

The Commonwealth of Massachusetts

JOHN F.X. DAVOREN
Secretary of the Commonwealth

STATE HOUSE
BOSTON, MASS.

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Lloyd Higgenbotham, 4 Townsend Road, Acton, Mass. 01720

James P. Van Etten, 230 Rutgers Place, Nutley, New Jersey 07110

William Fitzsimmons, 571 Park Street, Upper Montclair, N. J. 07043

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

WILD GOOSE ASSOCIATION, INC.

2. The purposes for which the corporation is formed are as follows:

The Wild Goose Association is formed to provide an organization for individuals who have a common interest in Loran and who wish to foster and preserve the art of Loran, to promote the exchange of ideas and information in the field of Loran, to recognize the advances and contributions to Loran, to document the history of Loran, and to commemorate fittingly the memory of fellow Wild Geese.

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/4" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

None

- 4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:—

See Attachment 4 "A"

5. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers whose names are set out below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

4 Townsend Road, Acton, Mass. 01720

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
President: Lloyd Higgenbotham,	4 Townsend Road, Acton, Mass.	01720
Treasurer: William Roland,	USCG Hq. EEE/6S, 400 7th Street,	Washington, D. C. 20330
Clerk: Robert Frank,	Mail Station C8, Sperry Gyroscope Div.,	Sperry Rand Corp., Great Neck, New York 11020

Directors: (or officers having the powers of directors)

Lloyd Higgenbotham, 4 Townsend Road, Acton, Mass. 01720
 Claude Pasquier, Litcon Div. of Litton Systems, Inc. 1770 Walt Whitman Road,
 Melville, New York 11731
 James Van Etten, 230 Rutgers Place, Nutley, New Jersey 07110
 William Fitzsimmons, 571 Park St. Upper Montclair, N. J. 07110
 Robert Frank, Mail Station C8, Sperry Gyroscope Div., Sperry Rand Corp.,
 Great Neck, New York 11020
 Walter Dean, The Magnavox Co., Fort Wayne, Ind. 46802
 W. Frantz, 21 Pennaquid Rd., Coram, New York 11727
 William Becker, Hq. USAF (AF/RDQPS), Pentagon, Washington, D. C. 20330
 T. Daniels, US Army Electronic Command, Ft. Monmouth, New Jersey 07703
 Robert H. Doherty, OT/TIS Dept. of Comm., 325 S. Broadway, Boulder, Col. 80302
 William Roland, USCG Hq. EEE/6S, 400 7th Street, Washington, D.C. (S.W.) 20590
 Joseph Parini, Lear Siegler, Inc. Instrument Division, 4141 Eastern Avenue., S.E.,
 Grand Rapids, Mich. 49508

Lloyd Higgenbotham, 4 Townsend Road, Acton, Mass. 01720

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s)
 these Articles of Organization this 11th day of August, 19 72

Lloyd D. Higgenbotham
James Van Etten
William St. John

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

12204

RECEIVED

AUG 15 1972

CORPORATION DIVISION
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$25.00 having been paid, said articles are deemed to have been filed with me this 21st day of August 1972.

Effective date

John F. X. Davoren
JOHN F. X. DAVOREN
Secretary of the Commonwealth

RECEIVED

Aug 30.00

AUG 21 1972

CORPORATION DIVISION
SECRETARY'S OFFICE

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 12/3/84 CLERK mm

TO BE FILLED IN BY CORPORATION
CHARTER TO BE SENT TO

OK
m/f

James M. Leonard, Atty.
35 Hodge Lane
Frammingham, Mass.

FILING FEE: \$25.00

CHARTER MAILED 879-4174
DELIVERED 9-26-72

Attachment 4 "A"

CONSTITUTION

ARTICLE I

NAME

The name of this association shall be the "Wild Goose Association".

ARTICLE II

AIMS AND PURPOSES

The Wild Goose Association is formed to provide an organization for individuals who have a common interest in Loran and who wish to foster and preserve the art of Loran, to promote the exchange of ideas and information in the field of Loran, to recognize the advances and contributions to Loran, to document the history of Loran, and to commemorate fittingly the memory of fellow Wild Geese.

ARTICLE III

COMPOSITION OR NATURE

The Association shall be composed of individuals meeting the membership requirements and shall not be used for the dissemination of partisan principles, nor for the promotion of the candidacy of any person seeking public office or preferment, nor for promotion of any commercial enterprise.

ARTICLE IV

MEMBERSHIP

SECTION 1. MEMBERSHIP. There shall be two (2) classes of membership: Regular and Honorary, and the members shall be divided among such classes according to their respective eligibilities as defined in Sections 2 and 3 of this Article. Membership shall be on annual or lifetime basis.

CONSTITUTION

SECTION 2. REGULAR MEMBER. Any individual who has made or is making a significant contribution to Loran, is eligible for membership. Application shall be presented to the Board of Directors, which shall approve or reject the same by a majority vote of those present.

SECTION 3. HONORARY MEMBER. Honorary membership may be awarded by unanimous approval of the Board of Directors to an individual who has made an outstanding contribution to Loran.

ARTICLE V

MEMBERSHIP FEES

SECTION 1. Initiation Fees and Annual Dues. In order to provide funds for operating the Association, Dues and Fees may be established to cover the expenses.

SECTION 2. Fees and Dues will be established by the By-Laws to this Constitution.

ARTICLE VI

OFFICERS AND DIRECTORS

SECTION 1. OFFICERS. The officers of the Association shall be President, Vice-President, Secretary, and Treasurer. All officers shall be dues-paying members of the Association.

SECTION 2. ELECTED OFFICERS. The President shall be elected by the Membership of the Association to serve for a period of one (1) year and thereafter until his successor is duly chosen. No person may be elected to the office of President for more than two (2) consecutive terms.

CONSTITUTION

SECTION 3. APPOINTED OFFICERS. The Vice-President, Secretary and Treasurer shall be appointed by the elected President. The appointments shall be made from among the elected Directors of the Association, and they shall serve for a period of one (1) year and thereafter until their successors have been chosen for the new presidential term.

SECTION 4. ELECTED DIRECTORS. There shall be twelve (12) elected Directors and they shall be elected for a period of three (3) years. One-third (1/3) of the total membership of elected Directors shall be elected each year. The initial Directors shall be designated as one (1) year, two (2) year and three (3) year Directors, to allow for the election of one-third (1/3) of the Directors each year. Term of office to be served by the initial groups of Directors shall be determined by drawing lots by the founding directors. All directors shall be dues-paying members of the Association.

SECTION 5. VOTING. All Regular Members of the Association shall exercise the right of voting. Voting will be by mail, and the annual election will be held as prescribed in the By-Laws.

SECTION 6. VACANCIES.

a. Vacancies occurring among elected officials between the time of the annual election and the start of the term of office shall be filled by the candidate or candidates for the office next in line according to votes received.

b. Vacancies occurring among elected officials after the start of the term of office shall be appointed by the Board of Directors.

CONSTITUTION

ARTICLE VII

BOARD OF DIRECTORS

SECTION 1. COMPOSITION. The Board of Directors shall be composed of the President of the Association, the twelve (12) elected Directors of the Association, and the Immediate Past President of the Association.

SECTION 2. POWERS. The administrative authority of the Association shall be vested in the Board of Directors.

ARTICLE VIII

ANNUAL CONVENTION

The Convention shall be held annually at a time and place fixed by the Board of Directors and in accordance with the By-Laws.

ARTICLE IX

STANDING COMMITTEES

The Association may provide by its By-Laws, for such Standing Committees as may be deemed necessary. The President, annually, shall appoint the members, designate the Chairmen and fill the vacancies.

ARTICLE X

SPECIAL COMMITTEES

Either the Association's Membership, duly assembled, or the Board of Directors or President may create special Committees and define their respective powers and duties.

CONSTITUTION

ARTICLE XI DISCIPLINE

SECTION 1. ACTION, HOW TAKEN. The Board of Directors, after notice and a proper hearing, may by majority vote suspend or revoke the membership privileges of any Member.

SECTION 2. CAUSES FOR ACTIONS. Any member of the Association may be suspended or expelled for misconduct reflecting unfavorably upon the Association.

ARTICLE XII AMENDMENTS

SECTION 1. The Constitution may be amended by two-thirds vote of the members voting.

SECTION 2. Proposed changes will be placed on a Ballot mailed to the membership after approval by the Board of Directors.

BY-LAWS

ARTICLE I
OFFICERS

SECTION 1. THE PRESIDENT. The President shall exercise the powers and perform the duties assigned to him by the Constitution and By-Laws and be the Chief Executive Officer of the Association and Chairman of the Board of Directors, as such, subject to the Constitution and By-Laws, he shall generally supervise the management of its affairs. He shall have full power to enforce the provisions of the Constitution, By-Laws and the will of the Annual Convention. He shall preside at the Annual Convention. He shall appoint all necessary committees and shall perform such other duties as are usually incident to the office.

SECTION 2. VICE PRESIDENT. The Vice President shall preside in the absence or disability of the President. The duties of the Vice-President shall be such as may be assigned by the President.

SECTION 3. THE SECRETARY. The Secretary shall keep a record of the proceedings of the Board of Directors, of annual meetings of the Association, and of all other matters of which a record shall be ordered by the President, the Board of Directors or the Association. He shall perform such other duties as may be assigned to him by the Constitution and By-Laws of the Association, the President and the Board of Directors, and shall perform such other duties as are usually incident to the office.

SECTION 4. THE TREASURER. The Treasurer shall collect and disburse all funds of the Association and be the custodian of such funds. He shall keep regular accounts in the books belonging to the Association. He shall make annual reports at each National Convention upon the condition of the Treasury and at such other times as shall be required by the Board of Directors or by the President. He shall perform such other duties as may be assigned to him by the Constitution and the By-Laws of the Association, and shall perform such other duties as are usually incident to the office.

BY-LAWS

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. MEETINGS. The Board of Directors shall meet at such times and places as shall be designated by the President. The Secretary shall call a special meeting upon the written request of five (5) or more members of the Board. The secretary shall notify all directors of all meetings in advance.

SECTION 2. QUORUM. Seven (7) members shall constitute a quorum of the Board of Directors. Absent members of the Board of Directors shall be counted as present at meetings, but only as to those matters with respect to which the vote, in writing, of such absent members, is received by the Secretary of the Association prior to the meeting.

SECTION 3. POWERS. In addition to such powers as are specifically conferred upon it by the Constitution or any By-Laws, the Board of Directors shall be responsible for the general management of the affairs of the Association, and may make such regulations as it deems advisable, not inconsistent with the Constitution and By-Laws. It shall keep a record of its proceedings in minute books which shall be maintained at the office of the Secretary.

ARTICLE III

STANDING COMMITTEES

SECTION 1. AUTHORIZED COMMITTEES. The Standing Committees of the Association shall be as follows:

Convention Committee
Executive Committee
Historical Committee
Membership Committee
Nominating and Election Committee

BY-LAWS

SECTION 2. CHAIRMEN OF STANDING COMMITTEES. The President shall appoint the chairman of each committee from among the membership. Members of the Board of Directors should be selected for Chairman of Committees where they can be effective; however, their selection is not mandatory, unless specifically required by these By-Laws.

SECTION 3. MEETINGS. Each Standing Committee shall hold meetings at such times as may be specified, after due notice to its members, by its Chairman, by the President of the Association or upon the request in writing of a majority of its members.

SECTION 4. REPORTS. Each Standing Committee shall keep a record of its proceedings and shall make a written report of its activities to the Secretary of the Association.

SECTION 5. REMOVAL. Any member of a Standing Committee may be removed from office (except members of the Executive Committee), by the Committee Chairman with the concurrence of the President, or by the written request of two-thirds (2/3) of the committee members.

SECTION 6. DUTIES. Each Standing Committee shall be charged with the duties assigned to it by the Constitution and By-Laws of the Association or by the President or Board of Directors and shall perform such other duties as are usually incident to committees of its particular function. Any question which may arise as to the jurisdiction of a Committee shall be determined by the President.

SECTION 7. APPROPRIATIONS. The Chairman of any Committee may make application to the Executive Committee for appropriation of funds for the work of such Committee. No Committee shall have authority to incur any indebtedness or pecuniary obligation for which the Association shall be responsible except to the extent previously authorized by the Board of Directors, or by the Executive Committee.

BY-LAWS

ARTICLE IV

NOMINATING AND ELECTION COMMITTEE

SECTION 1. CHAIRMAN. The chairman shall be a member of the Board of Directors.

SECTION 2. MEMBERSHIP. The chairman shall appoint an even number of members, not less than two (2) nor more than six (6), to serve on the committee.

SECTION 3. NOMINATIONS.

a. Nominations to any office to become vacant may be made in writing by any member of the Association, provided it is accompanied by a short biographical sketch of the person to be nominated, suitable for release to the general membership and a complete but concise justification for nomination.

SECTION 4. SELECTION.

a. The Nominating and Election Committee shall solicit and review all nominations and shall select not less than two (2) nor more than five (5) candidates for President, and not less than eight (8) nor more than twelve (12) candidates for the Board of Directors.

b. The Chairman of the Committee shall submit the Nominating and Election Committee nominations to the President of the Association for Board of Directors action not later than 1 April of each year.

c. The Board of Directors shall act upon the recommendations of the Nominating and Election Committee and may add candidates.

SECTION 5. ELECTIONS.

a. Ballots will allow write-in votes for all offices. Ballots will be mailed to the membership between the first (1) and thirty-first (31) of May and only those ballots received in the Association mail box by 1400 on the Thirtieth (30) of June shall be counted. Ballots will be returned in the ballot envelopes provided and they shall not be opened prior to close of the

BY-LAWS

election on Thirty (30) June and then only at such time and place as there are three (3) members of the Nominating and Election Committee present.

b. Results of the election will be provided to the Secretary of the Association not less than fifteen (15) July. Results shall show each candidate and the number of votes received.

c. The Nominating and Elections Committee shall establish the validity of ballots and shall exercise the discretion necessary to resolve voting discrepancies.

d. Immediately after counting, the ballots will be delivered to the Secretary. The ballots will remain in the Secretary's jurisdiction for possible recount until after the next Annual Convention at which time they will be destroyed.

ARTICLE V

EXECUTIVE COMMITTEE

SECTION 1. CHAIRMAN. President of the Wild Goose Association.

SECTION 2. MEMBERSHIP. The Executive Committee shall be composed of the President, Vice-President, Secretary and Treasurer.

SECTION 3. The Executive Committee shall be responsible for the business affairs of the Association. They shall insure that the resolutions of the Board are properly administered and that actions requiring authorization between meetings of the Board of Directors are authenticated and approved.

ARTICLE VI

CONVENTION COMMITTEE

SECTION 1. CHAIRMAN. The Chairman shall be any member of the Association.

SECTION 2. MEMBERSHIP. The Chairman shall appoint an even number of members, not less than two (2) nor more than six (6), to serve on the committee.

BY-LAWS

SECTION 3. DUTIES. The Convention Committee shall plan and conduct an annual convention in September or October of each calendar year at a place and date approved by the Board of Directors. Installation of all officers shall take place at this convention.

ARTICLE VII MEMBERSHIP FEES

SECTION 1. Initiation Fees and Annual Dues. Regular membership fees and dues shall be paid on the following basis:

- a. Initiation Fee \$10.00. This includes dues for the first year.
- b. Annual Dues. \$7.50 per year.
- c. Honorary Members shall be exempt from Initiation fees and Annual dues.
- d. Regular Life Memberships shall be \$100.00. No initiation fee is required in case of Life Membership.

ARTICLE VIII AMENDMENTS

SECTION 1. The By-Laws may be amended with the concurrence of two-thirds (2/3) of the members of the Board of Directors.

SECTION 2. Members of the Board will be provided a copy of all proposed changes and given thirty (30) days after date of mailing to respond. Yeas & Nays shall be recorded by the Secretary, including each member's vote.