

DISTRICT 20, Inc.

UNITED STATES POWER SQUADRONS

BYLAWS

FOREWORD

This edition of the District 20 Bylaws supersedes all previous editions.

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ARTICLE I

ORGANIZATION

1.1 This District shall be known as District 20, Inc. of United States Power Squadrons and shall be composed of the Squadrons assigned to it by the Governing Board of United States Power Squadrons. It shall be governed by a District Conference functioning as the governing body and by a District Council under the District Conference in accordance with the policy and authority of USPS and these Bylaws.

WORD AND TERM MEANING

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

1.2.1 "USPS" means United States Power Squadrons.

1.2.2 "Governing Board" refers to and means the Governing Board of USPS.

1.2.3 "National" refers to and means the National organization and officers of USPS.

1.2.4 "Conference", "Council", "District", "Squadron", "Division", "officers", "committees", "aides", "members" and subjects treated generally, refer to and mean those of this District.

1.2.5 "Policy and authority of USPS" refers to and means that of the Bylaws of USPS, the policies adopted by the Governing Board of USPS and the current Operations Manual which supplements these documents.

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

ARTICLE II

OFFICERS AND COMMITTEES

GENERAL PROVISIONS

2.1 The elected District officers shall be the Commander, the Executive Officer, the Educational Officer, the Administrative officer, the Secretary, the Treasurer, the Assistant Educational Officer, the Assistant Secretary (if any), the Assistant Treasurer (if any), First Lieutenants and the Chairmen of the General Committees.

2.2 All elected officers, all appointees and all members of the Conference and Council shall be active members of Squadrons in the District and shall be subject to the following general provisions:

2.2.1 All bridge officers shall have been awarded at least one Advanced Grade and at least two Merit Marks. This requirement may be waived by the National Executive Officer for good cause in accordance with USPS Bylaws Section 6.8.

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2.2.2 Except as otherwise provided in these Bylaws, all officers, committee members and appointees shall: (1) be elected or appointed annually for a term of one year; (2) serve until their successors are elected or appointed or, if applicable, installed; and (3) begin their term of office at the time at which they are elected or appointed or, if applicable, installed.

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

2.2.4 Committees whose members have terms of staggered length shall have members elected or appointed initially for terms respectively to meet such qualifications. Except for General Committees, a member whose term next expires shall be the chairman of the committee.

2.2.5 The chairman of each appointive committee shall be approved by the Council.

2.2.6 A vacancy occurring in any elective office shall be filled for the unexpired term by the Council as provided herein and, in the case of an appointive office, shall be filled for the unexpired term by appointment by the Commander. Persons selected to fill vacancies in the offices of Educational Officer and/or Assistant Educational Officer must have their qualifications approved as provided in Article 4.5 herein.

2.2.7 Each 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 Council.

2.2.8 In all instances relating to rank, procedures and matters of whatsoever nature pertaining to officers and committees in general, the policy and authority of USPS shall prevail.

2.2.9 In addition to the specific duties set forth herein, all District officers shall be expected to perform such other duties relating to their office as may be prescribed by the policy and authority of USPS. Further, upon leaving office, elected and appointed officers and committee chairmen shall turn over to their successors all property, records, reports, communications and documents in their possession that pertain to the affairs of the District.

2.3 Unless otherwise provided for in the Bylaws, no active member shall be nominated for or hold more than one flag office simultaneously in any single level of USPS 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.

2.4 The Commander, with the approval of the Council, may appoint as deemed necessary, District Lieutenants and aides to perform such duties as the Commander, the Conference or the Council may direct.

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DISTRICT EXECUTIVE COMMITTEE

2.5 There shall be an Executive Committee of the District Council composed of the Commander, the Executive Officer, the Educational Officer, the Administrative Officer, the Secretary, the Treasurer, the Assistant Educational Officer, the Assistant Secretary (if any), the Assistant Treasurer (if any), the most Immediate Past District Commander residing in the District, in good standing and willing to serve, the Chairman of the Rules Committee, the Chairman of the Nominating Committee, the Chairman of the Finance/Budget Committee, the Chairman of the Planning Committee and the Chairman of the Marketing and Public Relations Committee.

2.6 The Executive Committee shall be and is empowered to carry on such routine business of the District between meetings of the Council as the Council itself might transact except that the Executive Committee shall not establish policy, fill or create vacancies in the membership of the Council, change the composition of the Executive Committee or make, amend or repeal these Bylaws. The power of the Executive Committee to make appointments shall be limited to the filling of vacancies created since the last meeting of the Council. All such appointments made by the Executive Committee shall be made after considering the recommendation of the Nominating Committee and shall be for a term which expires at the next regular or special Council meeting following the meeting of the Executive Committee at which such appointments were made.

2.7 The District 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 significant contributions 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.

2.8 All actions of the Executive Committee shall be properly recorded by the Secretary and the minutes of all meetings of the Executive Committee shall be submitted in writing to all members of the Council within 30 days of the dates of such Executive Committee meetings. If a regular or special meeting of the Council occurs less than 30 days following a meeting of the Executive Committee, the Commander or his representative shall make known to the Council any matters of substance which have been voted upon at such meeting

of the Executive Committee, unless the minutes of the meeting of the Executive Committee are already in the possession of the Council members.

ARTICLE III

DUTIES OF OFFICERS

3.1 The COMMANDER shall be the ranking officer of the District, the principal representative of the District at meetings and functions of USPS and he shall:

3.1.1 Preside at all meetings of the Conference, the Council and the Executive Committee;

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3.1.2 Appoint chairmen of the appointive committees of the District organization, with the approval of the Council unless otherwise provided herein, as deemed necessary by the Conference and the Council;

3.1.3 Visit each Squadron in the District at least once a year and attend as many Squadron Changes of Watch as possible. If the Commander is unable to make such visitation in person, he shall designate another District officer or Past District Commander to make such visitation. The Commander is encouraged to visit at least one Executive Committee meeting of each Squadron during his term of office;

3.1.4 Make special visits to any Squadron or to such Squadron's Executive Committee as necessary. Upon written request to the Commander of any such Squadron, it shall be the duty of the Squadron Commander to call a special meeting of the Squadron Executive Committee or general membership for the purpose of such visitation, such meeting to be held within 30 days at a time and place designated by the Squadron Commander;

3.1.5 Call special meetings of the Conference as provided in Article 10.2;

3.1.6 Call special meetings of the Council as provided in Article 10.5;

3.1.7 Be an ex-officio member of all District committees except the Nominating, the Audit and the Rules Committees; and

3.1.8 At the expiration of his term of office turn over to his successor all property, records, reports, communications and documents in his possession pertaining to the affairs of the District.

3.2 The EXECUTIVE OFFICER shall be in charge of the Executive Department of the District and shall:

3.2.1 Report to the Commander and assist him as he may request;

3.2.2 In the absence or incapacity of the Commander, assume his duties including the exercise of his voting rights as set forth by the policy and authority of USPS;

3.2.3 Be the liaison between the District officers and the Squadron Commanders of the District;

3.2.4 Receive reports from Squadron Commanders;

3.2.5 Perform such other duties as may be assigned to him by the Conference, the Council or the Commander;

3.2.6 Be responsible to the Conference, the Council and the Commander for all District committees under his supervision;

3.2.7 Be an ex-officio member of all District committees under his supervision; and

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3.2.8 At the expiration of his term of office turn over to his successor all property, records, reports, communications and documents in his possession pertaining to the affairs of the District.

3.3 The EDUCATIONAL OFFICER shall be in charge of the Educational Department of the District and shall:

3.3.1 Report to the Commander and assist him as he may request;

3.3.2 Supervise the educational program of the District and coordinate the educational programs of the Squadrons of the District;

3.3.3 When requested, advise the Squadron Nominating Committees with respect to nominees for Squadron Educational Officers;

3.3.4 Be responsible to the Conference, the Council and the Commander for all committees under his supervision;

3.3.5 Be an ex-officio member of all District committees under his supervision;

3.3.6 Perform such other duties as may be assigned to him by the Conference, the Council or the Commander; and

3.3.7 At the expiration of his term of office turn over to his successor all property, records, reports, communications and documents in his possession pertaining to the affairs of the District.

3.4 The ADMINISTRATIVE OFFICER shall be in charge of the Administrative Department of the District and shall:

3.4.1 Report to the Commander and assist him as he may request;

3.4.2 In the absence or incapacity of the Commander and the Executive Officer, assume the duties of the Commander including the exercise of his voting rights set forth by the policy and authority of USPS;

3.4.3 Be responsible to the Conference, the Council and the Commander for all committees under his supervision;

3.4.4 Be an ex-officio member of all District committees under his supervision;

3.4.5 Perform such other duties as may be assigned to him by the Conference, the Council or the Commander; and

3.4.6 At the expiration of his term of office turn over to his successor all property, records, reports, communications and documents in his possession pertaining to the affairs of the District.

3.5 The SECRETARY shall be in charge of the Secretary's Department of the District and shall:

3.5.1 Report to the Commander and assist him as he may request;

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3.5.2 Keep a record of the proceedings of the Conference, the council and the Executive Committee of the Council and conduct the correspondence of these bodies;

3.5.3 Have custody of the official copy of the District Bylaws and keep it correct and up-to-date;

3.5.4 Keep and file all documents, records, reports and communications connected with the business of the District;

3.5.5 Send promptly to the designated member of the National Committee on Rules triplicate copies of the District Bylaws, or amendments thereto, as adopted by the Conference and certified as required by the policy and authority of USPS;

3.5.6 Mail a copy of the minutes of each Conference, each Council and each Executive Committee meeting to each member of the Council and the Executive Committee within 30 days of such meeting and send copies of the minutes of all Conferences to the National Executive Officer and the National Secretary.

3.5.7 Send out calls and notices of all Conferences, Council and Executive Committee meetings as set forth in Articles 10.1, 10.2, 10.4 and 10.5.

3.5.8 Include with the call to any applicable meeting the report of the Nominating Committee;

3.5.9 Appoint a Credentials Committee for the conferences;

3.5.10 Report to the National Secretary, within ten days of their election or appointment, the names of all officers elected at a Conference or Council meeting (or when an appointment is made at a Conference or Council meeting or by the Executive Committee) and the names of all committee chairmen;

3.5.11 Perform such other duties as may be assigned to him by the Conference, the Council or the Commander;

3.5.12 Be responsible to the Conference, the Council and the Commander for all committees under his supervision;

3.5.13 Be an ex-officio member of all District committees under his supervision;

3.5.14 Make a report at each meeting of the Conference, the Council and the Executive Committee and as directed by the Commander; and

3.5.15 At the expiration of his term of office turn over to his successor all property, records, reports, communications and documents in his possession pertaining to the affairs of the District.

3.6 The TREASURER shall be in charge of the Treasurer's Department of the District and shall:

3.6.1 Report to the Commander and assist him as he may request;

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3.6.2 Collect and hold, in the name of the District, all monies belonging to the District;

3.6.3 Pay all bills contracted by the District which shall have first been approved by the Council, or by other appropriate authority or as provided in the budget;

3.6.4 Keep a record of receipts and disbursements of all funds of the District, such records to be made available to the Conference, the Council, the Executive Committee and to the Audit Committee upon reasonable request;

3.6.5 Deposit or invest the funds of the District in such mediums of investment as are approved by the Council;

3.6.6 Make a written report of the District's finances at each meeting of the Conference, the Council, the Executive Committee and as reasonably requested by the Commander;

3.6.7 Send to each Squadron Treasurer, not later than 1 January, notice of the annual assessment levied by the District on the Squadron for the period 1 June to 31 May of the following dues year and collect the assessment so levied;

3.6.8 Send to each Squadron Treasurer, not later than 1 June of each year, final notice of the current per capita District assessment for each category of member. Such payments shall be made to the District within 30 days of receipt of notice;

3.6.9 Work in close cooperation with the Finance/Budget Committee;

3.6.10 Perform such other duties as may be assigned to him by the Conference, the Council or the Commander;

3.6.11 Be responsible to the Conference, the Council and the Commander for all committees under his supervision;

3.6.12 Be an ex-officio member of all District committees under his supervision;

3.6.13 Prepare and file, in a timely manner, all required federal, state and local tax and information returns, following the instructions and recommendations of the National Treasurer; and

3.6.14 At the expiration of his term of office turn over to his successor all property, records, reports, communications and documents in his possession pertaining to the affairs of the District.

ELECTED ASSISTANTS

3.7 The Council may authorize the election of an Assistant Secretary and/or an Assistant Treasurer. Any such officers, including the Assistant Educational Officer, shall assist their principals and, in the absence or incapacity of their principals, act in the principals' stead as stated in Article 9.3. If authorized, such officers shall be elected in accordance with Article 6.2.1. Elected Assistant Officers shall meet the same qualifications as their principals as stated in Articles 2.3 and 4.6.1.

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ARTICLE IV

GENERAL COMMITTEES

4.0 The following General Committees shall be elected by the Conference and shall report directly to the Conference the results of their assigned duties and responsibilities. (N.B.) **There shall be no overlapping of membership on the Audit and/or Finance/Budget**

Committees.

NOMINATING COMMITTEE

4.1 There shall be a Nominating Committee consisting of the three most immediate Past Commanders of the District residing in the District, in good standing and willing to serve and two members from the general Active membership of the District, one of the general membership members to be elected at each Spring Conference for a two year term. No member of this committee shall be eligible for nomination to any Bridge office of the District for one year after serving on this committee. This, however, does not preclude nomination by petition as set forth in Section 4.8 or from the floor as set forth in Section 4.9.

4.2 The Chairman of the Nominating Committee shall be the Past District Commander with the longest tenure on the Nominating Committee.

4.3 Vacancies on the Nominating Committee shall be filled in a manner set forth in Article 8.2.3 herein.

4.4 The Nominating Committee shall nominate candidates for elective offices, the Nominating Committee, the Audit Committee, the Rules Committee and any other District officers or committee chairmen to be elected in accordance with these Bylaws.

4.5 No person may be nominated for the office of Educational Officer or Assistant Educational Officer unless his qualifications for such office have been approved by the National Educational Officer or his designee prior to his nomination. The nomination of candidates for the offices of Educational Officer and Assistant Educational Officer without such prior approval shall be void and of no effect.

4.6 The Bridge Officers of this District shall be the Commander, the Executive, Educational and Administrative Officers, the Secretary and the Treasurer.

4.6.1 All Bridge Officers and their Assistant Officer(s) shall be members residing in the District, in good standing and may not be nominated for more than one office in the District at one time.

4.7 The report of the Nominating Committee shall be mailed to the Secretary, with a copy to the Commander, not less than 90 days before the date of the Spring Conference at which the election is to be held.

4.8 Nominations for office, in addition to those of the Nominating Committee, may be made by written petition addressed to the Secretary, signed by ten Active members of Squadrons of the District, representing not less than three member Squadrons. Such additional nominations must be in the possession of the Secretary not less than 20 days prior to the date of the meeting at which the election is to be held, and the Secretary shall notify the Council and Squadron Secretaries of such additional nominations not less than 14 days prior to the date of the meeting at which the election is to be held.

4.9 If vacancies exist in the slate of the Nominating Committee at the time of an election, nominations shall be made from the floor.

AUDIT COMMITTEE

4.10 There shall be an Audit Committee consisting of a Chairman and two other members, one of whom shall be elected at the Spring Conference for a term of three years. The committee shall audit the books of the Treasurer and report its findings to the next Conference. The report of the Audit Committee shall be approved prior to the acceptance of the Treasurer's report.

4.10.1 The Nominating Committee shall nominate a Chairman of the Audit Committee.

4.11 The Audit Committee shall conduct special audits of the finances of Conferences, the Cruises and Rendezvous, any other District sponsored function or event and of the Treasurer's books when there is a change of Treasurers other than at the end of a regular term of office.

RULES COMMITTEE

4.12 There shall be a Rules Committee consisting of three members, one member to be elected at each Spring Conference for a term of three years or until their successors are elected, except that any member elected by the Council to fill a vacancy on the Rules Committee shall serve for the unexpired term of the vacancy.

4.13 The Nominating Committee shall nominate a Chairman of the Rules Committee.

4.14 Vacancies on the Rules Committee shall be filled in the manner set forth in Article 8.2.3.

4.15 The Rules Committee shall:

4.15.1 Be responsible for adherence to the USPS Bylaws, USPS policy and these Bylaws;

4.15.2 Act as an interpreter of these Bylaws and the policy and authority of USPS when questions arise and advise the Commander accordingly;

4.15.3 Be cognizant of the latest edition of Model Bylaws for Districts of USPS and prepare recommendations necessary for District Bylaws to maintain consistency with the policy and authority of USPS; and

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4.15.4 Prepare wording for amendments as may be directed by the Conference or the Council.

ARTICLE V

STANDING COMMITTEES

5.1 The following shall be Standing Committees of the District who shall report to the Council or their respective department heads as required or directed:

Finance/Budget Committee
Law Officer and Law Committee
Planning Committee
Marketing/Public Relations Committee

5.2 There shall be no overlapping of membership on the Audit and/or Finance/Budget Committees.

FINANCE/BUDGET

COMMITTEE

5.3 There shall be a Finance/Budget Committee comprised of two members. One member is to be elected at each Spring Conference for a term of two years or until his successor is elected. Upon adoption of this bylaw, at the next regular election, one member shall be elected for a term of one year and one member shall be elected for a term of two years. The individual with the longest tenure on the committee shall be the chairman. The committee shall:

5.3.1 Prepare a detailed estimate of receipts and expenditures for the next succeeding fiscal year covering activities authorized by the Bylaws or approved by a Conference. The receipts shall be based upon the number of Squadron Active members, excluding Life members, as shown by the records of USPS on 31 August of the previous dues year. The expenditures shall be based upon the experience of the previous fiscal year as set forth in Article 12.4 and the request of the Bridge Officers and Committee Chairmen as may relate to anticipated needs of their departments or committees. Such request and review shall be advisory to the Finance/Budget Committee.

The committee may adjust the anticipated receipts and/or expenditures upward or downward based upon other fiscally responsible factors known to the committee, which factors shall be made known to the immediately following Conference.

5.3.2 Be responsible for the preparation of the proposed annual budget and making recommendations to the Council and the Conference with respect thereto and with regard to the amount of the assessment of each Squadron for the next dues year; and

5.3.3 Cause copies of the proposed annual budget to be sent by first class mail to each member of the Council by the Secretary at least six weeks prior to the Council meeting immediately prior to the Fall Conference at which Council meeting the budget will be submitted for consideration.

5.3.4 Maintain a continuing check on departmental disbursements and recommend to the Conference or the Council any change in the budget which it feels necessary or desirable;

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5.3.5 Recommend policy concerning general reserves and operating funds as directed by the Council;

5.3.6 Receive all requests for financial appropriations submitted to it and submit such requests to the Conference for approval.

LAW OFFICER and LAW COMMITTEE

5.4 The Commander, subject to the approval of the Council, shall appoint a Law Officer who is a lawyer and a member of the bar of the state wherein the District is located. If the District encompasses more than one state, the Law Officer shall have been admitted to practice law in one of the states in which the District operates and, in turn, appoint one or more Assistant Law Officers practicing in the other states in the District, if possible. The Law Officer shall:

5.4.1 Act as legal counsel to the District; and

5.4.2 Establish and maintain liaison with the National Law Officer and the Squadron Law Officers.

5.5 The Law Committee shall consist of the Law Officer, as Chairman, the Assistant Law Officers, if any, and the Law Officers of the Squadrons of the District.

PLANNING COMMITTEE

5.6 The Planning Committee shall consist of a Chairman and a

minimum of two members appointed by the Commander and approved by the Council.

5.6.1 This committee shall make recommendations for proposed changes benefitting the District in response to queries from the Council, the Conference or from within the committee. The committee shall file an annual report at the Spring Conference.

MARKETING AND PUBLIC RELATIONS COMMITTEE

5.7 There shall be a Marketing and Public Relations Committee comprised of two members. One member shall be elected at each Spring Conference for a term of two years or until his successor is elected. Upon adoption of this bylaw, at the next regular election, one member shall be elected for a term of one year and one member shall be elected for a term of two years. The individual with the longest tenure on the committee shall be the chairman.

5.7.1 The committee shall make recommendations to the District Council of ways to market and to publicize activities and services performed by USPS and its members. Upon approval by the Council, 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.

DEPARTMENTAL COMMITTEES

5.8 The Chairmen of all Department Committees shall be appointed by the Commander upon recommendation of the officer in charge of the department to which the committee is assigned.

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5.9 Members of all committees, other than the Chairmen, shall be appointed by the Commander upon recommendation of the Committee Chairmen and the officer in whose department the committee functions.

5.10 The duties of the committees shall be:

5.10.1 To conduct, on a District level, the activities generally associated with the committee title in accordance with the policy and authority of USPS;

5.10.2 To provide assistance to the corresponding Squadron committees when so requested; and

5.10.3 To perform such other duties as may be assigned to them by the Commander or the officer in whose department the committee functions.

BOAT SHOW COMMITTEE

5.11 The Boat Show Committee shall assume responsibility for the exhibit of the District at any boat show in which the Council has authorized District participation. The Chairman and members of this committee shall be appointed by the Commander.

MEMBERSHIP COMMITTEE

5.12 The Commander shall appoint the chairman and members of the Membership Committee, the duties of which shall include coordinating the activities of the Squadron Membership Committees with the policies and procedures outlined in the current edition of the USPS Membership Manual. The committee shall be responsible for strict compliance with USPS policies on membership by all Squadrons in the District.

MEMBER INVOLVEMENT COMMITTEE

5.13 The Member Involvement Committee shall be composed of two members appointed annually by the Commander. This committee shall work closely with other District committees to encourage participation in District activities by members of District Squadrons and, as requested, provide to the Squadrons suggestions for programs to increase member participation in Squadron activities.

USPS EDUCATIONAL

FUND

5.14 The USPS Educational Fund representative shall keep members informed of the progress of the fund and encourage gifts and memorials to the fund. The representative should have an aide in each Squadron of the District.

PROCEDURAL GUIDE

5.15 This committee shall be comprised of no more than three members appointed annually by the Commander. Its members should be, preferably, Past District 20 Commanders. It shall review the minutes of all Conferences and extract therefrom items of procedure not contrary to the procedure and authority of USPS.

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It shall also review the minutes of the Council and Executive Committee meetings for items that may be brought to Conferences to be considered as District procedure. These items shall be compiled into a District 20 Procedural Guide which shall be updated from time to time as the need arises.

SQUADRON SUPPORT COMMITTEE

5.16 The Squadron Support Committee shall be comprised of three Past District 20 Commanders appointed annually by the Commander. It shall be the duty of this committee to represent the Commander, when requested to do so, at Squadrons who have called upon the District for assistance. The committee will report its findings to the Commander.

APPOINTED OFFICERS

5.17 The Commander may appoint a Chaplain, a Flag Lieutenant and such other aides as deemed necessary, to perform such duties as the Commander, the Council or the Conference may assign.

ARTICLE VI

CONFERENCE

6.1 The Conference shall be composed of:

6.1.1 The Commander as presiding officer;

6.1.2 The Executive Officer;

6.1.3 The Educational Officer;

6.1.4 The Administrative Officer;

6.1.5 The Secretary;

6.1.6 The Treasurer;

6.1.7 The Commanders of all Squadrons in District 20;

6.1.8 The Past District Commanders of District 20 residing in the District who are members in good standing of Squadrons of District 20; and

6.1.9 Delegates representing each member Squadron.

6.2 The Conference shall:

6.2.1 Elect annually, at its Spring meeting to take office thereat, the elective District officers and sufficient members of the Nominating, Audit and Rules Committees as necessary;

6.2.2 Have control over the assessments, receipts and expenditures of the District;

6.2.3 Adopt an annual budget at the Fall Conference after the per capita assessment for the succeeding dues year has been approved as set forth in Article 6.2.9;

6.2.4 Pass upon all matters of procedure pertaining to the District;

6.2.5 Establish additional committees as may be required and make appointments thereto;

6.2.6 Consider and act upon reports of the Council, officers and committees;

6.2.7 Adopt and forward resolutions to the USPS Governing Board;

6.2.8 Amend these Bylaws in accordance with Article XV, as necessary or convenient, subject to the approval of the USPS Committee on Rules;

6.2.9 Establish, at its Fall meeting, the amount of the assessment to be levied against the Squadrons of the District for the next dues year, which assessment may not exceed the assessment for the then current year by more than one dollar (\$1.00);

6.2.10 Promulgate and establish rules and regulations, not inconsistent with the policy and authority of USPS; and

6.2.11 Conduct such other business as may be necessary and expedient.

6.3 The hosting and primary responsibility for regular Conferences shall be vested, whenever possible, in a Squadron and subject to the following conditions:

6.3.1 The host Squadron shall work out the Conference arrangements in full cooperation with the Commander and the District Conference Chairman;

6.3.2 The host Squadron shall submit a preliminary budget to the Commander through the District Conference Chairman at or before the preceding Conference, shall submit a final budget at least 30 days prior to the second Council meeting before the subject Conference and shall submit a final statement of income and expense within 90 days after the Conference; and

6.3.3 To ensure the orderly and sound conduct of the Conferences, the District shall include in its budget an amount approved by the Conference for use by the host Squadron so that the cost of the Conference functions can be maintained at a reasonable level despite the varying costs in the different geographical areas of the District. Under no circumstances shall any part of the District's funds be used, directly or indirectly, to provide free liquor. In the event an unanticipated loss is incurred which exceeds the amount the Council has approved in the budget for the Conference, the Council shall recommend a course of action to the

Conference.

6.3.4 Any surplus monies which may accrue from the budgeted functions of the Conference shall be remitted to the District treasury no later than the date on which the Audit Committee presents its final report of the budgeted Conference functions.

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ARTICLE VII

DELEGATES TO CONFERENCES

7.1 Delegates to Conferences representing each member Squadron shall be selected by that Squadron on the basis of three delegates at large and one additional delegate for each 25 Active members or major portion thereof, for which, as of 60 days prior to the date of the Conference, the District Treasurer has received payment of the then current per capita District assessment, plus any Life Members of the Squadron. The total number of delegates from any Squadron shall not be less than four nor more than 12.

7.2 Each Squadron Commander shall present to the Secretary, prior to each Conference, a written list of his Squadron's delegates entitled to vote.

7.3 During its first year as a new Squadron, the number of delegates to any Conference shall be based upon the number of Charter Members with a minimum of two delegates.

7.4 If for any reason a delegate is disqualified or is unable to attend by reason of illness or otherwise, his successor or substitute may be appointed by that Squadron Commander and notice thereof presented to the District Secretary prior to the commencement of the Conference.

ARTICLE VIII

COUNCIL

8.1 There shall be a Council composed of:

8.1.1 The Commander as presiding officer;

8.1.2 The Executive Officer;

8.1.3 The Educational Officer;

8.1.4 The Administrative Officer;

8.1.5 The Secretary;

8.1.6 The Treasurer;

8.1.7 The Commanders of all Squadrons in District 20; and

8.1.8 The most immediate Past Commander of the District residing in the District, in good standing and willing to serve.

8.2 The Council shall:

8.2.1 Carry on interim business of the District between Conferences;

8.2.2 Assign pertinent and appropriate duties to officers, committees and members;

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8.2.3 Fill any vacancy in any elective office or in any elected committee which exists or which has been filled by an interim appointment by the Executive Committee. Officers or committeemen so elected shall serve until the next regular election at a Spring Conference. Should a vacancy occur in the office of Educational Officer or Assistant Educational Officer, any election by the Council shall be subject to the same requirements as set forth in Article 4.5;

8.2.4 Establish committees and make appointments thereto;

8.2.5 At or before the Council meeting immediately prior to the Fall Conference, approve and recommend a detailed budget of operating expenses, anticipated income and per capita assessments to be levied upon Squadrons for the ensuing fiscal year;

8.2.6 Make and tentatively approve interim changes in the budget; and

8.2.7 Assist in the preparation of an agenda for the next Conference by compiling matters from the District officers and Squadrons.

8.3 All actions of the Council shall be subject to review by the Conference.

8.4 The Council shall approve the appointments, by the Commander, of all officers and committee chairmen.

8.5 A regular meeting of the Council shall precede each regular Conference.

8.6 The Council may adopt regulations for its own governance provided that such regulations are not contrary to the letter and

spirit of these Bylaws and the policy and authority of USPS.

8.7 The Council shall have the authority to confer Honorary Membership, for not more than one year at a time, upon any person not a member of USPS who has rendered conspicuous service in the interest of the District. Honorary Membership shall not be subject to the payment of entrance fees, dues or District assessments. Honorary Members shall not have any of the privileges extended to any other class of membership except that they may wear the USPS membership lapel pin.

ARTICLE IX

MEETING PRIVILEGES AND VOTING

9.1 At any Conference, each member of the Council, each delegate and each Past District Commander of District 20, in good standing and a member of a Squadron of the District, shall have one vote on each question. A Squadron Commander may be represented by his Executive Office or his Administrative Officer.

9.2 At any meeting of the Council, each member of the Council shall have one vote on each question. A Squadron Commander may be represented by his Executive Officer or his Administrative Officer.

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9.3 At any Conference, Council or Executive Committee meeting an Assistant Officer may vote only in the absence or incapacity of his principal.

9.4 Past and present National officers, Governing Board members and other invited guests shall be accorded the privilege of speaking to a Conference or Council but shall have no vote in the proceedings unless otherwise qualified to vote. Any member, when permitted by the presiding officer of the meeting, may be accorded the privilege of speaking to the assembly subject to a limitation on time thereof. In no event shall such member be entitled to vote if not qualified to vote under Articles 9.1, 9.2 or 9.3.

9.5 Members of the Conference or Council must be in attendance at any given meeting or represented as provided in Articles 9.1, 9.2 or 9.3 to exercise their voting prerogative. Voting by proxy is not permitted.

9.6 No person shall be entitled to cast more than one vote at a Conference or Council meeting even though he holds offices otherwise entitling him a vote for each office held except in the case of a Squadron Commander who may choose to vote in the place of absentee delegates.

9.7 Voting shall be accomplished in a manner prescribed by the presiding officer unless a poll is demanded by a person 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 members present and voting, a roll call vote shall be taken. The presiding officer may require that voting be by secret ballot if circumstances warrant. Voting shall not be cumulative.

ARTICLE X

MEETINGS AND NOTICES

10.1 There shall be a Spring Conference held between 1 March and 15 April each year, unless said dates are waived by the USPS Governing Board, at a time and place designated by a Conference. A Fall Conference shall be held at a time and place designated by a prior Conference. The Secretary shall issue the Call for the Conference to the members of the Council and to the Squadron Secretaries not less than 60 days prior to the date set for the Conference.

Such notice shall be deemed to be a notice to each delegate to the Conference, it being the duty of each Squadron Secretary to advise each delegate of his Squadron regarding the Conference and the agenda to be acted upon, so far as such is known.

10.1.1 Notice of the Spring Conference shall include a list of members nominated by the Nominating Committee for election to positions within the District. Publication of notices in the District publication, duly and timely circulated, shall fulfill the foregoing requirement.

10.2 Special Conferences may be called by the Commander or upon written petition(s) of one-third of the Squadron Commanders of the District. Such petition(s) shall be transmitted to the Secretary who shall issue the call to the members of the Council and the Secretary of each Squadron of the District. -17-
Such notice shall be deemed to be notice to each delegate to the special Conference, it being the duty of each Squadron Secretary to advise each delegate of his Squadron regarding the special Conference, the reason therefore and the agenda to be acted upon. The business of the special Conference shall be limited to that set forth in the agenda. Such notices to the Squadron Commanders and Squadron Secretaries shall be sent by first class mail at least 30 days before the date of a special Conference.

10.2.1 For meetings of special Conferences, notice shall also be sent to each Past District Commander of the District in good standing and a member of a Squadron of the District.

10.3 The Council shall fix the number of its regular meetings provided, however, there shall be a Council meeting within 72 hours

before each regular Conference.

10.4 Regular meetings of the Council shall be held at the places, on the dates and at the times selected and fixed by the Commander with the approval of the Council. The Secretary shall send, by first class mail, the call to members of the Council not less than 20 days prior to the date of such Council meeting.

10.5 Special meetings of the Council may be called by the Commander or by written petition(s) of one-third of the Squadron Commanders of the District.

Such petition(s) shall be transmitted to the Secretary who shall send, by first class mail, the call to the members of the Council no later than 14 days prior to the date selected for such special Council meeting by the District Commander, stating the reason for the special meeting and the agenda to be acted upon. The business of the special meeting shall be limited to that stated in the call to the meeting. Such meetings shall be held no later than 30 days after the petition has been received by the Secretary.

10.6 The order of business at any meeting shall be the same as that of USPS. Questions of procedure not otherwise covered herein shall be resolved in accordance with any recognized publication on parliamentary procedure selected by the Commander. The Law Officer may act as Parliamentarian or the Commander may appoint an Active member to act as Parliamentarian.

ARTICLE XI

QUORUM

11.1 A quorum for a Conference shall consist of twenty-five percent (25%) of all of the members entitled to vote thereat, either in attendance or duly represented.

11.2 A quorum for a Council meeting can only be declared if the Squadron Commanders, or their representatives, are in the majority AND if fifty percent (50%) or more of the Council members are present.

11.3 Should any meeting of the Conference or Council be recessed to reconvene more than 12 hours later than the time set for the original meeting or be at a different place, no business other than adjournment may be transacted unless a quorum is present at the reconvened meeting.

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11.4 A quorum for any committee meeting shall be a majority of its members.

ARTICLE XII

FINANCES

12.1 The Treasurer shall notify each Squadron of the total assessment against it, in the amount approved by the Fall Conference

.12.2 The District per capita assessment shall be payable by each Squadron to the District Treasurer concurrent with the date each member's National dues are submitted to the National Treasurer. The amount of the assessment shall be determined annually by the Fall Conference. Assessments shall not be levied upon the Squadrons of a Division of the District without the authority of the Division Fall Conference.

12.3 The Treasurer shall levy the full amount of the assessment against each member Squadron for each primary Active member, (other than Life members, who will not be assessed), and half of that amount for all other members, as a group. Squadrons having new members who join in the last five months of their National dues cycle may be assessed at such lower rate as the Conference may establish.

The assessment for new Active members admitted to membership on or after 1 December to and including 31 May of said year may be in such lesser amount as approved by the Fall Conference. All additional Active members and any subsequent Active members of District 20 (in the same household) are to be assessed at the rate of one-half that of Active members. This assessment is to be levied at the time of their acceptance as additional Active members and subsequent Active members in this District and for each year thereafter.

12.4 The fiscal year of the District shall commence on the first day of April and shall end on the last day of March of the succeeding year. The fiscal year of the District may be changed at any Spring Conference by the affirmative vote of seventy-five percent (75%) of those present and entitled to vote at such Conference.

12.5 To ensure the orderly and sound conduct of the District Cruise and Rendezvous, there shall be included in the budget an amount, for use by the host Squadron, to assist in financing said Cruise and Rendezvous, such amount to be fixed by action of the Conference.

12.5.1 The host Squadron shall submit a preliminary budget to the Executive Committee at least 60 days prior to the Cruise and Rendezvous and shall submit a final statement of income and expenses no later than 60 days after the event.

12.5.2 In the event an unanticipated loss is incurred which exceeds the amount in the budget for any District sponsored function, that is beyond the control of the host Squadron, the

Council shall recommend a course of action to the Conference.

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12.5.3 Whenever an account is closed or an authorized function is completed, the person responsible shall promptly prepare and submit a full and complete report to the Treasurer. Any excess funds shall be immediately turned over to the Treasurer.

12.5.4 Any person collecting monies for any activity of the District shall be prepared at all times to make a full and complete accounting of same to the Council or the Conference.

12.5.5 No person shall contract any financial obligation(s) in the name of the District unless previously authorized by the Council, the Conference or by the adopted budget.

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

**ARTICLE XIII
ELECTIONS AND TERMS OF OFFICE**

13.1 Nominees for elective office and for membership on the Nominating, Audit and Rules Committees shall be voted upon at the Spring Conference.

13.2 A vacancy in any elective office, elective committee membership or other elective position within the District shall be filled in accordance with the provisions of Article 8.2.3.

13.3 Except as otherwise specified herein, the term of office and committee membership shall commence with the Change of Watch at the Spring Conference and shall be for one year, or until the qualification and election of a successor. The Commander may not succeed himself in office more than once, immediately following a full term.

13.4 Appointees for any office or committee membership shall serve at the pleasure of the appointing authority, but not beyond the term of office of that authority except to complete an assignment with the approval of the Council.

13.5 No person shall be eligible for nomination without first signifying willingness and ability to serve if elected.

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

13.7 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 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.

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

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ARTICLE XIV

DISCIPLINE

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

ARTICLE XV

AMENDMENTS

15.1 These Bylaws may be revised or amended at any regular or special meeting of the Conference by a two-thirds affirmative vote of those present and entitled to vote at such Conference, provided that a quorum is present and that the proposed amendment or amendments have been fully stated in writing and provided to each member of the Council and each Squadron Secretary with the call to the meeting at which such action is to be taken.

15.2 When any proposed revision or amendment is properly before the meeting, the wording thereof may be amended by a simple majority vote from the floor, provided that the amendment is germane to the revision or amendment stated in the call to the meeting.

15.3 New Bylaws and amendments thereto shall become effective on the date of formal approval by the USPS Committee on Rules. Notice of such approval shall be provided to the members of the District Council and the Secretary of each Squadron by the District Secretary.

ARTICLE XVI

DISTRIBUTION OF ASSETS AFTER TERMINATION

16.1 No individual member of USPS shall have any interest in or title to the assets of USPS, the assets of the District or the assets of any Squadron of the District. Such assets shall be

devoted exclusively to the purposes of USPS, the District and the Squadrons of the District.

16.2 In the event of dissolution, voluntary surrender or revocation of the District's authority to function as a District, all assets then belonging to the District shall be assigned to the Squadrons which were part thereof at that time, pro-rated as to Active membership or, if there were none, then to USPS or to an institution which qualifies for tax exemption (under Section 5.01(c)(3) of the Internal Revenue

Code of 1986 as from time to time amended, and any regulations promulgated thereunder or such other section of the code by which USPS is exempt) as selected by the Conference or other comparable body of the District or, in the absence of such selection, by the USPS Operating Committee. Should Squadrons of this District, upon termination of its authority to function as a District, be assigned to one or more other Districts of USPS, the assets belonging to this District shall be divided among such other Districts, pro-rated, as to the Active membership in each Squadron so assigned.