

THE PROPELLER CLUB OF THE UNITED STATES

**PORT OF NORFOLK, VIRGINIA
BY-LAWS
APPROVED January 10, 2008**

Preamble

The name of this organization, incorporated in the Commonwealth of Virginia, shall be "The Propeller Club of the United States, Port of Norfolk." The short title may be "The Norfolk Propeller Club" or as used in these by-laws, "the Port." The Constitution of the Propeller Club of the United States, Port of Norfolk shall be the national/international "Constitution and by-laws of the Propeller Club of the United States Constitution." The objectives of the Propeller Club of the United States, to which the Port of Norfolk subscribes, are:

- A.1. To promote and support the United States merchant marine, including shipyards and other allied industries, to meet the requirements of national security and economic welfare; and
- A.2. To promote waterborne commerce and the marine industry in all its segments; and
- A.3. To promote worthy and economically justifiable lake, gulf, bay, river, inland waterway, coastal, harbor, and Great Lake improvements;
- B. To develop policies to enhance mutually beneficial relationships between all member ports;
- C. To maintain a continuing program of public relations, education, and goodwill among exporters and importers, the maritime industry and the public generally;
- D. To collaborate with other organizations whose members are dedicated to the promotion of the best interests of maritime shipping and allied industries;
- E. To promote a spirit of friendship and common purpose among persons engaged or having an interest in the merchant marine and allied industries;
- F. To encourage the development of trade between countries; and
- G. To conduct annually a convention and conference to promote these objectives.

ARTICLE I BOARD OF GOVERNORS

Section 1.01 Composition and Election

The governing body of this port shall be a Board of Governors. The Board of Governors shall consist of the following:

- a. Twelve elected Governors, one-third of whom are to be elected at each Annual Membership Meeting to serve three years from the effective date of installation, or until their successors are elected and have qualified, except in the case of a Governor elected to fill an unexpired term.

- b. The Officers as set forth in the Constitution and elsewhere in the by-laws, and as elected at each Annual Membership Meeting for a term of one year or until their successors are elected and have qualified.
- c. The immediate Past President

Section 1.02 Qualifications

During their entire term of office, all Governors and Officers must be members in good standing of the Port.

Section 1.03 Terms of Office Restrictions

- a. A Governor may be re-elected to a second term of three years but may not serve more than two successive terms; provided that any time in which said member serves as an officer, immediate Past President or appointed Governor to fill an unexpired term, shall not count as falling within the two successive three-year terms.
- b. An Officer may serve more than one elective term; provided, however, that the President may not serve more than two elective terms in succession.

Section 1.04 Vacancies

In the event of a vacancy in any office or in the Board of Governors, the Board shall appoint a successor to serve for the balance of the fiscal year.

Section 1.05 Meetings

The Board of Governors shall hold meetings just prior to meetings of the Port and not less than six (6) meetings in each fiscal year.

Section 1.06 Forfeiture of Office

Failure to attend three consecutive regular meetings of the Board may make a member eligible for forfeiture of his office at the discretion of the Board.

Section 1.07 Quorum

A quorum of the Board of Governors shall be a majority (nine) of Board members.

Section 1.08 Authority

- a. The Board of Governors shall have general control over all officers and committees and may, for good cause, declare any office vacant or discharge any committee. It shall constitute a board of appeal from the rulings of all officers and actions of committees.
- b. Appeal may be taken from any decision of the Board of Governors to the general membership of the Port and on such appeal the decision appealed shall be reversed only by a two-thirds vote of the members present at a regular meeting to be specified by the Board of Governors. To take such action, a quorum of the Board shall be present to specify the meeting and the Secretary must give notice of such appeal to all members of the Port at least five days in advance of such meeting.

ARTICLE II OFFICERS AND THEIR DUTIES

Section 2.01 President

It shall be the duty of the President to preside at all meetings of the Port and the Board of Governors, to perform his duties as a member of the Board of Governors of the Propeller Club of the United States, and to perform such other duties as ordinarily pertain to his office.

Section 2.02 First Vice-President

It shall be the duty of the First Vice-President to preside at the meetings of the Board of Governors, and of the Port, in the absence of or inability of the President to act and to perform such other duties as ordinarily pertain to his office. He shall arrange and co-ordinate the necessary actions required for the monthly membership meetings.

Section 2.03 Second Vice-President

It shall be the duty of the Second Vice-President to preside at the meetings of the Board of Governors, and of the Port, in the absence of or inability of the President and First Vice-President. It shall also be the duty of the Second Vice-President to assist the First Vice-President with actions required for the monthly membership meetings, and to act and to perform such other duties as ordinarily pertain to his office.

Section 2.04 Secretary

It shall be the duty of the Secretary to keep the records of membership and attendance, send out notices of Meetings of the Port, and of the Board of Governors of the Port and committees, record and preserve the minutes of such meetings, and make the required reports to the Propeller Club of the United States. It shall also be the duty of the Secretary to perform such other duties as usually pertain to his office, including seeing that the required initiation fee accompany all membership applications before reference to the Membership and Admissions Committee for action.

Section 2.05 Assistant Secretary

The Assistant Secretary shall be one of the twelve Board of Governors members and shall assist the Port Secretary and act as Secretary in the absence of the Port Secretary.

Section 2.06 Treasurer

It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Port at its annual meetings, and at any other time upon demand by the Board of Governors, to collect all dues, assessments and other funds and make all remittances prescribed by the Board, and to perform such other duties as pertain to his office.

Section 2.07 Assistant Treasurer

The Assistant Treasurer shall be one of the twelve Board of Governors members and shall assist the Port Treasurer and act as Treasurer in the absence of the Port Treasurer.

ARTICLE III NOMINATIONS

Section 3.01 Nominations

A Nominating Committee appointed by the President and approved by the Board of Governors shall make in writing the nominations for President, First Vice-President, Second Vice-President, and Treasurer. The nominations shall be filed with the Secretary, who shall send notice to the membership of the nominations not later than two weeks prior to the annual meeting. Any regular member in good standing also may make nominations from the floor at the annual meeting.

ARTICLE IV

MEETINGS AND ELECTIONS

Section 4.01 Annual Meeting of the Port

The annual meeting of the Port shall be held during the last quarter of each fiscal year on a date and at a time and a place to be determined by the Board of Governors. The Secretary will send notice of that determination to the membership not later than 30 days prior to the date of the meeting. During the annual meeting, the members shall elect the Governors and Officers from among those nominated. At any subsequent meeting of the Port prior to the first day of January those elected will be installed in office but they will not act in, or take over the duties of their new offices until the first day of January after their election and installation.

Section 4.02 Quorum of the Port

Thirty members shall constitute a quorum at all meetings of the Port.

Section 4.03 Special meetings of the Port

Special meetings may be called by the President when deemed necessary and also shall be called when ten members file a petition with the Secretary and due notice is given to the membership.

Section 4.04 Frequency of Port Meetings

Meetings of the Port shall be held regularly, and meetings of the Board of Governors shall be held monthly at such date as the Board may determine. There shall be a recess or vacation from meetings during the months of July and August, unless otherwise resolved by the Board.

Section 4.05 Board of Governors Special Meetings

Special meetings of the Board of Governors may be called by the President whenever deemed necessary, or upon request by any three members of the Board, due notice will have been given.

Section 4.06 Board of Governors Quorum

A majority of the Board members (nine members) shall constitute a quorum of the Board of Governors.

ARTICLE V

COMMITTEES

Section 5.01 Standing Committees

The President shall appoint twelve standing committees, each to consist of not fewer than three members, one of whom shall be a member of the Board of Governors:

- a. Ways and Means
- b. Program
- c. Membership and Roster
- d. Publicity
- e. National Maritime Day Observance
- f. Sunshine
- g. Student Port
- h. Sea Scouts
- i. Golf
- j. Oyster Roast
- k. National, Community, and Club Projects
- l. Nominating

Section 5.02 Special Committees

The President, from time to time, may appoint such special committees as he deems necessary and as the Board of Governors deems necessary.

Section 5.03 Duties of Standing Committees

- a. The Ways and Means Committee shall, subject to the directions and control of the Board of Governors, supervise and control the finances of the Port, including reviewing and recommending the allocation of requested funds to be acted upon by the Board of Governors prior to such action. The committee shall also consider all resolutions and proposed changes in the by-laws and report its recommendations to the Board of Governors. The committee, during the course of the operating year, shall consider and recommend appropriate positions to be taken by the Port of Norfolk Club in implementation of its Resolutions. Such positions shall encompass, but not be limited to, existing, pending or proposed legislation; shall represent matters of major significance to the Port of Norfolk; and shall include suggested action to be taken by the Club's Officers, Committees, and members. Passage of any resolution not considered and reported by this committee shall require a four-fifths majority of the members present at a regular monthly meeting. The Second Vice-President, Treasurer, and Assistant Treasurer along with at least two other members of the Board of Governors shall be members of the Ways and Means Committee.
- b. The Program Committee shall be chaired by the First Vice-President and shall prepare and arrange programs for all meetings of the Port and such social functions as may be directed by the Board of Governors. The committee shall also promote acquaintanceship and friendship among the members, and devise and carry into effect plans to foster full attendance at the meetings of the Port.
- c. The Committee on Membership and Roster shall review all applications for membership, which must be accompanied by payment of an initiation fee, as specified by the Board of Governors, and shall make recommendations to the Board of Governors. In addition, they shall assist the Secretary in the maintenance of the list of members, publishing a roster, and devote their best efforts and endeavors in the securing of new members.
- d. The Publicity Committee shall carry into effect any and all plans that will tend to secure proper publicity for the club in particular, and shall co-operate with the local press and whatever other publications it may deem advisable in disseminating news of public interest. The committee also will seek to keep the Port membership informed through a website and the publication of a periodic newsletter.
- e. The National Maritime Day Observance Committee shall devise and carry into effect plans to educate the public generally towards the aims of the Propeller Club of the United States; to create a marine-mindedness of the people, and to arrange appropriate programs among other civic clubs during Maritime Week.
- f. The Sunshine Committee shall report and publicize recognition received by members and visit and cheer up or endeavor to help such members as are brought to their attention, being sick or otherwise incapacitated. The Chairman of this committee may use such funds as are provided for in the budget or by special action of the Board of Governors and report their action at all regular meetings of the Port and to the Board of Governors.
- g. The Student Port Committee shall co-ordinate senior port activities with those of the Student Port of Old Dominion University, recommend to the Board of Governors Student Port support requirements, and provide Student Port mentoring as needed and required.

- h. The Sea Scouts Committee shall ensure that Sea Scouts Ship 13 activities and equipment are supported by the Port and provide Ship 13 mentoring as needed and required.
- i. The Golf Committee shall conduct Port golf outings as directed by the Board of Governors.
- j. The Oyster Roast Committee shall conduct Port oyster roasts as directed by the Board of Governors.
- k. The National, Community, and Club Projects Committee shall coordinate and/or conduct Port participation in the Salute to Congress, the National Convention, Community events and scholarship endeavors, events that involve other clubs, and other activities and awards (e.g., scholarships) programs as may be assigned by the Board of Governors. It also shall devise and carry into effect plans to protect the best interest of the Port, and co-operate with such other civic organizations as will tend to realize those ends.
- l. The Past President shall chair the Nominating Committee and shall recommend a slate of officers for the coming year to the membership not later than 30 days prior to the Annual Membership meeting after consulting with the Port Officers and the Board of Governors regarding the needs of the Port, and with the individuals under consideration to ensure their availability.

ARTICLE VI

MEMBERSHIP

Section 6.01 Classes of Membership

There shall be four classes of members, as provided for in the Constitution. They are Regular members, Student members, Honorary members, and Courtesy members. The criteria for membership in each of the classes are set forth in the Constitution as amplified in Sections 6.02 through 6.05, below. Honorary and Courtesy members may not exceed 5% of the number of regular members at the time of such election.

Section 6.02 Regular Members

Persons who have a bona fide and active interest in the promotion of the American Merchant Marine and the objectives of the Propeller Club of the United States.

Section 6.03 Student Members

Persons who are duly registered students of marine architecture and engineering, foreign and domestic commerce, trade and transportation, business administration, economics, and allied courses in U.S. colleges, universities or maritime academies.

Section 6.04 Honorary Members

Port members considered for Honorary membership should be individuals who have been an active member of the Club for a minimum of ten years and been a President, Governor, or Person of the Year. Additionally, they must have met the following criteria:

- a. Made a significant contribution to the Propeller Club and the Port's mission;
- b. Retired from active employment at the time of selection;
- c. Will receive no financial gain by receiving an honorary membership;
- d. Made a significant contribution to the port of Hampton Roads.

Section 6.05

Courtesy Members

Courtesy memberships shall be considered by the Board of Governors and only shall be accorded to individuals in Propeller Club organizations or working on Club projects who cannot afford fees associated with Club membership, except graduate student members as set forth in Section 6.07 of these by-laws.

Section 6.06

New Members

Any member in good standing may propose new members. The Secretary or Treasurer shall submit to the Committee on Membership and Roster the name of each newly proposed member on an Application Form. The committee shall then investigate and make its recommendation to the Board of Governors. The Board of Governors, which shall discuss and vote upon each application, shall review the committee's recommendation. Acceptance for membership shall be only upon an affirmative vote of two-thirds or more of the members of the Board of Governors present.

Section 6.07

Duration

- a. Regular and Honorary membership shall endure for life, unless terminated as hereafter provided.
- b. Student membership shall endure as long as a member is a registered student as set forth in section 6.03 of these by-laws, unless terminated as hereafter provided. Students who graduate and enter the maritime related industries may become courtesy members for no more than one year after graduation and then will be expected to become regular members without paying the initiation fee.
- c. Courtesy memberships shall endure at the discretion of the Board of Governors, based on the provisions of Section 6.05 of these by-laws and recommendations of the Membership Committee.

Section 6.08

Membership Termination

- a. The Secretary or the Treasurer shall notify in writing any regular member failing to pay dues within 90 days after the deadline prescribed by the Board of Governors at the member's last known address. If, after notification, the member's dues are not paid on or before ten (10) days from the date of such notification, the Board of Governors may terminate said membership.
- b. The Board of Governors may terminate the membership of any member for good cause by a two-thirds vote of the Board at a hearing, provided that said member be given at least ten (10) days' notice of such action. The member may be present at the hearing and may be represented by counsel. In case of such termination, such former members may submit a written notice of his/her intention to appeal to the Port within 30 days after the date of the Board's action. The Board shall thereupon set the date for hearing the appeal, which shall be at a meeting of the Port, held within 60 days after receipt of such written notice of appeal. At such hearing, only members of the Port shall be present, except that counsel may represent the appellant. The termination shall be stayed pending Port action thereon if a timely appeal is taken.
- c. The resignation of any member from this Port shall be in writing and addressed to the President or Secretary, and shall be submitted to the Board of Governors for

appropriate action.

ARTICLE VII

FEEES AND DUES

Section 7.01 Initiation Fee

Payment of an initiation fee in an amount determined and announced by the Board of Governors shall accompany each application for membership.

Section 7.02 Dues

Membership dues in an amount determined and announced by the Board of Governors shall be payable annually, on the first day of January. In the case of new members enrolled during the last quarter of the fiscal year, dues will be deferred for the following year. Members admitted by transfer from another Port, reinstated, or a former students as described in Section 6.07.b of these by-laws shall be exempt from payment of any initiation fee and from payment of annual dues for the current year as may have already been paid by the member.

Section 7.03 Exceptions

Honorary and Courtesy members shall not be charged initiation fees or annual dues.

ARTICLE VIII

FINANCES

Section 8.01 Funds and Accounts

All funds shall be received by the Treasurer for deposit in such bank as designated by the Board of Governors.

Section 8.02 Bill and Payments

All approved bills shall be paid by the Treasurer only by checks issued and signed by any two of the following offices: the President, First Vice-President, Second Vice-President, Treasurer, and Assistant Treasurer as identified on the bank signature card.

Section 8.03 Obligations

No obligation shall be incurred except upon prior authorization of the Board of Governors.

Section 8.04 Budget

The Treasurer shall prepare a preliminary annual budget. The Treasurer shall prepare a final budget for approval of the President and further approval by the Board of Governors, as soon after January 1 each year as is practical, but no later than March 31.

Section 8.05 Audit

An audit by a Certified Public Accountant shall be made after each fiscal year of all the Port's financial transactions and accounts and shall be submitted to the Board of Governors for its information and approval not later than the due date of the tax return.

Section 8.06 Financial Reports

Financial reports shall be made monthly to the Board of Governors, to the annual membership meeting, and at other times when directed by the Board of Governors.

Section 8.07 Bonds

Officers having charge or control of funds shall give bonds as required by the Board of Governors for the safe custody of the funds of the Port, the cost to be borne by the Port.

Section 8.08 Compensation

The Board of Governors shall reimburse the Secretary and Treasurer quarterly a sum set and approved by the Board of Governors for the services provided the Port by each of those officers during the previous quarter.

Section 8.09 Fiscal Year

The fiscal year of the Port shall extend from 1 January to 31 December.

ARTICLE IX **PARLIAMENTARY PROCEDURE**

Section 9.01 Parliamentary Procedure

Parliamentary practice of the Club, Board of Governors, and Committee meetings shall be in accordance with *Roberts Rules of Order Newly Revised*. The President may appoint a parliamentarian.

ARTICLE X **AMENDMENTS**

Section 10.01 Amendments

These by-laws may be amended at any regular meeting of the Board of Governors, a quorum being present, by a two-thirds vote of all members present. Such amendment(s) must be ratified by a two-thirds vote of all Port members present and eligible to vote at any regular meeting of the Port, providing that notice of such proposed amendment shall have been mailed to each member eligible to vote at least twenty (20) days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the Standard Port Constitution and with the Constitution and by-laws of the Propeller Club of the United States.

Amendment History:

12/04/01

1/10/08

THE PROPELLER CLUB OF THE UNITED STATES

PORT OF NORFOLK

AMENDMENT TO BYLAWS

APPROVED JULY ____, 2014

This Amendment to Bylaws (the "Amendment") is made as of the ____ day of July, 2014, by and among the undersigned on behalf of The Propeller Club of the United States, Port of Norfolk (the "Corporation").

RECITALS

WHEREAS, the Bylaws of the Corporation were adopted on January 10, 2008 (the "Bylaws");

WHEREAS, the Board of Governors desires to amend the Bylaws as follows, effective as of the date of this Amendment;

NOW, THEREFORE, the Board of Governors agrees to amend the Bylaws as follows:

1. The Recitals are incorporated herein. The Bylaws are amended as stated in this Amendment.
2. Section 6.08 Membership Termination. The text of subsection (b) of Section 6.08 is deleted in its entirety and replaced with the following text:

The Board of Governors may terminate the membership of any member for good cause by a two-thirds vote of the Board at a hearing, provided that said member be given at least ten (10) days' notice of such action. Good cause shall include behavior or actions by a member of the Corporation, which the Board of Governors finds disruptive, distracting or abusive, or which in their estimation would damage the purpose, effectiveness or development of the Corporation. The member may be present at the hearing and may be represented by counsel. In case of such termination, such former members may submit a written notice of his/her intention to appeal to the Port within 30 days after the date of the Board's action. The Board shall thereupon set the date for hearing the appeal, which shall be at a meeting of the Port, held within 60 days after receipt of such written notice of appeal. At such hearing, only members of the Port shall be present, except that counsel may represent the appellant. The termination shall be stayed pending Port action thereon if a timely appeal is taken.

RESOLVED, that all other provisions of the Bylaws not changed by this Amendment remain in full force and effect and are ratified and confirmed.

IN WITNESS WHEREOF, the undersigned have caused this Amendment to Bylaws of the Corporation to be executed as of the day and year first written above.

Date Signed: _____

Date Signed: _____

