

Articles of Incorporation

Amended 9/25/81
Amended 7/10/84
Amended 5/4/91

ARTICLES OF INCORPORATION FLORIDA ASSOCIATION FOR MEDIA IN EDUCATION, INC.

The undersigned subscribers, all of whom are natural persons competent to contract, hereby subscribe to these Articles of Incorporation to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I – NAME

The name of this Corporation shall be FLORIDA ASSOCIATION FOR MEDIA IN EDUCATION, INC. (a corporation not for profit), hereinafter sometimes referred to as (“F.A.M.E”) “FAME”, the “Corporation,” the “Association” . . . or the “Organization”.

ARTICLE II – PURPOSE

The purpose of this Corporation, which shall not be for pecuniary profit, shall be the improvement of education through the effective use of media, technology and methods. Specifically, the Corporation shall plan and execute long-range programs for the development of learning resources services and shall cooperate with other organizations and agencies whose interests and purposes are similar to those of this Corporation.

ARTICLE III – MEMBERSHIP

Section 1: The membership of the Corporation shall consist of the original subscribers to these articles and such other persons who were members of F.A.V.A., Inc., F.A.S.L., or F.A.E.T.V., on the 31st day of January, 1973, and such other persons who may meet the qualifications for membership, and shall pay the dues prescribed in the Bylaws. Each membership shall be continuous as long as qualifications for membership are met and the prescribed dues are paid.

Section 2: Each member shall be entitled to a certificate of membership and to publications of the Corporation.

Section 3: Membership shall be limited to persons who have a genuine interest in promoting the objectives of the Corporation.

Section 4: Membership shall be divided into the following classes:

- a. Active Membership: Persons actively engaged in work within the broad field of media in education. This includes school media personnel; persons engaged in the production, administration, and supervision of media programs; and persons involved in the preparation of media specialists. Active members shall be entitled to vote, hold office, and receive any appropriate services of the Corporation.
- b. Retired/Active Membership: Any person having been actively engaged in work within the broad field of media in education. This includes school media personnel; persons engaged in the production, administration and supervision of media programs; and persons involved in the preparation of media specialists. Retired/active members shall be able to receive any appropriate services of the Corporation, be entitled to vote, and are eligible to hold office.
- c. Associate Membership: Any persons interested in promoting the objectives of the Corporation, but not eligible for active membership may become associate members. Associate members may vote but may not hold office.
- d. Honorary Membership: Any persons who have rendered important services to the school media interests in the state may be elected to honorary membership on nomination of the Executive Board and by majority vote of the membership present and voting at any annual meeting of the Corporation. Honorary members shall be entitled to all the rights and privileges of membership and shall be exempt from payment of dues.

- e. Student Membership: Full-time students enrolled in institutions involved in the preparation of media specialists may become members upon payment of dues as specified in the Bylaws. Student members shall not be entitled to vote or to hold office. They shall receive services only as authorized by the Executive Board.

ARTICLE IV – TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V – SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are:

Mr. Robert J. Berry
1407 Hickory Drive
Maitland, FL 32751

Mrs. Margaret Fugate
Corner 10th Street and Palm Avenue
Boca Grande, FL 33921

Dr. Marion Neil
620 17th Street, N.E.
Winter Haven, FL 33880

ARTICLE VI – EXECUTIVE BOARD

After the election to be held by the members of the Corporation by May 1, 1973, the affairs of this Corporation shall be managed by an Executive Board consisting of the officers of the Corporation plus twelve (12) directors. The Officers and Directors shall be elected or appointed according to the procedures as set forth in the Bylaws. The term for Director shall be three (3) years. The twelve (12) Directors shall be classified and elected on a rotating basis as provided in the Bylaws. No term of a Director shall expire until his successor has been elected. Before May 1, 1973, the affairs of this Corporation shall be managed as provided in Article VIII of these Articles.

ARTICLE VII – Officers

The officers of the Corporation shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer. The officers, with the election of the Treasurer and the Secretary, shall serve for one year or until their successors have been duly elected and their election as officers shall automatically elect them to the Executive Board of the Corporation. The Secretary shall be elected for a two-year term. The Treasurer shall be appointed by the President, with the approval of the Executive Board, for a three-year term.

ARTICLE VIII – MEMBERS OF THE EXECUTIVE BOARD TO MANAGE THE CORPORATION UNTIL MAY 1, 1973

The names and addresses of the members of the Executive Board who are to manage the Corporation's affairs until the first election under these Articles of Incorporation are as follows:

OFFICERS

President
Mr. Robert J. Berry
1407 Hickory Drive
Maitland, FL 32751

Vice President
Miss Sandra Ulm
2500 Lee Road, Apt. 237
Winter Park, FL 32789

Secretary
Dr. O. M. Schlichter

217 South Glen
Tampa, FL 33609

Treasurer
Mr. Ronald F. Johnson
Route 1, Box 348
Mulberry, FL 33860

DIRECTORS

Mrs. Margaret Fugate
Corner 10th Street and Palm Avenue
Boca Grande, FL 33921

Dr. Marion Neil
620 17th Street, N.E.
Winter Haven, FL 33880

Mrs. Nina Williams
6101 S.W. 8th Street
Plantation, FL 33314

Dr. Author Jacobs
17 N.W. 20th Drive
Gainesville, FL 32601

Mr. Orrin Whitten
141 Hunting Lodge Drive
Miami Springs, FL 33166

ARTICLE IX – CORPORATION MAY ACT AS TRUSTEE

So long as such action does not violate the purpose of the Corporation or otherwise conflict with these Articles of Incorporation, the Corporation may act as trustee of property whenever the Corporation has either a beneficial, contingent or remainder interest in said property, and the Corporation may likewise accept and hold the legal title to property, the beneficial interest of which is owned by any other eleemosynary institution or nonprofit corporation, or fraternal, benevolent, charitable or religious society or association.

ARTICLE X – RESTRICTIONS

Section 1: No part of the net earnings of the Corporation shall inure to the benefit of any member, sponsor, donor, creator, director, officer, employee, or without limitation, any other private individual or to the benefit of any corporation or organization, any part of the net earnings of which inure to the benefit of any private individual; provided, this shall not prevent payment of reasonable compensation to its members, directors, officers or other persons or entities for services actually rendered to or for the Corporation in effecting its purposes nor prevent any philanthropic programs undertaken by the Corporation in effecting its purposes, and no such payment shall be deemed to be a dividend or a distribution of income. In addition, the Corporation may confer benefit upon its members in conformity with its purposes.

Section 2: The Corporation shall not divert any part of its income or corpus to any members, sponsor, donor, creator, director, officer or employee, by lending any part of its income or corpus without receipt of adequate security; by paying any compensation in excess of a reasonable allowance for salaries, or other compensation for personal services actually rendered; by making any purchase of security or other property for more than adequate consideration for money or money's worth; by selling any substantial part of its securities or other property for less than adequate consideration for money or money's worth; or by engaging in any transaction which either directly or indirectly results in such diversion of its income or corpus. The Corporation shall not make any accumulation of its income, unreasonable in amount or duration, or use any income for purposes other than the objects herein before set forth or invest any income in any manner as to jeopardize the fulfillment or carrying out of its objectives. In general, the Corporation shall not act in any way or engage in any activity which might affect its right to tax exempt status under state and federal income tax law.

Section 3: Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax law under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE XI – BYLAWS CHANGES

The Bylaws of the Corporation shall be made, amended, or rescinded by the membership or by the Executive Board of the Corporation, in the manner prescribed in Article XVIII of the Bylaws.

ARTICLE XII – AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the following manner:

Section 1: Proposed amendments to the Articles of Incorporation may be submitted to the Executive Board by any member of the Association.

Section 2: A majority of the entire Executive Board must approve any such proposed amendment before it is submitted to the membership for consideration.

Section 3: These Articles of Incorporation may be amended at any regularly scheduled meeting of the Association by a vote of two-thirds of the members present or by mail vote of two-thirds of the members who vote.

Section 4: At least 60 days before the amendment is actually submitted to the members for voting either at a regularly scheduled meeting or by mail, a proposed amendment must be announced by the chairman at a Board meeting or business meeting or be advertised in the official Association publication or otherwise be submitted in writing to the members.

Section 5: Any proposed amendment which has been duly approved by the members can be incorporated into the Articles of Incorporation only after compliance with the State of Florida Not for Profit Corporation Law, Chapter 617.02, “Amendment of Charter or Articles of Incorporation,” which provides that the amendment must be filed with the Florida Department of State, approved by it, and that all filing fees be paid.

ARTICLE XIII – DISSOLUTION

Upon dissolution of the Corporation all the assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to state governmental agencies with purposed consistent with those of this Corporation, and none of the assets will be distributed to any member, officer, or trustee of this Corporation.