



NAVAL HISTORICAL FOUNDATION

*Preserving and Honoring the Legacy of Those Who Came Before Us
Educating and Inspiring the Generations Who Will Follow*

November 14, 2022

Dear Foundation Members,

I write to provide notice of a special meeting of The Naval Historical Foundation (NHF) on 7 December 2022, to approve a recommendation from the NHF Board of Directors to discontinue operations and dissolve NHF as an independent nonprofit corporation. This action, to be accomplished in accordance with DC law, would occur following the transfer of missions and assets to the U. S. Naval Institute which will continue to advance our naval history missions. This organizational realignment would be completed by 31 December 2022.

The NHF, founded in 1926, began with financial backing from the Naval Institute almost 100 years ago. The decision to recombine functions and assets back into the Institute is a course of action recommended by the NHF board in view of declining membership, operating costs exceeding revenue despite best efforts to reduce expenses, a declining investment account balance, and the lack of significant new sources of income. Importantly, the two organizations are already partially aligned in that they share missions in support of naval history.

Collaborating with the Naval Institute in this way offers an opportunity to enhance NHF's missions of preserving, honoring, educating, and inspiring through the study of naval history thereby promoting the importance of sea power and the maritime domain. Reconnecting to the financially stronger Naval Institute and its much larger membership base will provide an even greater opportunity to deepen the appreciation of naval history.

The Naval Institute, in assuming an expanded array of naval history programs and activities from NHF will enhance the depth and breadth of its history offerings, providing greater visibility and stature to the subject. The robust on-line and social media presence of the Naval Institute will offer increased presence and prominence for history-related content.

Existing NHF members who are also current Naval Institute members will receive *Naval History* magazine in addition to the Naval Institute *Proceedings* magazine. Existing NHF members who are not current Naval Institute members will become History Members and receive the *Naval History* magazine. NHF Digital members will become Naval Institute Digital History members.

NHF's Board of Directors has unanimously approved proceeding with the negotiation of an agreement to transfer the NHF missions and assets to the Naval Institute, and subsequent dissolution of NHF as required by DC statute. A vote to formally ratify the agreement and recommend dissolution to the membership is scheduled for the semi-annual Board meeting on 7 December 2022. The Naval Institute Board of Directors has been fully briefed and has already approved the terms of the agreement pending an affirmative vote by NHF membership.

We are on track to finalize the turnover by the end of 2022, with your approval at a **special meeting of the membership that will be held on 7 December 2022 at 1 PM in the Museum Education Center of the National Museum of the United States Navy.**

While I encourage you to attend the membership meeting in person, we understand doing so may not be convenient or possible. You are therefore welcome and encouraged to appoint a proxy to attend the meeting and vote on the enclosed resolution to dissolve the Naval Historical Foundation on your behalf by completing and returning the enclosed Proxy Appointment Form.

Completing the enclosed Proxy Appointment Form is easy and will ensure your vote is counted. To appoint a proxy, just follow these steps:

1. Check either the first or second box in Section 1. If you check the second box, please fill in the name of an individual who will attend the meeting and vote on your behalf.
2. Check either the first or second box in Section 2. You may also choose not to check either box, in which case your proxy may vote on your behalf as he or she sees fit.
3. Sign and print your name. Please also fill in your address information, which will help us to confirm the validity of the proxy.
4. Return the form to us by either:

Mailing it to: NHF
 P.O. Box 15304
 Washington, DC 20003

or

Emailing a scanned copy of the signed Proxy Appointment Form to our office manager, Gunnery Sgt. (Ret.) Harold Bryant at hbryant@navyhistory.org.

So long as your valid and signed Proxy Appointment Form is received by us prior to the Membership meeting and your proxy is present at the meeting, your proxy's vote on your behalf will be counted.

In closing, I ask that each of you try to make it in person or designate a proxy for the membership meeting on 7 December. Combining NHF into USNI, I believe, is the best way to perpetuate NHF's mission and honor its legacy. As our By-Laws require membership consent, I need your support to make that happen. You may register to attend the meeting through a link that will be posted on our webpage or by e-mailing our office manager, Gunnery Sgt. (Ret.) Harold Bryant at hbryant@navyhistory.org

Sincerely,



William J. Fallon
Admiral, U.S. Navy (Retired)
Chairman of the NHF Board of Directors