

**INTERNATIONAL PROPELLER CLUB OF THE UNITED STATES  
PORT OF TAMPA, INC.**

**BYLAWS**

**ARTICLE I - PURPOSE**

The purpose of the International Propeller Club of the United States Port of Tampa, Inc., is to develop a better understanding of the Maritime Industry in the Port of Tampa and to foster professional dialogue and development in and between the various businesses and professions connecting the related Maritime Industry within the port.

**ARTICLE II - NAME**

When used hereinafter, the word CLUB shall mean the International Propeller Club of the United States Port of Tampa, Inc. and BOARD shall refer to the Board of Directors of the Club.

**ARTICLE III - ELECTION OF MEMBERS**

Section 1. Regular Members: The name of a newly proposed Regular member, having been proposed by any member, shall be submitted to the Club with a completed application form and appropriate dues and fees.

Section 2. Student Members: Persons who are duly registered students of maritime academies or marine architecture, engineering, foreign and domestic commerce, trade and transportation, business administration, economics and allied courses, in U.S. colleges, universities or community colleges, high schools or trade schools.

Section 3. Honorary Members: Persons who have rendered exceptionally distinguished service to the maritime industry or Port of Tampa may be designated "Honorary Members" upon their retirement from active involvement in the maritime community. To qualify for Honorary Membership status upon retirement, an active member must have been a member of the Propeller Club for a minimum of five (5) years. Honorary Members may be proposed at any time. The Membership Committee shall review Honorary Membership status prior to the annual meeting. Any Honorary Member who is no longer active may be removed from the role of Honorary Members and any active member who has retired during the preceding membership year may be proposed for Honorary Membership. The roll of Honorary Members shall be published at the annual meeting.

Section 4. Courtesy Members: Persons whose active membership is desired by the Board of Directors may be designated Courtesy Members by the Board, upon recommendation of the Membership Committee. The role of Courtesy Members shall be reviewed each year by the Membership Committee, prior to the annual meeting.

Section 5. Senior Members: Persons who have been members of any local Propeller Club port for a period of not less than five years who are retired from their employment and whose membership the Board of Directors desires to retain, may be designated by the Board as Senior Members. The Board shall review the role of Senior Members each year, prior to the annual meeting.

Section 6. Nomination: Any member may nominate any person for Regular membership, Student membership, Honorary membership, Courtesy membership, or Senior

membership by submitting to the Membership Committee the name of the person together with a completed application form approved by the Membership Committee. The Committee on Membership, after making due investigation, shall submit the name of the proposed new member, with its recommendation to the Board. The Board shall then review the action of the Committee and sustain or reject the decision or refer it back to the Committee for further consideration and action.

Section 7. Limitation on Honorary and Courtesy Members: The total number of Honorary Members and Courtesy Members elected shall not exceed 5% of the number of Regular Members at the time of election.

#### **ARTICLE IV - FEES AND DUES**

Section 1. Fees: Initiation fees shall be as determined by the Board.

(a) Any application for membership received with six (6) months or less remaining in the fiscal year (see Article X, Section 4), shall pay one half (50%) of the yearly dues.

Section 2. Dues: Membership dues shall be determined by the Board.

Section 3. Functions: The price of individual meals and functions shall be determined by the Board and/or the Chairman of the Program Committee.

#### **ARTICLE V - MEETINGS**

Section 1. Annual Meeting: The Annual Meeting shall be held in June of each year, at which time the annual election of directors and officers shall be held.

Section 2. Quorum of Club: Ten percent (10%) of the membership shall constitute a quorum at all meetings of the Club.

Section 3. Regular Meetings: Regular meetings of the Club and the Board shall be held monthly at such date as the Board may determine.

Section 4. Special Meetings:

A. Of the Board: Special meetings of the Board may be called by the President whenever deemed necessary, or upon the request of three (3) members of the Board, due written notice having been given to all Board members five (5) days prior to the date of the meeting, by mail, fax or e-mail.

B. Of the Members: Special meetings of the Members may be called by the Board whenever deemed necessary, or by Ten Percent (10%) of the membership made by written request to the President. Notice of any special meetings of the members shall be given at least fifteen (15) days prior to the date of the meeting by mail, fax or e-mail as may be appropriate.

Section 5. Quorum of Board: A majority of the Board members shall constitute a quorum of the Board. In absence of a quorum, the Board may continue its meeting but any decisions made requiring a vote must be confirmed by vote at the next full quorum Board meeting.

Section 6. Order of Business: At all business meetings of the Club and Board, the order of business may be as follows: (1) Call to Order; (2) Approval of Minutes; (3) Reports of Committees; (4) Old Business; (5) New Business; (6) Elections; (7) Adjournment.

## **ARTICLE VI - BOARD OF DIRECTORS**

Section 1. Composition and Installation: The property and affairs of the Club shall be managed by twelve (12) Directors and seven (7) Officers, all of whom must, during their entire term of office, be Regular members of the Club in good standing. Six (6) Directors shall be elected by the membership at the annual meeting and shall be installed at the June meeting each year to serve two (2) years from the date of their election, or until their successors are installed, except in the case of a Director appointed to fill an unexpired term, who shall serve for the balance of the administrative year. Officers, with the exception of the secretary and the treasurer, will be elected to one-year terms and cannot be elected to the same position, for more than two (2) consecutive terms, nor may Directors be elected for more than two (2) consecutive terms. The secretary and treasurer will be elected to two-year terms and may serve two additional consecutive terms by a majority vote of the Board. If nominations cannot be made or are not made in compliance with Article VII, Section 1, the President can postpone the election up to three (3) regular meetings after the annual meeting and installation shall be performed at the next regular meeting subsequent to the election.

Section 2. Vacancies: In the event of a vacancy in any office, or in the Board, the Nominating Committee will propose a replacement to the Board and the Board shall appoint a successor to serve for the balance of the administrative year.

Section 3. Composition of the Board: The President, Vice Presidents, Secretary and Treasurer, the Immediate Past President and the Directors shall make up the Board. All Officers shall be empowered to vote, but the presiding officer shall have authority to vote only in the event of a tie on any matter.

Section 4. Committee Chairmen Ex Officio Members of Board: The Chairman of all working committees enumerated in Article VII of the Bylaws shall be ex officio members of the Board and shall attend meetings of the Board. The Chairmen of the committees shall not be empowered to vote at the meetings of the Board except in such cases as they may be members of the Board or hold an office in the Club in addition to being such committee chairmen.

Section 5. Other Ex Officio Members of Board: The U.S. Coast Guard Captain of the Port of Tampa, or the designee of the Captain of the Port shall be an ex officio member of the Board and may attend meetings of the Board, but shall not have voting privileges. The Board may appoint other ex officio members to the Board, but such ex officio Board members shall not have voting privileges.

Section 6. Participation of Officers and Directors: Repeated absence of Officers or Directors at more than half of scheduled Board meetings or malfeasance of any Officer or Director, whether related to Club business or other matters, may result in their replacement. The Board may take action on any Officer or Director at any time, but action related to absence from

Board meetings may be taken only after the sixth meeting. Removal of an Officer or Director for any reason shall require a minimum of 10 Board Members in favor of removal.

## **ARTICLE VII –ELECTION OF OFFICERS AND DIRECTORS**

Section 1. Procedure for Nomination: Nominations for President, Vice Presidents, Secretary and Treasurer and for Directors to replace the outgoing officers and Directors shall be made by the Nominating Committee and shall be filed with the Secretary not less than thirty (30) days prior to the annual meeting.

Section 2. Procedure for Election: The members shall be notified of such nominations not less than twenty (20) days prior to the annual meeting. Additionally, nominations may be made independently by any fifteen (15) members of the Club, who shall file with the Secretary the names of such nominees over the signatures of the nominating members, not less than fifteen (15) days prior to the annual meeting, such member nominations must be mailed to each member of the Club at least ten (10) days prior to such annual meeting. No candidates for Membership to the Board shall be balloted other than those proposed in either one of these procedures. The Board shall fill all vacancies on the Board, which arise during the year in accordance with ARTICLE VI, Section 2.

## **ARTICLE VIII - DUTIES OF OFFICERS**

Section 1. Immediate Past President: The Immediate Past President shall serve on the Board. He or she shall conduct the meetings of the Board in the absence of the President and in accordance with the Bylaws of the Club and Robert's Rules of Order. He or she shall be responsible for coordinating the activities of Industry Appreciation Functions (i.e., Maritime Industries Night); and chair the Past Presidents Committee.

Section 2. President: It shall be the duty of the President to present to the Board for its consideration the business of the Club. The President shall be the Executive Officer of the Club and shall preside at the Board's meetings and at all other meetings of the Club and shall conduct such meetings in accordance with the Bylaws of the Club and Robert's Rules of Order. The President shall perform such other duties as ordinarily pertain to this office. The President shall direct the activities of the Club Administrator and is responsible for renewing the Employment Agreement with the Club Administrator each year.

Section 3. Vice President: The Program Vice President shall act as 1st Vice President and preside at meeting in the absence of the President and Immediate Past President of the Board. The Membership Vice President shall serve as the 2<sup>nd</sup> Vice President. The Harbor Improvements and Port Business Vice President shall serve as the 3<sup>rd</sup> Vice President. The Vice Presidents shall perform such other duties as ordinarily pertain to their office.

Section 4. Secretary: It shall be the duty of the Secretary to keep the records of membership, send out notices of meetings of the Club and of the Board and committees, record and preserve the minutes of such meetings, make the required reports to the Propeller Club of the United States, and perform such other duties as usually pertain to this office. The Secretary shall work closely with the Club Administrator and assist the President in directing the activities of the Club Administrator.

Section 5. Treasurer: It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the Club membership at its annual meeting and to the Board at its monthly Board meetings. The Treasurer will also perform such other duties as pertain to his office. The Treasurer shall work closely with the Club Administrator, assist the President in directing the activities of the Club Administrator and shall be responsible for seeing that the Club Administrator is paid, as directed by the Board and that all payroll and other taxes related to employment are paid. The Treasurer shall also be responsible for arranging for preparation and filing of all necessary tax returns.

## **ARTICLE IX – COMMITTEES AND REPRESENTATIVES**

### **Section 1. Duties and Responsibilities:**

Standing Committees and Representatives: The President shall appoint representatives and committee chairpersons for all standing committees, except the Nominating Committee, and, in collaboration with each committee chairperson, shall appoint all committee members. Each committee will be composed of a chairperson, vice chairperson, plus other members to meet the workload. Committee chairpersons, or in their absence, vice chairpersons, shall represent their committees at Board meetings. Committee chairpersons may form subcommittees to meet the demands of special events or projects. The Program and Hospitality Committee, Membership Committee, and the Harbor Improvements and Port Business Committee shall be chaired by the Vice Presidents.

Special Committees: The President may appoint temporary ad hoc committees as is deemed necessary, and will inform the Board of such actions. The President shall determine the composition of special committees and duration of each special committee's existence.

### **Section 2. Standing Committees: The Club shall have the following standing committees:**

- Finance Committee
- Program and Hospitality Committee
- Membership Committee
- Harbor Improvements and Port Business Committee
- Governmental Affairs Committee
- Public Relations Committee
- Education Committee
- Maritime Youth Program Committee
- Past Presidents Committee
- Awards Committee
- Tampa Port Authority Commissioners Nominating Committee
- Nominating Committee
- Compensation Committee

### **Standing Committee Duties and Responsibilities:**

(a) Finance Committee: This Committee shall provide oversight of financial functions of the Club. The committee shall be responsible for annual budget formulation, review of budget execution including tax and other financial reports, and reporting to the Board the results of any financial review or audit. The Treasurer will serve as an advisor to the Finance Committee. The

committee shall vet all requests for donations by the Club, pursuant to donation policy established by the Club. Committee members will provide a broad representation of interested parties.

(b) Program Committee: This Committee shall plan and arrange programs for the regular and special meetings of the Club, including an annual Maritime Day Celebration, at or near National Maritime Day, and shall conduct social functions as may be directed by the Board. The committee may establish a Hospitality Subcommittee, which will be responsible for reception and other hospitality functions at all Club meetings, special events, and social functions.

(c) Membership Committee: This Committee shall review all applications for membership and make recommendations to the Board on acceptance of all Regular, Student, Honorary, Special, Courtesy and Senior members and shall conduct programs designed to retain Club members and attract new members, and shall assist the Secretary in the maintenance of the list of members.

(d) Harbor Improvements and Port Business Committee: This Committee shall keep members informed of projects related to the Port of Tampa, its approaches, its facilities, and matters pertaining thereto. The committee shall maintain liaison with other groups having an interest in the port and its development, and shall keep abreast of pertinent issues affecting the port and business within the port. The chairman shall report to the Board monthly on issues affecting the port and the membership and make recommendations to the Board concerning positions that should be taken on issues affecting the port and the membership.

(e) Governmental Affairs: This Committee shall keep abreast of local, state, and federal actions, policies, and legislation that may be of interest to the Club by maintaining effective liaison with relevant Port of Tampa, International Propeller Club of the United States and governmental officials.

(f) Public Relations Committee: This Committee shall publicize Club activities, projects, and events, and interact with the media and public affairs staffs of the Port of Tampa and International Propeller Club of the United States, to promote the interests of the Club, the Port of Tampa, and the maritime industry. The committee is responsible for publication of the Club newsletter, information/media packets and for operation of the Speaker's Bureau. The Speaker's Bureau provides speakers to address members of the community regarding issues of importance to the Club and the maritime community.

(g) Education Committee: This Committee shall manage the Club's education programs to promote maritime education.

(h) Maritime Youth Program Committee: This Committee shall represent the Club in its sponsorship of the youth of various maritime programs to include Boy Scouts of America Sea Explorer Program and the Navy League's Sea Cadets Program. Duties include:

- (1) Monitoring activities of the Maritime Youth Program
- (2) Evaluating the program.

(i) Past Presidents Committee: This Committee shall serve in an advisory capacity to the Board. Membership includes all past presidents. The Immediate Past President shall serve as chairperson of this committee.

(j) Awards Committee: The Awards Committee for Propeller Club awards shall consist of the Nominating Committee plus other members which may be appointed by the President and shall select Propeller Club Award recipients and may make recommendations to the Board for recognizing Club members and individuals from the community for outstanding contributions.

(i) Propeller Club Awards: As a minimum, awards will be issued annually for Propeller Club Member of the Year and for Maritime Person of the Year. These awards will normally be presented at the February meeting. Criteria for selection of these awards are as follows:

(1) Propeller Club Member of the Year:

a. Recipient must be a Club member in good standing.

b. Recipient must have provided significant and substantial support to Club expansion, local promotion of the Club through community activity, and efforts to assist the Club to meet its goals. Participation at local, regional, and national meetings and conferences is a significant indicator of support for the Club.

(2) Maritime Person of the Year:

a. Recipient must have made significant and substantial contributions to furthering the goals and purpose of the Propeller Club of the Port of Tampa by fostering a better understanding of the maritime industry within the Tampa community and by promoting dialogue and interaction among the various maritime industries in the Port of Tampa. In addition, the recipient should be an active community leader in areas outside of the specific interests of the Propeller Club.

b. Recipient need not be a member of the Propeller Club of Tampa.

(ii) Maritime Industry Awards: The Immediate Past President, as part of planning Maritime Industries Night, shall appoint a committee of not less than five persons for the purpose of making awards to individuals involved in the maritime industry. Award recipients need not be members of the Propeller Club, but shall be employed in or have been employed in the maritime industry and shall be recognized for length of service, meritorious service, or other notable contribution to the maritime industry. The Maritime Industry Awards Committee shall determine the number of awards and the method for soliciting nominations for awards.

(k) Tampa Port Authority Commissioners Nominating Committee ("TPAC Nominating Committee"):

(1) Pursuant to Ch. 2005-332, Laws of Florida, TPAC Nominating Committee shall vet and nominate to the Governor of Florida candidates for the Tampa Port Authority Board of Commissioners when the designated openings arise. This committee has a total of six members, three of which are appointed by the Tampa Propeller Club and three of which are appointed by the Port of Tampa

Maritime Industries Association. The committee shall conduct itself in accordance with applicable Florida law, including the Florida Sunshine Act.

(2) The Propeller Club members of the TPAC Nominating Committee shall be determined as follows:

(a) The Incoming Immediate Past President, or if the Incoming Immediate Past President does not wish to serve in this capacity, then a member of the Board of Directors shall be selected for this position in accordance with the procedure set forth in paragraph (2)(b) below. The sitting Propeller Club President is ineligible to serve.

(b) Two additional members of the Board of Directors shall be nominated by the Club Nominating Committee and confirmed by a majority vote of the Club Board of Directors during the May Board of Directors Meeting.

(3) The TPAC Nominating Committee members shall serve a one year term. If, however, the TPAC Nominating Committee is in the process of making a nomination at the end of its term, the TPAC Nominating Committee members sitting at the time shall continue to serve as TPAC Nominating Committee members until such time as these members submit nominees to the Governor of Florida and TPAC Nominating Committee members installed at the July Board of Directors Meeting shall handle subsequent nominations duties arising during their term.

(4) No sitting TPAC Nominating Committee member should be eligible for nomination to the Tampa Port Authority Commissioner seat. If a TPAC Nominating Committee member resigned or is removed from the committee after the nominating process has commenced, he/she will be ineligible for nomination to the Tampa Port Authority Commissioner seat during that nomination cycle. Commencement of the nominating process is defined as when the TPAC Nominating Committee publicly announces that it seeks applicants for a Tampa Port Authority Commissioner opening.

(5) The TPAC Nominating Committee, once selected, shall act independently from the Club, the Club's Board of Directors and its Officers. Specifically, the Club, Club Board of Directors or its Officers shall have no power or right to change, substitute, reject or vote upon any nominees selected by the TPAC Nominating Committee.

(6) It is expected that the three Propeller Club members of the TPAC Nominating Committee will remain responsive to the Propeller Club Board of Directors with regard to the committee's activities even while maintaining autonomy with regard to the vetting of candidates as outlined herein. It is expected that any actions taken by the TPAC Nominating Committee will be reported at the subsequent Propeller Club board meeting or conveyed immediately upon the request of the Board or any of its Officers and that the three Propeller Club members will designate one of the three Propeller Club members to act as liaison to the Propeller Club Board of Directors for this purpose (hereinafter referred to as the TPAC liaison). The Propeller Club expects that any communications sent to the governor's office will be sent without delay under copy to the offices of both the



Propeller Club and the PTMIA. It is expected that the TPAC liaison will notify the Board a reasonable period in advance by email of the dates and times of TPAC Nominating Committee meetings to ensure transparency under Florida's Sunshine laws. It is expected that the TPAC Nominating Committee will submit names to the Governor of Florida in accordance with the number indicated by the relevant statute. It is expected that there should be no attempt to enter into negotiations with the Governor or his staff in the course of vetting candidates for maritime experience as per the relevant statute.

(7) In the event a member of the TPAC Nominating Committee resigns, is unable to serve due to illness or business commitments or otherwise fails to participate, the Club's Nominating Committee shall select a replacement who shall be appointed upon confirmation by the Club Board of Directors.

(8) Any changes in composition of Propeller club membership on the TPAC Nominating Committee must be submitted in writing within 3 business days to both the PTMIA and the Tampa Port Authority.

(l) Nominating Committee: The Nominating Committee shall consist of the immediate Past President, the President and the Vice Presidents. The President shall chair the Nominating Committee. At a minimum, the Nominating Committee shall be responsible for making nominations for Officers and Directors for election each year at the annual meeting and for nominating Officers or Directors to fill vacancies on the Board of Directors and for nominating persons to fill vacancies on the TPAC Nominating Committee.

(m) Compensation Committee: The Compensation Committee will consist of the seven Club officers, with the President serving as chairman, and the Vice President Programs serving as Vice Chairman. The Compensation Committee shall evaluate the performance of the Club Administrator, and recommend to the Board the Club Administrator's salary and benefits for the upcoming year and any bonuses or other compensation for the current fiscal year. The basis for the recommendations shall be the results of a comprehensive review of the performance of the Club Administrator and the financial condition of the Club. The basis for the review shall be the evaluations covering the current fiscal year. The annual review shall be conducted during the month of May, and the results shall be reported to the Board at the June meeting. Notice of the annual review will be given to Committee members and the Club Secretary at least two weeks prior to the meeting, in order to prepare the evaluations. A standard evaluation form shall be distributed by the Club Administrator to all Committee members along with the notification..

Section 3. Representative to Southeast Region: The representative shall assist the President, who is the designated representative of the Club to the Southeast Region, and take positions on issues as approved or directed by the Board. The Southeast Region representative shall be responsible for providing information to the Southeast Region Vice President on the Tampa Propeller Club Member of the Year and Maritime Person of the Year, for consideration as Southeast Region Member of the Year and Maritime Person of the Year and for presenting the accomplishments of the Tampa Club to the Southeast Region Conference for consideration of Tampa as Regional Club of the Year.

Section 4. Representative to International Propeller Club of the United States: shall assist the President, who is the designated Senior Representative of this Club to the International

Propeller Club of the United States, in interactions with the International Propeller Club of the United States by maintaining liaison with the International Executive Committee and to represent the Club at the annual International Convention and at other International functions, as directed by the Board.

Section 5. Representative to Tampa Bay Harbor Safety and Security Committee: The President or President's designee shall serve as a liaison to the Tampa Bay Harbor Safety and Security Committee and act as representative of the Propeller Club to the Tampa Bay Harbor Safety and Security Committee and report to the Club on the activities of the Tampa Bay Harbor Safety and Security Committee.

## **ARTICLE X – CLUB ADMINISTRATOR**

Section 1. Scope: The Club Administrator shall report directly to the Club President in the performance of all duties, and shall also work directly with the Club Secretary and Treasurer and shall work with and support other Club officers and committee chairpersons in the performance of their duties. The duties and terms of employment shall be as below and also may be the basis of an Employment Agreement which is to be negotiated with the Club Administrator and signed by the President.

Section 2. Duties and Responsibilities. The purpose of this position is to provide day-to-day administrative services to the Club. Duties include general office administration; secretarial functions; communication and coordination with the Club membership; membership administration; accounting and financial administration; Club event support; and general liaison with the Propeller Club of the United States, the Vice President for the Southeast Region, the Port of Tampa, and the Tampa community. Specific Duties and Responsibilities will be contained in the annual contract between the Club Administrator and the Board.

## **ARTICLE XI – FINANCES**

Section 1. Depository: All funds of the Club shall be deposited in financial institutions designated by the Board.

Section 2. Payments: Invoices shall be approved by the officer or committee chairman having cognizance over the subject matter before payment is made. Two Club officers must make independent signature approvals on payment checks. All invoices shall be promptly processed.

Section 3. Contracts: All contracts shall be reviewed by the Treasurer or, in the Treasurer's absence, by the Chairman of the Finance Committee, or the President, before final approval. Final approval of all contracts shall be made by the President, or in the absence of the President, by the Immediate Past President. The original approved contract shall be kept as part of the financial records of the Club in the Club office; a copy of approved contracts will be furnished to the person in charge of the matter to which a contract is related.

Section 4. Travel and Expense Reimbursement Requests: All requests for reimbursement of expenses related to travel for Club business and requests for reimbursement of expenses incurred by the Club Administrator shall be reviewed by the Treasurer, or in the Treasurer's absence, by the Chairman of the Finance Committee or by the President, before reimbursement is

made. The Chair of the Finance Committee will review requests for the approval of travel which are submitted in advance of travel for Club business

Section 5. Bond: Officials having charge or control of funds may be required to give bond, as determined by the Board, with the cost of the bond borne by the Club.

Section 6. Fiscal Year: The fiscal year of this Club shall extend from July 1 to June 30.

Section 7. Audit/Review: An audit or review by a certified public accountant may be made of all the Club's financial transactions at the end of a fiscal year at the discretion of the Board. The Treasurer shall be responsible for arranging for the review or audit.

## **ARTICLE XII – AMENDMENTS**

Amendments to the Bylaws may be proposed at any time. A complete review of the Bylaws should be undertaken every five years or as directed by the Board. The Board shall be empowered to vote on all amendments to the Bylaws. All amendments must be approved by a simple majority of the Board.

(Revised by the Board August 1, 2013 to insert language allowing the club to operate absent a quorum, Article V: Meetings, Section 5; to clarify language for replacing a vacancy on the Board of Directors, Article VI; section 2; to clarify the process for the filling of vacancies, Art VII, Section 2 (a) ; adding to the duties of the Finance Committee the responsibility for vetting requests to the club for donations, Art IX, Section 2 (a); removing the responsibility for vetting requests to the club for donations from the Harbor Business and Port Business committee, Article IX Section 2 (d); changing the name of the Sea Explorer Committee to the Maritime Youth Program, Article IX, Section 2 (h); removing the April requirement for nomination of the TPAC Nominating Committee, eliminating the requirement that the TPAC Nominating Committee be installed at the July meeting, Article IV, Section 2, (k); Articles VIII, IX, and XI, removing requirements for an audit of the financial records and substituting either an audit or review of the financial records at the discretion of the Board.