

BYLAWS

DISTRICT 28

A Unit of United States Power Squadrons®

Sail and Power Boating – America's Boating Club



As amended through 1 April 2009 by the Committee on Rules

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These bylaws amended in part per the 2008 District Model Bylaws

Change Record

April 2001 -- An immediate past district commander not willing to serve on Planning Committee may serve in an elective position if in best interests of the district.

October 2005 -- Updated for compliance with USPS Model Bylaws for Districts, dated February 2004. District unique articles and/or sub-paragraphs retained from the District 28 Bylaws, dated 27 April 2001.

March 2009 -- Updated per the recommendations of the USPS Model Bylaws for Districts, dated January 2008. District unique articles and/or subparagraphs are retained from the District 28 Bylaws, 5 October 2005 with minor changes to clarify meanings and/or procedures.

BYLAWS OF
DISTRICT 28
UNITED STATES POWER SQUADRONS

ARTICLE 1

District Organization

Section 1.1 This district shall be known as District 28

Section 1.2 The district shall be composed of the chartered squadrons assigned it by the Governing Board of United States Power Squadrons. It shall be governed by a district conference functioning as the governing body and by a district council functioning as an executive committee of the district conference, all in accordance with the policy and authority of USPS.

Word and Term Meaning

Section 1.3 As used herein, and unless the context clearly indicates otherwise, the term:

1.3.1 *USPS* means United States Power Squadrons.

1.3.2 *Governing Board* refers to and means the Governing Board of USPS.

1.3.3 *National* refers to and means the national organization and officers of USPS.

1.3.4 *Conference, council, district, squadron, division, officers, committees, aides, members,* and subjects treated generally, refer to and mean those of this district.

1.3.5 *Policy and authority of USPS* refers to and means the bylaws of USPS, the policies adopted by the Governing Board of USPS, and the current USPS *Operations Manual* which supplements these documents.

Section 1.4 Any word denoting gender used in these bylaws shall apply equally to either gender as the context may require.

ARTICLE 2

Officers and Committees

General Provisions

Section 2.1 All officers and committee members, elected or appointed, shall be subject to the following general provisions:

2.1.1 All elected officers and elected committee members shall be active members of squadrons in the district. All appointed officers and committee members shall be members of squadrons in the district.

2.1.2 All bridge officers shall have been awarded at least one advanced grade and at least one merit mark. This requirement may be waived by the national executive officer for good cause in accordance with USPS Bylaws Section 6.8

2.1.3 Except as otherwise provided in these bylaws, all officers, committee members, and appointees shall: (1) be elected or appointed annually; (2) serve for one year or until their successors are elected or appointed, or if applicable, installed; and (3) begin their term of office at the end of the time at which they are elected, or if applicable, appointed.

2.1.4 No member shall be nominated for or hold more than one flag office simultaneously except that the district offices of secretary and treasurer may be held by the same person. A person may hold elected flag offices at other levels of USPS if there does not seem to be a conflict of interest.

2.1.5 No individual shall be eligible for election to the office of commander for more than two consecutive terms of one year each.

2.1.6 Committees whose members have staggered terms shall have members elected or appointed initially for terms to meet such qualifications. One of the members whose term next expires shall be appointed chairman *except* for the general committees, which shall select their own chairmen.

2.1.7 A vacancy occurring in any elective office shall be filled by the council for the unexpired term and a vacancy occurring in any appointive office shall be filled by appointment by the commander. Persons selected to fill vacancies in the offices of educational officer and assistant educational officer must have their qualifications approved as provided in 6.3 herein.

2.1.8 In addition to the specific duties set forth herein, all district officers shall be expected to perform such other duties relating to their office as may be prescribed by the policy and authority of USPS.

2.1.9 In all instances relating to rank, grade, appointment, duties, and procedures, the policy and authority of USPS shall prevail.

2.1.10 Upon leaving office, officers shall turn over to their successors all records, reports, communications and documents in their possession that pertain to the affairs of the district.

Elected Officers

Section 2.2 The commander, the ranking officer, shall:

2.2.1 Preside at all meetings of the conference and the council and represent the district at meetings and functions of USPS.

2.2.2 Visit each squadron at least once a year. If unable to make such visitations in person, designate a representative to do so, preferably one of the district lieutenant commanders or a past district commander.

2.2.3 Call meetings of the conference and the council as provided herein.

2.2.4 Be an *ex officio* member of all committees except the Nominating, Rules, and Auditing committees.

2.2.5 Appoint appointive officers and the chairmen and members of the appointive committees.

Section 2.3 The executive officer shall: (1) assist the commander; (2) have general supervision of the Executive Department as directed by the commander, the council, or the conference; (3) be an *ex officio* member of all committees of the Executive Department; (4) be the liaison between the district and the squadron commanders and receive their reports; and (5) in the temporary absence or incapacity of the commander, perform the duties and exercise the powers of the commander.

Section 2.4 The educational officer shall: (1) assist the commander; (2) have general supervision of the Educational Department and coordinate the squadrons' educational programs as directed by the commander, the council, or the conference; (3) advise the squadron nominating committees with respect to candidates for squadron educational officer and assistant educational officer and approve such nominations if the national educational officer has delegated such authority; and (4) be an *ex officio* member of all committees of the Educational Department.

Section 2.5 The administrative officer shall: (1) assist the commander; (2) have general supervision of the Administrative Department as directed by the commander, the council, or the conference; (3) be an *ex officio* member of all committees of the Administrative Department; and (4) in the temporary absence or incapacity of the executive officer, perform the duties and exercise the powers of the executive officer.

Section 2.6 The secretary shall:

2.6.1 Assist the commander.

2.6.2 Keep a record of the proceedings of the conference and the council and conduct the correspondence of these bodies.

2.6.3 Have custody of the official copy of the bylaws, which shall be kept corrected to date and send promptly to the designated member of the Committee on Rules; duplicate copies of bylaws amendments adopted by the conference, certified as instructed in section 4.6.1 of the USPS Operations Manual.

2.6.4 Keep and file all documents, records, reports and communications connected with the business of the district.

2.6.5 Make a report at each meeting of the council and the conference and as directed by the commander.

2.6.6 Send a copy of all conference and council minutes to each member of the council, planning committee and past district commanders, and a copy of all conference minutes to the national executive officer and to the national secretary.

2.6.7 Report to the national secretary at the USPS HQ address the names of all officers and committee chairmen when so requested. In the event of an interim election or appointment, report such changes within ten days of election or appointment.

2.6.8 Send notices for meetings of the conference and the council as required by 5.6 herein.

2.6.9 Be an *ex officio* member of all committees assigned to the Secretary's Department.

Section 2.7 The treasurer shall:

2.7.1 Assist the commander

2.7.2 Collect and hold, in the name of the district, all moneys belonging to the district.

2.7.3 Pay all bills contracted by the district, which have been approved by the council or provided for in the budget adopted by the conference.

2.7.4 Deposit district funds in financial institutions insured by an agency of the U.S. government and approved by the council.

2.7.5 Make a written report of the district financial condition at each meeting of the council and the conference, and as may be directed by the commander.

2.7.6 Send to each squadron and national a notice of the annual assessment levied against the squadrons by the Spring Conference. The Treasurer shall bill the squadrons, on a quarterly basis, for district assessment for all new and reinstated members. Squadron payments shall be made within thirty days of the billing notice.

2.7.7 Prepare and file in a timely manner all required federal, state and local tax and information returns, following the instructions and recommendations of the national treasurer.

2.7.8 Be an *ex officio* member of all committees assigned to the Treasurer's Department.

Elected Assistants

Section 2.8 The council may authorize election of an assistant educational officer, an assistant administrative officer, an assistant secretary, and/or an assistant treasurer. Any such officers shall assist their principals and, in the temporary absence or incapacity of their principals, act in the principals' stead.

General Committees

Section 2.9 The following general committees shall be elected by the conference and shall report directly to the conference the results of their assigned duties and responsibilities.

2.9.1 The Nominating Committee shall consist of one member (excluding the commander) from each squadron in the district. Each squadron commander shall propose one or more candidates to the Nominating committee to be considered for nomination. Members from half of the squadrons shall be elected on alternate years, with the member elected each year for a term of two years. In the event of an odd number of squadrons, a near equal division of nominees shall be elected each year to maintain an approximate fifty percent distribution. No member shall succeed himself on the Nominating committee. The Nominating committee shall select and nominate an eligible candidate for each elective office, and members of the Nominating, Rules and Auditing Committees.

The committee's report, setting forth its nominees, shall be mailed or delivered to the secretary not less than forty-five days prior to the date of the Spring Conference. The chairman of the Nominating committee shall call a meeting of the committee no later than the Fall Conference for the purpose of establishing a slate of officers for the ensuing year. Notice of the meeting shall be mailed or published at least twenty days prior to the meeting. Additional meetings may be held provided members receive notice at least five days prior to the meeting.

Vacancies in the Nominating committee for any cause shall be filled at the next meeting of the council or conference. If the office of the Nominating committee chairman should be vacated, the secretary of the Nominating committee shall assume the duties of the chairman until a chairman is elected at the next meeting of the Nominating committee. A quorum shall consist of forty percent of the members. The members of the Nominating committee shall meet immediately after their election to elect a chairman and secretary.

2.9.2 The Rules Committee shall consist of a chairman and two other members, one of whom shall be elected each year for a term of three years. This committee shall: (1) be responsible for adherence to the USPS Bylaws, USPS policy, and these bylaws; (2) be cognizant of the latest *Model Bylaws for Districts of USPS* and prepare necessary recommendations for district bylaws to maintain consistency with the policy and authority of USPS and (3) prepare wording for amendments on a motion of a committee member or as may be directed by the council or the conference. The committee shall submit its report for publication at least forty-five days before the date of the conference at which it is proposed to adopt the amendments

2.9.3 The Auditing Committee shall consist of a chairman and two other members, one of whom shall be elected each year for a term of three years. This committee shall examine all records of the treasurer annually and submit a report of its findings to the Spring meeting of the Conference. An additional audit shall be performed should a different person assume the office of treasurer prior to the end of the fiscal year. The committee shall conduct special financial reviews for good cause when requested by the commander or council.

Standing Committees

Section 2.10 The following committees shall be appointed by the commander and shall report to the council or their respective department heads as required or directed.

2.10.1 The Planning Committee shall consist of seven members. Its chairman shall be the most immediate past District Commander willing to serve, who serves a one year term. Members shall include past district commanders, past district lieutenant commanders, and members-at-large of District 28 who serve staggered terms of three years each. Members serving in any elective district office or on any elective committee shall not be eligible to serve on the Planning committee.

2.10.1.1 Appointment of new annual committee members shall be as follows:

The District commander shall appoint the most immediate past district commander, willing to serve, and one member-at-large.

One past district commander or past district lieutenant commander shall be selected by a consensus of all active past district commanders for appointment by the district commander. Terms commence and expire at the end of the Spring Conference.

Should an immediate past district commander decline the appointment, the district commander shall appoint an eligible past district commander to fill the vacancy and serve as chairman.

An immediate past district commander, not willing to serve, shall not be eligible for nomination to an elective office or to serve on an elective committee for a period of one year. Due to extraordinary circumstances, the conference may by two-thirds concurring vote permit the immediate past district commander to serve in a elective office or on an elective committee provided it is in the best interests of the district.

Vacancies, due to unexpired terms of office, shall be filled immediately by district commander appointment. Appointments made under this condition, shall be for the unexpired term only. If less than a year, the appointee is eligible to be appointed for an additional three year term immediately succeeding his partial term appointment.

Planning committee members completing three year terms of office shall not be eligible for appointment to the Planning committee for one year.

2.10.1.2 The committee shall be empowered to make recommendations in response to queries referred to it by the conference or council and to make recommendations on its own initiative of proposed changes of any kind for the good of the district. The committee shall update and reissue the Policy and Procedures Manual annually and report on proceedings of the committee at each conference or council meeting or, as requested by the commander, conference, or council.

2.10.2 The Budget and Finance Committee shall consist of three members, the commander, executive officer and treasurer (chairman). Policy concerning general reserves and operating funds shall be determined by this committee as directed by the council. This committee is responsible for preparing a preliminary Annual Operating Budget for the following fiscal year (Spring Conference to Spring Conference) for presentation to the council at the Winter Council meeting. The final Annual Operating Budget shall be approved at the next following Spring Conference. In the event of a change in the per capita rate, the rate shall be approved at a Spring Conference one year prior to the Spring Conference where it is intended to become effective.

2.10.3 The Membership Committee shall be composed of three members appointed annually by the commander upon recommendations of the administrative officer. This committee shall be familiar with the policies and procedures outlined in the current edition of the USPS *Membership Manual* and shall coordinate membership activities within the district.

2.10.4 The Member Involvement Committee shall be composed of three members appointed annually by the commander upon recommendations of the administrative officer. This committee shall work closely with other district committees to encourage participation in district activities by members of district squadrons and, as requested, provide to the squadrons suggestions for programs to increase member participation in squadron activities.

2.10.5 The Law Committee shall consist of the law officer as chairman and an assistant law officer from each additional state, if any, served by the district. All shall be attorneys licensed to practice in their respective states. This committee shall perform such legal duties as may be assigned it by the commander, the council, or the conference which concern the affairs of the district, its squadrons, and its USPS affiliations.

2.10.6 The Personnel Committee shall consist of three members. This committee shall maintain a current inventory of district members' interests and skills for use as a source of qualified candidates for specific duties.

2.10.7 The USPS Educational Fund representative shall keep members informed of the progress of the fund and encourage gifts and memorials to the fund. The representative should have an aide in each squadron.

2.10.8 The Marketing Committee shall be composed of three or more members appointed annually by the commander. This committee shall make recommendations to the conference of ways to market USPS.

2.10.9 Other special committees may be appointed by the commander with the concurrence of the council or conference consisting of those customarily assigned to the various departments of this district by the policy and authority of USPS. They shall perform such duties as are usual for their responsibilities and as may be directed by their department heads and shall make such reports as are required by their operations.

Other Appointed Officers

Section 2.11 The editor and an associate editor of the district's publication shall be appointed by the commander upon recommendation of the secretary. The editor shall perform such duties as may be required for preparing, editing and distributing district publications.

Section 2.12 The commander may appoint a property officer who shall have physical custody of all district property which is not procured for resale to members and who shall maintain a current listing of such property showing location , date procured and condition A copy of the listing shall be supplied to the treasurer upon request.

Section 2.13 The commander may appoint a chaplain, a flag lieutenant, a parliamentarian, and such other aids or lieutenants as deemed necessary, to perform such duties as the commander, the council, or the conference may assign.

ARTICLE 3

The Council

Section 3.1 The council shall be composed of the elected bridge officers, the immediate past district commander or the most recent past district commander willing to serve, the chairmen of the general committees, and the squadron commanders, which persons shall be the voting members of the council.

Section 3.2 The council shall:

3.2.1 Carry on the interim business of the district between meetings of the conference.

3.2.2 Have authority to establish committees and make appointments thereto.

3.2.3 Fill any vacancy in any elective office or on any elective committee, the person so selected to hold office until his successor shall be elected. Persons selected to fill vacancies in the office of educational officer and assistant educational officer shall have their qualifications approved as provided in 6.3 herein.

3.2.4 At or before the council meeting prior to the Spring Conference, approve for recommendation to the conference a detailed budget, including per capita assessment to be levied against squadrons for the following year

3.2.5 Have authority to approve interim changes in the budget.

3.2.6 Consider resolutions and recommendations from the squadrons and refer them to the conference for action, or refer them to committee for further study.

3.2.7 Have authority to confer honorary non-voting membership, for not more than one year at a time, upon any person not a member of USPS who has rendered conspicuous service in the interest of the district. Honorary membership shall not be subject to the payment of entrance fees, dues or district assessments. Honorary members shall not have any of the privileges extended to other classes of membership *except* they may wear the USPS membership lapel pin.

3.2.8 Perform such other duties as may be required by the policy and authority of USPS.

ARTICLE 4

The Conference

Section 4.1 The conference shall be composed of the council, the past district commanders of this district who are active members of district squadrons, and the delegates, which persons shall be the voting members of the conference.

Section 4.2 Delegates.

4.2.1 Delegates shall be selected by each squadron from that squadron's active members on the basis of one delegate for each 25 active members in good standing, or major fraction thereof, with a minimum of two delegates per squadron.

The number of delegates is based on the active members of a squadron according to USPS records as of the end of the second calendar month preceding regular or special meetings of a district conference.

4.2.2 During the first year of a new squadron, the number of its delegates to the conference shall be based upon the number of its charter members, with a minimum of two delegates.

4.2.3 Prior to each meeting of the conference, each squadron commander shall submit in writing to the district secretary, a list of the squadron's delegates entitled to vote at such meeting.

4.2.4 If a delegate is disqualified or is unable to attend, the squadron commander may appoint a substitute and notify the district secretary prior to the convening of the meeting.

Section 4.3 The conference shall:

4.3.1 Elect annually, at its spring meeting, elective officers as provided herein and members of the general committees.

4.3.2 Adopt annually, at its spring meeting, a detailed budget, including per capita assessment to be levied against squadrons. Assessments shall not be levied upon squadrons of a division of the district without authority of the district conference.

4.3.3 Have authority to establish committees and make appointments thereto or delegate the authority to the council or to the commander.

4.3.4 Consider and act upon reports, resolutions, and recommendations from the council, officers, and committees (and division officers, if any) and conduct other necessary business.

4.3.5 Adopt and forward appropriate recommendations and resolutions to the Governing Board.

4.3.6 Adopt amendments to these bylaws.

4.3.7 Establish and promulgate district rules and regulations consistent with the policy and authority of USPS and these bylaws. Such rules and regulations shall be binding upon all officers and squadrons of the district.

ARTICLE 5

Meetings, Notices, Voting and Quorums

Section 5.1 There shall be two regular meetings of the conference in each calendar year, to be known as the Spring Conference and the Fall Conference. The meetings shall be scheduled in accordance with the policy and authority of USPS and care shall be taken that dates not conflict with national events.

Section 5.2 The council shall fix the number of its regular meetings provided, however, that there shall be at least two.

Section 5.3 Regular meetings of the council and the conference shall be held at places, on dates, and at times selected and fixed by the commander with the approval of the council. Notice thereof shall be sent by the secretary to members of the council, planning committee and the past district commanders in good standing, not less than thirty days prior to each meeting. For conference meetings, each squadron commander shall notify each delegate representing his squadron.

Section 5.4 Special meetings of the council or of the conference may be called by: (1) the commander; (2) the council; or (3) petition supported by a two-thirds vote of the Executive Committees of at least three squadrons of the district and such petition shall be sent to the district commander and set forth the reason for calling the meeting.

5.4.1 The commander shall select the date, time and place of such special meeting. In the case of a special meeting called by petition, the date shall be within thirty days of receipt of the petition. The commander shall direct the secretary to issue in writing the call for, and notice of, the special meeting, the call stating the reason(s) for the meeting and the agenda to be acted upon.

5.4.2 The business of any special meeting shall be limited to action upon the agenda items contained in the meeting notice.

5.4.3 The call for such meeting shall be sent by first class mail to the members of the Council, planning committee and active past district commanders not less than fifteen days before the date of the meeting. In case of a Conference, squadron commanders shall notify each delegate representing his squadron.

Section 5.5 Regular or Special meetings of the council may be conducted by electronic means, as defined by the currently available technology that allows simultaneous communications such as teleconference or video conference, provided that all other applicable sections of Article 5 are adhered to.

Section 5.6 Notice of any district meeting shall be sent by the secretary to members of the council not less than 30 days prior to the date of a regular meeting and not less than 15 days prior to the date of a special meeting. For meetings of the conference: (1) notice shall also be sent to each past district commander of the district; (2) the squadron commanders shall notify their respective delegates; and (3) notice of the spring conference shall include a list of members nominated by the Nominating Committee for election to positions within the district. Publication of notices in a regular district publication, duly and timely circulated, shall fulfill the foregoing requirements. E-mail may also be used provided the recipient has agreed to this method of distribution.

Section 5.7 At any meeting of the council, 50 percent of the members of the council shall constitute a quorum. At any meeting of the conference, 25 percent of the members of the conference shall constitute a quorum. At any meeting of a committee of more than two members, a quorum shall be a majority of its members.

Section 5.8 Voting at district meetings shall be as follows:

5.8.1 Each voting member shall have one vote on each question.

5.8.2 Voting at a meeting of the council shall be by members of the council only; voting at a meeting of the conference shall be by members of the conference only.

5.8.3 In the absence of a squadron commander, the squadron executive officer or administrative officer may act for the commander and in the absence of an officer for whom there is an elected assistant, the assistant may act for the principal.

5.8.4 Voting shall be by voice unless a division is demanded by a person duly qualified to vote, in which event votes shall be cast by rising. Upon a motion supported by a majority of the members present and voting, a roll call vote shall be taken. Voting may be by ballot upon a motion supported by a majority.

5.8.5 Voting at an election shall be as provided in 6.5 herein.

5.8.6 Proxy voting is prohibited.

Section 5.9 At any meeting of the conference, any active member may have the floor when recognized by the presiding officer, who may limit the time thereof.

Section 5.10 Any member of the conference shall have the prerogative of offering a resolution or recommendation for consideration by the conference.

Section 5.11 Should any meeting of the conference be adjourned to reconvene more than 24 hours later than the time set for the original meeting, or to a different location, then there shall be issued a notice for such adjourned conference as provided in 5.6 herein. Such notice shall set forth the items to be included on the adjourned conference agenda. No action at such adjourned conference shall be valid unless a quorum is present.

ARTICLE 6

Nominations and Elections

Section 6.1 Candidates for elective offices to be voted on at the Spring Conference, shall be nominated by the Nominating Committee or by written petition signed by at least ten active members in good standing. Such petition shall be sent by first class mail or delivered to the secretary at least fifteen days before the date of the election. The secretary shall forward the names of those nominated by petition to each member of the council, planning committee and each past district commander at least ten days before the date of election. Squadron commanders shall notify delegates representing their squadrons. There shall be no nomination by any other method, except as permitted by Section 6.2 following and as provided for in Section 2.9.1 for nomination of Nominating committee members.

Section 6.2 If vacancies exist in the properly formulated slate of nominees at the time of any election, they may be filled by nominations from the floor.

Section 6.3 Prior to nomination for the office of educational officer or assistant educational officer, the candidate's qualifications for such office must have the approval of the national educational officer's designee.

Section 6.4 No person shall be eligible for nomination without first signifying willingness and ability to serve if elected.

Section 6.5 At any election, each member of the conference present and in good standing shall have one vote for each office to be filled. Voting shall be in the following manner:

6.5.1 Cumulative voting is prohibited.

6.5.2 Election to an uncontested office may be effected by a supported motion and a ballot cast and recorded by the secretary.

6.5.3 Election to a contested office shall be effected by ballot. The commander shall appoint three tellers to distribute, collect and count these ballots. The chairman of the tellers reads the teller's report, and hands it to the presiding officer, who declares the results.

Section 6.6 In the event the commander, the executive officer, or the administrative officer is determined, by self-declaration or by two-thirds vote of the council, to be incapable of performing the duties of office because of illness or otherwise, the council may assign the duties and powers of such office to a past district commander agreeable to serve. Such assumption of duties by a past commander shall last only until the earliest of: (1) the next Spring Conference; (2) the officer rescinds the self-declaration of incapability; (3) the council rescinds its declaration of incapability; or (4) the next meeting of the conference at least 50 days after the declaration of incapability at which meeting the council shall recommend to the conference whether the period of incapability should be extended or the office should be declared vacant. Should the council recommend the office be

dedared vacant, such recommendation shall be made in time for a report of the Nominating Committee to be included in the notice of the meeting of the conference. If the conference by a two-thirds vote concurs, an election shall be held to fill such vacancy. Candidates for such office shall be nominated according to the provisions of 6.1 above.

ARTICLE 7

Order of Business and Rules of Order

Section 7.1 Unless otherwise provided, the order of business at any regular or special meeting of the council or the conference shall be the same as that of USPS.

Section 7.2 Orderly parliamentary procedure shall govern at all meetings.

7.2.1 All questions of procedure not otherwise covered herein or by the policy and authority of USPS shall be answered in accordance with the most current edition of *Robert's Rules of Order Newly Revised*.

7.2.2 All questions of interpretation of these bylaws shall be answered under the authority of the chairman of the Rules Committee.

ARTICLE 8

Finances

Section 8.1 The fiscal (business) year of the district shall be for 12 consecutive months beginning with the condusion of the Spring Conference and ending at the condusion of the next Spring Conference.

Section 8.2 The budget year of the district shall be from the end of the Spring Conference to the end of the Spring Conference the following year.

Section 8.3 Any person collecting moneys for any activity of the district shall be prepared at all times to make a full and complete accounting of same to the council or the conference.

Section 8.4 No person shall contract any bills in the name of the district unless previously authorized by the council or the conference, or by the adopted budget.

Section 8.5 Whenever an account is closed or an authorized function is completed; the responsible person shall promptly prepare and submit a full and complete report to the treasurer. Any excess funds shall be immediately turned over to the treasurer.

Section 8.6 No person shall take advantage of USPS membership status in order to achieve personal gain or remuneration which would otherwise be unavailable.

ARTICLE 9

Amendments

Section 9.1 These bylaws may be amended by a two-thirds vote of conference members present and voting at any regular or special meeting of the conference provided any proposed amendments are stated in full in the notice of the meeting as required by 5.6 herein

Section 9.2 When any amendment is properly before the conference it may, before final action thereon, be changed by a majority vote provided the amendment is germane to the subject covered by the amendment as proposed

Section 9.3 Amendments shall become effective on the date of formal approval by the USPS Committee on Rules. Notice of such approval shall be provided to the district council by the district secretary.

Section 9.4 Members shall be apprised of intended bylaw action in the Call To conference, and Notice Of, Meeting, with the full text of the changes contained in an accompanying document to all members. A copy of the document shall be made available on the district website or by request from the District Secretary.

ARTICLE 10

Distribution of Assets After Termination

Section 10.1 No individual member of USPS shall have any interest in, or title to, the assets of USPS, the assets of the district, or the assets of any squadron of the district. Such assets shall be devoted exclusively to the purposes of USPS, the district and the squadrons of the district.

Section 10.2 In the event of dissolution, or revocation of the district's authority to function as such, all assets then belonging to the district shall be assigned to the squadrons which were a part thereof, said assets shall be prorated as to the then current membership.

10.2.1 If there are no squadrons, district assets shall be assigned to USPS or to an institution which qualifies for tax exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986, as from time to time amended, and any regulations promulgated there under or such other section of the code by which USPS is exempt. The recipient of such assignment shall be selected by the conference or other comparable body of the district. In the absence of such selection, the selection shall be made by the USPS Operating Committee.

10.2.2 Should the squadrons of this district, upon termination of the district's authority to function as such, be assigned to one or more other districts, the assets belonging to this district shall then be divided among such other districts, prorated as to the membership of the squadrons assigned to such districts.

ARTICLE 11

Disciplinary Action

Section 11.1 Matters of discipline shall be considered and handled in accordance with the policy and authority of USPS.

ARTICLE 12

Miscellaneous

Section 12.1 Life members shall have all the privileges of regular members except they shall be exempt from further payment of the district assessment.

CERTIFICATION

USPS District 28

The accompanying bylaws (or amendments thereto) were adopted by the membership of this district on (date): 8 MARCH 2009

I certify that a quorum was present and that at least two-thirds of those voting voted in favor of all amendments reflected in these bylaws.

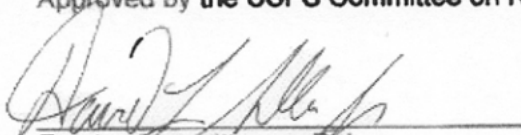

Signature of Secretary

Date signed: 8 MARCH 2009

D/lt/C PHIL DOUGLAS FRAZER, JR
Rank, name and grade of secretary

APPROVAL

Approved by the USPS Committee on Rules on 1 April 2009
(This is the effective date)


For the Committee on Rules