

Bylaws Of Santa Fe County Amateur Radio Emergency Service[®], Incorporated

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BYLAWS OF SANTA FE COUNTY AMATEUR RADIO EMERGENCY SERVICE[®], INCORPORATED

ARTICLE I – Name

The name of this corporation shall be Santa Fe County Amateur Radio Emergency Service[®] Incorporated, (SFARES Inc.) organized under the laws governing Domestic Non Profit Corporations in the State of New Mexico. ARES[®] is a program of the American Radio Relay League, and the Santa Fe County Amateur Radio Emergency Service[®] Incorporated, (SFARES Inc.) will abide by the Rules and Regulations of the ARRL's Field Organization, as they may be amended from time to time, and by ARRL policies, rules, and guidelines contained in ARRL publications.

ARTICLE II – Purposes

SFARES Inc. is organized exclusively for charitable, 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 and is perpetually dedicated to support the Santa Fe County Amateur Radio Emergency Service[®] Group (SFARES) who provides emergency communications and related services and activities to Santa Fe County and the municipalities within the State of New Mexico, the Federal Government and the public at large as has been the historic custom and shall be in the future forever.

ARTICLE III – Founding Members

Founding members for the purposes of formation of the corporation are those present at the announced SFARES meeting on October 8, 2011 held at Santa Fe, New Mexico. The original bylaws were adopted by 100% majority of the founding members. Initial officers will be those elected by SFARES Inc. at the SFARES November 12, 2011 monthly meeting.

ARTICLE IV – Membership

Members of the corporation are Federal Communication Commission (FCC) or its successor, Licensed Amateur Radio Operators and others that support the purposes and goals of the organization. Membership categories are as follows: Member, Communicator, Emergency Communicator, Junior, Auxiliary, Life and Honorary.

1. Member – this status is awarded to individuals, whose dues are currently paid in full. These individuals are allowed to attend meetings, trainings, and nets. These individuals are allowed to participate in non-emergency operations (i.e. bike races, drills, etc) and are allowed to be base operations (home) during emergencies. These individuals DO NOT DEPLOY to emergency scenes. These individuals are allowed to vote and hold office in SFARES.
2. Emergency Communicator – this status is awarded to Members who wish to further their experience in SFARES by taking FEMA NIMS (ICS) training, as well as other training deemed necessary by SFARES Emergency Coordinators. These individuals maintain a deployable status for emergencies.

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3. Junior members are those Members who have not reached their 18th birthday. Junior member earn voting privileges after reaching their 16th birthday and may hold any appointed position after reaching the age of 16 years. Junior members may be deployed to the field during non-emergency events, but due to liability issues, are restricted to Emergency Operations Centers / Communication Centers duty that accept members 16 years and older during emergency incidents.
4. Life members are those Members or Emergency Communicators that are selected based on the desire of the voting membership to honor distinguished service or support to the Corporation. Life members retain the membership privileges and other benefits and requirements as outlined in the Santa Fe County Amateur Radio Emergency Service (Club) Standard Operating Procedure.
5. Honorary Members are those individuals, companies, clubs or groups selected based on the desire of the voting membership to honor distinguished service or support to the Corporation. Honorary Members are not permitted to vote or hold office in SFARES

ELECTION OF INDIVIDUALS FOR MEMBERSHIP --

1. Upon receipt of application for membership, the President shall request a member of the Board of Directors to interview and process this application and return a recommendation to the membership
2. ~~At any monthly meeting, the Membership upon receiving a membership recommendation shall vote on acceptance of the applicant for membership.~~
3. If an applicant is denied membership – a detailed reason for the denial shall be returned to the applicant within thirty (30) days of the vote.

ARTICLE V – Dues and Benefits

Those persons wishing to maintain Membership other than Life or Honorary must pay annual dues by November 30 of the preceding year to maintain membership for the calendar year starting the following January 1. Dues rates are published by the Santa Fe County Amateur Radio Emergency Service (Club) Standard Operating Procedures.

Benefits of membership for Emergency Communicator, Junior and Auxiliary members may include specified identification cards and other such identifying items such as shirts, hats, patches and decals as approved by the membership and specified in Santa Fe County Amateur Radio Emergency Service (Club) Standard Operation Procedures.

Honorary members may hold annual membership cards and other items specified by Santa Fe County Amateur Radio Emergency Service (Club) Standard Operation Procedures.

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 the Second Article hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or in otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or

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distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI – Voting and Quorum

1. A quorum for any business of the Corporation shall be the President or Vice President, two (2) members of the board of directors (cannot be the President if he is already filling the first requirement), and four (4) members at large of the organization. A 51% majority of such a quorum is required for any act of the Corporation.
2. Elections of officers shall be conducted in odd numbered years at the annual January meeting of the organization. Nominations for office shall be conducted at a posted meeting prior to the annual meeting.
3. Once a quorum is established, members deemed authorized to vote by this document and who are present at the annual meeting will be eligible to vote for the officer candidates.
4. Proxy Votes will be permitted by the following requirement: Proxy must be registered with the organization Secretary prior to the election. Registration consists of a written statement indicating the name of the member giving the proxy as well as the name of the member authorized to cast the proxy. Registration must arrive prior to the start of day of election.

ARTICLE VII – Officers and Appointed Positions

Officers of this organization shall be active members in good standing for the calendar year, duly elected at the designated annual meeting in January, their terms to be for 2 years. Candidates for the officers are selected as outlined in Article VI of this document.

The President is elected in odd numbered years and shall conduct all meetings of the corporation, represent the corporation in all functions of the corporation and other duties as delineated in the Santa Fe County Amateur Radio Emergency Service (Club) Standard Operation Procedures.

The Vice President is elected in odd numbered years and shall serve in the absence of the President and any other duties described in the Santa Fe County Amateur Radio Emergency Service (Club) Standard Operation Procedures. The Vice President is required to maintain the Santa Fe County Amateur Radio Emergency Service [Standard Operation Procedures or its named successor].

The Secretary is elected in odd numbered years and shall maintain or cause to be maintained member records, all required regulatory documents, including minutes of meetings, and any other duties described in the Santa Fe County Amateur Radio Emergency Service (Club) Standard Operation Procedures.

The Treasurer is elected in odd numbered years and shall maintain or cause to be maintained all financial records and any other duties described in the Santa Fe County Amateur Radio Emergency Service (Club) Standard Operation Procedures.

The positions for Secretary and Treasurer can be combined into one position.

The Corporate Board of Directors will consist of three members: the President, coinciding with their two-year term; and two Members-at-Large elected for two-year terms by the general membership by a majority of the members present and voting at the election of officers. The sitting Vice President and Secretary/Treasurer shall not be voting members of the Board of Directors, but will be required to report

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on their specific responsibilities. The Board of Directors' responsibilities include an annual review governing SFARES documents to determine if updates are required; final approval of an annual budget; and function as an appeals board in matters such as the removal of officers or suspension of members.

With regard to spending authority, the President may spend up to \$100 without further authorization. Between \$101 and 250, the Board of Directors must approve and above \$250, the general voting membership must approve. Also, for the latter, a formal written proposal must be submitted to the membership at a meeting or via email and then voted upon at the next meeting.

Presidential appointees are not officers of the corporation but serve a term as deemed necessary to fulfill the position that is described in the Santa Fe County Amateur Radio Emergency Service (Club) Standard Operation Procedures. Appointed positions may be from the Active, Junior, Life or Auxiliary membership that are in good standing for the calendar year as described in the Santa Fe County Amateur Radio Emergency Service (Club) Standard Operation Procedures.

Removal of Officers:

Appointees serve at the pleasure of the President, and may be removed or dismissed at anytime by the President. Elected officials may be removed for cause by the unanimous decision of the Board of Directors.

ARTICLE VIII – Amendments

~~These bylaws may be amended after 30 day notice to the voting membership of the proposed changes and an affirmation by a 51% majority of those present and voting at the meeting. The amendments become effective immediately.~~

ARTICLE IX – Dissolution

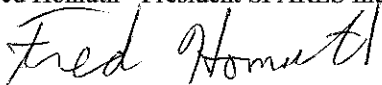
This corporation is voluntarily dissolved:

Upon the adoption by the Board of Directors of a resolution for voluntary dissolution by the Board of Directors and the affirmative vote of a 2/3 majority of the voting Members present in person or by proxy at a meeting of the Membership called for the consideration of the Board's resolution.

ARTICLE X – Conflict of intent.

The policy on Conflict of Intent attached hereto as Exhibit A is incorporated herein and shall apply to each individual described therein.

Fred Homuth - President SFARES Inc.



Dated 2/23/2013

Alden T. Oyer – Vice-president SFARES Inc.



Dated 2/23/2013

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EXHIBIT A Policy on Conflict of Interest

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Santa Fe County Amateur Radio Emergency Services[®] Incorporated) 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, 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. 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 financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

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.

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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.

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.

c. No voting member of the governing board or any committee whose jurisdiction includes 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.

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.

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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.

Santa Fe County Amateur Radio Emergency Services[®] Incorporated Conflict of Interest Policy Statement

In keeping with the Conflict of Interest Policy of the Santa Fe County Amateur Radio Emergency Service[®] Incorporated, I _____ do hereby attest to the following:

- a. I have received a copy of the Conflict of Interest Policy.
- b. I have read and understand the policy,
- c. I have agreed to comply with the policy, and

d. I understand 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.

_____ (Signature)

_____ (Date)