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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

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Naval Justice School Foundation *OK*

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

For charitable and educational purposes by soliciting, receiving,
administering and donating funds for the benefit of the customs and
ideals of the Naval Justice School in Newport, Rhode Island.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation:

by the provisions of the by-laws, a copy of which is attached.

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By [Signature]

5. The address of the initial registered office of the corporation is 360 Elliot Street, NETA
(Street Address, not P.O. Box)

Newport, RI 02841-1523 and the name of its initial registered agent at such
(City/Town) (Zip Code)

address is RADM Dennis F. McCoy
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3
(Not less than three Directors)

and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
<u>Dennis F. McCoy</u>	<u>72 Ayrault Street, Newport, RI 02840</u>
<u>Andrew A. Thomas</u>	<u>1100 Aquidneck Avenue, Middletown, RI 02842</u>
<u>Andrew J. McKay</u>	<u>45 Third Street, Newport, RI 02840</u>
<u>Charles M. Nystedt</u>	<u>61 Second St. Newport, RI 02840</u>

7. The name and address of each incorporator is:

Name	Address
<u>Dennis F. McCoy</u>	<u>72 Ayrault Street, Newport, RI 02840</u>
<u>Andrew A. Thomas</u>	<u>1100 Aquidneck Avenue, Middletown, RI 02842</u>
<u>Andrew J. McKay</u>	<u>45 Third Street, Newport, RI 02840</u>
<u>Charles M. Nystedt</u>	<u>61 Second St., Newport, RI 02840</u>

8. Date when corporate existence to begin upon filing
(Not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Dated January 21, 1998

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

Dennis F. McCoy
Andrew J. McKay
Charles M. Nystedt

Signature of each Incorporator

CONSTITUTION AND BY LAWS
OF THE
NAVAL JUSTICE SCHOOL FOUNDATION

I. NAME

The name of the Corporation is the Naval Justice School Foundation.

II. OBJECTIVES

The Naval Justice School Foundation (hereafter referred to as the "Foundation") is incorporated exclusively for charitable and educational purposes, specifically to solicit, receive, administer and donate funds and property for the benefit, encouragement, support, and furtherance of the traditions, customs, objectives and ideals of the Naval Justice School, located in Newport, Rhode Island, and the capabilities of the said Naval Justice School (hereafter referred to as the "School") to carry out its mission of providing education in military law and related subjects. The Foundation is an organization described in ☐ 501 (c)(1) and ☐ 501(c)(3) of the Internal Revenue Code of 1986, and tax exempt under ☐ 501(c)(3).

In order to accomplish its objectives the activities of the Foundation may include:

- a. Funding of honoraria, transportation, billeting, and meals for distinguished guests and speakers;
- b. Presenting mementos to students, instructors, distinguished persons, and members of the Foundation and their spouses, in order to promote friendship and the continued interest in the School;
- c. Publishing suitable newsletters and such other publications in order to foster and maintain interest in the School;
- d. Presenting awards to outstanding students of the School for academic and professional achievement;
- e. Recognizing distinguished service or contributions to the advancement of the School;
- f. Issuing appropriate correspondence, publicity, and activities in order to promote awareness of the School;
- g. Conducting social events for students, instructors, distinguished persons and members of the Foundation in order to promote awareness, interest and friendship in the School;
- h. Presenting objects of art, furniture, equipment, flowers, or the like that contribute to the beauty of the School or the comfort and enjoyment of those persons listed in paragraph II(b); and

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- i. Conducting such other activities as are appropriate to the objectives of the Foundation.
- j. The Foundation shall be governed by and will engage in only those activities permitted to be carried on:
 - i. By an organization exempt from federal income tax under \square 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code;
 - ii By an organization, contributions to which are deductible under \square 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code; and
 - iii. By an organization properly constituted and approved to operate on a Department of Defense installation within the applicable Department of Defense and Navy or Marine Corps regulations as may be appropriate.

III. LOCATION

The Foundation will have its principal office in the City of Newport, State of Rhode Island.

IV. MEMBERSHIP

Membership in the Foundation is voluntary. Membership is open to individuals, corporations and other organizations interested in the objectives for which the Foundation has been established. The Board of Trustees may establish classes of membership, such as "associate," "contributing," "sustaining," and "lifetime," etc., to encourage and recognize contributions to and support of the objectives of the Foundation.

All members of the Foundation have equal voting rights. A majority of the members will constitute a quorum for meeting and election purposes. Presence may be physical or via telephone.

V. OFFICERS AND BOARD OF TRUSTEES

The Foundation is governed by a President and a Board of Trustees. The President and Board of Trustees shall be elected by a majority vote of the members of the Foundation. The officers and members of the Board of Trustees will serve three-year terms or until their successors are elected. Members of the Board of Trustees may serve no more than two consecutive terms. Except for extenuating circumstances,

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the term of a Trustee who fails to attend at least one scheduled meeting of the Board each year will be automatically terminated.

Any vacancy on the Board of Trustees shall be filled by appointment by the President of the Board and that member or officer will serve until the next annual meeting, when a replacement officer or member will be elected by a majority of the members of the Foundation. The Board of Trustees consists of not less than seven (7) and not more than twelve (12) of the following officers and members whose title and duties are as follows:

- a. A President, who supervises the activities of the Foundation.
- b. A Vice-President, who acts as the President's first assistant and who serves as President in the President's absence. The Vice-President also ensures that the Foundation complies with Navy regulations as may be promulgated from time to time regarding the operation of private organizations on Department of the Navy installations and the tax exempt status requirements of the Internal Revenue Code.
- c. A Secretary/Treasurer, who is responsible for all incoming and outgoing correspondence, prepares minutes of Foundation meetings and serves as Newsletter editor overseeing the preparation and mailing of the Foundation Newsletter, maintaining all Foundation financial accounts and recommends investments of Foundation assets to the Board of Trustees.

Officers and members of the Board of Trustees shall perform such duties as may be assigned to them from time to time by the Board in addition to those set forth in these bylaws. Each officer and member of the Board of Trustees has one vote. In the case of a tie on any vote the President will cast the determining vote.

VI. DUES

The Trustees of the Foundation may set membership dues and establish various classes of membership.

VII. EXPENDITURES

The Foundation will establish a General Account to pay for all routine expenses incurred by the Foundation, including but not limited to, newsletter publication and mailing costs, word processing costs, gifts, mementos, awards, post office box rental, and correspondence supplies. All membership dues and donations not associated with Foundation fund raising drives may be deposited in the General Account and will be available for payment of Foundation expenses.

The President or the Treasurer is authorized to make expenditures from the General Account to carry out the purposes of the Foundation up to and including \$100.00, per expenditure, without board

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approval. Board approval is required for all expenditures over \$100.00.

Donations earmarked for the Foundation or resulting from fund raising drives sponsored by the Foundation will be deposited in accounts separate from the General Account and will constitute principal. Principal will not be spent without approval of the Board of Trustees of the Foundation.

A majority of the Board of Trustees physically present will constitute a quorum for determining how the Foundation's resources will be invested and disbursed. In addition to annual meetings, the Board of Trustees may meet at the request of any Board member or the Foundation's President, to seek requests from the School's Commanding Officer or any other appropriate person, regarding how the Foundation may assist the School. The School's Commanding Officer, or any other appropriate person, may make specific requests, identifying the amount of assistance required, and how it will be used. The Foundation will then approve only those requests and amounts it deems appropriate.

The President will ensure that all gifts received by the Foundation are forwarded to the Foundation's Treasurer for deposit in the appropriate account and inclusion in the annual audit.

VIII. COMMITTEES

The Trustees may establish committees, including but not limited to:

Nominating Committee. At least sixty days prior to the Annual Meeting, the Board of Trustees shall appoint, or may authorize the President to appoint, a Nominating Committee of at least three persons to select candidates for vacancies on the Board of Trustees. The Chair of the Nominating Committee shall present the names of candidates to the Secretary/Treasurer, who shall publish the names to the membership together with the notice of time and place of the Annual Meeting.

Finance Committee. The Board of Trustees may appoint a Finance Committee to consist of the number of persons as the Board of Trustees may determine, to perform such duties as the Board determines.

Executive Committee. The Board may appoint or authorize the President to appoint an Executive Committee to consist of a number of such persons as deemed advisable. When the Board of Trustees is not in session the Executive Committee shall exercise all powers of the Board as allowed by law.

IX. ANNUAL AUDIT

The Foundation's books, records, accounts, and receipts will be subject to an annual audit to be completed before the Foundation's annual meeting in April. At the close of the fiscal year of the Foundation, the Treasurer will present the financial records for audit. The President of the Foundation will

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select an audit committee that will consist of a Chairperson and two members, none of whom serve on the Foundation Board of Trustees. The results of the annual audit will be presented by the Treasurer at the annual meeting of the Foundation in April.

X. INSURANCE

The Foundation has no continuing need for insurance. When specific activities of the Foundation dictate that insurance coverage is prudent or necessary, the Treasurer will obtain such coverage as determined and directed by the Board of Trustees.

XI. MEETINGS

The President shall call an annual meeting of the members and Board of Trustees. This annual meeting of all Foundation members will be held at the principal offices of the Foundation or in such other location as agreed upon by the Board of Trustees.

The President or any Board member may call other meetings of the Board of Trustees at any time. A majority of the Foundation Board officers and members (no less than four) will constitute a quorum of the Board of Trustees. When a meeting is called that is not the annual meeting the location of the meeting may be designated by the President with consent from a majority of the Board of Trustees.

XII. AMENDMENTS

This Constitution may be amended by a majority vote of the members of the Foundation or by a three-fourths majority of the Board of Trustees.

XIII. DISSOLUTION

Upon the dissolution of the Foundation, the President of the Foundation will pay or make provision for payment of all of the liabilities of the Foundation. If assets are not sufficient to cover the Foundation liabilities, the membership may be liable in accordance with applicable state law. If assets remain after dissolution, the President will dispose of the remaining assets of the Foundation exclusively for the purposes of the Foundation, in such a manner and for one or more exempt purposes within the meaning of \square 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

. DISCRIMINATION

The Naval Justice School Foundation is an equal opportunity organization and complies with all applicable Department of Defense and Department of the Navy regulations on equal opportunity and non-

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discrimination.

Approved

Date
