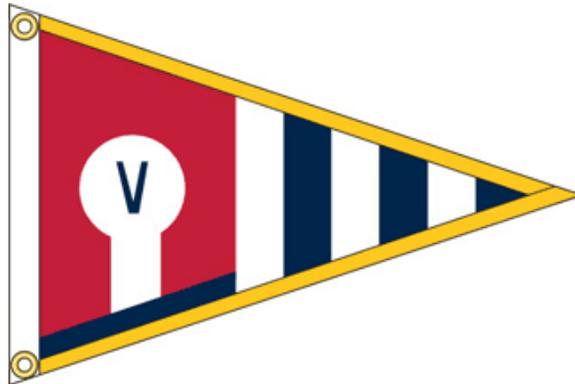


BYLAWS OF  
VERMILION SAIL AND POWER SQUADRON, INC.



A UNIT OF  
UNITED STATES  
POWER SQUADRONS  
SAIL AND POWER BOATING

Revised 18 OCTOBER 2012



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## ARTICLE 1

### Name

1.1 The name of the organization shall be Vermilion Sail and Power Squadron, Inc., constituting a Squadron and unit of United States Power Squadrons, a nonprofit organization.

### Nonprofit Organization

1.2 This is a nonprofit organization organized under the laws of the State of Ohio. The Constitution and Bylaws of United States Power Squadrons and any rules and regulations made pursuant thereto, not inconsistent with federal, state or local laws, shall take precedence over those of this Squadron, and all provisions thereof affecting the conduct of the affairs of this Squadron shall prevail.

1.3 The squadron and its members shall at all times observe all federal, state and local human rights laws, regulations and ordinances applicable to any squadron activity, procedure or practice. No person may be refused membership, denied office, or be prevented from participating in any activity because of any fact or circumstances which would identify that person as one of a protected class of individuals under the human rights laws, regulations or ordinances of any government jurisdiction where the person resides or in which the squadron conducts business.

## ARTICLE 2

### Objects

2.1 The objects of Vermilion Sail and Power Squadron, Inc. shall be:

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

2.1.2 To encourage and promote yachting, power and sail; and to provide a practical means to foster fraternal and social relationships among its members 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 science and art of navigation, seamanship and small boat handling; to develop and promote instructional programs for the benefit of its members; and to stimulate its 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.

## Word and Term Meaning

2.2 As used herein, unless the context clearly indicates otherwise, the term:

2.2.1 “USPS” means United States Power Squadrons.

2.2.2 “District” means a district of USPS.

2.2.3 “Squadron” means this Squadron.

2.2.4 “Members”, “officers”, “committees”, “delegates” and subjects treated generally refer to and mean those of this Squadron.

2.2.5 “Policy and authority of USPS “refers to and means the Constitution and Bylaws of USPS, the policies adopted by the USPS Governing Board, Board of Directors and the current USPS Operations Manual which supplements these Documents.

2.2.6 Office means any position of responsibility, whether elected, appointed or voluntarily accepted.

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

## ARTICLE 3

### Membership

3.1 Membership in USPS and in this squadron is a privilege, not a right, and shall be by application and contingent upon meeting eligibility requirements as set forth in the bylaws of USPS. Admission to membership in USPS is a function of the USPS Governing Board and is delegated to the squadron Executive Committee subject to USPS policy. No membership shall be valid unless the member meets and continues to meet the factual requirements of membership in USPS according to the policies of USPS and this squadron.

3.2 There shall be the following classes of membership: active members, apprentice members, associate members, and honorary members.

3.3 Active members of this squadron shall consist of persons who are able and willing to contribute time, energy and skills to the objectives of USPS or this squadron, meet the qualifications for active membership set by USPS Policy and have been admitted to membership as herein provided.

3.4 Any member who has been awarded 25 merit marks shall become a life member. Life members shall be exempt from further payment of squadron dues and shall receive such other exemptions in this squadron as are appropriate to match those granted by USPS.

3.4.1 An individual who has been awarded at least five merit marks shall be deemed a senior member.

3.5 Individuals who reside with an active member (considered a primary active member for billing purposes) may be admitted as members in the same manner as any other such member. They shall have all the rights and privileges of their membership class except they shall not be entitled to receive separate copies of The Ensign or other publications and their dues shall be billed to the primary active member

3.5.1 Upon the resignation, termination or death of a primary active member, any memberships that had been billed to the primary active member shall continue with one such member, 18 years of age or older, automatically becoming the new primary active member. If no such member exists, or the only qualifying member refuses the change, all remaining members 12 to 17 years of age will be offered the opportunity of becoming apprentice members.

3.5.2 Members less than 18 years of age shall be entered as active members, may enroll in courses and may receive merit marks. They shall also be entitled to wear the uniform, fly the ensign, and attend any business meeting of USPS or any district or squadron, but may not serve in an elected position, chair a committee or vote.

3.6 Apprentice members of this squadron shall be persons who have reached the age of twelve and have passed an examination approved by the USPS Board of Directors. Apprentice members shall have the same privileges as are available to active members except they may not serve in an elected position, chair a committee or vote.

3.6.1 On becoming 18 years of age, an apprentice member shall automatically become an active member unless electing to remain an apprentice member. At any time between the ages of 18 and 23 an apprentice member can irrevocably elect to become an active member. Apprentice membership shall automatically be converted to active membership at the end of the dues year in which the apprentice becomes 23 years of age.

3.7 Associate members of this squadron shall consist of members in good standing of other squadrons of USPS, or of the Canadian Power and Sail Squadrons, who have been granted associate membership by the Executive Committee. Associate members shall have all of the privileges of active members except that they may not hold elective office in this squadron, have representation by delegates of this squadron, be entitled to represent this squadron at any USPS or district meeting, or be entitled to vote at any meeting of this squadron.

3.8 Honorary memberships may be conferred by the Executive Committee, for not more than one year at a time, upon any persons not members of USPS and who have made a significant contribution to safe boating or to the work of this squadron. Honorary members 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, assessments or annual dues.

3.9 Reserved

3.10 An application for membership in this squadron must have been endorsed by one or more active members before being presented to the Executive Committee for final action. Admission to any class of membership in this squadron shall require a majority vote of the Executive Committee members present and voting at a duly constituted meeting of said committee.

3.11 No member of the Executive Committee or of the Membership Committee shall disclose any member's vote, or make any comment on or discuss outside the committees' meetings any application to membership. No one may disclose the name of any person considered for membership to anyone not an active member of this squadron. No one shall be entitled to receive information from any member of the Executive Committee or of the Membership Committee concerning the approval or disapproval of the application of any person to membership in this squadron and USPS, except that a member proposing a person for membership shall be informed by the Membership Committee as to the status of the proposal.

3.12 The classification of members and the educational grade of members attaining advanced grades shall be in accordance with USPS policy.

3.13 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. No resignation of a member indebted to USPS or to a squadron shall be accepted until such indebtedness has been paid. If dues of any member are in arrears later than two weeks after the beginning of the member's dues year, membership, including any additional memberships in connection therewith, will be terminated automatically and without further notice. Membership may be terminated as provided in Article 15 of USPS bylaws.

#### ARTICLE 4

(Reserved)

#### ARTICLE 5

##### Officers and Committees

##### General Provisions

5.1 Elected officers, elected committee chairpersons and elected committee members, and all appointees, shall be subject to the following general provisions:

5.1.1 All elected officers, all elected chairpersons and elected committee members, and all appointed officers and appointed committee chairperson, shall be active members of this squadron, at least 18 years of age.

5.1.2 All bridge officers shall have been awarded at least one advanced grade and shall have been awarded the right to wear at least one merit mark. This requirement may be waived by the District Commander for good cause in accordance with USPS Bylaws Section 7.9.

5.1.3 Except as otherwise provided in these bylaws, all officers and committee members shall be elected or appointed annually and serve for one year or until their successors are appointed or installed and shall begin their terms of office when they are elected or appointed, or if applicable, installed.

5.1.4 No active member shall be nominated for or hold more than one elective flag office in USPS simultaneously, except as provided in Section 5.2 hereof or 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.

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

5.1.6 Committees whose members have staggered terms shall have members elected or appointed initially for terms to meet such qualifications. One of the members whose term next expires shall be nominated and elected, or appointed, chairperson, as appropriate.

5.1.7 A vacancy occurring in any elective office (except as otherwise provided for in Article VI, Sections 6.02 and 6.04 hereof) shall be filled by the Executive Committee until the next Annual Meeting of this Squadron, and a vacancy occurring in any appointive office shall be filled by appointment by the Commander. Any person selected to fill a vacancy in the office of Educational Officer or Assistant Educational Officer must have his/her qualifications approved as described in Section 11.2.

5.1.8 Except for committees with staggered terms, 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 Executive Committee.

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

5.1.10 In the event that the Commander, the Executive Officer or the Administrative Officer is determined, by his/her own declaration or by a two-thirds vote of the Executive Committee, to be incapable of performing the duties of his/her office because of illness or otherwise, the duties and powers of such office may be assumed by a Past Commander selected by the Executive Committee. Such assumption of duties by a Past Commander shall last only until (1) the earliest of the next Annual Meeting of this Squadron, (2) the officer rescinds his/her own declaration of incapability, (3) the Executive Committee rescinds its declaration of incapability, or (4) the next Squadron meeting at least fifty days after the declaration of incapability, at which time the Executive Committee shall recommend to the membership whether the period of incapability should be extended or the office be declared vacant.

#### Elected Officers and Committees

5.2 The elected bridge officers of this Squadron shall be the Commander, who shall be the ranking officer, the Executive Officer, the Educational Officer, the Administrative Officer, the Secretary and the Treasurer, which officers shall be elected by the active members at the Annual Meeting each year. The offices of Secretary and Treasurer may be held by the same parson if so authorized by the Executive Committee.

## Elected Assistants

5.3 The Executive Committee may authorize the election of an assistant educational Officer, an assistant administrative officer, an assistant secretary, and/or an assistant treasurer. If elected, they shall serve with the rank of first lieutenant. Any such officers shall assist their principals and in the absence or incapacity, act in the principals' stead.

## Elected Committees

5.4 There shall be an Executive Committee, "also known as Board of Directors" consisting of the Commander, the Lieutenant Commanders, and three active members from the general membership of this Squadron nominated for such position by the Nominating Committee and elected by the active members at the Annual Meeting each year.

5.5 There shall be a Nominating Committee, consisting of a chairperson and two other members, one of whom shall be elected by the active members at the Annual Meeting each year for a term of three years.

5.6 There shall be a Rules Committee, consisting of a chairperson who shall be elected by the active members at the Annual Meeting each year for a term of one year.

5.7 There shall be an Auditing Committee, consisting of a chairperson and one other member, one of whom shall be elected by the active members at the annual meeting each year for a term of two years.

## Appointed Committees

5.8 Certain standing committees shall report to the Executive Committee:

5.8.1 The Planning Committee shall be composed of one member (preferably a senior member) who shall be appointed annually by the Commander for a term of one year. It shall study matters concerning the general welfare of this Squadron and make recommendations thereon to the Executive Committee. Items for study may be referred to it by the Commander, the Executive Committee or the membership, or they may arise within the Planning Committee itself. It shall file an annual report with the Executive Committee at its meeting preceding the Annual Meeting.

5.8.2 The Budget and Finance Committee shall be composed of one member appointed annually by the Commander. It shall work in close cooperation with the Treasurer, prepare the budget and, in general, plan the overall financial affairs of this Squadron. It is the responsibility of this committee to present a budget annually to the Executive Committee for approval prior to its being presented to the active members for adoption.

5.9 Certain appointed committees shall report to the Commander or their respective department heads as required or directed.

5.9.1 The Membership Committee shall be composed of two members appointed annually by the Commander. It shall be familiar with the policies and procedures outlined in the current edition of the USPS Membership Manual, shall process all new member applications, and shall present to the

Executive Committee an evaluation of every person proposed for Squadron membership. Additionally, it shall ensure that new members become quickly involved in squadron activities.

5.9.2 Reserved.

5.9.3 The Local Boards of the Educational Department shall be appointed by the Commander after consultation with the Educational Officer. They shall perform such duties as are outlined by the policy and authority of USPS and as may be directed by the Educational Officer, and shall make such reports as may be requested by the Commander or by the Educational Officer.

5.9.4 The Educational Committee shall be composed of the Educational Officer, the Assistant Educational Officer (if any elected), the chairpersons of the Local Boards and the class chairpersons. It shall make recommendations to the Commander concerning Squadron educational programs and perform such other duties as are incidental to the Squadron's educational programs.

5.9.5 The Merit Mark Committee shall be composed of one member appointed annually by the Commander. It shall compile and correlate data to assist the Commander in merit mark recommendations.

5.9.6 Reserved.

5.9.7 Reserved.

5.9.8 Other committees, consisting of those customarily assigned to the various departments of this Squadron by the policy and authority of USPS, shall perform such duties as are usual for their particular operation and as may be directed by their department heads, and shall make such reports as are required by their operations.

#### Other Appointed Officers

5.10 The Commander may appoint a Law Officer who should be an attorney at law, authorized to practice as such. He/She shall perform such legal duties as may be assigned to him/her by the Commander or by the Executive Committee which concern the affairs of this Squadron and its District and USPS affiliations.

5.11 The Commander may appoint a Supply Officer who shall have charge of the procurement and sale to qualified members of ensigns, insignia and other paraphernalia approved by USPS. The Supply Officer shall be responsible to the Treasurer for all funds received from the sale of supplies.

5.12 The Commander may appoint a Property Officer who shall have responsibility for all Squadron property which is not procured for resale to members.

5.13 The Commander may appoint a Chaplain, a Flag Lieutenant, and such other Aides or Lieutenants as they may deem necessary, to perform such duties as the Commander or the Executive Committee may assign.

## ARTICLE 6

### Duties and Powers of Officers and Committees

6.1 The Commander shall:

6.1.1 Preside at all meetings of this Squadron and its Executive Committee.

6.1.2 Execute all written instruments in the name of this Squadron when directed by the Executive Committee or by the membership.

6.1.3 Have command of the fleet when the vessels of this Squadron are formally assembled.

6.1.4 Appoint, with the concurrence of the Executive Committee, appointive officers and the chairpersons and members of the appointive committees.

6.1.5 Be an ex officio member of all committees and boards of this Squadron except the Nominating, Rules and Auditing committees.

6.1.6 Make recommendations for membership on USPS committees and for National and District officers, and make reports to National and District officers as required by the policy and authority of USPS and the District.

6.1.7 Appoint, with the advice and approval of the Executive Committee, delegates to the conferences of the District and to the Annual and Special Meetings of USPS.

6.1.8 Turn over to his/her successor, at the expiration of his/her term of office, a complete set of all records, reports, communications and documents in his/her possession pertaining to the affairs of this Squadron.

6.2 The Executive Officer shall assist the Commander in the discharge of his/her duties and, in the Commander's temporary absence or incapacity, act in his/her stead. He/She shall succeed to the office of Commander should a vacancy occur in that office other than by expiration of the term of office. He/She shall be responsible to the membership, the Executive Committee and the Commander for all committees under his/her supervision, generally those assigned to the Executive Department by the policy and authority of USPS. He/She shall be an ex officio member of all such committees. At the expiration of his/her term of office, he/she shall turn over to his/her successor a complete set of all records, reports, communications and documents in his/her possession pertaining to the affairs of this Squadron.

6.3 The Educational Officer shall assist the Commander in the discharge of his/her duties and shall be the head of the Educational Department. The Educational Officer shall perform such duties as are prescribed for this office by the policy and authority of USPS. At the expiration of his/her term of office he/she shall turn over to his/her successor a complete set of all records, reports, communications and documents in his/her possession relating to the affairs of this Squadron.

6.4 The Administrative Officer shall assist the Commander in the discharge of his/her duties and in the temporary absence or incapacity of the Executive Officer act in his/her stead. He/She shall

succeed to the office of Executive Officer should a vacancy occur in that office other than by expiration of the term of office. He/She shall be responsible to the membership, the Executive Committee and the Commander for all committees under his/her supervision, generally those assigned to the Administrative Department by the policy and authority of USPS. He/She shall be an ex officio member of all such committees. At the expiration of his/her term of office his/her shall turn over to his/her successor a complete set of all records, reports, communications and documents in his/her possession relating to the affairs of this Squadron.

6.5 The Secretary shall:

6.5.1 Have custody of all corporate records, bylaws, and the corporate seal of this Squadron.

6.5.2 Attest and affix the corporate seal to written instruments when so directed by the Executive Committee.

6.5.3 Keep a record of all proceedings of this Squadron and of the Executive Committee, of the attendance at Executive Committee meetings and of all matters of which a record may be deemed advisable, in books belonging to this Squadron, which records at all reasonable times shall be open to inspection by any active member of this Squadron. No detailed records shall be kept relating to votes on invitations to membership.

6.5.4 Keep an up-to-date record of all members of this Squadron, including for each member his/her name, address, telephone number, certificate date and number, type of membership, rank, grade, merit marks, senior membership date, vessel data and other pertinent information deemed advisable.

6.5.5 Keep, file and preserve all documents, records, reports and official correspondence connected with the business of this Squadron.

6.5.6 Report to the National Secretary the names and addresses of members elected to this Squadron, any changes in membership or addresses of members, and the election of officers.

6.5.7 Send the required notices of all Squadron and Executive Committee meetings and all lists of candidates for office to be voted upon at any election.

6.5.8 Make a report at the Annual Meeting and at such other times as the Commander or the Executive Committee may request.

6.5.9 Perform such other appropriate duties as may be assigned to him/her by the Commander or the Executive Committee or as may be required by the policy and authority of USPS.

6.5.10 Be, ex officio, a member of all committees under the Secretary's Department.

6.5.11 At the expiration of his/her term of office, turn over to his/her successor a complete set of all records, books, reports, communications and documents in his/her possession relating to the affairs of this Squadron.

6.6 The Treasurer shall:

6.6.1 Hold, in the name of this Squadron, all monies received by him/her and belonging to this Squadron, including but not limited to dues, fees, educational charges, income from the sale of supplies, advertising income and any funds turned over to him/her from meetings, dinners and other functions sponsored by this Squadron.

6.6.2 Pay all bills contracted by this Squadron which have been approved by the Executive Committee or by the head of a department or the chairperson of a committee which has contracted the same by virtue of appropriations made by the Executive Committee or by the adopted budget.

6.6.3 (a) Make interim reports, at such times as the Commander or the Executive Committee may direct; (b) prepare an annual report as of the last day of the squadron's fiscal year; and (c) make all financial records available for the Auditing Committee inspection required by Section 6.10.

6.6.4 Keep and preserve an accurate record of all funds received and disbursed and of all squadron property.

6.6.5 Reserved

6.6.6 Reserved

6.6.7 Promptly send funds due USPS received from new members to headquarters.

6.6.8 Pay to the district to which this squadron is assigned any annual assessment, at such time and in such manner as direct by the district.

6.6.9 Prepare and file, in a timely manner, all required federal, state and local tax and information returns.

6.6.10 Perform such other appropriate duties incident to the office as are required by USPS policy or as the Commander or the Executive Committee may direct.

6.6.11 Be, an ex officio, a member of all committees in the Treasurer Department.

6.6.12 Turn over to his/her successor, at the expiration of his/her term of office, a complete set of all records, reports, communications, documents, monies, and things of whatsoever sort in his/her possession which pertain to his/her office and belong to this Squadron.

#### Executive Committee

6.7 The Executive Committee, also known as the Board of Directors, shall:

6.7.1 Meet monthly or when convened by the Commander, have general charge of the policy, management and finances of this Squadron, be vested with and have legal custody of all Squadron property, and appropriate such sums as may be deemed advisable, within the limits of Squadron resources, for the normal and usual operation of this Squadron, including Squadron, District and USPS functions.

- 67.2 Take final action on applications for all classes of Squadron membership.
- 6.7.3 Carry on the normal business of this Squadron between meetings of the membership.
- 6.7.4 Establish committees and appoint members thereto as may seem advisable and in the best interests of this Squadron.
- 6.7.5 Consult with and advise the Commander regarding his/her appointment of members to offices or committees provided for herein.
- 6.7.6 With the advice of the Treasurer, designate depositories insured by an agency of the United States Government in which Squadron funds shall be kept, and approve the budget for submission to the members.
- 6.7.7 Enforce the authority given to it under these bylaws and take any action necessary to advance the best interests of this Squadron which is consistent with the policy and authority of USPS.
- 6.7.8 With the assistance and cooperation of the Educational Department, determine which courses and programs are to be offered during the Squadron teaching year, and the times and locations thereof.
- 6.7.9 Invite the Law Officer to its meetings when legal expertise is desirable. The Law Officer shall be entitled to speak at such meetings but shall not be entitled to vote.

#### General Committees

- 6.8 The Nominating Committee shall select a candidate for each elective office and for the chairperson and members of each elective committee provided for herein, and shall submit its written report to the Secretary at least forty days prior to the Annual Meeting.
- 6.8.1 Other than interviews with potential nominees, no member of this committee shall comment upon or discuss committee business with any non-member of this committee and, other than the nomination report, no non-member of this committee shall be entitled to receive any information concerning the committee's deliberation.
- 6.8.2 No member of this committee may also serve on the bridge, nor may a member be nominated by this committee for assumption on any bridge office commencing less than one year after the member's service on this committee ends; nor may any members serve again on this committee for at least one year after their service on this committee ends. For the purpose of this section a year shall be deemed to be the normal watch of bridge officers.
- 6.9 The Rules Committee shall be the guardian of adherence to the USPS Bylaws, USPS policy, District bylaws and Squadron bylaws. The committee members shall be familiar with the current edition of the Model Bylaws for Squadrons of USPS and prepare recommendations as necessary to

keep this Squadron's bylaws consistent with the policy and authority of USPS. It shall prepare the wording of proposed amendments as may be directed by the Executive Committee, the membership or proposed on it's own.

6.10 The Auditing Committee shall examine all records of the Treasurer as of the last day of the Squadron fiscal year and submit a report of its findings for action by a membership meeting not more than 60 days after the end of the fiscal year. An additional audit shall be performed and reported to the membership within 60 days should a different individual assumes the office of Treasurer prior to the end of the fiscal year.

## ARTICLE 7

### Dues and Entrance Fees

7.1 The entrance fees and annual dues of dues-paying classes of membership shall be reviewed each year by the Executive Committee, and its recommendations for the following year shall be presented to and voted upon by the active members no later than the last regular squadron meeting prior to 1 February. Such fees and dues shall be as so determined provided, however, that in the event no such fees or dues are so fixed for any USPS dues year, fees and dues shall be the same as for the preceding year.

7.2 The dues of this squadron shall be due and payable, in advance, at the same time as USPS dues are due and payable.

7.2.1 Associate member dues and fees, if any, shall be billed by and paid directly to this squadron.

7.3 An entrance fee, in an amount recommended by the Executive Committee and approved by the active members, may be required as a prerequisite to any class of membership except honorary membership. Such entrance fee shall be paid at the time of acceptance of the individual into membership.

7.4 Dues for new members are payable with their membership application. The member's anniversary date becomes the first day of the month that the membership application form is accepted. Dues for all subsequent years shall be payable annually on or before the member's anniversary date.

7.5 Non-payment of squadron dues may be excused by the Executive Committee, but nothing herein shall authorize the waiver of dues to USPS or of any amount intended to defray a per capita assessment of the squadron by its district.

7.6 Members of all classes of USPS membership otherwise eligible to receive instruction or examination in any course may not do so unless in good standing and not in arrears for dues or other indebtedness to this squadron or USPS.

## ARTICLE 8

### Resignations, Transfers and Reinstatements

8.1 Resignations, transfers and reinstatements shall be accomplished in accordance with the USPS policy.

8.2 Reinstatement requests from former members who have voluntarily terminated membership in this squadron shall be treated as follows:

8.2.1 Those who apply for reinstatement within two years of termination of membership shall be reinstated upon payment of annual dues for the current year and squadron indebtedness (if any).

8.2.2 Reinstatement request received two or more years after termination of membership shall be reviewed as follows:

(a) Upon receipt of a request for reinstatement, the Executive Committee shall, in closed session, determine whether any committee member is against reinstatement. If there are no such members, the applicant shall be reinstated as in 8.2.1 herein.

(b) If any Executive Committee member expresses intent to vote against reinstatement, the specific grounds for such a vote shall be recorded in the minutes of the closed session (but not divulged to non-members of the Executive Committee). At its next meeting, the Executive Committee shall, in closed session, vote on the question. "Shall (name) be refused reinstatement?" A two-thirds vote shall be required to refuse reinstatement; otherwise the applicant shall be reinstated as in 8.2.1.

(c) If reinstatement is refused, the squadron secretary shall, within five days, notify the national secretary of such refusal and the specific grounds therefore. In such case the former member shall be eligible for reinstatement in USPS as an unattached member.

## ARTICLE 9

### Meetings, Notices and Quorums

9.1 Regular Squadron business meetings shall be held on the third Thursday of each month, from September to May of the following year, inclusive, at a regular meeting place. The Executive Committee may designate other times and places for such regular business meetings upon proper notice. The Executive Committee shall meet as required by Article 6, Section 6.7.1 hereof.

9.2 If a holiday or other circumstance makes it impractical to hold any meeting as provided herein, the Executive Committee may waive such meeting or set another meeting date. The membership shall be notified accordingly.

9.3 The Annual Meeting shall be held in the month of February at such time and place as the Executive Committee may designate, at which time an election of officers and members of elective committees, including the chairpersons thereof, shall be held. Written notice of the Annual Meeting, containing a list of all active members nominated by the Nominating Committee for election to positions within this Squadron at the Annual Meeting, shall be sent to each active member by the Secretary, in such manner as determined by the Executive Committee, at least thirty days prior to such meeting.

9.4 The Secretary shall provide a list of all nominees by petition in accordance with 11.1 herein, and shall give notice thereof to all active members in such manner that it will reach them at least seven days prior to the date of the election.

9.5 Special meetings of the membership may be called at any reasonable time by the Commander or the Executive Committee at his/her or its discretion, and shall be called by the Secretary upon written request of ten or more active members. Special meetings of the Executive Committee may be called by the Commander, or upon written request by five or more members of the Executive Committee.

9.6 Except as provided in 9.3 herein, notices of all regular and special meetings of this squadron and of the Executive Committee shall be mailed to the last known address of each member entitled to receive such notice at least 20 days prior to regular meetings, and at least 10 days prior to special meetings. The inclusion of a Notice of Meeting in an official squadron publication mailed the required time before such meeting will be deemed to comply with the foregoing provisions.

9.6.1 Electronic communication may be used for notices provided the recipient has agreed to accept electronic messages in lieu of physical mail and the message is transmitted to the member's facsimile machine or last e-mail address of record on or before the applicable deadline for dispatching notice. Providing an e-mail address or fax number shall constitute an agreement to receive notices electronically. Electronic transmission of an official squadron publication containing such notice shall be deemed to comply with this requirement provided it is transmitted in its entirety.

9.6.2 Meetings of the Executive Committee may, when necessary, be conducted by electronic means, as defined by the currently available technology, provided that all other applicable sections of Article 9 are adhered to. Such meetings must be announced to all involved members and provision shall be provided for any member who wishes to monitor the proceedings and comment to the meeting any questions or concerns as if they were meeting in person. Electronic meetings shall not exceed 25 percent of the Executive Committee meetings in any calendar year and shall not be used for general membership meetings.

9.7 At any regular or special meeting, ten per cent of the active members, as determined by the records of this Squadron, shall constitute a quorum.

9.8 A quorum for any committee of more than two persons shall be a majority of its members.

9.9 Voting at regular and special meetings shall be as follows:

9.9.1 Each active member present and in good standing in this Squadron shall have one vote on each question.

9.9.2 Voting shall be by voice unless a poll is demanded by an active member duly qualified to vote, in which event votes shall be cast by a show of hands. Upon a motion supported by at least one-fifth of the active members present and voting, a roll call vote shall be held. The Commander may require that voting be by secret ballot if circumstances warrant.

9.9.3 The presiding officer shall vote only when necessary to decide a tie.

9.9.4 Voting at an election shall be as provided for in 11.5.

## ARTICLE 10

### Order of Business and Rules of Order

10.1 Unless otherwise resolved by the active members or proposed by the presiding officer without dissent at the outset of the meeting, the following order of business shall be observed at all meetings of the membership and the Executive Committee:

10.1.1 Determination of Quorum

10.1.2 Invocation.

10.1.3 Pledge of Allegiance.

10.1.4 Approval of the minutes of the preceding meeting.

10.1.5 Reports of Officers.

10.1.6 Reports of Committees.

10.1.7 Communications.

10.1.8 Unfinished Business.

10.1.9 Election of Officers (if any to be elected).

10.1.10 New Business.

10.1.11 Adjournment.

10.1.12 At the Annual Meeting, if appropriate, but in any event no later than the first membership meeting at least thirty days but not more than sixty days after the end of the fiscal year, appropriate action shall be taken upon the report of the Auditing Committee before the annual report of the Treasurer shall be filed.

10.2 Orderly parliamentary procedure shall govern at all meetings. All questions of procedure not otherwise covered herein or by the policy and authority of USPS shall be determined in accordance with the latest edition of Robert's Rules of Order, Newly Revised.

## ARTICLE 11

### Nominations, Elections and Voting

11.1 Candidates for office to be voted upon at the Annual Meeting may be nominated (1) by the Nominating Committee as herein provided or (2) by petition in writing signed by at least five active members in good standing and filed with the Secretary at least fifteen days before the date of election.

11.2 The Educational Officer and the Assistant Educational Officer are officers of the USPS Educational Department, and shall be nominated and elected only after their qualifications have been approved by the National Educational Officer or his/her designee.

11.3 If vacancies exist in the properly formulated slate of nominees at the time of the election, they shall be filled by nominations from the floor duly made by voting members.

11.4 No active member shall be eligible for nomination unless he/she signifies his/her willingness and ability to serve if elected.

11.5 At any election, each active member present and in good standing in this Squadron shall have one vote for each office to be filled. Voting shall be in the following manner:

11.5.1 Cumulative voting is prohibited.

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

11.5.3 Election to a contested office shall be affected by secret ballot, unsigned and cast in person. Such elections shall be determined by a judge of election and not less than three tellers, all of whom shall be appointed by the Commander. The secret ballots shall be delivered to the judge of election and opened and inspected by the tellers, and the final results shall be tabulated and announced to the members before the close of the meeting.

Polls shall remain open for no more than one hour after the election is initiated as an order of business.

## ARTICLE 12

### Miscellaneous

12.1 Any person collecting monies for any activity of this Squadron shall be prepared at all times to make a full and complete accounting of the activity to the Commander and to the Executive Committee.

12.2 No member shall contract any bills in the name of this Squadron unless previously authorized by the Executive Committee or by the adopted budget.

12.3 When any account authorized by the Executive Committee or by the adopted budget is closed, the excess funds therein shall be turned over to the Treasurer at once with a complete accounting.

12.4 No person shall take advantage of their status as a USPS member in order to achieve personal gain or remuneration which would not otherwise be available to them.

12.5 The Squadron fiscal (business) year shall be for twelve consecutive months beginning on 1 January and ending on the last day of December.

12.6 All publications or notices of any nature issued by this Squadron shall have the prior approval of the Commander or the Executive Committee before being sent to members or to the public.

## ARTICLE 13

### Discipline

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

## ARTICLE 14

### Flags, Uniforms, Insignia and Etiquette

14.1 Flags, uniforms, insignia and all other matters of etiquette shall conform to the policy and authority of USPS.

## ARTICLE 15

### Squadron Publication

15.1 The official squadron publication shall be known as “ THE BALL “

## ARTICLE 16

### Distribution of Assets After Termination

16.1 No member of this Squadron 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, the District or this Squadron.

16.2 In the event of dissolution and voluntary surrender, or of revocation of this Squadron's charter, all assets then belonging to this Squadron shall be assigned to USPS or to another organization which qualifies for tax exemption (under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended, and any rules and regulations promulgated thereunder, or such other section of the code by which USPS is exempt) as selected by the Executive Committee or other comparable body of this Squadron. If no such body exists or no selection is made, the assets of this Squadron shall be assigned to USPS.

## ARTICLE 17

### Bylaw Amendments

17.1 These bylaws may be amended, or new bylaws enacted, subject to the approval of the USPS Governing Board or its designee, by a two-thirds vote of the active members present and voting at any regular or special Squadron meeting, provided that a quorum is present at the time the vote is taken AND (a) the proposed amendments or new bylaws are stated in full in the notice of the meeting at which action is to be taken thereon, or (b) an announcement of the proposed amendments or new bylaws was given to each member and multiple copies of the old and the proposed bylaws are made available to the members at two or more consecutive general membership meetings at least twenty days apart (the last such meeting may be the meeting at which the vote is taken).

17.2 When proposed amendments or new bylaws are properly before any meeting for consideration, they may, before any final action is taken thereon, be changed or amended by a majority vote, provided that the change or amendment is germane to the subject of the amendment under consideration.

17.3 Amendments to these bylaws, or new bylaws, shall not become effective until approved by the USPS Committee on Rules and notice of such approval is provided to each active member in accordance with the policy and authority of USPS. Notice of such approval in the Squadron publication, duly issued and circulated, shall fulfill the above requirement.

ARTICLE 18

Corporate Seal

18.1 The Corporate Seal of this Squadron shall have inscribed thereon the Squadron's name, the year of its incorporation, and the words: Vermilion Sail and Power Squadron, Inc.

APPROVALS

Rules Committee

James H. Davis  
Chairperson

Adopted by the Membership

Date Sept. 20, 2012

Tim Smith

Secretary

Approved by the Committee on Rules

Date October 16, 2012

For the Committee on Rules

Carl W. Hulse

Membership Notified of Approval

Date 10-18-2012  
(Bylaws effective this date)

Tim Smith

Secretary

Bylaws of Vermilion Sail and Power Squadron, Inc.

18 day of Oct., 2012



## NOTES