**International Propeller Club of the United States**

**Port of \_\_\_\_\_\_**

**Bylaws**

ARTICLE I

NAME

**Section 1. Name.**

The name of this organization is “The Propeller Club of the United States, Port of \_\_\_\_\_\_\_\_\_.”

**Section. 2. Definitions.**

When used in these bylaws the word “Club” means the International Propeller Club of the United States, Port of \_\_\_\_\_\_\_\_\_ and the word “Board” means the Board of Directors of the Club.

ARTICLE II

OBJECTIVES

**Section 1. Objectives.**

The objectives of this Propeller Club are:

(a) To promote waterborne commerce and the maritime industry, including shipyards and other allied industries.

(b) To promote waterborne commerce and the marine industry generally in all its segments.

(c) Collaborate with other organizations dedicated to the maritime industry.

(d) Encourage the development of trade between countries.

(e) Promote maritime education and training of future leaders and workers in the maritime industry.  
(f) To maintain a continuing program of public relations, education and good will among exporters and importers and the public generally  
(g) To promote a spirit of friendship and common purpose among in the maritime industry.  
(h) To give back to the local communities through a variety of initiatives related to the maritime industry.

ARTICLE III  
MEMBERSHIP

**Section 1: Eligibility.**

Any individual having an interest in the objectives of the Club is be eligible for membership in the Club.

**Section 2: Application and approval of Membership.**

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Any applicant shall become a member upon payment of the dues established by the Board.

**Section 3. Categories of Membership.**

1. **Regular Members.** Any individual having an interest in the objectives of the Club is eligible for regular membership.
2. **Student Members.** Individuals who are 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 are eligible for student membership.
3. **Honorary Members.** Individuals who have rendered exceptionally distinguished service to the maritime industry 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 5 years. Honorary Members may be proposed at any time. The Board 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.

(d) **Other Members.** The Board may create other categories of membership that they consider appropriate and the qualifications for that membership category, such as senior members and courtesy members.

**Section 4. Limitation on Honorary and other Members.**

The total number of members elected under sections (3)(c) and (d) may not exceed 5% of the number of Regular Members at the time of election.

**Section 5. Transfer Member.**

A member in good standing in any other Club, which Club is recognized by the International Propeller Club of the United States, who shall apply for transfer of membership, shall be admitted to membership in this Club without payment of initiation fee and dues for the balance of the fiscal year in which that transfer of membership is effected.

**Section 6. Termination of Membership**

**(a) Failure to pay dues**. The membership of any member failing to pay dues within 90 days from the beginning of the fiscal year may be terminated by the Board by a two-thirds vote unless extended by the President for good cause.

**(b) Club Principles.** The membership of any member who fails to conduct himself or business in accordance with the principles and ethics of The International Propeller Club of the United States may be terminated by the Board by a two-thirds vote of the Board at a meeting called for that purpose, provided that said member has been given at least 10-days notice in writing of that pending action.

**(c) Resignation.** The resignation of any member from the Club shall be in writing, addressed to the President or Secretary, and shall be accepted by the Board if all indebtedness of that member of the Club has been paid.

ARTICLE IV

NOMINATIONS AND ELECTIONS

**Section 1. Nominations.**

1. **Committee Nominations.**

(1) Nominations for the ensuing year for President, Vice President, Secretary, Treasurer, and the Board that are not officers shall be made by the Committee on Membership.

1. The Committee on Membership shall submit the names of one but not more than 3 candidates for each of the Club offices and at least one but not more than 3 candidates for each open seat on the Board.
2. Those nominations shall be filed with the Secretary not less than 20 days prior to the meeting at which the election will be held and notice of those nominations shall be mailed or e-mailed to Club members not less than 10 days prior to the meeting.
3. **Independent Nominations.** Members of the Club may also make independent nominations for officers of the Club.  A nomination by Club members is not be effective unless not less than 10 members of the Club file with the Secretary the names of the candidate with accompanying signatures of the nominating members not less than 20 days prior to the meeting at which the vote will be held. The Secretary shall notify Club members of that nomination not less than 10 days prior to the meeting.
4. **Certification of Nominations.** All nominations, whether by the Nominating Committee or by the Club’s members, must include a certification to the Secretary in writing that the nominated candidate(s) have been personally contacted and agree to serve if elected.

**Section 2. Restrictions on Nomination Process.**

No candidates for members of the Board, nor for any of the offices provided for herein, shall be balloted unless proposed by one of the two methods described in Section 1, except for the initial election of officers and Board members.  Nominations for the initial officers and Board members shall be made by Club members at the first meeting of Club members, and the elections of the initial officers and Board members shall take place at that meeting or, if approved by the Club members, at the next meeting of Club members.

**Section 3. Election of Officers and Governors.**

After candidates have been nominated as prescribed in this Article, members of the Club shall vote to determine which candidates shall be elected to succeed any officer or Board member whose term is expired or expiring.  The candidate for each position that receives the votes of a majority of members present at the meeting shall be elected. However, if there are 3 or more candidates for any position and no candidate receives the votes of a majority of members present at the meeting, then a run-off vote shall be conducted between the 2 candidates who received the most votes.

ARTICLE V  
BOARD MEMBERS

**Section 1. Authority of Board.**

The governing body of the Club is a Board constituted under the bylaws of the Club.

**Section 2. Board Decisions.**

The decision of the Board in all Club matters is final, subject only to an appeal to the Club. The Board has general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a Board of Appeal from rulings of all officers and actions of all committees. Appeal may be taken from any decision of the Board to the Club and on such appeal the decision appealed from shall be reversed only by a two-thirds vote of the members present at a regular meeting to be specified by the Board, a quorum being present, notice of such appeal having been given by the Secretary to all members of the Club at least 5 days in advance of such meeting.

**Section 4. Composition of the Board.**

The Board is composed of \_\_\_ members, all of whom must, during their entire term of office, be regular members of the Club in good standing, including the 4 officers designated in section 3 and \_\_\_ members that are not officers in the Club.

**Section 5. Ex-Officio Members of Board.**

**(a) Chairperson.** The Chairperson of all committees established under the bylaws are ex-officio members of the Board and shall attend meetings of the Board. The Chairperson of the committees may not vote at the meetings of the Board except when they are members of the Board or hold an office in the Club in addition to being the committee chairmen.

**(b) Other Ex-officio members.** The Board may appoint other ex-officio members to the Board, but those ex-officio Board members may not vote except when they are members of the Board or hold an office in the Club

**Section 7. Term on the Board Member.**

A Board member shall be elected for a term lasting 2 years and shall hold office until a successor is elected. At the first election at a Club, one-half of the Board members shall be elected to a one-year term and the remaining half shall be elected to a 2-year term. Any time served to fill an unexpired term may not be counted.

**Section 8. Vacancies.**

In the event of a vacancy in any office, or in the Board, the Membership Committee must propose a replacement to the Board and the Board shall appoint a successor to serve for the balance of the administrative year.

**Section 9. Return to Board.**

After a member has served 2 consecutive terms as a Board member, that member is ineligible for nomination or re-election to the Board until after the elapse of one year from the time his or her last tenure of office expired, provided that in computing the 2 consecutive terms, any time served to fill an unexpired tenure shall not be counted.

**Section 10. Replacement of Board Member.**

Any Board Member missing 3 consecutive board meetings without a valid reason may, at the discretion of the other Board members, be replaced by the Board.

ARTICLE VI  
OFFICERS

**Section 1. Club Officers.**

The Officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer.

**Section 2. President.**

The President is the Chief Executive of the club and shall --

1. preside at all meetings of the Board and of the Club;
2. perform the President’s duties as a member of the Board of the International Propeller Club of the United States;
3. perform any other duties that ordinarily pertain to this office.

**Section 3. Vice President.**

It is the duty of the Vice President to preside at meetings of the Board and of the Club in the absence of the President. The Vice President performs any other duties that ordinarily pertain to the office to which elected.

**Section 4. Secretary.**

It is the duty of the Secretary to --

1. keep the records of membership;
2. send out notices of meetings of the Club and of the Board and committees;
3. record and preserve the minutes of such meetings;
4. forward promptly by mail or electronically to the National Secretary and the Executive Vice President copies of minutes of all regular and special meetings held by this Club, and copies of minutes of all meetings held by the Board; and
5. perform any other duties that usually pertain to this office.

**Section 5. Treasurer.**

It is the duty of the Treasurer to –

1. have custody of all funds;
2. account for the funds to the Club membership at its annual meeting;
3. account for the funds to the Board at its monthly Board meetings;
4. arrange for any audit required by the Board;
5. arrange for preparation and filing of all necessary tax returns; and
6. perform any other duties that pertain to this office.

**Section 6. Term of Officers.**

Officers, with the exception of the Secretary and the Treasurer, are elected to one-year terms and cannot be elected to the same position, for more than 2 consecutive terms. The Secretary and Treasurer are elected to 2-year terms and may serve 2 additional consecutive terms by a majority vote of the Board. However, an officer may be elected to the office they previously held after a lapse of at least one year.

ARTICLE VII  
COMMITTEES

**Section 1. Establishment of Committees.**

The Club has the following Committees:

1. A Finance Committee.
2. A Program Committee.
3. A Membership Committee.
4. Other standing committees established by the President as are necessary in the President’s judgment, subject to approval of the Board.

**Section 2. Committee Responsibilities.**

1. **Finance Committee.** The Finance Committee shall, subject to the direction and control of the Board, supervise and control the finances of the Club.
2. **Program Committee.** The Program Committee shall, subject to the direction and control of the Board, prepare and arrange programs for the regular and special meetings of the Club. The Program Committee shall prepare and arrange any social functions directed by the Board.
3. **Membership Committee.** The Membership Committee shall, subject to the authority of the Board,

(I) assist the Secretary in the maintenance of the list of members; and

(II) devote their best efforts and endeavors in the securing of new members.

1. **Other Standing Committees.** Other standing committees established under this title shall have the duties assigned by the President and are subject to the direction and control of the Board.
2. **Composition of Committee.** Each committee must be composed of a at least 3 members including 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.

**Section 3. Advisory Council.**

A Club may establish an Advisory Council composed of all Past Presidents of the Club, so long as they remain members of the Club in good standing. The Advisory Council shall be available to advise and make recommendations with respect to any matter which may be referred to the Council by the Board. Members of the Advisory Council shall receive notice of and may attend all meetings of the Board and may take part in the deliberations of the Board, but, unless also serving a officer or Board member, may not vote.

ARTICLE VIII  
MEETINGS

**Member Meetings**

**Section 1. (a) Regular meetings.** This Club shall meet regularly at least once each month as provided in the bylaws, except that meetings may be suspended during July and August.

**(b) Annual Meeting.** The Annual Meeting shall be held during the month of January in each year, at which time the annual election of Board and Officers shall be held. Members elected at that meeting shall be installed to their positions at the regular January meeting of the Club.

**(c) Special Meetings.** Special meetings of the Members may be called by the Board whenever considered necessary, or upon the request of 10 percent of the membership made by written request to the President. The Special meeting shall be scheduled within 15 days after the date that the written request is received by the President.

**Section 2. Quorum.**

Ten percent of the members constitutes a quorum at all meetings of the Club.

**Section 3. Board Meetings**

1. **Monthy meetings.** Regular meetings of the Board shall be held monthly at any dates that the Board decides.
2. **Special meetings.** Special meetings of the Board may be called by the President whenever considered necessary, or upon the request of 3 members of the Board, appropriate notice having been given.
3. **Quorum.** A majority of the Board members constitutes 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.
4. **Proxies.**  A Board member may not vote by proxy in a meeting of the Board.

**Section 4. Order of Business.**

At all business meetings of the Club and Board the order of business is as follows:

1. Call to order  
2. Reading of the Minutes  
3. Reports of Committees  
4. Unfinished Business  
5. New Business  
6. Elections  
7. Adjournment

**Section 5. Notice of Meetings.**

1. **Member meetings.** Notice of all member meetings shall be provided to the members at least 10 days prior to the date by mail or e-mail, as may be appropriate.
2. **Special meetings.** Notice of Special meetings of the Board shall be given to all Board members at least 5 days prior to the date of the meeting by mail or e-mail, as may be appropriate.
3. **Notice to national leadership.** The names of the National President, the National Vice President and the Executive Vice President, under whose administration this Club operates, and National Secretary, Executive Vice President shall be added to the regular membership mailing and e-mail list to receive notices or announcements of all meetings.

**Section 7. Rules of Order**

All meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE IX  
FINANCES

**Section 1. Fiscal Year.**

The fiscal year of this Club extends from January 1 to December 31.

**Section 2. Deposits.**

The Treasurer shall deposit all funds of the Club in a bank to be designated by the Board.

**Section 3. Invoices**

Invoices shall be approved by the officer or committee chairman having cognizance over the subject matter before payment is made. All invoices shall be promptly processed.

**Section 4. Payments**

All bills shall be paid only by checks signed by the 2 Club officers designated by the Board.

**Section 5. Audits**

An audit or review by an accountant or other qualified individual shall be made of all the Club’s financial transactions at the end of a fiscal year at the discretion of the Board. The Treasurer is responsible for arranging for the review or audit.

**Section 6. Bond**

Officials having charge or control of funds may be required to give bond for the safe custody of the funds of the Club, as determined by the Board, with the cost of the bond borne by the Club.

**Section 7. Annual Report**

The Treasurer shall submit a report of all the Club's financial transactions to the Board at the close of fiscal year for the Board's approval.

**Section 8. 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 Treasurer. The original approved contract shall be kept as part of the financial records of the Club in the Club office and a copy of approved contracts shall be furnished to the person in charge of the matter to which a contract is related.

**Section 9. 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 shall review requests for the approval of travel which are submitted in advance of travel for Club business.

**Section 10. Legal compliance**

The Club shall observe all local, state, and federal laws that apply to a nonproﬁt organization as deﬁned in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE X  
DUES

**Section 1. General Requirement.**

Each Regular or Retired Member of this Club shall pay annual dues in an amount prescribed by the Board before the beginning of the fiscal year.

**Section 2. Partial Dues.**

Any application for membership received with 6 months or less remaining in the fiscal year shall pay one half (50%) of the yearly dues.

**Section 3. Functions.**

The price of individual meals and functions shall be determined by the President or a member of the Board designated by the President.

ARTICLE XI

AMENDMENTS

**Section 1. Amendment process.**

These bylaws may be amended or altered by a two-thirds vote of the Board or by a majority of the members at any regular or special meetings, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board or the members in writing at least 10 days in advance of the meeting at which they are to be acted upon.

**Section 2. Conflicts.**

When an amendment to these bylaws conflicts with the Constitution and bylaws of the International Propeller Club of the United States, the latter shall prevail.

**Section 3. Effective date.**

Any amendments adopted under this section are effective on the date of that adoption.