

**PROPELLER CLUB OF THE UNITED STATES
PORT OF NORFOLK, VIRGINIA
BY-LAWS
AMENDED AND APPROVED AS OF DECEMBER 10, 2019**

PREAMBLE

The Propeller Club of the United States, Port of Norfolk is a not-for-profit organization incorporated in the Commonwealth of Virginia, whose membership is representative of every aspect of the maritime industry. The purpose of The Propeller Club of the United States, Port of Norfolk is to develop a better understanding of the maritime industry in and around the Port of Virginia, to foster professional dialogue and development between the various businesses and professions within the maritime industry, and to support the objectives of the International Propeller Club of the United States. The Propeller Club of the United States, Port of Norfolk is dedicated to the enhancement and well-being of all interests of the maritime community.

DEFINITIONS

The Propeller Club of the United States, Port of Norfolk shall be hereinafter referred to as “The Norfolk Propeller Club,” or “the Club.” The Board of Governors of the Club, the Officers, and the immediate Past President shall be hereinafter referred to collectively as “The Board.”

ARTICLE I - THE BOARD

Section 1.01. Composition and Election

The property and affairs of the Club shall be managed by the following:

- a. Fifteen (15) elected Governors: One-third of the Governors 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 appointed to fill an unexpired term.
- b. The Officers as set forth in these 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. In the event the immediate Past President is not available to serve on the Board, the remainder of the Board shall appoint a former Past President still in good standing to fulfill the role of the immediate Past President for that term. If no such Past President is available, then the Board shall form a Nominating Committee from amongst the General Members and the Nominating Committee will propose a replacement to the Board for the immediate Past President role, following the Vacancies provision of Section 1.04.

Section 1.02. Qualifications

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

Section 1.03. Term 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.

b. An Officer may serve no more than three consecutive terms, provided, however that the President may not serve more than two consecutive terms in that role.

Section 1.04. Vacancies

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

Section 1.05 Meetings

The Board shall hold monthly meetings and no less than six (6) meetings in each fiscal year.

Section 1.06. Forfeiture of Office

Failure to attend three (3) regular meetings of the Board may make a member eligible for forfeiture of his office at the discretion of the Board.

Section 1.07 Authority

The Board 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.

Section 1.08 Voting

a. All decisions made by the Board, unless otherwise designated in the By-Laws, shall be binding upon the majority vote of the Board members present.

b. Any decision of the Board may be appealed to the general membership of the Club and on such appeal, by a member in good standing, the decision appealed shall be reversed only by a two-thirds vote of the members present at a meeting to be specified by the Board. The Secretary must give notice of such appeal to all members of the Club at least five days in advance of such meeting.

c. The Board 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 shall mail or transmit by electronic transmission their vote to the Secretary in favor of the proposed action, said action shall be deemed approved; otherwise, it shall fail. The Secretary shall send each member of the Board by mail or electronic transmission a report of the tabulated result of each vote taken without a meeting.

ARTICLE II – OFFICERS AND THEIR DUTIES

Section 2.01. President

It shall be the duty of the President to present to the Board for its consideration the business of the Club. The President shall be the Executive Officer of the Club, direct the activities of the executive staff, and shall preside at the Board's meetings and at all other meetings of the Club. The President shall perform such other duties as ordinarily pertain to this 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 and at all other meetings of the Club in the absence of or inability of the President to act, and to perform such other duties as ordinarily pertain to the office. The First Vice-President shall arrange and coordinate the necessary actions required for any membership meetings, and to coordinate with each current committee and set dates for events for the next calendar year no later than November 30th of the First Vice-President's term.

Section 2.03. Second Vice-President

It shall be the duty of the Second Vice-President to preside at the meetings of the Board and at all other meetings of the Club 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 any membership meetings, and to act and to perform such other duties as ordinarily pertain to the office including chairing the committee for National Maritime Day.

Section 2.04. Treasurer

It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the Club membership at its annual meeting and to the Board at its monthly Board meetings. The Treasurer shall work with the executive staff with respect to the finances of the Club. The Treasurer shall also be responsible for arranging for a third-party to prepare and file any tax related documents, including tax returns.

Section 2.05. Secretary

It shall be the duty of the Secretary to keep the records of membership, record and preserve the minutes of such meetings, make the required reports to the International Propeller Club of the United States, and perform such other duties as usually pertain to this office. The Secretary shall

work closely with the executive staff and shall assist with the Club's website and marketing activities.

ARTICLE III - NOMINATIONS

Section 3.01. Nominations

The Nominating Committee shall make in writing the nominations for President, First Vice-President, Second Vice-President, Secretary and Treasurer, as well as any expiring terms or open seats amongst the Board. 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 General Member in good standing also may make nominations from the floor at the annual meeting.

Should the Nominating Committee propose keeping any Officer in their current role for an additional term, those individuals will be presented to the Board for consideration and a vote, prior to presenting the proposed slate to the general membership. The Officer(s) under consideration shall be excluded from the meeting of the Board (or portion thereof) where their candidacy is under discussion.

ARTICLE IV - MEETINGS AND ELECTIONS

Section 4.01. Annual Meeting of the Club

The annual meeting of the Club 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. The Secretary shall 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 and install the Governors and Officers from among those nominated.

Section 4.02. Quorum of the Club

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

Section 4.03. Special Meetings of the Club

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 Board Meetings

Meetings of the Board 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. Special Meetings of the Board

Special meetings of the Board 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. Quorum of the Board

A majority of the Board members shall constitute a quorum of the Board.

ARTICLE V – COMMITTEES

Section 5.01. Standing Committees and Student Port Liaison

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

- a. Ways and Means
- b. Membership and Roster
- c. Publicity / Marketing
- d. Nominating

The President shall appoint a Student Port Liaison. The Student Port Liaison shall coordinate with the Student Port of any local University having such a Student Port. The Student Port Liaison shall also work with the Student Ports to schedule activities and events, ensure the Student Ports are engaged with the Club, and to provide Student Port mentoring as needed and required.

Section 5.02. Special and Event Committees

The President, from time to time, may appoint such special committees as he or she deems necessary and as the Board deems necessary. These committees may include: Programs and Special Events, National Maritime Day, Sunshine, Student Port, Golf, and Oyster Roast.

Section 5.03. Duties of Standing Committees

- a. The Ways and Means Committee

The Ways and Means Committee shall consist of the First Vice-President, the Second Vice-President and the Treasurer, along with at least two other members of the Board appointed by the President. The Ways and Means Committee shall, subject to the directions and control of the Board, supervise and control the finances of the Club, including reviewing and recommending the allocation of requested funds to be acted upon by the Board prior to such action. The Committee shall review the compensation paid by the Club to the executive staff and any other independent contractors who perform work for the Club. The Committee shall also consider all resolutions and

proposed changes in the by-laws and report its recommendations to the Board. The Committee, during the course of the operating year, may consider and recommend appropriate positions to be taken by the Club in implementation of its Resolutions. Such positions shall encompass, but not be limited to, 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. All requests made to the Ways and Means Committee should be copied to all officers who are not a part of the committee.

b. The Committee on Membership and Roster

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, and shall make recommendations to the Board. In addition, they shall assist the Secretary and the Executive Director in the maintenance of the list of members, publishing a roster, and devote their best efforts and endeavors in the securing of new members.

c. The Publicity / Marketing Committee

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 Club membership informed through a website and e-mail communications.

d. The Nominating Committee

The Nominating Committee shall consist of the Immediate Past President, who will chair the Nominating Committee, and at least two other General members, who are not Officers, to be appointed by the President and approved by the Board. The Nominating Committee shall consult with the Club Officers and the Board regarding the needs of the Club, 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 By-Laws of the International Propeller Club of the United States. These are General members, Student members, Honorary members, and Courtesy members. The criteria for membership in each of the classes are set forth in the International Propeller Club's By-Laws 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. General Members

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

Section 6.03. Student Members

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

Section 6.04. Honorary Members

Persons who have rendered exceptionally distinguished service to the maritime industry or the Club may be designated "Honorary Members" upon their retirement from active involvement in the maritime community. To qualify for Honorary Membership status upon retirement, an active member must have been a member of the Propeller Club for a minimum of ten (10) years and served as President, Governor or Person of the Year of the Club. Honorary status requires the individual must:

- a. have made a significant contribution to the Propeller Club and the Port's mission;
- b. be retired from active employment at the time of selection;
- c. receive no financial gain by receiving an honorary membership;
- d. have made a significant contribution to the maritime industry.

Honorary Members may be proposed at any time. The Membership Committee shall review Honorary Membership status prior to the annual meeting. Any Honorary Member who is no longer active may be removed from the role of Honorary Members and any active member who has retired during the preceding membership year may be proposed for Honorary Membership. The roll of Honorary Members shall be published at the annual meeting.

Section 6.05. Courtesy Members

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

Section 6.06. Election of 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. The Board, 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 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, based on the provisions of Section 6.05 of these by-laws and recommendations of the Membership Committee.

Section 6.08. Membership Termination

The Board may terminate the membership of any member by a two-thirds vote of the Board.

ARTICLE VII - FEES AND DUES

Section 7.01. Initiation Fee

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

Section 7.02. Membership Dues

Membership dues in an amount determined and announced by the Board 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, by reinstatement, or by being a former student, as described in Section 6.07 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.

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, Secretary or Treasurer as identified on the bank signature card.

Section 8.03. Obligations

No obligation shall be incurred except upon prior authorization of the Board, and only an Officer shall have the authority to execute any authorized contract or obligation on behalf of the Club. Unless so authorized by the Board, no Officer, Governor, agent, or employee shall have any power or authority to bind the Club in any way, to incur financial obligations, or to render it liable for any purpose or amount.

Section 8.04. Budgets

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, as soon after January 1 each year as is practical, but no later than March 31.

Section 8.05. Yearly Compilation

A yearly compilation 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 for its information and approval not later than the due date of the tax return. The Certified Public Account shall also prepare any required tax documents for the Club.

Section 8.06. Financial Reports

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

Section 8.07. Bonds

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

Section 8.08. 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, 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, 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 Club members present and in good standing, at any regular meeting of the Club, providing that notice of such proposed amendment shall have been distributed, by regular mail or by electronic means, 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 International Propeller Club of the United States.

ARTICLE XI – EXECUTIVE DIRECTOR

Section 11.01. Scope

The Club may contract an Executive Director, who shall function as a Club administrator. The Executive Director shall work with and support the Officers and Committees in the performance of their duties. The Executive Director will provide services to the Club as an independent contractor.

Section 11.02. Duties and Responsibilities

The purpose of this position is to provide day-to-day administrative services to the Club. Duties include general office administration; secretarial functions; communication and coordination with the Club membership; membership administration; Club event support; and as a general liaison with the public.