

State of Indiana
Office of the Secretary of State

CERTIFICATE OF INCORPORATION

of

AMATEUR RADIO OF DECATUR COUNTY, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, June 21, 2005.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 21, 2005.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE



ARTICLES OF INCORPORATION FOR A NONPROFIT CORPORATION

State Form 4952 (R10/1-03) Corporate Form No. 304-1 (October 1994)
Approved by State Board of Accounts 1995

TODD ROKITA
SECRETARY OF STATE
CORPORATIONS DIVISION
382 W. Washington St., Rm. 6618
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-17-3-2
FILING FEE: \$38.00

- NOTES:**
1. Nonprofit corporations must qualify with the Internal Revenue Service and the Indiana Department of Revenue. It is strongly suggested you do not complete or file this form before contacting both agencies.
 2. Article VII must be completed appropriately. Please see (1) above.

- INSTRUCTIONS:**
1. Use 8 1/2" x 11" white paper for attachments.
 2. Present original and one (1) copy to the address in the upper right corner of this form.
 3. Please type or print.
 4. Please visit our office on the web at www.sos.in.gov.

ARTICLES OF INCORPORATION

The undersigned incorporator or incorporators, desiring to form a corporation (*hereinafter referred to as the "Corporation"*) pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (*hereinafter referred to as the "Act"*), execute the following Articles of Incorporation.

ARTICLE I - Name and Principal Office

Name of the Corporation: (the name must include the word "Corporation", "Incorporated", "Limited", "Company" or one of the abbreviations thereof):

Amateur Radio of Decatur County, Inc.

Principal Office: The address of the principal office of the Corporation is:

Post office address	City	Indiana	ZIP code
8 Public Square	Shelbyville	Indiana	46176

ARTICLE II - Purpose (optional)

The purposes for which the Corporation is formed are:

To educate the general public and provide Emergency Amateur Communications for Decatur County. This shall include, but not limited to, the Maintenance and Operation of any Repeaters placed in service by this entity. Functions to include, but not limited to, EMA communications liaison in case of failure of phones or normal communication, and severe Weather spotting for National Weather Service.

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501 (c)(3) purposes. 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 corresponding section of any future Federal tax code).

ARTICLE III - Type of Corporation (check only one)

The Corporation is a:

- public benefit corporation, which is organized for a public or charitable purpose;
 religious corporation, which is organized primarily or exclusively for religious purposes; or
 mutual benefit corporation (all others).

ARTICLE IV - Registered Agent and Registered Office

Registered Agent: The name and street address of the Corporation's Registered Agent and Registered Office for service of process are:

Name of Registered Agent:

Wm Larry Martin

Address of Registered Office (street or building)	City	Indiana	ZIP code
8 Public Square	Shelbyville	Indiana	46176

ARTICLE V - Membership

Indicate if Corporation will have members:

- Yes No

(Continued on the reverse side)

ARTICLE VI - Incorporator(s)				
Name(s) and address(es) of the incorporator(s) is/are as follows:				
Name	Number and Street or Building	City	State	ZIP code
Wm Larry Martin	8 Public Square	Shelbyville	Indiana	46176

ARTICLE VII - Distribution of Assets on Dissolution or Final Liquidation
<p>Refer to Indiana Code 22-17-22-5 for permitted activities following Dissolution.</p> <p>Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or 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.</p> <p>After payment of all expenses and debts, any remaining assets shall be distributed to the Decatur County, Indiana, School Systems.</p> <p>However, if the named recipient is unwilling or unable to accept the distribution, then any remaining assets shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).</p> <p>*Please note this section must be completed.</p>

THIS DOCUMENT MUST BE SIGNED BY ALL INCORPORATORS.

In witness whereof, the undersigned incorporator(s) of said Corporation execute(s) this document, and verify(ies) subject to penalties of perjury that the facts contained herein are true this <u>17TH</u> day of <u>JUNE</u> , 20 <u>05</u>	
Signature 	Printed name <u>Wm LARRY MARTIN</u>
Signature	Printed name
Signature	Printed name

This instrument was prepared by: (name)			
Address	City	State	ZIP code

AMATEUR RADIO OF DECATUR COUNTY, INC.
EI# 20-3065701
BY-LAWS

Page 1

STATEMENT OF PURPOSE

Amateur Radio of Decatur County, Inc. is a volunteer not-for-profit organization. Its purpose is to educate the general public, promote amateur radio and provide emergency communications to Decatur and surrounding counties. Volunteers will work with the Decatur County School Systems to educate the students on the importance of ham radio operators during emergencies. In addition, volunteers will conduct seminars for the general public.

RULES GOVERNING ORGANIZATIONAL MEETINGS

All meetings of Amateur Radio of Decatur County, Inc. shall be conducted using Robert's Rules of Order.

REPEATER USAGE

Usage of any repeater under the jurisdiction of this group shall be governed as specified in the FCC Rules and Regulation for Amateur usage.

FISCAL YEAR

The fiscal year shall be the calendar year.

MEMBERSHIP

Anyone with an interest in amateur radio communications can be a member. Membership dues will be due the first of January and will be considered delinquent after 31 days. To be considered a member in good standing, a person must be registered in the treasurer's record as having paid their current years single or family dues in full.

MEMBERSHIP DUES

The annual dues for a single member will be \$25 and the annual dues for a family will be \$37.50. Family membership will cover the member, their spouse, and any other immediate family member under the age of 21 or 24 if a full time college student. Dues for subsequent years shall be agreed upon by the Board of Directors and be presented to the general membership for approval/disapproval at the January meeting. Disapproval by the general membership will result in the dues remaining the same as the previous year.

**AMATEUR RADIO OF DECATUR COUNTY, INC.
BY-LAWS**

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BOARD OF DIRECTORS

The Board of Directors will consist of not more than fifteen (15) members in good standing. The directors will be elected at the annual membership meeting held the second Monday of January.

OFFICERS

The officers will consist of the following and will be elected by the Board of Directors at the annual Board of Directors meeting held the second Monday of January:

Chairman of the Board

President

Vice-President

Secretary

Treasurer

Repeater Trustee

Each officer will be counted as one of the fifteen members of the Board of Directors.

DUTIES OF OFFICERS

The chairman of the board shall be the immediate past president and shall be responsible for conducting the board meetings.

The president shall preside over the membership meetings and will be second in command of board meetings.

The vice-president shall be the assistant to the president and will be second in command of the membership meetings.

The secretary shall be responsible for the minutes of membership and board meetings and maintaining the records of the Corporation.

The treasurer shall be responsible for the collection of dues, paying the bills, and maintaining the financial records of the Corporation.

The repeater trustee is a non-elected officer. The trustee is an individual who is responsible for the proper operation of the repeater governed by this corporation. As additional repeaters are accepted for control by this corporation, additional trustees will be appointed for each repeater.

**AMATEUR RADIO OF DECATUR COUNTY, INC.
BY-LAWS**

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MEETINGS

The annual meeting for the membership will be held on the second Monday of January at a location and at a time determined by the Board of Directors. The annual Board of Directors meeting will be held immediately following the membership meeting. Additional meetings of the Board of Directors and of the membership may be called as needed.

CHANGES TO THE BY-LAWS

Members in good standing may submit changes to the By-laws. Changes must be submitted in writing to the Chairman of the Board with the sponsor's name included. The Chairman shall provide a copy of the change to each board member at least seven days prior to the board meeting on which the changes are to be voted. All changes to these by-laws must be approved by 2/3rds of the Board of Directors prior to being presented to the general membership. The general membership can only act upon by-law changes that have been approved by the Board of Directors. Any change to be voted upon by the general membership must be read at one general membership meeting prior to the meeting in which the vote is to be cast. All members in good standing must be notified of the requested change to the by-laws. By-law changes must be approved by a majority of the general membership present.

DISSOLUTION OF AMATEUR RADIO OF DECATUR COUNTY, INC.

A vote to dissolve the Corporation may be brought before the Board of Directors at any time. Provided the corporation has more than four members in good standing which is the minimum number of members required to remain an active organization, a 2/3rds majority vote of the board of directors shall be required to bring this motion before the membership. A 2/3rds majority of the members in good standing shall be required to dissolve the Corporation.

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or 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.

After payment of all expenses and debts, any remaining assets shall be distributed to the Decatur County, Indiana, School Systems.

**AMATEUR RADIO OF DECATUR COUNTY, INC.
BY-LAWS**

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However, if the named recipient is unwilling or unable to accept the distribution, then any remaining assets shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

These by-laws were adopted by the Board of Directors on June 27, 2005

AMATEUR RADIO OF DECATUR COUNTY, INC.
EI# 20-3065701
CONFLICT OF INTEREST POLICY

Article I
Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any director, principal officer, trustee, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c) c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a [manacial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

AMATEUR RADIO OF DECATUR COUNTY, INC.
EI# 20-3065701
CONFLICT OF INTEREST POLICY

Article III
Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

AMATEUR RADIO OF DECATUR COUNTY, INC.

EI# 20-3065701

CONFLICT OF INTEREST POLICY

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- a) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

AMATEUR RADIO OF DECATUR COUNTY, INC.
EI# 20-3065701
CONFLICT OF INTEREST POLICY

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

This policy was adopted by the Board of Directors on June 27,2005.

AMATEUR RADIO OF DECATUR COUNTY, INC.
EI# 20-3065701
A Statement Attached to and Made a Part of
Form 1023, Application for Recognition of Exemption

Part I, Item 10

The corporation will not be receiving over \$25,000 in gross receipts per year.

Part IV

The organization was incorporated as a nonprofit organization for the purposes of instructing the public on responding to weather related and other emergencies and how amateur radioing can help in cases of local, state and national emergencies. It also exists to serve the community with the amateur radio capabilities. In furtherance of these purposes, the organization:

1. PROMOTES VOLUNTEERING IN THE DECATUR CO. EMERGENCY MANAGEMENT ASSOC.

The members attend meetings and emergency exercises to prepare for emergency situations. They assist with emergency communications when other forms of communication fail. They help with damage assessment. The purpose is to respond to emergencies and help the Emergency Management Association. 24% of the organization's time is devoted to this activity.

2. SPONSORS A VOLUNTEER EXAMINING TEST POINT FOR THE AMATEUR RADIO RELAY LEAGUE

The members will assist individuals in obtaining their license to become amateur radio operators. This will help more individuals in Decatur County to be able to respond to local, state, and national emergencies. The organization plans to become an examining test point for the ARRL within the next two years. They will provide testing times four hours each month for nine months of the year. 20% of the organization's time will be devoted to providing a test point for the ARRL, and will be conducted by the members of the organization.

3. PARTICIPATES IN THE NATIONAL FIELD DAY THE FOURTH WEEKEND IN JUNE

This is an exercise that tests the organization's ability to communicate in emergency situations. This is open to the public to encourage the general public to learn how amateur radioing assists in emergency communications. This event is held during the 4th weekend in June and is sponsored by the American Radio Relay League. Members and the general public participate. 16% of the organization's time is devoted to the National Field Day each year.

4. CONDUCTS A COMMUNICATIONS TEST EACH WEEK

The organization conducts a test each week to make certain that the communications equipment is in proper working order. The organization spends 14% of its time each year in testing its equipment. The members perform this test.

AMATEUR RADIO OF DECATUR COUNTY, INC.

EI# 20-3065701

A Statement Attached to and Made a Part of
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5. WORKS WITH THE ARRL AND THEIR MESSAGING TRAFFIC SYSTEM TO RELAY CASUAL AND EMERGENCY HEALTH AND WELFARE MESSAGES

The organization relays casual and emergency messages through the networks that start with the first person who initiates the message and is passed on from operator to operator until it reaches its destination point. The organization spends 11% of its time each year in relaying messages.

6. HOLDS WORKSHOPS AND CLASSES TO INSTRUCT THE GENERAL PUBLIC ON THE PROCEDURES TO OBTAIN A LICENSE TO BECOME AN AMATEUR RADIO OPERATOR

The organization holds a weekly meeting for 6 to 8 weeks about once a year to train individuals in the process of becoming an amateur radio operator. Approximately 6% of their time is devoted to these classes.

7. WORKS WITH THE BOY SCOUTS TO INSTRUCT THEM ON THE USE OF AMATEUR RADIOS

The members instruct the Boy Scouts on what is needed to obtain the merit badge for Amateur Radioing. This is done over a period of four weeks whenever the Boy Scout Troops request the assistance of the members. This training is performed at the various locations of the Boy Scout Troops. 4% of the organization's time is devoted to this activity.

8. ENCOURAGES COMMUNITY SERVICE IN DECATUR COUNTY AND SURROUNDING AREAS THROUGH THE USE OF THE RADIOS

The members provide communication services to the Tree City Fall Festival Parade in Greensburg, Indiana, each year. The activity was initiated in 1997. Approximately 3% of the organization's time is devoted to this activity.

9. SPONSORS SKYWARN SPOTTERS TRAINING

The organization asks a meteorologist from the national weather service to teach the classes each year. The purpose is to educate amateur radio operators and the general public on how to spot severe weather and how to relay this information to the proper authorities. It is conducted at the Letts Volunteer Fire Department and is open to the general public. It is conducted by the organization with a meteorologist as the instructor. Approximately 2% of the organization's time is devoted to this activity.

Membership in the organization is open to the public and consists primarily of amateur radio operators. The organization's funds are derived from donations and membership dues, fees, and assessments. No part of its net earnings inures to the benefit of any officer or member.

AMATEUR RADIO OF DECATUR COUNTY, INC.
EI# 20-3065701
**A Statement Attached to and Made a Part of
Form 1023, Application for Recognition of Exemption**

Part V

Item 2a

Chuck Emsweller and Brenda Emsweller are husband and wife.

Item 3a

Greg Taylor, Chairman of the Board

A licensed amateur radio operator and has been involved with the emergency management for several years. Volunteers approximately 100hours per year. He is responsible for conducting the board meetings.

Chuck Emsweller, President

A licensed amateur radio operator and has been involved with the emergency management for several years. Volunteers approximately 95 hours per year. He presides over the membership meetings and is second in command of board meetings.

Harry Pray, III, Vice-President

A licensed amateur radio operator and has been involved with the emergency management for several years. Volunteers approximately 80 hours per year. He is the assistant to the president and is second in command of the membership meetings.

Brenda Emsweller, Secretary

A licensed amateur radio operator and has been involved with the emergency management for several years. Volunteers approximately 95 hours per year. She is responsible for the minutes of membership and board meetings and maintaining the records of the Corporation.

Wm Larry Martin

A Certified Public Accountant. Volunteers approximately 24 hours per year. He is responsible for the collection of dues, paying the bills, and maintaining the financial records of the Corporation.

Part VI

Item 1a and 1b

The services we will provide to individuals and organizations are described in our narrative in Part IV above.

Part VIII

Item 4a

We will apply for government and foundation grants to help pay for new equipment needed by the organization. We will solicit individuals and businesses for donations to help with our operating expenses.

AMATEUR RADIO OF DECATUR COUNTY, INC.

EI# 20-3065701

A Statement Attached to and Made a Part of
Form 1023, Application for Recognition of Exemption

Part IX
Item A, Line 23a

Purchase of equipment \$5,000.00

Schedule G
Item 1b

Most of the individuals involved with this new not for profit entity were associated with a for profit entity, Decatur County Amateur Radio Association, Incorporated. The only receipts the entity had were contributions to capital from the owners of the entity. The expenditures were for phone service and other small miscellaneous items. The organization needs new equipment in order to be able to function in cases of local, state and national emergencies. Upon receiving the Section 501(c)(3) exemption from the Internal Revenue Service, the organization can apply for grants and ask for deductible donations from the general public.

Item 5

Gregory D. Taylor and Charles L. Emsweller will continue to maintain a working relationship with this new Corporation. Greg is the Chairman of the Board and Charles is the President. There are no agreements, written or oral, with either of these two individuals nor with any for-profit organizations in which they own more than a 35% interest.