

PROPELLER CLUB OF THE UNITED STATES
PORT OF PORT MANATEE

BYLAWS

ARTICLE I – PURPOSE

The purpose of the Propeller Club of the United States, Port of Port Manatee is to ensure the Tampa Bay maritime industry is effectively visible within the Manatee, Sarasota and South Hillsborough County, Florida areas and to maintain a professional dialogue between the various businesses, professions and educational institutions.

ARTICLE II – NAME

When used hereinafter, the word, “CLUB” shall mean the Propeller Club of the United States, Port of Port Manatee, and the word, “BOARD”, shall refer to the Board of Directors of the Club.

ARTICLE III – ELECTION OF MEMBERS

Section 1. REGULAR MEMBERS: The name of a newly proposed Regular member, having been proposed by any member, shall be submitted to the Club with a completed application form and appropriate dues and fees. The Committee on Memberships, after making due investigation, shall submit the name of the proposed new member, with its recommendation to the Board. The Board shall then review the action of the Committee and sustain or reject the decision or refer it back to the Committee for further consideration and action.

Section 2. STUDENT MEMBERS: Persons who are duly registered students at any U.S. college, university, or maritime academy majoring in courses related to marine architecture and engineering, foreign and domestic commerce, trade and transportation, business administration, economics, and Environmental Science. *(This is a non-voting membership classification)*

Section 3. 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 Club for a minimum of five (5) years and remain active in the Club. Honorary Members must be proposed to the Membership no later than thirty (30) days prior to the Annual Meeting. The roll of Honorary Members shall be published at the annual meeting. (This is a non-voting membership classification).

Section 4. COURTESY MEMBERS: Persons whose active membership is desired by the Board of Directors may be designated Courtesy Members by the Board, upon recommendation of the Membership. (This is a non-voting membership classification).

Section 5. SENIOR MEMBERS: Persons who have been members of any port for a period of not less than five (5) years who are retired from their employment and whose membership the Board of Directors desires to retain, may be designated by the Board as Senior Members. The Board shall review the role of Senior Members each year, prior to the annual meeting.

Section 6. LIMITATION ON HONORARY AND COURTESY MEMBERS: The total number of Honorary Members and Courtesy Members elected shall not exceed 5% of the number of Regular Members at the time of election.

ARTICLE IV - FEES AND DUES

Section 1. FEES: Initiation fees shall be as determined by the Board. (a) Any application for membership received with six (6) months or less remaining in the fiscal year (see Article X, Section 4), shall pay one-half (50%) of the yearly dues.

Section 2. DUES: Membership dues shall be determined by the Board.

Section 3. FUNCTIONS: The price of individual meals and functions shall be determined by the Board, and/or the Chairman of the Program Committee.

ARTICLE V – MEETINGS

Section 1. ANNUAL MEETINGS: The Annual Meeting shall be held in June of each year, at which time the annual election of directors and officers shall be held.

Section 2. QUORUM OF CLUB: Ten percent (10%) of the voting membership shall constitute a quorum at all meetings of the Club.

Section 3. REGULAR MEETINGS: Regular meetings of the Club and the Board shall be held monthly at such date as the Board may determine.

Section 4. SPECIAL MEETINGS: A. Of the Board: Special meetings of the Board may be called by the President whenever deemed necessary, or upon the request of three (3) members of the Board, due written notice having been given to all Board members five (5) days prior to the date of the meeting. B. Of the Members: Special meetings members may be called by the Board whenever deemed necessary, or upon written request to the President, by Ten Percent (10%) of the voting membership. Notice of any special meetings of the members shall be given at least fifteen (15) days prior to the date of the meeting by mail, fax or e-mail as may be appropriate.

Section 5. QUORUM OF BOARD: A majority of the Board members shall constitute a quorum of the Board.

Section 6. ORDER OF BUSINESS: At all business meetings of the Club and Board, the order of business may be as follows: (1) Call to Order; (2) Reading of Minutes; (3) Reports of Committees; (4) Unfinished Business; (5) New Business; (6) Elections or Programs; (7) Adjournment.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. ELECTION AND INSTALLATION: The property and affairs of the Club shall be managed by no less than nine (9) Regular members in good standing, who collectively shall be called the Board of Directors. During the first year of the Club's operations, these members shall be appointed by the founding Directors, and shall serve from the date of appointment until successors are elected by the membership pursuant to the procedures described hereafter in this Article. The Board of Directors shall be as follows:

A. Five (5) of these Directors shall be the Club's Officers, elected by the membership to the following positions: (1) Club President and Chairman of the Board (2) First Vice President (3) Second Vice President (4) Secretary (5) Treasurer.

B. The At Large Director, who shall be the outgoing President preceding the newly elected President.

C. The remaining Directors shall be elected separately

by the membership.

Section 2. ELECTIONS AND INSTALLATIONS:

- (A) Club Officers: Club Officers shall be elected by the membership and installed at the annual meeting in June of each year to serve for one year commencing on the first (1st) day of July. Their term shall be for one year, ending on the 30th day of June of the following year, or until their successors are installed, except in the case of an Officer elected to fill an un-expired term. Officers other than the Secretary cannot be elected to the same position for more than two (2) consecutive full terms. The First Vice President elected in the current year shall succeed the President Elect and become President of the Club on the first (1st) day of July of the following year.
- (B) Directors (not elected as Officers): The remaining Directors shall be elected by the membership and installed at the annual meeting in June. The Director at Large shall service a one year term. For all other Directors, the following applies:
- (1) half of the Directors appointed by the Original Board shall serve a one year term, but be eligible for re-election in the year 2006;
 - (2) the remaining half of the Directors appointed by the Original Board shall serve a two year term, and be eligible for election in 2007;
 - (3) thereafter (with the exception of the Director at Large who shall serve a one year term), each Director shall serve two (2) year terms commencing on the first of July and ending on the thirtieth (30th) day of June of the second year following the year of his or her election, or until their successors are installed, except in the case of a Director elected to fill an un-expired term;
 - (4) half of those Directors shall be elected and installed on even years;
 - (5) the remaining half of Directors shall be elected and installed on odd years;
 - and (6) no Director (except the Secretary) may be elected to serve more than two (2) consecutive full terms.

ARTICLE VII – COMMITTEES

Section 1. COMMITTEES AND REPRESENTATIVES: The Board of Directors shall authorize the establishment (or elimination) of various committees pursuant to the provisions of this Article. Each committee will be composed of a Chairperson, Vice Chairperson plus other Regular members as may be required to meet the committee's workload. The Chairperson of each committee shall be a Director elected by the members. Except as provided in Section 2 (a) through (C) below, members of each committee shall be selected by that committee's Chairperson from the Regular membership. Committee Chairpersons, or in their absence, Vice Chairpersons, shall represent their committees at Board meetings. Committee Chairpersons may form subcommittees to meet the demands of special events or projects.

Section 2. STANDING COMMITTEES: The Club shall have no less than three (3) standing committees, which shall include those committees identified as follows:

- (A) THE EXECUTIVE COMMITTEE, chaired by the President; the First Vice President shall be the Vice Chairperson. Additional members shall be Regular members, including other Directors, appointed by the President.
- (B) THE FINANCE COMMITTEE, chaired by the Treasurer. The Second Vice President shall be the Vice Chairman. Additional members shall be Regular members, including other Directors, appointed by the Treasurer.
- (C) THE MEMBERSHIP AND NOMINATIONS COMMITTEE, chaired by a Director elected by the members and appointed as Chairperson by the Executive Committee, who shall also appoint the Vice Chairperson. Additional members shall be Regular members appointed by this Committee's Chairperson.
- (D) ADDITIONAL STANDING COMMITTEES as may be approved by the Board of Directors as, from time to time, becomes necessary.

Section 3. WORKING COMMITTEES: The Club shall have no less than the three (3) working committees which shall include those committees identified below. The Chairperson for each committee shall be a Director elected by the members and appointed as Chairperson by the Executive Committee. Each Committee's Chairperson shall appoint a Vice

Chairperson and other committee members, as deemed necessary, from the ranks of the Regular members. The Working Committees are identified as follows:

- (A) International Trade and Government Affairs Committee
- (B) Program and Special Events Committee
- (C) Publications and Public Relations Committee
- (D) Additional Working Committees as may be approved by the Board of Directors when necessary.

Section 4. SPECIAL COMMITTEES: The Executive Committee may appoint temporary ad hoc committees as is deemed necessary, and will inform the Board of such actions. The President shall determine the composition of special committees and duration of each special committee's existence.

Section 5. DUTIES AND RESPONSIBILITIES OF THE COMMITTEES

- (A) EXECUTIVE COMMITTEE: shall: (1) provide oversight of the executive functions of the Club; (2) assist the President in conducting the business of the Club; (3) coordinate the activities of all committees; (4) appoint Chairpersons of the Membership and Nominations Committee and all working committees; and (5) establish and appoint ad hoc committees as necessary.
- (B) FINANCE COMMITTEE: shall provide oversight of financial functions of the Club. The committee shall be responsible for annual budget formulation, review of budget execution including tax and other financial reports, and an annual audit of the financial records following the close of each fiscal year.
- (C) MEMBERSHIP AND NOMINATION COMMITTEE: shall: (1) review applications for membership and make recommendations to the Board on acceptance of all Regular, Student, Honorary, Ex Officio and Senior Members; and (2) coordinate nominations for officers and governors to replace outgoing officers and board members and make these nominations to the members pursuant to the provisions of Article VIII.
- (D) INTERNATIONAL TRADE AND GOVERNMENT AFFAIRS COMMITTEE: shall: (1) keep abreast of

local, state and federal actions, policies and legislation that may be of interest to the Club by maintaining effective liaison with relevant government and private officials and agencies; (2) represent the Club at the South East Regional Advisory Committee (SERAC) and take positions on issues as approved or directed by the Board; and (3) advance the Club's education and advocacy missions through various programs, functions and activities directly related to international trade, including but not limited to, sponsoring and/or organizing local and regional trade related seminars, workshops and in-school international trade education programs.

(E) PROGRAM AND SPECIAL EVENTS

COMMITTEE: shall: (1) recommend, secure and schedule speakers for the regular monthly meetings; (2) prepare and arrange such social functions as may be directed by the Board.

(F) PUBLICATIONS AND PUBLIC AFFAIRS

COMMITTEE: shall: (1) compile, design, publish and disseminate all publications including, but not limited to a local club newsletter, news articles for submittal to the national newsletter and local/regional media, advertising and promotional materials for special events; (2) develop and maintain a chapter Internet site; (3) solicit nominations from members and make recommendations to the Board for a Port of Port Manatee Propeller Club "Member of the Year" and "Maritime Person of the Year", recognized in the January meeting, and submit the names of the winners to SERAC for consideration as the SERAC "Member of the Club's annual accomplishments and submit this summary to SERAC for consideration of Port of Port Manatee as the Regional club of the Year; and (4) conduct an annual review of these By-Laws.

ARTICLE VIII - NOMINATIONS

Section 1. NOMINATIONS OF OFFICERS AND FOR

MEMBERS OF THE BOARD: Nominations for President, Vice Presidents, Secretary and Treasurer and for members of the Board to replace the outgoing Officers and Board members, other than to fill vacancies on the Board which have arisen during the year, shall be made by the Membership and Nominating Committee, and shall be filed with the Secretary not less than thirty (30) days prior to the annual meeting. The members shall be notified of such nominations not less than twenty (20) days prior to the annual meeting or nominations may be made independently by any fifteen (15) members of Club, who shall file with the Secretary the names of such nominees over the signature of the Proposers, not less than fifteen (15) days prior to the annual meeting, such nominations must be mailed to each member of the Club at least ten (10) days prior to such annual meeting. No candidates for Membership to the Board shall be balloted on other than those proposed in either one of these procedures. The Board shall fill all vacancies on the Board, which arise during the year.

Section 2. **POSTPONEMENT:** If nominations cannot be made in compliance with Article VIII, Section 1, the President can postpone the election up to three (3) regular meetings after the annual meeting and installation shall be performed at the next regular meeting subsequent to the election.

ARTICLE IX - DUTIES OF OFFICERS

Section 1. **IMMEDIATE PAST PRESIDENT:** The retiring President shall become a member of the Board, act as advisor to the President, and perform other functions as ordinarily pertain to this office.

Section 2. **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 and shall preside at the Board's meetings and at all other meetings of the

Club and shall conduct such meetings in accordance with the By-Laws of the Club and Robert's Rules of Order. The President shall perform such other duties as ordinarily pertain to this office.

Section 3. VICE PRESIDENT: The two (2) Vice Presidents shall perform such duties set forth in Article VI, Section 1 and Article VII, Section 2. The First Vice President shall preside at meetings in the absence of the President and Chairman of the Board. Following the term of the elected President, the First Vice President shall become President, commencing on the first (1st) day of July in the year following his or her election as First Vice President. The Vice Presidents shall perform such other duties as ordinarily pertain to their office.

Section 4. SECRETARY:
Duties as Secretary: As Secretary, it shall be the Secretary's duty to keep the records of membership, send out notices of meetings of the Club and of the Board 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 this office.

Section 5. TREASURER:
Duties as Treasurer: As Treasurer, it shall be the Treasurer's duty 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 assist the President in the financial management of the Club's resources, prepare and file of all necessary tax returns, arrange for an annual audit and perform such other duties as pertain to this office.

ARTICLE X - FINANCES

Section 1. DEPOSITORY: All funds of the Club shall be deposited in financial institutions designated by the Board.

- Section 2. **PAYMENT AND AUDIT:** Invoices shall be approved by the officer or committee chairman having cognizance over the subject matter before payment is prepared for signature. Two Club officers must make independent signature approvals on payment checks. All invoices shall be promptly processed. An audit by a certified public accountant shall be made of all the Club's financial transactions at the end of each fiscal year.
- Section 3. **CONTRACTS:** All contracts shall be reviewed by the Secretary/Treasurer or, in the Secretary/Treasurer's absence, by the Chairman of the Finance Committee before final approval. Final approval of all contracts shall be made by the President, or in the absence of the President, by the Chairman of the Board. The original approved contract shall be kept as part of the financial records of the Club in the Club office; a copy of approved contracts will be furnished to the member having programmatic cognizance of the contract.
- Section 4. **BOND:** Officials having charge or control of funds shall give bond, as determined by the Board, with the cost of the bond borne by the Club.

ARTICLE XI - ADMENDMENTS

Amendments to the By-Laws may be proposed at any time. A complete review of the By-Laws will be undertaken within two years of revision. The Board shall be empowered to vote on all amendments to the By-Laws. All amendments must be approved by a simple majority.

Executed – March 31, 2005