ASSOCIATION OF THE UNITED STATES NAVY

MINUTES

NATIONAL EXECUTIVE COMMITTEE MEETING

26 and 27 August 2010

PLANET HOLLYWOOD HOTEL AND CASINO

LAS VEGAS, NV

THURSDAY, 26 AUGUST 2010

The meeting of the National Executive Committee (EXCOM) convened at 1601 PDST with the National President, CAPT John Lindell presiding. The meeting preceded the General Session of the Fall Conference, 26-28 August 2010 at the Planet Hollywood Hotel and Casino.

National President called for a quorum count.

A quorum was declared after the National Secretary called the roll call, with 12 of 22 initially present. Minimum required for a quorum is 12.

Proposed agenda was presented. **Motion was made** to approve agenda**. Motion seconded and carried**.

National President called for the approval of the EXCOM minutes of 22/23 April 2010. **Motion made** to approve. **Motion seconded and carried.**

CAPT John Farr presented the report of the Strategic Planning Committee.

National President placed before the EXCOM proposed changes to the Constitution regarding changes necessary due to the transition to a Board of Directors:

1. Change to Class of membership, creates Affiliate membership. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment A.
2. Change regarding National Conference. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment B.
3. Change to National Executive Committee article. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment C.
4. Change to National Executive Director. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment D.
5. Change to Emergency Governance. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment E.
6. Change to AUSN Endowment Fund. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment F.
7. Change to making amendments. **Motion made** to approve. **Motion seconded, amended and carried.** Actual change is Attachment G.
8. Change to Awards. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment H.

National President placed before the EXCOM proposed changes to the By-Laws regarding changes necessary due to the transition to a Board of Directors:

1. Change to Duties of Officers. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment I.
2. Change to National Executive Director. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment J.

3. Change to Committees. **Motion made** to approve. **Motion seconded, discussed, amended and carried.** Actual change is Attachment K.
4. Change to Award submissions. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment L.
5. Change to Strategic Planning. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment M.
6. Change to making amendments. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment N.
7. Change to procedures for changing the By-Laws. **Motion made** to approve. **Motion seconded, discussed, amended and carried.** Actual change is Attachment O.
8. Change to rename award. **Motion made** to approve. **Motion seconded, discussed and carried.** Actual change is Attachment P.

National President placed before the EXCOM proposed changes to the OPSMAN regarding changes necessary due to the transition to a Board of Directors:

1. Change to Preface. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment Q.
2. Change to National Headquarters Staff. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment R.
3. Change to National Committees. **Motion made** to approve. **Motion seconded, amended and carried.** Actual change is Attachment S.
4. Change to Region organization. **Motion made** to approve. **Motion seconded, amended and carried.** Actual change is Attachment T.
5. Change to national Conferences. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment U.
6. Change to Board of Directors. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment V.
7. Change to Strategic Planning. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment W.
8. Change to how changes are made to OPSMAN. **Motion made** to approve. **Motion seconded and carried.** Actual change is Attachment X.

DKCM Charles Bradley presented the report of the Budget and Finance Committee.

Proposal made to reinstate the per capita allocation to Regions. **Motion made. Motion seconded, discussed. Motion carried.**

Request was made to take up the report of the Committee (Rogers Report) charged with investigating the matter of actions regarding the handling of RADM Coane's contract. President Lindell moved the EXCOM into Executive Session. After discussion, the Rogers Report was sealed with no further action to be taken.

National President declared the EXCOM recessed at 1805.

<u>FRIDAY, 27 August 2010</u>

National President, CAPT John Lindell, reconvened the EXCOM at 1000 for the purpose of contract review regarding the National Executive Director.

A quorum was declared after the National Parliamentarian called the roll.

The EXCOM approved a new two year contract for the National Executive Director as negotiated by President Lindell.

EXCOM adjourned at 1030.

Respectfully submitted,

C. W. Coane
RADM, USN (Ret)
National Secretary

Attachments:
- **A** - Forwarded change to the AUSN Constitution regarding Class of Membership
- **B** - Forwarded change to the AUSN Constitution regarding National Conference
- **C** - Forwarded change to the AUSN Constitution regarding National Executive Committee
- **D** - Forwarded change to the AUSN Constitution regarding National Executive Director
- **E** - Forwarded change to the AUSN Constitution regarding Emergency Governance
- **F** - Forwarded change to the AUSN Constitution regarding AUSN Endowment Fund
- **G** - Forwarded change to the AUSN Constitution regarding Amendments
- **H** - Forwarded change to the AUSN Constitution regarding Awards
- **I** - Forwarded change to the AUSN By-Laws regarding Duties of Officers
- **J** - Forwarded change to the AUSN By-Laws regarding National Executive Director
- **K** - Forwarded change to the AUSN By-Laws regarding Committees
- **L** - Forwarded change to the AUSN By-Laws regarding Award submissions
- **M** - Forwarded change to the AUSN By-Laws regarding Strategic Planning
- **N** - Forwarded change to the AUSN By-Laws regarding Amendments
- **O** - Forwarded change to the AUSN By-Laws regarding Procedures for changing By-Laws
- **P** - Forwarded change to the AUSN By-Laws regarding renaming award
- **Q** - Approved change to the AUSN Operations Manual regarding the Preface
- **R** - Approved change to the AUSN Operations Manual regarding the National Headquarters Staff
- **S** - Approved change to the AUSN Operations Manual regarding National Committees
- **T** - Approved change to the AUSN Operations Manual regarding Region Organization
- **U** - Approved change to the AUSN Operations Manual regarding National Conferences

V - Approved change to the AUSN Operations Manual regarding Board of Directors

W - Approved change to the AUSN Operations Manual regarding Strategic Planning

X - Approved change to the AUSN Operations Manual regarding changing the OPSMAN

ARTICLE IV MEMBERSHIP

Change paragraph 4.01 to read:

4.01 There shall be the following classes of membership in the Association: Regular, Associate, Honorary, Meritorious, ~~and~~ Complimentary, and Affiliate.

Add new membership type - "Affiliate Membership" to paragraph 4.01

> **"4.01.6 Affiliate Membership.** Affiliate Memberships may be offered by the National Executive Director for the period of matriculation at the U. S. Naval Academy, any Merchant Marine academy or NROTC unit in the case of Midshipmen, or for the period of first enlistment for junior enlisted personnel. Following such period of time, Affiliate Members will be solicited to become regular members. Affiliate Members shall not be entitled to vote, hold national office, or be counted towards Region voting strength."

Note: Corresponding changes will be needed to add Affiliate Membership to the By-Laws and OPSMAN.

ARTICLE VI NATIONAL CONFERENCE

Delete paragraph 6.02.1 from paragraph 6.02:

6.02 **Time and Place:** There shall be one National Conference held annually between July and October. Future locations shall be set by the National Conference, or in the absence of a vote, by the National President.

> ~~6.02.1 If the National Conference planned for the coming twelve months, cannot be carried out at the previously approved site and time, the National Site Selection Committee shall recommend an alternate plan for National Executive Committee approval as provided for in Articles 7.03 and 7.04.1.~~

ARTICLE VII NATIONAL EXECUTIVE COMMITTEE

Delete entire Article VII: National Executive Committee

~~7.01 **Voting Members:** The elected National Officers and District Presidents, or their duly authorized representatives as provided in Article 7.01.1; and Past National Presidents shall be voting members.~~

> ~~7.01.1 **Duly Authorized Representatives.** Any voting member, except the National President and any Past National President, unable to be present at a meeting of the National Executive Committee, may, by written notification (signed letter or electronically signed e-mail) to the National Executive Director or the National Parliamentarian, appoint a duly authorized representative to attend and vote in his place and stead. Elected National Officers may appoint any Regular member not already a voting member. District Presidents may appoint any regular member of that same district not already a voting member. The National Executive Director, National Staff members, and the National Parliamentarian are not eligible for appointment as duly authorized representatives. The representative so appointed shall be accorded the same voting rights and authority which the appointing voting member would have if present in person.~~

~~7.02 **Ex-Officio Members.** National Advisory Committee members, the National Executive Director, the National Secretary, such National staff members as designated by the National Executive Director, the National Parliamentarian, the National Chaplain, the National Historian, and Chairperson of National Committees not chaired by National Vice Presidents shall be non-voting members of the National Executive Committee.~~

~~7.03 **Duties and Responsibilities.** The National Executive Committee shall manage the affairs of the Association between National Conferences and shall have full power and authority to act for the Association in all matters pertaining to the affairs of the Association which are not inconsistent with the mandates or actions of the delegates assembled in National Conference and this CONSTITUTION and its By-Laws. Furthermore, the National Executive Committee may, upon a two-thirds vote, make changes to the By-Laws with the approval of the National President. Those actions not specifically mandated in this section shall be subject to review and ratification by the next National Conference.~~

> ~~7.03.1 The National Executive Committee shall approve and publish the Association of the United States Navy Operations Manual (herein shortened to *ausn* OPSMAN) which shall serve as the Association's procedural rules and regulations for the implementation of the provisions of the Association's CONSTITUTION and By-Laws. Those provisions of the *ausn* OPSMAN that are not specifically mandated by the CONSTITUTION and By-Laws shall be subject to review and ratification by the National Conference.~~

~~7.04 **Regular Voting:** Each member or his duly authorized representative, as provided in Article 7.01.1, shall be entitled to one vote upon any matter before the Committee, except ex-officio members who shall have no vote. Past National Presidents shall be voting members when in attendance at National Executive Committee meetings, but shall not~~

~~count towards a quorum, nor against a quorum when absent. A quorum shall exist when a majority of voting members are present. A vacant position will not count against a quorum.~~

~~7.04.1 **Emergency Voting.** A telephone or certified mail polling of the National Executive Committee members is authorized whenever a matter arises which, in the opinion of the National President, requires immediate action by the National Executive Committee. If telephone polling is employed, a certified mail polling shall follow to confirm and ratify the telephone poll. Seven days from the date of receipt of the certified mail poll by the voting members, or such additional time as the notice shall provide, shall be allowed for the return of the ballots. Action taken on such matter by a majority of the voting members shall be binding on the National Executive Committee and the Association. For the purposes of this paragraph the Immediate Past National President is a voting member; and other Past National Presidents are voting members, provided they have registered and attended at least one National Executive Committee Meeting or National Conference within one year of the telephone or certified mail poll.~~

~~7.05 **Meetings:** Meetings of the National Executive Committee shall be open to all members of the Association, provided that the National Executive Committee may exclude all persons other than voting members from that portion of its meeting during which the Executive Committee shall consider items adjudged personal or sensitive in nature by two-thirds of the voting members present.During any such executive session, the Executive Committee, may, at its discretion, call upon any person to be present for all or any portion of said session and to render such assistance as it may require. Publication of action resulting from said executive session shall be made by the National President as soon afterwards as the nature of the matter will allow.~~

~~7.05.1 **Regular Meetings.** Upon notification by the National President, the National Executive Committee shall meet within twenty-four hours immediately preceding and/or immediately following each National Conference at the Conference site. Notice of such meetings shall be given to each member of the Committee and shall specify the time and place of such meetings. There shall also be a meeting with 30 days notice of the Executive Committee between January and May at a time and place to be determined by the President. Electronic meetings are permitted.~~

~~7.05.2 **Special Meetings.** Special meetings of the National Executive Committee may be called by the National President or by a majority of the voting members of the Committee provided not less than fourteen days notice be given each voting member specifying the time, place and purpose of such special meetings.~~

~~7.06 **Reports of Meetings.** Copies of the minutes of all meetings of the National Executive Committee shall be sent to each member of the Committee, and a digest of such minutes shall be published in the official publication of the Association for dissemination to all its members. Such digest shall be published as soon as practicable and in any event within sixty days after such meeting.~~

ARTICLE IX NATIONAL EXECUTIVE DIRECTOR

Change paragraph 9.01 to read:

9.01 **Employment.** The ~~National Executive Committee~~ Board of Directors shall have the authority to employ or discharge a National Executive Director. The National Executive Director shall have the authority to employ such executive assistants including a National Deputy Executive Director ~~subject to the approval of the National President~~ as may be required for the proper administration and management of the Association. The terms of employment and authority to discharge shall be as determined by the National Executive Director. ~~subject to approval of the National President.~~

ARTICLE X EMERGENCY GOVERNING BODY

Change paragraph 10.01 to read:

10.01 **~~Appointments~~.** **Emergency Governance.** In the event a national emergency, declared by the President or Congress, results in such large numbers of members of the Association being deployed or called to active duty, that the probability of insufficient attendance would make the calling of a National Conference impractical, the ~~National Executive Committee, by two-thirds affirmative vote of all existing voting members, may declare that an emergency exists within the Association and appoint a~~ Board of Directors will to act for and on behalf of the ~~National Executive Committee~~ Association as the exclusive governing body.

~~10.02 **Termination.** The Trustees shall endeavor, if economically possible, to have the Association continue to function, and the said Trustees shall continue to be the sole governing body until either (1) the Trustees, by their vote, determine that the Trusteeship shall be ended; or (2) not less than five members of the appointing National Executive Committee shall determine that the Trusteeship shall end.~~

~~10.03 **Acts Upon Termination.** Upon the termination of the Trusteeship, members of the appointing National Executive Committee shall resume their respective offices, shall promptly receive from the Trustees a full accounting of their acts for publication to the membership, and shall call a National Conference as specified in Article 6.02.~~

ARTICLE XII AUSN ENDOWMENT FUND

Change paragraph 12.01 to read:

12.01 There shall be created and established a separate fund to be known as the *ausn* Endowment Fund. Contributions thereto shall be held in trust and income there from shall be applied from time to time at the discretion of the ~~National Executive Committee~~ Board of Directors for the advancement of the purposes of the Association. ~~Subject to Article 12.01.1, the Trustees shall be the National President and the National Treasurer during their respective terms of office and the immediate living Past National President. The Trustees shall serve without compensation and shall have full and complete control over said Fund subject only to the right of the National Executive Committee to select a depository, to resolve any difference amongst said Trustees and to review and veto any proposed investments. Any withdrawal from said Fund shall require the signatures of the National Treasurer and one other Trustee. A detailed financial report shall be prepared by the Trustees and be published annually during the National Conference.~~

Delete paragraph 12.01.1.

> ~~12.01.1 In the event the National Executive Committee deems it advisable, it may at any time select, enter into an agreement with, and have said Fund transferred to and administered by a corporate trustee.~~

ARTICLE XIII AUSN AMENDMENTS

Change paragraph to read:

This **CONSTITUTION** may be amended or repealed at any National Conference by a two-thirds affirmative vote, provided that the proposed amendment has been submitted in accordance with Appendix 1 to this CONSTITUTION and has been ~~approved~~ reviewed by the ~~National Executive Committee~~ Board of Directors and published to the delegates at least twenty-four (24) hours before being brought to a vote; or, if not previously considered by the ~~National Executive Committee~~ Board or not approved by ~~that body~~ the Board provided that two-thirds of the voting delegates authorize the introduction of the amendment which shall have been published to the delegates at least twenty-four (24) hours before being brought to a vote. However, minor changes of language, correction of manifest errors, or removal of ambiguities, not affecting substance may be made ~~by~~ to the National Constitution by the Constitution and By-Laws Committee. ~~and By-Laws Committee, such changes and indexing to be reported to and published for the next National Executive Committee meeting or National Conference.~~

ARTICLE XVI AWARDS

Delete entire Article XVI since Awards should be addressed in the By-Laws. Article XVI will be incorporated in the By-Laws.

~~16.01 **Establishment and Criteria.** The Association may establish awards to recognize those individuals, offices, or commands, which have contributed significantly to the attainment of the purposes and objectives of the Association. Either the National Conference in general session, or the National Executive Committee in a formally called meeting, may authorize the establishment of an award to be given by and in the name of the Association; after which, the National Executive Committee shall establish and publish appropriate criteria for selection.~~

~~16.02 **Selection Process.** Nominations and/or applications for all National Awards other than those authorized to be selected by the National President, a Navy Command or the National Executive Director in the case of Membership Awards, shall be forwarded to the National Awards Committee for review and recommendation prior to submission to either the National Executive Committee, or the National Conference for approval prior to presentation..~~

~~16.03 **Approval Process.** The National Executive Committee or the National Conference shall consider all Awards Committee recommendations with the exception specified below at its earliest formally scheduled meeting. Because of the difficulty inherent in long-range scheduling of the appearance of high-ranking military and civilian honorees, the National Awards Committee and the National Executive Committee may recommend and approve nominations for the National Distinguished Service Award, the Legislative Advocacy Award and the Legislative Proponent Award by Emergency Voting as authorized by Article 7.04.1. No national award shall be granted without prior approval.~~

~~16.04 **Membership Incentive Program.** The National Executive Committee shall establish a membership recruiting incentive program based on the recommendations of its Standing Committees, and periodically review same. The Executive Director shall cause established awards to be prepared, based on Association records.~~

~~16.05 **New Awards.** All recommendations for new awards must be submitted in writing in accordance with Chapter III, Section F of the Operations Manual, to National Headquarters at least four (4) weeks prior to the scheduled National Executive Committee or National Conference meeting at which they are to be considered.~~

~~16.06 **Award Presentations.** All national awards should be presented at a National Conference. When special circumstances require, a national award, e.g. Legislative Awards, may be presented at other times, with appropriate ceremony, at the discretion of the National President.~~

~~16.07 **Inalterability.** Except as specifically authorized in Article 16.03, and because of the prestige inherent in the national awards, this ARTICLE XVI and its component Articles are declared to be non-waiverable, and excluded from any and all actions permissible under Article 7.04.1.~~

ARTICLE B-III

New title and paragraph B-3.01 before NATIONAL OFFICERS to delineate duties of the Board of Directors:

DUTIES OF DIRECTORS/NATIONAL OFFICERS

BOARD OF DIRECTORS

B-3.01 **Chairperson**. The Chairperson of the Board shall have the following authority:

B-3.01.1 To preside at all meetings of the Board of Directors

B-3.01.2 To call special meetings of the Board of Directors

B-3.01.3 To serve as an ex-officio member of all Association committees, except Nominations Committee.

B-3.01.4 To appoint all members of committees formed in support of the Board of Directors

B-3.01.5 To appoint a temporary Chairperson in the event of his/her absence.

B-3.02 **Board of Directors**. As a whole, key responsibilities shall include:

B-3.02.1 To support and provide guidance to the overall mission and strategic direction of the Association in the long term.

B-3.02.2 To ensure adequate financial management is maintained so that financial resources are available to conduct the operation and business of the Association.

B-3.02.3 To provide guidance to the National President on major issues facing the Association.

B-3.02.4 To periodically review, provide guidance and assess the performance of the National Executive Director, which includes the authority to employ or discharge.

B-3.02.5 To establish committees, as required, in support of the Board in its responsibilities. Critical areas of responsibility include: Budget and Finance, Investment Oversight, and Strategic Planning.

B-3.02.6 To ensure the implementation of the policies and decisions of the Board are carried out in a accurate and timely manner.

B-3.02.7 Board members, as individuals, may serve as an ex-officio member of any Association committee, except Nominations Committee.

Renumber and change paragraphs B-3.01 through B-3.11 to read:

B-3.01 **National President.** The National President shall be the public representative ~~Chief Executive~~ of the Association~~. with authority to contract obligations within the approved budget and to represent the Association in all matters pertaining to its affairs.~~ He shall preside at the general sessions of the National Conference and while serving as President shall be a member of the Board of Directors. ~~at the regular and special meetings of the National Executive Committee.~~ He shall enforce the provisions of the CONSTITUTION and By-Laws and carry out the mandates of the National Conference. He shall appoint the members and the chairs, if not otherwise provided by these By-Laws, of all standing ~~and special~~ committees, who shall serve at his pleasure; and shall perform such other duties as outlined in Chapter II of the Operations Manual. ~~are usually incident to the office of President. He shall appoint a National Advisory Committee of *ausn* members who shall serve as ex-officio members of the National Executive Committee during his term of office.~~

B-3.02 **National Executive Vice President.** The National Executive Vice President shall be the Senior Vice President, and, as such, shall assist the National President in the discharge of his duties as outlined in Chapter II of the Operations Manual. ~~directed by the President.~~ He shall acquaint himself with all of the duties of the President and shall be prepared to succeed to the Presidency under the circumstances specified in Article B-2.04.1. He shall perform such other duties as may be delegated by the National President~~. or by the National Executive Committee.~~

B-3.03 **National Vice President, Officer Affairs.** The National Vice President, Officer Affairs, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. He/she, if necessary, may form and chair an Officer Affairs Committee to report issues to the National President. ~~be a member of the National Policy Committee and shall chair the National Officer Affairs Committee and shall perform such other duties as may be delegated by the National President or by the National Executive Committee.~~

B-3.04 **National Vice President, Enlisted Affairs.** The National Vice President, Enlisted Affairs, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. He/she, if necessary, may form and chair an Enlisted Affairs Committee to report issues to the National President. ~~be a member of the National Policy Committee and shall chair the National Officer Affairs Committee and shall perform such other duties as may be delegated by the National President or by the National Executive Committee.~~

B-3.05 **National Vice President, Reserve Affairs.** The National Vice President, Reserve Affairs, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. ~~be a member of the National Policy Committee and shall chair the National Reserve Affairs Committee.~~ He/she shall be the primary *ausn* point of contact and principle *ausn* advocate for Reserve. ~~Also, he shall perform such other duties as may be delegated by the National President or by the National Executive Committee.~~ He/she, if necessary, may form and chair a Reserve Affairs Committee to report issues to the National President.

B-3.06 **National Vice President, Government Relations.** The National Vice President, Government Relations, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. ~~chair the National~~

~~Government Relations Committee and is~~ Responsible for supporting the membership in achieving legislative goals; and shall, when requested by the National President, represent the Association in legislative or policy matters before the Congress of the United States; or the Executive Branch of the United States, including the Department of Defense and the Service Departments; or any office, board, bureau, agency or committee of either branch of the U.S. Government. ~~In addition, he shall perform such other duties as may be delegated by the National President or the National Executive Committee.~~ He/she, if necessary, may form and chair a Government Relations Committee to report issues to the National President.

B-3.07 **National Vice President, Membership.** The National Vice President, Membership, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. ~~chair the National Membership Committee, and is~~ Primarily responsible for supporting the *ausn* membership in achieving the goals assigned to Membership~~. in the *ausn* Strategic Plan; and shall perform such other duties as may be delegated by the National President or by the National Executive Committee.~~ He/she, if necessary, may form and chair a Membership Committee to report issues to the National President.

B-3.08 **National Vice President, Budget and Finance.** The National Vice President, Budget and Finance, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. ~~chair the National Budget and Finance Committee, and is~~ Responsible for supporting the membership in achieving the financial goals of the *ausn* Strategic Plan. ~~, and shall perform such other duties as may be delegated by the National President or by the National Executive Committee.~~ He/she, if necessary, may form and chair a Budget and Finance Committee to report issues to the National President.

B-3.09 **National Vice President, Retired Affairs.** The National Vice President, Retired Affairs, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. ~~chair the National Retired Affairs Committee,~~ Serving as the primary *ausn* point of contact and principal *ausn* advocate for Retired Affairs. ~~, and supporting the accomplishment of goals and measures of success identified in the *ausn* Strategic Plan, and shall perform such other duties as may be delegated by the National President or by the National Executive Committee.~~ He/she, if necessary, may form and chair a Retired Affairs committee to report issues to the National President.

B-3.10 **National Vice President, Communications.** The National Vice President, Communications, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. ~~chair the National Communications Committee, and be~~ Act as the focal point for all communications both internal and external. ~~In addition, he shall perform such other duties as may be delegated by the National President or by the National Executive Committee.~~ He/she, if necessary, may form and chair a Communications committee to report issues to the National President.

B-3.11 **National Treasurer:** The National Treasurer shall: ~~1) be a member of the National Budget and Finance Committee; 2)~~ 1) review the receipts and disbursements of the Association which are recorded in the Association's accounting records by the Headquarters Chief Financial Officer to determine that the monies received by the Association are deposited and checks drawn on the Association's bank or trust company; 2~~3~~) be a signatory to the several bank accounts of the Association; 3~~4~~) compare the recorded financial information with the budget reports prepared by the Headquarters Chief Financial Officer; 4~~5~~) sign checks drawn on the bank or trust company as necessary; 5~~6~~) review the performance of the investments of the Association; ~~with the Budget and~~

~~Finance Committee at the regular meetings of the National Executive Committee and National Conferences;~~ and 6~~7~~) post and report orally at each National Conference a report of Association finances. ~~, and support the goals and strategic measures of success contained in the *ausn* Strategic Plan.~~

ARTICLE B-IV DUTIES OF NATIONAL EXECUTIVE DIRECTOR

Change the following paragraphs to read:

B-4.01 **General Duties.** The National Executive Director shall perform such duties as may be assigned to him by the Board of Directors ~~National President or the National Executive Committee.~~ He shall also perform the duties of National Secretary of the Association.

B-4.03 **Certification.** He shall certify all acts of the Association and of the Board of Directors ~~National Executive Committee~~ thereof and when required authenticate them under seal.

B-4.04 **Meetings.** He shall give due notice of the time and place of all regular and special meetings of the Association ~~and of the National Executive Committee~~ and shall be present at same. He shall keep accurate records of all the proceedings of the Association and ~~of the National Executive Committee and~~ shall give due notice to all concerned of all votes, resolutions and proceedings.

ARTICLE B-VIII NATIONAL COMMITTEES

Make the following changes to Article B-VIII:

~~NATIONAL~~ COMMITTEES

B-8.01 **Standing Committees.** The National President, the National Executive Director/National Secretary, the Deputy Executive Director and other Headquarters staff when designated by the National Executive Director shall be non-voting ex-officio members of all standing committees, except the Nominations Committee.

B-8.02 **Committees Chaired by Vice Presidents:** If considered necessary, any National Vice President may form a committee of like title to assist in the accomplishment of his/her duties. Committee members as are necessary to complete the work of the committee. ~~The following national standing committees shall be chaired by National Vice Presidents and each District Vice President shall serve as a member of the National Standing Committee chaired by a National Vice President of like title. The National President shall also appoint as voting members such qualified National Advisory Committee members as are necessary to complete the work of the committee.~~

~~B-8.02.1 **National Policy.** The National Policy Committee which is chaired by the National Executive Vice-President shall recommend appropriate action on matters of policy and procedure concerning the United States Navy, the Navy Reserve, and the Association.~~

~~B-8.02.2 **National Officer Affairs.** The membership of the National Officer Affairs Committee shall be broadly representative of a cross section of the designators, and recommend to the National President members for appointment to the committee. The Committee shall recommend appropriate action on all subjects pertaining to issues and policies impacting the Navy officers.~~

~~B-8.02.3 **National Enlisted Affairs.** The membership of the National Enlisted Affairs Committee shall include representatives of the various ratings. The Committee shall recommend appropriate action on all subjects pertaining to issues and policies impacting Navy enlisted personnel.~~

~~B-8.02.4 **National Reserve Affairs.** The National Reserve Affairs Committee shall be responsible for the study and review of policies and issues affecting Navy Reservists. They shall be proactive and recommend actions required to promote the interests of the Reserve community.~~

~~B-8.02.5 **National Government Relations.** The National Government Relations Committee shall in concert with other Standing Committees review and recommend proposed legislation in support of the *ausn* Strategic Plan. It shall undertake to inform and solicit support from the various offices of the Executive and Legislative branches and from the general public for *ausn* sponsored legislative initiatives.~~

~~B-8.02.6 **National Membership.** The National Membership Committee shall be responsible for the study, formulation and implementation of the goals designed to maintain and promote the membership of the Association at the maximum potential obtainable as outlined in the *ausn* Strategic Plan.~~

~~B-8.02.7 **National Budget and Finance.** The National Budget and Finance Committee shall make a continuing study of the fiscal affairs of the Association; shall report same at the National Conference; and shall recommend to the National Conference, for approval, an Annual Budget for the next fiscal year.~~

~~B-8.02.8 **National Retired Affairs.** The National Retired Affairs Committee shall make a continuing study of matters affecting, and of interest to, retired officers and enlisted, and advise the National Conference or the National Executive Committee concerning (1) pertinent retirement information and services to be provided to the general membership, (2) actions which may be necessary or desirable in advocating, supporting or opposing government policies and proposed legislation affecting retired officers and enlisted, and (3) actions to enhance and motivate retired Navy officer and enlisted membership and activity in the Association.~~

~~B-8.02.9 **National Communications.** The National Communications Committee shall be the focal for all communication methodologies and shall be responsible for all matters of communication within and outside the Association. They shall be proactive in providing current technologies for communication to the membership.~~

B-8.03 **Standing Committees Not Chaired by Vice Presidents:** The chairperson and membership of the following standing committees shall be appointed by the National President. Except as provided for in Article B-8.03.6~~7~~ below, no incumbent National Officer nor Region ~~District~~ President may chair any Standing committee or subcommittee established by this Article. ~~The National President shall appoint such additional National Advisory Committee members as are deemed necessary to complete the work of the Committee.~~

B-8.03.1 **Constitution and By-Laws.** The Constitution and By-Laws Committee shall consist of a Chairperson and at least four other members. It shall make a continuing study of the CONSTITUTION and By-Laws of the Association and shall formulate and recommend necessary changes for action at each National Conference.

~~B-8.03.2 **National Advisory.** The National Advisory Committee members shall act in an advisory capacity and render assistance to the National President and to the National Executive Committee on matters involving the Association's affairs. The Committee need not have a chairperson appointed.~~

B-8.03.2 **Resolutions.** The National President shall appoint a Chairperson and one representative from each Region ~~District~~ who has been nominated by that Region ~~District~~ President. The Resolutions Committee shall originate proposed resolutions deemed advisable to publish the views or advance the policies of the Association; shall study all proposed resolutions submitted and shall present its conclusions regarding the merits of each proposed resolution upon submitting the same for action at the National Conference. ~~and the National Executive Committee meetings.~~

B-8.03.3 **Awards.** The National President shall appoint a Chairperson and one representative from each Region ~~District~~ who has been nominated by that Region ~~District~~ President. The Awards Committee shall establish administrative procedures for submitting nominations for national awards; shall review nominations and make recommendations for approval or disapproval thereof to the National Conference ~~or National Executive Committee~~ as specified in criteria establishing the award; shall suggest format and citations for award certificates; recommend establishment and eligibility criteria for such awards, as it deems advisable.

B-8.03.4 **Nominations.** Membership of this Committee shall be limited exclusively to one (1) representative and one (1) alternate from each Region ~~District~~ nominated by that Region ~~District~~ President. The names of the nominees shall be submitted by each Region ~~District~~ President to the National President at least four (4) weeks in advance of the date of National Conference. The National President shall appoint only these nominees to this Committee. All nominations for elective national office are either to be submitted to the Chairperson of the ~~National~~ Nominations Committee no later than four (4) weeks prior to the National Conference, or can be made from the floor at the time of elections.

B-8.03.5 **Credentials and Elections.** Membership of this Committee shall consist of four members appointed by the National President. ~~and shall additionally include the National Vice President, Legal Affairs and the National Parliamentarian as ex-officio members.~~ This Committee is responsible for certifying voting Delegates and conducting the National Election.

B-8.03.6 **Region ~~District~~ Presidents Council.** Membership of this Committee shall be limited exclusively to the incumbent District Presidents or their designated representatives. The Council shall convene at every National Conference to consider and make recommendations concerning District and Chapter organization and management. At the conclusion of the National Conference, the Council shall submit to the National President one of its members to serve as Chairperson through the next National Conference.

B-8.03.7 **Site Selection.** The National President shall appoint a Chairperson, and one representative from each Region ~~District~~ who has been nominated by that Region ~~District~~ President. The Committee shall be responsible for reviewing bids by Chapter Presidents and/or Region ~~District~~ Presidents for sponsoring ~~*ausn* national meetings, including the~~ National Conference. ~~and National Executive Committee meetings.~~ The Committee shall meet at each National Conference, and shall report its findings and recommendations on sites for future meetings to ~~the National Executive Committee and to~~ each National Conference.

B-8.03.8 **The Anchors.** Membership of this Committee shall consist of those Associate members and spouse/companions of Regular members in attendance at any National Conference. Its Chairperson, who shall be an Associate Member as defined in Article 4.01.2.4 of the Association Constitution, shall be appointed annually by the National President upon recommendation of the Anchors. The Anchors Committee shall provide on-going suggestions to the ~~National~~ Site Selection Committee concerning the Special Programs it would like to see offered ~~to the Group~~ at future

Conferences. In addition, it may engage in appropriate fund-raising activities in support of the programs and objectives of the Association, which have been approved by the National President.

~~B-8.03.9 **Strategic Planning.** The National Strategic Planning Committee, in its advisory capacity, shall be responsible for recommending the future direction of the Association. It shall advise and assist Committee Chairs in the formulation of Committee Strategies and Measures of Success in support of the *ausn* Strategic Plan.~~

B-8.03.10 **Investment Oversight.** The Investment Oversight Committee shall establish and implement long term investment policies; and shall control and manage the Association's investment portfolio. Membership of this committee shall consist of the incumbent National Vice-President, Budget & Finance; the National Treasurer; and a third person appointed by the National President as Chairperson.

B-8.03.11 **Scholarship.** The National President shall appoint a Chairperson of the Committee who in turn will recommend a minimum of six other regular or associate members to sit on the committee. The Scholarship Committee considers applications from the sons and daughters of Regular and Associate members and makes recommendations to the President for those most deserving of financial assistance. The sources of funding for the Scholarship Program are: The Naval Reserve Fund, corporate sponsors, one time gifts by members, “endowed” scholarship named for a particular individual when so specified, and Association funds made available for this purpose by the members.

B-8-03-12 **Audit.** The Audit Committee will review the Association’s financial reporting process, its system of internal controls, its internal/external audit process, its Conduct Policy and its process for monitoring compliance with laws and regulations. The Committee will not plan or conduct audits or determine that the Association’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. The Committee will meet as often as it determines appropriate, but not less frequently than annually. The National President shall appoint an Association member not otherwise directly involved in the Association’s financial matters to be the Chairperson. Other members of the Committee shall be the National Vice President for Budget and Finance, National Treasurer, Chairman, Investment Oversight Committee, and a member of the Board of Directors. The National President and National Executive Vice President shall be Ex-officio members of the Committee.

B-8.04 **Ad hoc.** The National President may establish and appoint ad hoc committees as deemed necessary or desirable to perform specific tasks that are not included in the normal functions of the ~~National~~ Standing Committees.

ARTICLE B-IX AWARDS

Add the following new (5) paragraphs (transferred from Constitution) and other changes:

B-9.01 **New Awards.** All recommendations for new awards must be submitted in writing in accordance with Chapter III, of the Operations Manual, to National Headquarters at least four (4) weeks prior to the scheduled National Conference at which they are to be considered.

B-9.02 **Award Presentations.** All national awards should be presented at a National Conference. When special circumstances require, a national award, e.g. Legislative Awards, may be presented at other times, with appropriate ceremony, at the discretion of the National President.

B-9.03 **Establishment and Criteria.** The Association may establish awards to recognize those individuals, offices, or commands, which have contributed significantly to the attainment of the purposes and objectives of the Association. A National Conference in general session may authorize the establishment of an award to be given by and in the name of the Association; after which appropriate criteria for selection will be published.

B-9.04 **Nomination Process.** All nominations for the National Distinguished Service Award, the National Meritorious Service Award and the National Award of Merit must be submitted in writing to National Headquarters, not later than ten (10) days prior to the convening of ~~the National Executive Committee meeting or~~ a National Conference at which the award is to be approved; must contain adequate substantiating details to permit proper consideration of the nominees' qualifications; must include a recommended citation of not more than seventy-five words (not more than twenty-five words for the National Award of Merit); and must be submitted either by a Chapter of the Association, a Region ~~District~~ of the Association, a member of the Board of Directors ~~National Executive Committee~~, or by any member of the Association~~. with the endorsement of a member of the National Executive Committee.~~

B-9.05 **Approval Process.** The National Conference shall consider all Awards Committee recommendations with the exception specified below at its earliest formally scheduled meeting. Because of the difficulty inherent in long-range scheduling of the appearance of high-ranking military and civilian honorees, the Awards Committee and the Board of Directors may recommend and approve nominations for the National Distinguished Service Award, the Legislative Advocacy Award and the Legislative Proponent Award by majority vote. No national award shall be granted without prior approval.

B-9.06 **National Awards:**

(Subparagraphs B-9.02.1 through B-9.02.12 need to renumbered B-9.06.1 to B-9.06.12)

B-9.07 **District Award:**

(Subparagraphs B-9.03.1 through B-9.03.6 need to renumbered B-9.07.1 to B-9.07.6)

B-9.08 **Chapter Awards:**

(Subparagraphs B-9.04.1 through B-9.04.3 need to renumbered B-9.08.1 to B-9.08.3)

B-9.09 **Membership Awards:**

B-9.09.2 **Membership Incentive Program.** The National VP, Membership shall establish a membership recruiting incentive program and periodically review same. The Executive Director shall cause awards to be prepared.

ARTICLE B-XI STRATEGIC PLANNING

Change the following:

To achieve the purpose of ARTICLE III of the Constitution, *ausn* must execute any ~~the~~ current Strategic Plan in existence. ~~as promulgated or published in the Association's Operations Manual.~~

CHANGE 6 BY-LAWS Attachment N

ARTICLE B-XIII AMENDMENTS

Change the following:

These By-Laws may be amended or repealed by the Board of Directors ~~at any National Conference~~ by a three-forths (3/4) affirmative vote until the next National Conference. ~~provided that the proposed amendment has been submitted in accordance with Appendix I to By-Laws and has been approved by the National Executive Committee and published to the Delegates at least twenty-four (24) hours before being brought to a vote; or, if not previously considered by the National Executive Committee or not approved by that body, provided that a majority of the voting Delegates authorizes the introduction of the amendment which shall have been published to the Delegates at least twenty-four hours before being brought to a vote. However, minor changes of language, correction of manifest errors, or removal of ambiguities, not affecting substance, may be made by the Constitution and By-Laws Committee, such changes and indexing to be reported to and published for the next National Executive Committee Meeting or National Conference.~~

CHANGE 7 BY-LAWS Attachment O

PROCEDURES FOR CHANGING THE BY-LAWS

Change to reflect the following:

A. ARTICLE B-XIII of the By-Laws provides that:

1. The By-Laws may be amended or repealed ~~at any National Conference~~ by a three-fourths (3/4) affirmative vote by the Board of Directors until the next National Conference. ~~respectively, provided that:~~

~~a. The proposed amendment has been published to the Delegates at least 24 hours before being brought to a vote, and~~

~~b. Either has been previously approved by the National Executive Committee, or if not so approved, the same majority required to adopt the amendment authorizes its introduction.~~

2. Minor changes of language which correct manifest errors, or remove ambiguities; and which do not affect substance, may be made by the National Secretary ~~Constitution and By-Laws Committee~~ prior to publication.

B. Procedure. Proposed changes to the By-Laws should normally be submitted to the Board of Directors ~~National Executive Committee~~ for its consideration and approval. ~~recommendation prior to consideration by the Conference Delegates, but this is not mandatory. Further, if the proposed change is considered by National Executive Committee and not recommended by that body, the Conference Delegates can vote to hear the proposed amendment.~~

1. Submit proposed changes to the ~~Chairman, Constitution and By-Laws Committee via~~ *ausn* Headquarters, 1619 King Street, Alexandria, VA 22314, or by FAX (703) 683-3647, or by E-mail <admin@ausn.org>.

2. The Board ~~Constitution and By-Laws Committee~~ will review the proposal and if approved will submit it to the ~~next~~ National Executive Director ~~Committee~~ for ~~its~~ action. ~~EXCOM will either direct the Committee to prepare and post the proposed changes for Conference adoption, or to advise the proposerthat EXCOM does not endorse the changes.~~

ARTICLE B-IX AWARDS

Recommended Change to By-Laws & Operations Manual

Change paragraph B-9.02.3 to read:

B-9.02.3 Captain Thomas L. McAtee National Award of Merit.

Change Operations Manual in the following two locations:

F. Awards and Honors

F 3.d. The Captain Thomas L. McAtee National Award of Merit

PREFACE

This is the sixth ~~fifth~~ edition of the Association's Operations Manual (herein shortened to *ausn* OPSMAN). ~~has been approved by a majority vote of the National Executive Committee.~~ Nothing in it is meant to countermand the Association's Constitution (herein shortened to Constitution) and the Association's By-Laws (herein shortened to By-Laws). ~~Nothing in it is meant to countermand the Association's Constitution (herein shortened to CONSTITUTION) the Association's By-Laws (herein shortened to By-Laws).~~ The Annexes to this manual (i.e., Annex A-Constitution, Annex B-By-Laws, Annex C-Strategic Plan, Annex D-Master List of Member Services, Annex E-Model Region ~~District~~ By-Laws, Annex F-Model Chapter Constitution & By-Laws) are provided for ease of reference. All Annexes, with the exception of Annexes E & F, are updated by procedures that are independent of the *ausn* OPSMAN approval process. Changes to the Association's Operations Manual are approved by majority vote of the Board of Directors. ~~National Executive Committee, or by majority vote of the National Conference as provided by the CONSTITUTION, Article VII Section 7.03.1 following the procedures set forth in Appendix I to this OPSMAN.~~

The *ausn* OPSMAN is published electronically. Paper copies are produced only when specific occasions warrant. When changes are made the membership will be notified either by e-mail or through the monthly magazine (*Navy*) that an updated version is available. The *ausn* OPSMAN, along with the CONSTITUTION, the By-Laws and the Strategic Plan are available for viewing/downloading on the Association web site (www.ausn.org).
Please send suggestions for changes to the National Secretary by e-mail to casey.coane@ausn.org or by mail to 1619 King Street Alexandria, VA 22314. ~~The National Secretary will forward them to the National Executive Committee for adoption.~~

II ORGANIZATION

D. NATIONAL HEADQUARTERS STAFF

2. Responsibilities and Functions

Change paragraph 2a to read:

a. National Executive Director. The duties of the National Executive Director are outlined in the By-Laws. ~~, Article B-IV.~~ He/she manages the National Headquarters, supervises the National Headquarters Staff, and performs such duties as may be assigned to him/her directly by a National Conference or Board of Directors~~. the Executive Committee or the National President.~~ He/she is an ex-Officio, non-voting member of ~~the National Executive Committee and~~ all standing ~~national~~ committees, except the Nominations Committee. The primary duties are:

-- Provide general supervision of National Headquarters Staff and its operations.

-- Implement policy as determined by the Board of Directors ~~National Executive Committee~~ or Delegates to the National Conference.

-- Serve as National Secretary of the Association, and as such, be authorized to sign legal documents on behalf of, and in consonance with the decisions of the Board of Directors. ~~National Executive Committee.~~

-- Maintain Association records.

-- Monitor budget and fiscal matters.

-- Liaison with DoD, Department of the Navy, Congress, other government agencies and non-government agencies.

-- Serve as Editor of *Navy* magazine.

-- Develop National Conference/meeting plans.

-- Supervise administration of Corporate Associate Program.

-- Respond to members' telephone calls and correspondence (letters, faxes, e-mails).

-- Respond to inquiries and requests for comment by media and government personnel and by the public.

II Organization

Change and modify section II E to read:

E. ~~NATIONAL~~ COMMITTEES

1. General

a. The By-Laws provide for National VPs to chair committees of like name, if necessary, ~~standing and ad hoc committees~~ to assist the Board of Directors or National President ~~and National Executive committee~~ in recurring operations.

b. Committees consider, research, discuss and bring forward issues, ideas and recommendations that ensure that the Association meets its Vision and purposes.

c. In this electronic age, Committee work is often times done in advance of the Conference to ensure a wider base of input and opinion.

2. Standing Committee Membership

a. Standing committees are ~~either~~ chaired by appointment ~~elected National Vice Presidents or by members appointed by~~ from the National President.

b. Ad Hoc committees are established and appointed by the National President.

~~c. The National President shall appoint such qualified National Advisory Committee members as are necessary to complete the work of the committee.~~

c. The National President approves the committee membership.

d. The National President, the National Executive Director, and the Deputy Executive Director are non-voting ex-officio members of all standing and ad hoc committees, except the nominations committee.

~~3. National Standing Committees Chaired by National Vice Presidents. As detailed in Article B-8.02 of the By-Laws the following national standing committees shall be chaired by National Vice Presidents and each District Vice President shall serve as a member of the national standing committee chaired by a National Vice President of like title.~~

~~a. National Policy Committee~~

~~b. National Officer Affairs~~

~~c. National Enlisted Affairs~~

~~d. National Reserve Affairs~~

~~e. National Government Relations~~

~~f. National Membership~~

~~g. National Budget and Finance~~

~~h. National Retired Affairs~~

~~i. National Communications~~

3. National Standing Committees NOT CHAIRED by Vice Presidents. Article B-VIII of the By-Laws indicates Committees chaired by other than National Vice Presidents. The chairs and membership of the following ~~national~~ standing committees shall be appointed by the National President. No incumbent National Officer or Region ~~District~~ President may chair any Standing Committee or subcommittee except the Region ~~District~~ Presidents Council as stipulated in ~~Article B-8.03.7 of~~ the By-Laws. ~~The National President shall appoint such additional National Advisory Committee members as are deemed necessary to complete the work of the Committee.~~

a. Constitution By-Laws

Purpose. Continue study of the CONSTITUTION and By-Laws of the Association and shall formulate and recommend necessary changes for action at each Conference or Board of Directors meeting.

Chair. Appointed by the National President.

Members. Chair and at least four other members.

Voting. Members of the committee.

Ex-officio. National President, National Secretary/Executive Director and Deputy Executive Director, and other Headquarters Staff when assigned by the Executive Director.

~~b. National Advisory~~

~~Purpose. Act in an advisory capacity and render assistance to the National President and to the National Executive Committee on matters involving the Association's affairs.~~

~~Chair. Need not have a chair appointed.~~

~~Members. Regular and Associate members in attendance at any National Conference or~~

~~at any National Executive Committee meeting, not having specific duties previously assigned either by this CONSTITUTION and its By-Laws or by appointment of the National President, who are available for assignment to staff any Committee or function.~~

~~Voting. Members of the committee.~~

~~Ex-officio. National President, National Secretary/Executive Director and Deputy E Executive Director, and other Headquarters Staff when assigned by the Executive Director.~~

b. Resolutions

Purpose. Originate proposed resolutions deemed advisable to publish the views or advance the policies of the Association; study all proposed resolutions submitted and shall present its conclusions regarding the merits of each proposed resolutions upon submitting the same for action at a National Conference. ~~and at National Executive Committee meetings.~~

Chair. Appointed by the National President.

Members. One representative from each Region ~~District~~ who has been nominated by that Region ~~District~~ President.

Voting. Members of the committee.

Ex-officio. National President, National Secretary/Executive Director and Deputy Executive Director, and other Headquarters Staff when assigned by the Executive Director.

c. Awards

Purpose. Establish administrative procedures for submitting nominations for national awards; review nominations and make recommendations for approval or disapproval thereof to the National Conference ~~or National Executive Committee~~ as specified in criteria establishing the award; suggest format and citations for award certificates; recommend establishment and eligibility criteria for such awards, as it deems advisable.

Chair. Appointed by the National President.

Members. The permanent members of the Awards Committee are the sitting Region ~~District~~ Presidents. Each Region ~~District~~ President may appoint a member of that Region ~~District~~ as a proxy to cast that Region's ~~District's~~ vote in any Awards Committee meeting held in conjunction with a regularly scheduled National Conference. ~~or National Executive Committee Meeting.~~ ~~Proxies are not authorized for meetings held in accordance with Article 7.04.1 of the AUSN Constitution.~~

Voting. Members of the committee.

Ex-officio. National President, National Secretary/Executive Director and Deputy Executive Director, and other Headquarters Staff when assigned by the Executive Director.

d. Nominations

Purpose. To consider candidates for national office and make recommendations to the ~~Fall~~ National ~~Management Affairs~~ Conference.

Chair. Appointed by the National President.

Members. Membership of this Committee shall be limited exclusively to one (1) representative and one (1) alternate from each Region ~~District~~ nominated by that Region ~~District~~ President. The names of the nominees shall be submitted by each Region ~~District~~ President to the National President at least four (4) weeks in advance of the date of ~~Association Fall Management Affairs~~ the National Conference. The National President shall appoint only these nominees to this Committee. All nominations for elective national office are either to be submitted to the Chairman of the ~~National~~ Nominations Committee no later than four (4) weeks prior to the ~~Association Management Affairs~~ National Conference, or can be made from the floor at the time of elections.

Voting. Members of the committee.

Ex-officio. None.

e. Credential and Elections

Purpose. Responsible for certifying voting Delegates and conducting the National Election.

Chair. Appointed by the National President.

Members. Membership on this Committee shall consist of four members appointed by the National President and shall additionally include the National Executive Vice President, any National VP and the National Parliamentarian as ex-officio members.

Voting. Members of the committee.

Ex-officio. National Executive Vice President, any National VP and the National Parliamentarian, National Secretary/Executive Director and Deputy Executive Director.

f. Region ~~District~~ Presidents Council

Purpose. Continue study of the CONSTITUTION and By-Laws of the Association and shall formulate and recommend necessary changes for action at each National Conference. At the conclusion of each ~~Association Fall Management Affairs~~

Conference, the Council shall submit to the National President one of its members to serve as Chairman through the next ~~Association Fall Management Affairs~~ Conference.
Chair. Elected by the members of the committee.

Members. Region ~~District~~ Presidents or their designated representative.

Voting. Members of the committee.

Ex-officio. National President, National Secretary/Executive Director and Deputy Executive Director, and other Headquarters Staff when assigned by the Executive Director.

g. Site Selection

Purpose. Responsible for reviewing bids by the Chapter Presidents and/or Region ~~District~~ Presidents for sponsoring *ausn N*ational ~~meetings, including the National~~ Conferences. The Committee shall meet at each National Conference, and shall report its finding and recommendations on sites for future meetings to the National ~~Executive Committee and to each National~~ Conference.

Chair. Appointed by the National President.

Members. Chairman and one representative from each Region ~~District~~ who has been nominated by the Region ~~District~~ President.

Voting. Members of the committee.

Ex-officio. National President, National Secretary/Executive Director and Deputy Executive Director, and other Headquarters Staff when assigned by the Executive Director.

h . The Anchors

Purpose. Provide on-going suggestions to the ~~National~~ Site Selection Committee concerning special programs it would like to see offered to the Group at future Conferences. In addition, it may engage in appropriate fund raising activities in support of the programs and objectives of the Association, which have been approved by the National President.

Chair. An Associate Member as defined in Article 5 ~~4~~.01.24 of the CONSTITUTION, shall be appointed annually by the National President upon recommendations of the Anchors.

Members. Associate members and spouse/companions of Regular members in attendance at any National Conference. Chairman and at least four other members.

Voting. Members of the committee.

Ex-officio. National President, National Secretary/Executive Director and Deputy, and other Headquarters Staff when assigned by the Executive Director.

~~i. Strategic Planning~~

~~Purpose. Responsible for recommending the future direction of the Association. It shall advise and assist Committee Chairs in the formulation of Committee Strategies and Measures of Success in support of the *ausn* Strategic Plan.~~

~~Chair. Appointed by the National President.~~

~~Members. Chairman and at least six other members.~~

~~Voting. Members of the committee.~~

~~Ex-officio. National President, National Secretary/Executive Director, Deputy Executive Director, Director of Member Services and other Headquarters Staff when assigned by the Executive Director.~~

j. Investment Oversight

Purpose. Establish and implement long term investment policies; and shall control and manage the Association's investment portfolio.

Chair. Appointed by the National President.

Members. Membership of this committee shall consist of the Chairperson, the incumbent National Vice-President, Budget and Finance; the National Treasurer, and a fourth person appointed by the National President.

Voting. Members of the committee.

Ex-officio. National President, National Secretary/Executive Director, Deputy Executive Director and Chief Financial Officer.

i. Scholarship

Purpose. Considers applications from the sons and daughters of regular and associate members and makes recommendations to the President for those most deserving of financial assistance. The sources of funding for the Scholarship Program are: the Naval Reserve Fund, corporate sponsors, one time gifts by members, "endowed" scholarships names for a particular individual when so specified, and Association funds made available for this purpose by the members.

Chair. Appointed by the National President.

Members. Chairman recommends a minimum of six other Regular or Associate members to sit on the committee.

Voting. Members of the committee.

Ex-officio. National President, National Secretary/Executive Director and Deputy Executive Director.

j. Audit

Purpose. The Audit Committee will review the Association's financial reporting process, its system of internal controls, its internal/external audit process, its Conduct Policy and its process for monitoring compliance with laws and regulations. ~~While the Audit Committee has the responsibilities and powers set forth below,~~ It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Association's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations.

Chair. Shall be a member not otherwise directly involved in the Association's financial matters, who shall be appointed by the National President.

Members. National Vice President for Budget and Finance; National Treasurer; and Member of the Board of Directors. ~~Chairman of the Investment Oversight Committee.~~

Voting. Members of the committee

Ex-officio. National President and National Executive Vice President.

~~Duties and Responsibilities. The Committee will:~~

~~Maintain effective working relationships with the National Executive Committee, Budget and Finance Committee, Headquarters Staff and the external auditors. To effectively perform his or her role, each Committee member will obtain an understanding of the detailed responsibilities of Committee membership as well as the Association's business, operations and risks.~~

~~Meet as often as it determines appropriate, but not less frequently than annually.~~

~~Communicate the importance of internal controls and ensure that all individuals involved in financial matters possess an understanding of their roles and responsibilities;~~

~~Inquire as to the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of a systems breakdown;~~

~~Ensure internal control recommendations identified by external auditors have been implemented, if appropriate;~~

~~Ask that the external auditors perform any procedures required by Generally Accepted Auditing Standards related to possible illegal acts and to communicate the related results and knowledge of any noncompliance, fraud, illegal acts, deficiencies in internal control and other matters to the Committee, and to perform additional procedures where relevant;~~

~~Inquire of external auditors as to significant accounting and reporting issues, including recent process and regulatory pronouncements, and understanding their impact on the financial statements;~~

~~Inquire of external auditors as to significant risks and exposures and the plans to minimize such risks;~~

~~Pay particular attention to complex and/or unusual transactions;~~

~~Focus on judgmental areas such as those involving valuation of assets and liabilities and commitments and contingencies;~~

~~Meet with the Headquarters Staff and the external auditors to review the annual financial statements and the results of the audit;~~

~~Consider the Headquarters Staff's disposition of proposed audit adjustments identified by the external auditors;~~

~~Review the year-end financial statements before their release and consider whether the information is adequate and consistent with members' knowledge about the Association and its operations;~~

~~Ensure that the external auditors communicate certain required matters to the Committee.~~

~~Review the effectiveness of the financial system for monitoring compliance with laws and regulations;~~

~~Be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements;~~

~~Review the findings of any examinations by regulatory agencies;~~

~~Inquire as to whether Intermediate Sanctions regulations are being complied with;~~

~~Ensure that a Conduct Policy addressing ethical conduct is formalized in writing and that all employees are aware of it;~~

~~Review the external auditors' proposed audit scope, approach, and fees;~~

~~Review the performance of the external auditors and have sole authority to appoint or discharge the external auditors;~~

~~Review and confirm the independence of the external auditors by pre-approving any non-audit services provided and related fees, and by obtaining the auditors' assertion of independence in accordance with professional standards;~~

~~Meet with the external auditors and the Headquarters Staff in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately;~~

~~Perform other oversight functions as requested by the National Executive Committee or the Budget and Finance Committee;~~

~~Annually review and update the Committee's duties and responsibilities, as listed herein.~~

4 . Ad hoc Committees. The National President may establish and appoint ad hoc committees as deemed necessary or desirable to perform specific tasks that are not included in the normal functions of the ~~National~~ Standing Committees.

II Organization

Change paragraph F to read:

F . REGION ~~DISTRICT~~ ORGANIZATION

1. The Association shall be organized into Regions ~~Districts~~ with Regions ~~Districts~~ organized into Chapters.

a. Regions ~~Districts~~ shall be established as follows:

Northwest Region ~~District~~	Alaska, Idaho, Montana, Oregon, Washington, Wyoming
Southwest Region ~~District~~	Arizona, California, Colorado, Hawaii, New Mexico, Nevada, Utah.
Midwest Region ~~District~~	Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Wisconsin
Southeast Region ~~District~~	Alabama, Florida, Georgia, Louisiana, Mississippi, South Carolina, Texas
Mid-Atlantic Region ~~District~~	Connecticut, Delaware, Maine, Massachusetts, Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia
Washington/OCONUS Region	District of Columbia, Virginia (only Arlington, Fairfax and King Georges counties), Maryland and All Geographical ~~District~~ areas of the world not included in any Region ~~District~~ set forth above.

Chapter III Operations

Change paragraphs A1 through A5 of Chapter III to read:

A. NATIONAL CONFERENCES

1. Overview. The following is a brief summary of Article VII ~~VI~~ (National Conference) of the CONSTITUTION which holds for matters of strict interpretation.

a. Purpose. To convene the legislative body of the Association.

b. Times. There shall be one annual National Conference held between July and October. ~~A Spring National Naval Affairs Conference and a Fall Association Management Affairs Conference.~~

c. Place. Recommended by the Site Selection Committee and voted on at a National Conference or, in unusual circumstances, by the National President. ~~Executive Committee.~~

d. Attendance. Open to all members and non-members of the Association.

e. Voting Delegate. Any Regular member of the Association in good standing who has registered.

f. Voting. By Region ~~District~~ with one vote for each fifty regular members or major fraction thereof in the Region ~~District.~~

g. Quorum. Exists when a majority of the certified region ~~district~~ votes are present.

2. Venue. A three day conference is the nominal timeframe to accomplish Association business. Traditionally, these days have been Thursday through Saturday. Additional days may be appropriate to accomplish extra activities or social events in the interest of members such as tours. Hospitality suites are at the discretion of individual regions. Food provided at conferences may vary depending on registration fee. ~~On the evening prior to the start of the conference there is a President's reception an informal gathering of members and guests. An *ausn* hospitality suite is open – throughout most of the Conference. Continental breakfast is offered each morning. On the first morning the Anchors hold their breakfast meeting with social events to follow.~~

a. General schedule of events for a Thursday through Saturday conference. ~~The Spring National Naval Affairs Conference:~~

Thursday - Board of Directors meeting followed by a President's Reception. ~~night to~~

~~Saturday night program may be scheduled.~~

Friday - The conference convenes officially on Friday morning at a General Session (speakers if scheduled) followed by committee work for the remainder of the day. Working buffet lunch is normally served. Evening may have a scheduled social event.

Saturday - Committee reports are given and voting on action items occurs in general session. An awards luncheon is normally scheduled on Saturday to recognize the award recipients. Last order of business is normally voting for National Officers. An alternate Board of Directors meeting may be scheduled. An installment of officers banquet is held Saturday evening.

~~Following the Conference, an EXCOM meeting is convened to approve the budget for the next fiscal year and such other matters that come before it.~~

~~Uniform of the day or casual business attire is prescribed.~~

~~b. The Fall Association Management Affairs Conference:~~

~~A Thursday night to Saturday night program may be scheduled.~~

~~The conference convenes officially on Friday morning at a General Session followed by committee work for the remainder of the day.~~

~~An awards luncheon is scheduled on Saturday.~~

~~Voting for National Offices is scheduled for Saturday.~~

~~Committee reports are given and voting occurs on Saturday afternoon in general session. An EXCOM meeting on Saturday afternoon is scheduled if necessary.~~

~~A formal (black tie) dinner is scheduled on Saturday evening and a guest speaker is invited.~~

~~Uniform of the day or casual business attire is prescribed except at the formal (black tie) dinner on Saturday night.~~

3. Registration. Required to certify voting delegates and for event planning with the hotel staff for meals. A registration ~~Conference~~ fee is established to pay for food, meeting room utilization and service:

   a. Attendees who are planning to partake in any of the food events (President's reception, breakfasts, lunches, dinners) at the Conference are strongly encouraged to register in advance with the Headquarters Staff to ensure that a name tag and conference packet is prepared. A late registration ~~Conference~~ fee is imposed past the early registration cutoff date.

b. Attendees who do not wish to partake of food events, but want to vote, must still register. No fee is involved for this registration.

c. Information about each Conference~~s~~ is included in the *Navy* magazine and on the Association Website. Broadcast e-mail to local members is sent by the Headquarters Staff.

d. Registration material is mailed automatically to attendees of the last conference.

4. General Session

a. The President is the presiding officer, assisted by the National Parliamentarian.

b. Governed by parliamentary procedures, according to *Robert's Rules of Order*.

c. The order of business at a National Conference general session ~~of the National Conference of the Association~~ shall be, insofar as it is practicable, as follows:

Invocation

Roll call of Delegates

Addresses (speakers)

National Executive Director Report

Board of Directors Report

National Committee Meetings

Report of Credentials Committee

Posting & approval of minutes of previous conference ~~meeting~~

Reports of National Officers

Reports of Standing ~~National~~ Committees

Unfinished business

New business

Election of National Officers ~~at Fall Association Management Affairs Conferences~~

~~Special Order of the Day set for 2:00 p.m. on Saturday~~

Adjournment

Installment of Officers at Banquet

~~Benediction~~

d. Committees frequently may conduct preliminary business of the Association before it is presented on the floor at the next scheduled Conference.

5. Board of Directors ~~Executive Committee~~ meeting. The Board of Directors ~~Executive Committee (EXCOM)~~ is the governing body between National Conferences. ~~Membership is outlined in Article VII of the CONSTITUTION and operations of the Committee are discussed in Chapter III.B~~. A meeting of the Board of Directors ~~Executive Committee (EXCOM)~~ may be scheduled immediately before, during or after the conference.

~~a. EXCOM before the conference. To consider any changes to the CONSTITUTION and By-Laws (C&BL) and certain other matters that may be required.~~

~~b. C&BL changes are reported out by the Constitution and By-Laws Committee and presented to the EXCOM for a go/no-go decision to bring before the Conference. Changes to the C&BL must be posted for 24 hours prior to a Conference vote.~~

~~c. EXCOM after the conference. Usually at the Spring National Naval Affairs Conference to approve the budget for the coming fiscal year and other administrative matters. The Budget and Finance Committee reports out the budget to the General Session. That budget is then presented to the EXCOM for final approval.~~

III. Operations

Change paragraph B to read:

B. BOARD OF DIRECTORS ~~NATIONAL EXECUTIVE COMMITTEE~~

1. Purpose. The Board of Directors ~~Executive Committee (EXCOM)~~ is the governing body between National Conferences.

2. Membership. Elected Board members and the National President

   ~~a. Elected National Officers (or their appointed representative).~~
   ~~b. District Presidents (or their appointed representative belonging to the President's District).~~
   ~~c. Past National Presidents.~~

3. Meetings.

   a. Regular

   Called by the Chairperson of the Board. ~~President~~

   May convene before, during or after a National Conference. ~~Within 24 hours of the start of a National Conference~~

   Quarterly, if necessary, to conduct the business of the Association. ~~Within 24 hours after a National Conference adjourns.~~

   b. Special.

   Called by ~~the President or by~~ a majority of the voting Board members.

   ~~Fourteen days notice to members is required. Notification should be by telephone, followed by written notification by return receipt certified mail~~

   ~~Handles matters of an urgent nature~~

   ~~Minutes kept and approved at next National EXCOM and posted at the next National Conference.~~

   c. Record of Board meetings. Minutes or summary of deliberations/actions/decisions should be maintained and made available at National Conferences.

4. Authority. See Article IV ~~VII~~ of the CONSTITUTION and Article B-III of the By-Laws (~~Annex A)~~ for more definitive information.

III Operations

Delete entire paragraph " C. STRATEGIC PLAN PILLAR OPERATIONS" - Pages III-C-1 through 10.

Add new paragraph "C. RECRUITING INCENTIVE PROGRAM" within III - Operations

C. RECRUITING INCENTIVE PROGRAM

1. Sponsors of new members can accrue points to convert to individual prizes at any time during their membership in the Association. Additionally, recruitment of new members helps to accrue funds for the Region.

2. Points will be credited as occurring for sponsors of:

   New paid members, 1 year, 2 years, 3 years, or life memberships.
   Complimentary members.
   Complimentary memberships converted to paid members.
   Current members who convert to life memberships.
   Rejoining individuals whose membership has expired for over 1 year.

3. Points Calculation for increasing Association membership

   Points are calculated based on the monetary value received by the Association for the various membership categories. The ratio of monetary value to points awarded is 3.5 to 1. For example, a $40.00 membership would earn the sponsor 14 points. A fully paid life membership at the $500 rate would earn the sponsor 175 points. Points will be calculated and maintained within the membership database. Points have no intrinsic monetary value. They cannot be redeemed for cash. Individuals may not sponsor themselves for membership.

POINT ALLOCATIONS FOR RECRUITING CATEGORY	**PTS**	**CATEGORY**	**PTS**
COMPLIMENTARY	2	**SPOUSE ASSOCIATE**	
REGULAR			
1 YR PAID UP	14	1 YR PAID UP	3
2 YRS PAID UP	24	2 YRS PAID UP	6
3 YRS PAID	35	3 YR PAID UP	8
LIFE 60 & OVER PAID UP	86	LIFE 60 & OVER PAID UP	39

LIFE UNDER 60 PAID UP	175	LIFE UNDER 60 PAID UP	47

Membership Recruiting Prizes

1725 points	Award – Choice of Room and Registration at the Fall National Conference or Compass Binnacle ($575 value)
1250 points	Award – Choice of four (4) Nights Room at the Fall National Conference or Ship's Chronometer ($437.50 value)
1000 points	Award – Wheelhouse Clock Station (($350 value)
850 points	Award – Life Membership
750 points	Award – Choice of two (2) Nights Room at the Spring Business Conference or Ship's Brass Ship's Clock on a stand ($262.50 value)
500 points	Award – Choice of Registration at the Fall National Conference or Brass Ship's Barometer on stand ($175 value)
250 points	Award – Registration at the Business Conference ($87.50 value)
200 points	Award – A Three-Year Membership
150 points	Award – 6" Ship's Bell ($52.50 value)
100 points	Award – $50. U.S. Savings Bond
75 points	Award – A One-Year Membership
50 points	Award – Six Months Extension on Membership.
20 points	Award – Three Months Extension on Membership

4. Redemption of Points

Send e-mail or letter to Headquarters indicating your intentions. State in the correspondence the following items:

Number of points for redemption.

The vendor Web site if applicable.

The vendor catalogue or item number if applicable.

The preferred shipping address if applicable.

Comments specifically identifying your award.

You will be notified by return e-mail or letter the order number and shipping information or any other information regarding your award. Members may request a gift not listed that is of equal value to the award level that he or she is redeeming. Preferred Vendors are:

Boson Locker, Newport, RI. (http://bosonlocker.com/index.html).

Weems and Plath, Annapolis, MD. (http://www.weems-plath.com/about_us.html).

Add new paragraph "D. FISCAL PROGRAM" within III - Operations

D. FISCAL PROGRAM

1. The Fiscal Year (FY) of the Association is the calendar year (1 January to 31 December).

2. Operations Fund Yearly Budget

The following years budget is prepared by the Chief Financial Officer and Executive Director in February and presented to the Board of Directors.

~~Presented to the National President in early March.~~

~~Presented to the National Vice President of Budget and Finance and the other members of the Financial Oversight Committee in mid to late March.~~

~~Copies in advance of the Spring Conference are mailed to the members of the Budget and Finance Committee.~~

~~Budget and Finance Committee considers it at the Spring Conference and presents the final budget to the delegates.~~

~~That budget is then voted on at the EXCOM immediately following the Spring Conference.~~

3. Capital Equipment Plan

Interest generated within the investments of the Building Fund are set aside for maintenance and upkeep of the Headquarters Building.

A long range plan is prepared by the Executive Director and Chief Financial Officer and presented to the Board of Directors ~~National Vice President for Budget and Finance and the other members of the Financial Oversight Committee.~~

4. Financial Reports

Monthly Operating revenue vs. expense statement against the budget is prepared by the Chief Financial Officer and sent to the Budget and Finance Committee and the Board of Directors. ~~National President, National Executive Vice President, Treasurer and Chair of the Financial Oversight Committee.~~

Monthly overall Operations, Endowment and Building Funds assets/liabilities report is prepared by the Chief Financial Officer and sent to the Board of Directors. ~~Budget and Finance Committee.~~

Monthly investment performance report is sent the Board of Directors ~~National President and members of the Financial Oversight Committee.~~

Reports are given at each conference.

5. Audit

~~Semi annual audit of the book keeping.~~

Full blown certified audit yearly within three months of the end of the fiscal year.

Results presented to the Audit Committee and Board of Directors. ~~Budget and Finance Committee.~~

Published in the *Navy* magazine.

PROCEDURES FOR CHANGING THE OPSMAN

A. CHANGE APPROVAL ~~**ARTICLE VII** of the CONSTITUTION provides that:~~

The Board of Directors ~~National Executive Committee~~ shall approve and publish the Association of the United States Navy Operations Manual (herein shortened to *ausn* OPSMAN) which shall serve as the Association's procedural rules and regulations for the implementation of the provisions of the Association's CONSTITUTION and By-Laws. Those provisions of the *ausn* OPSMAN that are not specifically mandated by the CONSTITUTION and By-laws shall be subject to review and approval ~~ratification~~ by the Board of Directors. ~~National Conference.~~

B. Procedure. Proposed changes to the OPSMAN shall be considered at any Regular or Special Meeting of the Board of Directors ~~National Executive Committee, on 10 days prior notice of the proposed change to the National Executive Committee or by publishing the proposed change to the National Conference at least 24 hours before being brought to a vote.~~

1. Proposed changes should be presented to the Headquarters Staff to be forwarded to the Board of Directors. ~~National Secretary for publication to the National Executive Committee and/or the National Conference in sufficient time to meet the above time frames.~~

C. Format. The proposed change must include the existing language (if any) and the new (proposed) language in its proper place in the text. Letters or words to be deleted from the existing text will bold and have a line through them, e.g. ~~delete~~. Letters or words to be added will be bold and underlined, e.g., **bold and underlined**.

Immediately below the text, a brief statement of explanation for the need for this change and what it does should appear preceded by the word "**RATIONALE**."