TITLE: Articles of Incorporation-Amendment Procedures

BYLAW/STANDING RULE AFFECTED: Article IX. Amendment to the Articles of Incorporation (new)

STATE THE SPECIFIC CHANGE PROPOSED: Add new Article IX. Amendment to the Articles of Incorporation. Insert the following sections:

“Section 1. Initiation.” “Amendments to the Articles of Incorporation may be offered to the NEB by a Chapter, Federation Executive Board, Federation Convention, or any member of the NEB.”

“Section 2. Action by the NEB.” “Except for certain corrections and amendments specified in the law of the District of Columbia covering non-profit corporations, the NEB must prepare a Resolution to Amend the Articles of Incorporation and approve it by a two-thirds affirmative vote. The Resolution shall be included in the notice of Convention resolutions issued 60 days before the Convention.”

“Section 3. National Convention Action.” “To be adopted, the Amendment requires approval by two-thirds affirmative vote by ballot at the national convention.”

“Section 4. Post National Convention Action.” “The Secretary will transmit the exact text of the approved amendment to the Articles of Incorporation in the manner specified by the District of Columbia.”

CURRENT BYLAW/STANDING RULES: None

IF ADOPTED: See the specific changes listed above.

REASON CHANGE SHOULD BE ADOPTED: The newly-revised DC statute governing non-profit corporations specifies and limits how a corporation’s Articles of Incorporation can be amended. It authorizes the Board of Directors to make certain changes by itself to facilitate making the Articles of Incorporation conform to the requirements of the DC statute. All other amendments of the Articles of Incorporation may be submitted only by the NEB for approval by the members by a two-thirds vote.

NARFE’s Articles of Incorporation do not provide for their amendment nor do the current bylaws. The proposed amendment of the bylaws corrects that omission. It specifies that the NEB would submit a proposed amendment of the Articles of
Incorporation with a two-thirds vote; that 60 days notice of the proposed amendment in the convention Resolutions book would be required; and that a two-thirds approval by a ballot vote would be required for approval of the proposed amendment at a national convention. It also authorizes chapters, federations through an executive board or convention, and/or a member of the NEB to submit proposed amendments to the NEB for their consideration. After approval by ballot vote, the exact language of the amendment would be delivered to the District of Columbia per their required procedures.

**ESTIMATED ANNUAL COST:** None