

THE PROPELLER CLUB OF THE UNITED STATES

PORT OF SAVANNAH

PORT NUMBER 23, ORGANIZED FEBRUARY 1933

BYLAWS

PREAMBLE

Purpose:

The purpose of the Propeller Club of the United States, Port of Savannah, shall be to promote, further and support an American Merchant Marine; to aid in the development of needed river, Great Lakes and harbor improvements; and particularly to develop and improve the Savannah River at the Port of Savannah, and to encourage and promote shipping, maritime, and port-related industries and activities at the Port of Savannah.

Organization:

The Port of Savannah Club shall operate under the constitution and by-laws of the Propeller Club of the United States, of which the Savannah Club is a member; and any conflict between these by-laws and the constitution and by-laws of the national organization shall be controlled by the constitution and by-laws of the local port. The Propeller Club of the United States, Port of Savannah, shall be a tax exempt, nonprofit organization.

ARTICLE I BOARD OF GOVERNORS AND OFFICERS

Section 1 Composition and Election

The Board of Governors shall consist of the following:

a. Twelve elected governors, one-third of whom 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 elected to fill an unexpired term.

b. The officers as set fourth in the Constitution and elsewhere in the bylaws, and as elected at each Annual Membership Meeting of a term of one year.

- c. The immediate Past President

Section 2 Qualifications

All Governors and Officers must, during their entire term of office, be members in good standing of the Port.

Section 3 Terms of office restrictions

An Officer may serve more than one elective term, provided, however, that the President may not serve more than two elective terms in succession.

Section 4 Vacancies

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

Section 5 Meetings

The Board of Governors shall hold meetings prior to or after meetings of the Port and not less than six (6) meetings in each fiscal year.

Section 6 Forfeiture of Office

Failure to attend three consecutive regular meetings of the Board may make a member eligible for forfeiture of his/her office at the discretion of the Board.

Section 7 Ex Officio Board Members

All Past Presidents (excluding the immediate Past President who serves on the Board pursuant to Article I, Section 1 c.) may serve on the Board as non-elected, ex-officio members with voting privileges. However, if a Past President is elected to the Board as an officer or as a Board member, he shall not serve in the dual capacity of elected Board member/officer and Ex-officio member.

ARTICLE II COMMITTEES

Section 1 Standing Committees

The President, in his discretion, may appoint committees as are necessary in his/her judgment or that of the Board of Governors, which may include the following:

- a. Elections Committee
- b. Awards Committee

- c. Entertainment Committee
- d. Legislative Committee
- e. Such other Committees as circumstances may require

Section 2 Special Committees

The President shall appoint a Nominating Committee at least 3 months prior to the election of officers and board members to make those nominations for the Club. The Nominating Committee shall also nominate the Propeller Club Person of the Year and the Maritime Person of the Year. The nominations for the officers and the Board of Governors shall be submitted to the membership for its approval as required by these bylaws. The Board of Governors shall vote for and approve the Propeller Club Person of the Year and the Maritime Person of the Year. These two awards shall be announced to the membership at the annual meeting.

Section 3 Composition

All Committees shall consist of a Chairman and no less than a total of three members, at least one-third of whom, where practicable, shall have served in the same committee the previous year.

Section 4 Ratification and Control

All Committee appointments are subject to ratification by the Board of Governors and the actions of all Committees are subject to the direction and control of the Board of Governors.

ARTICLE III NOMINATIONS AND ELECTIONS

Nominations for President, Vice President, Secretary and Treasurer and for members of the Board of Governors to replace the outgoing officers, and to fill vacancies in the Board of Governors which have arisen during the year, shall be made by a Nominating Committee appointed by the President and shall be filed with the Secretary not less than thirty days prior to the Annual Membership Meeting. The members shall be notified of such nominations with the notice of the Annual Membership Meeting; or nominations may be made independently by any five members of the Port, who shall file with the Secretary the names of such nominees over the signature of the proposers, not less than fifteen days prior to the Annual Meeting. Such nominations must be mailed or e-mailed to each member of the Port at least seven (7) days prior to such Annual Meeting. No nominations shall be accepted other than those proposed in either one of these two ways.

Elections of the President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer and members of the Board of Governors shall be conducted annually by voice vote. These officers and board members must be elected by a majority of the voting membership present at that meeting.

ARTICLE IV OFFICERS AND THEIR DUTIES

Section 1 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/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 his/her office.

Section 2 First Vice President

It shall be the duty of the First Vice President to preside at meetings of the Board of Governors and of the Port in the absence of the President and to perform such other duties as ordinarily pertain to his/her office. He shall also be in charge of the Port's programs for the year and may function as Chairman of other committees as designated.

Section 3 Second Vice President

It shall be the duty of the Second Vice President to preside at meetings of the Board of Governors and of the Port in the absence of the President and the First Vice President and to perform such other duties as ordinarily pertain to his/her office. He shall also solicit the hospitality sponsors for the year and may function as Chairman of other committees as designated.

Section 4 Third Vice President

It shall be the duty of the Third Vice President to preside at meetings of the Board of Governors and of the Port in the absence of other officers and to perform such other duties as ordinarily pertain to his/her office. He shall also make arrangements for monthly luncheon meetings and assist with the arrangements for all other meetings and may function as Chairman of other committees as designated.

Section 5 Secretary

The Secretary is charged with the following duties and responsibilities:

- a. Keep records of the Port membership;
2. Send out notices of meetings and events of the Port, the Board of Governors, Committees and other important information;
- c. Record and preserve the minutes of such meetings;
- d. Maintain current – the membership mailing list;
- e. Maintain the general files and historical records of the Port;
- f. Make required reports and other submissions to The Propeller Club of the United States;

- 7. Receive and process membership applications to the Board of Governors and
- h. Perform such other duties as usually pertain to his/her office.

The Secretary must have the assistance and cooperation of the other Port Officers, the Board of Governors, and Committee Chairman.

By appointment of the President, with the approval of the Board of Governors; the Secretary may be assisted in his/her duties by an assistant secretary, a recording secretary, and a historian; who shall, however, sign no records of official correspondence in their own names.

Section 6 Treasurer

It shall be the duty of the Treasurer to have custody of all funds, accounting for the same at all Board of Governors meetings and to the Port at its annual membership meeting and at any time upon demand by the Board of Governors, and to perform such other duties a pertain to his/her office.

The Treasurer is also charged with the following duties and responsibilities:

- a. Send out annual and/or quarterly dues notices and other billings;
- b. Receive all funds and dues;
- c. Pay all bills and other charges;
- d. Maintain cognizance of the Port Charter, the Port banner and other accessories and
- e. Perform such other duties as usually pertain to his/her office.

By appointment of the President, with the approval of the Board of Governors; the Treasurer may be assisted in his/her duties by a bookkeeper and/or assistant treasurer; said bookkeeper to be paid by the Club.

ARTICLE V MEETINGS

Section 1 Annual Membership Meeting

The annual Membership Meeting of the Port shall be held in April or May each year; at which time annual reports of Port finances, programs and activities may be made by appropriate officers; annual membership dues and initiation fees may be set for the forthcoming year; and other required business conducted.

Section 2 Election of Officers and Board Members

The annual election of governors and officers shall be held at the meeting preceding the

Annual Membership Meeting.

Section 3 Installation of Officers

Elected officers shall be appropriately and ceremoniously installed in office at the Annual Membership Meeting.

Section 4 Regular Meetings and Events

Regular meetings and other events of the Port shall be held on such dates as the Board of Governors may determine.

Section 5 Quorum

The members present at any regularly scheduled meeting shall constitute a quorum.

Section 6 Special Meetings

Special meetings of the Port may be called by the President of the Board of Governors when deemed necessary and shall be called by the President when at least 20 regular members in good standing so petition.

Section 7 Board of Governors' Meeting

Meetings of the Board of Governors may be called by the President whenever deemed necessary, or upon request of three members of the Board, due notice having been given. Regular meetings of the Board shall be scheduled in accordance with Article I, Section 5 of these bylaws. A majority of the elected Board members shall constitute a quorum of the Board of Governors.

Section 8 Other Events

Other events of the Port may be scheduled on such dates as the Board of Governors may determine.

Section 9 Annual Schedule of Meetings and Events

The President shall have prepared and presented for approval of the Board an annual schedule of meetings and events which shall be promulgated to the membership as soon after July 1 each year as possible, but in no event later than October 1.

ARTICLE VI ANNUAL DUES

Section 1 Annual Membership Dues

Annual membership dues shall be payable annually or quarterly and due not later than 1 July for Regular members; or after each quarterly billing cycle. If a member is found to be two quarters in arrears in paying his dues, or other amounts due, the Board shall inquire into this arrearage, and, in its discretion, may take such action as it considers appropriate.

Section 2 Transfer Members

Members in good standing of other Ports, upon certification of the Secretary of the transferring Port and recommendation of the Board, may be admitted without payment of current annual membership dues.

Section 3 Honorary Members

Honorary members shall not be required to pay annual dues.

Section 4 Amount of Dues

The amount of the annual membership dues for all membership categories shall be set by the Board of Governors each year, effective for the following membership year. Similarly the Board shall determine in any year the amount of any dues assessment of the membership that may be necessary.

ARTICLE VII FINANCES

Section 1 Funds and Accounts

All funds shall be received by the Treasurer for deposit in such bank as designated by the Board of Governors.

Section 2 Bills and Payments

All approved bills shall be paid by the Treasurer and only by checks issued by the Treasurer and signed by the proper signatories on the Club's checking account.

Section 3 Obligations

No obligations shall be incurred except upon prior authorization of the Board of Governors, or in an emergency by the President not in excess of \$500.00, subject to review by the Board.

Section 4 Budget

A preliminary annual budget shall be prepared by the outgoing Treasurer. The Treasurer shall prepare a final budget for approval of the President and further approval by the Board of Governors as soon after July 1 each year as practicable, but no later than September 1.

Section 5 Audit

An audit by a qualified person(s) may be made once a year of all the Port's financial transactions and accounts and may be submitted to the Board of Governors at its next succeeding meeting immediately prior to the annual membership meeting for its information and approval.

Section 6 Financial Reports

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

Section 7 Bonds

Officers having charge or control of funds may be required to give bonds as directed by the Board of Governors for the safe custody of the funds of the Port, the cost to be borne by the Port.

ARTICLE VIII ELECTION OF MEMBERS

Section 1 Regular Members

The name of the prospective member shall be submitted to the Board through the Secretary, on an application form. The Board of Governors shall then review the action of the Secretary and sustain or reject the decision or refer it back to the Secretary for further consideration and action.

Section 2 Honorary Members

The name of a prospective Honorary member shall be submitted directly to the Board of Governors for decision.

Section 3 Notification

When Regular membership is approved, the Secretary shall notify the member of such approval. Honorary Membership, when so approved, shall be announced at a meeting of the Port and presented either at that time or otherwise with appropriate ceremony.

ARTICLE IX ORDER OF BUSINESS

At all business meetings of the Port and Board of Governors, the order of business shall be as follows, as appropriate:

- 1. Call to Order**
- 2. Approval of Minutes**
- 3. Report of Treasurer**
- 4. Membership Report**
- 5. Reports of Committees**
- 6. Old Business**
- 7. New Business**
- 8. Elections**
- 9. Adjournment**

ARTICLE X AMENDMENTS

These bylaws may be amended upon recommendation of the Board of Governors at any regular meeting, a quorum being present, by a two-thirds vote of all members present and eligible to vote, provided that notice of such proposed amendment shall have been mailed, and/or faxed and/or e-mailed to each member eligible to vote at least ten days before such meeting. No amendment or addition to these bylaws shall 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.

ADOPTED on the 10th day of October, 2007 by two thirds of all the members present at a regular meeting after notice of the proposed changes were mailed to the membership at least 10 days before the meeting in accordance with Article X of the Club's bylaws dated September 9, 1965.

A handwritten signature in black ink, appearing to read "Hugh Loyd", is written over a horizontal line.

Hugh Loyd, President
Port of Savannah