

CONSTITUTION of THE PROPELLER CLUB OF THE UNITED STATES Port of Los Angeles-Long Beach No. 66

ARTICLE I

The name of this organization shall be "The Propeller Club of the United States, Port of Los Angeles-Long Beach No. 66."

ARTICLE II

The objectives of this Propeller Club are:

- (a) To promote, further and support an American Merchant Marine, including shipyards and other allied industries, all segments adequate to meet the requirements of national security and economic welfare of the United States.
- (b) To promote waterborne commerce and the marine industry generally in all its segments.
- (c) To aid worthy and justifiable river, inland waterway and harbor improvements.
- (d) To support and assist the annual American Merchant Marine Conference, the Annual Convention, and the Positions and Resolutions of the Propeller Club of the United States, and to conduct local programs, forums, and meetings in support of the objectives and programs of the Propeller Club of the United States and within those objectives to the benefit of the local Ports.
- (e) To maintain a continuing program of public relations, education and good will among exporters and importers and the public generally.
- (f) To collaborate with other organizations whose members are dedicated to the promotion of the best interests of the American maritime shipping and allied industries.
- (g) To promote a spirit of friendship and common purpose among persons engaged in the American Merchant Marine and allied industries.
- (h) To encourage the development of trade with other countries generally, including commerce through the local Ports.

ARTICLE III MEMBERSHIP

Section 1. The membership of this Port may be composed of three classifications: Regular, Retired and Honorary.

Section 2. Membership Categories.

(a) Regular Membership shall be composed of individuals 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.

(b) Retired Members shall be composed of individuals who have retired from active business in the American Merchant Marine or other allied industries, but who retain an active interest in the goals, objectives and activities of the Propeller Club.

(c) Honorary Membership shall be composed of individuals who have rendered exceptional distinguished service to the American Maritime Industry and shall be elected at the discretion of the Board of Governors. Honorary Members shall be exempt from the payment of admission fees and dues.

Section 3. Duration.

(a) Regular and Retired Membership shall endure for life unless terminated as herein after provided.

(b) Honorary Membership shall endure for life, except that the Board of Governors for good and

sufficient reason, may at any time cancel the membership of any honorary member, provided that each regular member shall have been served in writing with a notice at least thirty days in advance of such proposed action by the Board.

Section 4. Termination of Membership.

(a) The membership of any member failing to pay dues within the prescribed time specified in the Bylaws.

(b) The membership of any member who fails to conduct himself or business in accordance with the principles and ethics of The Propeller Club of the United States may be terminated by the Board of Governors by a two-thirds vote of the Board at a meeting called for that purpose, provided that said member shall have been given at least ten (10) days' notice in writing of such pending action. Said member may be represented at the hearing before the Board of Governors by counsel. In case of such termination of membership, such former member may, within thirty (30) days after the date of the Board's action, submit a written notice of his intention to appeal to the Port. The Board shall thereupon set the date for such hearing, which shall be at the regular meeting of the Port, held within sixty (60) days after the receipt of such written notice of appeal. At such hearing only members of the Port shall be present, excepting that the appellant may be represented by counsel.

(c) The resignation of any member from the Port shall be in writing, addressed to the President or Secretary, and shall be accepted by the Board of Governors provided that all indebtedness of said member of the Port has been paid.

ARTICLE IV ADMISSION FEE AND DUES

Each Regular or Retired Member of this Port shall pay annual dues such sums as may be prescribed by the Board of Governors.

ARTICLE V OFFICERS AND GOVERNORS

Section 1. The governing body of the Port shall be a Board of Governors to be constituted as the Bylaws of the Port may prescribe.

Section 2. The decision of the Board of Governors in all Port matters shall be final, subject only to an appeal to the Port. The Board of Governors shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a Board of Appeal from rulings of all officers and actions of all committees. Appeal may be taken from any decision of the Board of Governors to the Port and on such appeal the decision appealed from 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, a quorum being present, notice of such appeal having been given by the Secretary to all members of the Port at least five (5) days in advance of such meeting.

Section 3. The Officers of this Port shall be a President, one or more Vice Presidents, the number of whom shall be prescribed by the Bylaws, and a Secretary-Treasurer, any or all of whom may or may not be members of the Board of Governors as the Bylaws of the Port provides.

Section 4. Those Officers shall be elected biannually in the manner prescribed in the Bylaws of the Port.

ARTICLE VI MEETINGS

Section 1. This Port shall meet regularly as provided in the Bylaws.

Section 2. The annual meeting of the Port shall be held as provided in the Bylaws.

Section 3. The names of the National President, the National Vice President, under whose

administration this Port operates, and National Secretary shall be added to the regular membership mailing list to receive notices or announcements of all meetings.

Section 4. It shall be the duty of the Secretary of this Port (or his or her designee (e.g. Executive Secretary/Director) to promptly forward to the National Secretary copies in duplicate of minutes of all regular and special meetings held by this Port, and copies in duplicate of minutes of all meetings held by the Board of Governors.

ARTICLE VII FISCAL YEAR

The fiscal year of this Port extends from January 1 to December 31.

ARTICLE VIII AMENDMENT

Section 1.

(a) The Propeller Club of the United States shall adopt and prescribe a standard constitution which shall be adopted by all Ports heretofore or hereafter admitted to membership. The Propeller Club of the United States shall have the power to amend such standard constitution at any convention, provided notice thereof shall have been mailed by the Secretary to the secretaries of all Ports at least sixty (60) days prior to the date of such convention of each Port heretofore and hereafter admitted to membership.

(b) The National Board of Governors may permit such change in the constitution of any Port as may be necessary to comply with the laws of any state or territory, or as local conditions may determine.

Section 2. This Constitution of this Port may also be amended by a two-thirds vote of the members in good standing present at any regular meeting or special meeting, a quorum being present, provided that notice of the proposed amendments shall have first been communicated to the Secretary of the Propeller Club of the United States and each member of this Port not less than thirty (30) days before such meeting. No Amendment to this Constitution can be made which is not in harmony with the Constitution and Bylaws of The Propeller Club of the United States.

BYLAWS of THE PROPELLER CLUB OF THE UNITED STATES Port of Los Angeles-Long Beach No. 66 ARTICLE I BOARD OF GOVERNORS AND COMMITTEES

Section 1. Election. The property and affairs of the Port shall be managed by eighteen (18) elected Governors, all of whom must, during their entire term of office, be Regular Members of the Port in good standing. Six (6) Governors shall be elected at each annual meeting, to serve three (3) years from the date of their election, or until their successors are elected, except in the case of a Governor elected to fill an unexpired term. In addition to the eighteen (18) elected Governors the most recent

Past President shall also serve as a Governor for one (1) year immediately following the completion of his or her term of office as President, if, at that time, he or she does not have an unexpired term as an elected Governor of at least one (1) year.

Section 2. Vacancies. In the event of a vacancy in any office, or on the Board of Governors, the Board shall appoint a successor to serve for the balance of the fiscal year.

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

(a) Finance Committee shall, subject to the direction and control of the Board of Governors, supervise and control the finances of the Port.

(b) Program 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 Port. They shall prepare and arrange such social functions as may be directed by the Board of Governors.

(c) Membership Committee shall, subject to the authority of the Board of Governors, assist the Secretary in the maintenance of the list of members and devote their best efforts and endeavors in the securing of new members, and shall pass on all applications for membership and shall make membership recommendations to the Board of Governors.

(d) Legislative Committee shall arrange publicity to promote objectives contained in the Constitution, Article II, subject to direction and control of the Board of Governors. It shall furnish public speakers from our membership whenever the opportunity permits to speak before luncheon and service clubs and other interested groups.

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

Section 4. Advisory Council. All Past Presidents of the Port, so long as they remain members of the Port in good standing, shall constitute an Advisory Council. The Advisory Council shall be available to advise and make recommendations with respect to any matter which may be referred to the Advisory Council by the Board of Governors. Members of the Advisory Council shall receive notice of and may attend all meetings of the Board of Governors and may take part in the deliberations thereof, but, unless also serving as Governor, shall have no vote.

Section 5. The Board of Governors may, at its discretion, appoint an administrative staff to assist the officers and the Port with the administration of the Port's objectives. The cost of such staff is to be borne by the Port.

Section 6. The Board of Governors may, at its discretion, adopt policies and procedures designed to satisfy the day to day functions of the Port provided that such policies and procedures are not inconsistent with these Bylaws or the Constitution of the Propeller Club of the United States Port of Los Angeles-Long Beach No. 66.

ARTICLE II NOMINATIONS

Section 1. A nominating committee shall be appointed by the current President and consist of at least three (3) members of the Board of Governors.

Section 2. Nominations for President, two (2) Vice Presidents, Secretary-Treasurer, and for members of the Board of Governors to replace the outgoing class, and to fill vacancies in the Board of Governors which have arisen during the year, shall be made in either of the two following ways:

(a) The Nominating Committee shall file with the Secretary and the members notified of such nominations not less than thirty (30) days in advance of the annual meeting; or

(b) Nominations may be made independently by any twenty (20) percent of the members of the Port in good standing, which shall file with the Secretary the names of such nominees over the signatures of the proposers, not less than fifteen (15) days prior to the annual meeting and such

nominations must be communicated to each member of the Port at least seven (7) days prior to such annual meeting.

No candidates shall be balloted for other than those proposed in either one of these two ways.

ARTICLE III OFFICERS

Section 1. Officers.

(a) The term of each officer shall begin at the January meeting of the Port and shall continue for one year.

(b) The President may be re-elected but may not serve more than three consecutive terms, but after serving three consecutive terms, he or she may be elected as President after a lapse of at least two years.

(c) Other Officers may be re-elected annually.

Section 2. President. It shall be the duty of the President to preside at all meetings of the Board of Governors and of the Port, to perform his or her 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 the office.

Section 3. Vice Presidents. It shall be the duty of the Vice Presidents to preside at meetings of the Board of Governors and of the Port in the absence of the President. The First Vice President or the Second Vice President shall so act when superior officer is absent. They perform such other duties as ordinarily pertain to the office to which elected.

Section 4. Secretary-Treasurer. It shall be the duty of the Secretary-Treasurer to

(a) Keep records of the membership, 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 meeting, make the required reports to The Propeller Club of the United States, and,

(b) Have custody of all funds, accounting for same to the Port at its annual meeting and upon request of the Board of Governors, and

(c) Perform such other duties as pertain to this office.

ARTICLE IV MEETINGS AND ELECTIONS

Section 1. The Annual Meeting shall be held during the month of December in each year, at which time the annual election of Governors and Officers shall be held. Members so elected shall be installed to such positions at the regular January meeting of the Port.

Section 2. Twenty per cent (20%) of the members in good standing shall constitute a quorum at all meetings of the Port.

Section 3. Special meetings may be called by the Board of Governors when deemed necessary and shall be called when ten members in good standing so petition.

Section 4. Regular meetings of the Port and the Board of Governors shall be held monthly or at such dates as the Board may determine.

Section 5. Special meetings of the Board of Governors may be called by the President whenever deemed necessary, or upon the request of three members of the Board, due notice having been given.

Section 6. Six (6) members of the Board of Governors shall constitute a quorum of the Board.

ARTICLE V FEES AND DUES

Section 1. The membership dues shall be payable annually to coincide with membership in each fiscal year.

Section 2. Annual membership dues and related fees will be determined by the Board of Governors at least sixty (60) days prior to the end of the fiscal year and may be adjusted from time to time at the discretion of the Board of Governors.

Section 3. The Secretary-Treasurer shall send a written notice to each member who is delinquent in the payment of his or her dues or other obligations to the Port. Such notice shall be communicated to each member as carried on the records of the Port, and shall state the amount of dues or other obligations for which the member is delinquent. Any member who does not make good his or her delinquency within sixty (60) days of receipt of such communication, shall be dropped from membership in the Port, and such delinquent member shall be so informed.

ARTICLE VI FINANCES

Section 1. The Secretary-Treasurer shall deposit all funds of the Port in a bank to be named by the Board of Governors.

Section 2. All bills shall be paid only as approved by the Secretary-Treasurer and either the President or the First Vice President. A financial report shall be reviewed by the Board of Governors at its Regular meetings. An audit by a certified public accountant or other qualified person or persons shall be made once each year of all the Port's financial transactions.

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

ARTICLE VII ELECTIONS OF MEMBERS

Section 1. Applicants for membership shall be submitted to the Membership Committee and the Secretary-Treasurer. The Membership Committee shall submit the applications with their recommendations, to the Board of Governors for approval.

Section 2. A member in good standing in any other Port, which Port is duly recognized by The Propeller Club of the United States, who shall apply for transfer of membership, shall be admitted to membership in this Port without payment of dues for the balance of the fiscal year in which said transfer of membership is effected.

Section 3. No person shall be excluded from membership or leadership in the Port due to race, color, religion, national origin, age, gender, sexual orientation, disability or veteran status.

ARTICLE VIII ORDER OF BUSINESS

Section 1. At meetings of the Board of Governors the order of business shall be as follows:

1. Call to order
2. Review of the Minutes
3. Unfinished Business – Action Items
4. Financial Report
5. Reports of Committees
6. New Business
7. Adjournment

Section 2. The order of business in Section 1 may be adjusted as may be necessary.

Section 3. Upon request of three (3) attending members of the Board of Governors, the meetings of the Board of Governors shall be conducted in accordance with the then existing Robert's Rule of Order.

ARTICLE IX AMENDMENTS

These Bylaws may be amended by a majority vote of the members in good standing present at any regular meeting or special meeting, a quorum being present, provided that notice of such proposed amendments shall have been communicated to each member at least ten days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Port Constitution and with the Constitution and Bylaws of The Propeller Club of the United States.