

**ARTICLES OF INCORPORATION
FOR
YAMHILL COUNTY AMATEUR RADIO EMERGENCY SERVICES**

ARTICLE 1. NAME AND DESCRIPTION

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Oregon, do hereby certify:

First: The name of the Corporation shall be Yamhill County Amateur Radio Emergency Services, hereinafter referred to as YCARES.

Second: The place in this state where the principal office of the Corporation is to be located is the City of McMinnville, Yamhill County.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name: Frank Beals Address: 12601 NE Henricks Rd, Carlton, OR 97111

Name: Steve Duck Address: 1005 Ferry St. Unit 20, Dayton, OR 97114

Name: John Hiemstra Address: 17420 SW Parrett Mountain Rd, Sherwood, OR 97140

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Purpose. YCARES is a voluntary organization formed for charitable purposes to provide amateur radio emergency services to the Yamhill County Emergency Manager (YCEM). YCARES recruits and trains volunteers to provide the services needed by the YCEM and to provide services to community organizations requesting radio support for their events.

ARTICLE II. MEMBERSHIP & DUES

Section 1. Membership Eligibility.

1) Active Members: Any FCC licensed Amateur Radio Operator holding a current tech or higher license is eligible to be a member of YCARES if they are accepted by the YCARES Emergency Coordinator (EC). The member must also be in good standing as defined in Section 4 of this Article.

2) Inactive Members: Inactive members are those persons who have previously been accepted by YCARES but have attended less than four meetings throughout the year. They shall be entitled to attend meetings and assist in programs, but they may not vote. In addition, a member who knows he/she will not be able to actively participate in activities may request to be placed on inactive status. In order to return to active member status, they must apply to the EC for approval.

Section 2. Dues. No dues shall be collected.

Section 3. Rights of Members. Every member of YCARES can participate in any YCARES activity they are trained for and capable of performing.

Section 4. Good Standing is defined as active members who regularly attend meetings and training events to maintain their operating skills for emergency radio services. The EC may set forth additional minimum requirements to maintain good standing status. Members shall follow the written rules for YCARES.

Section 5. Resignation and Termination. Any member may resign by filing a written resignation with the EC.

Section 3. Compensation. There will be no compensation to officers or members.

ARTICLE III. OFFICERS

Section 1. Officers. The general membership shall elect four officers: a President, a Vice President, Secretary and Treasurer. The office of President will be person designated as the Emergency Coordinator (EC) for YCARES. The term President and EC are the same. These officers form the Board of Officers.

Section 2. Eligibility. Any member in good standing is eligible for office, provided he/she has no conflict of interest while serving with any other organization. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

Section 3. Nominations & Elections. Elections of the Officers will be held at the Annual Meeting in June. Voting shall be by voice if a candidate is running unopposed. If more than one candidate is nominated for a position, a ballot vote shall be taken.

Section 4. Terms of Office. New officers shall be installed at the Annual Meeting and shall assume duties at that time for two years, or until his/her successors are elected and installed. Whenever possible, to keep an overlap in the terms of office, the offices of President and Treasurer will be elected on even years; and the offices of Vice President and Secretary will be elected on odd years. Old officers will acquaint new officers with their duties. An officer may continue in his/her position if a replacement cannot be found.

Section 5. Vacancies. Any vacancy in the officer position occurring during the term shall be filled by the majority vote of the members at a regular or special meeting. A vacancy in the office of President will be filled by the Vice President. A new Vice President will then be installed by vote at the next membership meeting.

Section 6. Removal from Office. Officers can be removed from office with or without cause by a two-thirds majority vote of the members at a regular or special meeting where previous notice has been given.

ARTICLE IV. DUTIES OF OFFICERS

Section 1. Duties of ALL Officers:

- a. Attend monthly meetings and other required meetings set by the EC. Make necessary arrangements and inform President if unable to do so.
- b. Transact necessary business between scheduled meetings.

c. Advocate for the best interest of the YCARES.

Section 2. Duties of President/EC:

- a. Presides over meetings including creation of agenda, call to order, sustain order, explain and decide all questions of order, receive all communications, appoint committees, state all motions, put all questions and motions to vote and give results.
- b. Keeps track of all business conducted during meetings and who is responsible for tasks. Follows up on all business.
- c. Direct the planning of operations and training of YCARES
- d. Coordinate with the Yamhill County Emergency Manager (YCEM), Oregon ARRL, and other organizations.
- e. Provide signature as necessary, and provide final approval of all business conducted by YCARES
- f. Study the abilities of the YCARES members to implement new or improved programs and other organizational activities
- g. Appoint chairpersons of committees.
- h. Appoint Assistants as need to perform various Emergency Coordinator tasks.

Section 3. Duties of Vice President(s):

- a. Collaborates with and supports President in all duties.
- b. Fulfills duties of President in his/her absence or inability to serve.
- c. Fulfills any other duties as assigned by President.

Section 4. Duties of Secretary:

- a. Keeps written records and presents minutes of all meetings.
- b. Keeps an updated copy of the Articles of Incorporation and legal documents. Update forms and documents as needed.
- c. Assist President in keeping track of all business conducted during meetings and who is responsible for tasks. Remind those responsible of business and tasks to be done.
- d. Shall be responsible for correspondence and communication to the members.
- e. Shall ensure that all notices are given in accordance with these Articles of Incorporation.
- f. Provides an electronic copy of the minutes to the President in accordance with these Articles of Incorporation.

Section 5. Duties of Treasurer: The Treasurer shall also be the Administrative Assistant to the Emergency Coordinator (AEC Admin). If required by the President, the Treasurer shall give YCARES a bond, paid by YCARES, in such sum, and with such surety or sureties as shall be satisfactory to the President, for a faithful performance of the duties of his office, and for the restoration to YCARES, in case of his death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever in kind in his possession or under his control belonging to YCARES

- a. Keeps records of all receipts and disbursements of monies. Keep a running total of account balance. Maintains budget and presents updates at each meeting.
- b. Coordinates with the President to make deposits, and pays bills and reimbursements as needed.
- c. Maintains all financial records, prepares financial reports on a monthly basis and with a final financial report at the close of the fiscal year, and makes financial reports available to the President.
- d. Shall comply with all applicable regulations, laws, and procedures to maintain tax-exempt status for organization.
- e. Shall coordinate the annual audit and all necessary tax returns and documents with the auditor.
- f. Provide a signature as necessary on YCARES financial forms.

ARTICLE V. MEETINGS

Section 1. Regular Meetings. The Annual Meeting shall be held in the month of June. All regular and annual meetings shall be open to interested parties.

Section 2. Special Meetings and Board of Officers Meetings. Special meetings and Board of Officers may be held, whenever called by the President.

Section 3. Notice. Members shall be notified of all upcoming meetings through written and/or electronic notice. Notice should be at least 7 days prior to all regular meetings, and 3 days prior to all special meetings.

Section 4. Quorum. A simple majority of the membership constitutes a quorum.

Quorum is required to transact business during meetings. Votes may be submitted in writing or via email to the President or Secretary by noon on the day of the meeting.

ARTICLE VI. FINANCES AND CONTRACTS

Section 1. Fiscal Year. The fiscal year for YCARES shall be the period from July 1 to and including the following June 30.

Section 2. Loans Prohibited. No loans shall be made by the corporation to any officer or member.

Section 3. Books and Records. YCARES shall keep current and complete books and records of account and minutes of the proceedings of its meetings and actions.

Section 4. Budget. A budget of anticipated revenue and expenses for the year shall be drafted annually at a Board of Officers meeting, and approved by vote. The budget shall be used to guide the activities of YCARES during the year, and may be amended as necessary.

Section 5. Contracts. The President, or the Treasurer at the direction of the President, is authorized to enter into contracts or agreements for the purchase of materials or services on behalf of YCARES as long as the contracts and agreements comply with applicable regulations, laws, and procedures to maintain tax-exempt status. The Treasurer shall pay recurring expenses of YCARES and reimburse members who have made purchases authorized by the President.

Section 6. Signers. YCARES shall establish one or more accounts in financial institutions as determined by the President. Two authorized signatures shall be required on each check, voucher, or expense in excess of \$1000. Otherwise the President or the Treasurer may disburse the funds. Authorized signers shall be the President, Vice President or Treasurer.

ARTICLE VII. CONFLICTS OF INTEREST

Section 1. Purpose. No officer or member shall make a personal profit from any fundraiser, event, or other activity associated with YCARES.

Section 2. Duty to Disclose. If any officer or member has a financial interest conflicting with the interest of the YCARES, that individual must bring the potential conflict to the attention of the President, and refrain from deliberating or voting on any decision with respect to the matter.

Section 3. Violations. If the President has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, the President shall take appropriate and immediate disciplinary and corrective action.

ARTICLE VIII. ACTIONS OF CONSENT & WAIVER OF NOTICE

Section 1. Actions by Written Consent. Any official action required or permitted by the Articles of Incorporation or laws of the State of Oregon to be taken at a meeting of the officers of YCARES may be taken without a meeting of a consent, in writing, setting forth the action to be taken, shall be signed by

all of the officers entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

Section 2. Waiver of Notice. Whenever any notice is required to be given to President by the Articles of Incorporation, or laws of the State of Oregon, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE IX. DISSOLUTION.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be altered, amended, or repealed by a simple majority vote of the members at any regular or special meeting of the YCARES provided that previous notice was given and assuming quorum. Prior to the adoption of the amendment, each member shall be given notice that one of the purposes of the meeting is to consider a proposed amendment to the Articles of Incorporation and shall contain a copy of the proposed amendment.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules of procedure at meetings of the Board of Directors of the corporation shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure.

These Articles of Incorporation were adopted by a majority vote of the membership during a regular meeting properly called on July 27, 2017.

In witness whereof, we have hereunto subscribed our names this 27th day of July, 2017

Signed:  Frank (Mike) Beals, President/EC

Attested:  Jane Beals, Secretary