BYLAWS

THE ST. PETERSBURG SAIL AND POWER SQUADRON, INC.

A Unit of United States Power Squadrons®

Sail and Power Boating — America's Boating Club

As amended through 6 September 2019
(Date reflects final USPS Approval.)

CERTIFICATION

St. Petersburg Sail and Power Squadron

The accompanying bylaws (or amendments thereto) were adopted by the membership of this squadron on 16 April 2019.

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

Linda S. Albrecht
Signature of Secretary

Date signed: 4-25-19

Lt/C Linda S. Albrecht, S
Rank, name and grade of secretary

APPROVAL

Approved by the National USPS Committee on Rules on 6 September 2019
(This is the effective date.)

RW Stow
For the National USPS Committee on Rules

P/L/C Randy Stow AP
Rank, Name & Grade of National USPS Committee on Rules, Approving Member

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These bylaws adapted from Model Bylaws for Squadrons edition of February 2013

ARTICLE 1

Name

Section 1.1 The name of this organization shall be The St. Petersburg Sail and Power Squadron, Inc., constituting a squadron and unit of United States Power Squadrons.

Nonprofit Organization

Section 1.2 This is a nonprofit organization organized under the laws of the State of Florida. The 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.

Human Rights Laws

Section 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 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 the squadron conducts business.

ARTICLE 2

Objects

Section 2.1 The objects of this squadron 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 boaters;

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 navigation, 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.

Definitions

Section 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 *USPS policy* refers to and means the bylaws of USPS; the policies adopted by either the USPS Governing Board or the Board of Directors. The current USPS Operations Manual often includes or refers to these bylaws and policies for ease of member reference. If there is a difference between the National bylaws or USPS policy and the Operations Manual, the national bylaws and policy always take precedence.

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

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

ARTICLE 3

Membership

Section 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.

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

Section 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 who are admitted to membership as herein provided.

Section 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 *[Reserved]*

Section 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.

Section 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.

Section 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.

Section 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.

Section 3.9 [*Reserved*]

Section 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 the committee.

Section 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.

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

Section 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 Generally

Section 5.1 Officers and committee members, whether elected or appointed, shall be subject to the following general provisions:

5.1.1 All elected officers and elected committee members 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 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, as defined by USPS bylaws Section 4.3, in this squadron simultaneously, except as provided in Section 5.2 herein or for a short 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 [*Reserved*]

5.1.6 Elected committees whose members have staggered terms shall have members elected originally for terms to meet such distribution. Appointed committees whose members have terms of more than one year shall be appointed by the Executive Committee to meet a staggered distribution. One of the members whose term next expires shall be considered for nomination and election, or appointment as chairman, as appropriate.

5.1.7 A vacancy occurring in any elective office 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 appointing authority. Persons selected to fill vacancies in the offices of educational officer and assistant educational officer must have their qualifications approved as provided in Section 11.2 herein.

5.1.8 In all instances relating to rank, grade, appointment, duties and procedures, USPS policy shall prevail.

5.1.9 Upon leaving office, elected and appointed officers and committee chairmen shall surrender to their successors all significant records, reports, communications, documents and property in their possession pertaining to the affairs of their position.

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

5.1.11 All appointed officers of this squadron shall be active, associate or apprentice members, at least 18 years of age, and in good standing. Every appointed officer and committee member shall hold office at the pleasure of the appointing authority but not beyond the term of office of that person or body except to complete an assignment with the approval of the Executive Committee.

Elected Officers

Section 5.2 The **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 voting members at the annual meeting each year. The offices of secretary and treasurer may be held by the same person if so authorized by the Executive Committee.

Elected Assistants

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

Elected Committees

Section 5.4 There shall be an **Executive Committee** also known as Board of Directors consisting of the elected bridge officers, the most recent past commander willing and able to serve and three members qualified to vote from the general membership of this squadron. Members-at-large and the said past commander shall be elected to this committee in accordance with the provisions of Article 11. Meetings of the Executive Committee, except when processing membership applications, are open to any squadron member who wishes to attend, and who, when recognized by the presiding officer, may address the committee, but may not vote.

Section 5.5 There shall be a **Nominating Committee** consisting of a chairman and two other members, one of whom shall be elected by the members, qualified to vote and present at the annual meeting, each year for a term of three years.

Section 5.6 There shall be a **Rules Committee** consisting of a chairman and two other members, one of whom shall be elected by the members, qualified to vote and present at the annual meeting, each year for a term of three years.

Section 5.7 There shall be an **Auditing Committee** consisting of a chairman and two other members, one of whom shall be elected by the members, qualified to vote and present at the annual meeting, each year for a term of three years.

Appointed Committees

Section 5.8 Certain **standing committees** shall report to the Executive Committee:

5.8.1 The **Planning Committee** shall be composed of three members (preferably senior members), one of whom shall be appointed annually by the Executive Committee for a term of three years. 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 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 three members, one of whom shall be appointed annually by the Executive Committee for a term of three years. 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 voting members for adoption.

Section 5.9 Certain other **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. It shall process all new membership applications and present to the Executive Committee an evaluation of every person applying for squadron membership.

5.9.2 The **Member Involvement Committee** shall be composed of two members appointed annually by the commander. It shall ensure that all members are kept aware of the educational, service, and social activities of this squadron and shall work closely with the Membership Committee to ensure that new members become quickly involved in squadron activities.

5.9.3 The **Local Boards of the Educational Department** may be appointed by the commander after consultation with the educational officer. If appointed, they shall perform such duties as are outlined by USPS policy 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), the chairmen of the Local Boards and the class chairmen. 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 with 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 USPS policy, 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

Section 5.10 The commander may appoint a **law officer** who should be an attorney at law, authorized to practice as such. The law officer shall perform such legal duties as may be assigned by the commander or by the Executive Committee and which concern the affairs of this squadron and its district and USPS affiliations.

Section 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.

Section 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 and who shall maintain a current listing of such property showing location, date procured, and condition. A copy of the listing shall be supplied to the treasurer upon request.

Section 5.13 The commander may appoint a **chaplain**, a **flag lieutenant**, and such **other aides or lieutenants** as are deemed necessary, to perform such duties as the commander or the Executive Committee may assign.

ARTICLE 6

Duties and Powers of Officers and Committees

Section 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 chairmen and members of the appointive committees.

6.1.5 Be, *ex officio*, a member of all committees and boards of this squadron except the Nominating, Rules, and Auditing Committees.

6.1.6 Make recommendations for members to serve as national and district officers, and to serve on national and district committees, and make reports to national and district officers as required by USPS policy 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 Governing Board and special meetings of USPS.

Section 6.2 The **executive officer** shall: (1) assist the commander; (2) have general supervision of the Executive Department as directed by the membership, the commander, or the Executive Committee; (3) be, *ex officio*, a member of all committees of the Executive Department; and (4) in the temporary absence or incapacity of the commander, perform the duties and exercise the powers of the commander.

Section 6.3 The **educational officer** shall: (1) assist the commander; (2) have general supervision of the Educational Department as directed by the membership, the commander, or the Executive Committee; and (3) be, *ex officio*, a member of all committees of the Educational Department.

Section 6.4 The **administrative officer** shall: (1) assist the commander; (2) have general supervision of the Administrative Department as directed by the membership, the commander, or the Executive Committee; (3) be, *ex officio*, a member of all committees of the Administrative Department; and (4) in the temporary absence or incapacity of the executive officer, perform the duties and exercise the powers of the executive officer.

Section 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 to 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 shall be open to inspection, at all reasonable times, by any active member of this squadron. No detailed records shall be kept relating to votes on applications for membership.

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

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

6.5.6 Report to USPS Headquarters the names and addresses of persons admitted to membership in this squadron, any transfers to this squadron, any changes in membership or addresses of members, and the election of officers. Report to the national secretary any transfers from this squadron to unattached member status.

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 by the commander or the Executive Committee or as may be required by USPS policy.

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

Section 6.6 The **treasurer** shall:

6.6.1 Collect and hold, in the name of this squadron, all funds belonging to 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 chairman 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, including statements of receipts, disbursements and financial condition, 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 directed 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, *ex officio*, a member of all committees in the Treasurer's Department.

Executive Committee

Section 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.

6.7.2 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 appointments to squadron offices and committees.

6.7.6 All the squadron's operating funds shall be kept in depositories insured by an agency of the U.S. Government. The depository institutions are to be chosen with the advice of the Squadron's Treasurer. For planning purposes, operating funds shall approximate 150% of the squadron's annual operating budget. Assets above that level may be held in potentially higher return securities which have been recommended by a qualified investment professional. Finally, the Executive Committee shall approve the budget, including any investment decisions, for submission to the members.

6.7.7 Enforce the authority given it under these bylaws and take any necessary action consistent with USPS policy to advance the best interests of this squadron.

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.

6.7.10 Annually appoint one member to the Planning Committee and one member to the Budget/Finance Committee to replace the members completing their final year on each committee.

General Committees

Section 6.8 The **Nominating Committee** shall select a candidate for each elective office and for the chairman and members of each elective committee provided for herein, and shall submit its written report to the secretary at least 40 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 nominations report, no non-member of this committee shall be entitled to receive any information concerning the committee's deliberations.

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 of 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 purposes of this section a year shall be deemed to be the normal watch of bridge officers.

Section 6.9 The **Rules Committee** shall be the guardian of adherence to the USPS bylaws, USPS policy and squadron bylaws. The committee members shall remain familiar with the current edition of Model Bylaws for Squadrons of USPS and prepare recommendations as necessary to keep this squadron's bylaws consistent with USPS policy. It shall prepare the wording of proposed amendments as may be directed by the Executive Committee, the membership or proposed on its own initiative.

Section 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 assume the office of treasurer prior to the end of the fiscal year.

ARTICLE 7

Dues and Entrance Fees

Section 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 voting 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.

Section 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.

Section 7.3 An entrance fee, in an amount recommended by the Executive Committee and approved by the voting 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.

Section 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.

Section 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.

Section 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

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

Section 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 requests 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 Section 8.2.1 herein.

(b) If any Executive Committee member expresses intent to vote against reinstatement, the specific grounds for such 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 Section 8.2.1 herein.

(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

Section 9.1 Regular squadron business meetings shall be held during the week following the first Wednesday of each month from September to June of the ensuing year, inclusive, at a regular meeting place. The Executive Committee may designate meeting dates and other times and places for such regular business meetings upon proper notice. The Executive Committee shall meet as required by 6.7.1 herein.

Section 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.

Section 9.3 The annual meeting shall be held in the month of December 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 chairmen 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, shall be sent to each voting member by the secretary, in such manner as determined by the Executive Committee, at least 30 days prior to such meeting.

Section 9.4 The secretary shall provide a list of all nominees by petition as provided by Section 11.1 herein and shall give notice thereof to all voting members in such manner that it will reach them at least seven days prior to the date of the election.

Section 9.5 At the discretion of the commander or the Executive Committee, special membership meetings may be called at any reasonable time, and shall be called by the secretary upon written request of at least 10 percent, but not less than six, voting 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.

Section 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 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.

Section 9.7 At any regular or special meeting, 10 per cent of the members qualified to vote, as determined by the records of this squadron, shall constitute a quorum.

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

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

9.9.1 Each voting 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 a 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 voting members present a roll call vote shall be held. The presiding officer may require that voting be by secret ballot if circumstances warrant.

9.9.3 The presiding officer shall vote only to create or decide a tie, or to cast a secret ballot.

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

ARTICLE 10

Order of Business and Rules of Order

Section 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:

Determination of quorum
Approval of the minutes of the preceding meeting
Reports of officers
Reports of committees
Communications
Unfinished business
Elections
New business

Section 10.2 Orderly parliamentary procedure shall govern at all meetings. All questions of procedure not otherwise covered herein or by USPS policy shall be determined in accordance with the most recent currently available edition of Robert's Rules of Order Newly Revised by the chairman of the Rules Committee or his designee. However, if the rules chairman is absent, the presiding officer shall designate the parliamentarian. The person serving as parliamentarian shall be identified at the outset of the meeting.

ARTICLE 11

Nominations, Elections and Voting

Section 11.1 Candidates for elective positions 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 15 days before the date of election.

Section 11.2 The educational officer and the assistant educational officer (if any) are members of the USPS Educational Department, and shall be nominated and elected only after their qualifications have been approved by the national educational officer's designee.

Section 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.

Section 11.4 No active member shall be eligible for nomination without first signifying willingness and ability to serve if elected.

Section 11.5 At any election, each voting 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 effected 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.

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

ARTICLE 12

Miscellaneous

Section 12.1 Any person collecting funds for any activity of this squadron shall be prepared at all times to make a full and complete accounting of the same to the commander and to the Executive Committee.

Section 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.

Section 12.3 When any account authorized by the Executive Committee or by the adopted budget is closed, any excess funds therein and a complete accounting shall be promptly turned over to the treasurer.

Section 12.4 No person shall take advantage of USPS membership status in order to achieve personal gain or remuneration.

Section 12.5 The squadron's fiscal year shall be for twelve consecutive months beginning on the first day of January each year.

Section 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

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

ARTICLE 14

Flags, Uniforms, Insignia and Etiquette

Section 14.1 Flags, uniforms, insignia and matters of etiquette shall conform to USPS policy.

ARTICLE 15

Squadron Publication

Section 15.1 The official squadron publication shall be known as "**FORCE 12**".

ARTICLE 16

Distribution of Assets after Termination

Section 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.

Section 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

Amendments

Section 17.1 These bylaws may be amended, subject to the approval of the USPS Committee on Rules, by a two thirds vote of the voting 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 (1) the proposed amendments are stated in full in the notice of the meeting at which action is to be taken thereon, or (2) an announcement of the proposed amendments 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 20 days apart (the last such meeting may be the meeting at which the vote is taken).

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

Section 17.3 Amendments to these bylaws shall not become effective until approved by the USPS Committee on Rules. Notice of such approval is to be provided by the squadron secretary to each active member. Notice of approval in the squadron publication, duly issued and circulated, shall fulfill the above requirement.