.

§ 7.10 Open Meetings. The Board, any standing or Ad Hoc committee of the Board, or any advisor body to the Board, shall hold open meetings preceded by reasonable notice to the public. All persons shall be permitted to attend any meeting of the Board, or of any such committee or body of the Board, and no person shall be required, as a condition to attendance at any such meeting, to register such person's name or to provide any other information. Nothing contained in this section shall be construed to prevent the Board, any committee, or body from holding closed sessions to consider matters relating to individual employees, proprietary information, litigation, and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interest of any such organization. If any such meeting is closed pursuant to the provisions of this section, the President shall thereafter and within a reasonable period of time make available to the public a written statement containing an explanation of the reasons for closing the meeting.

§ 7.11 Notice of Meetings. Five (5) day's notice of meetings shall be given to each member of the Board of Trustees prior to each meeting. Special meetings of the Board may be called by the President or a majority of the Board of Trustees at any time. Not less than one (1) day's notice of such meetings shall be given stating the matters to be taken up at such special meetings.

Each notice shall specify the place, the date, and the hour of the meeting; in the case of special meetings, the general nature of the business to be transacted thereat. Notice may be given to any Trustee personally, by mail, by telephone, or by telegram, charges prepaid.

Notice shall be given by the President or the Secretary; or, if they are absent, by any Trustee.

Additional notices of all meetings of the Board, or Ad Hoc Committees shall be published in the Corporation's monthly Program Guide to include the day, date, time and place of the meeting, and may be announced on the stations.

§ 7.12 Organization of Trustees' Meetings. At all meetings of the Board of Trustees, the President, or in the absence of the President a Trustee chosen by a majority of those Trustees present, shall act as Chairman of such meetings and preside thereat.

§ 7.13 Quorum. The presence of three (3) voting members of the Board of Trustees shall constitute a quorum for the transaction of business. No action shall be taken without the approval of a majority of those present.

§ 7.14 Board Action Without a Meeting. Any action which, under law, may be taken at a meeting of the Board of Trustees may be taken without a meeting if authorized by written approval, signed by all of the Trustees, and filed with the Secretary of the Corporation.

§ 7.15 Voting Rights - Proxies Prohibited. Each Trustee including the President shall be entitled to one vote. No Trustee may vote by proxy.

§ 7.16 Vacancies on the Board. Upon the death, removal, or resignation of any member of the Board of Trustees, the Board by majority vote, may elect an individual to membership on the Board to serve out the unexpired term of such Trustee.

§ 7.17 Resignation. Any Trustee except the President may resign at any time by giving written notice to the Chairman of the Board or the Board of Trustees. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective. The President's resignation must conform to the terms of his current employment contract.

§ 7.18 Compensation. Trustees, in their capacities as such, shall receive no compensation for their services, but nothing herein contained shall be construed to preclude any Trustee from receiving compensation for services rendered to the Corporation in any other capacity or to be reimbursed for reasonable transportation and per diem expenses in connection with approved travel or conference attendance.

§ 7.19 Agenda. The formal agenda of each business meeting of the Board shall be prepared by the President. Any of the Trustees may request an additional item(s) placed on the agenda. The agenda shall be made available at the start of each business meeting.

ARTICLE VIII

OFFICERS

§ 8.1 Officers. The officers of the Corporation shall be a President, who shall be the Chief Executive Officer, such staff Vice Presidents as may from time be appointed by the Board of Trustees, a Secretary and a Treasurer, and such other officers as shall be elected in accordance with the provisions of Article VIII, §2 of these By-Laws.

§ 8.2 Election and Term of Office. The officers of the Corporation, employed under contract or appointed in accordance with the provisions of Article VIII, §3, shall be elected annually by vote of a majority of the Board of Trustees present at the annual meeting of the Board held immediately after the meeting of the members. Except as otherwise provided in these By-Laws, or employment contracts, each officer shall hold office until his successor shall have been chosen, or until his death, or resignation, or removal in the manner hereinafter specified. The officers of the Corporation may succeed themselves in such offices provided they have shown a definite, active interest, during the preceding year,

in the principles for which this Corporation was created, and are elected as provided in these By-Laws.

§ 8.3 Appointment of Staff Officers. The Board of Trustees may appoint other staff officers or agents, including without limitation one or more staff Vice Presidents and a Secretary and a Treasurer upon the recommendation of the President, each of whom shall hold office for such period, have such powers and perform such duties as may be provided by their employment contract, these By-Laws or as the Board of Trustees or the President may from time to time prescribe.

§ 8.4 Removal. The President may be removed only in the manner specified in his current employment contract.

Any staff officer appointed in accordance with the provisions of Article VIII, §3, may be removed by the Board of Trustees with prior approval of the President at any meeting thereof and in accord with any current employment contract.

§ 8.5 Resignation. Any officer elected by the Board, except the President, may resign at any time giving written notice of his resignation to the President, or to the Board of Trustees. Any such resignation shall take effect at the time specified therein and unless otherwise specified therein, the acceptance thereof shall not be necessary to make it effective.

§ 8.6 Vacancies. A vacancy in an elected office because of resignation, removal, or any other cause, may be filled for the unexpired portion of the term of that office by the Board of Trustees at any regular or special meeting thereof.

§ 8.7 Chairman. ~~The Chairman of the Board of Trustees~~ shall be the President.

He shall be an ~~ex-officio~~ member of all ~~Committees~~ but shall have no vote except in the case of a tie.

§ 8.8 The President. The President shall be the Chief Executive officer of the Corporation and Chairman of the Board and shall have, subject to the direction and control of the Board and shall have, subject to the direction and control of the Board of Trustees, and his current employment contract, general and active supervision over the business and affairs of the Corporation and over its several appointed officers.

The President shall appoint and discharge employees of the Corporation (other than those specifically named in these By-Laws), assign them appropriate titles, duties, and fix their compensation, sign contracts and agreements in the name of and on behalf of the Corporation, and shall perform all acts which a Chief Executive Officer of a non-profit corporation is contracted, authorized or required by law to do or perform.

The President shall be a voting member of the Board of Trustees and shall be entitled to attend and participate fully in all meetings of the Board of Trustees and shall be entitled to a voice at meetings of the Board. He shall be an ex-officio member of all Committees of the Boards, with the right to voice .