

**BYLAWS OF THE INTERNATIONAL PROPELLER CLUB  
OF THE UNITED STATES**

**TABLE OF CONTENTS**

|  |   |
|--|---|
| ARTICLE 1. NAME AND USE OF NAME AND EMBLEM .....                                       | 1 |
| Section 1. Name .....  | 1 |
| Section 2. Emblem/Insignia .....   | 1 |
| ARTICLE 2. PURPOSE AND OBJECTIVES .....  | 1 |
| Section 1. Purpose .....   | 1 |
| Section 2. Objectives .....  | 2 |
| ARTICLE 3. POWERS .....  | 2 |
| ARTICLE 4. MEMBER PORTS .....  | 3 |
| Section 1. Membership .....  | 3 |
| Section 2. Charter Applications .....  | 3 |
| Section 3. Standard Bylaws .....   | 3 |
| Section 4. Port Bylaws .....   | 3 |
| Section 5. Minimum Number of Members .....   | 4 |
| Section 6. Incorporation .....   | 4 |
| Section 7. Reports .....   | 4 |
| ARTICLE 5. PORT OPERATIONS .....   | 5 |
| Section 1. Election of Port Officers and Directors .....                               | 5 |
| Section 2. Participation in Regional and International<br>Conferences and Events ..... | 5 |
| Section 3. Local Port Awards .....   | 5 |
| Section 4. Local Port Events .....   | 5 |

|  |   |
|--|---|
| ARTICLE 6. DISCIPLINE OF PORTS .....   | 5 |
| Section 1.    Suspension/Revocation .....  | 5 |
| a.        Failure to send Delegates to International Convention                            |   |
| b.        Failure to pay International Dues  |   |
| Section 2.    Procedure .....  | 6 |
| a.        Hearing  |   |
| b.        Notice of Charges and Notice of Hearing  |   |
| c.        Appeal   |   |
| d.        Right to Counsel   |   |
| Section 3.    Resignation .....  | 6 |
| Section 4.    Revocation of Right to Use Emblem/Insignia and<br>Surrender of Charter ..... | 6 |
| ARTICLE 7. LOCAL PORT MEMBERSHIP .....   | 7 |
| Section 1.    Membership Categories .....  | 7 |
| a.        General Members  |   |
| b.        Student Members  |   |
| c.        Honorary Members   |   |
| d.        Courtesy Members   |   |
| e.        Limitation on Honorary and Courtesy Members                                      |   |
| f.        Senior Members   |   |
| Section 2.    Dues for Various Membership Categories .....                                 | 7 |
| Section 3.    Transfer of Membership .....   | 7 |
| ARTICLE 8. REGIONS .....   | 8 |
| Section 1.    Identity of Regions .....  | 8 |
| Section 2.    Regional Vice Presidents .....   | 9 |
| Section 3.    Representation of Ports Not Assigned to a Region .....                       | 9 |

|   |  |    |
|---|--|----|
| Section 4.  | Realignment of Regions and New Regions . . . . .       | 9  |
| ARTICLE 9. OFFICERS OF THE INTERNATIONAL PROPELLER CLUB . . . . . |  | 9  |
| Section 1.  | Qualifications . . . . .                               | 10 |
| Section 2.  | Term Length and Limitations . . . . .                  | 10 |
| Section 3.  | President . . . . .                                    | 10 |
| Section 4.  | Executive Vice President . . . . .                     | 11 |
| Section 5.  | Vice Presidents . . . . .                              | 11 |
|   | a. First Vice President . . . . .                      | 11 |
|   | b. Second Vice President . . . . .                     | 11 |
|   | c. Third Vice President . . . . .                      | 11 |
|   | d. Vice President for Student Ports . . . . .          | 12 |
|   | e. Vice President for Women’s Propeller Club . . . . . | 12 |
|   | f. Regional Vice Presidents . . . . .                  | 12 |
| Section 6.  | Secretary . . . . .                                    | 12 |
| Section 7.  | Treasurer . . . . .                                    | 12 |
| Section 8.  | Vacancies . . . . .                                    | 13 |
| ARTICLE 10. BOARD OF GOVERNORS . . . . .                          |  | 13 |
| Section 1.  | Composition . . . . .                                  | 13 |
| Section 2.  | Powers . . . . .                                       | 13 |
| Section 3.  | Meetings . . . . .                                     | 13 |
| Section 4.  | Voting . . . . .                                       | 13 |
| Section 5.  | Action Without Meeting . . . . .                       | 13 |
| Section 6.  | Quorum . . . . .                                       | 14 |
| ARTICLE 11. EXECUTIVE COMMITTEE . . . . .                         |  | 14 |
| Section 1.  | Authority . . . . .                                    | 14 |

|   |  |    |
|---|--|----|
| Section 2.                                | Membership .....                               | 14 |
| Section 3.                                | Meetings .....                                 | 14 |
| Section 4.                                | Quorum .....                                   | 15 |
| Section 5.                                | Action Without Meeting .....                   | 15 |
| Section 6.                                | Attendance Requirements .....                  | 15 |
| Section 7.                                | Vacancies .....                                | 15 |
| ARTICLE 12. INTERNATIONAL COMMITTEE ..... |  | 15 |
| Section 1.                                | Term. ....                                     | 15 |
| Section 2.                                | Authority. ....                                | 16 |
| Section 3.                                | Membership .....                               | 16 |
| Section 4.                                | Identity of Districts .....                    | 16 |
| Section 5.                                | Selection of Members .....                     | 16 |
| Section 6.                                | Meetings .....                                 | 16 |
| Section 7.                                | Procedures .....                               | 16 |
| Section 8.                                | Reporting .....                                | 16 |
| ARTICLE 13. NOMINATIONS .....             |  | 16 |
| Section 1.                                | Nominating Committee .....                     | 16 |
| Section 2.                                | Nomination of Regional Vice Presidents .....   | 17 |
| ARTICLE 14. ELECTIONS .....               |  | 17 |
| Section 1.                                | Time of Elections and Notice of Nominees ..... | 17 |
| Section 2.                                | Election Committee .....                       | 17 |
| Section 3.                                | Convention Electors .....                      | 17 |
| Section 4.                                | Retention of Election Records .....            | 17 |
| Section 5.                                | Procedure in Absence of Majority .....         | 18 |
| Section 6.                                | Uncontested Offices .....                      | 18 |

|  |   |    |
|--|---|----|
| Section 7.                               | Election of Port Officers . . . . .                                   | 18 |
| ARTICLE 15 STANDING COMMITTEES . . . . . |   | 18 |
| Section 1.                               | List of Standing Committees . . . . .                                 | 18 |
| a.                                       | Budget and Finance Committee . . . . .                                | 18 |
| b.                                       | Positions and Resolutions Committee . . . . .                         | 18 |
| c.                                       | Public Relations Committee . . . . .                                  | 18 |
| d.                                       | General Convention Committee . . . . .                                | 18 |
| e.                                       | Merchant Marine & Maritime Industry<br>Conference Committee . . . . . | 18 |
| f.                                       | Awards Committee . . . . .  | 18 |
| g.                                       | By-Laws Committee . . . . .   | 18 |
| h.                                       | Past Presidents Committee . . . . .                                   | 18 |
| i.                                       | Editorial Committee . . . . .   | 18 |
| Section 2.                               | Membership of Standing Committees . . . . .                           | 18 |
| a.                                       | Budget and Finance Committee . . . . .                                | 19 |
| b.                                       | Positions and Resolutions Committee . . . . .                         | 19 |
| c.                                       | Public Relations Committee . . . . .                                  | 19 |
| d.                                       | General Convention Committee . . . . .                                | 19 |
| e.                                       | Merchant Marine & Maritime Industry<br>Conference Committee . . . . . | 19 |
| f.                                       | Awards Committee . . . . .  | 19 |
| g.                                       | By-Laws Committee . . . . .   | 19 |
| h.                                       | Past Presidents Committee . . . . .                                   | 19 |
| i.                                       | Editorial Committee . . . . .   | 19 |
| Section 3.                               | Duties of Committees . . . . .  | 20 |
| a.                                       | Budget and Finance Committee . . . . .                                | 20 |

|  |    |   |    |
|--|----|---|----|
|  | b. | Positions and Resolutions Committee . . . . .                         | 20 |
|  | c. | Public Relations Committee . . . . .                                  | 20 |
|  | d. | General Convention Committee . . . . .                                | 20 |
|  | e. | Merchant Marine & Maritime Industry<br>Conference Committee . . . . . | 20 |
|  | f. | Awards Committee . . . . .  | 20 |
|  | g. | By-Laws Committee . . . . .   | 21 |
|  | h. | Past Presidents Committee . . . . .                                   | 21 |
|  | i. | Editorial Committee . . . . .   | 21 |
| Section 4.                                     |    | Special Committees . . . . .  | 21 |
| Section 5.                                     |    | Time for Appointment of Committees . . . . .                          | 21 |
| Section 6.                                     |    | Appointment of Chairpersons. . . . .                                  | 21 |
| Section 7.                                     |    | Ratification of Committee Action. . . . .                             | 21 |
| ARTICLE 16. INTERNATIONAL CONVENTION . . . . . |    |   | 22 |
| Section 1.                                     |    | International Convention. . . . .                                     | 22 |
| Section 2.                                     |    | Purposes of International Convention . . . . .                        | 22 |
| Section 3.                                     |    | Time of Convention . . . . .  | 22 |
| Section 4.                                     |    | Site of Convention . . . . .  | 22 |
| Section 5.                                     |    | Convention Management . . . . .                                       | 23 |
| Section 6.                                     |    | Convention Attendance Requirements . . . . .                          | 23 |
| Section 7.                                     |    | Convention Attendance. . . . .  | 23 |
| Section 8.                                     |    | Convention Procedure . . . . .  | 23 |
|  | a. | Program . . . . .   | 23 |
|  | b. | Committees . . . . .  | 23 |
|  |    | (i) Committee on Credentials . . . . .                                | 23 |
|  |    | (ii) Committee on Elections . . . . .                                 | 23 |

|   |    |
|---|----|
| (iii) Other Committees . . . . .  | 23 |
| c. Quorum . . . . .   | 23 |
| d. Voting at Conventions . . . . .  | 24 |
| Section 9. Convention Finances. . . . .                                     | 24 |
| ARTICLE 17. REGIONAL CONFERENCES. . . . .                                   | 24 |
| Section 1. Annual Conference . . . . .                                      | 24 |
| Section 2. Purpose . . . . .  | 25 |
| Section 3. Financing . . . . .  | 25 |
| Section 4. Delegates . . . . .  | 25 |
| ARTICLE 18. REVENUE . . . . .   | 26 |
| Section 1. Dues . . . . .   | 26 |
| Section 2. Other Revenue . . . . .  | 27 |
| ARTICLE 19. FINANCE AND ACCOUNTING . . . . .                                | 27 |
| Section 1. Fiscal Year . . . . .  | 27 |
| Section 2. Spending Limitation . . . . .                                    | 27 |
| Section 3. Accounting . . . . .   | 27 |
| Section 4. Disbursements . . . . .  | 27 |
| Section 5. Depository . . . . .   | 27 |
| Section 6. Audit . . . . .  | 27 |
| Section 7. Publication of Balance Sheet & Profit & Loss Statement . . . . . | 28 |
| ARTICLE 20. INSURANCE AND INDEMNIFICATION . . . . .                         | 28 |
| Section 1. Liability Insurance . . . . .                                    | 28 |
| Section 2. Clubs Coverage . . . . .   | 28 |
| Section 3. Indemnification . . . . .  | 28 |

|   |    |
|---|----|
| ARTICLE 21. PARLIAMENTARY AUTHORITY .....                             | 28 |
| Section 1.    Rules of Order .....                                    | 28 |
| Section 2.    Parliamentarian .....                                   | 28 |
| ARTICLE 22. NOT-FOR-PROFIT ORGANIZATION .....                         | 28 |
| ARTICLE 23. EVENTS AND PUBLICATIONS .....                             | 29 |
| Section 1.    Maritime Day .....                                      | 29 |
| a.        United States Ports .....                                   | 29 |
| b.        Ports outside the United States and its Territories .....   | 29 |
| Section 2.    Recognition of Elected and Governmental Officials ..... | 29 |
| a.        United States Salute to Congress .....                      | 29 |
| b.        Other Member Countries and Unions .....                     | 29 |
| Section 3.    Financing of Maritime Industry Events .....             | 29 |
| Section 4.    Propeller Club Quarterly .....                          | 30 |
| a.        Official Publication .....                                  | 30 |
| b.        Publishing .....  | 30 |
| ARTICLE 24. HEADQUARTERS .....  | 30 |
| ARTICLE 25. AMENDMENTS .....  | 30 |



# **INTERNATIONAL PROPELLER CLUB OF THE UNITED STATES BY-LAWS**

## **ARTICLE 1. NAME AND USE OF NAME AND EMBLEM**

### **Section 1. Name**

The name of this organization shall be “The International Propeller Club of the United States.”

### **Section 2. Emblem/Insignia**

a. The Executive Committee shall create, adopt and preserve an emblem, badge or other insignia for the exclusive use and benefit of all members, which shall be registered in the United States Patent and Trademark Office.

b. Neither the name, emblem, badge or other insignia of The International Propeller Club of the United States nor the name, emblem and badge or other insignia of any Port shall be used by any Port or by any member of a Port as a trademark or special brand for merchandise.

c. The use of the name “Propeller Club,” “International Propeller Club,” or “International Propeller Club of the United States” and the recognized Propeller Club emblem is subject to the approval by the Executive Committee. In order to insure adherence to proper standards, certain materials designed for Port use shall be ordered through the International Headquarters (hereinafter “Headquarters”) as follows:

1. Propeller Club Port banners,
2. Propeller Club membership pins and other pins.

d. Every member in good standing of a Port during the continuance of his membership shall be entitled to wear the emblem, badge or other insignia of The International Propeller Club of the United States.

## **ARTICLE 2. PURPOSE AND OBJECTIVES**

### **Section 1. Purpose**

The International Propeller Club of the United States is a not-for-profit organization, whose membership is representative of every aspect of the maritime industry. It is dedicated to the enhancement and well-being of all interests of the maritime community on a national and international basis. It promotes private sector enterprises in ownership and operation of waterborne and intermodal transportation systems, including associated industries.

## **Section 2. Objectives**

The objectives of the International Propeller Club are:

- a. To promote, and support the merchant marine and allied industries in all countries in which Propeller Club Ports are located;
- b. To meet the requirements of national and international security and economic welfare;
- c. To promote waterborne commerce and the marine industry in all its segments;
- d. To promote worthy and economically justifiable lake, gulf, bay, river, inland waterway, coastal, and harbor improvements;
- e. To develop policies to enhance mutually beneficial relationships between all member Ports;
- f. To develop and maintain continuing programs of public relations and education of the public, industry, and governments, to promote the maritime industry;
- g. To collaborate with other organizations whose members are dedicated to the promotion of the best interests of maritime shipping and allied industries;
- h. To promote a spirit of friendship and common purpose among persons engaged or having an interest in the merchant marine and allied industries;
- i. To encourage the development of trade between countries; and
- j. To conduct annually a convention and conference to promote these objectives.

## **ARTICLE 3. POWERS**

The powers of The International Propeller Club of the United States are:

- a. To direct, manage, supervise, and control the business, property, and funds of The International Propeller Club of the United States and its sponsored programs.
- b. To create, supervise, and assist Ports and Regions or other groups of Ports and divisions thereof.
- c. To enforce the Bylaws of The International Propeller Club of the United States.

## **ARTICLE 4. MEMBER PORTS**

### **Section 1. Membership**

The membership of The International Propeller Club of the United States shall be composed of local Ports which, having agreed to be bound by the By-Laws of The International Propeller Club of the United States and having been granted a charter, continue to perform the obligations as set forth in these By-Laws. Each local organization shall be known as a Port and shall be named: "The International Propeller Club of the United States, Port of \_\_\_\_\_," or other name approved by the Executive Committee.

### **Section 2. Charter Applications**

a. Application for charters for Ports shall be made to the Executive Committee of The International Propeller Club of the United States (hereinafter "Executive Committee"). The Executive Committee is empowered to approve or disapprove said applications. In the event of the approval of an application by the Executive Committee, the applicant having paid its charter fee, a charter signed by the President and the Executive Vice President shall be issued to such Port. Membership shall begin from the date of approval of the application.

b. Charter fee. The Executive Committee shall establish a charter fee to be paid to The International Propeller Club of the United States by each newly chartered Port.

c. Concurrently with receipt of its Port Charter, all newly established Propeller Club Member Ports shall procure from the Headquarters, a Port banner and an initial quantity of member pins.

### **Section 3. Standard Bylaws**

a. The Executive Committee shall adopt and prescribe Standard Port Bylaws, the provisions of which shall be included in the Bylaws of all Ports heretofore or hereafter admitted to membership. The Executive Committee shall have the power to amend such Standard Port Bylaws on its own initiative or at the request of any member Port.

b. The Executive Committee shall permit changes in a member Port's By-Laws, if such changes are necessary to enable the member Port to comply with the laws of any state, territory, or foreign country or to provide for unique local operations.

### **Section 4. Port Bylaws**

a. The first duty of a newly established Port shall be to develop and print its Bylaws in conformance with the Standard Port Bylaws and the Articles of Incorporation and Bylaws of The International Propeller Club of the United States.

b. Every Port heretofore or hereafter granted a charter in The International Propeller Club of the United States and accepting same, thereby accepts, ratifies and agrees to be bound in all things, not contrary to law, by the Bylaws of The International Propeller Club of the United States, and amendments thereof, and to faithfully observe the provisions thereof.

#### **Section 5. Minimum Number of Members**

The Executive Committee may establish a minimum number, but not fewer than twenty-five (25), of members of Ports for the issuance and retention of charters.

#### **Section 6. Incorporation**

A local Port may incorporate in accordance with the laws of the jurisdiction in which it is located.

#### **Section 7. Reports**

Each year each Port shall submit to Headquarters in a format specified by Headquarters annual reports as follows:

a. Membership Totals. As of October 1 there shall be certified the total number of members of all classifications carried on its membership rolls on such date, this report due no later than October 30<sup>th</sup> each year.

b. Membership Report. As of October 1 of each year, there shall be furnished a Port Membership Report showing the totals for each category of member and amounts due for dues. Every effort shall be made to ensure the totals shown on the Report match the total number of members on the electronic roster. The Membership Report shall be certified and signed by the Port President and the Port Secretary. The certification shall read as follows:

“It Is Hereby Certified that this membership listing represents the membership of the Propeller Club Port \_\_\_\_\_ attained during the 20\_\_\_\_ - 20\_\_\_\_ membership year and as of October 1, 20\_\_\_\_.”

The names of Regular, Senior, Student, Courtesy and Honorary Members shall be separately identified as such.

c. Membership List. The electronic membership list maintained on the Headquarters website shall be updated when membership totals are reported and quarterly thereafter.

d. Newly Elected Officers and Directors. Immediately following election of officers and directors, the Port shall submit a report of newly elected officers and directors, which shall include the full names, business affiliation, address, telephone and fax

numbers, and e-mail address of the President and the Secretary and such general information as may otherwise be required, and shall update website information.

e. Activities Report. Each Port shall submit to the Regional Vice President a brief report of Port activities for each membership year just ending, due no later than June 30, or as the Regional Vice President requires.

## **ARTICLE 5. PORT OPERATIONS**

### **Section 1. Election of Port Officers and Directors**

All Port Officers and members of the Port Board of Directors shall be elected in accordance with the Bylaws or Articles of Organization of each Port.

### **Section 2. Participation in Regional and International Conferences and Events**

Port presidents and at least one other Port official shall attend the Regional Conference set out in Article 16, Section 1, of these Bylaws, the International Convention and Maritime Industry Conference set out in Article 15 of these Bylaws and other events as set out in Article 24 of these Bylaws.

### **Section 3. Local Port Awards**

Local Ports should name a Propeller Club Member of the Year and Propeller Club Maritime Person of the Year. The timing of making these awards should be such that the recipients can be nominated for Regional Awards at Regional Conferences. Ports may provide other awards as provided for in Port Bylaws or at the discretion of Port Officers.

### **Section 4. Local Port Events**

Local Ports may conduct such events as they deem appropriate for promoting the objectives of the International Propeller Club, promoting the objectives of their Region, financing Port activities and promoting and supporting the maritime and allied industries, provided such events do not conflict with the requirements of these Bylaws.

## **ARTICLE 6. DISCIPLINE OF PORTS**

### **Section 1. Suspension/Revocation**

The Executive Committee may, for cause, by majority vote, discipline or suspend a Port, or by unanimous vote with the exception of the vote of the representative of the charged Port, expel such Port. Cause shall include, but not limited to, the following:

a. Any Port failing for two successive years to send a delegate to the International Convention may be suspended such action to be taken when considered by

the Executive Committee to be necessary or desirable. The Executive Committee may, however, for good and sufficient cause, restore such Port to membership in good standing.

b. Any Port more than sixty (60) days in arrears for any financial obligation to The International Propeller Club of the United States may be suspended, provided two successive notices of said indebtedness shall have been duly sent by registered mail or any other method requiring return receipt or personal delivery to both the President and Secretary of such Port as reported to Headquarters. Any such Port may be restored to membership in good standing at the discretion of the Executive Committee upon the payment of its indebtedness or other conditions imposed by the Executive Committee.

## **Section 2. Procedure.**

a. **Hearing.** Prior to expulsion or suspension of a Port, the Executive Committee shall hold a hearing at which the affected Port shall have the right to appear and be heard in response to any charges.

b. **Notice of Charges and Notice of Hearing.** The Executive Committee shall provide a copy of the charges to the President and Secretary of such Port as reported to Headquarters at least ninety (90) days before the hearing thereon. A Notice of Hearing shall be delivered with the charges, stating the time and place of such hearing.

c. **Appeal.** The Executive Committee shall forthwith notify the Port of its decision by certified United States mail, return receipt requested, and such Port may within ninety (90) days from the date of mailing such decision to the Port file written notice of appeal with the Executive Vice President and/or Secretary-Treasurer of The International Propeller Club of the United States, which appeal shall be heard and decided at the next International Convention by the Board of Governors.

d. **Right to Counsel.** Ports shall be entitled to be represented by counsel at any hearing.

## **Section 3. Resignation**

Any Port may resign from The International Propeller Club of the United States provided said Port has fulfilled all its financial and other obligations to The International Propeller Club. Such resignation shall be automatically effective upon delivery of the charter of such Port to Headquarters and fulfillment of all financial and other obligations to the International Propeller Club.

## **Section 4. Revocation of Right to Use Emblem/Insignia and Surrender of Charter**

Any Port which shall for any reason cease to be a member of The International Propeller Club of the United States shall cease to use the term "Propeller Club" and shall relinquish the word "Propeller" in its Port name, surrender its charter, and shall not

thereafter use the name, emblem, badge or the insignia of The International Propeller Club of the United States in any way whatsoever.

## **ARTICLE 7. LOCAL PORT MEMBERSHIP**

### **Section 1. Membership Categories**

Members shall be persons having a bona fide and active interest in the promotion of the maritime industry and allied industries and the objectives of The International Propeller Club of the United States.

a. General members. Persons who have a bona fide and active interest in the maritime industry and/or allied industries.

b. 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 colleges, universities or community colleges, high schools or trade schools.

c. Honorary members. Persons who have rendered exceptionally distinguished service to or on behalf of the maritime industry, its allied or associated industries and/or the local Port; and who shall be elected at the discretion of the local Port.

d. Courtesy members. Persons whose active membership is desired by any local Port.

e. Limitation on Honorary Members and Courtesy Members. The total number of Honorary Members and Courtesy Members who may be elected by any Port shall not exceed 5% of the number of General Members of such Port at the time of such election.

f. Senior members. Persons who have been members of any member Port for a period of not less than 5 years, who are retired from their employment and whose membership the member Port desires to retain.

### **Section 2. Dues for Various Membership Categories**

The Executive Committee shall establish dues for each of these membership categories and shall publish the dues schedule on the International Propeller Club website.

### **Section 3. Transfer of Membership**

A member of a Port in good standing may transfer to another Port without the double payment of per capita Member Port dues to The International Propeller Club of the United States. The Port receiving payment of local dues for the year in which the transfer is made shall include the required per capita amount in its payment to Headquarters. Ports

receiving a transferring member should enroll him free of initiation fees; and free of annual dues payments provided the transferee provides satisfactory evidence of payment of local annual dues for the current year to the previous Port.

## **ARTICLE 8. REGIONS**

### **Section 1. Identity of Regions**

The geographical Regions of The International Propeller Club of the United States are:

**North Atlantic**, which shall include all Ports in the states of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut and New York (except those located on the Great Lakes).

**Middle Atlantic**, which shall include all Ports in the states of New Jersey, Pennsylvania (except those located on the Great Lakes or the Ohio River), Maryland, Delaware, Virginia and the District of Columbia.

**Southeast**, which shall include all Ports in the States of North Carolina, South Carolina, Georgia, Florida, Alabama and Mississippi, and Puerto Rico.

**West Gulf Coast**, which shall include all Ports in the states of Louisiana and Texas.

**Ohio Valley**, which shall include all Ports on the Ohio River and its tributaries.

**Great Lakes**, which shall include all Ports located on Lake Ontario, Lake Erie, Lake Huron, Lake Michigan, Lake Superior, and also Ports on the St. Clair River, Detroit River and the Niagara River.

**Pacific Coast**, which shall include all Ports located in the states of Washington, Oregon, Alaska, Hawaii, California and Arizona.

**Far Eastern**, which shall include all Ports located in the Pacific Ocean west of Hawaii.

**Northern and Central Europe**, which shall include ports in countries of such region that are specified by the Executive Committee in consultation with the regional vice president.

**Southern Europe and Africa**, which shall include ports in countries of such region that are specified by the Executive Committee in consultation with the regional vice president.

**Turkey and Middle East**, which shall include Ports in Turkey and Mediterranean.



**Section 2. Regional Vice-Presidents**

A Regional Vice-President shall represent each Region.

**Section 3. Representation of Ports Not Assigned to a Region**

All Ports outside the United States, other than those included in the Far Eastern Region, Southern Europe and Africa Region, the Northern and Central Europe Region, and the Turkey and Middle East Region, shall be represented by the International Second Vice President, who shall also represent those named Ports at Conventions and on the Executive Committee.

**Section 4. Realignment of Regions and New Regions**

The Executive Committee may realign Regions or designate new Regions as may be necessary as a result of chartering of new Ports, resignation of Ports or to otherwise streamline operations. Such realignment or designation of new Regions shall be subject to review by the Board of Governors at a convention.

**ARTICLE 9. OFFICERS OF THE INTERNATIONAL PROPELLER CLUB**

The officers of The International Propeller Club of the United States shall be the President, First Vice President, Second Vice President, Third Vice President, and Vice President for Student Ports, Vice President for the Women's Propeller Club, Executive Vice President, and Regional Vice Presidents, and may include a Secretary and Treasurer.

The President, the First Vice President, the Second Vice President, the Third Vice President, the Vice President for Student Ports, and the Regional Vice Presidents shall be nominated in accordance with these Bylaws and elected by a majority of the votes cast by the Governors or their designees at each International Convention, and they shall be installed in office and shall assume their duties as the last order of business at each convention at the same time the person holding the office of the President of the Women's Propeller Club of the United States shall be installed as Vice President for Women's Propeller Club.

The President shall appoint an Executive Vice President with the consent of the Executive Committee. The term of employment and salary shall be set by the Executive Committee.

All officers except the Executive Vice President shall serve without compensation.

Officers of the Ports shall be those specified in their respective Bylaws. They shall be elected at annual membership meetings and shall be installed in such manner as required by their Port Bylaws.

## **Section 1. Qualifications**

To be elected an Officer of The International Propeller Club of the United States, an individual must be a regular member in good standing of a Propeller Club Port in good standing or the Women's Propeller Club. To be a candidate for office or to hold office, one must be a person who derives or derived his or her livelihood in whole or in part, ashore or afloat from the maritime industry or from allied industries, and who has been a Propeller Club member in good standing for at least five years.

Regional Vice Presidents must reside in and be members in good standing of Ports within their respective Regions.

## **Section 2. Term Length and Limitation**

a. The term of each officer shall begin at the last order of business of each Convention and shall continue for one year.

b. Term Limitation President. The President may be re-elected but may not serve more than two consecutive terms, but after serving two consecutive terms, he may be elected again as President after a lapse of at least two years.

c. Term Limitation Vice President of Student Ports. Limitation of the term of the Vice President of Student Ports shall be as determined by the Executive Committee.

d. Term Limitation Regional Vice Presidents. Limitation of terms of the Regional Vice Presidents shall be determined by the Regional Organizations or when there is no active Regional organization in a Region, by the Executive Committee.

e. The term of the Vice President for the Women's Propeller Club shall be governed by the Bylaws of the Women's Propeller Club of the United States.

## **Section 3. President**

The President shall be the Chief Executive Officer of The International Propeller Club of the United States and, subject to the control of the Executive Committee or in its absence, the Board of Governors, shall in general supervise and control all of the business and affairs of the Club. The President shall serve as Chairperson of the Executive Committee, and shall preside at all meetings of the International Convention, the Board of Governors and the Executive Committee. The President shall appoint all standing and special committees in accordance with these Bylaws and shall supervise the work and activities of The International Propeller Club of the United States, except as otherwise indicated in these Bylaws. The President shall be a member ex-officio of all committees. The President, in the absence of the Executive Vice President, shall assume the duties of both positions and shall be the active managing officer but may delegate his administrative functions to the Secretary and/or Treasurer subject to the approval of the Executive Committee and in general shall perform all duties incident to the office of president and

such other duties as may be prescribed by the Executive Committee and/or Board of Governors.

#### **Section 4 Executive Vice President**

The Executive Vice President shall be responsible for day-to-day operations of the International Propeller Club, and shall keep the records of the Convention, the Executive Committee, and the Board of Governors; shall keep the accounts, receive all monies paid in, deposit the same in such banks or financial institutions as shall be approved by the Executive Committee and disburse same by its order; shall keep correct and complete books and records of accounts, which shall be the property of the International Propeller Club; shall make periodic reports to the Executive Committee and the Board of Governors, and a report to the International Convention; and shall be required to give bond for the faithful discharge of his duties in a sum and with sureties required by the Executive Committee. The Executive Vice President shall report to the President and shall be subject to the direction and control of the President.

#### **Section 5. Vice-Presidents**

The First Vice President or Second Vice President shall preside at all meetings when the President is absent. The First Vice President, the Second Vice President and the Third Vice President shall perform such duties as are deemed necessary by the President, the Board of Governors and the Executive Committee to assist the President in carrying out the objectives of the Club.

##### **a. First Vice-President**

The First Vice-President shall act as Vice Chairman of the Executive Committee and shall be a member of the Budget and Finance Committee.

##### **b. Second Vice-President**

The Second Vice President shall represent all Ports outside of the United States, other than those included in the Far Eastern, Southern Europe and Africa; Turkey & Middle East and Northern and Central Europe Regions; and shall also represent the ports in the Far Eastern; Southern Europe and Africa; Turkey & Mediterranean, Northern and Central Europe Regions at International Conventions in any case in which the Regional Vice President does not attend or on other occasions when the latter is unable to do so.

##### **c. Third Vice-President**

The Third Vice-President shall be the chairperson of the International Convention following his election.

**d. Vice-President for Student Ports**

The Vice President for Student Ports shall nurture and promote the Student Port Program regardless of the geographical location of the schools which now have Student Ports or the schools which may in the future have Student Ports.

**e. Vice-President for Women's Propeller Club**

The Vice President for the Women's Propeller Club of the United States shall nurture and promote cooperation between the Women's Propeller Club of the United States and The International Propeller Club of the United States and support the furtherance of the purposes and ideals of the two organizations.

**f. Regional Vice-Presidents**

The Regional Vice Presidents shall be in charge of all Regional activities, shall communicate with and assist Ports in their respective Regions, and shall otherwise be given such duties as are deemed necessary by the Executive Committee to aid and assist the President.

**Section 6. Secretary**

The Secretary shall: (a) keep the minutes of the proceedings of the Board of Governors and of the Executive Committee in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Club records and of the seal of the Club and see that the seal of the Club is affixed to all documents the execution of which on behalf of the Club under its seal is duly authorized; and (d) in general, perform all duties incident to the office of secretary and such other duties as from time-to-time may be assigned to the secretary by the President or by the Executive Committee.

**Section 7. Treasurer**

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Club; (b) receive and give receipts for monies due and payable to the Club from any source whatsoever, and deposit all such monies in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the By-laws; (c) keep correct and complete books and records of account, which shall be the property of the Club; and (d) in general, perform all the duties incident to the office of treasurer and such other duties as from time-to-time may be assigned to him by the President or by the Executive Committee. If required by the Executive Committee, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Executive Committee shall determine.

## **Section 8. Vacancies**

In the event of the death, resignation or disability of the President, the First Vice President shall take over the office of President and the Executive Committee shall appoint a new First Vice President to serve the remainder of the term. In the event of the death, resignation or disability of any other officer, the Executive Committee may appoint a replacement to serve the remainder of the term.

## **ARTICLE 10. BOARD OF GOVERNORS**

### **Section 1. Composition**

The governing body of The International Propeller Club of the United States shall be the Board of Governors, consisting of the immediate Past President, the President, the First Vice President, the Second Vice President, the Third Vice President, the Vice President for Student Ports, the Vice President for the Women's Propeller Club, the Regional Vice Presidents, the Secretary and Treasurer, if any, together with the Port Presidents, or other designee from their Port, with the exception of the Presidents of the Student Ports.

### **Section 2. Powers**

The Board of Governors shall be charged with the oversight of the Executive Committee and with the duty of furthering the purposes of The International Propeller Club of the United States, the study and teaching of its fundamentals, the preservation of its ideals, its ethics, and its extension throughout the maritime world. Each member of the Board of Governors shall have one vote.

The Board of Governors shall elect the officers by majority vote and may remove an officer by a two-thirds vote.

### **Section 3. Meetings**

The Board of Governors shall meet twice during the International Convention and at such other times and places as it may determine.

### **Section 4. Voting**

Each Port in good standing, excepting Ports composed of Student Members, shall be entitled in an International Convention of The International Propeller Club of the United States to one accredited delegate for each twenty-five (25) members or major fraction thereof of its Regular, and Senior Members in good standing as of the end of its previous fiscal year. Such membership shall have been certified as required by the By-Laws in order that the delegates may be properly validated by the Credentials Committee at the Convention. Each Port shall be entitled to at least one accredited delegate who may act as a proxy for other accredited delegates of that Port and cast one vote for each accredited

delegate he or she represents as such proxy. A Port composed of Student Members shall be entitled to one accredited delegate. A delegate of one Port shall not be entitled to cast a vote for a delegate from another Port. A Port must be current in its dues in order to vote.

#### **Section 5. Action Without Meeting**

The Board of Governors may, without meeting together, transact business by mail or electronic transmission by voting upon proposed resolutions or other matters transmitted to them by or with the approval of the President. Thirty (30) days shall be allowed for the return of the votes thereon by mail or electronic transmission to the Executive Vice President. The voting shall be considered closed at the end of thirty (30) days providing a majority of the members of the Board have returned their votes by that time or it shall be considered closed any time prior thereto if and when all the members of the Board of Governors have returned their votes. If the President requires immediate action on any proposed resolution or other matter, he may specify a definite hour and day for reply and such time shall be final, providing the President shall have allowed all members of the Board of Governors two full business days within which to consider and reply to his request.

#### **Section 6. Quorum**

A majority of the members of the Board of Governors shall constitute a quorum for the transaction of all business.

### **ARTICLE 11. EXECUTIVE COMMITTEE**

#### **Section 1. Authority**

The Executive Committee of The International Propeller Club of the United States (herein "Executive Committee") shall exercise all powers of the Club and shall manage its business and affairs between Conventions.

#### **Section 2. Membership**

The Executive Committee shall consist of The International Propeller Club officers, including the Immediate Past President, the Past Presidents Committee, and fifteen (15) at-large members and up to fifteen (15) ex-officio members. The Board of Governors shall elect the at-large members, and the President shall appoint the ex-officio members, subject to approval of the Board of Governors, taking into consideration the desire for a broad representation of the Maritime Industry. Each member shall be elected or appointed to a three-year term, and terms shall be staggered so that the terms of one-third of the Executive Committee expire each year. At-large members of the Executive Committee shall be eligible for reappointment for two (2) successive terms, and may be re-elected to the Executive Committee after a lapse of one term. There shall be no limitation on reappointment of ex-officio members of the Executive Committee. All members of the

Executive Committee shall have full voting rights and all other rights accorded to Executive Committee members.

### **Section 3. Meetings**

The Executive Committee shall hold not less than four (4) meetings each year at such times and places as may be determined by the President, or by written request of at least seven (7) members of the Executive Committee. One meeting every two (2) years shall be held outside the continental United States to the extent feasible. Members of the Executive Committee residing outside the continental United States shall attend one meeting annually in person to the extent feasible. Notice of the time and place of all regular meetings shall be mailed, transmitted by facsimile, or e-mailed to each member not less than thirty (30) days before a meeting. This notice requirement shall not apply in emergency situations.

### **Section 4. Quorum**

A quorum shall consist of not less than ten (10) members of the Executive Committee in attendance at a meeting.

### **Section 5. Action Without Meeting**

Without meeting together, the Executive Committee may transact business by mail or electronic transmission by voting upon proposed actions submitted by the President. If within twenty (20) days thereafter, a majority of the members of the Executive Committee shall mail or transmit by electronic transmission their vote to the Executive Vice President in favor of the proposed action, said action shall be deemed approved; otherwise, it shall fail. The Executive Vice President shall send each member of the Executive Committee by mail or electronic transmission a report of the tabulated result of each vote taken without a meeting.

### **Section 6. Attendance Requirements**

Members of the Executive Committee are expected to attend all regularly scheduled meetings. Members of the Executive Committee residing outside the continental United States shall attend one meeting annually in person to the extent feasible. Any member who misses more than fifty percent (50%) of the meetings in a two-year period may be removed from office upon a two-thirds vote of the members present at a meeting of the Executive Committee.

### **Section 7. Vacancies**

In the event of a vacancy in the office of a member of the Executive Committee before the member's term expires, the President shall appoint a replacement to serve out the remainder of the unexpired term.

## **ARTICLE 12. INTERNATIONAL COMMITTEE**

### **Section 1. Term**

The International Committee shall exist for three (3) years from the adoption of these Bylaws, unless the Executive Committee extends its life.

### **Section 2. Authority**

The International Committee shall recommend to the Executive Committee an umbrella organization for United States, European and other Propeller Clubs.

### **Section 3. Membership**

The Membership of The International Committee shall be comprised of a representative from each District, who shall be selected by the District. The United States representative shall chair the Committee.

### **Section 4. Identity of Districts.**

The geographic Districts of the Organization are Africa, Asia, Europe, the Middle East, and the United States.

### **Section 5. Selection of Members.**

Each District shall select one Member of the International Committee within one (1) year of the adoption of these Bylaws.

### **Section 6. Meetings**

The International Committee shall meet not less than quarterly, including one meeting at the International Convention, and in addition as the Committee deems appropriate.

### **Section 7. Procedures**

The Committee shall establish its operating procedures.

### **Section 8. Reporting**

The International Committee shall report to the Executive Committee quarterly and to the Board of Governors annually.



## **ARTICLE 13. NOMINATIONS**

### **Section 1. Nominating Committee**

The Nominating Committee shall consist of the Immediate Past President, the President, the First Vice President, the Second Vice President, and two Regional Vice Presidents selected by the Executive Committee. The Executive Vice President shall be a nonvoting member of this Committee. This Committee shall elect nominees for President, First Vice President, Second Vice President, Third Vice President, Vice President for Student Ports, Regional Vice Presidents, and the at-large members of the Executive Committee. In nominating at-large member of the Executive Committee, the Nominating Committee shall consider the desire for a broad representation of the maritime industry. The Nominating Committee shall report the names of the nominees to the Executive Vice President at least thirty (30) days before the date set for the International Convention.

No person shall be nominated without the consent of such person having been obtained. Nothing herein shall be construed as limiting the right to make further nominations from the floor of the convention, provided the consent of persons so nominated has been obtained prior to the nomination and is acknowledged by the nominee at the time of nomination.

### **Section 2. Nomination of Regional Vice Presidents**

The Ports in each Region may nominate a Regional Vice President at a Regional Conference. If the Ports in a Region do not nominate a Regional Vice President at a Regional Conference then the Nominating Committee shall nominate a Regional Vice President for each Region for which the Ports in a Region have not made a nomination.

## **ARTICLE 14. ELECTIONS**

### **Section 1. Time of Elections and Notice of Nominees**

At the Board of Governors meeting at the International Convention, or at any time prior thereto, the President shall determine the place, date and hour for conducting the election of officers. At the time of the election, the chairperson of the Nominating Committee or other designated representative of the Nominating Committee shall report the list of nominees.

### **Section 2. Election Committee**

At the first Board of Governors meeting at the International Convention, the President shall appoint an Election Committee, composed of not less than three (3) members of the Board of Governors who shall have charge of the election, preparations for voting and counting of the votes.

**Section 3. Convention Electors**

Each Governor or designee representing a Governor shall be entitled to cast one vote, subject to the limitation in Article 18, Section 1(e).

**Section 4. Retention of Election Records**

After the elections, the chairperson of the Election Committee shall turn over the record of the voting to the Executive Vice President, who shall retain the record of voting at the Headquarters Office for a period of one year.

**Section 5. Procedure in Absence of Majority**

If the result of a vote fails to show a majority for any nominee, the nominee having the lowest vote on the first vote shall be dropped and on each succeeding vote the same procedure shall be followed until some nominee shall have received a majority of all votes cast.

**Section 6. Uncontested Offices**

In the event there is no contest for an elective office, the procedure set forth in this Article may, by unanimous vote, be suspended and the election may be made by acclamation.

**Section 7. Election of Port Officers**

All Port Officers and Port governing bodies shall be elected pursuant to local Port Bylaws and otherwise in compliance with these Bylaws.

**ARTICLE 15. STANDING COMMITTEES**

**Section 1. List of Standing Committees**

There shall be the following standing Committees:

- a. Budget and Finance Committee
- b. Positions and Resolutions Committee
- c. Public Relations Committee
- d. General Convention Committee
- e. Merchant Marine & Maritime Industry Conference Committee
- f. Awards Committee

- g. By-Laws Committee
- h. Past Presidents Committee
- i. Editorial Committee

## **Section 2. Membership of Standing Committees**

The Executive Vice President shall be an ex-officio nonvoting member of each standing committee. Other members of the standing committees shall be as follows:

a. The Budget and Finance Committee shall have not less than three (3) members, of which one shall be the First Vice President. The Treasurer shall be an ex-officio voting member of the Budget and Finance Committee.

b. The Positions and Resolutions Committee shall consist of a Chairperson and not fewer than four members to be appointed so as to give consideration to broad coverage of all major segments of the maritime industry.

c. The Public Relations Committee shall consist of a Chairperson and not fewer than four members.

d. The General Convention Committee shall consist of the President, the Executive Vice President of the International Propeller Club, a General Convention Chairperson and such other Committee chairpersons and members as may be required to successfully conduct the business of the International Convention. The General Convention chairperson shall be nominated by the Propeller Club Port in the Convention City subject to approval of and confirmation by the President. Other Convention committee chairpersons and members shall be appointed by the General Convention Chairperson.

e. The Merchant Marine & Maritime Industry Conference Committee shall have a Chairperson and at least four (4) members. The Chairperson and members of the Merchant Marine & Maritime Industry Conference Committee shall be appointed from among the leaders of all branches of the Maritime Industry.

f. The Awards Committee shall have a Chairperson and at least three (3) members.

g. The By-Laws Committee shall consist of a Chairperson and not less than three nor more than five members.

h. International Past Presidents Committee shall consist of all Presidents of the International Propeller Club of the United States who have completed their term in office and they shall serve as members of the Executive Committee, with full voting and other

rights accorded to Executive Committee members. Notwithstanding any other provisions of these Bylaws, members of the International Past Presidents Committee shall not be subject to any term limitation, nor shall they be counted for purposes of any numerical limit placed on membership of the Executive Committee.

i. The Editorial Committee shall consist of a Chairman and at least four members. The Executive Vice President shall serve as the Executive Editor of the Propeller Club Quarterly.

### **Section 3. Duties of Committees**

a. The **Budget and Finance Committee** shall provide oversight of the financial functions of the International Propeller Club and shall be responsible for annual budget formulation, review of budget execution, tax and other reporting and initiation of the annual financial review by a certified public accountant.

b. The **Positions and Resolutions Committee** shall consider and recommend appropriate positions to be taken by The International Propeller Club of the United States in implementation of its objectives. Such positions shall encompass, but not be limited to, positions on existing or proposed legislation; shall represent matters of major significance to the maritime industry and allied industries; and shall include suggested action to be taken by the Officers, Committees, Ports and Members.

Recommended positions shall be submitted to the Executive Committee through the President or Executive Vice President. Except in instances where the Positions and Resolutions Committee certifies that a position requires urgent handling, distribution shall then be made to the Executive Committee which shall be given 10 days for submitting official comments or objections. These shall be given full consideration at the time the Executive Committee takes appropriate final action which may be taken at any time after the expiration of this 10 day period. In instances where the Positions and Resolutions Committee certifies to the President that a position requires urgent handling, distribution to the Executive Committee and the 10 day waiting period may be waived and appropriate final action may be taken by a three-fourths vote of all members of the Executive Committee.

c. The **Public Relations Committee** shall consult with and advise the First and Second Vice Presidents and Executive Vice President and/or Secretary-Treasurer as to methods and programs of public relations which will, in its judgment, best promote the maritime and allied industries and the purposes and objectives of the International Propeller Club, and shall maintain the International website.

d. The **General Convention Committee** shall have full charge of all arrangements for the International Convention subject to consultation with and approval by the Executive Committee.

e. The **Merchant Marine & Maritime Industry Conference Committee** shall advise the President and the Executive Committee on matters of broad, general policy for the industry as a whole and on programs to be presented at the Annual Merchant Marine & Maritime Industry Conference to be conducted in conjunction with the International Convention of The International Propeller Club of the United States.

f. The **Awards Committee** shall be responsible for selecting the International Port of the Year, International Propeller Club Member of the Year, and International Propeller Club Maritime Person of the Year from the nominees submitted by the Regions. The Awards Committee shall also be responsible for determining whether a Lifetime Achievement Award should be presented to honor an individual at the International Convention who has demonstrated exemplary service to both the International Propeller Club and the Maritime Industry. Any nominee for Lifetime Achievement Award must receive a unanimous vote of approval from the Awards Committee and a seventy-five (75%) vote of the Executive Committee. The host club for the International Convention shall be given priority in submitting a nominee for the Lifetime Achievement Award.

g. The **By-Laws Committee** shall consider all proposed amendments to the By-Laws and shall deliver its recommendations to the Executive Vice President and/or Secretary/Treasurer for distribution to the Board of Governors before the vote on the proposed amendments.

h. The institutional knowledge and experience of the members of the **International Past Presidents Committee**, gained through their service as International Officers and through prior experience will serve as a resource for the International Officers, the Executive Committee and the Board of Governors. In addition to service on the Executive Committee, the International Past Presidents Committee may be assigned such tasks and responsibilities as the International President, the Executive Committee or the Board of Governors may assign.

i. The **Editorial Committee** shall be responsible for The Quarterly and all other publications of the International Propeller Club.

#### **Section 4. Special Committees**

The President may from time to time, with the approval of the Executive Committee, appoint such special committees as may be necessary, in his judgment or in the judgment of the Executive Committee.

#### **Section 5. Time for Appointment of Committees**

The General Convention Committee shall be appointed as soon as practicable after the time and place of the International Convention shall have been determined. All other Committees shall be appointed by the President as soon as possible after he enters upon his duties and not later than the 30<sup>th</sup> day of January annually.

**Section 6. Appointment of Chairpersons**

The President shall designate the chairperson of each committee the President appoints, and shall have the power to fill all vacancies that occur in such committee, except as otherwise provided in Section 2 of this article.

**Section 7. Ratification of Committee Action**

All committee action shall be subject to ratification by the Executive Committee.

**ARTICLE 16. INTERNATIONAL CONVENTION**

**Section 1. International Convention**

An International Convention shall be held annually at such time and place as the Executive Committee shall determine. If, however, the Executive Committee shall determine that there exists a condition of emergency such that an International Convention would not be practical in a particular year, the Executive Committee shall have the power to cancel the International Convention. In such event, the Executive Committee shall establish and fix provisions and procedures for transacting, by any means deemed best by the Executive Committee, any or all business that would normally be transacted by and at an annual International Convention as provided in these Bylaws.

**Section 2. Purpose of International Convention**

The purposes of the International Convention shall be:

- a. To report to the Membership the activities of The International Propeller Club during the previous year and to determine a program for the ensuing year.
- b. To transact other usual and customary business of The International Propeller Club.
- c. To sponsor and conduct the Annual Merchant Marine & Maritime Industry Conference.
- d. To discuss ways and means of furthering the objectives of The International Propeller Club.
- e. To elect the officers of The International Propeller Club as prescribed elsewhere in these Bylaws.

**Section 3. Time of Convention**

The International Convention shall be held during the month of October or such other time as the Executive Committee shall determine in conjunction with the Host Port.

The date of the International Convention shall be announced not less than one year prior to the date of said convention.

#### **Section 4. Site of Convention**

The Executive Committee shall determine the site of the International Convention at least two years but not more than four years before the approximate date thereof, subject to change to meet any emergency or special condition.

#### **Section 5. Convention Management**

The Host Port shall be responsible and provide for the organization, planning, implementation and execution of the Convention under the oversight of a General Convention Committee. The Host Port shall enter into a contract with the International Propeller Club setting forth the duties and obligations of each regarding the convention and conference and financing the convention and conference. The Host Port shall reimburse members of the General Convention Committee for expenses incurred in carrying out their duties. The Host Port and the General Convention Committee shall plan and organize the convention in accordance with the Convention Guidelines adopted by the Executive Committee. In the event of a dispute between the Host Port and the General Convention Committee, the decision of the General Convention Committee shall control.

#### **Section 6. Convention Attendance Requirements**

All members must register in order to attend scheduled business sessions of the Convention.

#### **Section 7. Convention Attendance**

It shall be the duty of each Port in good standing to be represented at each International Convention.

#### **Section 8. Convention Procedure**

**a. Program** The official Program of an annual International Convention shall be the order of the day for the convention.

**b. Committees** At the beginning of each International Convention or at any time prior thereto, the President shall appoint the following persons/committees:

(i) A Committee on Credentials, as set out in the International Convention Guidelines.

(ii) A Committee on Elections, as set out in the International Convention Guidelines.

(iii) Such other committees as may be necessary to insure proper handling of all convention activities. In addition, the President may appoint a recording secretary of the convention to assist the President and the Executive Vice President.

**c. Quorum**

A quorum for voting on any matters presented at an International Convention shall consist of a majority of the Board of Governors or their designees present in person who shall be entitled to vote on all matters presented at an International Convention, including the election of officers, unless otherwise required by these Bylaws. Whenever a roll call vote is ordered on any question, the Committee on Elections shall count the votes and announce the result once all votes have been cast and tabulated.

**d. Voting at Conventions**

All voting on matters brought to the floor of the Convention, including election of officers, shall be done by Board of Governors members or their designees present in person at the time of voting, who have been accredited by the Credentials Committee of the Convention.

**Section 9. Convention Finances**

The Host Port shall adhere to all requirements in the Convention Guidelines promulgated by the International Propeller Club.

All receipts of whatever nature in connection with convention activities shall be deposited in a special fund to be known as the "Convention Fund (Year)" which shall be controlled by the General Convention Committee.

A detailed budget of the convention organization, activities, and income and expense shall be prepared by the General Convention Chairperson and submitted by the General Convention Chairperson to the Executive Vice President not later than one year in advance of the Convention for approval of the Executive Committee.

Upon completion of the convention, the financial accounts shall be independently audited by a Certified Public Accountant approved by the General Convention Committee, and the accounting made in detail analogous to the budget for purposes of ready comparison and format that will be of value for planning of future conventions. Certified copies of the audited accounting shall be forwarded to the Executive Vice President and distributed by the Executive Vice President to the Executive Committee.

The financial balance in the Convention Fund shall be evenly divided between the Host Port and The International Propeller Club. Likewise, losses shall be evenly divided between the Host Port and The International Propeller Club. A certified copy of the audit and the Propeller Club's share of the financial surplus, if any, shall be forwarded to the Executive Vice President not later than 4 months after the conclusion of the Convention.



## **ARTICLE 17. REGIONAL CONFERENCES**

### **Section 1. Annual Conference**

Each Region of The International Propeller Club shall hold a regional conference annually at a time and place to be determined by the Regional Vice President. Regions may hold joint regional conferences. The suggested time for holding annual regional conferences is between April 1 and May 15 of each year.

The Regional Vice President shall be responsible and provide for the conference organization, planning, and implementation.

The Regional Vice President shall be responsible to report in written form to the President and Executive Vice President the results of any business meetings, nominations, appointments, awards given, and the substance of each workshop session, and a list of all attendees at the Regional Conference. Each Region shall select Port of the Year, Propeller Club Member of the Year, and the Maritime Person of the Year from its ports. A detailed report of each winner shall be submitted to the Awards Committee for selection of an International Port of the Year, Propeller Club Member of the Year, and Maritime Person of the Year.

### **Section 2. Purpose**

The purposes of the regional conferences shall be to cover the following:

- a. The work and accomplishments of the recent International Convention.
- b. The proposed functions, goals, conferences and activities of The International Propeller Club, the Regions and the Ports for the upcoming year.
- c. The functions and responsibilities of Port Officers.
- d. Review of governmental legislation and regulations.
- e. Leadership training for the Port Officers.
- f. The selection of the site of Regional Conferences for the next year.
- g. The nomination of Regional Officers for the next year; and
- h. The ways and means of furthering the objectives of The International Propeller Club and of the Ports.

### **Section 3. Financing**

a. Regional Conferences should be financed by registration fees and contributions obtained by the Host Port and all Ports of the Region.

b. The Host Port shall establish a Regional Conference Fund for each Regional Conference.

### **Section 4. Delegates**

The President of each Port shall be that Port's delegate to the Regional Conference, but may appoint a delegate in his stead who shall be a member in good standing of the Port. A Port may not appoint another Port as its proxy. Each delegate must be a regular member in good standing of the Port he represents and must present to the Credentials Committee of the Regional Conference a certificate signed by the President and Secretary of his Port. A Port must be in good standing through payment of current member port dues in order to be represented by a voting delegate at Regional Conferences. The Region may establish a permanent Regional Conference Fund and rules for assisting the Host Port with financing the Regional Conference and for sharing profits or losses of the Regional Conference.

All voting on matters brought to the floor of the Regional Conference, including nomination of Regional Officers, shall be done by delegates.

## **ARTICLE 18. REVENUE**

### **Section 1. Dues**

a. Each Member Port shall pay to The International Propeller Club of the United States Member Port dues based on the per capita membership in good standing of the Regular, Courtesy, Honorary and Senior Members of such Port as reported in The Port Membership Report in accordance with Article 4, Section 7 of these Bylaws.

b. The Executive Committee shall establish Member Port dues.

c. The Member Port dues shall be due and payable on dates established by the Executive Committee. The Executive Committee may establish separate dues rates for each membership category. Said Member Port dues shall be payable to The International Propeller Club of the United States in United States currency. The Executive Committee shall have power to grant an extension of time for payment of these dues in cases where local conditions make such action necessary but in no case shall any additional time granted for payment to extend beyond one year from the date on which full payment was due. If unusual circumstances exist, the Executive Committee shall have power to adjust the payments due from the Port.

d. Any Port admitted to membership shall be liable for Member Port dues on a pro rata basis for the remaining portion of its fiscal year not counting the quarter in which membership is achieved.

e. In establishing dues, the Executive Committee may establish different dues for Ports based on their geographical location. Notwithstanding Article 16 hereof, Board of Governors members or designees representing an International Port shall have voting strength in direct proportion to their Port's dues rate as a percentage of the full dues rate.

f. All dues are to be used by The International Propeller Club of the United States for the purposes set forth in these By-Laws.

## **Section 2. Other Revenue**

The International Propeller Club may generate revenue through any appropriate activity.

## **ARTICLE 19. FINANCE AND ACCOUNTING**

### **Section 1. Fiscal Year**

The fiscal year of The International Propeller Club of the United States shall extend from January first to December thirty-first.

### **Section 2. Spending Limitation**

The Executive Committee and/or Board of Governors shall not incur any total financial obligations in excess of the sum of the estimated income determined by the Executive Committee for the current fiscal year and fifty percent (50%) of the accumulated surplus existing at the beginning of the fiscal year.

### **Section 3. Accounting**

The International Propeller Club of the United States shall account for all income and expenditures pursuant to Generally Accepted Accounting Principles. (GAAP).

### **Section 4. Disbursements**

The Executive Vice President shall have the authority to make routine disbursements for Club operations and functions, and shall report all transactions to the President on a monthly basis and to the Executive Committee on a quarterly basis.

## **Section 5. Depository**

All funds of the International Propeller Club of the United States shall be deposited in a banking institution selected by the Executive Vice President, with approval of the Executive Committee.

## **Section 6. Audit**

The Executive Committee shall provide for the audit of the books or accounts of The International Propeller Club of the United States by certified public accountants annually, or in its discretion, at more frequent periods. The Treasurer and/or Secretary shall submit the books and vouchers for audit whenever required by the Executive Committee.

## **Section 7. Publication of Balance Sheet & Profit & Loss Statement**

The Executive Vice President shall provide a balance sheet and profit and loss statement to the Executive Committee at each Executive Committee meeting and to the Board of Governors at each International Convention. On request of any member of the Board of Governors the most recent statements shall be provided within a reasonable time.

# **ARTICLE 20. INSURANCE AND INDEMNIFICATION**

## **Section 1. Liability Insurance**

The International Propeller Club of the United States shall obtain liability insurance coverage for functions and provide Directors and Officers coverage.

## **Section 2. Clubs Coverage**

The International Propeller Club of the United States may negotiate on behalf of member Ports to make a liability insurance program available to member Ports. However, this section shall not prevent any member port from obtaining its own liability insurance coverage for a Port or Port events.

## **Section 3. Indemnification**

The International Propeller Club of the United States shall indemnify and hold harmless all Officers and Executive Committee members for actions taken on behalf of the organization.

# **ARTICLE 21. PARLIAMENTARY AUTHORITY**

## **Section 1. Rules of Order**

Procedure at all meetings of the Executive Committee, Board of Governors, International Convention and Regional Conferences shall be governed by Robert's Rules of Order.

## **Section 2. Parliamentarian**

A Parliamentary Adviser shall be appointed by the President for purposes of the International Convention. The Parliamentarian shall rule on all matters of parliamentary procedure that arise during the course of an annual International Convention.

## **ARTICLE 22. NOT-FOR-PROFIT ORGANIZATION**

The International Propeller Club of the United States shall maintain its tax status as a not-for-profit organization pursuant to applicable provisions of the Internal Revenue Code of the United States.

## **ARTICLE 23. EVENTS AND PUBLICATIONS**

### **Section 1. Maritime Day**

#### **a. United States Ports**

Each Port of The International Propeller Club located in the United States of America or its territories shall hold a Maritime Day Celebration on or near Maritime Day proclaimed by the President of the United States.

#### **b. Ports Outside the United States and its Territories**

Each Port of the International Propeller Club located outside the United States of America or its territories shall hold a Maritime Day Celebration on or near Maritime Day or any other day recognized locally for honoring the maritime industry.

### **Section 2. Recognition of Elected and Governmental Officials**

#### **a. United States Salute to Congress**

The International Propeller Club shall host a Maritime Industry Salute to Congress to be held in Washington, D.C. area each year. The format of the Maritime Industry Salute to Congress will be set by the President with the advice and consent of the Executive Committee. The President shall appoint a special committee to select a Congressional Maritime Person of the Year who will be presented at the Maritime Industry Salute to Congress reception. Guidelines for selection of the award winner will be set by the President, with the advice and consent of the Executive Committee.

#### **b. Other Member Countries and Unions**

The International Propeller Club shall establish and promote functions similar to the United States Maritime Industry Salute to Congress in other countries having Propeller Clubs to honor and recognize government officials supporting the maritime industry and

the objectives of the International Propeller Club. The President shall appoint a special committee to select recipients of Maritime Person of the Year awards to be presented at events honoring elected or government officials outside the United States. Guidelines for selection of the award winner will be set by the President, with the advice and consent of the Executive Committee.

### **Section 3. Financing of the Maritime Industry Events**

The Maritime Industry Salute to Congress and similar events shall be financed by the sale of tickets through Headquarters to those members of the International Propeller Club of the United States and the maritime industry attending and by any contributions obtained by Headquarters from the Ports, sponsors, and those companies, associations and individuals who wish to support the objectives of the Maritime Industry Salute to Congress or similar events.

### **Section 4. Propeller Club Quarterly**

a. Official publication. The International Propeller Club of the United States may publish or have published under its supervision and control a periodical for the dissemination of news and such other publications in support of its primary objectives as may be approved by the Executive Committee.

b. Publishing. The International Propeller Club of the United States may publish or have published annually under its supervision the Proceedings of the Merchant Marine & Maritime Industry Conference subject to approval of the Executive Committee.

## **ARTICLE 24. HEADQUARTERS**

The headquarters of The International Propeller Club of the United States shall be maintained in the city or suburbs of Washington, D.C., unless some other city is designated by the Executive Committee.

## **ARTICLE 25. AMENDMENTS**

Amendments to these By-Laws shall be made only at a Convention of The International Propeller Club of the United States by a majority vote of the Governors or their designees, registered and in attendance at the convention, provided that no proposed amendment shall be acted upon at any convention unless a copy of such proposed amendment shall have been delivered to the Executive Vice President of the International Propeller Club of the United States at least forty-five (45) days before the date of the opening of the convention and unless a copy of the proposed amendment shall have been distributed to the Secretary of each Port and the By-Laws Committee at least thirty (30) days before the opening of such convention, and further provided that by unanimous consent of the Board of Governors or their designees present at a business session of a Convention, amendments may be proposed and may be adopted by similar unanimous approval, but not otherwise. It shall be the duty of the Executive Vice President of The

International Propeller Club of the United States to cause such copies to be mailed to Secretaries of member Ports and the By-Laws Committee. Amendments shall become effective on adoption unless otherwise stated in the motion for their adoption.

These Bylaws were adopted on October 10, 2008 at the International Convention at the Port of Baltimore, Maryland. The Dates of each Amendment after the date in this paragraph are listed below: