

FORM **NFP 102.10**
ARTICLES OF INCORPORATION
General Not For Profit Corporation Act
File # **74331319**
Filing Fee: \$50
Approved By: MAP

FILED
JUL 31 2023
Alexi Giannoulas
Secretary of State

Article 1.

Corporate Name: NORTHERN ILLINOIS RADIO EDUCATION SERVICE

Article 2.

Registered Agent: ERIC HULTGREN

Registered Office: 2404 WYOMING DR

ROCKFORD

IL 61108-7625

WINNEBAGO COUNTY

Article 3.

The first Board of Directors shall be 3 in number, their Names and Addresses being as follows
ERIC HULTGREN, 2404 WYOMING DRIVE, ROCKFORD, ILLINOIS 61108

STEVE LONGNECKER, 608 MERRILL DRIVE, BELVIDERE, IL 61008

JONATHAN WEBER, PO BOX 1864, ROCKFORD, IL 61110-0364

Article 4. Purpose(s) for which the Corporation is organized:

Educational.

Is this Corporation a Condominium Association as established under the Condominium Property Act? ☐ Yes ☒ No
Is this a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? ☐ Yes ☒ No
Is this Corporation a Homeowner's Association, which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? ☐ Yes ☒ No

Article 5. Name & Address of Incorporator

The undersigned incorporator hereby declares, under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

ERIC HULTGREN

Name

2404 WYOMING DR

Street

ROCKFORD, IL 61108

City, State, ZIP

Dated

JULY 31

Month & Day

, 2023

Year



Department of the Treasury
Internal Revenue Service
Tax Exempt and Government Entities
P.O. Box 2508
Cincinnati, OH 45201

NORTHERN ILLINOIS RADIO
EDUCATION SERVICE
C/O ERIC HULTGREN
2404 WYOMING DR
ROCKFORD, IL 61108-7625

Date:
09/08/2023
Employer ID number:
93-2862680
Person to contact:
Name: Customer Service
ID number: 31954
Telephone: 877-829-5500
Accounting period ending:
July 31
Public charity status:
509(a)(2)
Form 990 / 990-EZ / 990-N required:
Yes
Effective date of exemption:
July 31, 2023
Contribution deductibility:
Yes
Addendum applies:
No
DLN:
26053640008143

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,

Stephen A. Martin
Director, Exempt Organizations
Rulings and Agreements

Bylaws

Northern Illinois Radio Education Service **An Illinois Nonprofit Corporation**

Bylaws

Adopted September 22, 2023

ARTICLE 1 **PURPOSES**

1.1 The purposes of the Corporation, NORTHERN ILLINOIS RADIO EDUCATION SERVICE, are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 2 **OFFICES**

2.1 Registered Agent. The Corporation shall maintain a registered agent in Illinois.

2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

ARTICLE 3 **MEMBERS**

3.1 Organization and Dues. The Corporation may have separate divisional classes of Members and/or Memberships consisting of the Initial Incorporators and such other persons as the Board of Directors admit to Membership. Dues, if any, for each Membership class shall be determined by the Board of Directors.

3.2 Requirements for Membership. The Board of Directors may establish any additional criteria for Membership. No person shall become a Member who does not meet the membership eligibility criteria. Membership may be denied for any reason deemed sufficient by the Board of Directors even though the applicant may meet the stated criteria for Membership. Members of the Corporation have the opportunity to bring concerns about any individual's Membership status to the Board of Directors. Criteria for exclusion from Membership may include, but is not limited to 1) having been sanctioned or had their membership revoked by a national certifying or licensed body (e.g. Federal Communications Commission) related to their broadcasting and/or radio licensing, 2) a finding of misconduct or violation of ethical standards by any regional, national, or international governmental, academic, or scientific institution, or body, having a report issued by their home organization indicating there is reason to believe the member has engaged in misconduct, 3) having evidence of their having violated the community norms, or 4) other criteria as determined by the Board of Directors from time to time.

3.3 Annual Meetings. An annual meeting of the Board of Directors shall be held at a time and day in the month of July of each calendar year and at a location designated by the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of the annual meeting of the Board. Notice of this meeting shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date by paper or electronic means. At the annual meeting, directors shall be elected and any other proper business may be transacted.

3.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Members of the Board of Directors. The person or persons authorized to call special

meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them.

3.5 Voting. Should the Board of Directors put forth an issue for vote by the board, each board member shall be entitled to one vote of each matter of business.

3.6 Quorum. A majority (50% + 1) of all Board Members shall constitute a quorum for the transaction of business at the meeting.

3.7 Expulsion from Membership. Any Member may be expelled from any of the Corporation's divisions upon a two-thirds (2/3) majority vote of that division's Board of Directors present at a duly convened meeting of that division's Board of Directors, provided that written notice of the intention to expel and reasons therefore have been provided in the notice of the meeting. No Member shall be expelled without having the opportunity to be heard or to provide a written statement to be read at such meeting, but no formal hearing procedure need be followed. If the member in question is on the Board of Directors of the Corporation, that member shall sit out the vote related to such expulsion. Criteria for expulsion may include, but is not limited to, the items noted in 3.2 above.

ARTICLE 4

DIRECTORS

4.1 Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, these Bylaws, and/or a resolution duly adopted by the Board.

4.2 Qualifications of Directors. Each Director shall be an individual of at least 18 years of age, who need not be a resident of Illinois, who is a Member of the Corporation.

4.3 Number, Election, Role. The Board of Directors shall consist of not fewer than three (3) nor more than seven (7) persons. Directors shall be chosen at least annually from the group of nominated candidates by ballot of the Directors at a duly convened meeting of the Board of Directors. At all times, the Board of Directors shall include individuals who can effectively represent the needs of Northern Illinois Radio Education Service. Directors hold overall fiscal and managerial oversight responsibility for the Corporation, including strategic oversight of the Corporation's vision and mission.

4.4 Terms. Directors shall serve for a term of three (3) years and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year.

4.5 Removal. Any Director may be removed from office over any misconduct that could be seen as being detrimental to the Corporation or by other criteria as determined by the Board of Directors from time to time, by a vote of a two-thirds majority of the Board of Directors in office at a duly convened meeting of the Board of Directors, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.6 Quorum. A majority of all Directors, defined as 50% + 1, shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws. In situations where a Director recuses themselves from a vote, any actions voted on after the departure of that Director may still be passed as long as a majority of the initial quorum approves the action.

4.7 Vote. Every Director shall be entitled to one vote.

4.8 Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing or discussion setting forth the action so taken shall be voted on by a majority of Directors in office (50% + 1) and shall be filed with the Secretary of the Corporation.

4.9 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board.

4.10 Special Meetings. Special meetings of the Board may be called by the President or by one-third of the Board of Directors at any time. Sufficient notice, ideally at least 24 hours notice, stating the time, place, and purpose of any special meeting shall be given to the members of the Board.

4.11 Virtual Participation. Although in-person participation at regular meetings of the Board by Directors is prioritized when possible, any Director may participate in a meeting of the Board or any committee thereof by means of remote communications by which all persons participating in the meeting can hear and/or see each other.

ARTICLE 5

OFFICERS

5.1 Positions, Election. The officers of the Corporation shall include a President, a Vice President, a Secretary, and a Treasurer who shall be elected by the Directors. At all times, the slate of officers shall include individual(s) who can effectively represent the needs of the Northern Illinois Radio Education Service.

5.2 Terms. Officers shall serve for a term of three (3) years and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year.

5.3 Duties. The duties of the Officers shall be laid out in the officer job description documents developed by the Governance Committee. The Board of Directors has the obligation to regularly review the Officer job descriptions to ensure alignment with current roles.

5.4 Removal of Officers. Any Officer may be removed from office over any misconduct that could be seen as being detrimental to the Corporation or by other criteria as determined by the Board of Directors from time to time, by a vote of a two-thirds majority of the Board of Directors in office at a duly convened meeting of the Board of Directors, provided that written notice of the intention to consider removal of such Officer has been included in the notice of the meeting. No Officer shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

ARTICLE 6 COMMITTEES

6.1 Establishment. The Board may establish one or more Committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board forming the Committee, shall have and may exercise any of the powers and authority of the Board, except that no Committee, including the Executive Committee, shall have any power or authority to amend NORTHERN ILLINOIS RADIO EDUCATION SERVICE's Charter or Bylaws, to fill vacancies on NORTHERN ILLINOIS RADIO EDUCATION SERVICE's board, to hire/fire NORTHERN ILLINOIS RADIO EDUCATION SERVICE's Chief Executive, or make changes in the strategic direction of the Organization.

6.2 Vote. If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

6.3 Committee Structure. The Board of Directors has the obligation to create, adapt, and remove Committees as necessary to carry out the strategic vision and mission of the Corporation. Current standing committees include, but are not necessarily limited to the Executive Committee, Governance Committee, and Finance Committee.

6.4 Appointment to Committees. Directors will solicit nominations for Committee service. Committee Members shall be chosen annually from the group of nominated Members by the Board of Directors. In instances where the Board determines there is a compelling reason to broaden Committee membership beyond existing Members of the committee, the Board of Directors has the discretion to do so. Unless otherwise determined by the Board or set out in these Bylaws, the Board shall have the power to appoint and remove Members and Chairs of all Committees.

6.5 Creation and Composition of Advisory Boards. The Corporation may, in its discretion, establish Advisory Boards that may include persons who are not Directors. Such Advisory Boards shall have no power to bind the Corporation and shall have only such other responsibilities and duties as may be delegated to them by the Board.

6.6 Board Liaisons. A Board Liaison maintains a critical connection between the Board of Directors and a designated committee, subcommittee, working group, task force, or external body. Board Liaisons are appointed by the Board of Directors. The primary purpose is to facilitate communication between the Board and appointed

Member groups. Board Liaisons do not necessarily have to be a voting Member on the Board of Directors or a specific Committee.

ARTICLE 7

RESIGNATIONS AND VACANCIES

7.1 Resignations. Any Member, Director, or Officer may resign such position at any time, such resignation is to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

7.2 Filling Vacancies. If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification, or otherwise, the Directors in office may choose a person or persons who may serve as a Director for the remainder of the applicable term. If the position of any Officer becomes vacant, by an increase in the number of Officers, or by reason of death, resignation, disqualification, or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

ARTICLE 8

MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held anywhere that is fiscally responsible and reasonable. Meetings can also be 100% remote.

8.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person in any of the following methods:

- a) personally delivered
- b) or by sending a copy thereof by first class registered (postage prepaid) and unregistered mail (postage prepaid),
- c) or by express mail (postage prepaid),

- d) or by courier service (charges prepaid),
- e) or by electronic mail which has been “carbon copied” (cc:’d) to the Board of Directors to that person's email address appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation, for the purpose of notice.

Such notice shall specify the place, day, and hour of the meeting, and any other information which may be required by the Act or these Bylaws, including, in the case of a Special Meeting of Board Members, the general nature of the business to be transacted.

Standard notices simply regarding regular Meetings, Events, or similar non-emergency matters will be sent primarily via mass-electronic mail messaging.

8.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

8.4 Electronic Mail. Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

ARTICLE 9

INDEMNIFICATION

9.1 Indemnification. (a) The Corporation may indemnify any officer or Director, any Employee or Agent who was or is a party or is threatened

to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (other than an action by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was illegal.

(b) The Corporation may indemnify any officer or Director, any Employee or Agent who was or is a party, or is threatened to be made a party to any threatened, pending or completed Proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign Corporation for-profit or not-for-profit, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and

in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided, however, that no indemnification shall be made under this subsection in respect of any claim, issue or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas, or other court, shall deem proper.

(c) To the extent that a present or former Director, Officer, or Employee of the Corporation has been successful, on the merits or otherwise, in the defense of any Proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

(d) Expenses (including attorney's fees) incurred by an Officer or Director of the Corporation in defending a Proceeding may be paid by the Corporation in advance of the final disposition of the Proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of such director or officer to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this Section. Such expenses (including attorney's fees) incurred by former Directors and Officers or other Employees and Agents of the Corporation or by persons serving at the request of the Corporation as Directors, Officers, Employees or Agents of another Corporation, Partnership, Joint Venture, Trust or other enterprise may be paid in

advance on such terms and conditions, if any, as the Corporation deems appropriate.

9.2 Procedure. (a) Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made by:

- (1) the Board of Directors by a majority vote (50% + 1) of Directors who are not parties to such action, suit, or proceeding, even though less than a quorum
- (2) by a committee of such Directors, even though less than a quorum, designated by a majority vote of such Directors,
- (3) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion; or
- (4) by the Members entitled to vote.

(b) If the Corporation indemnifies or advances expenses under Section 9.1 (b), the Corporation shall report the indemnification or advance in writing to Members entitled to vote with or before the notice of the next meeting of the Members entitled to vote.

9.3 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer or Director of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

9.4 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE 10

AMENDMENTS

10.1 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by a two-thirds (2/3) majority of all Directors at any duly convened meeting of Directors after not less than ten (10) days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

10.2 Bylaws. The Bylaws may be amended by vote of a two-thirds (2/3) majority of all Directors in office at a duly convened meeting of Directors after not less than ten (10) days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE 11

NON DISCRIMINATION POLICY

11.1 Non Discrimination Policy. NORTHERN ILLINOIS RADIO EDUCATION SERVICE is an equal opportunity Corporation and will not allow discrimination based upon age, ethnicity, ancestry, gender, national origin, disability, race, size, religion, sexual orientation, socioeconomic background, or any other status prohibited by applicable law.

ARTICLE 12

MISCELLANEOUS

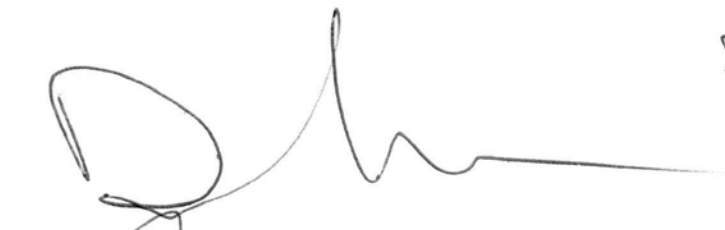
12.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

12.2 Policies. The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, document retention and destruction, and other policies needed, as determined by the Board.

12.3 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

12.4 Bond. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

12.5 Definitions. The word "Corporation" as used in these Bylaws refers to "Northern Illinois Radio Education Service."



DAN LARSON



JONATHAN
WEBER



ERIC HULTGREN

Purpose

Northern Illinois Radio Education Service **An Illinois Nonprofit Corporation**

As seen in our Bylaws, as adopted September 22, 2023:

The purposes of the Corporation, NORTHERN ILLINOIS RADIO EDUCATION SERVICE, are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Our Mission:

To teach & promote Amateur Radio Techniques, to prepare students to pass FCC Licensing Exams, to promote the Art of Amateur and Low Power Radio, to progress the Amateur Radio Service to the region while providing communications services in times of need.

We are incorporated in the State of Illinois on July 31, 2023 as a Not For Profit Corporation, per file #74331319 as filed with the Illinois Secretary of State.

As a newly-created entity, we plan on fulfilling our Mission via methods we are still fully-determining; these methods will include:

1. Training and preparing people for various Amateur Radio License exams, including working with area High Schools, Community Colleges, and other entities as needed to assist people in preparing to pass the FCC exams
2. Training on various tasks related to Engineering for Amateur and Low Power Radio broadcasting
3. Training on various tasks related to Studio Building, Equipment Selection, and Usage of the same for Amateur and Low Power Radio broadcasting
4. Implementing Emergency Communications Repeaters for local SKYWARN/ARES entities

We plan to implement these trainings in early 2024 as we develop a curriculum to use under our DBA (Doing Business As) names.

Form **NFP 104.15/20**

Illinois
Application to Adopt an
Assumed Corporate Name
Under the General Not for Profit, Corporation Act

FILE # 74331319

Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-9520
www.ilsos.gov

Filing Fee: 60.00
Approved: MAP

FILED
Oct 18, 2023
Alexi Giannoulis
Secretary of State

1. Corporate Name: NORTHERN ILLINOIS RADIO EDUCATION SERVICE
2. State of Incorporation: ILLINOIS
3. Date Incorporated/Qualified: 07/31/2023

4. Corporation intends to adopt and to use the assumed corporate name of:
NORTHERN ILLINOIS RADIO BROADCASTING ASSOCIATION

5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until 07/01/2025, the first day of the corporation's anniversary month in the next year evenly divisible by five.

6. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Date: Oct 18, 2023

Exact Name of the Corporation:
NORTHERN ILLINOIS RADIO EDUCATION SERVICE

ERIC HULTGREN

Authorized Officer's Name

PRESIDENT

Title