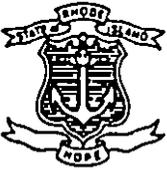


Filing Fee: \$10.00

ID Number: 26271



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

RECEIVED STATE
SECRETARY OF STATE
CORPORATIONS DIVISION
MAY 25 10 52 AM '04

Pursuant to the provisions of Section 7-6-40 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is Narragansett Bay Chapter, Military Officers Association of America
2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

- 1. Adoption of the attached bylaws to replace the existing bylaws in their entirety.
2. Change the name of the corporation
from: The Narragansett Bay Chapter, The Retired Officers Association
to: Narragansett Bay Chapter, Military Officers Association of America

FILED

MAY 25 2004

By M32758

3. The amendment was adopted in the following manner:

(check one box only)

- The amendment was adopted at a meeting of the members held on 16 April, 2004, at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The amendment was adopted by a consent in writing on \_\_\_\_\_, signed by all members entitled to vote with respect thereto.
- The amendment was adopted at a meeting of the Board of Directors held on \_\_\_\_\_ and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

4. Date when amendment is to become effective 21 May, 2004

(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Under penalty of perjury, we declare and affirm that we have examined these Articles of Amendment to the Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Narragansett Bay Chapter,  
Military Officers Association of America

Print Corporate Name

Date: 21 May, 2004

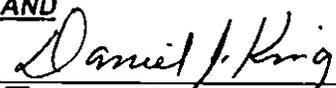
By Joseph Pratt



President or  Vice President (check one)

**AND**

By Daniel J. King



Secretary or  Assistant Secretary (check one)

**BYLAWS OF THE**  
**Narragansett Bay Chapter**  
of the  
**Military Officers Association of America**

**Article I - Name**

Section 1. The name of this organization shall be the Narragansett Bay Chapter, hereinafter referred to as "the Chapter" (An affiliate of the Military Officers Association of America)

**Article II - Purposes**

Section 1. The purposes of the Chapter shall be to promote the purposes and objectives of the Military Officers Association of America; maintenance of a strong national defense, and:

- Preserving and enhancing the welfare and benefits of all past, present and future members of the Uniformed Military Services, their families and their survivors.
- Pursuing appropriate action on legislative matters that impact the Chapter members.
- Providing an opportunity for camaraderie and discussion on items of interest for the Chapter members.
- Furthering the education of children of Service personnel

**Article III - Status**

Section 1. The Chapter shall be a nonprofit organization, operated exclusively for the purposes specified in Article II above.

Section 2. Officers, directors, and appointed officials shall not receive any stated compensation for their services, but the board of directors may authorize reimbursement of expenses incurred in the performance of their duties.

Section 3. Nothing herein shall constitute members of the Chapter as partners for any purpose. No member, officer, or agent of the Chapter shall be liable for acts or failures to act on the part of any other member, officer, or agent. Nor shall any member, officer, or agent be liable for acts or failures to act under these bylaws, excepting only acts or failures to act arising out of willful malfeasance or misfeasance.

Section 4. The Chapter shall use its funds only to accomplish the purposes specified in Article II above, and no part of said funds shall inure or be distributed to members.

Section 5. In the event of dissolution of the Chapter and after the discharge of all liabilities, the remaining assets shall be given to a nonprofit organization whose purposes and objectives are similar to those of the Chapter, such organization to be designated by a majority vote of the board of directors.

#### **Article IV - Membership**

Section 1. The membership of the Chapter shall be composed of men and women who are serving or have served on active duty or in one of the National Guard or reserve components as a commissioned or warrant officer in one of the seven U. S. Uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service), as well as widows and widowers of any deceased individuals who would, if living, be eligible for membership.

Section 2. Subject to the provisions of Section 1 above, membership shall be of three classes: regular, auxiliary and honorary.

Section 3. Applications for regular or auxiliary membership shall be submitted in writing to the board of directors. Regular and auxiliary members shall submit recommendations for honorary membership in writing to the board of directors. The board of directors shall be empowered to accept or reject any application or recommendation for membership.

Section 4. The board of directors may drop any member for good and sufficient cause after that member has been given an opportunity to be heard.

Section 5. Regular members are required to hold and maintain membership in the Military Officers Association of America. Auxiliary members holding chapter offices are required to hold and maintain membership in the Military Officers Association of America. All auxiliary members are also encouraged to acquire and maintain such membership.

#### **Article V - Voting**

Section 1. Except as otherwise provided in these bylaws, all questions coming before the membership shall be decided by a majority vote.

Section 2. Only regular members in good standing or, as determined by the board of directors, auxiliaries in good standing present at a meeting of the Chapter shall be entitled to vote.

Section 3. Proxy voting shall not be permitted at any meeting of the Chapter.

#### **Article VI - Dues**

Section 1. The annual dues for each member for the next calendar year shall be determined by the membership at the annual meeting, after receiving the board of directors' recommendation in the matter.

Section 2. The annual dues for a calendar year shall become due on September 1 of that year.

Section 3. The board of directors may, without further notice and without hearing, drop any member from the roll for nonpayment of dues. The member shall thereupon forfeit all rights and privileges of membership.

Section 4. Any member who has been dropped for nonpayment of dues may be reinstated upon reapplication for membership and payment of the annual dues for the current year.

**Article VII - Meetings**

Section 1. There shall be an annual meeting of the Chapter during the month of May for the receipt of annual reports, the determination of annual dues for the next chapter year, the election of officers and directors, and the transaction of other business. Notice of the meeting shall be mailed to each member at least 10 days in advance.

Section 2. Regular meetings of the Chapter shall be held each month from September through June, unless otherwise decided by the board of directors. Notice of each such meeting shall be mailed to each member at least 10 days in advance.

**Article VIII - Board of Directors**

Section 1. The board of directors shall be composed of the elected officers (president, 1<sup>st</sup> vice president, 2<sup>nd</sup> vice president, 3<sup>rd</sup> vice president, secretary and treasurer, the immediate past president and five elected directors.

Section 2. The elected officers or directors shall be elected biennially by the membership at the annual meeting. Each elected officer or director shall take office at the first regular or special meeting in the calendar year following election and shall serve for a two-year term.

Section 3. The board of directors shall have supervision, control, and direction of the affairs of the Chapter; shall determine its policies or changes therein within the limits of the bylaws; shall actively prosecute its purposes; and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as may be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 4. The board of directors shall not be authorized to adopt resolutions or to establish positions in the name of the chapter.

Section 5. The board shall meet upon the call of the president at such times and places as he or she may designate and shall be called to meet upon demand of a majority of its members. Notice of each meeting of the board of directors shall be mailed to each member of the board at least 10 days in advance.

Section 6. A majority of the entire board shall constitute a quorum at any meeting of the board.

Section 7. All questions coming before the board shall be decided by majority vote, with each member of the board present being entitled to one vote. Proxy voting shall not be permitted.

## **Article IX – Officers**

**Section 1.** The elected officers shall be a president, a 1<sup>st</sup> vice president, a 2<sup>nd</sup> vice president, a 3<sup>rd</sup> vice president, a secretary and a treasurer, each of whom shall be a regular or auxiliary member of the chapter.

**Section 2.** Elected officers shall be elected biennially by the membership at the annual meeting. Each elected officer shall take office at the first regular or special meeting in the calendar year following election and shall service for a term of two years or until a successor is elected and installed.

**Section 3.** With the exception of the secretary and treasurer, no member shall be eligible to serve more than two consecutive two-year terms in any one office, if elected biennially.

**Section 4.** The 1st vice president shall fill a vacancy in the office of the president automatically. The 2nd vice president shall fill a vacancy in the office of the 1st vice president automatically. A vacancy by the 3<sup>rd</sup> vice president shall be filled by appointment by the president. Vacancies in other offices shall be filled as the board of directors may decide.

**Section 5.** The president shall be the chief elected officer of the Chapter, shall preside at meetings of the Chapter and of the board of directors, and shall be a member ex-officio, with right to vote, of all committees except the nominating committee. The president shall also, at the annual meeting and at such other times as might be deemed proper, communicate to the Chapter or the board of directors, information or proposals to help in achieving the purposes of the Chapter. Further, the president shall perform such other duties as are necessarily incident to the office of the president.

**Section 6.** In the event of the president's temporary disability or absence, the 1<sup>st</sup> vice president shall perform the duties of the president. In the event of the temporary disability or absence of the president and the 1<sup>st</sup> vice president, the 2<sup>nd</sup> vice president shall perform the duties of the president. The vice presidents shall perform other duties such as the president might assign.

**Section 7.** The secretary shall provide timely written notification of all meetings of the Chapter and of the board of directors and shall maintain a record of all proceedings shall also carry out these duties: maintain the membership records; prepare such correspondence as might be required; maintain the Chapter's correspondence files; and safeguard all important records, documents, and valuable equipment belonging to the Chapter. Further, the secretary shall perform such other duties as are commensurate with the office or as might be assigned by the board of directors or by the president.

**Section 8.** The treasurer shall maintain a record of all sums received and expended by the Chapter, collect the members' annual dues, make such disbursements as are authorized by the Chapter or the board of directors, deposit all sums received in a financial institution approved by the board of directors, and make a financial report at the annual meeting or when called upon by the president. Funds may be drawn from the

account in the financial institution only upon the signature of the treasurer. The funds, books and vouchers in the custody of the treasurer shall at all times be subject to inspection and verification by the board of directors.

**Article X - Committees**

Section 1. The president, subject to the approval of the board of directors, shall annually appoint standing and special committees such as might be required by the bylaws or might be advisable.

Section 2. The standing committees of the Chapter shall include membership, legislative and personal affairs.

Section 3. At least 60 days before the annual meeting, the board of directors shall appoint a nominating committee of five regular members, not currently holding elective or appointive office, to nominate candidates for the elective offices. The committee shall notify the secretary in writing at least 30 days before the annual meeting, of its proposed slate of officers and directors for the next calendar year, and the secretary shall list in the chapter's newsletter the nominated candidates for the elected offices or mail a copy thereof to each regular member at least 10 days before the annual meeting.

**Article XI - Amendments**

Section 1. The bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the membership present at any duly organized meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been mailed to each member qualified to vote at least 10 days before the meeting.

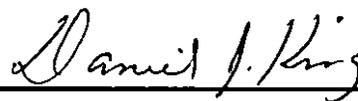
**Article XII - The Flag**

Section 1. The American flag shall be displayed and honored at all meetings of the Chapter.

*This is to certify that these bylaws were approved and adopted at a meeting of the Narragansett Bay chapter of the Military Officers Association of America on April 16, 2004.*



**JOSEPH PRATT**  
Brigadier General (O-7)  
U. S. Army (Retired)  
President



**DANIEL J. KING**  
Chief Warrant Officer (W-4)  
U. S. Coast Guard (Retired)  
Secretary