

BYLAWS

SAN JUAN POWER SQUADRON A Unit of United States Power Squadrons®

Sail and Power Boating — America's Boating Club

As amended through 3 December 2004

TABLE OF CONTENTS

Name.....	3
Nonprofit Organization.....	3
Human Rights Laws.....	3
Objects	3
Definitions	3
Membership	4
Officers and Committees Generally	5
Elected Officers and Committees	5
Elected Assistants	6
Elected Committees	6
Appointed Committees	6
Other Appointed Officers	7
Duties and Powers of Officers and Committees.....	7
Executive Committee.....	9
General Committees	9
Dues and Entrance Fees	10
Resignations, Transfers and Reinstatements	10
Meetings, Notices and Quorums.....	11
Order of Business and Rules of Order	12
Nominations, Elections and Voting	12
Miscellaneous	13
Discipline.....	13
Flags, Uniforms, Insignia and Etiquette	13
Squadron Publication.....	13
Distribution of Assets After Termination	13
Amendments	14
Corporate Seal.....	14
Indemnification.....	14

These bylaws adapted from Model Bylaws for Squadrons edition 2003.2

ARTICLE 1

Name

Section 1.1 The name of this organization shall be San Juan Power Squadron, 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 Commonwealth of Puerto Rico. 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 boatmen;

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

2.1.3 To encourage and promote a high amateur standard of skill in the handling and navigation of yachts, power and sail; to encourage and promote the study of the science and art of 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 the USPS Governing Board; and the current USPS Operations Manual, which supplements those bylaws and policies.

Section 2.3 Any word in these bylaws connoting gender is to be construed as embracing both male and female.

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 the 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 of this squadron. Any prospective member shall be expected to be able and willing to contribute energy and skill to the objects of this squadron and USPS.

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

Section 3.3 The active members of this squadron shall consist of persons who meet membership qualifications set forth by USPS policy and who are admitted to membership as herein provided.

Section 3.4 An active 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.

Section 3.5 Family members of this squadron may be admitted in the same manner as active members. Persons eligible to be admitted as family members shall consist of persons related to an active member by blood, legal adoption or marriage and who reside with or are dependents of such active member. Family members shall enjoy only such privileges as are in accordance with USPS policy.

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 Operating Committee. Apprentice members shall enjoy only such privileges as are available to family members. Apprentice membership shall terminate at the end of the dues year in which the apprentice reaches his twentythird birthday.

Section 3.7 Associate members of this squadron shall consist of active 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 membership may be conferred by the Executive Committee, 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 this squadron. Honorary members shall not be subject to the payment of entrance fees and dues. Honorary members shall not have any of the privileges extended to other classes of members except that they may wear the USPS membership lapel pin.

Section 3.9 No blanket invitation to membership may be made by any person to any group of persons.

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

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.

ARTICLE 4

[Reserved]

ARTICLE 5

Officers and Committees Generally

Section 5.1 Elected officers, committee members, and all appointees 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.
- 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, committee chairmen and committee members shall: (1) be elected or appointed annually; (2) serve for one year or until their successors are elected or appointed, or if applicable, installed; and (3) begin their term of office at the time at which 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 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** Committees whose members have staggered terms shall have members elected or appointed originally for terms to meet such distribution. One of the members whose term next expires shall be nominated and elected, or appointed, 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 commander. Persons selected to fill vacancies in the offices of educational officer and assistant educational officer must have their qualifications approved as provided in 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 turn over to their successors all records, reports, communications and documents in their possession pertaining to the affairs of this squadron.
- 5.1.10** In the event the commander, the executive officer, the administrative officer or assistant 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 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.

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 active 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 elected, they shall serve with the rank of first lieutenant. Any such officers shall assist their principals and, in the absence, incapacity or resignation of their principals, act in the principals' stead.

Elected Committees

Section 5.4 There shall be an **Executive Committee** consisting of the elected bridge officers, the most recent past commander willing and able to serve and three (3) active members from the general membership of this squadron all of whom except the bridge shall be nominated for such position by the Nominating Committee and elected by the active members at the annual meeting each year.

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 active members 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 active members 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 active members 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 commander 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 commander 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 active members for adoption.

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

5.9.1 The **Membership Committee** shall be composed of three 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. Additionally, it shall ensure that all members are kept aware of the educational, service and social activities of this squadron and ensure that new members become quickly involved in squadron activities.

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** shall be appointed by the commander after consultation with the educational officer. 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 three members appointed annually by the commander. It shall compile and correlate data to assist the commander with merit mark recommendations.

5.9.6 The **Housing Committee** shall be composed of three members appointed annually by the commander. It shall assist the commander in obtaining rooms and facilities for meetings, educational programs, and other squadron activities.

5.9.7 The **Personnel Committee** shall be composed of three members appointed annually by the commander. It shall maintain an inventory of the skills of each member so that these skills may be called upon for staff positions, committee chairmen, committee members, etc.

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

6.1.6 Make recommendations for 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 annual 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 an *ex officio* 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 an *ex officio* 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 an *ex officio* 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 at all reasonable times be open to inspection 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 the national secretary the names and addresses of persons admitted to membership in this squadron, any changes in membership or addresses of members, and the election of officers.

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

6.5.8 Make a report at the annual meeting and at such other times as the commander or the Executive Committee may request.

6.5.9 Perform such other appropriate duties as may be assigned by the commander or the Executive Committee or as may be required by USPS policy.

6.5.10 Be an *ex officio* 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 moneys 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 Make interim reports, including statements of receipts, disbursements, and financial condition, at such times as the commander or the Executive Committee may direct and, prepare an annual report as of the last day of the squadron's fiscal (business) year.

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

6.6.5 Unless sent to each member by USPS, send to the last known address of each member at such time as USPS policy may direct, a bill for the member's dues for the following USPS dues year.

6.6.6 No later than 15 days prior to the end of the current dues year, notify all members whose following-year dues have not been received that, should such dues be unpaid two weeks after the beginning of the following dues year, their membership shall be terminated without further notice.

- 6.6.7** Promptly send moneys due USPS to headquarters and report to the national treasurer the names of all members of this squadron in arrears according to the schedule set forth by USPS policy.
- 6.6.8** Pay to the district to which this squadron is assigned the annual district assessment, if any, based on such membership statistics, at such time and in such manner as directed by the district.
- 6.6.9** Cause to be prepared and filed, in a timely manner, all required federal, state and local tax and information returns.
- 6.6.10** Perform such other appropriate duties incident to the office as are required by USPS policy, or as the commander or the Executive Committee may direct.
- 6.6.11** Be an *ex officio* 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** Approve 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** With the advice of the treasurer, designate depositories insured by an agency of the U.S. government in which squadron funds shall be kept, and approve the budget 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.

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 whose term is expiring shall be re-nominated to this committee and no member of this committee shall be eligible for nomination and election to any bridge office as defined in 5.2 herein, for the term of one year after his/her term expires on the Nominating Committee.

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

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 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 active members no later than the last regular squadron meeting prior to 1 February. Such fees and dues shall be as so determined provided, however, that in the event no such fees or dues are so fixed for any USPS dues year, fees and dues shall be the same as for the preceding year.

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.

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

Section 7.4 Dues for new members shall be prorated on a monthly basis from the first day of the month in which the applicant signs and dates the acceptance of membership form to the end of the dues year. The initial membership year for persons joining the squadron during the last three months of the dues year shall consist of the remainder of that dues year plus the subsequent dues year, and squadron dues for this initial membership year shall be the same as the usual annual dues. Dues for any subsequent year shall be payable annually on or before the beginning of that subsequent year.

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 (1) annual dues for the current year, (2) squadron indebtedness (if any), and (3) a reinstatement fee in an amount recommended by the Finance Committee and approved by the Governing Board (such fee will not be required of those returning to active membership from active duty in the armed forces of the United States).

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 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 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 therefor. 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 on the second Tuesday of each month, from March to February of the ensuing year, inclusive, at a regular meeting place. The Executive Committee may designate other times and places for such regular business meetings upon proper notice. The Executive Committee shall meet as required by 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 February at such time and place as the Executive Committee may designate, at which time an election of officers and members of elective committees, including the 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 active 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 11.1 herein and shall give notice thereof to all active members in such manner that it will reach them at least seven days prior to the date of the election.

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, active members. Special meetings of the Executive Committee may be called by the commander or upon written request by five or more members of the Executive Committee.

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 in writing to accept electronic messages in lieu of physical mail and the message is transmitted to the member's facsimile machine or last e-mail address of record on or before the applicable deadline for dispatching notice. 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.

Section 9.7 At any regular or special meeting, 10 per cent of the active members, 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 active member present and in good standing in this squadron shall have one vote on each question.

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

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

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

ARTICLE 10

Order of Business and Rules of Order

Section 10.1 Unless otherwise provided by the active members or by the presiding officer at the outset of the meeting, the following order of business shall be observed at all meetings of the membership and the Executive Committee:

- Invocation.
- Pledge of Allegiance.
- Approval of the minutes of the preceding meeting.
- Reports of officers.
- Reports of committees.
- Communications.
- Unfinished business.
- Elections (if applicable).
- New business.
- Adjournment.

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 current edition of *Robert's Rules of Order Newly Revised*.

ARTICLE 11

Nominations, Elections and Voting

Section 11.1 Candidates for office to be voted upon at the annual meeting may be nominated (1) by the Nominating Committee as herein provided or (2) by petition in writing signed by at least five active members in good standing and filed with the secretary at least 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 active 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 active member present and in good standing in this squadron shall have one vote for each office to be filled. Voting shall be in the following manner:

11.5.1 Cumulative voting is prohibited.

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

11.5.3 Election to a contested office shall be 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 moneys 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 fiscal (business) year shall be for 12 consecutive months beginning on 1 January and ending on the last day of December.

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 "The San Juan Sentinel"

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 active members present and voting at any regular or special squadron meeting, provided that a quorum is present at the time the vote is taken AND (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 and ComR so advised. Notice of approval in the squadron publication, duly issued and circulated, shall fulfill the above requirement.

ARTICLE 18

Corporate Seal

Section 18.1 The Corporate Seal of this squadron shall have inscribed thereon the squadron's name, the year of its incorporation, and the words "Corporate Seal, San Juan Power Squadron Power Squadron."

ARTICLE 19

Indemnification

Section 19.1 San Juan Power Squadron shall indemnify officers of San Juan Power Squadron from all liability which may be imposed by any court of final jurisdiction for any and all acts done in good faith in performance of their duties. No indemnification shall be made by reason of any compromise settlement, either before, during, or after trial unless such settlement be approved prior to consummation by the Executive Committee of San Juan Power Squadron. The indemnification provided above shall also include reasonable legal fees, provided the Executive Committee shall be judge of the reasonableness of such fees.