



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
09/25/2013	201326701015	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	.00		.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

DELHI PUBLIC RADIO INC  
WALTER HUGHES  
289 IHLE DR  
CINCINNATI, OH 45238

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Jon Husted**

**2232802**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**DELHI PUBLIC RADIO, INC.**

and, that said business records show the filing and recording of:

Document(s)

**DOMESTIC ARTICLES/NON-PROFIT**

Document No(s):

**201326701015**

**Effective Date: 09/23/2013**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 25th day of September,  
A.D. 2013.

Ohio Secretary of State



Form 532B Prescribed by:

**JON HUSTED**  
Ohio Secretary of State

Central Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (767-3453)  
www.OhioSecretaryofState.gov  
Busserv@OhioSecretaryofState.gov

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 670  
Columbus, OH 43216

Expedite Filing (Two-business day processing  
time requires an additional \$100.00).  
P.O. Box 1390  
Columbus, OH 43216

**Initial Articles of Incorporation**  
**(Nonprofit, Domestic Corporation)**  
**Filing Fee: \$125**  
**(114-ARN)**

2013 SEP 23 10:11:03

**First:** Name of Corporation

**Second:** Location of Principal office in Ohio  
City:  State:   
County:

**Effective Date (Optional)**  (The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing)  
mm/dd/yyyy

**Third:** Purpose for which corporation is formed

**\*\*Note for Nonprofit Corporations:** The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

**\*\*Note:** ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Delhi Public Radio, Inc. hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

Walter J Hughes  
Name  
289 Ihle Dr.  
Mailing Address  
Cincinnati  
City  
Ohio  
State  
45238  
Zip Code

Must be signed by the incorporators or a majority of the incorporators  
Robin A Hughes  
Signature  
[Signature]  
Signature  
Robert H. Knue  
Signature

ACCEPTANCE OF APPOINTMENT

The Undersigned, Walter J Hughes, named herein as the Statutory Agent Name  
Statutory agent for Delhi Public Radio, Inc.  
Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature [Signature]  
Individual Agent's Signature / Signature on behalf of Corporate Agent

If the agent is an individual and using a P.O. Box, check this box to confirm the agent is an Ohio resident.

for Robin A Hughes, Taylor J. Sunderhaus, Robert H. Knue and Walter J. Hughes



DEBORAH A. FRANKLIN  
Notary Public, State of Ohio  
My Commission Expires  
March 19, 2017

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

Articles and original appointment of agent must be signed by the incorporator(s).

*Robin A Hughes*  
Signature

By

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

Robin A Hughes

Print Name

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

*Taylor J Sunderhaus*  
Signature

By

Taylor J Sunderhaus

Print Name

*Robert H Knue*  
Signature

By

ROBERT H. KNUE

Print Name

For Robin A. Hughes, Taylor J. Sunderhaus and Robert H. Knue.

*Deborah A Franklin*



DEBORAH A. FRANKLIN  
Notary Public, State of Ohio  
My Commission Expires  
March 19, 2017

**ARTICLES OF INCORPORATION**  
**of**  
**Delhi Public Radio, Inc.**

The undersigned, all of whom are citizens of the United States, desiring to form a corporation, not for profit, under Sections 1702.01 et seq., Revised Code of Ohio, do hereby certify:

FIRST: The name of said corporation shall be Delhi Public Radio, Inc.

SECOND: The place in Ohio where the principal office of the corporation is to be located at 289 Ihle Drive, Cincinnati, Ohio 45238.

THIRD: The educational purpose or purposes for which said corporation is formed is for the establishment and operation of a radio station to serve the communities on the west side of Cincinnati area with music, community event information, and public service announcements.

FORTH: The following persons, not less than three, shall serve said corporation as trustees until the first annual meeting or other meeting called to elect trustees.

Robin A. Hughes  
289 Ihle Drive  
Cincinnati, Ohio 45238

Taylor J. Sunderhaus  
4137 Copperfield Lane  
Cincinnati, Ohio 45238

Robert H. Knue  
495 Anderson Ferry Rd.  
Cincinnati, Ohio 45238

IN WITNESS WHEREOF, we have hereunto subscribed our names

this 19 day of September, 2013

Robin A. Hughes  
Robin A. Hughes

Taylor J. Sunderhaus  
Taylor J. Sunderhaus

Robert H. Knue  
Robert H. Knue

for Robin A. Hughes, Taylor J. Sunderhaus  
and Robert H. Knue.

Deborah A. Franklin



**DEBORAH A. FRANKLIN**  
Notary Public, State of Ohio  
My Commission Expires  
March 19, 2017

# Bylaws of Delhi Public Radio, Inc.

## ARTICLE I – NAME, PURPOSE

**Section 1: *Name.*** The name of the organization shall be Delhi Public Radio.

**Section 2: *Purpose.*** Delhi Public Radio is organized exclusively for charitable and educational purposes, more specifically, to operate a community radio station.

## ARTICLE II – MEMBERSHIP

**Section 1:** Membership in Delhi Public Radio shall consist of volunteers and the Board of Directors. Only individuals elected to the Board of Directors shall serve as trustees of the organization.

## ARTICLE III – MEETINGS

**Section 1: *Annual Meetings.*** The date of the annual meeting shall be set by the Board of Directors. The Board shall meet for an “annual” meeting every 10 to 14 months, at an agreed upon time and place.

**Section 2: *Special Meetings.*** Special meetings may be called by the President or by more than 50% of the members.

**Section 3: *Notice.*** An official Board meeting requires that each Board member have notice at least 7 days in advance. Notice shall be by any of the following means – letter, telephone or email.

## ARTICLE IV – BOARD OF DIRECTORS

**Section 1: *Board Role, Size, Compensation.*** The Board is responsible for overall policy and direction of the organization and delegates responsibility for day-to-day operations to the President and committees. Any major expenditure or major decision affecting the course of the organization shall require a majority concurrence of the Board. The Board shall have up to seven and not fewer than two members. Each member of the Board has an equal vote in the affairs of the organization.

**Section 2: Board Elections.** Election of new directors or election of current directors to a subsequent term will occur as the first item of business at the annual meeting of the corporation. When a vacancy on the Board exists, nominations for new members may be received, by any officer of the Board, from present Board members in advance of a Board meeting. These nominations shall be voted upon at the next Board meeting. Board members shall be elected by a majority vote of the current directors constituting a quorum at a Board meeting.

**Section 3: Terms.** All Board members elected at an annual meeting shall serve a term to the next annual meeting, and are eligible for re-election. A Board member elected at a meeting other than an annual meeting to fill a vacancy shall have a term only to the next Board meeting.

**Section 4: Quorum.** To constitute a quorum, a meeting must be attended in person or by proxy, by more than fifty percent of the Board members before business can be transacted or motions made and passed. An absent Board member may assign a proxy, in writing, to attend a meeting and vote on the absent Board member's behalf. The proxy letter must clearly designate the specific meeting and the authority assigned.

**Section 5: Officers and Duties.** There shall at least two officers of the Board. Each officer shall perform one or more of the following duties.

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other officers to preside at each meeting in the following order: Vice-President, Business Manager, Station Manager and Chief Engineer.

The Vice-President will chair committees on special subjects as designated by the Board. With majority Board concurrence, the Vice-President shall take on all responsibilities of the President in the event of the President's unavailability.

The Business Manager shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, assuring that corporate records are maintained, assisting in the preparation of the budget, help develop fund-raising plans and make financial information available to other Board members and the public.

The Station Manager will assist the Business Manager as needed and will be responsible for radio station programming and the day-to-day radio station operations.

**Section 5 (cont.)**

The Chief Engineer shall have the primary responsibility for the operation and maintenance of equipment, as well as compliance with the Federal Communications Commission rules and policies. The Chief Engineer may be assisted by other members of the Board.

**Section 6: Resignation and Termination.** Resignation from the Board must be in writing and received by an Officer of the Board. A Board member may be removed, for just cause, by a majority vote of the Board.

Robin A Hughes  
BOARD MEMBER

9/19/13  
DATE

[Signature]  
BOARD MEMBER

9/19/13  
DATE

Robert H Knue  
BOARD MEMBER

9/19/13  
DATE

for Robin A Hughes, Taylor J. Sunderhaus and Robert H Knue.

[Signature]



DEBORAH A. FRANKLIN  
Notary Public, State of Ohio  
My Commission Expires  
March 19, 2017