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NAVAL HISTORICAL FOUNDATION

1306 Dahlgren Avenue, S.E.
Washington Navy Yard, D.C. 20374-5055
Phone (202) 678-4333 ♦ Fax (202) 889-3565
E-Mail nhfwny@navyhhistory.org
Website: www.navyhistory.org

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MINUTES OF THE ANNUAL MEETING OF MEMBERS 18 June 2011

The 85th Annual Meeting of the Naval Historical Foundation was called to order by the Chairman, Admiral Bruce DeMars, at 1130 on Saturday, 18 June 2011 in the Cold War Gallery of the U.S. Navy Museum. Over 100 Foundation members were present, as well as nearly 200 guests. (See Attachment 1 for agenda.)

Adm. DeMars welcomed all members and guests, including Chairman Emeritus Adm. Holloway and former CNO and long-time NHF member Adm. Watkins. Adm. DeMars congratulated Vice Chief of Naval Operations Adm. Greenert, recently nominated to relieve Adm. Roughead as CNO. Mr. David Leighton was recognized as lead donor in support of the Cold War Gallery capital campaign. Adm. DeMars thanked Vice Adm. Doyle for his continued strong support of NHF. Mrs. Rickover received a special welcome.

NHF President, Vice Adm. Dunn, presented the June 2010 Annual Meeting minutes which were unanimously approved by member voice vote.

Vice Adm. Dunn recognized the Foundation's Volunteer of the Year, Ms. Ana Quijano, for her dedicated work in support of the Foundation's programs, particularly her personal involvement on behalf of NHF at the 9th Maritime Heritage Conference in Baltimore in September 2010. Ms. Quijano was presented with a Board-approved resolution (see Attachment 2) and a pen made from the wood of USS *Constitution*.

The next item of business was the election of Directors. Per the By Laws, since the last Annual Meeting the Board has elected, on an interim basis, Dr. David A. Rosenberg to serve on the Board. In addition, the three year terms of Board members Rear Adms. Gaston and Marsh, Drs. Dudley and London, and Cpts. Cooper and Noone expire as of this meeting. All have agreed to serve follow-on three year terms if elected. All seven of these directors were elected or reelected by unanimous vote of members present.

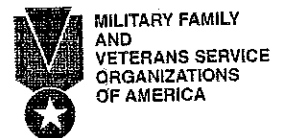
Vice Adm. Dunn followed with the Membership Report, noting that we currently have nearly doubled our 1,140 members due to an effective direct mail campaign that is reaching out to an additional 100,000 naval history enthusiasts. Notable member deaths include former Foundation director and legal advisor Rear Adm. Tom McClellan.

Finance Committee member, Rear Adm. Marsh, reported on the financial status of the Foundation for 2010 and early 2011, the "headlines" for which are at Attachment 3.



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Rear Adm. Rowden gave the Audit Committee report stating that the Foundation received an "Unqualified Opinion" from our auditors, Councilor, Buchanan and Mitchell. The audit's financial statements will be made available on the Foundation's website.

The Board having voted at the earlier Board Meeting to recommend a revised set of By Laws for the Foundation, those By Laws were presented to the assembled members for approval, which was accomplished by a majority vote of member's present (Attachment 4).

There being no other new business, ADM DeMars adjourned the annual meeting at 11:55 am, so that the members and guests might attend the ribbon cutting ceremony for the new Covert Submarine Operations exhibit which forms a part of the Navy Museum's Cold War Gallery.

Respectfully submitted,



Charles T. Creekman
Executive Director

Attachments:

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| 1. Agenda | 1 |
| 2. Volunteer of the Year Resolution | 2 |
| 3. 2009/2010 Financial "Headlines" | 3 |
| 4. Revised By Laws | 4 |