

2-315203-6

FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of UNITED STATES SUBMARINE VETERANS ASSOCIATION

a domestic corporation of Bremerton, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

November 5, 1981

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF
UNITED STATES SUBMARINE VETERANS ASSOCIATION

The undersigned, Tudor F. Davis TMC(SS), Clyde P. Crowder SKC(SS), Charles R. Whitlock YN1(SS), and Carl E. Moore QM1(SS) for the purpose of forming a corporation under the non profit laws, RCW24.03, of the State of Washington, L E D state:

NOV 5 1981

I

SECRETARY OF STATE
STATE OF WASHINGTON

The name of the corporation shall be UNITED STATES SUBMARINE VETERANS, ASSOCIATION.

II

The term of existence shall be To perpetuate the memory of our shipmates who gave their lives while serving their country and support the United States Government for as long as required. (Perpetuity)

III

The purposes for which the corporation is organized are as follows:

1. To perpetuate the memory of our shipmates who gave their lives in the pursuit of their duties while serving their country. That their dedication, deeds, and supreme sacrifice be a constant source of motivation toward greater accomplishments. Pledge loyalty and patriotism to the United States Government.
2. To promote the general welfare of members of the Corporation and their families.
3. To initiate, develop, and carry out social, cultural, and educational programs on a nationwide basis and events for the benefit of the members of the Corporation.
4. To construct, purchase, or lease, and to maintain, operate, and control such community facilities of whatever type or kind required to accomplish the purpose hereinbefore set forth, including, but not limited to facilities for clubhouse, community centers, play grounds, athletic fields, and the like; and, to provide for the sale of foodstuffs of all kinds, beverages of all types and kinds, whether alcoholic or non-alcoholic, and other such salable items or services of a community-wide nature as may seem necessary or desirable for the convenience of the members of the Corporation and their families; provided always, however, that nothing therein contained shall be construed to exclude delegation and concessioning of such service outlets to another person or corporation, and provided further that nothing herein contained shall be construed to permit this Corporation to engage in any business solely for profit.

5. To purchase, or otherwise acquire by gift or devise, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of, to the extent permitted corporations without capital stock under the statute laws of the State of Washington, real and personal property, tangible, and of every kind, nature, and description whatsoever.

6. To borrow or raise money for any of the purposes of the Corporation without limit as to amount and in connection therewith, to grant collateral or other security either alone or jointly with any other person, firm or corporation, and to make, execute, draw, accept, endorse, discount, pledge, issue, sell, or otherwise dispose of promissary notes, drafts, bills of exchange and other evidences or indebtedness, negotiable or non-negotiable, and to confer upon the holders of any of its obligations such rights and privileges as from time to time may be deemed advisable by its board of directors but only to the extent permitted corporations without capital stock under the statute laws of the State of Washington.

7. To make and adopt by-laws, by two-thirds (2/3) majority vote, containing rules for the admission, government, suspension, and expulsion of its member; the imposition of fines and penalties not exceeding the sum of twenty-five dollars (\$25.00), the levying of assessments or dues, to further the purposes and objects of the Corporation; the election of its officers and board of directors and defining their duties; the management, safe-keeping and protection of its property and funds; and the voluntary dissolution of the Corporation, and not inconsistent with the laws of the State of Washington or the United States of America.

8. IN GENERAL, to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world and to do all things not forbidden, and within the powers conferred upon the corporations without capital stock by the laws of the State of Washington. The enumeration of objects and purposes herein shall not be deemed to exclude or in anyway limit by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly or by force of its laws of the State of Washington, now or hereafter in effect, or impliedly by any reasonable construction of said laws.

9. No part of the Corporation's income is distributable to its members, directors, or officers and the Corporation shall not have or issue shares of

stock or pay dividends.

10. The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows:

(a) All personnel having been designated "Qualified in Submarines" and to all personnel who have served on a United States submarine, or a submarine relief crew.

(b) There shall be only one class of members and each member shall be entitled to one vote at all meetings of the corporation as provided for in the by-laws of the Corporation.

(c) There shall be only one class of members as hereinbefore set forth, and membership shall be governed by such rules for retention, withdrawal, and expulsion as the by-laws of the Corporation shall prescribe, provided that all such by-laws shall be in conformity with the laws of the State of Washington governing nonstock corporations.

(d) No corporation, foreign or domestic, may become a member of the Corporation.

11. To the extent that the by-laws so provide therefor, election of directors or officers of the Corporation, or any other action to be voted upon by the members, may be had by mail in such a manner as may from time to time be stated in the by-laws of the Corporation.

The address of the initial registered office of the Corporation shall be:

4900 Pine Road NE, Bremerton, Washington 98310

The name of the initial registered agent at that same address shall be:

Tudor F. Davis TMC(SS), United States Navy, (Retired)

The number of directors constituting the initial Board of Directors shall be four. The names and addresses of the persons who are to serve as the initial directors are as follows:

Clyde P. Crowder	2618 Fircrest Place SE, Port Orchard, WA 98366
Charles R. Whitlock	Post Office Box 138, Belfair, WA 98528
Carl E. Moore	4245 SE Madrona Drive 8-6, Port Orchard, WA 98366
Tudor F. Davis	4900 Pine Road NE, Bremerton, WA 98310

In the event of dissolution of the Corporation, the net assets are to be distributed as follows:

Dissolution and winding up of the Corporation shall be pursuant to such method, and in accordance with such plan, formulated in such manner as the by-laws and

Laws of the State of Washington in force at the time of such dissolution and winding up shall prescribe.

Aug 27th 1981

Tudor F. Davis
Charles R. Whitford
Clyde P. Crowder
Carl E. Moore

WITH THE UNITED STATES ARMED FORCES
At Naval Submarine Base, Bangor, Kitsap County, Washington

I, LCDR R. M. LEVY, SC, USN, the undersigned officer, do hereby certify that on this 27th day of August, 1981, before me, personally appeared the above persons, who are known to me, and to be the identical persons who are described in, whose names are subscribed to, and who signed and executed the foregoing instrument, and having first made known to them the contents thereof, they personally acknowledged to me that they signed the same, on the date it bears, as their true, free, and voluntary act and deed, for uses, purposes, and considerations therein set forth. And I further certify that I am at the date of this certificate a commissioned officer of the grade, branch of service, and organization stated below in the active service of the United States Armed Forces; that be statute no seal is required on this certificate.

R M Levy
R. M. LEVY
338-42-2259, LCDR, SC, USN
Strategic Weapons Facility Pacific
Naval Submarine Base
Bangor, Washington

Accepted by Washington, ^{STATE} in accordance with 10 U.S.C. 936.



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

UNITED STATES SUBMARINE VETERANS ASSOCIATION

a Washington Non Profit corporation. Articles of Amendment were
filed for record in this office on the date indicated below.

Amending Article III(11)

Corporation Number: 2-315203-6

Date: August 31, 1984

Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

FILED

AUG 31 1984

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF AMENDMENT

WASHINGTON NONPROFIT CORPORATION ACT - 24.03

Pursuant to the provisions of RCW 24.03 of the Washington Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to the Articles of Incorporation:

(1) The name of the corporation is: UNITED STATES SUBMARINE VETERANS ASSOCIATION (Corp. # 2-315203-6)

(2) The following amendment(s) to the articles of incorporation was(were) adopted on: 29 August, 19 84:

Delete the last sentence of Article III 11 and replace it with the following:

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

COMPLETE REVERSE SIDE

(3) Check and complete one of the following applicable statements:

(X) 29 August 1984 was the date of the meeting of members at which the amendment was adopted. A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

() The amendment was adopted by a consent in writing by all members entitled to vote thereto.

() There are no members, or no members having voting rights. The amendment received a majority vote directors in office at a meeting of the board held on _____.

29 August 1984

(Date)

Thomas E. Rogers

(Signature and title of officer)

THOMAS E. ROGERS

Base Commander, United States Submarine Veterans Association
Bremerton, WA

FILING FEE \$10.00

FILE IN DUPLICATE



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE
CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA WASHINGTON 98504

WE ARE PLEASED TO FORWARD YOUR NONPROFIT ARTICLES OF INCORPORATION.

In order to keep your corporation in good standing, please make a note of the following filing requirements and submit the filings and fees as they become due.

ANNUAL REPORT (List of officers and directors) must be filed annually between January 1st and March 1st. The office of secretary of state automatically mails forms for this purpose in order to allow ample time for timely return and filing. If you or your registered agent have not received an annual report form by the 15th of January, please contact this office and request a copy.

CHANGE OF REGISTERED AGENT OR OFFICE - IT IS THE RESPONSIBILITY OF THE CORPORATION TO NOTIFY THIS OFFICE OF SUCH CHANGES IMMEDIATELY. The recording of a change along these lines cannot be accomplished by filling in the name or address of the new agent or office on the annual report form. A valid filing of the change must be made by completing a separate form in keeping with the requirements of the law.

CORPORATE NAME CHANGES OR AMENDMENTS TO THE ARTICLES - If, at the time such changes are contemplated, you will contact the office of secretary of state, we will send you a copy of the statutes which outline the filing requirements and fees for such changes.

BREMERTON BASE, UNITED STATES SUBMARINE VETERANS

BY-LAWS

(Incorporated Nov. 5, 1981)

(Proposed Nov. 16, 1983)

MASTER

ARTICLE I. PURPOSE

To perpetuate the memory of our shipmates who gave their lives in the pursuit of their duties while serving their country. That their dedication, deeds and supreme sacrifice be a constant source of motivation toward greater accomplishments. Pledge loyalty and patriotism to the United States Government.

The Bremerton Base shall be a member of the National Organization of the U.S. Submarine Veterans and shall be entitled to representation as provided for in the National By-Laws thereof.

The National By-Laws of U.S. Submarine Veterans shall govern this Base and it shall not adopt any policy or purpose and shall take no action in conflict herewith.

These By-Laws shall be deemed automatically modified and amended to insure that at no time be in conflict with the National By-Laws of U.S. Submarine Veterans.

ARTICLE II. MEMBERSHIP ELIGIBILITY

- Section 1. Membership is restricted to all U.S. personnel having been designated "Qualified in Submarines," by the U.S. Navy.
- Section 2. All members on or before July 17, 1982, in good standing, shall be known as Charter Members of the Bremerton Base.
- Section 3. Those members who have been discharged from the Armed Forces of the United States shall have been discharged under Honorable Conditions.
- Section 4. All applications of new members shall be accompanied by proof, when requested, of eligibility under Section 1 of this Article. Form DD214, letter from Commanding Officer, or the signature of a member in good standing attesting the application to be true to the best of his knowledge, shall be accepted.
- Section 5. All members in good standing shall be issued a membership card that displays the Submarine Qualification Insignia (Dolphins) on one side and "Our Creed" on the other side.

- Section 6. All members shall be a member of a State or Local Base of his choice and if no choice is made by that member, he shall be considered a member at large.
- Section 7. All members shall be bound by these laws and the Articles of Incorporation.
- Section 8. Associate membership. - An associate member is a person who is not eligible for regular membership and is sponsored by a regular member.
- Section 9. Associate membership will be limited to fathers, brothers and sons not less than sixteen years of age, of members of the U.S. Submarine Veterans, Ass.
- Section 10. Each regular member may sponsor one other associate member, not less than sixteen years of age, not covered in Section 9 of this Article.
- Section 11. Each associate member will be sponsored by a regular member. A vote, by secret ballot with unanimous approval is needed to accept the new member. Approval must be conducted at the business meeting immediately following the receipt of application for membership.
- Section 12. Associate members are allowed to vote on all local Base matters; will not hold an elected office; may hold an appointed office.

ARTICLE III. MEETINGS

- Section 1. The Bremerton Base shall conduct a monthly business meeting. The date, time, and place shall be designated by the Base Commander. The Vice Commander shall arrange for a place for the Base to conduct its monthly meetings.
- Section 2. Five percent of the regular members in good standing, at least two of which will be elected officers, shall constitute a quorum for the transaction of all business at the Base meetings. Associate members shall not be counted to establish a quorum. Once a quorum has been established, no member absenting himself shall destroy the quorum.
- Section 3. Special meetings or Board of Directors meetings may be called when warranted by the Base Commander.
- Section 4. Each member in good standing, whose name has been on the membership roll for 15 days, shall be entitled to vote in person at any meeting of the organization. Further, absentee ballots may be used for the election of officers only.

Section 5. A absentee ballot shall be published by the Base at least forty-five days or enough time to allow the voter at least thirty days to vote. All absentee ballots shall be executed by members entitled to vote and must have the ballot back to the Base prior to or not later than the date of the voting.

Section 6. The general procedure of meetings of this organization shall be in keeping with the normal parliamentary procedure set down by "Roberts Rules of Order - latest revision."

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The affairs and business of the Corporation shall be managed by a board of at least five (05), but not more than nine (09) members, who shall be members in good standing of the Bremerton Base, United States Submarine Veterans, Association.

Section 2. The Board of Directors shall consist of the Base Commander, the Vice Base Commander, Secretary, Treasurer, the immediate past Base Commander and up to four (04) elected members. The Base Commander will be the presiding officer and shall vote only in the case of a tie.

Section 3. The term of office for all elected officials will be for one year, or until successors have been elected. No member may hold the same office for more than two consecutive years. The offices of Secretary and Treasurer will be exempt from the two consecutive year limitation.

Section 4. The Board of Directors shall have the control and general management of the affairs and business of the Corporation. Such Board of Directors shall act as a board, whether regularly convened or without face to face meetings, as long as they express their approval or disapproval in writing and by a majority vote, may adopt such rules and regulations for the conduct of their meetings and as they may deem proper, not inconsistent with these By-Laws.

Section 5. Regular meetings of the Board of Directors shall be held one week prior to the monthly business meetings. Special meetings of the Board of Directors may be called by the Base Commander at any time.

Section 6. Notice of special Board of Directors meetings shall be given in person or by mail at least ten days prior to the date of the meeting. The notice should include the date, place, and topics to be discussed. No business other than that specified in such notice shall be transacted at any special meeting. At any regular meeting any business may be acted on without formal notice.

Section 7. At any meeting of the Board of Directors, a majority number of members of the Board at the time the meeting was called, shall constitute a quorum for the transaction of business. In the event of a quorum not being present, a lesser number may adjourn the meeting to some future date and time of not less than five days.

Section 8. At all meetings of the Board of Directors, each director is to have one vote.

Section 9. Any vacancies occurring on the Board of Directors shall be filled for the unexpired portion of the term by majority vote of the remaining Directors.

Section 10. A member of the Board of Directors may be removed from the Board of Directors for cause by a Two-thirds vote of the Board of Directors.

Section 11. The Board of Directors shall grant the Base Commander fifty dollars (\$50) for each official day of the National Convention for food and lodging, not to exceed one-hundred-fifty dollars (\$150) if so requested by him. No member of the Board of Directors shall be paid any salary for services rendered on behalf of the Association.

ARTICLE V. OFFICERS

Section 1. The Officers of the Corporation shall be:

- (1) Base Commander
- (2) Vice Commander
- (3) Secretary
- (4) Treasurer
- (5) Chief of the Boat

Section 2. Nomination and election of officers

- (a) The Chairman of the Nominating Committee shall conduct the nominations for the five elected offices.

- (b) The Chairman of the Nominating Committee shall call for nominations of eligible candidates for the five elected offices to all members in good standing, on or before February 1. Nominations shall be submitted by any member in good standing on or before April 1, to the Chairman of the Nominating Committee, but only if such nominations are accompanied by a written consent of the nominee that he will accept the nomination and serve if elected. The nominee must be a member of good standing. Upon receipt of all nominations, the Chairman of the Nominating Committee shall have published the names, in alphabetical order, of all candidates properly nominated, at least thirty days prior to the date of elections. Nominations, when called for, shall be made from the floor, on the day of the election, and shall be accepted upon the oral or written consent of the nominee that he accepts the nomination and will serve if elected. Elections shall be held at the business meeting in June. The new officers shall be installed during the month of July.
- (c) All elections shall be by secret ballot vote of the members in good standing. Absentee ballots will be accepted if they are submitted prior to but not later than the date of the election.
- (d) Every candidate, or his representative may address the membership for not more than five minutes. The candidate or his representative shall also have the right to request the distribution of campaign literature on behalf of his candidacy, and the officer conducting the election shall comply with any reasonable requests of any candidate to distribute such literature by mail or otherwise, to all members in good standing, provided however, that such distribution shall be at the candidates own expense. Every candidate shall have the right to once, within thirty days prior to an election, to inspect the list containing the names and last known address of all members. Such list shall be maintained and kept available for inspection by the officer conducting the election. Any discrimination in favor against any candidate, with respect to the use of membership lists, or otherwise, is prohibited. No funds of the Corporation shall be contributed or applied to promote the candidacy of any person for office, provided however, that the Board of Directors may make expenditures for notices, factual statements of issues, and other expenses necessary to conduct nominations and elections so long as they do not involve promotion of any candidate.

Section 3. Duties of Officers.

- (1) Base Commander - As outlined by National By-Laws.
- (2) Vice Commander - As outlined by National By-Laws.
- (3) Secretary - As outlined by National By-Laws.
- (4) Treasurer - As outlined by National By-Laws.
- (5) Chief of the Boat - (Sergeant at Arms from Robert rules)

Section 4. The treasurer shall be bonded by the corporation.

ARTICLE VI. COMMITTEES

The Base Commander shall select a Chairman for each committee that he may appoint, and for all standing committees and shall serve as ex-officio chairman of all committees. The standing committees shall be as follows:

- Planning Committee
- Scholarship Fund Committee
- Membership/Publicity Committee
- Ways and Means Committee
- Building Committee

ARTICLE VII. ORDER OF BUSINESS AT BASE MEETINGS

1. Moment of silence for our departed shipmates.
2. Salute to the Flag.
3. Introduction of National Officers in attendance stating name and Base.
4. Secretarys reading of the minutes of the last meeting.
5. Treasurers financial report.
6. Reports of standing committees.
7. Reports of special committees.
8. Unfinished business from previous meetings.
9. New business;
 - (a) Resolutions
 - (b) Other business
10. Special Orders;
 - (a) Nominations from the floor for election of officers
 - (b) Validation and counting of ballots for officers
 - (c) Introduction of new officers
 - (d) Report of Ladies Auxiliary
11. Closing of monthly business meeting.

ARTICLE VIII. MEMBERSHIP DUES

Section 1. The annual dues will be established by the Board of Directors. The dues will be at least two dollars (\$2) plus the obligation to National and not more than twice the National obligation.

Section 2. Dues are due and Payable on Janurary 1st. each year and remain effective until December 31st. of the same year.

Section 3. Members whose dues are in arrears on April 1st. of a current year will be dropped from all rosters.

ARTICLE IX. FISCAL YEAR

The fiscal year of the organization shall commence on the first day of October and end on the last day of September.

ARTICLE X. BY-LAW AMENDMENTS

Section 1. Any member in good standing may submit recommendations to amend these By-Laws to the Chairman of the Planning Committee.

Section 2. The Planning Committee shall submit all recommendations to amend these By-Laws in their final form, along with their recommendations, to the Board of Directors.

Section 3. All recommendations to amend these By-Laws shall be placed on the Base Commanders docket to be read to the membership.

Section 4. All amendments to these By-Laws must be read at three consecutive regular meetings. The third reading a vote will be taken and a two-thirds majority vote 'yes' shall be required to pass the amendment.

Section 5. All amendments certified as being passed shall become effective immediately.

Section 6. The secretary shall record in the minutes book the vote count pertaining to the balloting under this Article.

ARTICLE XI. LADIES AUXILIARY

Section 1. This Base has established a Ladies Auxiliary, it was approved by a majority vote of its members attending a properly called business meeting.

Section 2. The Ladies Auxiliary shall have voting rights on all matters concerning endeavors affecting both the Base and Auxiliary.

Section 3. The Ladies Auxiliary By-Laws will not conflict with the National and/or the Base By-Laws.