

AMENDED BYLAWS OF SWIFT BOAT SAILORS ASSOCIATION, INC.

1. CORPORATION OFFICES

1.1 Registered Offices. The registered office of the corporation required by the Montana Nonprofit Act to be maintained in the State of Montana may be, but need not be, identical with the principal office in the State of Montana, and the address of the registered office and registered agent may be changed from time to time by the board of directors. The corporation shall also maintain a registered agent and registered office as required by the laws of other States in which the corporation has authority to conduct its affairs and as determined by the board of directors.

2. BOARD OF DIRECTORS

2.1 Management by Board of Directors. The business and affairs of the corporation shall be managed by its board of directors.

2.2 Number, Tenure, Qualifications and Election of Directors. The number of directors of the corporation shall be nine (9), which number may be increased or decreased (but not to less than three (3)), by amendment to this bylaw, but no decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office for a term of four (4) years and/or until a successor has been elected and qualified, unless the director sooner resigns or is removed as provided in these Bylaws. Initial terms of new director positions may be set for less than four (4) years by the existing board of directors. Directors need not be residents of the State of Montana, but must be currently dues-paid members of Swift Boat Sailors Association. Directors shall be elected by and from the Active Members in good standing of the association as defined in Section 6.6 of these bylaws. Additionally, a director is required to have a personal computer with 24-hour internet access.

2.3 Regular Meetings. A regular meeting of the board of directors shall be held once each year at a location and time within or without the State of Montana as determined by resolution of the board of directors. The board of directors may also provide by resolution, for board member attendance by telephone, video conferencing or other means of electronic conferencing at any regular or additional regular meetings without other notice than such resolution. "Other means of electronic conferencing" as used in this and subsequent sections may include email conferencing so that each participant has the opportunity to read the communicated writings of the other participants at the same time. Such electronic conferencing may be governed by any rules of order for cyber communications as approved by the board.

2.4 Special Meetings. Special meetings of the board of directors may be called by the president or any director. The person or persons calling special meetings of the board of directors may fix any place, either within or without the State of Montana, or by telephone, video conferencing or other means of electronic conferencing as the place for holding the meeting.

2.5 Notice of Special Meetings. Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally or mailed to each director at the director's business or residential address. However, any board action to remove a director requires notice to be given at least seven (7) days previously thereto. If mailed, the notice shall be deemed to be given when deposited in the United States mail so addressed, with postage prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting of the express purpose of objecting to the transaction or any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

2.6 Quorum. A majority of the number of directors fixed by the bylaws shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than a majority is present, in person or by telephone, video conferencing or other means of electronic conferencing, at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Except as may be otherwise restricted by the articles of incorporation, members of the board of directors may, if authorized by resolution of the board of directors, participate in any meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time or read the communicated writings of the other participants at the same time, and participation by such means constitutes presence in person at a meeting.

2.7 Manner of Acting. Unless otherwise provided by the Montana Nonprofit Corporation Act, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Each director shall have one vote. Directors shall not vote or sign directors' resolutions by proxy.

2.8 Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors shall be appointed by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors, by the filing with the secretary or the board of directors of a written designation of the person or persons so named. A reduction in the authorized number of directors shall not serve to disenfranchise any director prior to the expiration of the term for which he or she was elected. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

2.9 Compensation. By authorization of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board of directors, and may be reimbursed for expenses incurred on behalf of the corporation. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation for services.

2.10 Presumption of Assent. A director of the corporation who is present, in person or by telephone, video conferencing or other means of electronic conferencing, at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless a written dissent to such action is filed with the person acting as the secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

2.11 Removal. A director may be removed, with or without cause, if a two-thirds majority of the directors present, in person or by telephone, video conferencing or other means of electronic conferencing, at a duly constituted meeting votes for the removal. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all directors that a purpose of the meeting is removal.

2.12 Actions Without Meeting. Any action required or permitted to be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote.

2.13 Resignation. A director may resign at any time by delivering written notice to the board of directors or the president. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered. If a resignation is effective at a later date, then the board may fill the pending vacancy provided that the successor does not take office until the effective date.

3. OFFICERS

3.1 Required and Permissible Officers. The officers of this corporation must be currently dues-paid members, and shall include a president, a vice president, a secretary and a treasurer. In the discretion of the board of directors, it shall be permissible to elect a chairman of the board, one or more vice presidents, assistant secretaries and assistant treasurers. The same person may hold any two or more offices. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors.

3.2 Elections and Term of Office. The officers of the corporation to be elected by the board of directors shall be elected biannually by the board of directors at the regular meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until a successor is duly elected or until the officer's death, resignation or removal. The officers shall have such duties, in addition to those expressed herein, as the board of directors shall specify from time to time.

3.3 Removal. Any officer or agent elected or appointed by the board of directors may be removed at any time, with or without cause, by the board of directors.

3.4 Vacancies. A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the board of directors for the unexpired portion of the term.

3.5 President. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. The president may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of president.

3.6 Chairman of the Board of Directors. When there is a chairman of the board of directors present either in person, by telephone, video-conferencing, or other means of electronic conferencing, the chairman shall preside at all meetings.

3.7 The Vice President. In the absence of the president or in the event of the president's death, inability or refusal to act, the vice president (or if there is more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to the president.

3.8 Secretary. The secretary shall: (a) keep the minutes of the board of directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation; (d) keep records of video conferencing or other means of electronic conferencing including email notices, consents and waivers and (e) in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned by the president.

3.9 Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such money in the name of the corporation in such banks, trust companies or other depositories, (b) prepare and publish a financial report at least twice each year (sent to each director and available by request to each dues-paid member) and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the board of directors shall determine.

3.10 Assistant Secretaries and Assistant Treasurers. The board of directors may, at their discretion, from time to time, elect an assistant secretary and/or assistant treasurer. The assistant treasurer, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president.

3.11 Resignation. An officer may resign at any time by delivering written notice to the board of directors. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered. If a resignation is effective at a later date, the board may fill the pending vacancy provided that the successor does not take office until the effective date.

4. CONTRACTS, LOANS, CHECKS AND DEPOSITS

4.1 Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

4.2 Loans. No loans shall be contracted on behalf of the corporation and no evidence of the indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

4.3 Checks, Drafts, etc. All checks, drafts or other order for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

4.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

5. INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS AND EMPLOYEES

5.1 Indemnification of Directors.

(a) Indemnification.

The corporation shall indemnify a director if a determination has been made in accordance with the procedures set forth in the Montana Nonprofit Corporation Act that the director met the standard of conduct set forth in subsection (b) below, and payment has been authorized in accordance with the procedures set forth in the Montana Nonprofit Corporation Act based on a conclusion that the expenses are reasonable, the corporation has the final ability to make the

payment, and the financial resources of the corporation should be devoted to this use rather than some other use by the corporation.

(b) Standard of Conduct.

A director may be indemnified hereunder if:

- (1) he or she conducted himself or herself in good faith;
- (2) he or she reasonably believed:
 - (i) in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in its best interests;
 - (ii) in all other cases, that his or her conduct was at least not opposed to its best interests; and
- (3) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The corporation shall not indemnify a director (1) in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; (2) in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

5.2 Advance Expenses for Directors. If, following the procedures set forth in the Montana Nonprofit Corporation Act, a determination is made and if an authorization of payment is made following the procedures and standards set forth in the Montana Nonprofit Corporation Act, then the company shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

- (1) the director furnished the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in bylaw 5.1;
- (2) the director furnishes the corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment); and
- (3) a determination is made that the facts then known to those making the determination would not preclude indemnification under bylaw 5.1 or the provisions of the Montana Nonprofit Corporation Act.

5.3 Indemnification of Officers, Agents and Employees Who Are Not Directors. The board of directors may indemnify and advance expenses to any officer, employee, or agent of the corporation, who is not a director of the corporation to any extent consistent with public policy, as determined by the general or specific action of the board of directors.

5.4 Mandatory Indemnification. Notwithstanding any other provisions of these bylaws, the corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

6. MEMBERSHIP

6.1 Membership Categories. There are two categories of memberships in the Swift Boat Sailors Association: Active Membership and Associate Membership.

6.2 Active Membership. The following persons are eligible for Active Membership in the association:

- (1) All persons who served in Boat Squadron One (BOATRON One); Coastal Squadron One (COSRON One), Coastal Divisions 11, 12, 13, 14, 15 and 16; and any other PCF units stationed in the Republic of Vietnam.

- (2) Personnel assigned to units in support of BoatRon One; PCF and Boat Divisions 101, 102, 103, 104 and 105; Coastal Squadron One and Coastal Divisions 11, 12, 13, 14, and 16. This includes officers and men assigned to repair ships, Naval Support Activities, APLs and United States Coast Guard Units that directly support Swift Boats.
- (3) Personnel assigned to stateside units, including the Naval Inshore Operations Training Center (NIOTC) that trained crewmembers for duty on Swift Boats.
- (4) Family members of persons who qualify for membership under paragraphs (1), (2) and (3) of Section 6.2.

6.3 Associate Membership. Associate Membership in the association is open to all persons who do not qualify for Active Membership.

6.4 Length of Membership. Length of membership in the association will be for one (1) year and renewable annually.

6.5 Meetings. Regular meetings of the Membership will be held at reunions to be held approximately every two years, and notice shall be given by mail in advance of such meetings.

6.6 Voting. Directors shall be elected by Active Members in good standing either in person at membership meetings or by mail as provided by resolution of the board of directors. Good standing shall mean that the member's annual dues are fully paid at the commencement of the meeting in which a vote of Active Members is to be called.

6.7 Dues. The board of directors shall determine at its regular annual meeting the amount of annual dues to be paid by Active and Associate Members

7. MISCELLANEOUS

7.1 Notice. Unless otherwise provided herein, notices must be in writing unless oral notice or email notice is reasonable under the circumstances. Written notice is effective at the earliest of the following: (a) when received; (b) 5 days after its deposit in the United States mail, as evidenced by the postmark, if it is deposited in the United States mail, postage prepaid; or (c) on the date shown on the return receipt if it is sent by certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Email notice is effective when acknowledged by recipient.

7.2 Waiver of Notice. Any notice which is required to be given to any director of the corporation under the provisions of these bylaws or under the provisions of the articles of incorporation, or under the provisions of the Montana Nonprofit Corporation Act, may be waived by the director by a written waiver, signed by the director entitled to such notice and filed with the minutes of the corporate records.

7.3 Corporate Seal. The board of directors shall provide a corporate seal that shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words, "Corporate Seal."

7.4 Amending Bylaws. These bylaws may be altered, amended or repealed and new bylaws may be adopted by the board of directors at any regular or special meeting of the board of directors. Notice of such meeting must be given in accordance with bylaw 2.5 and the notice must also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

7.5 Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its board of directors.

7.6 Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

7.7 Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the board of directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(19) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended.

7.8 Exempt Activities. Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(19) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

CERTIFICATE OF ADOPTION OF BYLAWS

We, the undersigned, a majority of the directors and secretary of the aforesaid Montana nonprofit corporation, do hereby certify that the above and foregoing amended bylaws of said corporation were adopted on the _____ day of _____, 2003, and the same do now constitute the bylaws of the corporation.

DIRECTOR – Tom Forrest

DIRECTOR – Ed Bergin, Chairman of the Board

DIRECTOR – Raul Herrera

DIRECTOR – Jim Schneider

DIRECTOR – Robert Brant

DIRECTOR – Bob Franson

DIRECTOR – Larry Wasikowski

DIRECTOR – David Wallace

SECRETARY and DIRECTOR – Gene Hart