Minutes of the Governing Board Meeting
Held on 27 Aug. 2016
At the Sheraton Pittsburgh
Pittsburgh, Pennsylvania

Chief Commander Louie Ojeda, SN, convened the meeting at 0900.

USPS Chaplain Lois Nehmer-Schiff delivered the invocation, which was followed by the pledge of allegiance led by N/F/Lt Mike Wiedel, JN, and the singing of the national anthem.

Introduction of Past Chief Commanders

P/C/C Robert A. Baldridge, SN, introduced the other past chief commanders who were present in order of their terms:

P/C/C Frank A. Dvorak, SN (Bellevue/16) (2010 – 2011)


Introduction of Guests

R/C Pete TenBrink, SN, introduced the honored guests:

• Rear Adm. David Callahan, commander, United States Coast Guard Eighth District
• Jeff Hoedt, chief, Boating Safety Division, USCG Office of Boating Safety
Robert Pepin, chief commander, Canadian Power and Sail Squadrons

Nan Ellen Fuller, United States Coast Guard Auxiliary Liaison to USPS

Dave Fuller, United States Coast Guard Auxiliary

Mary Larsen, United States Coast Guard Auxiliary, America’s Waterway Watch

Steve Prime, vice president, Gowrie Group

Kristen Schuchardt, marketing and program manager, Brunswick Corp.

C/C Ojeda announced an attendance of 415.

C/C Ojeda announced that Stf/C Robert Canfield, JN, would serve as parliamentarian for the 2016 Governing Board Meeting.

Report of the Committee on Rules

R/C Robert A. Keller, SN, chairman, Committee on Rules, explained the voting rules for this meeting.

R/C Keller reported that in accordance with USPS Bylaws Article 7, Section 7.1, a squadron may change its geographical name. He reported receiving a request from Rocky River Power Squadron/7 to change its name to North Coast Ohio Sail & Power Squadron/7. He noted that the name change was approved by the District 7 council and conference, and he asked for Governing Board approval.

The Governing Board ADOPTED a motion to approve Rocky River Power Squadron/7 changing its name to North Coast Ohio Sail & Power Squadron/7. (2016-GB-1)

With the concurrence of the USPS Board of Directors, the Committee on Rules recommended the following revisions to the USPS Bylaws to be effective as of the adjournment of the 2016 Governing Board.
Existing bylaw:

*Article 13, Section 13.1* under certificates. A certificate of membership, designated active member or apprentice member as the case may be, shall be issued by the National Secretary upon receipt from the Squadron Commander or Secretary the name and address of each new member and written certification that the individual meets all the requirements for membership in USPS. Such certificate shall be endorsed by the Chief Commander and the National Secretary and the commander and secretary of the squadron.

Revised amendment:

*Article 13, Section 13.1* under certificates. A certificate of membership, designated active member or apprentice member as the case may be, shall be issued by the National Secretary upon receipt from the Squadron Commander or Secretary the name and address of each new member and written certification that the individual meets all the requirements for membership in USPS. Such certificate shall be endorsed by the Chief Commander and the National Secretary.

Rationale: Remove endorsement of certificates by the squadron commander and squadron secretary since membership certificates will be distributed to the new member as part of the new member package, and the squadron will not receive the certificate to sign.

The Governing Board ADOPTED the motion to amend *USPS Bylaws*, Article 13, Section 13.1. (2016-GB-2)

Existing bylaw:

*Article 13, Section 13.* A certificate recognizing attainment of senior membership status shall be issued in such form and manner as approved by the Governing Board.

Revised amendment:

*Article 13, Section 13.2.* A certificate recognizing attainment of senior membership status shall be issued in such form and manner as approved by the Board of Directors.

Rationale: To conform to current operating procedures and electronic distribution.

The Governing Board ADOPTED the motion to amend *USPS Bylaws*, Article 13, Section 13.1.
13.2. (2016-GB-3)

Existing bylaw:

Article 13, Section 13.3 A member who has successfully completed an examination in any advanced grade or elective course shall be issued a certificate of achievement in accordance with procedures approved by the Governing Board.

Revised amendment:

Article 13, Section 13.3 A member who has successfully completed an examination in any advanced grade or elective course shall be issued a certificate of achievement in accordance with procedures approved by the Board of Directors.

Rationale: To conform with current operating procedures and electronic distribution.

The Governing Board ADOPTED a motion to amend USPS Bylaws, Article 13, Section 13.3. (2016-GB-4)

Existing bylaw:

Article 13, Section 13.6 The Governing Board may authorize certificates or other recognition as it deems proper to those persons who have passed the prescribed examination in any course.

Revised amendment:

Article 13, Section 13.6 The Board of Directors may authorize certificates or other recognition as it deems proper to those persons who have passed the prescribed examination in any course.

Rationale: To conform to current operating procedures and to revise the authorization from Governing Board to Board of Directors.

The Governing Board ADOPTED the motion to amend USPS Bylaws, Article 13, Section 13.6. (2016-GB-5)

Approval of the Minutes

C/C Ojeda announced that the minutes of the 20 Feb. 2016 Annual Meeting would be
approved since there were no objections. He then called on Headquarters Executive Director Mary Catherine Berube, to give her report.

**Report of the Headquarters Executive Director**

Mary Catherine Berube, headquarters executive director, introduced Lena Padro, headquarters manager, membership services; Tammy Brown, headquarters marketing director; and Tracy Canup, accounting.

Mrs. Berube reported that USPS received $565,000 in U.S. Coast Guard grant funding in 2016. The first grant is the Boating Skills Virtual Trainer IV, for $190,000. Funding will be used to upgrade software, for marketing efforts, and to purchase additional units, bringing the total fleet to 21. Through 31 May 2016, virtual training units were displayed at 39 events in 20 states, with 1,998 students receiving training.

The second grant is the Digital Media Library 2.0, for $175,000. Funding will be used to enhance the current digital media library, develop advanced apps, launch a new DML website, and to develop an outreach campaign raising awareness across the boating community.

The third grant is the Year-Round Safe Boating Campaign for $200,000, which is a year-round nationwide safe boating initiative. Funding will be used to develop a centralized database consisting of boating safety resources that are aligned with specific boating safety messages.

Mrs. Berube called on Tammy Brown, USPS marketing director, and R/C Paul Mermelstein, SN, USPS chairman, Marketing Committee, to update the status of re-branding efforts and to share exciting campaigns and newly developed squadron marketing tools.

R/C Mermelstein reported that rebranding efforts are helping USPS understand the marketplace and how to re-establish and grow the USPS brand. He noted that Phase I was complete, which determined the key boating population segments, messaging, branding, graphics, color palettes, and imagery to demonstrate the USPS brand and the brand promise. He stated that Phase II focuses on current offerings, including education, volunteerism, and fellowship, and how to package and deliver current and future offerings. Phase III will focus on communications, both internally and externally, and promoting USPS and its offerings. The communications phase will also help determine why members don’t renew and how to recruit more members and students.
Mrs. Brown noted that the following USPS personality traits were identified during the branding study:

Knowledgeable: We love to learn, therefore we love to teach.
Welcoming: We enjoy being part of a community on the water.
Passionate: We are dedicated to creating a safer experience for all to enjoy.
Dependable: We are eager to help and quick to react. We are known for “doing it right.”

The study also determined how USPS aligns with its partners and identified two target audiences. The first target audience is the Outdoor Enthusiasts, which includes 8.2 million boaters. They love outdoor activities, are optimistic and fun, and want an escape from their routine.

The second target audience is the Sociable Adventurers, which includes 7.3 million boaters. They are all about seeking adventures and creating memories with family.

Mrs. Brown closed by sharing the new USPS brand message “As a United States Power Squadrons member, you are more than a boater. You belong to a community of confident boaters who love spending time together on and off the water.”

**Report on the Committee on Nominations**

R/C William D. Selden V, AP, chairman, Committee on Nominations reported, in accordance with *USPS Bylaws*, Article 5, Section 5.6.1, the Committee on Nominations recommended the election of the below listed members.

**For General Members of the Governing Board:**
D/Lt Thomas Dixon, P, Swiftwater Sail/6
D/Lt Sami Lucas, JN, Sanibel Captiva Sail/22
Lt/C Alta M. Mullins, SN, Tampa/22
D/Lt/C Matthew F. Lombardi, P, Seattle/16
D/Lt/C Mahmoud M. Abdel-Monem, SN, Deception Pass Sail/16
D/1st/Lt Albert W. Keim, SN, Seattle Sail/16
D/Lt/C Hector L. Colon, SN, Atlanta/17

**For Member of Law Committee:**
D/Lt Max J. Werkenthin III, AP, Austin/21
For Rear Commander of Squadron Development Committee:
R/C Myles Gee, SN, Manatee Sail/22

For Staff Commander of Public Relations Committee:
Stf/C John M. Malatak, AP, Music City/7

For Staff Commander of Membership Services Committee:
Stf/C Ann Peltier, SN, Oyster Bay/3
Stf/C Tere Colon, JN, Carolina Sail/33
Stf/C Kristi Watson Anderson, P, Sebastian Inlet Sail/8

The Governing Board ADOPTED a motion to elect members of the Governing Board and departmental committee members. (2016-GB-6)

C/C Ojeda administered the oath of office to the newly elected officers.

Report of the National Law Officer

R/C David Allen, SN, reported that LawCom continues to support national, districts and squadrons responding to inquiries on completing 990 forms, copyright issues, assisting in revising the Practical-on-the-Water procedures, reviewing national committee manuals, and resolving litigation against a former web developer for nonperformance of the contract.

Report of the Planning Committee

R/C Bill Johnson, SN, reported that the Planning Committee is working on initiatives to realign USPS’ operations to facilitate increased efficiencies, finding ways to increase income, finding ways to attract new members, and collaborating with outside boating organizations and partners.

R/C Johnson reported that the committee is reviewing the USPS Strategic Plan to streamline goals and update action items. He noted that all national departments and committees should review their current objectives to determine if they align with the strategic goals.

R/C Johnson reported that Planning Committee members were visiting other committees and groups during national meetings to gain insight into what they are working on and how the Planning Committee may assist.
Report of the Finance Committee

R/C Ben Coons, JN, reported that as of 31 July 2016, operating income exceeded operating expenses by $6,910.51. He noted that the bottom line shows expenses exceeding revenue by $301,760.95, which includes grant expenses that are covered by reserve funds. R/C Coons reported an increase of $70,000 in investments since the July financials were produced.

R/C Coons stated that the balance in the Endowment Fund was $1,832,172, as of 31 July 2016 with a 4 percent return. The balance in the USPS Investment Fund as of 31 July 2016 was $779,585 with a 1.5 percent return.

R/C Coons made a motion to amend Paragraph 5 of the Endowment Fund Policy. The Governing Board ADOPTED the motion. (2016-GB-7) (policy attached)

R/C Coons reported that the Finance Committee recommended eliminating the $2 transfer fee, and the Governing Board ADOPTED the motion. (2016-GB-8)

R/C Coons reported that the Finance Committee recommended a $2 dues increase for single active members and a $3 increase for the family unit effective 1 Dec. 2016.

The Governing Board ADOPTED the motion approving a $2 dues increase for single active members and a $3 increase for family units effective 1 Dec. 2016. (2016-GB-9)

The motion will set the dues rate for a regular active member to $53, the dues rate for family units headed by a regular active member to $79.50, and the dues rate for family units headed by a life member or a sustaining member to $26.50.

Report of the National Treasurer

V/C Robert C. Miller, SN, announced that the Board of Directors approved the 2017 budget.

Report of the National Secretary

V/C Peter W. Mitchelson, SN, reported that a GuideBook App for the Pittsburgh Governing Board Meeting, developed by the Information Technology and Communications committees, was provided to all meeting registrants. He noted that distribution will be expanded for future national meetings.
V/C Mitchelson reported that the Membership Services Committee is contacting members from squadrons that are dissolving to encourage them to transfer to a local squadron or Cyber Squadron. The committee is also attempting to locate members who no longer have a valid address in headquarters’ records.

The Operations Manual Committee is working on streamlining the Operations Manual.

The Ship’s Store Committee is continuing to streamline the checkout process at national meetings.

**Report of the National Administrative Officer**

V/C Mary Paige Abbott, SN, reported a 7 percent decrease in membership from July 2015 through July 2016. She noted that the number of new members gained is less than the number of members lost. She noted that the Administrative Department is focusing on reversing membership losses by better serving squadrons and creating relevant materials and programs.

V/C Abbott reported that 57 students had completed Leadership Development training classes in 2016. Three additional classes are also scheduled in 2016. She noted that the Leadership Development Committee is reviewing the cancellation policy and the minimum students required for classes taught during national meetings. The committee is also developing online training seminars.

The Member Benefits Committee added VSP Vision Care and Wyndham Resorts to the list of member benefits since the 2016 Annual Meeting. For a full list of member benefits go to usps.org/index.php/benefits-20. The “Let’s Go Island Hopping” PowerPoint on new member benefits will be available on the Member Benefits website.

V/C Abbott encouraged squadrons to participate in national and local community rebate programs such as Amazon Smile and Kroger’s Community Rewards Program. She noted that USPS and squadrons are eligible for rebates from these programs, and members receive discounts.

The Membership Committee is working with the Educational Department to increase the conversion of students to members. The committee is working with headquarters to update the
new member packet.

The national administrative officer reported that 30 first timers attended the First Timers reception sponsored by McGriff, Seibels & Williams. She encouraged squadrons to develop programs to recognize new members.

V/C Abbott reported that the goal of the refreshed Each One Reach One Program is to increase membership from 1 July 2016 through 1 Jan. 2017.

The Squadron Development and Revitalization Committee reported that the Dreher Shoals Provisional Sail & Power Squadron, which is assigned to District 26, was approved by the Board of Directors in April 2016.

V/C Abbott, called upon R/C Priscilla Clarke, AP, to present the 2016 P/C/C William D. Selden IV Member Involvement Retention Awards. The awards are given to districts and squadrons that develop initiatives to increase membership retention. The 2016 winners were

**Squadron Awards**
- Third place – Minnetonka Power Squadron/10
- Second place – Atlanta Sail & Power Squadron/17
- First place – North Olympic Sail & Power Squadron/16

**District Award**
- First place – District 22

**Report of the National Educational Officer**

V/C Craig D. Fraser, SN, reported that the Practical-on-the-Water Training program was modified in April 2016, and members now receive free training. Since that time, more than 20 Practical on the Water events have been held, and 10 new certifiers have been trained. Seven squadrons reported that 52 new members have joined as a direct result of the new program.

V/C Fraser reported that a new on-the-water program, Jump Start for New Boaters, is near completion. Designed for new members, the program provides hands-on experience tailored for the specific needs of a new boater. The program is designed to take approximately two hours, with the boat and equipment provided by the student and instruction provided by a USPS
member who does not have to be a certified trainer.

The national educational officer reported receiving a grant from the Educational Fund to support the BoatUS online seminar series. He noted that a contract was signed with Logical Position to manage Google Adword searches with the goal of increasing sales. He reported that the “How to Use GPS” online seminar was added, bringing the total titles to seven. Through July 2016, 450 online seminars had been purchased.

V/C Fraser reported that sales of America’s Boating Course online are increasing due to Google Adword optimization and the availability of unproctored exams in 25 states. He anticipated that approximately 1,500 students would take America’s Boating Course online by the end of 2016.

The national educational officer reported that a beta test for Districts 15 and 22 was launched in July 2016 to increase the number of Seamanship classes and students in fall 2016. He reported that the first email was sent on 20 August via iContact to approximately 4,500 students who had taken either ABC3 or an online seminar. In total, three emails will be sent prior to the start of the classes. The goal is to increase the number of students taking classes and ultimately recruit new members.

V/C Fraser reported that the Educational Department continues to work on developing e-books. The Seamanship e-book is expected to be available in fall 2016. E-books will initially be available in PDF with plans to convert to EPUB format by the end of the year. Squadrons will place orders through the Educational Department online ordering system. A link and key to download the course will be provided to the squadron educational officer. Students will own the material and exams will continue to be proctored.

The Spanish version of America’s Boating Course classroom and online are currently being converted to Spanish with funding from USCG grants. Translation of the classroom version was complete and the Publishing Committee was formatting the manual for publication. The online version is being converted by an outside contractor with plans to complete the project in first quarter 2017.

The national educational officer reported that the Digital Media Library 1.0, also funded by a USCG grant, will launch on 1 Oct. 2016. The USPS DML has been developed to serve as a showcase and repository for digital media focused on boating safety and safe boating
education. Featured on the website and mobile app will be a series of original videos that show how to prepare popular recreational motorboats for departure, operate underway, dock, and secure them at their destination. Also available are slideshows and images that offer more safe-boating educational material, boating-safety messages and tips.

V/C Fraser announced that the Educational Department approved a new seminar, “Boating Safety for Kids.”

V/C Fraser reported receiving a donation to the USPS Educational Fund from P/C Clayton Hurley, AP, and Mary Ann Hurley due to the merger of Pasadena Power Squadron and Alamitos Sail & Power Squadron. V/C Fraser called upon P/D/C Frederick E. Mangelsdorf, SN, chairman, USPS Educational Fund, and C/C Ojeda to come forward to accept the gift. P/C Mangelsdorf thanked the Hurleys for their contribution and stated that the funds would be invested and the income would be used to help fund educational initiatives.

**Report of the National Executive Officer**


**Charles F. Chapman Scrapbook Awards**

Second place – Peace River Sail/22  
First place – Marco Island Sail/22

V/C Cheney reported that plans are underway for the 2017 Governing Board Meeting to be held in Dallas, Texas at the Dallas Lincoln Centre from 10-17 Sept. 2017.

The national executive officer reported that the Government & Partner Relations Committee is working on a new memorandum of understanding with the U.S. Coast Guard Auxiliary.

The Environmental Committee is working on the Dock Walker Program. This program involves walking the docks and handing out environmental literature on protecting our lakes, harbors and oceans.

V/C Cheney requested that all vessel safety examiners report their inspections in a timely manner, noting that these numbers are used to calculate the decals distributed to squadrons the
following year. He noted that in 2016, 1,529 vessel examiners had completed 21,928 inspections, with 19,887 passing inspection. He reported that there were 279 certified program visitors participating in the Recreational Boating Safety Program Visitation program, with 4,290 visits completed.

V/C Cheney announced that the Board of Directors authorized the dissolution of Northeast River/5, Niagara/6, Evanston/20, Illiana/20, Marin/25, Missouri Ozarks/30, and Beaver Lake/31 to date in 2016.

C/C Ojeda called upon P/C/C Robert A. Baldridge, SN, to report on actions of the Board of Directors.

P/C/C Baldridge reported the following actions of the Board of Directors at its 23 Aug. 2016 meeting:

1) To hire a professional fundraiser, at a cost not to exceed $5,000, for the purpose of meeting with the Board of Directors on creating a USPS strategic fundraising plan.

2) To dissolve Beaver Lake Power Squadron/31.

3) To approve the 2017 Budget.

Adjourned at 1510.

V/C Peter W. Mitchelson, SN
National Secretary
Action Summary
Governing Board Meeting
27 August 2016

ADOPTED

1) A motion to approve Rocky River Power Squadron/7 changing its name to North Coast Ohio Sail & Power Squadron/7. (2016-GB-1)

2) A motion to amend *USPS Bylaws*, Article 13, Section 13.1. (2016-GB-2)

3) A motion to amend *USPS Bylaws*, Article 13, Section 13.2. (2016-GB-3)

4) A motion to amend *USPS Bylaws*, Article 13, Section 13.3. (2016-GB-4)

5) A motion to amend *USPS Bylaws*, Article 13, Section 13.6. (2016-GB-5)

6) A motion to elect members of the Governing Board and departmental committee members. (2016-GB-6)

7) A motion to amend Paragraph 5 of the Endowment Fund Policy. (2016-GB-7)

8) A motion to eliminate the $2 transfer fee. (2016-GB-8)

9) A motion approving a $2 dues increase for single active members and a $3 increase for family units effective on 1 Dec. 2016 for the 2018 dues year. (2016-GB-9)
Endowment (Century) Fund Rules

The Endowment Fund was created at the 14 November 1998 meeting of the Operating Committee and that action was ratified at the Governing Board meeting of United States Power Squadrons held in January 1999. The purpose of this Fund is to receive voluntary contributions from members and other donors that will be held permanently for the use and betterment of United States Power Squadrons. These rules shall not rescind or amend United States Power Squadrons Gifts and Bequests policy as now or hereafter promulgated by the Governing Board but shall supplement such policies. These rules are intended to ensure stability of Fund principal and provide assurances that donors’ funds are held under purposes consistent with those in effect at time of donation.

The following provisions shall govern the Endowment Fund:

1. Except as provided in paragraphs 5 and 8 and by the donor, only the income from the Fund shall be expended.

2. The National Treasurer, with the approval of the Board of Directors, if required, shall have the power to accept or reject any gift to the Fund. A permanent record of any restricted gifts to the Fund shall be made showing the name of the donor and any restrictions accepted with the gift.

3. The Fund shall be invested separately and not commingled with other assets of United States Power Squadrons.

4. The Fund shall be administered by the Finance Committee of United States Power Squadrons, which shall have the power to invest and reinvest the Fund in such assets as the Committee deems appropriate.

5. Five percent of the Fund value may be distributed each year and designated as unrestricted. The funds will be distributed as directed by the Board of Directors, for special projects, grants, or as deemed appropriate by the Board. Additional Fund accumulated income may be distributed for such purposes and in such amounts as recommended by the Finance Committee or the Board of Directors and approved by the Governing Board or by a majority vote of the Board of Directors and the Chairmen of the General and Standing Committees. Value is defined as Fund market value at the beginning of United States Power Squadrons fiscal year.

6. A report of the status of the Fund and changes in Fund balances shall be made available, at least annually to the membership of United States Power Squadrons.

7. The expended income and value (“considered expended funds”) from the Fund may be used for such projects and purposes that benefit United States Power Squadrons,
including its general operations. United States Power Squadrons members and Committees may apply to the Board of Directors for grants to accomplish a specific purpose. While the use of the expended funds is unrestricted, it is contemplated that uses will benefit all United States Power Squadrons members and not those of a specific squadron or district. Further it is contemplated that the Fund will be used so as not to conflict or compete with United States Power Squadrons Educational Fund.

8. Additional Value of the Fund may be expended (in excess of that provided in paragraph 5) to support Fund development, fundraising, and staff expenses related to Fund development as determined by the Board of Directors.

9. The fiscal year of the Fund shall be that of United States Power Squadrons. Generally accepted principles of Fund accounting shall apply to the Fund’s activities.

10. Except as provided herein, the Fund shall be invested and the income determined according to the Uniform Management of Institutional Funds Act of North Carolina.