

THE GUARDIAN REGIMENTAL ASSOCIATION INC.
ARTICLES OF INCORPORATION

ARTICLE I
NAME

SECTION 1. The name of this organization shall be “The Guardian Regimental Association Inc.” hereinafter referred to as the “Association.”

ARTICLE II
OFFICE

SECTION 1. The initial Regimental Command Post shall be maintained in the Ashland Armory Oregon National Guard, Ashland, Oregon. The initial registered office shall be located at 1420 East Main Street, Ashland, OR 97520.

The Board of Directors “Board” may at any time change the location of the registered office and the person designated as the registered agent.

ARTICLE III
PURPOSE

SECTION 1. The Association is organized exclusively for charitable, and educational 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 corresponding section of any future federal tax code.

The Association has two primary purposes.

First: To promote and perpetuate the heritage and history of the Southern Oregon area units of the 41st Infantry “Sunset” Division of the Oregon Army National Guard that constituted the 1-186 Infantry Regiment.

Second: To sponsor activities that support the soldiers, families, veterans, and communities associated with “Guardians” of the 1-186 Infantry Battalion, as stated above and in the Association Charter.

ARTICLE IV
MEMBERSHIP AND MEETINGS

SECTION 1. Voting membership in the Association is open to all who have served with the 1-186 Infantry Regiment or Battalion, in peace or in war.

SECTION 2. Non-voting “Associate” memberships are available for those people and organizations that have a support or partnership role with the 1-186 Infantry Battalion to include spouses of current members or those who were married to a member of the Regiment or Battalion now deceased. Non-voting “Friends of the

Regiment” memberships are for those people who have an interest in the 1-186 Infantry Battalion or support the association's goals and objectives.

SECTION 3. Membership in the Association is subject to approval by the Board of Directors. Final authority with regard to membership eligibility rests with the Board.

SECTION 4. The Association shall hold an annual meeting of the membership every calendar year. The Board shall fix the time and place of the annual meeting and the membership shall be notified at least 30 days prior to the meeting. The President who shall fix the time and place may call special meetings of the Association membership and shall notify the membership at least 30 days prior to such meetings. At any Association membership meeting a simple majority of the attending voting members shall constitute a quorum (reference Article VII).

SECTION 5. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons. Except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth in Article III herein.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall be composed of three (3) to five (5) members not currently serving with the U.S. Armed Forces or its reserve components.

SECTION 2. The Board of Directors shall self-elect members to serve on the Board.

SECTION 3. The Board members shall be elected or re-confirmed annually for 1-year terms. A Board member may be re-elected without limitation on the number of terms he/she may serve.

SECTION 4. Board members shall be nominated by a current Board member and approved by a simple majority vote of the Board members present.

SECTION 5. Vacancies shall be filled as soon as reasonably possible per section 4.

SECTION 6. A member may be removed, with or without cause, by a 2/3 majority of the Board members then in office at a meeting called for that purpose.

SECTION 7. Board members shall not receive any salaries for their Board services.

SECTION 8. A minimum of three (3) Association members shall be appointed by the 1-186 Infantry Battalion as a non-voting advisory panel.

SECTION 9. The Board of Directors shall manage the affairs of the Association. The primary function is to manage the funds collected for use by the Association. The Board shall approve and disperse these funds within the context of the Association charter and these Articles for the purposes set forth in Article III.

ARTICLE VI
OFFICERS OF THE BOARD

SECTION 1. The Board shall consist of a Chairman, Finance Officer, and Secretary.

SECTION 2. Duties of officers:
The Chairman shall preside over all official meetings and call for meetings as needed.

The Secretary shall record minutes of all meetings and manage all Association correspondence.

The Finance officer shall be responsible for depositing in a local bank, reporting and maintaining records, and for the dispersal of association funds as directed by the Board. The finance officer shall deposit and write all checks. All members of the Board shall be signatories on the bank account and empowered to disperse funds in the absence of the finance officer.

ARTICLE VII
MEETINGS

SECTION 1. Regular meetings shall be held twice per calendar year (semi-annual). Special meetings may be called by telephone or other means as needed.

SECTION 2. Quorum for Board meetings shall be three (3) Board members. A quorum, for meetings in which voting members cast votes, shall be attained when a simple majority of the voting members present at the meeting cast votes in favor or in opposition of a decision.

SECTION 4. A simple majority vote of the Board members present, or for meetings in which voting members cast votes, as simple majority of Board and voting members, shall be required for the passage of measures that request the use of Association funds.

SECTION 5. Requests for funds shall be brought to the Board only after being validated by the advisory panel or the leadership of the 1-186 Infantry Battalion of the Oregon National Guard.

SECTION 6. Minutes of all meetings to be recorded by the Secretary.

ARTICLE VIII
INDEMNITY

SECTION 1. The corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

ARTICLE IX
INCORPORATION

SECTION 1. The association shall be incorporated in the state of Oregon for the purposes of public benefit.

SECTION 2. No substantial part of the activities of the Association shall be to carry on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X
ADMENDMENTS

SECTION 1. These Articles may be amended, repealed, or new Articles may be adopted by a majority vote of the Board. All Board members shall be notified of any proposed changes in the Articles one-week prior to the vote being taken.

ARTICLE XI
DISSOLUTION

SECTION 1. The association may be dissolved by mutual consent of the 1-186 Infantry Battalion of the Oregon Army National Guard and the Board members. Upon dissolution, any financial assets of the Association shall be distributed first to "The Oregon National Guard Relief Fund." In the event the Relief Fund no longer exists at the time of dissolution, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code; 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 the public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.