

THE PROPELLER CLUB OF THE UNITED STATES, PORT OF JACKSONVILLE, INC.  
BYLAWS



VISION STATEMENT

The Propeller Club of Jacksonville will promote and support all aspects of the maritime industry while educating legislators and the public related to the importance and necessity of all waterborne commerce.

MISSION STATEMENT

The Propeller Club of Jacksonville strongly advocates for the maritime industry in the Port of Jacksonville, across the United States and abroad. The Propeller Club of Jacksonville is a business network dedicated to the promotion of commerce, global trade and the maritime industry. The Club's programs educate the public and elected officials about the importance and necessity of waterborne commerce. Specific objectives include:

- Promote and support the American Merchant Marine and the maritime industries through the collaboration and participation of public relations, education and good will among exporters and importers and the public in general;
- Deliver awareness to the local community about our rich maritime history in Jacksonville;
- Promote safety, security and improvements on and around the port and surrounding waterways;
- Provide charitable contributions and fundraising events to support local charities and nonprofit organizations; and
- Support and develop relationships with local Student Port programs to deepen the knowledge and appreciation of the American Merchant Marine and provide a gateway for networking opportunities within the maritime industry.

ARTICLE I – ORGANIZATION AND DEFINITIONS

Section 1 – Name and Region

The Propeller Club of the United States, Port of Jacksonville, Inc. is a member of the International Propeller Club of the United States. The organization may also do business as "The Propeller Club of Jacksonville" and is referenced herein as the "Port" or "Club".

The International Propeller Club of the United States is organized into geographical regions. The Propeller Club of Jacksonville is a Port within the Southeast Region.

Section 2 - Definitions

The United States Merchant Marine ("American Merchant Marine")

The United States Merchant Marine refers to either United States civilian mariners, or to U.S. civilian and federally owned merchant vessels. Both the civilian mariners and the merchant vessels are managed by a combination of the government and private sectors, and engage in commerce or

transportation of goods and services in and out of the navigable waters of the United States. The American Merchant Marine primarily transports cargo and passengers during

peacetime; in times of war, the American Merchant Marine can be an auxiliary to the United States Navy, and can be called upon to deliver military personnel and materiel for the military.

## ARTICLE II – BOARD OF GOVERNORS AND COMMITTEES

### Section 1 - Election

The property and affairs of the Port shall be managed by a Board of Governors (the “Board”), all of whom must, during their entire term of office, be a member of the Port in good standing. The Board shall be composed of Board Officers, including the President, VP/President-Elect, Vice President Programs, Vice President Membership, Vice President Corporate Membership, Vice President Communications, Secretary/Treasurer; and, up to twenty (20) Board Members.

Board Members are elected by the Port’s general membership and each Board Member serves a one year term coinciding with the club’s fiscal year. A Board Member may be elected to 20 consecutive terms. Upon completion of service of 20 consecutive terms, a Board Member becomes an ex officio Board Member as defined in Section 5.

Board Officers are Board Members who are elected to their office by the Port’s general membership. Board Officers are installed at the Port’s Change of Command, and their terms officially begin on the first day of the Port’s fiscal year.

A Board Member shall serve a minimum of two years on the Board before serving as President.

### Section 2 – Vacancies

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

### Section 3 – Removal

A Board Member may be removed with a two-thirds supermajority vote by the Board.

### Section 4 – Committees

The President shall appoint, subject to approval of the Board, the following standing committees, each to consist of not less than three (3) members. Committee Chairs shall be restricted to Board Officers and Board Members. Committee Members may include any member of the Port in good standing.

#### Membership Committee

The Membership Committee shall, subject to the authority of the Board, devote their best efforts to growing membership.

#### Corporate Membership Committee

The Corporate Membership Committee shall, subject to the authority of the Board, secure Corporate Memberships and nurture those relationships.

#### Events/Programs Committee

The Events/Programs Committee shall, subject to the authority of the Board, plan and execute the Port's events.

#### Communications Committee

The Communications Committee shall, subject to the authority of the Board, communicate the Port's initiatives and programs to membership and the general public.

#### Audit Committee

The Audit Committee shall periodically review the Port's financials and ensure the Port is operating within generally accepted accounting principles.

The President may appoint special committees as necessary.

#### Section 5 - Other Ex Officio/Coast Guard Liaison Members of the Board

The United States Coast Guard Captain of the Port of Jacksonville, or the designee of the Captain of the Port, and the United States Customs & Border Protection Area Port Director, or the designee of the Area Port Director, shall be an ex officio Board Member and may attend meetings of the Board, but shall not have voting privileges. The Board may appoint other ex officio members to the Board, but such ex officio Board members shall not have voting privileges.

### ARTICLE III – NOMINATIONS

#### Section 1 -- Nominations

Nominations for President, VP/President-Elect, Vice President Programs, Vice President Membership, Vice President Corporate Membership, Vice President Communications, Secretary/Treasurer, and for Board positions vacated by outgoing Board Members, shall be made by a Nominating Committee composed of five (5) members of the Port in good standing. Nominating Committee members shall be appointed by the President.

The Nominating Committee shall file nominations for Board Officer positions, and nominations for vacating Board Member positions, with the Secretary/Treasurer. The Nominating Committee's slate of Board Officers and Board Members shall be publicized to general membership not less than thirty (30) days prior to the Port's annual business meeting.

Nominations for Board Officers and for vacating Board Members may be made independently by any five (5) members of the Port in good standing, who shall file with the Secretary/Treasurer the names of such nominees in place of the names proposed by the Nominating Committee, not less than fifteen (15) days prior to the annual meeting, and such nominations must be publicized at the direction of the President in the same manner as the official slate at least seven (7) days prior to the Port's annual business meeting.

No candidates for officers or for membership on the Board shall be balloted in any way other than these two methods.

## ARTICLE IV – DUTIES OF BOARD OFFICERS AND BOARD MEMBERS

### Section 1 – President

It shall be the duty of the President to preside at all meetings of the Board and of the Port, to perform duties as a member of the Board of the Propeller Club of the United States, and to perform such other duties as ordinarily pertain to the office. The President shall oversee and manage paid staff and is responsible for the overall administration and operation of the Port. The President, along with one other Port official, shall attend the Propeller Club International Convention, and, the Propeller Club Southeast Regional Conference.

### Section 2 – VP/President-Elect

It shall be the duty of the VP/President-Elect to preside at meetings of the Board and of the Port in the absence of the President; to serve as Sergeant at Arms at the Port's meetings; and, to perform such other duties as ordinarily pertain to the office. The VP/President-Elect will assist all standing committees as needed.

### Section 3 – Vice President Programs, Vice President Membership, Vice President Corporate Membership, and Vice President Communications

It shall be the duty of these Vice Presidents to perform their duties to the best of their abilities. These Vice Presidents shall report to the President.

The Vice President of Programs shall chair the Events/Programs Committee; plan, manage and execute the Port's events; organize an annual Maritime Day celebration on or around May 22; recruit and assign event subcommittees; oversee the budget for events; work with the Port's Vice Presidents to ensure promotion of and attendance at events; and, submit a report of activities and calendar of events for the preceding calendar year to the International Propeller Club Headquarters and Regional Vice President by December 31.

The Vice President of Membership shall chair the Membership Committee; plan, manage and execute the Port's annual membership drive; annually retain at least 25 members; promote member recognition and retention; and, send an electronic membership list containing names and email

addresses to International Propeller Club Headquarters and the Regional Vice President at the end of each month.

The Vice President of Corporate Membership shall chair the Corporate Membership Committee; plan, manage and execute the Port's annual Corporate Membership campaign; recruit new Corporate Members; and, manage quarterly outreach to Corporate Members.

The Vice President of Communications shall chair the Communications Committee; plan, manage and update the Port's communications, including the Port's website, email and social media; manage the Port's media relations; provide communications support to further the mission and vision of the Port; and, immediately following Change of Command, update the Port website with club leadership information.

#### Section 4 - Secretary / Treasurer

The Board may assign the responsibilities of the office of Secretary / Treasurer to two individuals, i.e., a Secretary, and a Treasurer; or, to one person, i.e., Secretary / Treasurer.

The Secretary / Treasurer shall chair the Audit Committee; develop and track the Port's annual budget; oversee and manage the Port's outsourced accounting vendors to include its bookkeeper and tax accountant; submit annual state filings (i.e. SunBiz, Florida Department of Agriculture and Consumer Services Solicitation of Contributions Registration Application, and annual certification of compliance with Port conflict of interest transactions policies) and federal filings (i.e. IRS Forms 990, 1096, and 1099); and, serve as the Port's custodian of records.

Immediately following Change of Command, the Secretary / Treasurer shall submit a report of elected officers (including name, business affiliation, address, phone numbers, fax numbers, and email addresses of the President and Secretary) to International Propeller Club headquarters and the Regional Vice President.

#### Section 5 – Board Members

It is the duty of Board Members to manage the affairs of the Port, and therefore Board Members should strive to attend every Board meeting.

If a Board Member is unable to attend a meeting, it is their responsibility to advise the President that they are unable to attend. Board Members who miss half of the regularly scheduled Board Meetings held in one fiscal year will be referred to the Board for consideration of removal from the Board.

Each Board Member shall serve on a Committee for a majority of their term of office. Each Board Member shall devote their best efforts to supporting the Port's events and programs.

## ARTICLE V – MEETINGS AND ELECTIONS

### Section 1 – Port’s Annual Business Meeting

The election of Board Officers and Board Members shall be held at an annual business meeting each year, between the months of March and May inclusive, and the installation of Board Officers and Board Members shall be held at the Change of Command Ceremony in June. The annual meeting is open to all members of the Port in good standing.

### Section 2 – Quorum

Nineteen (19) members shall constitute a quorum at general membership meetings of the Port.

### Section 3 – Special Meetings of the Port

Special meetings of the Port may be called by the Board when deemed necessary.

### Section 4 – Board Meetings

Board meetings shall be held monthly and are open to Board Members and guests invited by the Board. The President may cancel any Board meeting, but no more than three (3) meetings may be canceled in any one fiscal year. As an alternative to cancellation, the President may substitute a Club program/event for any monthly Board meeting, provided a quorum of the Board is met at that program/event.

### Section 5 – Special Meetings of the Board

Meetings of the Board may be called by the President whenever deemed necessary, or upon request by seven (7) Board Members, provided notice is given to the Board within two business days.

### Section 6 – Quorum of Board

Seven (7) Board Members present shall constitute a quorum of the Board.

### Section 7 – Action By the Board Without a Meeting

Unless these Bylaws state otherwise, actions by the Board may be taken without a meeting if the action is taken by a majority of all Board Members. The action must be evidenced by written consent describing the action taken.

## ARTICLE VI – FEES AND DUES

### Section 1 – Initiation Fee

There shall be no initiation fee.

## Section 2 – Dues

An annual individual membership with the Port begins on January 1 and ends on December 31.

Annual individual membership dues of \$115.00 are due January 1 each year. Sixty (60) days “grace” until March 1 each year will be allowed for the payment of dues for membership renewals. After March 1, all non-renewals will lose access to membership benefits.

Between September 1 and December 1 each year, individual membership shall be pro-rated for the current year and combined with membership dues for the following year. The pro-rated membership fee shall be set by the Board, but shall be no less than \$57.50.

Annual Board Member dues shall be set by the Board, but shall be no less than \$350.00. Board Member dues are separate from, and in addition to, the Port’s annual individual membership dues. Board Member dues are due July 1 each year. Sixty (60) days “grace” until September 1 will be allowed. After September 1, Board Members who have not paid their Board Member dues shall be referred to the Board for consideration of removal from the Board.

The Port’s membership dues to the International Propeller Club of the United States shall be paid by April 1 of each year. The Port’s membership dues to the Southeast Region shall be paid by the close of the Southeast Region spring meeting.

## ARTICLE VII - AMENDMENTS

### Section 1 - Amendments

Amendments and revisions to these Bylaws shall be made by majority vote of the Board, approved thereafter at a general meeting of the Port by a majority of the members present with at least thirty (30) days written notice of the amendments provided to the membership through publication at the direction of the President.

Amended December 2011, Article 1 – Addition of Section 4 “Other Ex Officio Members of Board; Article V, Section 2 “Dues” – Increased Dues from \$85 to \$100 and \$45 to \$50 for dues received after October 1<sup>st</sup>; adjusted time period to calendar year

Amended May 2012, Article 1 – Addition to include “Coast Guard Liaison” to Section 4

Amended Sept. 2018:

Added Vision Statement and Mission Statement;

Renumbered Articles to accommodate new Article I;

Article I, Section 1-2; Added organization and definitions;

Article II, Section 1 - Clarified size and terms of Board of Governors; Defined installation and term start date; Added length of service qualification to role of President;  
Article II, Section 3 – Added process for removal of Board Member  
Article II, Section 4 – Redefined standing Committees;  
Article II, Section 5 – Added CBP Ex-officio status;  
Article III, Section 1 – Edited for consistency and clarity; Added VP Communications;  
Article IV, Sections 1-4 – Redefined duties of Board Officers; Added role of VP Communications;  
Article IV, Section 5 – Redefined attendance duty for Board Members;  
Article V, Sections 4-5 – Redefined meetings and special meetings;  
Article VI, Section 2- Clarified annual dues and payment of dues to International and the SE Region; Defined Board dues;

Amended December 2018, Article VI Section 2 – Membership Dues increased to \$115.00 per year effective January 1 2019. The Pro-rated Membership dues from September 1- December 31 shall be no less than 57.50.