



**Bylaws of  
the International Propeller Club  
of the United States**

As amended at the Port Presidents Meeting  
October 2020

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

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

## **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.”  
(Also referenced herein as “International Propeller Club” and “Propeller Club”)

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

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

b. Neither the name, emblem, badge nor 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 approval by the Board of Directors. In order to insure adherence to proper standards, certain materials designed for Port use shall be ordered through the International Headquarters office of the International Propeller Club of the United States (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 or her 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 and support 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 assist member Ports and Regions or other groups of Ports and divisions thereof in membership duties, obligations and benefits of membership in the International Propeller Club of the United States.
- c. To provide information and services to member Ports, including facilitating exchange of information and ideas between member Ports, assisting in organizing Regional events and overseeing organization of International Conventions and Maritime Conferences.
- d. To enforce the Bylaws of the International Propeller Club of the United States.

### **ARTICLE 4. MEMBERSHIP AND PROPELLER CLUB PORTS**

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

- a. Ports

The membership of The International Propeller Club of the United States shall be composed of individuals who are members of Propeller Club Ports located in specific port cities, multiple port cities or geographically related regions, which have agreed to be bound by the Bylaws of The International Propeller Club of the United States and have been granted a charter and continue to perform the obligations as set forth in these Bylaws. 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 Board of Directors.

- b. Virtual Membership

At-large membership of The International Propeller Club of the United States may also be held without regard to membership in a Propeller Club Port, provided that such at-large members reside more than 50 miles from the nearest Propeller Club Port. Individuals shall agree to be bound by the Bylaws of The International Propeller Club of the United States, the Board of Directors shall approve a process allowing for application to at-large membership, and the staff of the Club's headquarters office shall maintain records and collect dues of at-large members.

## **Section 2. Charter Applications**

a. Application for charters for Ports shall be made to the Board of Directors of The International Propeller Club of the United States (hereinafter "Board of Directors"). The Board of Directors is empowered to approve or disapprove said applications. In the event of the approval of an application by the Board of Directors, 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 Board of Directors shall establish a charter fee to be paid to The International Propeller Club of the United States by each newly chartered Port and shall publish such fee on the Headquarters website.

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

## **Section 3. Recommended Bylaws Provisions**

a. The Board of Directors shall adopt recommended articles for Port Bylaws that may be included in Port Bylaws in keeping with legal requirements in the jurisdiction in which a member Port operates. The Board of Directors shall have the power to amend such recommended Port Bylaws on its own initiative or at the request of any member Port.

## **Section 4. Port Bylaws**

a. The first duty of a newly established Port shall be to develop, adopt, and print its Bylaws in conformance with the recommended Port Bylaws and the 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 Board of Directors may establish a minimum number of members, but not fewer than twenty-five (25), members for the issuance and retention of charters for Propeller Club Ports.



## **Section 6. Incorporation**

A Propeller Club 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 the Board of Directors or Executive Committee, annual reports as follows:

**a. Membership Totals.** On a date specified by the Board of Directors there shall be certified the total number of members of all classifications carried on its membership rolls on the specified date, this report shall be due as specified by the Board of Directors.

**b. Membership Reports.**

(1) Ports.

As of a date specified by the Board of Directors there shall be furnished, each year, 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 the date specified by the Board of Directors..”*

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

(2) Virtual Members

Through a process specified by the Board of Directors, the headquarters office shall solicit and collect annual membership fees from all at-large members of the organization.

**c. Membership List.** The electronic Port membership list maintained on the Headquarters database shall be updated when membership totals are reported and monthly thereafter. Monthly updates of membership reports shall also be transmitted to the Regional Vice President.

Membership lists shall include e-mail addresses for each member with an e-mail address.

**d. Newly Elected Officers and Directors.** Immediately following election of officers and directors, each 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 and Headquarters a brief report of Port activities and a calendar of events for the preceding calendar year, no later than December 31 each year.

## **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 17 of these Bylaws, the International Convention and Maritime Industry Conference set out in Article 16 of these Bylaws and other events as set out in Article 23 of these Bylaws.

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

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. Port Events**

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 Board of Directors 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 Board of Directors to be necessary or desirable. The Board of Directors may, however, for good and sufficient cause, restore such Port to membership in good standing.

b. Any Port sixty (60) days in arrears for any financial obligation to The International Propeller Club of the United States shall 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 shown in the most

recent information reported to Headquarters by such Port. Said notices shall be sent at the end of sixty (60) days and thirty (30) days thereafter. Any such Port may be restored to membership in good standing at the discretion of the Board of Directors upon the payment of its indebtedness or other conditions imposed by the Board of Directors.

**Section 2. Procedure.**

- a. Hearing. Prior to expulsion or suspension of a Port, the Board of Directors 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 Board of Directors 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 Board of Directors shall forthwith notify the Port of its decision by certified United States mail, return receipt requested or via use of any other mail/package delivery service that provides proof of time and date of delivery, 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 of The International Propeller Club of the United States, which appeal shall be heard and decided at the next International Convention by the Port Presidents .
- 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 of the United States.

**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. PROPELLER CLUB 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 and support 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. Student members may be members of “Student Ports” or may be members of Propeller Club Ports in circumstances and on terms as allowed by the Board of Directors and the Propeller Club Ports.
- 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. Propeller Club Ports may provide for membership of Student Members on a “courtesy” basis on such terms as may be allowed by the International Propeller Club Board of Directors.
- 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.
- g. Recent graduate members. Persons who have graduated from a state or federal maritime academy, or as a recent Student member, within the last year.

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

The Board of Directors shall establish dues payable to the International Propeller Club of the United States for each membership category in accordance with Article 18, Section 1.b 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 or her 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. Virtual members wishing to affiliate with a Port must follow any membership application processes required by that Port. Upon assuming Port membership, no further at-large

dues will be assessed, and the Port will be assessed related per capita dues at the next Port reporting date.

## **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, New Jersey and New York (except those located on the Great Lakes and St. Lawrence Seaway).
- **Middle Atlantic**, which shall include all Ports in the states of 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 inland Ports on the Ohio River and its tributaries and other inland ports on the Mississippi River.
- **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, the Niagara River and St. Lawrence Seaway.
- **Pacific Coast**, which shall include all Ports located in the states of Washington, Oregon, Alaska, Hawaii, and California.
- **Far Eastern**, which shall include all Pacific Ocean Ports west of Hawaii and other Ports as may be specified by the Executive Committee in consultation with the Regional Vice President.
- **North and Central Europe**, which shall include ports in Europe, Africa, or the Caribbean that opt to participate in the region. The Executive Committee shall approve membership in the region.
- **Western Europe**, which shall include Ports in Belgium, France, Netherlands, Germany, Switzerland, and the United Kingdom. The Executive Committee shall approve membership in the region.
- **Iberian Peninsula**, which shall include Ports in Spain and Portugal and may include Ports in Africa and other Ports as may be specified. The Executive Committee shall approve membership in the region.
- **Southern Europe**, which shall include Ports in Greece and other Ports as may be specified by the Executive Committee in consultation with the Regional Vice President.

- **Turkey and Middle East**, which shall include Ports in Turkey and the Middle East and other Ports as may be specified by the Executive Committee in consultation with the Regional Vice President.

## **Section 2. Regional Vice-Presidents**

A Regional Vice-President shall represent each Region on the International Board of Directors.

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

All Ports outside the United States, other than those included in the Western Europe Region, North and Central Europe Region, Far Eastern Region, Southern Europe Region, and the Turkey and Middle East Region, shall be represented by the International Second Vice President for administrative purposes and at Conventions and on the Board of Directors.

## **Section 4. Realignment of Regions**

The Executive Committee may realign Regions as may be necessary as a result of chartering of new Ports, resignation of Ports or to otherwise streamline operations. Such realignment shall be subject to review and approval by the Board of Directors.

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

## **Section 1. Designation of Officers.**

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, the Regional Vice Presidents, and the Secretary and Treasurer shall be nominated in accordance with these Bylaws and elected by a majority of the votes cast by the Port Presidents or their designees at each International Convention, and they shall be installed in office and shall assume their duties immediately after election 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 and any Regional Vice Presidents elected by their respective regions shall be installed in their duly elected offices.

The Executive Committee, acting at the "Personnel Committee," shall appoint an Executive Vice President with the consent of the Board of Directors. The term of employment and salary shall be set by the Personnel Committee.

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

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

## **Section 2. Qualifications**

a. 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.

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

### **Section 3. Term Length and Limitation**

a. The term of each officer shall begin immediately after election and installation of officers at each Convention.

b. The term of the President, First Vice President, and Second Vice President shall continue for two years beginning upon election.

c. The term of the Third Vice President shall be one year.

d. The term of the Executive Vice President shall continue for as long as the term of employment of the Executive Vice President is renewed by the Personnel Committee, with ratification of the Board of Directors.

e. The terms of the other officers shall be as set by the Board of Directors.

f. 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.

g. Term Limitation Vice President of Student Ports. Limitation of the term of the Vice President of Student Ports shall be as determined by the Board of Directors.

h. 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 Board of Directors.

i. 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 4. 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 Board of Directors or in its absence, the Executive Committee, shall in general supervise and control all of the business and affairs of the Club. The President shall serve as Chairperson of the Board of Directors and Executive Committee, and shall preside at all meetings of the International Convention, 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 Board of Directors and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

#### **Section 5. Executive Vice President**

The Executive Vice President shall be responsible for day-to-day operations of the International Propeller Club of the United States, and shall keep the records of the Convention, the Board of Directors, the Executive Committee, and the meetings of Port Presidents; shall keep the accounts, receive all monies paid in, deposit the same in such banks or financial institutions as shall be approved by the Board of Directors 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 of the United States; shall make periodic reports to the Board of Directors, Executive Committee, and a report to the Port Presidents at the International Convention; and may be required to give bond for the faithful discharge of his duties in a sum and with sureties required by the Board of Directors. All costs related to obtaining the fidelity bond and premiums for the fidelity bond shall be paid for by the International Propeller Club of the United States. The Executive Vice President shall report to the President and shall be subject to the direction and control of the President. The Executive Vice President shall serve ex officio without vote on the Board of Directors, the Executive Committee, and all standing committees.

#### **Section 6. 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 and the Board of Directors 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 Board of Directors and 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 on the Executive Committee and shall represent on the Board of Directors and at the Convention all Ports that are not assigned to a Region. The Second Vice-president shall also represent the ports in the Western Europe Region, North and Central Europe Region, Far Eastern Region, Southern Europe Region, and the Turkey and Middle East Region at International Conventions when the Regional Vice President of the respective Region does not attend.

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

The Third Vice-President shall be the chairperson of the International Convention following his election and shall report to the Board of Directors and Executive Committee on the status of planning and financial arrangements for the International Convention.

**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 Board of Directors to aid and assist the President.

**Section 7. Secretary**

The Secretary shall: **(a)** be responsible for keeping the minutes of the proceedings of the Board of Directors, the Executive Committee and meetings of the Port Presidents at International Conventions; **(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 Board of Directors.

**Section 8. 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 these Bylaws; **(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 Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall serve as Chairman of the Budget and Finance Committee.

### **Section 9. Vacancies**

In the event of the death, resignation or disability of the President, the First Vice President shall assume the office of President until the next meeting of the Port Presidents, and the Board of Directors shall appoint a new First Vice President to serve until the next meeting of the Port Presidents. In the event of the death, resignation or disability of any other officer, the Board of Directors may appoint a replacement to serve until the next meeting of the Port Presidents. Service of the remainder of terms pursuant to this provision shall not count against the term limit provisions stated elsewhere in these bylaws.

### **Section 10. Removal of Officers or Directors.**

An officer or director may be removed from office by vote of Port Presidents representing pursuant to the terms in Article 10, Section 3, subsection (2), subject to the voting limitation in Article 18, Section (1)(e).

## **ARTICLE 10. BOARD OF DIRECTORS**

### **Section 1. Authority**

The governing body of The International Propeller Club of the United States shall be the Board of Directors. The Board of Directors of The International Propeller Club of the United States (herein "Board of Directors") shall exercise all powers of the Club and shall manage its business and affairs.

### **Section 2. Composition**

a. Regular Members. Regular members of the Board of Directors shall include the International officers:; President, First Vice President; Second Vice President; Third Vice President; Vice President for Student Ports, Executive Vice President, serving ex officio, without vote; Vice President for the Women's Propeller Club; the Regional Vice Presidents; the Secretary and Treasurer, if any; the immediate Past President and two other members of the Past Presidents Committee; and six (6) at-large members and up to six (6) ex-officio members. The Port Presidents shall elect the at-large members, and the President shall appoint the ex-officio members, subject to approval of the Board of Directors, taking into consideration the desire for a broad representation of the Maritime Industry. The President shall appoint the two other members of the Past Presidents Committee. Each member other than the officers, immediate Past President and members from the Past Presidents Committee shall be elected or appointed to a three-year term, and terms shall be staggered so that the terms of one-third of the members of Board of Directors elected at-large expire each year. Non-officer members of the Board of Directors shall be eligible for election for two (2) successive terms, and may be re-elected to the Board of Directors after a lapse of one term. There shall be no limitation on reappointment of ex-officio members of the Board of Directors. All officers, at-large, and ex-officio members of the Board of Directors shall have full voting rights

and all other rights accorded to Board of Directors members, except as otherwise designated herein.

**b. Members Emeriti.**

(1) Members Emeriti of the Board of Directors are persons elected to that position in recognition of significant service to the Maritime Industry or to the International Propeller Club of the United States internationally or at the regional or local level. Nominations for election as a Member Emeritus of the Board of Directors shall be submitted to the Nominating Committee not later than 30 days prior to the date of the first meeting of the Port Presidents at the annual Convention and voted on by the Port Presidents at their second meeting at the annual Convention. Election as a Member Emeritus is a lifetime achievement award.

(2) Except as provided below, Members Emeriti are non-voting members of the Board of Directors but may attend and participate in meetings of the Board as desired. Any actively serving voting member of the Board of Directors in good standing elected as a Member Emeritus may retain his or her voting privileges held at the time of election as a Member Emeritus, until the term providing voting privileges expires, provided that he or she meets the meeting participation requirements in Section 6 below.

**Section 3. Election of International Officers and Directors.**

a. Election by Port Presidents. The Port Presidents shall be charged with election of the International Propeller Club Officers and Board of Directors.

b. Voting by Port Presidents. The Port Presidents shall elect the International Officers and Directors by majority vote and may remove an officer or director by a two-thirds vote. A majority vote or two thirds vote shall be deemed to be a majority or two thirds vote of those present at a meeting where a quorum of members is represented by the Port Presidents present.

c. Regular Meetings of the Port Presidents. The Port Presidents shall meet twice during the International Convention, on the first day for the purpose of receiving nominations for officers and directors and for the purpose of acting on any other matters presented and on the last day of the convention for the purpose of acting on nominations and any other issues presented. Port Presidents may meet at such other times and places as may be determined in sub-section (7) below.

d. Calculation of Votes for each Port. Each Port in good standing, except Ports composed of Student Members, shall be entitled in an International Convention of The International Propeller Club of the United States to one vote 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 last fiscal year prior to the International Convention, subject to the limitation in Article 18, Section 1(h). Such membership shall have been certified as required by these Bylaws in order that the votes may be properly validated by the Credentials Committee at the Convention. Each Port President or that President's designee from the same port shall cast the votes each Port is entitled to. No Port shall be entitled to cast votes on behalf of another Port. No single member may represent more than one Port for

purposes of voting, regardless of the number of Ports in which an individual may be a member. A Port must be current in its dues in order to vote.

e. Issues on which Port Presidents Shall Vote. In addition to election of International Officers and Directors, the Port Presidents shall have the sole authority to amend these Bylaws as provided herein and to remove Officers or Directors and to approve realignment of Regions. The Board of Directors may from time to time present Positions and Resolutions to the Port Presidents for approval at a convention.

f. Quorum for Meetings of Port Presidents. Port Presidents or their designees present representing thirty five (35) percent of the total membership, shall constitute a quorum for meetings of the Port Presidents, except removal of International Officers or Directors, which is governed by subsection (2) of this section.

g. Special Meetings of Port Presidents. Any group of Port Presidents representing a majority of the membership of the International Propeller Club of the United States, in good standing, may call a Special Meeting between conventions for the purpose of removing officers or directors or for voting on a position or resolution.

(1) Procedure for Calling a Special Meeting of Port Presidents. The Port Presidents who want to call a special meeting shall notify the Executive Vice President or Secretary and identify the Ports which are calling the meeting. The Executive Vice President or Secretary shall certify both that the Ports calling the Special Meeting are in good standing and represent a majority of the membership of the International Propeller Club of the United States as set out in subsection (3) below. In the absence of the Executive Vice President, the President shall act to certify good standing and majority or in the absence or in the absence of the Executive Vice President and the President, the Secretary and then a Vice President, in order of succession, may act as required by this paragraph.

(2) Notice of Special Meetings of Port Presidents. Notice of a special meeting of Port Presidents shall be delivered to all Port Presidents at Ports in good standing no less than sixty (60) days prior to the date set for the special meeting. Provided that the good standing of the Ports comprising the majority of members calling the meeting has been certified, the Headquarters office shall facilitate distribution of notices of Special Meetings.

(3) Determination of "Good Standing" for a Special Meeting. Determination of whether a Port is in good standing for purposes of calling a Special Meeting or for voting at a Special Meeting shall be determined by reference to the dues records kept at the headquarters office of the International Propeller Club of the United States and the status of each Port as of the date the notice of a Special Meeting is issued.

(4) Location of Special Meetings of Port Presidents. The location of such special meetings of Port Presidents shall be as determined by the Port Presidents calling the meeting and provision may be made for participation via telephone and/or Internet at such special meetings.

#### **Section 4. Meetings of the Board of Directors**

**a. Regular Meetings.** The Board of Directors 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 five (5) members of the Board of Directors. The Board of Directors may periodically meet outside the United States and should attempt to have at least one meeting every two (2) years outside the continental United States. Members of the Board of Directors residing outside the continental United States shall attend one meeting annually in person to the extent feasible. Arrangements for attendance via telephone may be made for meetings of the Board of Directors. Notice of the time and place of all regular meetings shall be mailed, transmitted by facsimile, or e-mail to each member not less than thirty (30) days before a meeting. This notice requirement shall not apply in emergency situations.

**b. Special Meetings.**

(1) Emergency Meetings. The Executive Committee may call an Emergency Meeting of the Board of Directors on no less than seven (7) days notice. Notice may be distributed electronically or by other reasonable means. The business of any emergency meeting of the Board of Directors shall be limited to the topics included in the Notice of the emergency meeting.

(2) Other Special Meetings. A group of not less than five (5) members of the Board of Directors may call a meeting of the Board of Directors at any time on no less than thirty (30) days notice delivered electronically or via U.S. mail or other delivery service.

#### **Section 5. Quorum for Meetings of the Board of Directors**

A quorum shall consist of not less than eleven (11) members of the Board of Directors in attendance at a meeting in person or via telephone or Internet.

#### **Section 6. Action Without a Meeting**

Without meeting together, the Board of Directors 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 Board of Directors 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 Board of Directors by mail or electronic transmission a report of the tabulated result of each vote taken without a meeting.

### **Section 7. Attendance Requirements**

Members of the Board of Directors are expected to attend all regularly scheduled meetings, whether in person or via telephone. Members of the Board of Directors 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 Board of Directors.

### **Section 8. Vacancies**

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

## **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 Board of Directors and shall manage the business and affairs of the International Propeller Club between meetings of the Board of Directors.

### **Section 2. Membership**

**a.** The Executive Committee shall consist of the following International President, First Vice President, Second Vice President, Secretary, Treasurer, and two additional members to be appointed by the President from the Board of Directors, and ratified by the Board of Directors, and the Executive Vice President who shall be an ex-officio, without vote, member of the Executive Committee. ,

### **Section 3. Meetings**

- a.** Regular Meetings. The Executive Committee shall meet at least two times quarterly or as directed by the President. Meetings may be via telephone, Internet or in person as circumstances may require.
- b.** Notice of Meetings. Notice of a minimum of three (3) days shall be given for meetings of the Executive Committee and shall be provided accordingly by the Executive Vice President.
- c.** Emergency Meetings. The President may call an Emergency Meeting of the Executive Committee on no less than three (3) working days notice. Notice may be distributed electronically or by other reasonable means. The business of any emergency meeting of the Executive Committee shall be limited to the topics included in the Notice of the Emergency Meeting.

### **Section 4. Quorum**

A quorum shall consist of a majority of all voting members of the Executive Committee.



## **ARTICLE 12. NOMINATIONS**

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

- a. 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 select nominees for President, First Vice President, Second Vice President, Vice President for Student Ports, Regional Vice Presidents, Secretary, Treasurer, and the at-large members of the Board of Directors. The Third Vice President shall be nominated by the Port hosting the International Convention. In nominating at-large members of the Board of Directors, 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 fourteen (14) days before the date set for the International Convention.
- b. 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 elect a Regional Vice President at a Regional Conference, who shall take office on the last day of the convention when other international officers are elected. If the Ports in a Region do not elect 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 13. ELECTIONS**

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

At the first Port Presidents meeting at the International Convention, or at any time prior thereto, the International President shall determine the hour for conducting the election of officers on the last day of the convention. 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 Port Presidents meeting at the International Convention, the International President shall appoint an Election Committee, composed of not less than three (3) Port Presidents who shall have charge of the election, preparations for voting and counting of the votes.

**Section 3. Convention Electors**

Each Port President or designee representing a Port President shall be entitled to vote, pursuant to the terms of Article 10, Section 3, Subsection (d).

**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 14. 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. Communications Committee
- d. General Convention Committee
- e. Maritime Policy Committee
- f. Awards Committee
- g. Bylaws Committee
- h. Past Presidents Committee
- i. Membership Committee
- j. Education 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 be chaired by the Treasurer and shall have not less than three (3) members, of which one shall be the First Vice President.

- 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 Communications 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 and the Third Vice President of the International Propeller Club, who shall be the Chairman of the committee, and such other members and sub-committees 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 host Port City subject to approval of and confirmation by the President, and shall serve as the International Third Vice President from the end of the preceding convention to the conclusion of the convention in the host Port City. Other Convention sub-committee chairpersons and members shall be appointed by the General Convention Chairperson.
- e. The Maritime Policy 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 Bylaws 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. The Immediate Past President and two additional members of the Past Presidents Committee shall serve as members of the Board of Directors, with full voting and other rights accorded to members of the Board of Directors. The remaining members of the Past Presidents Committee shall serve as ex officio members of the Board of Directors, without vote. 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 Board of Directors.
- i. The Membership Committee shall consist of a Chairman and at least four members.

### **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.

(1) Recommended positions shall be submitted to the Board of Directors 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 Board of Directors which shall be given 10 days for submitting official comments or objections. These shall be given full consideration at the time the Board of Directors takes appropriate 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 Board of Directors and the 10 day waiting period may be waived and appropriate action may be taken by a three-fourths vote of voting members of the Board of Directors.

- c. The Communications Committee shall recommend and implement methods of communication 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 be responsible for the Propeller Club Quarterly and/or Propeller Club newsletters. The Executive Vice President shall serve as the Executive Editor of the Propeller Club Quarterly.
- 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 Maritime Policy Committee shall advise the President and the Board of Directors on matters of broad, general policy for the industry as a whole and on programs to be presented at 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. 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 Board of Directors.

g. The Bylaws Committee shall consider all proposed amendments to the Bylaws and shall deliver its recommendations to the Executive Vice President and/or Secretary for distribution to the Port Presidents 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 Board of Directors and the Port Presidents. In addition to service on the Board of Directors, the International Past Presidents Committee may be assigned such tasks and responsibilities as the International President, or the Board of Directors may assign.

i. The Membership Committee shall be responsible for membership development initiatives and chartering new member ports.

#### **Section 4. 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 Standing Committees shall be appointed by the President as soon as possible after he enters upon his duties and not later than the 30th day of January annually.

#### **Section 5. 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 6. Ratification of Committee Action**

All committee action shall be subject to ratification by the Board of Directors.

### **ARTICLE 15. SPECIAL COMMITTEES**

#### **Section 1. Appointment by the International President**

The International 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 2. Personnel Committee**

For purposes of hiring, determining terms of employment, and handling executive reviews, the Executive Committee shall act as a "Personnel Committee." All actions of the "Personnel Committee," except performance of any executive review, shall be subject to ratification by the Board of Directors. When the Executive Committee is acting as a Special Committee, as the

“Personal Committee,” the Executive Vice President shall not be a member of the Committee or have the right to attend meetings of the Personnel Committee, except as directed by the Personnel Committee.

### **Section 3. Advisory Committee**

The President, after consultation with the Officers, may establish an advisory committee during his term in office, comprised of individuals who have made significant contributions to the maritime industry or to the International Propeller Club of the United States internationally or at the regional or local level. The committee shall provide advice and counsel to the President on matters relating to the Club and on the maritime industry in general.

## **ARTICLE 16. INTERNATIONAL CONVENTION**

### **Section 1. International Convention**

An International Convention shall be held annually at such time and place as the Board of Directors shall determine. If, however, the Board of Directors shall determine that there exists a condition of emergency such that an International Convention would not be practical in a particular year, the Board of Directors shall have the power to cancel the International Convention. In such event, the Board of Directors shall establish and fix provisions and procedures for transacting, by any means deemed best by the Board of Directors, 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 annual programs on maritime policy.
- 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.
- f. To amend these Bylaws as may be necessary 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 Board of Directors 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 Board of Directors 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 for 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 Board of Directors. In the event of a dispute between the General Convention Committee and the International Propeller Club, the dispute shall be brought to the attention of the Executive Committee and the decision of the Executive 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 by Ports**

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 Article 13, Section 2 of these Bylaws.
  - (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, the Executive Vice President, and the Secretary.
- c. Quorum. A quorum for voting on any matters presented at an International Convention shall consist of Port Presidents or their designees present representing thirty five (35) percent of the total membership who shall be entitled to vote on all matters presented at an International Convention, including the election of International Officers and Directors, 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 International Officers and Directors, shall be done by Port Presidents or their designees from the same Port present in person at the time of voting, who have been accredited by the Credentials Committee of the Convention. No Port shall be entitled to cast votes on behalf of another Port on any issue presented. No single member may represent more than one Port for purposes of voting, regardless of the number of Ports in which an individual may be a member. A Port must be current in its dues in order to vote on any issue presented at a convention.

#### **Section 9. Convention Finances**

- a. The Host Port shall adhere to all requirements in the Convention Guidelines promulgated by the International Propeller Club.
- b. 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.
- c. 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 Board of Directors.
- d. Upon completion of the convention, the financial accounts shall be independently reviewed pursuant to a procedure and by a person or persons 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 Board of Directors.
- e. The financial balance in the Convention Fund shall be evenly divided between the Host Port and The International Propeller Club. In the event a Host Port suffers a loss on the Convention, the Host Port may apply to the Board of Directors no later than four months after the conclusion of the Convention, which resulted in a loss, for assistance with the loss suffered. Such request for loss assistance by a Host Port shall be considered by the Board of Directors at its next regularly scheduled meeting. The Board of Directors decision on whether or not to share a Convention loss with a Host Port shall be final. A certified copy of the audited financial accounts 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.



### **Section 10. Conventions with No Host Port**

In circumstances in which no “Host Port” is available to host an International Convention, the Board of Directors may waive “Host Port” requirements in this Article 16 to allow the International Organization to organize and present a 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.

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

- a. 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.
- b. A Delegate shall not represent more than one Port at a Regional Conference regardless of the number of Ports in which a particular Delegate may be a member.
- c. A Port may not appoint another Port as its proxy.
- d. Each delegate must be a regular member in good standing of the Port he represents and must present to the officers of the Regional Conference a certificate signed by the President and Secretary of his Port.
- e. 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.
- f. 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.
- g. 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 Board of Directors shall establish Member Port dues. Any increase or decrease in the dues for any membership category shall not be effective until ratified by a majority of the Port Presidents.
- c. The Member Port dues shall be due and payable on dates established by the Board of Directors.
- d. The Board of Directors may establish separate dues rates for each membership category.
- e. Member Port dues shall be payable to The International Propeller Club of the United States in United States currency.
- f. 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 Board of Directors shall have power to adjust the payments due from the Port.
- g. Any Port admitted to membership shall be liable for Member Port dues one year from the date in which membership is achieved and shall thereafter pay dues on a calendar year basis.

h. In establishing dues, the Board of Directors may establish different dues for Ports based on their geographical location. Notwithstanding Article 16 hereof, Port Presidents 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.

i. All dues are to be used by The International Propeller Club of the United States for the purposes set forth in these Bylaws.

**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 Directors shall not incur any total financial obligations in excess of the sum of the estimated income determined by the Board of Directors 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 Treasurer as directed by the Treasurer and to the Executive Committee no less than twice per quarter.

**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. Financial Review**

The Board of Directors shall provide for the review of the books or accounts of The International Propeller Club of the United States by certified public accountants annually approved by the Executive Committee, or in its discretion, at more frequent periods. The Treasurer and/or Secretary shall submit the books and vouchers for review 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 as directed by the Executive Committee and to the Board of Directors at each Board of Directors meeting, and to the Port Presidents at each International Convention. On request of any Port President or member of the Board of Directors or Executive Committee the most recent statements shall be provided by the Executive Vice President 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 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 for Port events.

### **Section 3. Indemnification**

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

## **ARTICLE 21. PARLIAMENTARY AUTHORITY**

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

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

### **Section 2. Parliamentarian**

A Parliamentary Adviser may 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 of the United States shall host a Maritime Industry Salute to Congress to be held in the 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. The Board may waive the requirement to host a Salute to Congress if unusual events preclude the scheduling of that event or may utilize a virtual event format when circumstances warrant.

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

The International Propeller Club of the United States 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 of the United States. 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 or winners 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. Publications**

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 Board of Directors.

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 Board of Directors.

#### **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 Board of Directors.

#### **ARTICLE 25. AMENDMENTS**

a. Amendments to these Bylaws shall be made only at a Convention of The International Propeller Club of the United States by a majority vote of the Port Presidents or their designees, registered and in attendance at the convention.

b. No amendment proposed by a Port or Port President 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. A copy of all proposed amendments shall be distributed to the Secretary of each Port in good standing and the Bylaws Committee at least thirty (30) days before the opening of such convention.

c. Amendments may also be proposed by unanimous consent of the Port Presidents or their designees present at a business session of a Convention. Such amendments must be adopted by similar unanimous approval, but not otherwise.

d. It shall be the duty of the Executive Vice President of The International Propeller Club of the United States to cause copies of amendments adopted by unanimous consent at a convention to be delivered to Secretaries of member Ports and the Bylaws Committee.

e. Amendments shall become effective on adoption unless otherwise stated in the motion for their adoption.

#### **ADOPTION**

These bylaws were adopted at the 86<sup>th</sup> Annual Convention of the International Propeller Club of the United States, meeting October 5, 2012, in New Orleans, Louisiana, amended at the 88<sup>th</sup> Annual Convention, meeting October 17, 2014, in Louisville, Ky., at the 90<sup>th</sup> Annual Convention,

meeting October 21, 2016, in La Baule, France, and at the 91<sup>st</sup> Annual Convention, meeting October 20, 2017, in Port Canaveral, Fla.