



NAVY LEAGUE

of the United States



EXECUTIVE COMMITTEE MEETING ARLINGTON, VA NOVEMBER 3, 2005

MINUTES

The meeting was called to order by the National President, John A. Panneton, at 4:05 p.m.

The following members of the Executive Committee were present:

Pamela K. Ammerman
Evan S. Baker
Paul E. Baldrige
Al J. Bernard
Norman O. Besheer
J. Robert Bishop
Richard M. Brown
Delores D. Coates
Joseph S. Donnell, III
Patricia Du Mont
Morgan L. Fitch, Jr.
Mack C. Gaston
William C. Glynn
Donald F. Hale
Albert J. Herberger
Thomas W. Hoffman
Randy W. Hollstein
William C. Kelley, Jr.
Jack M. Kennedy

William A. Kopper
Hans H. Krucke
Richard C. Macke
J. Michael McGrath
Sheila M. McNeill
James H. Offutt
John A. Panneton
John M. Rau
Robert A. Ravitz
Betty Reese
George E. Slaven, Jr.
Jackson C. Stevens
Robert Sutton
Donald T. TenEyck
Ronald P. Testa
John Tozzi
Donald B. Walker
Thomas W. Wright

The President stated that a quorum was present.

The Mid-Atlantic Region President, George Slaven, offered the prayer which was followed by the Pledge of Allegiance.

A motion was made and seconded to approve the minutes of the Executive Committee meeting held on July 14, 2006, in St. Thomas, USVI. Motion carried.

The President said he would defer the report on his activities until the Board of Directors' meeting scheduled for the next day.

The Executive Director, Stephen Pietropaoli, reported on staff changes since the National Convention stating that Matt Modell, Director of Public Affairs, had left and been replaced by Cynthia Dillon. He added that Evelyn McCamey had been hired as Manager of Executive Services. He then reported on the status of the Navy League building stating that the Bank of Georgetown was in the process of signing a lease for space on the first floor and that the League had a letter of intent from Ray's the Steaks for additional space on the first floor. With regard to office space, he said there was 12,000 square feet remaining on the second floor and 8,000 square feet remaining on the fourth floor. He said the League did not anticipate there would be a positive cash flow from the building until late 2008 or early 2009. He said there were still some issues to be resolved with the building contractor.

Rand Pixa, National Deputy Judge Advocate, presented the proposed amendments to the Bylaws:

Words in brackets are those recommended for deletion; underscored words are recommended for insertion.

5.6 Election of Officers

The Board of Directors shall hold a meeting immediately after the Annual Meeting and by a majority vote of those voting elect the following Officers of the Navy League: President, ten (10) Vice Presidents, Region Presidents, Area Presidents, Treasurer, Corporate Secretary and Judge Advocate to hold office for the ensuing year or until their successors are elected and qualified, and to transact such other business as may come before it. No person shall hold more than one of the above offices and no Officer set forth in this Section shall function as a Council President. The quorum for the election of National Officers shall be the number of those members of the Board of Directors present and voting.

The President, Vice Presidents, Treasurer, Judge Advocate, Corporate Secretary, and Region Presidents shall be Directors. Area Presidents shall be apportioned National Directors; exceptions can be made only with the approval of the National President. Assistant Treasurers, Deputy Judges Advocate, and Assistant Corporate Secretaries may be National Directors.

[At least two months but not more than nine (9) months before the expiration of the President's second term in office, the President shall notify the Directors of

his/her request for election of a President-elect. Such election shall occur at a duly called Board of Directors' Meeting with notice of this business.]

[6.2 President-Elect

Upon the election of a President-elect, he shall have all of the authorities and duties of a Vice President.

The President-elect shall succeed to the Presidency in the event of death, incapacity or resignation of the President and shall perform the duties and exercise the authority of President until the election of a new President at a duly called Board of Directors Meeting with notice of this business.]

6.3 Vice Presidents

The Vice Presidents will assist the President in formulating the policy guidelines for programs and other operations of the Navy League and shall serve such functions as the President shall prescribe, subject to approval by the Board of Directors. Each Vice President shall perform such function(s) as the President may from time to time assign him.

In the event of the death, incapacity, or resignation of the President, [and in the absence of a President-elect,] the member of the Steering Committee designated by the Steering Committee shall perform the duties and exercise the authority of the Presidency unless the Board of Directors shall otherwise provide for the assignment of such duties and authority.

8.2 President

The President shall hold office for no more than [two (2)] **three (3)** consecutive terms.

16.2 Procedure for Review

A proposed amendment to the Bylaws shall be submitted in writing to the National President at least ninety (90) days prior to the next [Annual or Winter Meeting] **meeting** of the Board of Directors. The National President shall submit the proposed amendment to the National Judge Advocate who in turn shall submit the proposed amendment to the Bylaws Committee for review of form and substance. The review shall be completed within thirty (30) days following submission to the National Judge Advocate by the National President. The National President shall then submit the proposal to the Steering Committee and

the Executive Committee for their review and recommendations at the next regular meeting of these Committees. The proposal will then be submitted to the Board of Directors for consideration at their next regular meeting.

A motion was made and seconded to recommend approval by the Board of Directors of the proposed amendments to Section 5.6 of the Bylaws. A vote was taken and the motion carried.

A motion was made and seconded to recommend approval by the Board of Directors of the proposed amendments to Section 6.2 of the Bylaws. A vote was taken and the motion failed.

A motion was made and seconded to recommend that the Board of Directors disapprove the proposed amendments to Section 6.3 of the Bylaws. A vote was taken and the motion carried.

A motion was made and seconded to recommend approval by the Board of Directors of the proposed amendment to section 8.2 of the Bylaws. A vote was taken with 4 in favor and the majority opposed. The motion failed.

A motion was made and seconded to recommend approval by the Board of Directors of the proposed amendment to Section 16.2 of the Bylaws. A vote was taken with 30 in favor and 3 opposed. The motion carried.

National Vice President Al Bernard, Chairman of an Ad Hoc Committee appointed by the President to review Navy League dues and rebates, presented the proposed amendments to the League's Policy on Dues and Rebates (copy attached).

A motion was made and seconded to recommend approval by the Board of Directors of the proposed amendments to the Policy on Dues and Rebates. A discussion followed during which Mr. Bernard stated the Committee had recommended that there not be an increase in regular membership dues.

A motion was made and seconded to amend the original motion to state that the Executive Committee recommended approval by the Board of Directors of the proposed amendments to the Policy on Dues and Rebates with the removal of the proposed amendments to dues and the related notes for corporate membership categories labeled "TBD" for 2010 and 2013. A vote was taken with 24 in favor and 8 opposed. The motion carried.

The Executive Committee resumed discussion on the proposed amendments to the Bylaws, and a motion was made and seconded that the President be directed to ask the Bylaws Committee to review the sections of the Bylaws referring to the President-Elect and consider a suitable period of time for

the President-Elect to hold office before assuming the office of National President. A vote was taken with a majority in favor. The motion carried.

The President stated that, while the Directors had voted in favor of holding only one business meeting annually at the 2006 National Convention, he understood there had been subsequent discussion regarding whether the Navy League should hold one or two meetings annually. A discussion followed during which a motion was made and seconded to reconsider the decision to hold only one business meeting annually. The discussion continued and a motion was made and seconded to table the motion to reconsider until the next National Convention in Palm Springs, California, October 30-November 4, 2007. A vote was taken and the motion carried.

The National Treasurer, J. Robert Bishop, presented the current financial report as of September 30, 2006 (copy attached).

The Chairman of the Investment Committee, Arthur Judson, presented the report of the Investment Committee (copy attached).

Mr. Bishop presented the proposed budget for 2007 (copy attached). Following a discussion, a motion was made to recommend approval by the Board of Directors of the proposed budget for 2007. A vote was taken with 22 in favor and 2 opposed. The motion carried.

There being no further business, the meeting was adjourned at 6.05. p.m.



Linda Hoffman
Senior Director of Administration



Albert J. Herberger
National Corporate Secretary