

## **DRAFT ARTICLES OF INCORPORATION (Restatement)**

These restated articles of incorporation were approved by the membership \_\_\_\_\_, 2020, having secured the required two-thirds (2/3rds) votes.

### **Article I – Name**

The name of the association shall be the Oregon Association of Conservation Districts, hereinafter referred to as “OACD or “the association.” OACD is a non-profit corporation filed under Chapter 65 of the Oregon Revised Statutes.

### **Article II – Registered Office and Agent**

The address of the registered office of OACD is 338 Hawthorne Avenue N.E., Salem, Oregon 97301. The name and location of the registered agent shall be filed annually by the association.

### **Article III – Purpose**

The association represents and promotes the interests of the Oregon member soil and water conservation districts (hereafter referred to as conservation districts), local governments formed under Oregon Revised Statutes Chapter 568, and associate members as described under Article IV.

### **Article IV – Members**

#### **Section 1. Voting Members**

The voting members of OACD shall include one assigned delegate from each member conservation district in good standing.

#### **Section 2. Non-Voting Associate Members**

Associate membership shall be open to individuals, businesses, associations, or corporations who desire to support and promote OACD’s purposes. Associate members have no vote and must make a required financial contribution.

### **Article V – Board of Directors and Officers**

The board of directors shall consist of nine (9) directors elected by the membership or as appointed by the board as described in the bylaws.

The officers of OACD shall consist of president, vice president, secretary, and treasurer and be appointed by the board. Other positions may be appointed by the board as necessary.

### **Article VI – Indemnification**

OACD shall indemnify its officers and board members as required under ORS 65.394 and 65.401 and for its employees or agents of the corporation as described in ORS 65.387 to 65.411 or subsequent statutory provisions.

## **Article VII – Dissolution**

In the event the operation of the association is terminated as described under the bylaws and the existence of the corporation is discontinued, all remaining assets of the association shall be transferred to a 501(c) nonprofit corporation supporting conservation as determined by OACD's board of directors.

### **Incorporators**

We, the undersigned representatives of the association, declare under penalties of perjury, that we have examined the foregoing and to the best of our knowledge and belief, these statements are true, correct, and complete.

Officers of the corporation:

President:

Vice-President:

Treasurer:

Secretary:

Dated this \_\_\_\_ day of \_\_\_\_\_, 2020.