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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

05 DEC 28 PM 3:20

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

1. The name of the corporation is The Rhode Island Conservation Officers Association

2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

See article I- THE name of this organization shall be The Rhode Island Environmental Police Officers Association, Inc.

See also Article II- Purpose and objective including all sections, 1 through 4

Attached six pages entitled : Rhode Island Environmental Police Officers Association, Inc. Bylaws" and including all Articles I through XIII

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DEC 28 2005

By KMC

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3. The amendment was adopted in the following manner:

(check one box only)

- ☒ The amendment was adopted at a meeting of the members held October 13, 2005, at which on 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 12-28-05
(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.

Date: December 26, 2005

The Rhode Island Conservation Officers
Association
Print Corporate Name

By [Signature]
☒ President or ☐ Vice President (check one)

AND
By [Signature]
☐ Secretary or ☐ Assistant Secretary (check one)

Rhode Island Environmental Police Officers Association, Inc. Bylaws

ARTICLE I

Name

Section 1. The name of this organization shall be ~~The~~ Rhode Island Environmental Police Officers Association, Inc. (amended October 13, 2005)

ARTICLE II

Objectives

Section 1. The Rhode Island Environmental Police Officers Association shall be incorporated and operated as a non profit, non-political and non-sectarian, educational, service organization dedicated to making known the need for environmental conservation law enforcement officers and encouraging young men and women to consider a degree in environmental conservation. Specifically, its objective are:

- a) To inform young men and women, their parents, counselors, and the public in general of the qualifications and achievements of the men and women environmental enforcement officers and the opportunities open to them.
- b) To serve as a center of information for those wishing to enter the environmental law enforcement field.
- c) To encourage men and women environmental law enforcement officers to attain high levels of education and professional achievement.

Section 2. The purposes for which this Association is organized are exclusively charitable, religious, and educational within the meaning of section 501c(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted under Section 501c(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 4. Membership in Rhode Island Environmental Police Officers Association, Inc. is open to all who meet the membership eligibility criteria, regardless of race, creed, color, gender, age, national origin, or sexual orientation.

ARTICLE III

Membership

Section 1. Any person to be a member of this Association, shall be: a full time salaried uniformed commissioned officer, within the Division of Law Enforcement, and must have graduated the Rhode Island Municipal Police Training Academy, a retired full time salaried uniformed commissioned officer within the Division of Law Enforcement; or a United States Fish and Wildlife Special Agent assigned to this state.

Section 2. Any full time salaried uniformed commissioned officer, within the Division of Law Enforcement, desiring to join the Association shall make application on forms

furnished by the association. A five (\$5.00) dollar initiation fee shall accompany the form.

Section 3. Any member of this association who shall obtain the rank of Captain or higher, within the Division of Law Enforcement, shall automatically become an inactive member during the time he/she fills this position. Inactive members shall pay dues as regular members, but shall be ineligible to attend business meetings of this Association.

ARTICLE IV

Officers

Section 1. The Officers of this Association shall be a President, a Vice President, and a Secretary/Treasurer.

Section 2. Any member above the rank of Sergeant shall not be allowed to hold elected office in this Association.

Section 3. Election of Officers shall be held at the Annual Meeting of this Association in March (2005) and each third year thereafter. A Nominating Committee shall be appointed by the President at the December meeting prior to elections, which shall present a slate of Officers at the Annual Meeting. Further nominations shall be accepted from the floor.

Section 4. The Officers shall immediately after their election enter upon the faithful discharge of their duties for the entire three year term, not to exceed two (2) full consecutive terms.

Section 5. If for any reason an elected Officer is unable to serve his/her term of office, a special election will be held. That person shall serve as a replacement only until the next scheduled election.

ARTICLE V

Duties of Officers

Section 1. It shall be the duty of the President to preside at all meetings of this Association. He/She shall call all meetings of this Association and perform all other duties incumbent upon him/her as presiding and Chief Executive Officer.

Section 2. The Vice President, in the absence or inability of the president to perform the duties of his/her office, shall have authority to perform the duties pertaining to the office of President.

Section 3. The Secretary/Treasurer shall keep record of the proceedings and doings of this Association at all regular and special meetings in the books kept for that purpose. He/She shall keep a list, alphabetically arranged, of the names of the members of this Association. He/She shall issue, by direction of the President, all notices for the call of meetings or other business of the Association. He/She shall make out all bills for dues and assessments and

collect the same. He/She shall keep a record of all bills made and collected by him/her. The Secretary/Treasurer shall have the custody of all the money, property, evidence of property belonging to this Association. He/She shall receive all assessments, income and money that may be due to this Association: and discharge the same as the Association may order. He/She shall give property vouchers for all monies paid. He/She shall sign no note, deed, or discharge of mortgage or other written obligation in the name of this Association unless authorized to do so by the vote of this Association. He/She shall keep a regular set of books containing the accounts of this Association and all its funds that pass through his/her hands. He/She shall at the close of his/her term of office, deliver to his/her successor all money, property, and evidence of property belonging to this Association held by him/her. At the close of his/her term of office, his books shall be audited by three (3) members of this Association. The three (3) members of the Auditing Committee shall be appointed by the President of the Association.

ARTICLE VI

Meetings

Section 1. The Annual meeting shall be held in March of each year, with regular meetings in May, September and December. (amended October 13, 2005)

Section 2. Special meetings shall be called by the President at any time.

- a) The President shall upon receiving a request in writing signed by ten (10) percent of the members and clearly stating their reason or reasons, call a special meeting.
- b) All members shall be notified at least three (3) days in advance of all special meetings.
- c) Only such business as included in the notice of the meeting will be heard or acted upon at the special meeting.

Section 3. A quorum, at any meeting for the transaction of any official business, shall consist of five (5) members and one (1) officer of the Association, all in good standing.

ARTICLE VII

Dues

Section 1. Members dues will be set at an amount approved by two thirds (2/3) of the members present, at any regular meeting. Except that retired members shall pay dues equal to half that of a regular member per year plus any assessments. Any member reaching the age of sixty-five (65) shall be deemed a Life Member free of dues and assessments.

Section 2. Membership dues shall be due and payable immediately following the Annual meeting, and if not paid by the next regular meeting, the member shall be considered delinquent and shall be notified by letter that failure to pay his/her dues prior to the next meeting shall result in his/her removal from the Association. Any such member, so

removed, shall not be admitted to membership in this Association, except upon written application, the payment in arrears, and by majority vote of the members present. The new dues rate, reached in accordance with section 1 of the Constitution, shall be deposited into an interest bearing account, at a financial institution selected by the President of the Association. Monies necessary to carry on the business of the Association may be transferred into an appropriate checking account.

Section 3. All monies or other assets coming into the belonging of the Rhode Island Environmental Police Officers Association, Inc. whether from dues, contributions or otherwise shall be used only for the purposes of promoting, developing and advancing the purposes for which this corporation is created, less necessary operating and other actual expenses.

Section 4. No Officer or member of the organization shall receive, be paid, or charge any salary as such. Expenses of Officers and members incident to activities on behalf of the organization may be paid at the direction of the elected Officers.

ARTICLE VIII

Public Record

Section 1. No member of this Association shall make a public statement or take a stand on any issue regarding this Association without that sanction of the Association.

Article IX

ByLaws

Section 1. The Bylaws may be amended at any regular meeting of the Association at which a quorum is present by two thirds (2/3) majority vote of the members present; provided that the proposed amendment is brought up for consideration at the previous regular meeting, and provided that notice of the proposed amendment is included in the written meeting notice to all members.

ARTICLE X

Rules

Section 1. The rules contained in Robert's Rules of Order shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with the Constitution and/or bylaw of the Rhode Island Environmental Police Officers Association, Inc.

consist of three (3) Regular Members and shall make recommendations to the Rhode Island Environmental Police Officers Association, Inc..

ARTICLE XIII

Dissolution

Section 1. In the event of the dissolution of the Rhode Island Environmental Police Officers Association, Inc., all real assets and remaining monies shall be donated to a non-profit organization operated exclusively for education purposes as determined by the Governing Officers and allowed by law. The organization(s) chosen shall themselves be exempt as organizations described in Sections 501c(3) and 170c(2) of the Internal Revenue Code for exclusive public purpose.