

# PROPELLER CLUB OF THE UNITED STATES, PORT OF NEW ORLEANS

## BYLAWS

### ARTICLE I – BOARD OF GOVERNORS-OFFICERS AND COMMITTEES

Section 1. Board: The property and affairs of the Club shall be managed by a Board of no more than twenty-seven (27) Governors, all of whom must, during their entire term of office, be regular members of the Club in good standing. Six (6) or five (5) if two (2) offices are combined of said Board shall consist of the f i v e (5) or four (4) officers of the Club, as described and as elected, as hereinafter provided, and the outgoing president. The balance of the members of said Board shall consist of members holding no other office in the Club. Members shall be elected to serve for two (2) years from the date of their election or until their successors are elected. (Amended 4/18/12). Any board member missing three (3) consecutive board meetings without valid reason may, at the discretion of the other board members, be replaced. (Amended 1/11/89). Additionally, the Secretary may be replaced at the Board's discretion with an Executive Director, who shall be appointed annually at the first Board meeting of the fiscal year. At no time shall the number of Board members exceed 20% of the number of active dues paying members subject to the numerical limitation above.

Section 2. Officers: The officers of this Club shall be a President, a First Vice-President, a Second Vice- President, a Secretary, a Treasurer, (these offices may be combined into one Secretary-Treasurer) and an Ex-Officio, (amended 4/18/12), all of whom shall also serve as members of the Board of Governors. Any officer so serving may be re-elected for a subsequent term, except the President, who is limited to one (1) two (2) year term in office, provided that in computing the two (2) year term, any time served to fill an unexpired term shall not be counted. (Amended 1/11/89).

Section 3. Vacancies: In the event of vacancies in any office, or in the Board of Governors, the Board shall elect and appoint a successor to serve for the remainder of the unexpired term.

Section 4. Proxies: As it is the universal rule that a power delegated may not be re-delegated, a member may not vote by proxy in a meeting of the Board of Governors.

Section 5. Committees: The President, shall appoint, subject to approval of the Board of Governors, three (3) standing committees, each to consist of not less than two (2) members.

- (a) Ways and Means Committee
- (b) House Committee
- (c) Committee on Membership and Admissions

The President may, from time to time, appoint such special committees as are necessary in his judgment, or in the judgment of the Board of Governors.

- (a) The Ways and Means Committee shall, subject to the direction and control of the Board of Governors, supervise and control the finances of the Club.

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- (b) The House Committee shall, subject to the direction and control of the Board of Governors prepare and arrange programs for the regular and special meetings of the Club. They shall prepare and arrange such social functions as may be directed by the Board of Governors.
- (c) The Committee on Membership and Admissions shall, subject to the authority of the Board of Governors, assist the Secretary in the maintenance of the list of members, devote their best efforts and endeavor in the securing of new members and shall pass on all applications for membership and make recommendations to the Board of Governors.

### Article II – NOMINATIONS

Section 1. Nominations for the ensuing election year (which is the odd numbered year) for President, First and Second Vice President, Secretary, Treasurer and members of the Board of Governors shall be made by a nominating committee, consisting of not less than three members, appointed by the President, with the advice and consent of the Board of Governors. The Nominating Committee shall submit the names of one or more candidates for each of the Club Officers and for the Board of Governors. Such nominations shall be filed with the Secretary not less than thirty (30) days prior to the meeting at which the election will be held, and the members shall be notified of such nominations immediately. Nominations may be made independently by no less than twelve (12) members of the Club who shall file with the Secretary the names of such candidates (over the signatures of the proposers) not less than twenty (20) days prior to the annual meeting and the members shall be notified (by Email or USPS mail) of such nominations immediately. Any group, including the Nominating Committee, submitting nominations shall indicate to the Secretary that their candidates have been personally contacted and have agreed to serve if elected. (Amended 3/02/06).

Section 2. No candidates for members of the Board of Governors nor for any of the officers provided for herein, shall be balloted for unless proposed by one (1) of the two (2) above described methods.

### ARTICLE III – DUTIES OF OFFICERS

Section 1. President: It shall be the duty of the President, when present, to preside at all meetings of the Board of Governors, and of the Club, to perform the duties as a member of the Board of Governors of the Club, and to perform such other duties as ordinarily pertain to the office. (Amended 1/11/89).

Section 2. First Vice-President: It shall be the duty of the First Vice-President, in the absence of the President, to preside at meetings of the Board of Governors, and of the Club, and to perform such other duties as ordinarily pertain to the office. (Amended 01/11/89).

Section 3. Second Vice-President: It shall be the duty of the Second Vice-President, in the absence of both the President and the First Vice-President, to preside at meetings of the Board of Governors, and of the Club, and to perform such other duties as ordinarily pertain to the office. (Amended 1/11/89).

Section 4. Secretary: It shall be the duty of the Secretary to keep the records of membership, send out notices of meetings of the Club and of the Board of Governors of the Club and committees, record and preserve the minutes of such meetings, make the required reports to the Propeller Club of the United States, and perform such other duties as usually pertain to the office. (Amended 01/11/89). The appointed “Executive Director” will assume these duties as required.

Section 5."Treasurer It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the Club at its annual meeting and at any other time upon request by the Board of Governors and to perform such other duties as pertain to the office. (Amended 01/11/89). The appointed "Executive Director" may, with the concurrence of the Treasurer, assist in keeping the financial records and financial reports of the club.

Section 6. Ex-Officio: It shall be the duty of the immediate Past President to Chair the Committee comprised of Past Presidents for selecting the "Maritime Person of the Year" Award and presenting the results to the Board of Governors.

## ARTICLE IV-MEETINGS AND ELECTIONS

Section 1. Meetings of the Club: Meetings of the Club shall be held on such dates and at such times and places as may be established by the Board of Governors. (Amended 1/11/89).

Section 2. Meetings of the Board of Governors: Meetings of the Board of Governors shall be held monthly on such dates and at such times and places as may be established by the Board. In addition to regularly scheduled meetings, Special Meetings of the Board of Governors, when deemed necessary, may be called by the President, or in his absence the First Vice-President, or in the absence of the President and the First Vice-President, by the Second Vice-President. When five (5) members of the Board of Governors so petition in writing to the Secretary, a Special Meeting of the Board of Governors shall be called by the President, the First Vice-President, or the Second Vice-President respectively, whomever at the time is qualified to preside. Seven (7) members of the Board of Governors, at any regular or special meeting of the Board, shall constitute a quorum. (Amended 3/02/06).

Section 3. Special Meeting of the Club. In addition to regularly scheduled meetings, Special Meetings of the Club when deemed necessary, may be called by the President, or in his absence, the First Vice-President, or in the absence of the President and the First Vice-President, by the Second Vice-President. When ten (10) members of the Club so petition in writing to the Secretary, a Special Meeting of the Club shall be called by the President, the First Vice-President, or the Second Vice-President, respectively, whomever at the time is qualified to preside. (Amended 01/11/89).

Section 4. Quorum: Those 10 members present at any regular or Special Meeting of the Club, of which the membership has been properly notified not less than ten (10) days in advance, shall constitute a quorum. (Amended 01/11/89).

## ARTICLE V-DUES

Section 1. There shall be no initiation fee required from an applicant who can qualify as a member.

Section 2. Annual dues shall be prescribed by the Board of Governors and shall be payable in advance on the first day of January. (Amended 02/12/2009).

Section 3. Any new member admitted between January 1 and June 30 shall be required to remit a full year's dues with the application for membership. Any new member admitted between July 1 and December 31 will be required to remit a half year's dues with the application for membership. (Amended 02/12/2009)

## ARTICLE VI – FINANCES

Section 1. The Treasurer shall deposit funds of the Club in a bank to be named by the Board of Governors.

Section 2. After approval by any one other officer, all bills shall be paid by the Treasurer with checks signed by any two officers. The Treasurer shall submit a report of all the Club's financial transactions to the Board at the close of fiscal year for the Board's approval. (The fiscal Year shall be July 1 through June 30 of the following year)

Section 3. Officers having charge or control of funds may give bond as may be required by the Board of Governors for the safe custody of the funds of the Club, the cost of the bond to be borne by the Club.

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### ARTICLE VII- ADMISSION OF NEW MEMBERS

Section 1. The name of any newly proposed Regular, Special or Student member, having been proposed by a member in good standing, shall be submitted to the Committee on Admissions, through the Secretary, on a blank form known as an application blank. The Committee on Admissions, after due investigation, shall submit the application with their recommendation, to the Board of Governors. The Board of Governors shall then review the action of the Committee on Admissions and sustain or reject the decision or refer it back to the Committee on Admissions for further consideration and action.

Section 2. Honorary and Courtesy members may be named by the Board of Governors provided they meet the membership qualifications and are recommended by the Committee on Admissions, provided for in this ARTICLE of the By-Laws.

Section 3. At the Boards Discretion, a formula can be enacted to offer "Corporate Memberships" to the Club in order to increase participation. The formula may include incentives but the overall result should be at least revenue neutral over the next two (2) fiscal years.

### ARTICLE VIII – ORDER OF BUSINESS

At all business meetings of the Club and Board of Governors the order of business shall be as follows:

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

All meetings will be conducted in accordance with Roberts Rules of Order. (Amended 01/11/89).

### ARTICLE IX- AMENDMENTS

These Bylaws may be amended at any regular meeting, at which the prescribed quorum is present, by a two-thirds (2/3) vote of all members present, provided that notice, of such proposed amendment shall have been mailed to each member of the Club at least ten (10) days before such meeting. No amendment or addition to these By-Laws can be made which is not in harmony with the Bylaws of The Propeller Club of the United States.

### ARTICLE X-EFFECTIVE DATE

The Bylaws shall become effective as of the date of adoption by the membership. Upon the adoption of these Bylaws, all previous Bylaws and amendments thereto shall become null and void.