

Cooley

STAMP & RETURN

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Federal Communications Commission
Office of the Secretary

November 12, 2015

VIA HAND DELIVERY

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: **Cox Enterprises, Inc.**
Document Submitted Pursuant to Section 73.3613

Dear Ms. Dortch:

On behalf of our client Cox Enterprises, Inc., direct or indirect parent company of each of the television and radio broadcast licensees listed in Attachment A hereto, I am transmitting to you, pursuant to Section 73.3613(a) of the FCC's rules, the attached copy of the amended bylaws of Cox Enterprises, Inc.

Please inform me if any questions should arise concerning this submission.

Respectfully submitted,



Derek H. Teslik

DHT/vcd
Enclosure

Attachment A

<u>Station</u>	<u>Community of License</u>	<u>Facility Id. No.</u>
WSB-TV	Atlanta, Georgia	23960
WFTV(TV)	Orlando, Florida	72076
WRDQ(TV)	Orlando, Florida	55454
WPXI(TV)	Pittsburgh, Pennsylvania	73910
WSOC-TV	Charlotte, North Carolina	74070
WAXN-TV	Kannapolis, North Carolina	12793
KIRO-TV	Seattle, Washington	66781
WFOX-TV	Jacksonville, Florida	11909
KOKI-TV	Tulsa, Oklahoma	11910
KMYT-TV	Tulsa, Oklahoma	54420
WFXT(TV)	Boston, Massachusetts	6463
WHBQ-TV	Memphis, Tennessee	12521
WHIO-TV	Dayton, Ohio	41458
WSB(AM)	Atlanta, Georgia	73977
WSB-FM	Atlanta, Georgia	73978
WSBB-FM	Doraville, Georgia	11710
WALR-FM	Palmetto, Georgia	48728
WSRV(FM)	Gainesville, Georgia	59970
WHIO(AM)	Dayton, Ohio	14244
WHKO(FM)	Dayton, Ohio	14245
WHIO-FM	Pleasant Hill, Ohio	73908
WZLR(FM)	Xenia, Ohio	15649
KTHT(FM)	Cleveland, Texas	65308
KKBQ-FM	Pasadena, Texas	23083
KGLK(FM)	Lake Jackson, Texas	59951
KHPT(FM)	Conroe, Texas	69564
WJGL(FM)	Jacksonville, Florida	53590

<u>Station</u>	<u>Community of License</u>	<u>Facility Id. No.</u>
WAPE-FM	Jacksonville, Florida	70863
WEZI(FM)	Ponte Vedra Beach, Florida	28894
WOKV-FM	Atlantic Beach, Florida	72081
WXXJ(FM)	Jacksonville, Florida	53602
WOKV(AM)	Jacksonville, Florida	53601
WBLI(FM)	Patchogue, New York	37235
WBAB(FM)	Babylon, New York	71199
WHFM(FM)	Southampton, New York	72176
WFLC(FM)	Miami, Florida	72984
WFEZ(FM)	Miami, Florida	40408
WEDR(FM)	Miami, Florida	71418
WHQT(FM)	Coral Gables, Florida	72982
WCFB(FM)	Daytona Beach, Florida	10343
WPYO(FM)	Maitland, Florida	1186
WDBO-FM	Orlando, Florida	23443
WMMO(FM)	Orlando, Florida	23444
WDBO(AM)	Orlando, Florida	48726
WWKA(FM)	Orlando, Florida	48716
KKYX(AM)	San Antonio, Texas	48723
KCYY(FM)	San Antonio, Texas	48718
KTKX(FM)	Terrell Hills, Texas	70357
KONO(AM)	San Antonio, Texas	50029
KONO-FM	Helotes, Texas	50030
KISS-FM	San Antonio, Texas	34976
KSMG(FM)	Seguin, Texas	34977
WSUN-FM	Holiday, Florida	67136
WXGL(FM)	St. Petersburg, Florida	74199
WHPT(FM)	Sarasota, Florida	51986
WWRM(FM)	Tampa, Florida	74200

<u>Station</u>	<u>Community of License</u>	<u>Facility Id. No.</u>
WPOI(FM)	St. Petersburg, Florida	66013
WDUV(FM)	New Port Richey, Florida	1178
KRAV-FM	Tulsa, Oklahoma	65764
KRMG(AM)	Tulsa, Oklahoma	48729
KWEN(FM)	Tulsa, Oklahoma	48722
KJSR(FM)	Tulsa, Oklahoma	9801
KRMG-FM	Sand Springs, Oklahoma	47102
WGAU(AM)	Athens, Georgia	11709
WGMG(FM)	Crawford, Georgia	48374
WNGC(FM)	Arcade, Georgia	60810
WRFC(AM)	Athens, Georgia	1218
WXKT(FM)	Maysville, Georgia	3078
WPUP(FM)	Watkinsville, Georgia	51120

**AMENDMENT NO. 1
TO
BY-LAWS OF
COX ENTERPRISES, INC.**

WHEREAS, the Board of Directors (the "Board") of Cox Enterprises, Inc. (the "Corporation") desires to amend the By-laws of the Corporation, dated as of December 16, 1968 (the "Original By-laws") to, among other things, elect that the Corporation be governed by Section 141(c)(2) of the Delaware General Corporation Law;

WHEREAS, the Board has approved the following amendment (this "Amendment") in accordance with Article X, Section 6 of the Original By-laws;

NOW, THEREFORE, the Original By-laws are hereby amended by this Amendment, effective as of December 12, 2013:

1. Articles V and VI of the Original By-laws are hereby amended to read in their entirety as follows:

**"ARTICLE V
EXECUTIVE COMMITTEE**

Section 1. The Board of Directors may designate an Executive Committee consisting of three or more directors of the corporation. The Board of Directors may appoint alternate members of the Executive Committee to serve in the temporary absence or disqualification of any member, may remove at any time without notice any member or alternate of the Executive Committee, and may elect another member or appoint another alternate in place of the member or alternate so removed.

Section 2. The corporation shall be governed by Section 141(c)(2) of the Delaware General Corporation Law (the "DGCL"). Subject to any specific directions or restrictions which shall be given by the Board of Directors and subject to Section 3 of Article VI, the Executive Committee shall have and may exercise all of the powers and authority of the Board of Directors, so far as may be permitted by law, in the management of the business and affairs of the corporation. The Executive Committee shall report its acts and proceedings to the Board of Directors at each regular meeting of the Board and at such other time or times as the Board of Directors shall request.

Section 3. The Executive Committee shall fix its own rules or procedures and shall meet at such times and at such place or places as may be provided by such rules or by resolution of the Executive Committee or of the Board of Directors. At every meeting of the Executive Committee, the presence of a majority of all the members of the Executive Committee shall be necessary to constitute a quorum and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any resolution. During the intervals between meetings of the Board of Directors, the Executive Committee shall

advise with and aid the officers of the corporation in all matters concerning the interests and management of its business.

Section 4. The Executive Committee shall elect a Chairman from its number, such officer to hold office until the next annual meeting of the Board of Directors and until his successor is elected or until his removal by the action of the Executive Committee or of the Board of Directors. At any meeting called for the purpose, the Executive Committee may, by vote of a majority of its entire number, remove from office its Chairman or any other of its officers or agents appointed by it. The Chairman shall preside at all meetings of the Executive Committee at which he is present. All proceedings of the meetings of the Executive Committee shall be recorded in a book, or books, which shall be the property of the corporation, to be kept for that purpose.

ARTICLE VI OTHER COMMITTEES

Section 1. The Board of Directors may designate one or more other committees, each consisting of two or more directors of the corporation. The Board may designate one or more directors as alternate members of any such other committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of any such other committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Section 2. Subject to any specific directions or restrictions which shall be given by the Board of Directors, whether in the resolutions of the Board of Directors at the time of the formation of any such other committee or subsequent thereto, and subject to Section 3 of this Article VI, any such other committee shall have and may exercise all of the powers and authority of the Board of Directors, so far as may be permitted by law, in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers that may require it.

Section 3. No committee, including the Executive Committee, shall have the power or authority to approve or adopt, or recommend to the shareholders of the corporation, any action or matter (other than the election or removal of directors) expressly required by the DGCL to be submitted to the shareholders of the corporation for approval, or to adopt, amend or repeal any provision of these By-laws.

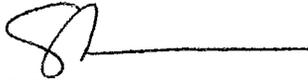
Section 4. A committee or committees designated by the Board of Directors pursuant to this Article VI shall have such name or names as may be determined from time to time by the Board of Directors.

Section 5. Each committee designated by the Board of Directors pursuant to this Article VI shall keep regular minutes of its meetings and shall file them with the minutes of the proceedings of the Board of Directors when required.”

2. Except as specifically provided in and modified by this Amendment, the Original By-Laws are in all other respects hereby ratified and confirmed and references to the By-laws shall be deemed to refer to the Original By-Laws as modified by this Amendment.

[Rest of page intentionally left blank.]

The undersigned hereby certifies that the foregoing Amendment was duly adopted and approved at a meeting of the Board on December 12, 2013.

By 

Name: Shauna Sullivan Muhl

Title: Secretary