



**BY-LAWS OF
THE PROPELLER CLUB OF THE UNITED STATES, PORT OF SEATTLE**

**ARTICLE I
NAME**

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

**ARTICLE II
PURPOSE**

The Club is a civic, social and charitable organization whose purpose is:

1. Promote the maritime industry to the public and government leaders.
2. Provide for social interaction and networking within the regional maritime community.
3. Provide a forum for discussion of maritime industry issues and trends.
4. To support the objectives and programs of the International Propeller Club of the United States.

**ARTICLE III
BOARD OF GOVERNORS**

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

Section 2. The Board of Governors shall consist of the President, the Vice-President, the Secretary, the Treasurer, and up to Nine (9) Governors and the last retiring President who shall continue as a member of the Board for one (1) year following expiration of his term as President. The Board of Governors can agree, by majority vote, to appoint two Board members to serve as Co-Presidents. In this case, the Co-Presidents shall split the duties of the President and Vice President. The board of Governors will consist of not less than 8 and not more than 12 including the officers. In addition, as the Club is THE PROPELLER CLUB OF THE UNITED STATES, PORT OF SEATTLE, the Port of Seattle shall appoint a member to serve on the Board of Governors.

Section 3. Governors shall be elected for a term of three (3) years. If a Governor leaves office, a replacement may be appointed for the remainder of that term by the Board of Governors. Any vacancies may be filled by the Board of Governors, with those appointed standing for election at the next election.

Section 4. The terms of the officers and the Governors shall begin on October 1st of the year for which they are elected except that a Governor elected to fill a vacancy shall take office as such Governor immediately following the annual meeting at which he is elected. 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 IV
OFFICERS**

The officers of the Club shall be a President and a Vice-President (or Co-Presidents), a Secretary, and a Treasurer.

ARTICLE V
EXECUTIVE SECRETARY

Section 1. The Board of Governors may contract with a company or an individual to perform the duties of an Executive Secretary on the Club's annual fiscal year basis.

Section 2. The contract fee for the Executive Secretary shall be as agreed to by the Board of Governors.

Section 3. The duties of the Executive Secretary shall be to assist the Secretary and the Treasurer in maintaining the files and accounts of the Club and such other duties as outlined by the Board of Governors.

ARTICLE VI
NOMINATIONS

Section 1. Nominations for members of the Board of Governors for the regular term and to fill vacancies in the Board of Governors which have arisen during the year, shall be made by the Nominating Committee appointed by the President and shall be filed with the Secretary not less than thirty (30) days prior to the annual meeting.

Section 2. Nominations may be made independently by any twenty (20) 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 to the annual meeting.

Section 3. No candidates for the Board of Governors shall be balloted for other than those proposed in one or the other of these two ways.

Section 4. The Nominating Committee shall consist of the immediate Past President as Chairman and four other Past Presidents of the Club as appointed by the President. If sufficient Past Presidents are not available to accept appointment to the Nominating Committee, the President may appoint other club members to such Nominating Committee.

Section 5. The member elected Vice-President shall be the President Elect for the fiscal year following his election and tenure as Vice-President. The Nominating Committee shall nominate the said President Elect unopposed except in the case of a petition in writing by twenty (20) members of the Club making additional nominations as above provided.

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

ARTICLE VII
ELECTION OF OFFICERS AND GOVERNORS

Section 1. Election of Officers

The President and Vice- President (or Co-Presidents), Secretary and Treasurer shall be elected from the Board of Governors by the Board of Governors at a meeting immediately following the annual meeting at which the elections are held. Officers shall hold their respective offices for up to two (2) year or until their successors are elected and qualified. Election to office shall not affect the term of office as Governor.

Section 2. Election of Governors

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 (Co-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 (Co-President) at the annual meeting.

ARTICLE VIII
MEETINGS

Section 1. Annual Meeting

The annual meeting of the Club shall be held in September of each year at which time the election of Governors for the ensuing fiscal year shall be announced and confirmed and such other business transacted as may be determined by the President and the Board of Governors.

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

Regular meetings of the Club shall be held at the direction of the Board of Governors.

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 (Co-President); provided that there shall be at least six 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 IX
DUTIES OF OFFICERS

Section 1. President (or Co-Presidents)

It shall be the duty of the President (Co-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.

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. In the event the Board appoints Co-Presidents, the Co-Presidents shall equally split the duties of the President and Vice President.

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. These duties may be delegated to the "Executive Secretary – ARTICLE V." Delegation of these duties does not relieve the Secretary of oversight including ensuring these duties are completed accurately and on time.

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. These duties may be delegated to the "Executive Secretary – ARTICLE V." Delegation of these duties does not relieve the Treasurer of oversight including ensuring these duties are completed accurately and on time. If these duties are delegated, the Treasurer must conduct a full audit of the club's accounting at least once a year in preparation for the annual meeting.

ARTICLE X MEMBERSHIP

Section 1. MEMBERS: All persons, organizations or companies with an interest in fulfilling the stated purpose of the Propeller Club in this region shall be eligible for membership. Such persons, organizations or companies shall become members of the Propeller Club, Port of Seattle pursuant to the procedures outlined in this Article. Except as otherwise provided in these bylaws, all members may vote and shall be eligible to hold office. Some members may be designated specially as follows.

- (a) 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.
- (b) 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.
- (c) Courtesy Members shall be persons whose active membership is desired by the Club without the payment of fees or dues. Such members shall be elected at the discretion of the Board of Governors. Courtesy Members shall not vote or hold office and shall be members from year to year at the pleasure of the Club.
- (d) Retired Members shall be persons who have been members of the Propeller Club for a period of not less than five (5) years and who are retired from their employment and whose membership the Club desires to retain at a service fee as set by the Board of Directors.

Section 2. Application for membership shall be made in writing on forms provided by the Club. The application shall be submitted to the Secretary, Membership Chairperson or Club Administrator along with payment of the required fees and dues.

Section 3. The Board of Governors will review and approve or disapprove membership at the next board meeting unless the board of Governors has questions about the application. At the first regular meeting after the applicant's approval, the new member shall be 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. The Board may also reinstate any member who has been dropped from membership if such member so applies and makes payment of all arrears in dues.

ARTICLE XI COMMITTEES

Section 1. The Board of Governors may establish standing committees as may be helpful or needed to operate the Club.

Section 2. The President (Co-President) shall appoint the chairman of all committees, subject to approval by the Board of Governors.

Section 3. The Board may from time to time establish such special or ad hoc committees as may be helpful or needed to operate the Club.

Section 4. The Board of Governors shall establish the duties of each committee and so inform each committee chairman.

ARTICLE XII FINANCES

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

Section 2. The Fiscal year of the Club shall be the period from January 1 to December 31st.

Section 3. The Board of Governors shall establish procedures for the approval and payment of all bills and accounts.

Section 4. The Club account shall be audited once each fiscal year by a person or persons appointed by the Board of Governors.

Section 5. Bills paid for the Maritime Gala committee, Maritime Week committee, and Golf Tournament committee may, if authorized by the Board, be paid, after being approved by the committee chairman and President.

ARTICLE XIII 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 Seattle.

Section 2. The membership dues shall be as set by the Board of Governors. Member dues can be prorated based on the actual number of months remaining in the membership year.

ARTICLE XIV
RESOLUTIONS

Section 1. Resolutions shall be presented to the membership for action in one of the following manners:

- (a) From the floor at regular meetings or

- (b) To the Board of Governors and then by notice to the membership.

Section 2. All resolutions presented from the floor at a regular meeting must receive an affirmative vote of two-thirds of the voting membership present in order to pass.

Section 3. All resolutions presented in the manner prescribed by Section 1(b) of this article may be passed by a majority vote of the voting membership present at a regular meeting.

ARTICLE XV
ORDERS 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 Results – Introduction of the New Board of Governors, as appropriate
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 mailed to each member at least ten (10) days prior to such meeting.

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

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