



CPOA

National Board of Directors

Meeting Minutes

held at

Springfield, Virginia

9-10 April 2007

CPOA National Board of Directors

Meeting Minutes

Monday, 9 April 2007

Call To Order - The National Board of Directors were called to order at 0806, 9 April 2007 at the CPOA National Office, Springfield, Virginia, by National President YNC Jon Adlai Shipp, Sr. (Ret)

Pledge of Allegiance and Moment of Silence.

Roll Call of National Board of Directors - In attendance were:

- President YNC Jon Adlai Shipp, Sr. (Ret), Vice President SKCM Myles Shaw (Ret), Secretary QMCM Jeff Gruber (Ret), Treasurer BMCS Tim Trimble, MKCM Dave Isherwood (Ret), BMCS Jack Crowley (Ret), and YNCS Bruce Garrison (Ret).

MOTION by Bruce Garrison, seconded by Jack Crowley to accept the National Officers Minutes of 18 August 2006 as written.

BOD Election Results - The BOD election was held and we had three candidates who ran unopposed, therefore they are officially elected as National BOD members. The President installed the newly elected BOD members.

REPORTS

President - No report

Vice President - No report

Secretary - No report

Treasurer - Gave verbal report. Installed Western Michigan Chapter Officers in February.

BOD Jack Crowley - No report

BOD Dave Isherwood - No report

BOD Bruce Garrison - No report

OLD BUSINESS

None.

NEW BUSINESS

BOD Criteria - Discussed topics relating to BOD:

- Resolution procedures
- Titles of three BOD members (ie. Regional Advisor)
- Additional Duties
- By Laws/Ops Manual changes

RECESSED at 0854

RECONVIENED at 0906

BOD Criteria (continued) -

- Differences between National Officers and BOD meetings

RECESSED 0934

RECONVIENED 0936

BOD Criteria (continued) - Discussion continued.

Updating the By Laws - The Adhoc By Laws Review Committee has presented a draft copy of the updates that need to be entered into the By Laws from changes approved from 2000 to 2006. The BOD members were given copies to review and send feed back to the National President.

CPOAA National Officers - The CPOA Auxiliary National Treasurer and the National President offices were vacant. The National Vice President has assumed the office of National President. The National President can go ahead and appoint a National Vice President.

RECESSED 1000

RECONVIENED 1012

MOTION by VP, seconded by Bruce Garrison, to have the CPOAA National President appoint a National VP prior to Convnetion. **CARRIED.**

By Laws - Discussed possible proposed changes.

- Difference between By Laws and Ops Manual
- Procedures for making changes to By Laws and Ops Manual

MOTION by NT, seconded by NVP, that the BOD members go over the draft updated By Laws and present the NP with any corrections/additions prior to April 30th. **CARRIED**

2007 Convention - Discussed need/possibility of any changes.

- Procedures of Convention
- Delagate seating arrangements

RECESSED 1114

RECONVIENED 1137

2007 Convention (continued) -

- Focus of Convention attendees.
- Reasons for attending convention
- Accreditation procedures
- How to encourage active duty members to attend
- Interest free loans to attendees

MOTION by Dave Isherwood, seconded by NT, to delete the word "primary" in section 5. 3. f.. of the By Laws regarding the \$2000 interest free loan to attend Convention. **CARRIED**

- Registration fees and funding
- Personnel to help work the Convention (ie. volunteers)

RECESSED 1210

RECONVIENED 1211

- Accountability of funds

RECESSED 1306 for lunch

RECONVIENED 1550

- Dates of Convention determined earlier
- Chiefs Mess and CPOA relationship discussion at Convention

Honors Program - Recieved correspondance from MCPO-CG concerning the Honors Program to be held 22 May 2007. The budgeted funds from the CPOA have been approved for the program.

MOTION by Bruce Garrison, seconded by Jack Crowley, to provide the MCPO-CG's office \$1,500 in support of the EPOY Honors Program. Five (5) \$200 face value savings bonds will be purchased and the other \$1000 will be utilized for other Honors Program expenses. **CARRIED**

Mt. Hood Chapter - The Mt. Hood Chapter President informed the National Office that it is no longer functioning. The ED will take care of the request to desolve.

New Branches - The National Office recieved requests from Alameda, CA, St. Louis, MO, and Seattle, WA to establish new CGEA Branches

MOTION by NT, seconded by Jack Crowly, to accept Alameda, CA's, St. Louis, MO's, and Seattle, WA's requests to establish CGEA Branches

Cox Communications - Information was received concerning internet services available from Cox Communications.

MOTION by Bruce Garrison, seconded by NVP, to refer Cox Communications internet services letter to the Budget Committee. CARRIED

RECESSED 1644

RECONVIENED 1655

CPOA Calendar - Harris Connect sent a refund of \$698.00 from the sale of CPOA Calendars. The BOD is the CPOA Calendar Committee and will receive historical photos of the CG or CPOA to put into the calendars.

CCCAF - A service charge (\$12.00) is being required due to the money being in a separate account.

MOTION by Jack Crowley, seconded by the NT, to incorporate the CCCAF funds with the General Fund and keep a line item in the CPOA Budget This was discussed at the last Convention and adopted but was not carried out yet. CARRIED

Juneau Chapter Special Project request - Juneau Chapter requested authorization to utilize the CPOA logo on a Unity/Recognition coin to be offered for sale.

MOTION by NT, seconded Bruce Garrison, to have the NP contact the Juneau Chapter and advise them that if they drop the word unity, due to conflict with another Chapter's coin, their request will be approved. CARRIED

New Chapter Request - A request has been made to start a chapter in the Valdez, Alaska. The National Office is still waiting for all the necessary paper work.

MOTION by NT, second by Jack Crowley, to remove the PACAREAINST 1050.1 from the CPOA web site. CARRIED

Membership dues - Still have members paying less than the \$24.00 annual dues. The ED prepared lists of individual chapters who have members paying less than \$24.00 annual dues. The Regional Advisors will make efforts to contact those members.

Annual Gross Receipts - Some chapters are still not returning the paperwork to the National Office.

RECESSED 1749 until 10 April.

Tuesday, 10 April 2007

RECONVIENED 0800

Roll Call of National Board of Directors - In attendance were:

- President YNC Jon Adlai Shipp, Sr. (Ret), Vice President SKCM Myles Shaw (Ret), Secretary QMCM Jeff Gruber (Ret), Treasurer BMCS Tim Trimble, MKCM Dave Isherwood (Ret), BMCS Jack Crowley (Ret), and YNCS Bruce Garrison (Ret).

NEW BUSSINESS (continued)

RECESSED 0816

RECONVIENED 0821

CCCAF (continued) - Discussion continued.

25 Year Pin - Continue and look at other recognitions for more years via certificate.

Town Hall Meeting -

- New idea in progress
- What is the goal?

RECESSED 0851

RECONVIENED 0905

Presidents Outstanding Chapter Award - The NP has not recieved anything from the Chapters that volunteered to look at recommendations on changes to the criteria. The Ops Manual does not specify the begining and ending dates.

RECESSED 0935

RECONVIENED 0939

"The Chief" Magazine - Discussed the following topics:

- Dates of publication

RECESSED 1000

RECONVIENED 1010

"The Chief" Magazine (continued) -

- Possibility of upgrading magazine

By Laws - Discussed how to move info from the By Laws to the Ops Manual. The NVP will develop a resolution.

MOTION by NS, seconded by Bruce Garrison, to approve the proposed changes to the By Laws to be presented in a future resolution. **DEFEATED**

National Board of Directors Resolution No. 1 (Convention Votes) - Reviewed and discussed the resolution. (See Enclosure 1)

National Board of Directors Resolution No. 2 (Convention Interest Free Loan) - Reviewed and discussed the resolution. (See Enclosure 2)

RECESSED 1125

RECONVIENED 1155

Mobile Resolutions No. 1 thru 6 – Reviewed and found to be in order. (See Enclosures 3 thru 8)

National Office - Discussed topics concerning the National Office.

- Review funding possibilities for more assistance
- Need for call in help for specific tasks as they occur
- ED will develop a request for funding for the budget committee to consider
- Storage concerns
- Security system
- New computer equipment
- Identify needs

RECESSED 1224

RECONVIENED 1333

Gioco Presentation - Mike Backer gave a presentation.

Membership - Discussed concerns on getting more members.

- Town Hall Meeting ideas
- Difference between Chiefs Mess and CPOA
- Topic for Gold Badge Panel
- Initiations and membership

RECESSED 1440

RECONVIENED 1444

GOOD OF THE ORDER

The NP presented \$1000 to the CCCAF in the name of JASS Inc.

MOTION by NS, seconded by Bruce Garrison to adjourn. **CARRIED**

1505 Meeting adjourned.

Jeff Gruber
National Secretary

LIST OF ENCLOSURES

Encl. Description

- 1 National Board of Directors Resolution No. 1 {Convention Votes}
- 2 National Board of Directors Resolution No. 2 {Convention Interest Free Loan}
- 3 Mobile Chapter Resolution No. 1 {Amendments and Resolutions}
- 4 Mobile Chapter Resolution No. 2 {Amendments and Resolutions}
- 5 Mobile Chapter Resolution No. 3 {Convention Delegation}
- 6 Mobile Chapter Resolution No. 4 {National Elections}
- 7 Mobile Chapter Resolution No. 5 {Discipline and Jurisdiction}
- 8 Mobile Chapter Resolution No. 6 {Correction to NO & BOD Term of Office}

National Board of Directors Resolution No. 1

TITLE: CONVENTION VOTES

WHEREAS: The re-organization of the Board of Directors has brought a change to convention voting.

WHEREAS: The National Board of Directors shall be the governing body of the association and vested with the management of the affairs of the association between Annual Conventions and shall consist of The National Officers, and 3 Directors.

WHEREAS: Every member has the right to vote at the annual convention.

THEREFORE,
LET IT BE

RESOLVED: That By Laws Section V, 4, c, (1) be changed to read:

“The National Board of Directors shall be voting members, except the President who may cast a vote to make or break a tie.”

This is to certify that on 10 April 2007, with a quorum present at a regular meeting of the National Board of Directors, this resolution was proposed, read, debated, and adopted by majority vote.

J. A. Shipp, Sr.
President

M. F. Shaw, Jr.
Vice President

J. L. Gruber
Secretary

T. A. Trimble
Treasurer

J. F. Crowley
BOD Member

D. T. Isherwood
BOD Member

B. D. Garrison
BOD Member

National Board of Directors Resolution No. 2

TITLE: CONVENTION INTEREST FREE LOAN

WHEREAS: Sections V, 3, e, (f) allows for a Chapter/Branch to request an interest free loan not to exceed \$2,000.00.

WHEREAS: Our current requirement of an Annual meeting only produces approximately 1/3 of the Primary Delegates/Chapter Presidents.

WHEREAS: Recent changes to the Board of Directors no longer require that the Chapter President attend Convention.

WHEREAS: A delegate from a Chapter can be any member of the Chapter.

THEREFORE,

LET IT BE

RESOLVED: That By Laws Section V, 3, f, be changed to read:

“The National Board of Directors may authorize an interest free loan, not to exceed \$2,000.00, to a Chapter or Branch for the purpose of delegate representation at the Annual Convention.”

This is to certify that on 10 April 2007, with a quorum present at a regular meeting of the National Board of Directors, this resolution was proposed, read, debated, and adopted by unanimous vote.

J. A. Shipp, Sr.
President

M. F. Shaw, Jr.
Vice President

J. L. Gruber
Secretary

T. A. Trimble
Treasurer

J. F. Crowley
BOD Member

D. T. Isherwood
BOD Member

B. D. Garrison
BOD Member

Mobile Chapter Resolution No. 1

TITLE: AMENDMENTS AND REVISIONS

WHEREAS: Section IX requires approval of the membership.

WHEREAS: Approval of the membership is defined to mean the entire membership.

WHEREAS: Less than 2 percent of the entire membership attends convention.

WHEREAS: The association has a letter from our attorney stating "The D C Code does not allow for a change of the resolution without submission and publication to the membership at large, prior to the convention itself" and

WHEREAS: The association attorney further states "Plainly speaking "no resolution/amendment can be altered on the convention floor."

WHEREAS: Currently, alteration of a resolution during convention, extends taking action by one year.

WHEREAS: Roberts Rules of Order allows for amendments to resolutions that change the By Laws, that are within the "scope of the resolution."

THEREFORE,
LET IT BE

RESOLVED: By Laws Section IX 1 be changed to read:

1. The By Laws may be amended as needed and must be in compliance with the Code of the District of Columbia for Non-Profit Business. By Laws amendments, revisions and/or changes, shall be submitted and published in advance in accordance with Section V 3.b and b.(1). By Laws amendments, revisions and/or changes shall only be made by action of the Annual Convention, provided that notice of such Convention has been previously given to the general membership. and

Add subparagraph a to paragraph 2 to read:

- a. Every member in good standing, registered as attending convention may have privilege of the floor and vote on revisions and/or amendments, minor, pen and ink, or other changes to the By Laws.

This is to certify that on 7 March 2007, with a quorum present at a regular meeting of the Mobile Chapter, this resolution was proposed, read, debated, and adopted by unanimous vote.

CPO Alex Chapman
President

SCPO Jack Crowley
Secretary

Mobile Chapter Resolution No. 2

TITLE: AMENDMENTS AND REVISIONS

WHEREAS: Operations Manual Section XIII does not clearly define the process for amending or revising the Operations Manual.

THEREFORE,
LET IT BE

RESOLVED: That Operations Manual Section XIII be changed to read:

Amendments and Revisions

1. The Operations Manual may be amended as needed and must be in compliance with the By Laws and approved by the action of an Annual Convention. Recommended changes to this manual are to be forwarded to the By Laws Committee.
2. Every member in good standing, registered as attending convention may have privilege of the floor and may vote on revisions and/or amendments, minor, pen and ink, or other changes to the Operations Manual.
3. Changes to the Operations Manual shall require a 2/3 vote (of those voting) for approval.
4. Interpretation of the Operations Manual must be accomplished by the action of an Annual Convention.

This is to certify that on 7 March 2007, with a quorum present at a regular meeting of the Mobile Chapter, this resolution was proposed, read, debated, and adopted by unanimous vote.

CPO Alex Chapman
President

SCPO Jack Crowley
Secretary

Mobile Chapter Resolution No. 3

TITLE: CONVENTION DELEGATION

WHEREAS: The By Laws state the Convention Delegation "shall act as representatives of the membership"

WHEREAS: The Chapter Presidents are no longer the National Board of Directors, therefore membership representation must be restated.

WHEREAS: Convention votes are currently controlled by 1 vote per Chapter, irrespective of the total number of members assigned to a particular Chapter.

WHEREAS: Members at Large are currently excluded from representation during convention.

THEREFORE,
LET IT BE

RESOLVED: That By Laws Section II 2 a be changed to read as follows:

- a. The Convention Delegation shall be the governing body of the Association during Annual Convention. The authority of the Annual Convention shall be restricted to the By Laws and laws of the District of Columbia." And

That By Laws Section V 3.d be changed to read:
(see attached) and

That the Delegate Accreditation and Proxy Authorization/Accreditation forms be modified and/or created accordingly. (samples attached)

This is to certify that on 7 March 2007, with a quorum present at a regular meeting of the Mobile Chapter, this resolution was proposed, read, debated, and adopted by unanimous vote.

Alex Chapman
President

Jack Crowley
Secretary

c. Convention Delegates

- (1) Chapters may send as many delegates as it wishes as long as they are regular members in good standing in accordance with current CPOA By Laws, and shall act as the representatives of their membership. Registration fees must be paid before delegates may be accredited. No fees shall be charged for proxy votes. Only regular members may sign proxies. Delegates or proxies in excess of (2) and (3) below shall not be accredited.
- (2) The Convention Delegation shall consist of one accredited delegate of each Chapter plus one additional delegate per 100 members and fraction thereof, assigned to the Chapter as of 31 May, in the year of the Annual Convention.
- (3) In addition, one Delegate from each Chapter chartered after 31 May, in the year of the Annual Convention, may be accredited and the Chapter shall be entitled to one vote until 31 May of the following year.
- (4) Delegates shall be regular members in good standing and accredited in writing. Written accreditation must be signed by the Chapter President (or in President's absence, by another elected Chapter Officer) and presented to the convention chairman.
- (5) Delegates will be categorized as follows:
 - (a) Primary Delegate-Member of Chapter selected to serve as delegate.
 - (b) Alternate Delegate-Any member of the Chapter.
- (6) Accreditation shall be in accordance with current Parliamentary Authority.

d. Voting

- (1) The voting body of the Chief Petty Officers Association Annual Convention shall be the accredited Chapter delegates, accredited Members at Large, Past National Presidents and Gold Lifetime Members.
 - (a) Each Chapter Delegate is entitled to one vote and one proxy vote for another Chapter Delegate, not to exceed the number of Chapter Delegates authorized.
 - (b) A Regular Member at Large (MAL) of the Chief Petty Officers Association, may be accredited and cast one vote upon payment of the registration fee and cast one proxy vote for another Regular Member at Large, provided they have been on the CPOA membership roles as a MAL for a minimum of one year, as of 31 May in the year of the Annual Convention.
 - (c) Each Past National President (PNP) and Gold Lifetime Member (GLM) voting as a PNP or GLM upon payment of the registration fee may cast one vote and one proxy vote for another PNP or GLM not in attendance.

- (2) All proxy votes must be certified in writing. Proxy Voting Authorization forms shall be provided with the call to convention. MAL's, PNP's, and GLM's shall request proxy forms from the National Office.
- (3) The National Officers shall be non-voting members, except the Presiding Officer may cast a vote whenever his vote will affect the result. (cause or break a tie, cause or block 2/3, etc.)
- (4) A list of delegates, alternates, and proxies shall be made available to the Convention Delegation during the first session of the Annual Convention.
- (5) A quorum at Annual Convention consists of a majority of accredited delegates registered as attending.
- (6) When an Executive Session is called during Annual Convention, it shall include all accredited convention delegates, National Officers and National Officers elect. If it is determined that the subject matter to be discussed could be detrimental to the character of a member(s), then that member(s) may be excluded. All other sessions of the convention shall be open to all members and guests.

Mobile Chapter Resolution No. 4

TITLE: NATIONAL ELECTIONS

WHEREAS: Paragraph 1 f and 1 g do not relate to the election process.

WHEREAS: Participation in the last 3 elections has been less than 10%.

WHEREAS: Participation in the governing body averages less than 2%

WHEREAS: The election process is largely name recognition versus actual knowledge of the candidates, what they do for CPOA and how they stand on issues.

WHEREAS: Election discrepancies were noted in the Executive Directors election report.

THEREFORE,
LET IT BE

RESOLVED: That By Laws Section IV. 1 f be moved to Section III. 8 and changed to read:
i. Should the President's office become vacant, the Vice-President shall fill that office. Any vacancies occurring among the other elected officers shall be filled by appointment of the Board of Directors.

That By Laws Section IV. 1 g be moved to Section III. 9

That By Laws Section IV. Be changed in it's entirety to read:
(see attached)

This is to certify that on 7 February 2007 , with a quorum present at a regular meeting of the Mobile Chapter, this resolution was proposed, read, debated, and adopted by unanimous vote.

Alex Chapman
President

Jack Crowley
Secretary

1. Procedures for Elective Offices

- a. The Nomination/Ballot Committee shall receive all nominations.
 - (1) The National President shall appoint the Nomination/Ballot Committee Chairman during the Annual Convention prior to the election year.
 - (2) Address for Nomination/Ballot Committee shall be published in the January edition of THE CHIEF and on the association web site of the election year.
 - (3) Eligibility information shall be provided to the Nomination/Ballot Committee by the National Office.
- b. Nominations for National Officers and Board of Directors shall open the 1st day of April and close the last day of May in every year divisible by 3.
 - (1) Nominations shall be forwarded to the Nomination and Ballot Committee via Regular mail, Email, or Fax.
 - (2) The Nomination Package shall contain current membership status, a current resume, statement containing the reason for seeking office and a current photo of the candidate.
 - (3) The nomination package, less the membership information, shall be published in the July edition of THE CHIEF in each election year.
- c. Election of Officers and Directors shall be conducted during the Annual Convention in every year divisible by 3. Candidates' names shall be placed on a ballot in the order the nominations are received by the Nomination and Ballot Committee. Election shall require a majority of those voting. In the event no candidate receives a majority, a ballot shall be prepared containing the candidates receiving the 1st and 2nd largest number of votes. Voting shall continue until the offices are filled by majority vote.
- d. The time and place of balloting shall be made known during the first session of the Annual Convention in which elections are held. Elections shall become effective and Installation of Officers shall occur during the Good of the Order. In the event an Installation Ceremony is not conducted, elections would become effective immediately following adjournment of the Annual Convention.
- e. In the event a nominated person wins an election and prior to being installed, determines that for any reason, s/he cannot serve, the position shall be filled by the next nominated person receiving the next highest number of votes.
- f. Every member in good standing of the Chief Petty Officers Association shall be entitled and may vote in each National Election. Each member may vote for one candidate for each National Officer and 3 cumulative votes for Directors. Absentee or Proxy voting shall not be permitted.

Mobile Chapter Resolution No. 5

TITLE: DISCIPLINE AND JURISDICTION

WHEREAS: Previously our Board of Directors were responsible for Discipline to include National Officers.

WHEREAS: Our Board consisted of the Chapter Presidents.

WHEREAS: Our Board now consist of the National Officers and 3 Board Members.

WHEREAS: The Board would be responsible for the discipline of themselves and the General Membership, without accountability to the membership.

THEREFORE,
LET IT BE
RESOLVED: Change Section VIII to read:

Discipline and Jurisdiction

1. The Board of Directors will have jurisdiction over the General Membership of the Association to include National Officers and Board Members between Conventions and shall be governed by current Parliamentary Authority. All disciplinary actions of the Board of Directors is subject to ratification of the membership. The Board of Directors shall report all disciplinary actions taken each year to the Annual Convention.
2. The Convention Delegates shall have jurisdiction over the General Membership, National Officers and Board of Directors during the Annual Convention and shall be governed by current Parliamentary Authority.
3. In the unfortunate event a trial, removal from office or revocation of membership should become necessary it shall be conducted in accordance with current Parliamentary Authority, both leading up to and including the specific process itself. Trials, Removal from Office and Revocation of Membership shall be held during Annual Convention. The National Board of Directors shall take all necessary action between Annual Conventions in the event of illegal activity by a National Officer, Board Member or the General Membership, and is subject to ratification of the membership.
4. A member has the right of appeal to any action. Rulings on appeals shall be by action of the Annual Convention.
5. Members are expected to maintain their conduct so as not to discredit the Coast Guard or the Association.

This is to certify that on 7 February 2007, with a quorum present at a regular meeting of the Mobile Chapter, this resolution was proposed, read, debated, and adopted by unanimous vote.

Alex Chapman
President

Jack Crowley
Secretary

Mobile Chapter Resolution No. 6

TITLE: CORRECTION TO NATIONAL OFFICER AND BOARD OF DIRECTORS TERM OF OFFICE

WHEREAS: The current wording states "a term not to exceed 3 years."

WHEREAS: The current wording is not recommended by current parliamentary authority

WHEREAS: Current officers could not continue to serve in the event no one is elected as successor.

WHEREAS: Removal of an officer for cause can only be accomplished by trial because there is no provision for a successor.

THEREFORE,
LET IT BE

RESOLVED: Change By Laws Section III 1. to read:

"The National Officers shall consist of the President, Vice-President, Secretary, and Treasurer, for a term of not more than 3 years, or until their successor is elected." And

Change By Laws Section II 1. a. by adding after "3 elected Directors."

The term of office for the Board shall not exceed 3 years or until a successor is elected.

This is to certify that on 7 February 2007, with a quorum present at a regular meeting of the Mobile Chapter, this resolution was proposed, read, debated, and adopted by unanimous vote.

Alex Chapman
President

Jack Crowley
Secretary