

Chapter 2

GOVERNING BOARD AND ANNUAL MEETING

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2.1 The Governing Board. The Governing Board (GB) serves the members (shareholders) of USPS. As provided in the bylaws, it reviews the policies and management of USPS, and approves changes to the dues and by-laws. The GB is composed of three classes of members:

- 1) Those who acquire membership by virtue of office held (i.e. members *ex officio*);
- 2) Those who are elected as individuals;
- 3) Members emeriti (members with fifty merit marks).

Members *ex officio* include the chief commander, vice commanders, rear commanders, district commanders, district educational officers, members of the national general committees, squadron commanders, past chief commanders and past vice commanders who have served a minimum of two full elected terms as such. Elected individuals are referred to collectively as “general members” [Bylaw 5.2].

No member is eligible for election to office by the Governing Board unless nominated (1) by the Committee on Nominations or (2) by petition signed by at least 25 members of the Governing Board and filed with the national secretary at least 20 days prior to the meeting of the Governing Board at which the election is to take place [Bylaw 11.3].

Other than chairs and assistants, members of Governing Board standing committees are appointed by the Governing Board upon recommendation of the chairs of the respective

committees and upon approval of the chief commander. Other than chairs and assistants, members of departmental committees are appointed by the chief commander on behalf of the Governing Board upon recommendation of the chairs of the respective committees as well as the head of the department in which the committee functions [Bylaw 11.7].

Notices of all meetings of the Governing Board, including a report of nominees, if any, by the Committee on Nominations, are mailed by the national secretary to each member of the Governing Board at least 30 days before each meeting. An announcement by the chief commander is sufficient notice for a special meeting for purposes of organization, election or appointment of officers, approval of committee members and chairs and implementation of policies or resolutions adopted by the preceding special meeting [Bylaw 9.4.3].

Minutes of Governing Board meetings are sent to each of its members. In addition, past vice commanders, past rear commanders and past district commanders are sent minutes upon written request. Others may subscribe individually [Refer to 5.54 on page 5-11]. These minutes are also available on the USPS web site and may be downloaded [Refer to 3.62 on page 3-24].

2.2 Voting procedures at annual meetings and Governing Board meetings are described in detail in USPS Bylaws [Bylaws 10.1, 10.2, 10.3]. In order to vote, all members of the Governing Board

or authorized alternates and delegates must be registered and in attendance at the time the vote is taken [Bylaw 10.1]. The secretary is responsible for registration of voters. The Committee on Rules advises the chair on parliamentary matters and passes on the credentials of delegates and proxies. At all Governing Board meetings one hundred fifty members constitute a quorum [Bylaw 9.4.4].

2.3 Voting at the annual meeting is by all members of the Governing Board plus delegates from the squadrons in the ratio of one delegate for each one hundred (100) active members, or fraction thereof, as of 75 days before the meeting [Bylaw 10.2.1]. These delegates are appointed by the squadron. The squadron commander must certify the names of squadron delegates for such meeting. No alternates are authorized for such squadron delegates and no member of the Governing Board may be a delegate [Bylaw 10.2.1].

With the call to each meeting, the national secretary provides to each squadron commander appropriate forms for certifying each squadron delegate. Each squadron commander should provide this to each delegate who will exchange it for voting credentials. The national secretary appoints delegates to represent unattached members at USPS annual and special meetings.

If the squadron commander cannot attend a national meeting, his vote may be cast by an alternate who is either (1) any other member of the squadron or (2) the commander of the district to which the squadron is assigned. Such votes are cast under the authority and conditions granted to the squadron commander [Bylaw 10.3.2]. With the call to the meeting, the national secretary provides to each squadron commander an appropriate form for authorizing an alternate voter; the commander should provide the authorization form to the designee who exchanges it for voting credentials.

If a district commander is absent from a national meeting, his vote may be cast by the executive officer of that district or, if neither is present, the administrative officer may vote in the commander's stead [Bylaw 10.3.3.1]. Voting will be by voice vote or the chair may call for a division

of the house or any registered voter may request a division of the house (with a majority vote of those present) and voting then will be by display of cards issued to each registered voter. The chief commander appoints tellers in advance of any division of the house vote [Bylaw 10.3.4, 10.3.5, 10.3.6].

2.4 General members are elected at the annual meeting in the ratio of one for every six hundred (600) active members of USPS as of the preceding 1 March [Bylaw 5.2]. They are nominated by the Committee on Nominations, usually upon recommendations submitted by the district commanders. No member is eligible for election to office at an annual meeting unless nominated (1) by the Committee on Nominations or (2) by a petition signed by at least 10 active members from each of at least six squadrons, such squadrons being components of not fewer than three districts, and filed with the national secretary not less than 30 days prior to the annual meeting at which such election is to take place. Below each signature on the petition the hand-lettered or typed name, address, certificate number and squadron affiliation of the signer must appear [Bylaw 11.2]. Each general member has a personal vote, entirely independent of his district commander or squadron commander. Each is deemed a representative of the general membership of USPS, and each has the responsibility to keep informed on issues and is expected to attend at least one Governing Board meeting a year. General members meet before each Governing Board meeting to be familiarized with and discuss matters that will require their vote at the official session. They discuss and originate other matters affecting USPS.

2.5 Actions of the Governing Board. The Governing Board does the following:

- 1) Establishes specific department committees as necessary to carry out responsibilities assigned to the various departments [Bylaw 5.10];
- 2) Makes and amends bylaws and rules for its own governance [Bylaw 5.2.1];
- 3) Enforces authority given to it to advance the best interests of USPS, its district and its squadrons including disciplinary actions and/or penalties [Bylaw 5.2.2];

4) Holds regular and special meetings as it designates and also the time and places of USPS annual meetings [Bylaw 5.2.3];

5) Establishes committees of the Governing Board and of the departments and makes appointments and establishes offices and designates rank for the holders [Bylaw 5.2.4];

6) Waives conferences, constitutes and reconstitutes districts [Bylaw 5.2.5];

7) Elects to office, other than those electable at annual meeting, chairs and assistants of committees of the Governing Board and of departments [Bylaw 5.2.6];

8) Admits persons to membership in USPS or delegates that authority [Bylaw 5.2.7];

9) Fixes requirements for transfer of members and resignations of members [Bylaw 5.2.8];

10) Promulgates specifications for and regulates the wearing of uniforms and insignia by USPS members and flags or pennants to be flown from vessels commanded by USPS members and may delegate such authority [Bylaw 5.2.9];

11) Publishes an official USPS magazine, a manual for guidance of officers and others and other publications [Bylaw 5.2.10];

12) Fixes all national dues and fees [Bylaw 5.2.11];

13) Authorizes certificates or other recognition to members who have passed prescribed examinations in special courses [Bylaw 13.6];

14) Reviews the record of the chief commander and, if deserved, grants a merit mark [Bylaw 14.1.6];

15) Receive resolutions from district conferences, properly submitted in accordance with Bylaws, as motions duly made and seconded. Such motions shall be referred, with the advice of the national executive officer, to a department, committee or officer of USPS for study and report at the next Governing Board Meeting held not less than sixty days in the future;

16) Rescind actions adopted by the Board of Directors given provisions as specified in the Bylaws; and

17) Select at its annual meeting an outside auditor licensed to practice public accountancy in North Carolina.

2.6 The **Board of Directors** is comprised of the National Bridge and the most recent past chief

commander willing and able to serve, such directors to be elected by the Governing Board at its annual meeting [Bylaw 5.3]. The Board of Directors shall:

1) Regulate the management and policies of USPS, its districts and its squadrons;

2) Be vested with and have custody of all real and personal property and other assets of USPS;

3) Make and execute contracts and make expenditures provided the liability of USPS thereunder does not exceed reasonably anticipated uncommitted funds;

4) Adopt an annual budget, authorize budget reductions and transfers between budget accounts, and approve supplemental appropriations of not more than \$10,000 after receiving a report from the Finance Committee;

5) Control the educational policies and practices of USPS as administered through the Educational Department and its officers, including the award of grades and other recognitions of proficiency;

6) Revoke, withdraw, or suspend squadron charters;

7) Conduct the business of USPS *except that the Board of Directors shall not*: (1) change the composition of the Governing Board, the Board of Directors, or the Operating Committee; or (2) amend these bylaws; and

8) Make temporary appointments to fill vacancies in national elected offices created since the last meeting of the Governing Board. Such appointments shall be for a term that expires at the meeting of the Governing Board next following the Board of Directors meeting at which such appointments are made.

The proceedings of the Board of Directors are recorded by the national secretary. If a regular or special meeting of the Governing Board occurs less than 45 days following a meeting of the Board of Directors, the chief commander shall make known to the members present at such Governing Board meeting any matters of importance that have been voted upon at said meeting of the Board of Directors unless the minutes of the meeting of the Board of Directors are already in the hands of the Governing Board members.

2.7 **Operating Committee.** When the

Governing Board is in recess, or is between meetings, business is carried on by the Operating Committee under conditions specified in USPS Bylaws. The OCom is composed of the chief commander, the immediate-past chief commander, the vice commanders, the chair of the Committee on Rules, the chair of the Committee on Nominations, the chair of the Planning Committee, the chair of the Finance Committee, the chair of the Marketing Committee and the Law Officer.

2.8 Actions of the Operating Committee.

The Operating Committee shall carry out the duties assigned by bylaw and shall consider such actions and recommendations as may be required to carry out the direction of the Board of Directors in policy matters [Bylaw 5.4].

2.9 Certain **USPS officers and committees** report directly to the Governing Board, namely the Operating Committee and the standing committees (auditing, finance, law, marketing and planning).

2.10 The **annual meeting** of USPS is held early each year, whereas the Governing Board holds regular meetings each calendar year: the organizational meeting of the newly elected Governing Board, in conjunction with and immediately after the annual meeting at which it was elected; a meeting midway between annual meetings, and, finally, a meeting of the retiring Governing Board in conjunction with and just prior to the ensuing annual meeting. The annual meeting and all Governing Board meetings are held at times and places designated by the Governing Board [Bylaw 9.4.1].

2.11 **Special meetings** of USPS may be called at any time or place by the chief commander, by the Governing Board, or by active members. Notice of annual and special meetings is mailed to each member of the Governing Board no later than 60 days in advance [Bylaw 9.4.2]. Any list of nominations by petition received by the national secretary is mailed to each member of the Governing Board at least 15 days before date of the meeting. Squadron commanders should notify their delegates [Bylaw 9.4.3].

2.12 The **order of business** at all meetings of USPS is specified in USPS Bylaws. The order may

be changed by the members or, if there is no objection by the assembly, by the presiding officer [Bylaw 9.1].

Each vice commander makes a departmental report at each national meeting [Bylaw 5.11.4].

At all national meetings *Roberts Rules of Order Newly Revised* governs in all cases to which they are applicable and not inconsistent with USPS Bylaws or adopted special rules of order. Questions of interpretation are answered by the chair of the Committee on Rules or his designee [Bylaw 9.2].

2.13 The annual meeting is comprised of the broadest voting base of all national meetings because it includes **delegates** representing the membership. These delegates may be instructed by their squadrons as to what position to take on a matter before the Governing Board. Certain actions, therefore, may be taken only at the annual meeting or a special meeting called for a specific purpose. Among them are the following:

A) The bylaws of USPS may be amended by a two-thirds vote of those present and voting at any annual or special meeting of USPS or at any meeting of the Governing Board, provided suitable notice is given [Bylaw 20.1];

B) The national bridge, the chair and members of the Committee on Rules, the chair and three-year members of the Committee on Nominations and general members of the Governing Board are elected at the annual meeting [Bylaw 11.6];

C) The annual presentation of awards is made to members, squadrons and districts in a wide variety of programs or activities in the furtherance of the objectives of USPS.

2.14 Traditionally, **special honors** are presented at the annual meeting by the chief commander.

2.15 National Meetings Calendar. The National Executive officer, with the concurrence of the Chief Commander and the Operating Committee, is responsible for recommending to the Governing Board, for its decision, suitable times and places for conducting annual and Governing Board meetings.

The national meetings committee, under the direction of the national executive officer, evaluates prospective sites and hosting responsibilities for such meetings and furnishes its recommendations concerning selection. This committee is also responsible for the planning, scheduling and administration of arrangements for hotel accommodations, meeting facilities, exhibits, activity registration and publicity, including their costs, for all national meetings, in accordance with guidance furnished by the Board of Directors and the Operating Committee.

2.16 National Meetings. National meetings are normally scheduled at different cities around the country to reflect the diversity and interests of the membership. There is no geographic formula for specifying where or how often any meeting is to be held in a given region. Selection considerations include availability of adequate and suitable hotel and convention facilities at competitive rates, public transportation access, and recreational amenities. Either before or after selecting a site, the local district commander shall be advised of the site selection or interest in so that the district of that area may assist the National Meetings Committee (NMC) as needed.

The local district may volunteer to assist with social activities planning and implementation. Prior to making any commitments for social activities for members, spouses or guests, activities not part of the formal Governing Board meeting agenda, the local district must obtain the written

approval of the chair of the meetings committee. The nature of the activity, its timing and budget are considerations.

The local committee shall not have a bank account for the meeting but may have a treasurer for collection of monies which shall be transmitted to the National Meetings Committee treasurer as collected. Upon approval by the NMC Chairmen all invoices will be paid by the NMC treasurer. All deposits will be handled by the NMC Treasurer. The local district may be responsible for any expenditure commitments made without approval of the NMC Chairman.

2.17 Corporate Seal. The corporate seal of USPS is the ensign surrounded by a double circular rope border within which is inscribed, above the ensign, the words: *United States Power Squadrons* and below the ensign, the year 1914 (the year of the founding of the squadrons) [Bylaw 23.1].

2.18 Dissolution of assets. In the event of dissolution or other termination of USPS, all of its assets are to be assigned by the Governing Board to a selected non-profit educational institution having similar objectives or, in the absence of such assignment, they will be divided equally between and assigned to U.S. Naval Academy at Annapolis, Maryland, and the U.S. Coast Guard Academy at New London, Connecticut. Each share is to be used in a manner and for a purpose within said academies as the then commandants direct [Bylaw 21.3].

