

**BYLAWS OF
THE PROPELLER CLUB
OF THE UNITED STATES
PORT OF BOSTON**

ARTICLE I

NAME

The name of this organization shall be “The Propeller Club of the United States, Port of Boston,” and it shall be a non-profit organization.

ARTICLE II

PURPOSE

The Propeller Club, Port of Boston chapter is a civic, social and charitable organization whose purpose is:

- A. To promote maritime commerce in the Port of Boston region.
- B. To support existing maritime business and related services, including the American Merchant Marine and the United States Coast Guard.
- C. To encourage the development of new maritime ventures.
- D. To foster understanding and cooperation in the public and private sectors with regard to maritime issues.
- E. To support the objectives and programs of The Propeller Club of the United States.

ARTICLE III

MEMBERSHIP

Section 1. Membership Categories:

- A. **Regular Members:** All persons with an interest in fulfilling the stated purpose of the Propeller Club in this region shall be eligible for membership. Such persons shall become members of the Propeller Club, Port of Boston pursuant to the procedures outlined in this Article. All members shall agree to abide by the Club’s Bylaws and further its policies and objectives. All members shall also endeavor to regularly attend all functions and meetings of the Club whenever possible. Except as

otherwise provided in these Bylaws, all members may vote and shall be eligible to hold office.

- B. **Student Members** shall be those persons pursuing a course of study relating to the maritime industry in any college, university, or maritime academy. They shall not pay dues, and they shall not be entitled to vote or hold office.
- C. **Honorary Members** shall be persons who have rendered exceptionally distinguished service to the maritime industry or to this Club. Honorary Members shall be elected at the discretion of the Board of Governors. Honorary Members shall not pay dues.

Section 2. Application for membership shall be made in writing on forms provided by the Club. Application shall be sponsored by one (1) member in good standing, who shall be personally acquainted with the applicant and can attest to his qualifications. The application shall be submitted to the Secretary or Membership Chairman along with payment of the required fees and dues.

Section 3. At the first regular meeting the new member shall be presented a membership certificate and introduced to the membership.

Section 4. A member who is in default more than four (4) months in the payment of his dues shall be considered not in good standing and such persons may thereafter be dropped from membership by the Board of Governors; provided, that before taking such action the Board, through the Secretary, shall give the member thirty (30) days notice in writing of such intention.

ARTICLE IV

GENDER EQUALITY

The Propeller Club's membership is open to men and women alike. Whenever "he," "his," or other gender-related words are used in these Bylaws, they are to be understood as equally signifying "she," "her," or other comparable words, as the context may require.

ARTICLE V

FEES AND DUES

Section 1. An initiation fee as set by the Board of Governors shall be paid before the applicant can qualify as a member. Such initiation fee will not be required for members in good standing at other Ports who desire to transfer membership to the Port of Boston.

Section 2. The membership dues shall be set by the Board of Governors.

ARTICLE VI

OFFICERS AND GOVERNORS

A. Officers

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

B. Board of Governors

Section 1. The property, finances, and affairs of the Club shall be managed by the President and overseen by the Board of Governors.

Section 2. The Board of Governors shall consist of the President, Vice President, the Secretary, the Treasurer, and twelve (12) Governors and the last retiring President shall continue as a member of the Board for one (1) year following expiration of his term as President.

Section 3. The terms of officers and the Governors shall begin on January 1 of the year following their election except that a Governor or officer temporarily appointed to fill a vacancy shall take office as such Governor or officer immediately. Only members in good standing shall be eligible for election as an officer or as a Governor, and any officer or Governor ceasing to be a member in good standing during the term for which he was elected, his office as officer or Governor shall be declared vacant by the Board of Governors. In the event an elected Governor is elected as President of the Club and the term of the office begins at a time prior to the expiration of his term as Governor, such election shall create a vacancy in the elected Governors as of the date said term of office begins.

ARTICLE VII

NOMINATIONS

Section 1. The Nominating Committee shall be appointed by the President and shall consist of three (3) members.

Section 2. The Nominating Committee shall nominate candidates for the positions of President, Vice President, Secretary, Treasurer, and Governor(s), and to permanently fill vacancies which have arisen during the year. The Nominating Committee shall file said nominations with the Secretary not less than thirty (30) days prior to the annual meeting.

Section 3. In the event of a vacancy on the Board of Governors or officers arising during the year, the Board of Governors will temporarily fill the vacancy until the next annual meeting.

Section 4. Nominations may be made independently by any ten (10) members of the Club who shall file with the Secretary the names of such nominees over the signature of the proposers not less than thirty (30) days prior the annual meeting

Section 5. No candidates for the Board of Governors, President, Vice President, Secretary or Treasurer shall be balloted for other than those proposed in one or the other of these two ways.

Section 6. The Secretary shall send notice in writing to the members of the Club of such nominations and notice of the annual meeting and ballots not less than twenty (20) days prior the annual meeting.

ARTICLE VIII

ELECTION OF OFFICERS AND GOVERNORS

Section 1. Election of Officers

The President, Vice President, Secretary and Treasurer shall be elected by ballot in accordance with the provisions of Article VII. Officers shall hold their respective offices for two (2) years or until their successors are elected and qualified. Election of a Governor to office shall constitute a vacancy on the Board of Governors.

Section 2. Election of Governors

Members of the Board of Governors shall be elected by ballot in accordance with the provisions of Article VII. All Governors shall hold office for three (3) years and until their successors are elected and qualified.

Section 3. Date of Election

The annual election shall be held at the annual meeting date.

Section 4. Certification of Election of Officers and Governors

The Secretary shall certify to the President and to the Chairman of the Nominating Committee the results of the election and in case of a tie vote the winner shall be determined by lot. Winning candidates elected for Governor shall be certified and announced by the President at the meeting immediately following the annual meeting at which elections are held.

ARTICLE IX

DUTIES OF OFFICERS

Section 1. President

It shall be the duty of the President to preside at all meetings of the Club and of the Board of Governors and to perform such other duties as ordinarily pertain to his office, including, but not limited to, those duties outlined in Article V., Part B, Section 1 and Article XIV.

Section 2. Vice-President

It shall be the duty of the Vice-President to preside at meetings of the Club and of the Board of Governors in the absence of the President and to perform such other duties as ordinarily pertain to his office.

Section 3. Secretary

It shall be the duty of the Secretary to keep the records of membership, send out notices of meetings of the Club, of the Board and of committees, to record and preserve the minutes of meetings, maintain the files of the Club and all its committees, to make the required reports to the Propeller Club of the United States and to perform such other duties as usually pertain to his office.

Section 4. Treasurer

It shall be the duty of the Treasurer to have custody of and preserve all funds of the Club, maintain records of all monies received or receivable and all monies payable or paid by the Club, make an accounting of the same at the annual meeting of the Club and otherwise as directed by the Board of Governors, and perform such other duties as usually pertain to his office.

ARTICLE X

MEETINGS

Section 1. Annual Meeting

The annual meeting of the Club shall be held in the month of November of each year, at which time annual reports of Club finances, programs and activities shall be made by appropriate officers, annual membership dues and initiation fees shall be set for the forthcoming year, the annual election of Governors and Officers shall be held, and other required business conducted.

Section 2. Quorum

Twenty-five (25) members shall constitute a quorum at all meetings of the Club for the transaction of such business as may be presented at such meeting.

Section 3. Regular Meetings and Other Events

Regular meetings and other events of the Club shall be held on such dates as the Board of Governors may determine, but not fewer than five (5) regular membership meetings or events must be held.

Section 4. Board of Governors

Meetings of the Board of Governors are to be held monthly at a time and date to be determined by the President or at such other times as may be required, upon the call of the President, provided, that there shall be at least six (6) meetings held during each year. A majority of the Governors shall constitute a quorum of the Board of Governors.

Section 5. Special Meetings

Special meetings of the Club may be called by the Board of Governors or upon a petition in writing signed by twenty-five (25) members of the Club and filed with the Secretary.

ARTICLE XI

COMMUNICATIONS

Section 1. General Communications

All communications referenced in these Bylaws may be accomplished by mail or electronic means, including, but not limited to, notice of all meetings, meeting agendas and votes by the Board of Governors.

Section 2. Action without Meeting

Without meeting together, the Board of Governors may transact business by mail or electronic transmission by voting upon proposed actions submitted by the President and/or Vice-President. If within two (2) business days thereafter, a majority of those responding, meeting the requirements of a quorum under Article X, vote in favor of the proposed action, said action shall be deemed approved; otherwise, it shall fail. All such votes shall be transmitted to the Secretary who shall then send each member of the Board of Governors by mail or electronic

transmission a report of the tabulated result of each vote taken without a meeting. In the event that the Secretary is unable to fulfill his duties in this regard, the Treasurer shall assume the Secretary's responsibilities.

ARTICLE XII

COMMITTEES

Section 1. Standing Committees

The President shall appoint four (4) standing committees:

a. The House or Programs Committee which shall prepare and arrange programs for regular and special meetings and social functions of the Club.

b. The Ways and Means Committee which shall supervise and control the finances of the Club, and initiate programs to raise funds for adequate financing of the Club.

c. The Membership Committee which shall assist the Secretary in the maintenance of membership records and membership lists, devote their best efforts and endeavors to the retention of existing members and the securing of new members, review and pass on all applications for membership, and transmit such applications with their recommendations to the Board of Governors.

d. The Public Affairs Committee which shall arrange for appropriate news releases and coverage regarding meetings, activities and positions of the Club, supervise the dissemination of educational materials, keep abreast of significant maritime matters on the Local, State and National level, advise the Officers and the Board of recommended positions and actions of the Club and its membership with regard to maritime matters of importance, and generally work to improve the image of the American Merchant Marine, allied American Maritime industries and the prestige of The Propeller Club.

Section 2. Special Committees

The President shall also appoint such special committees as are necessary in his judgment or that of the Board of Governors:

- a. Student Port Committee
- b. Essay Contest Committee
- c. Nominating Committee
- d. Elections Committee
- e. Speakers Committee
- f. Entertainment Committee

- g. Legislative Committee
- h. Such other Committees as circumstances may require

Section 3. Composition

All committees shall consist of a Chairman and a Vice Chairman and no fewer than a total of three (3) members, at least one-third of whom, where practicable, shall have served in the same committee the previous year.

ARTICLE XIII

FISCAL YEAR

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

ARTICLE XIV

FINANCES

Section 1. The Treasurer shall deposit and/or invest all of the Club funds as directed by the Board of Governors.

Section 2. The Board of Governors shall establish procedures for the approval and payment of all bills and accounts.

Section 3. The Club account shall be audited once every fiscal year by a person or persons appointed by the Board of Governors.

Section 4. All expenditures made by the Club must be paid by check. All checks require two (2) authorized signatures from the authorized signers as determined by the Board of Governors.

ARTICLE XV

ORDER OF BUSINESS

Section 1. At the annual meeting of the Club and at each meeting of the Board of Governors, the order of business shall be as follows:

1. Call to order
2. Reading of minutes
3. Treasurer's report
4. Reports of committees
5. Unfinished business
6. New business

7. Elections
8. Adjournment

ARTICLE XVI

AMENDMENTS TO BYLAWS

These Bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members in good standing and present, provided that notice of such proposed amendment shall have been provided to each member at least ten (10) days prior to such meeting. No amendment to these Bylaws is permissible which is inconsistent with the Bylaws of the Propeller Club of the United States unless approved by that body.

ARTICLE XVII

DISSOLUTION

Should the board of Governors for any reason determine that dissolution of the Club should be considered, the Board must first propose and vote on a resolution of dissolution that receives a majority of the votes from the Board of Governors. This resolution must include a statement regarding the use of any remaining funds belonging to the Club following payment of all outstanding debts and claims. Specifically, it must state that any remaining funds belonging to the Club will be distributed to another non-profit organization chosen by the Board of Governors that has objectives similar to the Propeller Club. And that in no case, shall these remaining funds go to either members of the Board of Governors or to other members of the Club. This resolution must then be presented in writing to the Club's members 10 days before the next regular meeting of the Club. At this regular meeting, a majority of those members present and in good standing must approve this resolution of dissolution by a majority vote.