

Appendix A

BYLAWS OF THE UNITED STATES POWER SQUADRONS

EFFECTIVE 21 FEBRUARY 2009

Article 1 - Name and Form

Section 1.1 The name of this organization shall be *United States Power Squadrons*.

Section 1.2 United States Power Squadrons (hereinafter referred to as "USPS") shall be composed of separate component *squadrons* operating as local units grouped into *districts*. USPS shall be governed by a *Governing Board* and shall be presided over by a *chief commander* and appropriate assisting officers.

Section 1.3 USPS is and shall continue to be qualified and operated as a non-profit corporation under the laws of the state of North Carolina and pursuant to the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 1.4 USPS, its districts, squadrons and members shall at all times observe all federal, state and local human rights laws, regulations and ordinances applicable to any USPS activity, procedure or practice. At no level, national, district nor squadron, may any person be refused membership, denied office, or be prevented from participating in any activity because of any fact or circumstance which would identify that person as one of a protected class of individuals under the human rights laws, regulations or ordinances of any governmental jurisdiction where the person resides or in which national, the district or the squadron involved conducts business.

Section 1.5 Any word denoting gender used in these bylaws shall apply equally to either gender as the context may require.

Article 2 - Objects

Section 2.1 The objects of USPS shall be:

2.1.1 To selectively associate congenial persons of good character having a common love and appreciation of yachting as a nationwide fraternity of boatmen;

2.1.2 To encourage and promote yachting, power and sail, and to provide through local squadrons and otherwise a practical means to foster fraternal and social relationships among persons interested in yachting;

2.1.3 To encourage and promote a high amateur standard of skill in the handling and navigation of yachts, power and sail; to encourage and promote the study of the science and art of navi-

gation, seamanship and small boat handling; to develop and promote instructional programs for the benefit of members and to stimulate members to increase their knowledge of and skill in yachting, through instruction, self-education and participation in marine sports activities and competitions;

2.1.4 To encourage its members to abide by recognized yachting traditions, customs and etiquette; and

2.1.5 To render and encourage its members to render such altruistic, patriotic or other civic service as it may from time to time determine or elect.

Article 3 - Membership

Section 3.1 There shall be five classes of members, namely, active members, family members, apprentice members, corporate members, and honorary members. Active members shall have all the privileges of membership in USPS while the other classes of members shall have limited privileges as noted below.

Section 3.2 Membership in USPS is a privilege, not a right, and shall be (1) by application and (2) conditioned upon meeting eligibility requirements as set forth in these bylaws.

Section 3.3 Whenever admission to membership in USPS has been delegated to the Executive Committee of a squadron (§5.2.7) the squadron shall process applicants only in the manner prescribed in these bylaws, in the squadron's bylaws (provided they are not inconsistent with these bylaws) and in policies established from time to time by the Governing Board.

Section 3.4 An application for active, family, associate or apprentice membership must be endorsed by one or more active members before being presented to an Executive Committee for final action. Admission to membership shall require a majority vote of Executive Committee members present and voting at a duly constituted meeting thereof.

Section 3.5 Prior to admittance to any dues-paying class of membership, applicants shall have paid all applicable entrance fees and dues.

Section 3.6 Any person who: (1) is able and willing to contribute time, energy and skills to the objectives of USPS; (2) has passed an examination approved by the Operating Committee and (3) is at least 18 years of age may be admitted to active membership in USPS under such conditions as these bylaws and the Governing Board may prescribe.

3.6.1 Active membership shall be comprised of *regular members*, who are members of a squadron, and *unattached members*, who are not members of a squadron.

3.6.2 An active member who has been an active member for at least 50 years and has been awarded at least 50 merit marks shall be deemed a *member emeritus of the Governing Board*.

3.6.3 An individual who has been an active member for at least 25 years and has been awarded at least 25 merit marks, or one who has completed service as chief commander, shall be deemed a *life member*.

3.6.4 An active member shall be deemed a *sustaining member* upon payment of a lump sum equal to 20 times the then-current national dues. Sustaining membership shall not be available at the district or squadron level.

3.6.5 An individual who has been an active member for at least five years and has been awarded at least five merit marks shall be deemed a *senior member*.

3.6.6 Life members and sustaining members shall be exempt from payment of national dues. Sustaining and life memberships do not in themselves exempt members from payment of district and squadron dues and assessments and qualified members must continue to meet squadron membership requirements or be recognized as unattached (§3.6.10) in order to retain membership in USPS.

3.6.7 [*Reserved*]

3.6.8 An active member shall be awarded the status of *25 year member* upon paying annual dues for the 25th time and the status of *50 year member* upon paying annual dues for the 50th time. For the purposes of this section, sustaining and life members will be considered as paying annual dues each year following the achievement of sustaining and life membership respectively.

3.6.9 An active member shall be awarded advanced grade status after passing appropriate examinations as prescribed by the Educational Department.

3.6.10 Any applicant for membership or rein-

statement in USPS may apply to the national secretary for admittance to membership in USPS under procedures adopted by the Operating Committee for unattached membership or unattached membership assigned to a provisional squadron. Except for assignment to a provisional squadron, no application for unattached membership shall be accepted unless, in the opinion of the national secretary, there is no suitable squadron within a reasonable distance of the applicant.

Section 3.7 *Family members* of USPS may be admitted in the same manner as active members. Persons eligible as family members shall consist of individuals related to an active member by blood, legal adoption, or marriage and who reside with or are dependents of such active member.

3.7.1 Family members shall not be entitled to hold any elective position, wear the uniform, fly the ensign, or earn a merit mark, but they shall be entitled to earn a family merit mark and to attend, but not vote at, any business meeting of USPS or any district or squadron.

3.7.2 Family members shall be entitled, after passing an examination approved by the Operating Committee, to take USPS educational courses offered by the squadron of the active member or by another squadron subject to its approval.

3.7.3 Family members shall be entitled to participate in social activities to the same extent as active members.

3.7.4 Family members who have successfully completed advanced grades courses may so indicate by showing such grade after their names.

3.7.5 Upon becoming an active member, a family member shall be entitled to wear, on an approved USPS uniform, the grade insignia representative of the advanced grade courses successfully completed while a family member.

3.7.6 Upon the termination of the membership of an active member, the family memberships dependent thereon shall also terminate unless a family member qualifies and elects to become an active member within the grace period established from time to time by the Governing

Board.

Section 3.8 Apprentice members of USPS shall be persons who have reached the age of twelve and have passed an examination approved by the Operating Committee.

3.8.1 Apprentice members shall be entitled to the same rights and benefits of membership in USPS as family members, including the right to take advanced grade and elective courses, serve on appointed committees as provided in Section 4.5.1 and earn family merit marks.

3.8.2 Apprentice membership shall terminate at the end of the dues year in which the apprentice reaches his twenty-third birthday.

Section 3.9 If squadron bylaws so provide, associate membership may be conferred by a squadron executive committee upon active members in good standing of other squadrons of USPS or of the Canadian Power and Sail Squadrons. Associate members shall have all privileges of their principal membership except that they shall not hold elective position in the squadron, have representation by delegates of the squadron, be entitled to represent the squadron at any USPS or district meeting, or be entitled to vote at any meeting of the squadron. Associate member dues and fees, if any, shall be billed by and paid directly to the squadron offering associate membership.

Section 3.10 By delegation of Governing Board authority, the Operating Committee and equivalent bodies in the districts and squadrons may confer honorary membership, for not more than one year at a time, upon persons who are not members of USPS and who have made a significant contribution to safe boating or to the work of USPS. An honorary member shall have none of the privileges extended to other classes of members except to wear the USPS lapel pin. Honorary members shall pay no national or local entrance fees or annual dues.

Section 3.11 Corporate members shall be entities having an interest in boating safety or recreational boating. Corporate members shall pay such dues and entrance fees as may be set by the Governing Board. Corporate members may not vote,

hold office, participate in local activities or enroll for member courses. A corporate representative may wear the member's pin. Corporate members may be admitted by majority vote of the Operating Committee.

Section 3.12 Termination of Membership.

3.12.1 All voluntary resignations must be made in writing to the commander or the secretary of the member's squadron with a copy to the national secretary.

3.12.2 No resignation of a member indebted to USPS or to a squadron shall be accepted until such indebtedness has been paid.

3.12.3 If dues of any member are in arrears later than two weeks after the beginning of the member's dues year, membership, including any family membership in connection therewith, will be terminated automatically and without further notice.

3.12.4 Membership may be terminated as provided in Article 15.

Section 3.13 Notwithstanding contrary language in sections 3.6, 3.7.2, 3.8 and 7.11.6, applicants who have not passed an approved examination may be admitted between 1 December 2006 and 1 December 2009 to any class of membership, and may take and be examined in any USPS course.

Article 4 - Officers and Committees

Section 4.1 There shall be three classifications of officers, namely, *national*, *district* and *squadron*. The chief commander, the vice commanders, the chairmen and assistant chairmen of the general, standing and departmental committees, the chaplain(s), the flag lieutenant and the aides to the chief commander shall be national officers of USPS. The district commanders shall be national officers and at the same time they, together with officers elected by a district or appointed by a district commander thereof, shall be district officers. Officers elected by a squadron or appointed by a commander thereof, shall be squadron officers. The provisions of this article shall be applied to all classifications of officers as the context may require.

Section 4.2 There shall be two types of officers, namely, those *elected* by the Governing Board, by the districts, or by the squadrons and those *appointed* by the Governing Board and equivalent bodies in the districts and squadrons, or by authorized officers on the national, district and squadron level respectively.

Section 4.3 *Flag office* means any office which, by virtue of the rank associated therewith, entitles the officeholder to fly a specific rectangular flag; i.e. commander, vice commander, rear commander, staff commander, lieutenant com-

mander and first lieutenant. *Flag officer* means the holder of a flag office.

Section 4.4 *Bridge officer* means the commander, the executive officer, the educational officer, the administrative officer, the secretary and the treasurer.

Section 4.5 Elected officers, elected committee chairmen and committee members and all appointees shall be subject to the following general provisions:

4.5.1 All elected officers, all elected committee chairmen and elected committee members shall be active members in good standing and all appointed officers shall be active members, woman's certificate holders, or family or apprentice members, at least 18 years of age, and in good standing.

4.5.2 Except for members of committees with staggered terms or as otherwise provided in applicable 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 terms of office at the time at which they are elected or appointed, or if applicable, installed.

4.5.3 Every appointee shall hold office at the pleasure of the appointing power but not beyond the term of office of that person or body except to complete an assignment with the approval of the Operating Committee or equivalent body at the district or squadron level.

4.5.4 Except as otherwise provided in these bylaws, no member shall be nominated for or hold more than one flag office at any single level of USPS simultaneously except for a short *lame duck* period due to overlapping terms of office. More than one elective position other than flag office may be held if there does not appear to be a conflict of interest.

Section 4.6 District and squadron educational officers and assistant educational officers shall be elected by their respective units in the same manner as other district and squadron officers provided, however, no member may be nominated for such office unless, prior to nomination, the candidate's qualifications have been approved by the national educational officer or as in 4.6.2 herein. Nomina-

tion and election of any person without such prior approval shall be voidable.

4.6.1 The withholding of such approval shall be for just cause and the reasons therefor shall be furnished, in writing, to the appropriate squadron or district nominating committee.

4.6.2 The national educational officer may delegate to the assistant national educational officer the approval of district educational officers and assistant district educational officers and to the district educational officers the approval of squadron educational officers and assistant squadron educational officers within their respective districts.

4.6.3 Failure of the national educational officer (or designee) to act within 30 days upon receipt of a request for approval of the qualifications of a person proposed for district or squadron educational officer or assistant educational officer shall be considered approval of the qualifications of such person.

Article 5 - National Organization

NATIONAL BRIDGE

Section 5.1 The chief commander shall be assisted by a *national executive officer*, a *national educational officer*, a *national administrative officer*, a *national secretary* and a *national treasurer*; each of whom shall be a *vice commander*. These officers and the chief commander shall comprise the *national bridge*.

GOVERNING BOARD

Section 5.2 The *Governing Board* shall consist of the chief commander; the vice commanders; the rear commanders; the district commanders; the district educational officers; members of the general committees; the squadron commanders; past chief commanders; past vice commanders who have served a minimum of two full elected terms as such; Governing Board members emeriti, squadron delegates as provided in section 10.2 and *elected general members* at the rate of one such member for each 600 active members of USPS in good standing as of the first day of the preceding March.

The number of general members shall not be exceeded by the total number of rear commanders. The Governing Board shall:

5.2.1 Make and amend bylaws and rules for its own governance;

5.2.2 Enforce the authority given it under these bylaws and take such action as may be necessary to advance the best interests of USPS, its districts and its squadrons, including disciplinary action and/or imposition of penalties for violation of USPS policy and these bylaws;

5.2.3 Hold *regular* and *special meetings* at such times and places as it may designate;

5.2.4 Establish committees of the Governing Board and of the departments and provide for appointments thereto;

5.2.5 Constitute and reconstitute the districts and to form districts into groups thereof;

5.2.6 Elect national officers and fill vacancies in any national position normally filled by election. Officers elected to fill vacancies shall hold office until the next annual meeting of USPS;

5.2.7 Admit persons to membership in USPS or delegate such admission;

5.2.8 Fix requirements for transfer of members and for resignations by members;

5.2.9 Promulgate specifications for and regulate the wearing of uniforms and insignia by members of USPS and flags and pennants to be used by such members or flown from vessels commanded by such members, and may delegate such authority when desirable;

5.2.10 Publish an official magazine of USPS, a manual for the guidance of officers and others (§19.3) and other publications as it may order;

5.2.11 Fix all national fees and dues and modify the national budget;

5.2.12 Receive resolutions from district conferences, properly submitted in accordance with these Bylaws (§6.15), 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;

5.2.13 Rescind actions adopted by the Board of Directors, provided that:

- (a) A petition to rescind has been signed by at least 50 members of the Governing Board;
- (b) The petition is received by the national secretary at least 75 days before the Governing Board meeting at which motion to reconsider shall be presented;
- (c) The rescission shall be prospective; and
- (d) The motion to rescind is adopted by at least two-thirds of those voting.

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

BOARD OF DIRECTORS

Section 5.3 There shall be a Board of Directors 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. The Board of Directors shall:

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

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

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

5.3.4 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 (see section 5.8.2a);

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

5.3.6 Revoke, withdraw, or suspend squadron charters;

5.3.7 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

5.3.8 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 follow-

ing the Board of Directors meeting at which such appointments are made.

5.3.9 Proceedings of the Board of Directors shall be recorded by the national secretary. The minutes of each Board meeting shall be submitted to all members of the Governing Board no later than 45 days following such meeting. 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.

OPERATING COMMITTEE

Section 5.4 There shall be an *Operating Committee* of the Governing Board composed of the Board of Directors, the chairman of the Committee on Nominations, the chairman of the Committee on Rules, the law officer, the chairman of the Planning Committee, the chairman of the Marketing Committee and the chairman of the Finance Committee.

5.4.1 The Operating Committee shall meet before each Governing Board meeting and at such other times as the Board of Directors may require. The Operating Committee shall carry out the duties assigned by these bylaws, and shall consider such actions and recommendations as may be required to carry out the direction of the Board of Directors in policy matters.

5.4.2 Proceedings of the Operating Committee shall be recorded by the national secretary. The minutes of each Operating Committee meeting shall be submitted to all members of the Governing Board no later than 45 days following such meeting. If a regular or special meeting of the Governing Board occurs less than 45 days following a meeting of the Operating Committee, 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 Operating Committee unless the minutes of the meeting of

the Operating Committee are already in the hands of the Governing Board members.

GENERAL COMMITTEES

Section 5.5 There shall be *general committees* of USPS with chairmen and members to be elected as provided in Article 11 herein.

Section 5.6 The *Committee on Nominations* shall consist of seven members plus the most immediate past chief commander or the most recent past chief commander willing and able to serve. One member, serving as rear commander, shall be nominated and elected chairman at the annual meeting and an assistant chairman, serving as staff commander, shall be elected by the committee from among its members provided, however, that no past chief commander shall serve either as chairman or assistant chairman.

5.6.1 The Committee on Nominations shall:

- (1) As provided in 11.6 hereof, select nominees for election at the annual meeting of USPS and, unless otherwise directed by the Governing Board, submit to the national secretary no later than 75 days before the date of said meeting its written report of nominees for election at that meeting;
- (2) As provided in sections 11.6 and 11.7 hereof, select nominees for election by the Governing Board at its meeting immediately following the annual meeting of USPS and, unless otherwise directed by the Governing Board, submit to the national secretary no later than 75 days before date of said meeting its written report of nominees for election at that meeting;
- (3) Submit to the national secretary not less than 45 days before any mid-year or special meeting of the Governing Board its written report of nominees, if any, to be elected by the Governing Board at said meeting to fill any vacancy in any elective national office or any vacancy on the Governing Board;
- (4) In the event of a nominee dying or refusing nomination, or of a current office holder resigning or becoming incapable of serving in office,

forthwith nominate a replacement and, the other provisions of these bylaws notwithstanding, present such replacement nomination to the next meeting of the Governing Board for election; and

(5) Request from each vice commander recommendations for nominees for chairmen and assistant chairmen of committees within the department. The committee may reject any such recommendations for good cause and within 15 days request new recommendations from the vice commander. If no mutually acceptable candidates have been selected after three such recommendations by the vice commander, or if the vice commander fails to submit such recommendations when requested, the committee shall make its own selection without approval of the vice commander.

5.6.2 Committee members shall serve three-year terms with either two or three members elected annually as required to maintain elected membership at seven.

5.6.3 No member of the committee shall be eligible for nomination to any national elective office while serving on the committee and for one year thereafter *except*: (1) any member of the committee whose term is expiring may be nominated as a general member of the Governing Board; (2) subject to other provisions of these bylaws, any member of the committee may be nominated by the committee for the office of chairman of the committee; and (3) subject to other provisions of these bylaws, the chairman may be nominated to two consecutive terms in that office.

5.6.4 No member of the committee shall serve more than three years on the committee *except* (a) a member elected to fill an unexpired term of less than one year may be elected for one additional three-year term and (b) as provided in section 5.6.3.

5.6.5 A member elected chairman shall not lose membership on the committee solely by expiration of a term as chairman. Committee membership shall terminate only by death, resignation, disqualification, or by expiration of an

elected committee term.

Section 5.7 The *Committee on Rules* shall consist of seven members. One member, serving as rear commander, shall be nominated and elected chairman at the annual meeting and an assistant chairman, serving as staff commander, shall be chosen by the chairman from among the committee members. The Committee on Rules shall:

5.7.1 Interpret and make rulings on these bylaws and on internal procedural matters;

5.7.2 Receive, consider and formulate all proposed amendments to these bylaws and report its recommendations to any meeting of USPS or to any meeting of the Governing Board, provided such recommended amendments have been published in full in the call to the meeting at which action is to be taken;

5.7.3 Pass upon proposed bylaws of districts and squadrons and amendments thereto;

5.7.4 Pass upon applications for squadron charters and report at the next regular meeting of the Governing Board on all such action taken; and

5.7.5 Pass upon the credentials of all delegates and all alternate voters, as appropriate, at any meeting of the Governing Board.

STANDING COMMITTEES

Section 5.8 There shall be standing committees of the Governing Board with chairman, assistant chairman and members to be elected or appointed as provided in Article 11 herein.

5.8.1 [Reserved]

5.8.2 There shall be a *Finance Committee* of the Governing Board composed of five members of whom one shall be chairman. The Finance Committee shall, before the end of each fiscal year, review the proposed budget for the ensuing fiscal year as prepared by the budget director. After determination that the necessary funds can be made available to finance the budget as presented, the Finance Committee shall submit such budget to the Board of Directors for consider-

ation before the mid-year meeting of the Governing Board. In the event the Finance Committee cannot foresee the required funds, then it shall reject the budget as presented and return same to the budget director, together with an estimated amount which the Finance Committee feels can be realistically financed. The budget director will then work with the national treasurer to revise the proposed budget and resubmit to the Finance Committee through its chairman.

5.8.2a Such budget when adopted by the Board of Directors will be final, except as special supplementary appropriations may be approved subject to the following procedure: all special requests for subsequent appropriations shall be submitted to the Finance Committee, in writing whenever possible, and with full reasons in support thereof. Thereafter, the Finance Committee shall report promptly its recommendations to the Board of Directors.

5.8.2b The Finance Committee shall annually make a study of the amount of annual dues and fees and make a report with respect thereto to the mid-year meeting of the Governing Board.

5.8.2c The Finance Committee shall draft a fiscal policy for consideration and adoption by the Board of Directors. The policy shall define a measure of the financial health of USPS, conditions warranting remedial action and required responses.

5.8.2d The Finance Committee shall propose to the Governing Board at its Annual Meeting an outside auditor licensed to practice accountancy in North Carolina.

5.8.3 There shall be a *Marketing and Public Relations Committee* of the Governing Board. The committee shall make recommendations to the Board of Directors of ways to market USPS and to publicize activities and services performed by USPS and its members. Upon approval by the Board of Directors, the Marketing and Public Relations Committee shall implement the marketing recommendations and formulate programs for publicizing the activities and services performed by USPS and its members.

5.8.4 There shall be a *Law Committee* of the Governing Board composed of not more than ten members. One of the members shall be the national law officer who shall be the chairman. Another member shall be the assistant national law officer who shall be the assistant chairman. The Law Committee shall provide legal advice and legal services to the Operating Committee and to the departments and shall report directly to the Board of Directors. The national law officer shall be legal counsel to the Governing Board and to USPS.

5.8.5 There shall be a *Planning Committee* of the Governing Board composed of not fewer than five nor more than 11 members of whom one shall be chairman. The Planning Committee shall make recommendations in response to queries referred to it by the Board of Directors, by the Governing Board or by the Operating Committee and make recommendations on its own initiative of proposed changes of any kind for the betterment of USPS.

Section 5.9 [Reserved]

DEPARTMENTAL COMMITTEES

Section 5.10 The Governing Board may establish specific departmental committees as necessary to carry out the responsibilities assigned to the various departments. For each such committee established, the Governing Board shall elect a committee chairman to serve with the rank of rear commander and one or more assistant chairmen as determined by the Operating Committee, each serving with the rank of staff commander.

DEPARTMENTS AND THEIR OFFICERS

Section 5.11 The work of USPS shall be carried on under the chief commander by an *Executive Department*, an *Educational Department*, an *Administrative Department*, a *Secretary's Department* and a *Treasurer's Department*.

5.11.1 The authority of each national department shall descend from the vice commander in charge to the officers and committees of that department.

5.11.2 The district commanders, being national as well as district officers, shall be responsible to the national executive officer for those aspects of their office which are national in nature.

5.11.3 The district educational officers, being members of the national Educational Department, shall be responsible to the national educational officer for those aspects of their office which are national in nature.

5.11.4 Each vice commander shall make a departmental report at each national meeting and at such other times as the chief commander or the Governing Board may order, and perform such other duties as are required by these bylaws or which may be assigned by the Governing Board or by the chief commander. The treasurer's reports shall include statements of receipts, disbursements and financial condition of USPS.

Section 5.12 The chief commander shall:

5.12.1 Be the ranking officer of USPS and preside at all meetings thereof;

5.12.2 Have command of the fleet;

5.12.3 Perform such duties as may be assigned by the Board of Directors;

5.12.4 Be *ex officio* the chair of the Board of Directors and a member of all departments and committees except the Nominating and Rules Committees; and

5.12.5 Appoint and assign duties to such aides as are deemed necessary.

Section 5.13 The national executive officer shall:

5.13.1 Assist the chief commander;

5.13.2 Have general supervision of the Executive Department as directed by the chief commander or the Board of Directors;

5.13.3 Be *ex officio* a member of the Board of Directors and all committees of the Executive Department; and

5.13.4 In the temporary absence or incapacity of the chief commander perform the duties and exercise the powers of the chief commander.

Section 5.14 The national educational officer shall:

5.14.1 Assist the chief commander;

5.14.2 Have general supervision of the Educational Department as directed by the chief commander or the Board of Directors;

5.14.3 Be *ex officio* a member of the Board of Directors and all committees of the Educational Department; and

5.14.4 Subject to the approval of the Board of Directors, formulate and prescribe rules, standards and practices for all instruction, examinations and reporting thereon, conducted by the Educational Department.

Section 5.15 The national administrative officer shall:

5.15.1 Assist the chief commander;

5.15.2 Have general supervision of the Administrative Department as directed by the chief commander or the Board of Directors;

5.15.3 Be *ex officio* a member of the Board of Directors and all committees of the Administrative Department; and

5.15.4 In the temporary absence or incapacity of the chief commander and the national executive officer, perform the duties and exercise the powers of the chief commander.

Section 5.16 The national secretary shall:

5.16.1 Keep a record of the proceedings of USPS;

5.16.2 Have custody of these bylaws and the corporate seal of USPS;

5.16.3 Keep a record of each squadron, the membership thereof and a record of all members of USPS including grades attained, merit marks earned and other member data deemed appropri-

ate;

5.16.4 Keep an accurate and complete list of all persons elected to office in USPS, such list to be open to inspection by any member in good standing of USPS during normal and reasonable hours of business between meetings of the Governing Board;

5.16.5 Attest to and affix an embossed or stamped impression of the corporate seal to any instrument when so directed by the Board of Directors or the chief commander;

5.16.6 Send out notices of meetings, of proposed bylaws amendments and of nominations as set forth herein;

5.16.7 Prescribe the procedure for reinstatement of members, which procedure shall be set forth in the *Operations Manual*;

5.16.8 Be ex officio a member of the Board of Directors and all committees of the Secretary's Department;

5.16.9 Direct and oversee the operations of USPS headquarters; and

5.16.10 Receive the report of the outside auditor and present same to the annual meeting of the Governing Board.

Section 5.17 The national treasurer shall:

5.17.1 Collect all moneys due and owing and hold all moneys and securities owned by USPS;

5.17.2 Pay such bills as are contracted for by the head of any department or committee by virtue of an appropriation by the Board of Directors or by the adopted budget;

5.17.3 Keep and preserve an accurate record of all moneys received and disbursed;

5.17.4 Give bond with sureties or corporate surety as required;

5.17.5 Be ex officio a member of the Board of Directors and all committees of the Treasurer's

Department; and

5.17.6 Upon the request of any squadron, collect dues and other fees customarily collected with dues from the members of that squadron, retain the member's national dues, and promptly remit the balance as directed by the member.

Section 5.18 There shall be an *assistant national educational officer*, an *assistant national secretary* and an *assistant national treasurer*. These assistant officers shall assist their principals as required and in the principals' absence act in their stead, except that such assistant officers shall not serve on the Board of Directors.

Section 5.19 In the event the chief commander, the national executive officer, or the national administrative officer is determined, by self-declaration or by a two-thirds vote of the Board of Directors, to be incapable of performing the duties of office because of illness or otherwise, the Board of Directors shall assign the executive duties and powers of such office to the most recent past chief commander agreeable to serve. Such assignment shall not include service as a director.

5.19.1 Such assumption of duties by a past chief commander shall last only until the earliest of: (1) the officer rescinds the self-declaration of incapability; (2) the Board of Directors rescinds its declaration of incapability; or (3) the next Governing Board meeting at least 50 days after the declaration of incapability, at which meeting the Board of Directors shall recommend to the Governing Board whether the period of incapability should be extended or the office declared vacant.

5.19.2 If the Board of Directors recommends that the office be declared vacant and the Governing Board, by a two-thirds vote, concurs, an election shall be held to fill such vacancy. Candidates for such office shall be nominated by the Committee on Nominations or by petition signed by at least 50 members of the Governing Board and filed with the national secretary prior to the calling of the election as an agenda item at such Governing Board meeting.

Article 6 - District Organization

Section 6.1 Each district shall be composed of the squadrons assigned it by the Governing Board. 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.

Section 6.2 Each district shall be presided over by a *district commander* who shall be assisted by a *district executive officer*, a *district educational officer*, a *district administrative officer*, a *district secretary* and a *district treasurer*, which officers shall comprise the *district bridge*. The district executive officer, educational officer, administrative officer, secretary and treasurer shall each serve with the rank of *district lieutenant commander*.

Section 6.3 When provided for in their bylaws, each district is authorized to elect an *assistant district educational officer*, an *assistant district administrative officer*, an *assistant district secretary* and an *assistant district treasurer* each of whom shall serve with the rank of *district first lieutenant*. These assistant officers shall assist their principals as required and in the principals' absence act in their stead.

Section 6.4 Each district commander shall be *ex officio* a member of all committees of the district, except the Auditing, Nominating and Rules committees.

Section 6.5 If so provided in the district bylaws, the district commander may appoint and assign duties to such aides and lieutenants as deemed necessary.

Section 6.6 No district rank shall be authorized or conferred except as provided for in this article.

Section 6.7 All district officers shall be active members in good standing of squadrons in their district and shall be elected as prescribed in the bylaws of their respective districts except that the district educational officer and assistant district educational officer, if any, shall be elected as prescribed in 4.6 herein.

Section 6.8 All nominees for the offices of district commander, executive officer, educational officer, administrative officer, secretary and treasurer shall have earned at least one advanced grade and been awarded at least one merit mark provided, however, that prior to the nomination of candidates for such offices, the national executive officer may grant exceptions to the foregoing for good cause and shall report, in writing, to the Operating Committee any exceptions granted and the reasons therefor.

Section 6.9 Each district shall have an educational officer who shall:

6.9.1 Be a member of the national Educational Department;

6.9.2 Have general supervision of the district Educational Department as directed by the district commander, the council, or the conference;

6.9.3 Advise the district commander on all district educational matters and appointments;

6.9.4 Coordinate, in conformance with national educational policies and procedures, the educational activities within the district; and

6.9.5 Counsel on, when requested, nominees for squadron educational officers, appointments to local boards and other squadron educational matters.

Section 6.10 All district bylaws shall prescribe the membership of the district council which shall include at least the district bridge and the commanders of the district's squadrons.

Section 6.11 All district bylaws shall prescribe the membership of the district conference which shall include at least the district council and the squadron delegates.

Section 6.12 Each district shall have a *law officer*, assistant law officers as needed and a *Legislative Committee* appointed annually by the district commander.

Section 6.13 Each district shall have a nominating committee, an audit (or financial review) committee, and a rules committee. The members of these committees shall be elected by the district conference.

Section 6.14 Each district may make annual assessments on a per capita membership basis against the squadrons assigned to it in amounts necessary to meet expenses of the district, which assessments must be authorized and approved by the district conference.

Section 6.15 Resolutions intended for Governing Board consideration which have been adopted by a two-thirds vote of the district conference shall be forwarded to the national executive officer for presentation to the Governing Board at its next meeting. A subsequent district conference may, by a two-thirds majority of those voting, ask leave to withdraw a resolution then pending before the Governing Board.

Section 6.16 District bylaws and any amendments thereto shall not become effective until approved by the Committee on Rules. Notice of

such approval shall be given to the district council by the district secretary.

Section 6.17 [*Reserved*]

Section 6.18 Whenever a *division* of a district is authorized by the Governing Board, the division shall have such officers as may be provided for in the division bylaws. Divisions of districts shall adopt such bylaws for the government of the division as may be prescribed by the Committee on Rules.

6.18.1 A division officer shall only be entitled to that rank and to wear such insignia as is otherwise authorized in USPS. No rank or insignia of rank shall be authorized merely by reason of being a division officer.

6.18.2 Only members of squadrons assigned to the division may hold elective office in the division or be members of division committees.

6.18.3 No member of a squadron assigned to the division may hold an elective office in the district or be a member of a district committee *except* that a member of an existing district committee may complete a current term of office.

Article 7 - Squadron Organization

Section 7.1 The name of each squadron shall have geographical significance and not conflict with the name of an existing squadron. It shall include its geographical name followed by the words "*Power Squadron (Inc.)*", or "*Sail and Power Squadron (Inc.)*." A squadron may change its geographical name with the approval of its district council and the Committee on Rules and the Governing Board. A squadron may otherwise change its name with the approval of the Committee on Rules.

Section 7.2 Each squadron shall be governed by an *Executive Committee*, the voting members of which shall be the commander, the lieutenant commanders and three or more members-at-large, and if so provided in the squadron's bylaws, the immediate past commander or the most recent past commander willing and able to serve, all of whom shall be elected at the squadron's annual meeting. The

squadron bylaws shall specify the exact number of members-at-large.

Section 7.3 Each squadron shall be presided over by a *squadron commander* who shall be assisted by a *squadron executive officer*, a *squadron educational officer*, a *squadron administrative officer*, a *squadron secretary* and a *squadron treasurer*, which officers shall comprise the *squadron Bridge*.

7.3.1 The squadron commander shall serve with the rank of *commander*; the executive officer, educational officer, administrative officer, secretary and treasurer shall each serve with the rank of *lieutenant commander*.

7.3.2 The offices of secretary and treasurer may be held by the same person.

Section 7.4 When provided for in their bylaws, each squadron is authorized to elect an *assistant squadron educational officer*, an *assistant squadron administrative officer*, an *assistant squadron secretary* and an *assistant squadron treasurer* each of whom shall serve with the rank of *first lieutenant*. These assistant officers shall assist their principals as required and in the principals' absence act in their stead.

Section 7.5 The squadron commander shall be *ex officio* a member of all committees of the squadron, except the Auditing, Nominating and Rules committees.

Section 7.6 If so provided in the squadron bylaws, the squadron commander may create committees and appoint and assign duties to such aides and lieutenants as deemed necessary.

Section 7.7 No squadron rank shall be authorized or conferred except as provided for in this article.

Section 7.8 All elected squadron officers shall be active members in good standing of that squadron and shall be elected as prescribed in the squadron bylaws except that the squadron educational officer and assistant squadron educational officer, if any, shall be elected as prescribed in 4.6 herein.

Section 7.9 All nominees for the offices of squadron commander, executive officer, educational officer, administrative officer, secretary and treasurer shall have earned at least one advanced grade and been awarded at least one merit mark provided, however, that prior to the nomination of candidates for such offices the district commander may grant exceptions to the foregoing for good cause and shall report, in writing, to the district council and to the national executive officer any exceptions granted with the reasons therefor.

Section 7.10 Each squadron shall have an educational officer who shall:

7.10.1 Be a member of the national Educational Department;

7.10.2 Have general supervision of the squadron Educational Department as directed by the

squadron commander or the Executive Committee;

7.10.3 Advise the squadron commander on all squadron educational matters and appointments;

7.10.4 Coordinate, in conformance with national educational policies and procedures, the educational activities within the squadron; and

7.10.5 Be an *ex officio* member of all squadron Educational Department boards and committees.

Section 7.11 Each squadron shall have *Local Boards for Boating, Advanced Grades and Elective Courses*. Such boards shall at all times be subject to the direction and supervision of the squadron educational officer.

7.11.1 Local board chairmen and members shall be appointed by the squadron commander upon advice of the squadron educational officer.

7.11.2 No person whose qualifications are unacceptable to the district educational officer shall be appointed to serve on a local board.

7.11.3 The Local Board for Boating shall be responsible for the squadron program of instruction and examination in boating courses offered to the public.

7.11.4 The Local Board for Advanced Grades shall be responsible for the squadron program of instruction and examination in advanced grade courses.

7.11.5 The Local Board for Elective Courses shall be responsible for the squadron program of instruction and examination in elective courses.

7.11.6 Except as otherwise provided in these bylaws, passing a qualifying examination approved by the Operating Committee shall be a prerequisite for anyone taking any advanced grade or elective course or instruction and examination in any USPS course, except boating safety courses offered to the public, shall be limited to the following:

- (1) Active members in good standing

- (2) Family members
- (3) Holders of a current woman's certificate
- (4) Apprentice members

7.11.7 Instruction and examination in any USPS course may be given to members, *lady associates* and *junior associates* of the Canadian Power and Sail Squadrons subject to any restrictions as may be applicable to those eligible under the previous subsection.

7.11.8 Instruction and examination in the USPS course that teaches instructional skills and techniques may be given to members of the United States Coast Guard Auxiliary and to employees of government agencies charged with educating the public in safe boating.

7.11.9 Instruction and examination in any advanced grade or elective course may be given to nonmembers in time of war or national emergency as determined and approved by the Operating Committee.

Section 7.12 Each squadron shall have a nominating committee, *an audit (or financial review) committee, and a rules committee*. The members of these *committees* shall be elected at the squadron's annual meeting.

Section 7.13 Reasonable entrance fees and annual dues shall be fixed by each squadron, according to the method prescribed in its bylaws, in amounts to be paid as a condition of membership in that squadron.

Section 7.14 Each member's annual squadron dues and other fees as determined by the squadron executive committee shall be payable on the same date as USPS annual dues. Bills for the subsequent year's dues shall be mailed to members by the national headquarters of USPS no later than 30 days before the end of the current dues year. Dues for family members and the dues category of "additional active member" shall be billed to the associated active member. Squadron dues and other fees of renewing members shall be collected along with USPS annual dues by the national treasurer and remitted promptly to the respective

squadron and district. A squadron may collect dues and other fees from new members, transferring members and reinstating members and remains responsible for settling the associated district assessments with the district treasurer.

Section 7.15 Annually, no later than 90 days before the effective date of a new squadron dues schedule, each squadron treasurer shall report to the national treasurer the new dues schedule to be used for billing members of that squadron. The national treasurer shall take such steps as may be necessary to effect collection and protect the interests of USPS. The national treasurer may at any time necessary render bills directly to members for money due.

Section 7.16 Any member in good standing of a squadron who elects to sever squadron affiliation shall fully discharge any squadron financial obligation prior to such severance.

Section 7.17 Any member in good standing of a squadron who desires to transfer to another squadron or to the status of unattached member, or any unattached member who desires to transfer to a squadron shall:

7.17.1 Make application for membership in the squadron to which transfer is desired. If accepted, the commander or secretary of such squadron will supply the transferee with the appropriate forms furnished by the national secretary and when properly filled in and authenticated, forward them to the national secretary together with the transfer fee as provided herein.

7.17.2 If desiring to transfer to the status of unattached member, apply to the national secretary for permission to so transfer. No member shall be permitted to transfer to unattached member status unless in the opinion of the national secretary there is no suitable squadron within a reasonable distance of the member's place of residence to which the member may belong. If transfer is approved, the national secretary will provide the transferee with the appropriate forms to be properly filled in, authenticated and returned.

7.17.3 Upon compliance with subsection

7.17.1 or 7.17.2 and unless the member: (1) is indebted to a squadron or USPS for dues or otherwise; (2) is the respondent in a pending disciplinary action; or (3) has failed to return squadron property; approval of the proposed transfer shall be mandatory.

Section 7.18 Should a squadron for any reason discontinue its organization or cease to function, notice to that effect in writing shall be sent by any recent officer thereof to the district commander of the district to which the squadron is assigned. Should the district commander determine that the charter of the squadron should be revoked, such action shall be reported in writing to the national executive officer. In the absence of such notice from a squadron officer, the district commander or district secretary upon receiving approval of the district council shall so notify the national secretary for reference to the national executive officer. The national executive officer shall report the action, with recommendations, to the Board of Directors for its determination as provided in Section 7.20.2 below.

Section 7.19 Membership of active and family members in good standing in USPS shall not be affected by the revocation, withdrawal, or suspension of the charter of a squadron to which a member belongs provided the member transfers to a currently active squadron, a consolidated (new) squadron, or to unattached status.

Section 7.20 Application for a *charter* for a new squadron may be made by a group of 25 active members of USPS, unless otherwise approved by the Operating Committee, by submitting a written application, addressed to the Governing Board but sent to the chairman of the Committee on Rules, accompanied by a set of bylaws proposed for that squadron, and by meeting other requirements as the Governing Board shall from time to time prescribe. Members signing the application shall attach thereto letters of transfer to such new squadron endorsed appropriately by the commander or secretary of the squadron from which the member wishes to transfer, or by the national secretary regarding any unattached member who wishes to

transfer, as provided by Section 7.17. Unattached members assigned to a provisional squadron being chartered shall be automatically transferred.

7.20.1 Unless otherwise ordered by the Governing Board, a charter shall be effective as of the date upon which its issuance is authorized and it shall bear that date. Names of members appearing on the charter shall be in alphabetical order without rank or title except grade designation.

7.20.2 The squadron charter shall be issued by the national secretary upon approval by the Committee on Rules in accordance with section 5.7.4, and such charter may be revoked, withdrawn, or suspended by the Board of Directors when in its judgment continuation of the squadron is not in the best interests of USPS.

Section 7.21 Squadron bylaws and amendments thereto shall not become effective until approved by the Committee on Rules. Notice of the approval shall be provided to the members by the squadron secretary.

Section 7.22 All publications or notices of any nature whatsoever issued by a squadron shall have the prior approval of its squadron commander or Executive Committee before being sent to the members or to the public.

Section 7.23 A squadron wishing to incorporate shall obtain approval of the national law officer before submitting an application to a state or equivalent body.

7.23.1 Squadrons shall not be permitted to make individual applications to the Internal Revenue Service to qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, but shall be included under the USPS Group Exemption.

Section 7.24 Except for good cause shown, each squadron is expected to annually host or sponsor singly, jointly or severally, an invitational regatta, rendezvous, predicted log contest, or other appropriate boating competition or event.

Article 8 - Provisional Squadrons

Section 8.1 To encourage the creation of new squadrons in areas not serviced by existing squadrons, any group of active members may apply to the Operating Committee to form a provisional squadron. Such application shall be addressed to the national executive officer and shall include the area to be served, the need for a squadron, the potential for growth, the proposed name and a plan for creating the new squadron. The name of each provisional squadron shall include its geographical name followed by the words "Provisional Squadron." Upon approval of the application, the Operating Committee may authorize the formation of a provisional squadron, subject to the approval of bylaws by the Committee on Rules. Thereafter, an organizational meeting shall be held to adopt the approved bylaws, elect officers including a commander, educational officer and secretary/treasurer and conduct such other business as may be appro-

priate. USPS headquarters shall be notified of the officers elected.

Section 8.2 New members joining as a result of the efforts of a provisional squadron may be admitted as unattached members assigned to the provisional squadron until the provisional squadron is chartered.

Section 8.3 Provisional squadrons shall not be a prerequisite to creating a new squadron, but shall be formed only as an interim step to facilitate the process of creating a new squadron. The Operating Committee may dissolve a provisional squadron at any time without cause. Unless extended, the provisional squadron shall terminate automatically three years from the date of its creation if the new squadron for which the provisional status was granted has not been chartered by the Operating Committee.

Article 9 - Meetings, Notices and Quorums

Section 9.1 Unless otherwise provided by the members or the presiding officer, the order of business at all meetings of the Governing Board, of the districts and of the squadrons shall be:

- 1 - Determination of Quorum
- 2 - Reading of Minutes
- 3 - Reports of Officers
- 4 - Reports of Committees
- 5 - Unfinished Business
- 6 - Elections
- 7 - New Business

Section 9.2 At national meetings the rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order which USPS may adopt. All questions of interpretation of *Robert's* or of these

bylaws shall be answered by the chairman of the Committee on Rules or the chairman's designee.

Section 9.3 [*Reserved*]

Section 9.4 Governing Board meetings.

9.4.1 Regular meetings of the Governing Board shall be an annual meeting for the election of officers and directors, and one other meeting not within 120 days of an annual meeting. Meetings shall be held at such time and place as the Governing Board shall elect.

9.4.2 Special meetings of the Governing Board may be called by the chief commander or by the Governing Board to be held at any reasonable time and place, and shall be called at the written request of 100 members of the Governing Board. Only such business as is referred to in the notice of meeting shall be transacted at such special meeting.

9.4.3 Notices of all meetings of the Governing Board, including a report of nominees, if any, by the Committee on Nominations and of pro-

posed bylaws amendments by the Committee on Rules, shall be mailed by the national secretary to each member of the Governing Board at least 30 days before each meeting *except* that an announcement by the chief commander at a special meeting of USPS shall be deemed sufficient notice for holding a special meeting of the Governing Board immediately following such special meeting for the purpose of organization, election and appointment of officers, approval of committee members and chairmen and implementation of any policies or resolutions adopted by the immediately preceding special meeting.

9.4.4 At all meetings of the Governing Board, 75 delegates (§§10.2.1, 10.2.2) actually present plus 75 other members of the Governing Board, or 150 or more alternate voter authorizations (§10.3.2) held by members of the Governing Board or delegates present shall constitute a quorum.

Section 9.5 District conferences.

9.5.1 Unless waived by the Operating Committee, each district shall hold a district conference between 1 March and 1 May each year and between 1 October and 1 December each year.

9.5.2 Notice and quorum requirements for district conferences shall be as specified in the district bylaws.

9.5.3 Each district secretary shall send promptly to the national executive officer and to the national secretary minutes of all district conferences held in the district.

9.5.4 Each district secretary shall send promptly to the designated member of the Committee on Rules copies of all amendments made to the bylaws of the district.

9.5.5 In the event that a district conference must be adjourned to a date more than 24 hours later than the time fixed in the call for the conference, or to a different place, then there shall be issued a call for such adjourned conference addressed to all members of the district council setting forth the items to be included on the agenda for the adjourned conference. No action at an adjourned conference shall be valid unless a quorum is present. A call for an adjourned conference shall be by the same method and with the same notice as is required for a regular district conference.

Article 10 - Representation, Delegates and Voting

Section 10.1 Voting shall be by active members in good standing as provided herein and all voters shall be in attendance at the time their vote is taken.

Section 10.2 Representation.

10.2.1 Each squadron may be represented at meetings of the Governing Board by *delegates* appointed by that squadron, provided that the squadron commander has certified the names of squadron delegates to such meetings. Each squadron shall be allowed one delegate for every 100 active members or fraction thereof as of 75 days before the meeting. No alternates may be authorized for such squadron delegates, and no member entitled to vote at the meeting in another capacity may be a delegate.

(1) With the call to each such meeting, the

national secretary shall provide to each squadron commander appropriate forms for certifying each squadron delegate.

(2) Each squadron commander shall provide a copy of such certification to each delegate who, at the applicable meeting, shall exchange it for voting credentials.

10.2.2 Unattached members shall be represented at annual and special meetings of USPS by delegates appointed by the national secretary. The number of delegates so appointed shall be on the basis of one for each 100 unattached members or fraction thereof as of the first day of the second month before the month of the meeting.

Section 10.3 Voting.

10.3.1 Voting at Governing Board meetings

shall be by delegates and members of the Governing Board only.

10.3.2 The vote of a squadron commander unable to attend an annual or special meeting of USPS or the Governing Board may be cast by an alternate who shall be either (1) any other member of the squadron or (2) the commander of the district to which the squadron is assigned. Such votes shall be cast under the authority and conditions granted to the squadron commander.

(1) With the call to each such meeting, the national secretary shall provide to each squadron commander an appropriate form for authorizing an alternate voter.

(2) Each squadron commander shall provide a copy of the alternate voter authorization to the designee who, at the applicable meeting, shall exchange it for voting credentials.

10.3.3 Voting for absentees.

10.3.3.1 If a district commander is absent from a meeting of the Governing Board, the executive officer of that district may vote in the commander's stead and if neither is present, the administrative officer of that district may vote in the commander's stead. Such votes shall be cast under the authority and conditions granted to the district commander.

10.3.3.2 If a district educational officer is absent from a meeting of the Governing Board, the assistant educational officer of that district may vote in the district educational officer's stead. Such vote shall be cast under the authority and conditions granted to the district educational officer.

10.3.3.3 If a committee chairman is absent from a meeting of the Governing Board, the assistant chairman of that committee or an assistant to the chairman designated by the chairman of that committee may vote in the chairman's stead. Such votes shall be cast under the authority and conditions granted to the

chairman.

10.3.4 Voting in routine matters will be by voice vote. On any major issue where a voice vote is not sufficiently clear or not desired, (1) the chair may call for a show of voting cards, (2) the chair may call for an immediate division of the house or (3) any registered voter may request a division of the house before the next order of business has been called *provided that* such request is supported by a majority vote of those present and voting.

10.3.5 When a division of the house is called for, voting shall be done by a display of cards which shall be issued to each registered voter at each annual, special, or Governing Board meeting.

10.3.6 The chief commander shall appoint tellers in advance of any division of the house vote.

10.3.7 Election to a contested office shall be effected by a secret ballot, unsigned and cast in person or by a designated alternate voter.

Section 10.4 District conferences.

10.4.1 District bylaws shall provide for squadron delegates to district conferences. Representation shall be based upon the number of members in the squadrons with a minimum of two delegates from each squadron.

10.4.2 The district secretary shall provide each squadron commander with a registration form stating the number of delegates allowed the squadron and the commander shall return the form specifying the names of the delegates before the start of the conference. In the event a delegate is unable to attend, the squadron commander may appoint an alternate and so notify the district secretary before the start of the meeting.

10.4.3 Voting at district conferences shall be as prescribed in the district's bylaws.

Article 11 - Nominations and Elections

NOMINATIONS

Section 11.1 No person shall be qualified for nomination, election or acceptance of elective office in USPS unless an active member in good standing at the time.

Section 11.2 No member shall be eligible for election to office at an annual meeting unless nominated (1) by the Committee on Nominations or (2) by a petition (a) 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 (b) 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 such petition shall appear the hand-lettered or typed name, address, certificate number and squadron affiliation of the signer.

Section 11.3 No member shall be 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 such election is to take place.

Section 11.4 No member shall be eligible for election to district office unless nominated by the district Nominating Committee or by petition completed as specified in the district bylaws. If so provided in the district bylaws, nominations from the floor by active members may be made to fill a vacancy at the time of election in a properly formulated slate of nominees.

Section 11.5 No member shall be eligible for election to squadron office unless nominated by the squadron Nominating Committee or by petition completed as specified in the squadron bylaws. If so provided in the squadron bylaws, nominations from the floor by active members may be made to

fill a vacancy at the time of election in a properly formulated slate of nominees.

ELECTIONS

Section 11.6 Each annual meeting of the Governing Board shall elect

- (a) the chief commander, the national executive officer, the national educational officer, the national administrative officer, the national secretary, the national treasurer, and a past chief commander, all of whom shall serve as officers and directors of USPS;
- (b) the members of the general and standing committees, the general members of the Governing Board;
- (c) the chairmen of the general, standing and departmental committees, the assistant national educational officer, assistant national secretary, and assistant national treasurer, all of whom shall serve with the rank of rear commander; and
- (d) the assistant chairmen of the standing and departmental committees, all of whom shall serve with the rank of staff commander.

Section 11.7 Other than chairmen and assistant chairmen, members of the Governing Board standing committees shall be appointed by the Governing Board upon recommendation of the chairmen of the respective committees and upon approval of the chief commander. Other than chairmen and their assistants, members of departmental committees shall be approved by the chief commander on behalf of the Governing Board upon recommendation of the chairmen of the respective committees as well as the head of the department in which the committee functions.

Section 11.8 Voting at any national election shall be as prescribed in 10.3 herein.

Article 12 - Fees and Dues

Section 12.1 Entrance fees and annual dues to be paid USPS for the ensuing dues year shall be fixed annually no later than 30 days prior to the end of the current dues year. In the event that no such entrance fees and annual dues are so fixed, they shall be the same as for the current year.

Section 12.2 No changes shall be made to entrance fees and annual dues at any meeting except upon recommendation of the Finance Committee and unless notice of proposed change(s) and a statement of the resulting annual dues has been included in the call to said meeting.

Section 12.3 [Reserved]

Section 12.4 Local fees, dues and assessments shall be fixed as described in the applicable district and squadron bylaws.

Section 12.5 National Dues

12.5.1 The dues year for all members who joined before the earlier of the effective date of an irrevocable election by the member's squadron to have squadron dues collected by the national treasurer shall begin on 1 June and end on 31 May of the following year, and the dues year for all other members shall begin on the first day of the month in which the member joined, and shall end on the last day of the twelfth month thereafter.

12.5.2 [Reserved]

12.5.3 The National Treasurer may waive up to one year of national dues for any member whose anniversary-based dues were fully paid at the time of transfer into a squadron which has not elected to have the national treasurer collect dues. On completion of the waiver period, the member's dues year shall begin on 1 June and end on 31 May of the following year.

Section 12.6 The Governing Board shall establish annual subscription rates to be paid by various classes of members and by non-members for the national magazine. The subscription rate so established for active members is included in active

member annual dues and no credit is allowable against annual dues to an active member who requests exclusion from the distribution of the national magazine. The Governing Board may, however, establish a reduced active member dues rate which does not include a subscription to the national magazine where failure to provide such a rate would result in multiple copies of the national magazine being delivered to the same household. Complimentary subscriptions shall be provided to all life and sustaining members and to honorary members elected to such membership by the Operating Committee.

Section 12.7 The Governing Board shall establish a fee to be assessed members of USPS on all transfers *except* upon becoming a charter member of a new squadron or upon reinstating and transferring simultaneously.

Section 12.8 Former members who have voluntarily terminated membership in a squadron may be reinstated in that squadron as follows:

12.8.1 Those who apply for reinstatement within two years of termination of membership shall be reinstated upon payment of (1) annual dues for the current year, (2) local squadron indebtedness (if any) and (3) a reinstatement fee in an amount recommended by the Finance Committee and approved by the Governing Board *except that* no reinstatement fee shall be required of anyone returning to active membership from active duty in the armed forces of the United States.

12.8.2 Those who apply for reinstatement more than two years after termination of membership shall be reinstated as in the previous paragraph unless the squadron bylaws have been amended to provide as follows for Executive Committee review:

(a) Upon receipt of an application for reinstatement, the Executive Committee shall, in executive session, determine whether any committee member is against reinstatement. If there are no such members, review is complete and

the applicant shall be reinstated as in 12.8.1 herein.

(b) If any Executive Committee member expresses an intent to vote against reinstatement, the specific grounds for such vote shall be recorded in the minutes of the executive session (but not divulged to non-members of the Executive Committee). At its next meeting, the Executive Committee shall, in executive session, vote on the question, "Shall [name] be refused reinstatement?" A two-thirds vote shall be required to refuse reinstatement.

(c) If reinstatement is refused, the squadron secretary shall, within five days, notify the national secretary of such refusal and the specific grounds therefor. The national secretary shall then send to the applicant an invitation to reinstate and transfer to unattached status.

Section 12.9 In the event a member has remitted the current year's dues by mailing same to the

squadron treasurer in an envelope postmarked no later than two weeks after the beginning of the dues year and the squadron treasurer fails to remit said dues to the national treasurer within 15 days thereafter, or within such longer period thereafter as may be determined by the Governing Board, the reinstatement fee shall be paid out of the funds of the squadron.

Section 12.10 The fee for replacement of a lost certificate of any sort shall be in the amount recommended by the Finance Committee and approved by the Governing Board.

Section 12.11 All dues, fees, or other moneys due USPS from a squadron shall be forwarded, as set forth by the national treasurer, by the treasurer of the squadron or other person charged with the collection thereof. Dues of unattached members shall be payable directly to the national treasurer.

Section 12.12 [Reserved].

Article 13 - Certificates

Section 13.1 A certificate of membership, designated active member, family member or apprentice member as the case may be, shall be issued by the national secretary upon receipt from the squadron commander or secretary of 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 by the commander and secretary of the squadron.

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

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.

Section 13.4 [Reserved]

Section 13.5 Woman's Certificate

13.5.1 A squadron may charge holders of a woman's certificate [issued prior to 12 Sep 82] annual fees so long as those fees do not exceed the squadron's dues.

13.5.2 Holders of woman's certificates who have paid the maintenance fee for the current year shall be entitled, as though members of USPS, to attend classes and take examinations in courses conducted by the squadron with which they are associated or by another squadron subject to its approval, but shall have none of the other privileges of active members of USPS. Holders of such certificates shall pay the same fees as prescribed for active members for attending classes, taking examinations, replacing lost certificates, or any other applicable fees as may be determined from time to time by the Governing Board.

13.5.3 A woman's certificate holder shall, upon passing any USPS examination, be issued the appropriate certificate of achievement and

woman's certificate holders who have successfully completed and passed any advanced grade course may so indicate by displaying the course abbreviation, in parentheses, after their names.

13.5.4 The issuance or continuation of a woman's certificate or issuance of any certificate of achievement shall not confer any grade, permit the wearing of any USPS uniform or insignia, permit the display of any USPS insignia on a vessel, or confer the right to fly the USPS ensign.

13.5.5 A woman's certificate holder desiring membership in USPS shall apply in the same form and be subject to the same requirements as a person not previously affiliated with the organization.

13.5.6 If and when the holder of a woman's certificate becomes an active member or a family member of USPS, examinations in advanced

grades or elective courses passed while a woman's certificate holder shall be recognized and the membership record shall be so endorsed and the member shall be entitled to such grade or qualification as an active member is entitled for having passed the same examination.

Section 13.6 The Governing Board may authorize certificates or other recognition as it deems proper to those members who have passed the prescribed examinations in special courses.

Section 13.7 The chief commander, the national executive officer, the national educational officer, the national secretary, the assistant national secretary, or any Educational Department committee chairman may authorize the affixing of a signature facsimile to certificates requiring signature and such facsimile signatures shall be in satisfaction of these bylaws.

Article 14 - Merit Marks

Section 14.1 Any active, family or apprentice member of USPS who, during the calendar year, makes substantial contribution of personal effort which benefits or promotes the interests of USPS, may be granted a merit mark (active member) or family merit mark (family or apprentice member) by the chief commander. Certification of merit marks and family merit marks shall be issued by the chief commander.

14.1.1 Each squadron commander shall annually review the records of all members making such contributions to the squadron and shall submit recommendations to the chief commander through prescribed channels.

14.1.2 Each district commander shall annually review the records of (1) the squadron commanders of the district and (2) the officers and committee members of the district for such contributions and shall submit recommendations to the chief commander through prescribed channels.

14.1.3 Each vice commander shall annually review the records of the officers and committee members of the department for such contributions and shall submit recommendations to the

chief commander.

14.1.4 The national executive officer shall annually review the records of the district commanders for such contributions and shall submit recommendations to the chief commander.

14.1.5 The chief commander shall annually review the records of (1) the vice commanders, (2) the general members of the Governing Board, (3) the chairmen and members of the general committees and of the Governing Board committees and (4) officers or members reporting directly, for such contributions and may grant such members a merit mark award.

14.1.6 The Governing Board shall annually review the record of the chief commander and, if deserved, grant a merit mark award.

14.1.7 No member shall receive more than one merit mark award in any one year.

14.1.8 Family merit marks may be converted to merit marks when a family member becomes an active member.

Section 14.2 Upon a written, factually supported recommendation endorsed by a squadron commander or higher officer under whose active supervision a member's services were rendered, the chief commander may grant said member a merit mark award for a prior year provided the recommendation is made within the three calendar years immediately following the year during which

said services were rendered. In the event of unavailability of the appropriate endorser, the endorsement may be waived by the chief commander. In the event a recommendation for the award of a merit mark is made beyond the above three year limitation, acceptance of and recognition of such recommendation shall be at the sole discretion of the chief commander.

Article 15 - Disciplinary Action

Section 15.1 Definitions. For the purposes of this article:

15.1.1 *USPS* shall include any district or squadron of USPS.

15.1.2 *Respondent* shall mean the member against whom a charge is filed.

15.1.3 *Complainant* shall mean the member who filed the charge.

15.1.4 *Counsel* shall mean a licensed attorney at law.

15.1.5 *Suspension* shall be the temporary deprivation of membership privileges.

15.1.6 *Expulsion* shall be a complete severance of membership.

15.1.7 Throughout this article, the use of the singular as in *charge* or *respondent* is understood to apply also to the plural as in *charges* or *respondents*.

Section 15.2 General provisions.

15.2.1 All written correspondence required by this article, including the original charge and all subsequent notifications and reports, shall be forwarded in a manner which ensures prompt delivery and provides that a signed acknowledgment of delivery shall be returned to the sender as is the case with *certified mail, return receipt requested*.

15.2.2 There shall be no recourse from the proceedings provided for herein other than those specifically set forth in this article.

15.2.3 All written records and transcripts and all recordings pertaining to any disciplinary action taken under this article, regardless of the final disposition of the action, shall be sealed by the national secretary when the proceedings are complete and stored at USPS headquarters for a period of not less than five years. Such records may be opened only by, or upon written instructions from, the chief commander and only when such action is necessary to protect USPS, its districts, squadrons, or members from legal action.

Section 15.3 Any member of USPS may be suspended from membership for a period of time, or may be expelled from membership or otherwise disciplined, as hereinafter provided, for violation of any governing provision of USPS or for any conduct found detrimental or prejudicial to USPS. Violation or misconduct may include, but shall not be limited to, one or more of the following:

15.3.1 Failure to discharge an obligation to USPS;

15.3.2 Any action contrary to the provisions of these bylaws;

15.3.3 Any willful misconduct in office;

15.3.4 Persistent failure to perform the duties of any office to which the member has been elected or appointed;

15.3.5 Habitual intemperance;

15.3.6 Conviction of a felony;

15.3.7 Failure to abide by the substantive policies of USPS as set forth by the Governing Board; or

15.3.8 Deliberate failure of a member to abide by the USPS Pledge.

Section 15.4 Any member may bring a charge of violation or misconduct against any other member of USPS.

15.4.1 Such charge shall be in writing and shall be complete, specific and detailed, containing all information known to the member making the charge.

15.4.2 The charge shall be affirmed or sworn to by the complainant under penalties of perjury and shall contain the jurat of a notary public or other officer authorized to administer an oath or affirmation.

Section 15.5 Any charge shall be filed with the national secretary at USPS headquarters within 180 days of the complainant's knowledge of the alleged offense and, in any event, within 365 days of the date of such alleged offense provided, however, should a respondent allow membership to lapse by failure to pay dues during the above period of time and later reinstate, the deadline for bringing such charge shall be 90 days after reinstatement. The headquarters manager shall acknowledge receipt to the complainant, retain the original charge document, send a copy to the national secretary, who after review of the charge document, shall send a copy of the complaint to the respondent(s) and the respondent's squadron commander, or if the respondent is the squadron commander, the copy shall be sent to the respondent's district commander.

15.5.1 Upon receipt of the charge, the national secretary shall, with no undue delay, appoint a USPS officer residing in the respondent's district, but not a member of the respondent's squadron, to conduct a preliminary investigation of the charge. Such investigation should include interviews with the complainant, the respondent and any witnesses and a review of any pertinent records. This officer shall attempt to reconcile the differences between the parties and shall, within 30 days of receiving the assignment, report to the national secretary the results of the investigation and any attempts to resolve the matter.

15.5.2 When choosing a USPS officer to conduct the preliminary investigation and attempt resolution, the national secretary shall ensure that the chosen officer is not a party to the matter and is neutral to the issues and parties involved.

15.5.3 The complainant, the respondent and the appropriate squadron and district commander(s) shall be copied both on the investigative request and the report of the investigation.

15.5.4 In the event that the respondent is the chief commander, the national secretary shall ask the most immediate past chief commander available to conduct the preliminary investigation, attempt resolution and report on these activities to the Operating Committee.

15.5.5 In the event that the respondent is the national secretary, the charge shall be filed with the chief commander who shall assume those duties otherwise assigned to the national secretary by this article. The chief commander or appointed representative shall conduct the preliminary investigation, attempt resolution and report on these activities to the Operating Committee.

15.5.6 If the investigator's report indicates that the matter has been resolved (charge withdrawn) or if the national secretary determines from a review of the investigator's report that no facts exist to authorize disciplinary action, the national secretary shall notify all interested parties of these findings and seal all records pertaining to the charge and the case shall be closed. If the investigator's report indicates that the matter has not been resolved, the national secretary shall determine, as directed in the following subsection or by other judgment, the USPS level (squadron, district or national) at which the charge shall be heard and then proceed as directed in 15.6 herein.

15.5.7 If the complainant or the respondent is an elected squadron officer or an elected squadron committee member, the charge shall be heard at the district level; if the complainant or the respondent is an elected district officer, an elected district committee member, an elected national officer, or an elected national committee member, the charge shall be heard at the national level.

Charges by or against any unattached member shall be heard at the national level.

Section 15.6 Upon receipt of the report of the preliminary investigation, and having determined the need to proceed under this article, the national secretary shall, within 30 days:

15.6.1 If the charge is to be heard at the squadron level, advise the respondent's squadron commander, including a copy of the investigative report and instructions to notify the members of the squadron's Executive Committee and to return notice to the national secretary of the date upon which such notification was given.

15.6.2 If the charge is to be heard at the district level, advise the respondent's district commander, including a copy of the investigative report and instructions to notify the members of the district council and to return notice to the national secretary of the date upon which such notification was given.

15.6.3 If the charge is to be heard on the national level, advise the members of the Operating Committee and send each a copy of the charge and the investigative report.

15.6.4 If the charge is made against a member of a squadron or district other than that of the complainant, provide the appropriate commanders with copies of the charge and the investigative report.

15.6.5 Forward a copy of the charge and the report of the preliminary investigation to the respondent, along with a copy of this article in order to explain all rights and the procedures which will be followed. The respondent shall have the privilege of filing a written answer to the charge within 20 days of receiving notice by sending such answer to each member of the squadron Executive Committee, district council or Operating Committee (as the case may be) charged with authorizing the appointment of a hearing committee as provided in this article.

15.6.6 The respondent's failure to file an answer within 20 days shall constitute a general denial of all allegations in the charge.

Section 15.7 Within 45 days after the expiration of the 20 day period during which the respondent had the right to file an answer, the squadron Executive Committee, district council, or Operating Committee (as the case may be) shall consider the matter, in executive session, at any regular or special meeting. At that meeting, or within 30 days thereafter, said committee or council shall either (1) dismiss the charge on the grounds it is not substantial enough to warrant further action, or (2) authorize the appointment of a hearing committee as hereinafter provided.

Section 15.8 The Hearing Committee shall include, where possible, only senior members of USPS and shall be comprised as follows:

15.8.1 At the squadron level, the Hearing Committee shall consist of five members including the chairman of the squadron Rules Committee (unless he is the respondent or complainant) who shall be the presiding officer. The other four members shall include at least two of the squadron's past commanders and one member of the squadron who is without office or committee chairmanship. If no member is available in one or more of the specified categories, the squadron commander shall make appropriate appointments.

15.8.2 At the district level, the Hearing Committee shall consist of five members and shall include the chairman (unless respondent or complainant) of the district Rules Committee who shall be the presiding officer. The other four members shall include at least one of the district's past commanders and one member of the squadron of which the respondent is a member. If no member is available in one or more of the specified categories, the district commander shall make appropriate appointments.

15.8.3 At the national level, the Hearing Committee shall consist of five members and shall include the chairman of the Committee on Rules as presiding officer (unless he is the respondent or claimant, in which case the assistant chairman shall act). The other four members shall include at least one past chief commander, one past district commander and one general member of the

Governing Board.

15.8.4 No interested party or witness may be a member of any hearing committee.

Section 15.9 Hearing committee appointments shall be at the sole discretion of the squadron, district, or chief commander respectively and such appointments shall be binding upon both the complainant and the respondent. Substitutions may be made by such commander in the event of a conflict of interest, lack of availability, illness, or otherwise.

Section 15.10 The Hearing Committee shall, with no undue delay, conduct an investigation into the charge.

15.10.1 If such investigation discloses that the charge is unfounded, the committee may dismiss the charge without a hearing. Otherwise, it shall order a hearing, fixing a time, date and place which is reasonably convenient for all parties and which shall take place not earlier than 30 days nor later than 90 days after the respondent and the complainant have been sent notice of the hearing, unless a continuance for good cause is granted as specified in 15.10.3 herein.

15.10.2 Notice of the dismissal of the charge or of the ordered hearing shall be sent to the respondent and the complainant by the chairman of the Hearing Committee using a method consistent with the correspondence requirements of 15.2.1 herein.

15.10.3 The respondent and/or complainant may, within 10 days of receiving notice of the hearing, request in writing of the chairman of the Hearing Committee that a continuance of the hearing be granted for good cause. If a continuance is not granted, the hearing shall proceed as originally scheduled even though the respondent and/or complainant may not be present.

Section 15.11 At any hearing at the squadron or district level, the squadron law officer or the district law officer shall represent the respective squadron or district. In the event that the squadron or district involved does not have a law officer or the law officer is complainant or respondent, the

squadron or district commander shall appoint an attorney. At the national level, the USPS law officer shall represent USPS unless he is the complainant or respondent in which case the chief commander shall appoint another attorney.

15.11.1 The respondent shall be entitled to testify and to employ and be represented by counsel of choice at the hearing. The complainant may also employ counsel of choice and may testify or rest on the complaint as filed. Expenses of counsel shall be borne by those employing same.

15.11.2 Witnesses may be heard. Testimony at hearings at any level shall be taken under oath or affirmation. At squadron and district level hearings, testimony may be recorded at the request of either party, provided said party furnishes and pays for the recording and provides the other party and the Hearing Committee with a copy of the transcript, in which case the transcript shall be part of the hearing record filed at USPS headquarters. At national level hearings, testimony shall be recorded.

15.11.3 The rules of evidence in use in the United States District Court for the district in which such hearing is held shall apply.

Section 15.12 The Hearing Committee, after reviewing the evidence, may (1) dismiss the charge; (2) censure the respondent; (3) suspend the respondent for not more than six months; (4) remove the respondent from office; (5) expel the respondent from squadron membership and/or (6) recommend to the Operating Committee that the respondent be expelled from membership in USPS.

15.12.1 In the case of censure, suspension, removal from office, or expulsion from squadron membership, the respondent shall have no right of appeal and the decision of the Hearing Committee shall be final, conclusive and binding on all parties. A respondent expelled from a squadron but not from membership in USPS shall become an unattached member of USPS and may seek membership in another squadron.

15.12.2 In the event the Hearing Committee recommends expulsion from USPS, the report to the national secretary required by 15.14 herein

shall contain a copy of the complete file in the matter including a copy of the transcript of the hearing, if any. If a transcript is not available, the Hearing Committee shall prepare, as a part of its findings, a statement of the facts upon which it based its recommendation to expel the respondent from USPS. Upon receipt of the report, the national secretary shall notify the Operating Committee of the recommendation and provide a copy of the report to each member. Within 120 days of such notice, the Operating Committee shall act upon the recommendation in executive session and notify the complainant, the respondent and appropriate commanders of its action. Expulsion from USPS shall require a two-thirds vote of the Operating Committee.

15.12.3 In the case of expulsion from USPS, the respondent shall have the right of appeal to the Governing Board by delivery of a written notice of such appeal to the national secretary within 30 days from the date of receipt by the respondent of the notice of expulsion. The appeal shall be placed on the agenda and in the call for the next Governing Board meeting following at least 45 days after date of receipt by the national secretary of the notice of appeal. Fifteen minutes shall be allowed to present the respondent's position to the Governing Board. Such presentation may be made by the respondent or a selected representative. A representative of USPS shall be allowed 10 minutes to present the findings and recommendations of the Hearing Committee in rebuttal. At the conclusion of both presentations the chair shall cause a vote to be taken upon the proposition "Shall the expulsion of [name] be sustained?" The vote shall be taken by voice to determine a simple majority and the decision, so determined, shall be final, conclusive and binding upon all parties. If the result of the vote is uncertain, the voting procedure set forth in 10.3.5

herein shall be used.

Section 15.13 Termination of proceedings.

15.13.1 If at any time in the proceedings the respondent offers to resign from USPS, such resignation shall be immediately accepted and all proceedings under this article shall terminate.

15.13.2 If at any time in the proceedings prior to the appointment of a hearing committee the respondent makes written apology to the national secretary, such apology shall immediately be communicated to the commander of the squadron, district, or national body involved and if that body agrees to accept the apology in conclusion of the matter, the disciplinary proceedings shall be terminated and the complainant, respondent and national secretary shall be so notified by the commander.

15.13.3 If in the event that after a hearing committee has been appointed the respondent makes a written apology to the chairman of the Hearing Committee and the Hearing Committee agrees to accept the apology in conclusion of the matter, the disciplinary proceedings shall be terminated and the complainant, respondent and national secretary shall be so notified by the chairman.

15.13.4 If at any point in the proceedings the complainant withdraws the charge by notice to the national secretary, the disciplinary proceedings shall terminate and the respondent shall be so notified by the national secretary.

Section 15.14 All action taken hereunder by any squadron executive committee, district council, hearing committee or by the Operating Committee shall be reported in writing to the national secretary within 15 days of such action in accordance with the correspondence requirements of 15.2.1 herein.

Article 16 - Arbitration of Disputes

Section 16.1 General provisions.

16.1.1 Except for any claim, dispute, or controversy which arises from an act or event which is the basis of a claim for disciplinary action under the provisions of Article 15 hereof, this

arbitration procedure shall apply to every claim, dispute, or controversy arising out of or in connection with the activities of a squadron or district of USPS and shall be binding upon all parties to a dispute.

16.1.2 Any claim, dispute or controversy subject to arbitration shall be (1) by a squadron against another squadron or by a squadron against a district, or (2) by a district against a squadron or by a district against another district.

16.1.3 All claims, disputes or controversies between squadrons assigned to the same district shall first be heard and passed upon by the district council of the district to which the squadrons are assigned. This arbitration procedure shall (1) be utilized as an appellate procedure from the decision of a district council by either party to the action before the district council, or (2) apply where the squadrons are assigned to different districts or the dispute is between a squadron and a district or between two districts.

16.1.4 All written correspondence required by this article, including the original charge and all subsequent notifications and reports, shall be forwarded in a manner which ensures prompt delivery and provides that a signed acknowledgment of delivery shall be returned to the sender as is the case with *certified mail, return receipt requested*.

Section 16.2 Any such claim, dispute or controversy may include, but shall not be limited to, one or more of the following:

16.2.1 Any failure to discharge obligations to USPS;

16.2.2 Any action contrary to the provisions of these bylaws, the procedures set forth in the *USPS Operations Manual*, or any similar manuals officially promulgated by a national department or committee of USPS;

16.2.3 Any conduct prejudicial to USPS or which brings it or any district or squadron thereof into disrepute;

16.2.4 Any failure to abide by the substantive policies of USPS as set forth by the Governing Board;

16.2.5 Any unwillingness to cooperate with USPS, with the district to which the squadron is assigned, or with other squadrons or districts of

USPS; or

16.2.6 Any intentional violation of the laws and regulations of the United States of America or of the several states or subdivisions thereof.

Section 16.3 Charges.

16.3.1 Any charge of violation or misconduct against any squadron or district of USPS shall be made in writing within 45 calendar days of (1) the offense upon which such charge is based or (2) the time when the charging party may reasonably have learned of the offense; or when there is an ongoing dispute which cannot otherwise be resolved. Said charge shall be specific and detailed and shall contain exact reference to the section(s) of the bylaws or other documents or the policies mentioned in 16.2.4 above regarding such charge.

16.3.2 Such charge shall be affirmed or sworn to by affidavit by an officer of the complaining squadron or district; shall contain the jurat of a notary public or other officer authorized to administer an oath or affirmation in the legal jurisdiction where the violation or misconduct occurred and shall be acknowledged by the commander of the complaining squadron or district.

16.3.3 Any charge shall be filed with the district commander of the district to which the defendant squadron is assigned with a copy to the national executive officer. If a district is a party to the proceedings, a charge needs to be filed only with the national executive officer.

Section 16.4 Upon receipt of a charge, the district commander or the national executive officer shall, within 20 business days, forward a copy thereof to the defendant squadron or district along with a copy of this article in order to advise the respondent of all rights and the procedures hereunder. The defendant squadron or district shall have the privilege of filing a written answer within 20 business days of the receipt of such charge by sending an answer to the district commander or the national executive officer as the case may be.

Section 16.5 Upon receipt of a charge and an answer thereto, or upon the expiration of time for

the filing of an answer, the district commander or the national executive officer shall consider the matter and, within 30 days, may either (1) dismiss the charge as being unfounded or not substantial enough to warrant further action, or (2) appoint an arbitration committee as hereinafter provided.

Section 16.6 The Arbitration Committee which hears a charge shall be composed of three active senior members of USPS who are at least past or present district or squadron officers.

16.6.1 One member of the Arbitration Committee shall be appointed by each party to the dispute. The third member shall be (1) appointed by the district commander if both squadrons are assigned to the same district, or (2) mutually agreed upon by the district commanders of separate districts if the squadrons are not of the same district. The three members so named shall select one of their number to be chairman.

16.6.2 In the event a district is a party to the dispute or in the circumstances wherein different district commanders are unable to agree to a selection for the committee, the national executive officer shall designate the third member of the committee by choosing a past or present elected district officer from a neighboring district. In like manner, should the Arbitration Committee be unable to agree upon one of its number to serve as chairman the appointment shall be made by the national executive officer.

16.6.3 The parties to the dispute, the district commander(s) or the national executive officer shall make their respective appointments to the Arbitration Committee in their sole discretion and such appointments shall be binding upon all parties. Substitutions may be made in the event of a conflict of interest, lack of availability, illness, or otherwise.

16.6.4 No member who is an interested party or a witness may serve on any Arbitration Committee.

Section 16.7 The Arbitration Committee shall, as soon as practical, (1) formulate a decision which is mutually acceptable to the contending parties,

(2) render its decision based upon the evidence submitted, or (3) order a hearing fixing the time, date and place which shall be reasonably convenient to all parties and shall be held not earlier than 20 days and no later than 60 days after notice to the parties to the dispute. The national executive officer shall be notified of any action taken by the Arbitration Committee and shall inform the Operating Committee of such action.

Section 16.8 At any hearing the parties thereto should be represented by counsel and may be represented by their respective law officers. In the event the district or squadron does not have a law officer, the district commander or the squadron commander may appoint an attorney in the district or squadron to represent the district or squadron as the case may be. The parties to the dispute shall, at their own expense, at all times be entitled to employ and to be represented by counsel of their choice. The complainant may testify or may rest on the complaint as filed. Witnesses for either side may be heard. Testimony shall be taken under oath or affirmation, but shall not be recorded unless one of the parties to the dispute provides for and pays the expenses of such recording. A copy of such recording shall be made available to the other party upon payment by such other party of a prorata share of the expense of producing same. Copies of such recordings shall be furnished at no cost to each member of the Arbitration Committee by the party ordering the recordings. The Arbitration Committee shall determine the materiality and relevance of any evidence proffered and shall not be bound by rules governing the admissibility of evidence. The Arbitration Committee shall, however, take official notice of these bylaws, Governing Board policies, procedures contained in the *USPS Operations Manual* or any similar manuals officially promulgated by a national department or committee of USPS and the bylaws of any district or squadron involved.

Section 16.9 The Arbitration Committee, after reviewing the evidence, may (1) dismiss the charge or (2) direct action to be taken by each of the parties to the dispute. Failure to abide by the decision of the Arbitration Committee may be grounds for disciplinary action against the officers involved.

Section 16.10 The report of the Arbitration Committee shall be in writing and shall be signed by each member of the committee although any member of the committee may note dissent to the report. The report shall clearly state: (1) the issue(s) submitted; (2) the specific aspects of Section 16.2 alleged to have been violated; (3) the specific testimony, evidence and argument of the contending parties; (4) the general reasoning of the committee in arriving at its decision and (5) the remedy or course of action to be taken. Signed or confirmed copies of the report of the Arbitration Committee shall be provided to the parties to the dispute and to the national secretary within 45 days of the completion of the hearing.

Section 16.11 Either party to a dispute shall have the right to appeal the decision of the Arbitration Committee to the Operating Committee by delivery of written notice of such appeal to the national secretary within 30 days of receipt of the report of the committee. The national secretary shall immediately request of the chairman of the Arbitration Committee that copies of the complaint, the answer (if any) and the complete proceedings be forwarded for presentation to the Operating Committee at its next meeting at least 15 days after receipt of the appeal. Any questions regarding the arbitrability of a grievance, laches with respect to time

limits specified in these procedures, or disputes concerning the proper application of the rules established herein shall be decided without further appeal by the Operating Committee. After reviewing the proceedings, the Operating Committee may confirm the action of the Arbitration Committee or remand the action to the Arbitration Committee for further hearing. The actions of the Operating Committee may not be appealed. A report of the actions of the Operating Committee shall be sent to all parties involved, including the members of the Arbitration Committee, by the national secretary within 30 days of the Operating Committee's decision. The facts and the results of any dispute may be published in *The Ensign* if the Operating Committee, in its sole discretion, determines such publication to be in the best interests of USPS.

Section 16.12 There shall be no recourse from the proceedings provided for herein other than those specifically set forth in this article. There shall be no liability or responsibility in law or equity upon USPS, any district or squadron, or any of its members, officers or employees, either in connection with a charge or accusation made, hearings thereon, decisions and judgments, or failure to comply technically with the procedures set forth herein.

Article 17 - Boating Safety Courses

Section 17.1 Each squadron shall offer to the public at least once a year a USPS boating safety course that meets the educational qualifications for USPS membership. Squadrons may impose such restrictions upon class attendance as may from time to time seem reasonable to the squadron. No squadron shall sponsor any public boating safety course using material other than that approved by USPS.

Section 17.2 Instruction in boating safety courses shall be without charge to any student. No registration or tuition fee shall be charged by a squadron as a condition for taking a boating safety course or for the issuance of a Certificate of Completion. Any registration fee or other per capita charge by public or private enterprise (other than the squadron) for use of a facility for classes may

be paid by the student and no part thereof shall inure to the benefit of a squadron. Any person sitting for the examination only, without taking classroom instruction, may be charged a fee set by the Operating Committee to cover the cost of administering the examination and the necessary reports required to be filed with USPS.

Section 17.3 A squadron shall issue without charge to any person who has passed the prescribed boating safety course examination, a certificate supplied by the national secretary in a form approved by the Governing Board and signed by the squadron commander. Such certificate shall be known as the *Certificate of Completion*. The issuance of such a certificate shall not confer rights of any sort, including membership.

Article 18 - Indemnification

Section 18.1 USPS shall indemnify officers of USPS from all liability which may be imposed by any court of final jurisdiction for any and all acts done in good faith in the performance of their duties. No indemnification shall be made by reason of any compromise settlement, either before, dur-

ing, or after trial unless such settlement be approved prior to consummation by the Operating Committee of USPS. The indemnification provided above shall also include reasonable legal fees, provided the Operating Committee shall be the judge of the reasonableness of such fees.

Article 19 - Miscellaneous

Section 19.1 Unless otherwise approved in advance by the Operating Committee, all services performed for USPS by its members shall be without monetary compensation of any kind and the products and rights in the results of all such services shall be owned by USPS, solely and exclusively. This includes, but is not limited to copyrightable works, teachings and activities for USPS. Copyright decisions concerning squadron newsletters, district newsletters and similar publications are delegated to districts and squadrons. Decisions concerning copyrights in *The Ensign* may be delegated by the Operating Committee to the magazine's staff.

Section 19.2 Any oral or written correspondence by a member with non-USPS groups or individuals, public or private, which represents any official USPS policy or position or which implies that the member is an official representative of USPS shall have the prior approval of the chief commander or the Operating Committee.

Section 19.3 There shall be published an Operations Manual with interim supplements and current revisions as needed containing up-to-date information useful and helpful to officers and members of USPS.

Section 19.4 The national magazine of USPS shall be called *The Ensign*.

Section 19.5 The audio recordings of annual, special and Governing Board meetings shall be held at headquarters for 18 months and only the summaries of reports, motions presented and the action taken shall be set forth in the minutes of such meetings.

Section 19.6 No person shall take advantage of USPS membership status in order to achieve personal gain or remuneration which would otherwise be unavailable.

Section 19.7 No member of USPS shall have, as an individual, any interest in or title to the assets of USPS or of any district or squadron and such assets shall be devoted exclusively to the purposes of USPS, its districts, or its squadrons.

Section 19.8 When not meeting formally, USPS committees may conduct business by electronic means provided a quorum of committee members participates. When minutes are required, action taken electronically shall be recorded in the minutes of the next formal meeting of the committee. When signatures are required, verifiable electronic signatures may be used.

Article 20 - Amendments

Section 20.1 These bylaws 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 such proposed amendment is stated in full in the notice of

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

Article 21 - Distribution of Assets After Termination

Section 21.1 In the event of the dissolution and voluntary surrender or revocation of a squadron charter, all assets then belonging to the squadron 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 amended, or such other section of the code by which USPS is exempt. The recipient of such assignment shall be selected by the squadron's Executive Committee or other comparable body of the squadron. In the absence of such selection, the selection shall be made by the USPS Operating Committee.

Section 21.2 In the event of dissolution, or revocation of a 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 to be prorated as to the then current membership.

21.2.1 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 amended, 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.

21.2.2 Should the squadrons of the district be assigned to one or more other districts, the assets belonging to the district shall be divided among such other districts, prorated as to the membership of the squadrons assigned to such districts.

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

Article 22 - Ensign

Section 22.1 The ensign of USPS shall be a flag rectangular in shape having a hoist two-thirds of the fly, consisting of 13 alternate blue and white vertical stripes of equal width, the first stripe being blue, with a canton of a white fouled anchor within a circle of 13 white five-pointed stars on a field of red, the field having a length equivalent to six-thirteenths of the fly and a width of one-half of the hoist. Each star shall be oriented such that one of its points is outermost. The diameter of a circle circumscribing the outermost points of said stars shall be six-tenths of the length of the field and the size of the stars, point to point along a straight edge

thereof, shall be one-eleventh of the length of the field. The white fouled anchor shall be inclined at an angle of 45 degrees from the axis of the stripes toward the hoist and its overall length from ring to crown shall be one-third of the length of the field, the remainder of the anchor to be in proportion to its length.

Section 22.2 The ensign shall be displayed only by active members of USPS under such regulations as these bylaws and the Governing Board may prescribe.

Article 23 - Corporate Seal

Section 23.1 The corporate seal of USPS shall be the ensign surrounded by a double circular rope border within which shall be 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) thus:

