



# UNITED STATES POWER SQUADRONS COMMITTEE ON RULES

## MAY 2007 INTERIM REPORT TO THE GOVERNING BOARD IN PREPARATION FOR THE 2007 MID-YEAR MEETING

We are presenting an interim report to keep everyone informed about progress on the Governance Proposal. A change in governance is an important question --- perhaps the most important issue in years. We are committed to an open process, with time for all of you to think about the changes and discuss them with your members.

At the 2007 Annual Meeting, everyone was told that the Norfolk Governing Board would vote on a motion to have this committee draft amendments. The amendments would come to a vote at the 2008 Annual Meeting in Dallas. The Committee on Rules started outlining the changes that might be needed and hoped to have a first draft ready for discussion in Norfolk. We found that the original schedule wasn't going to work.

One of the major changes involves the elections of USPS national officers. Our current Bylaws call for two rounds of elections:

- The Annual Meeting (Governing Board and squadron delegates) elects the national Bridge, the general committees, and the general members of the Governing Board.
- After the Annual Meeting adjourns, the Governing Board meets to elect the rear commanders, staff commanders, and members of the standing committees.

The Governance Proposal would add the squadron delegates to the Governing Board and combine all of the winter sessions into a single meeting. The combined meeting would elect all of the national positions and designate some of those positions to serve in a second capacity as members of the Board of Directors.

That's the problem. If the bylaws amendments are decided at an Annual Meeting, it would be very hard to implement the changes at the same meeting. Who should receive notice of the meeting and the candidate slates? Who may vote? Should the annual meeting adjourn and reconvene immediately as a Governing Board meeting? Regardless of how you plan to vote, we think everyone can support an orderly transition.

This leaves two choices:

- The Norfolk Governing Board could amend the bylaws effective upon the convening of the first Governing Board meeting in 2008. This would allow the existing Governing Board to finish the work of the meeting, with the "new" Governing Board taking over at Dallas. The Committee on Nominations would present a unified slate of candidates for election at the 2008 Governing Board Meeting/Annual Meeting.
- The Governing Board could continue with the current plan ---- approve the concept in principle and direct the Committee on Rules to prepare amendments for a vote at the 2008 Annual Meeting. The amendments would take effect at the 2009 Annual Meeting.

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The Committee on Rules believed that the first option was the better choice. If USPS agrees that change is needed, then it is needed sooner rather than later. We moved up our schedule and started detailed work so a draft could go out as soon as possible. We are ready to release that draft.

Our approach has been simple: if a bylaws change was needed to carry out the intent of the Governance Proposal, we wrote it. If the duties in a particular section were being re-assigned, we moved the section. If a section wasn't involved in the Governance Proposal, we left it alone (except for renumbering of sections).

We made one change to the duties of this committee. The current bylaws allow us to charter new squadrons except for the 60 day period before a Governing Board meeting. We have proposed eliminating the blackout period. This would allow Governing Board participation by the commander and delegates from the new squadron.

One area remains open. Our bylaws provide for temporary replacement of officers if they are incapacitated or unavailable. The interim officer steps aside when the principal officer is able to continue. This may not work for the Board of Directors because of certain provisions in North Carolina law. Our current draft calls for the interim officers to carry out the duties of the office except for serving on the Board of Directors. We are looking at two possibilities:

- Electing the assistants to the educational officer, secretary, and treasurer as alternate members of the Board
- Allowing the Board of Directors to designate a replacement, just as the Operating Committee does today. The replacement would continue in office until the next Governing Board meeting, at which time the Governing Board would fill the vacancy.

Respectfully,

R/C Allan W. Lakin, SN, Chairman  
Stf/C William I. Neef, SN, Assistant Chairman  
P/R/C Daniel Stein, SN  
P/D/C Artemas M. Pickard, SN  
R/C Robert Schloeman, JN  
P/R/C Gene R. Van Rhee, SN  
P/R/C Lowell G. (Lew) Ward, SN