



**The Propeller Club of the United States
Port of Narragansett Bay**

Our Purpose

Board of Governors

**Constitution
And
By-Laws**



OUR PURPOSE

*To promote, further and support
an American Merchant Marine*

*To aid the development of
river, Great Lakes and
harbor improvements*

*To maintain a program of public
relations, education and good
will among exporters and importers
and the public in general.*

To promote fraternal spirit

2015-2016 Officers

President

Jonathan D. Alvarez

1st Vice President

Craig Ibbotson

2nd Vice President

John O'Keefe

Secretary

Nicole Andrescavage

Treasurer

Bryan O'Connor

2015-2016 Governors

Capt. Paul Costabile

Capt. E. Howard McVay

Capt. John O'Connor

Christina Hoefsmid

Rod Smith

Jacob Cabral

Eric Smith

Immediate Past President

Rob Pearce



CONSTITUTION
of
THE PROPELLER CLUB OF THE UNITED STATES
PORT OF NARRAGANSETT BAY

ARTICLE I: NAME AND GEOGRAPHIC AREA

Section 1: Name

The name of this Organization shall be “**The Propeller Club of the United States, Port of Narragansett Bay**”. (Also referenced herein as the "Port").

Section 2: Geographic Area

The geographic area of this Organization shall encompass an area from Cape Cod, Massachusetts to the Rhode Island/Connecticut border.

ARTICLE II: PURPOSE AND OBJECTIVES

Section 1: Purpose

This Port is a not-for-profit organization, whose membership is representative of every aspect of the maritime industry. It is dedicated to the enhancement and well-being of all interests of the maritime community on a state, national, and international basis. It promotes private sector enterprises in ownership and operation of waterborne and intermodal transportation systems, including associated and support industries.

Section 2: Objectives

The objectives of the Port of Narragansett Bay are:

- (a) To promote, and support the merchant marine and allied industries in all countries in which Propeller Club Ports are located, especially within the geographic area enumerated in Article I, Section 2 of this Constitution;
- (b) To meet the requirements of national and international security and economic welfare;
- (c) To promote waterborne commerce and the marine industry in all its segments;
- (d) To promote worthy and economically justifiable lake, gulf, bay, river, inland waterway, coastal, and harbor improvements;
- (e) To develop policies to enhance mutually beneficial relationships between all member Ports;

- (f) To develop and maintain continuing programs of public relations and education of the public, industry, and governments, to promote the maritime industry;
- (g) To collaborate with other organizations whose members are dedicated to the promotion of the best interest of maritime shipping and allied industries;
- (h) To promote a spirit of friendship and common purpose among persons engaged or having an interest in the merchant marine and allied industries; and
- (i) To encourage the development of trade among states and countries.

ARTICLE III MEMBERSHIP

Section 1: Membership Categories

The membership of the Port may be composed of four classifications: Regular, Student, Honorary, and Associate.

(a) Regular membership shall be composed of persons 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 and is eligible to cast one vote.

(b) Student membership shall be composed of persons who are duly registered students pursuing maritime-related studies in accredited U.S. colleges, universities or academies. Student members shall neither vote nor hold office.

(c) Honorary membership shall be composed of persons who have rendered exceptionally distinguished service to the American Merchant Marine, 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, shall have no vote nor be eligible to hold an office in the Port, shall have no interest in the property of the Port, but shall be entitled to attend all meetings and enjoy all other privileges of the Port.

(d) Associate membership shall be composed of retirees with no annual dues required and the privilege of attending meetings and taking part in all discussions at the meetings, but without the right to vote.

Section 2: Membership Duration

(a) Regular, Honorary and Associate membership shall be for life unless terminated as hereinafter provided.

(b) Student membership shall endure as long as a member is a registered student and as set forth in Article III, Section 1 (b) unless terminated as hereinafter provided.

Section 3: Termination of Membership

(a) Any member failing to pay dues within ninety (90) days after the time prescribed in the By-Laws shall be notified in writing by the Secretary or Treasurer at the member's last know address, and if said dues are not paid on or before ten (10) days from the date of such notification, said membership may be terminated by the Board of Governors.

(b) The membership of any member may be terminated for good cause, which includes but is not limited to a finding that a member has not upheld the Constitution, By-Laws, policies, and/or spirit of

this Port, 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 of 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 in good standing of the Port shall be present excepting that the appellant may be represented by counsel.

(c) The resignation of any member from this Port shall be in writing, addressed to the President of Secretary, and shall be submitted to the Board of Governors for appropriate action.

ARTICLE IV ADMISSION FEES AND DUES

Each Regular or Student member of this Port shall pay as an admission fee and as usual dues such sums as may be prescribed by the By-Laws.

ARTICLE V OFFICERS AND GOVERNORS

Section 1: The governing body of this Port shall be a Board of Governors to be constituted as the By-Laws of the Port may prescribe.

Section 2: The Board of Governors shall have general control over all officers and committees and may, for good cause, declare any office vacant or discharge any committee. It shall constitute a Board of appeal from the rulings of all officers and actions of all committees. Appeal may be taken from any decision of the Board of Governors to the total membership and on such appeal, the decision appealed from shall be reversed only by a two-thirds vote of the members in good standing, notice of such appeal having been given by the Secretary to all members in good standing 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 who shall be prescribed by the By-Laws, a Secretary and Treasurer, all of whom during their tenure of office shall be ex-officio members of the Board of Governors with voting privileges. Only one (1) elected officer from any one firm or organization can serve during one term, except in the positions of Secretary and Treasurer.

Section 4: Those officers shall be elected in the manner prescribed in the By-Laws of the Port and shall hold office for a term in accordance with the By-Laws.

ARTICLE VI MEETINGS

Section 1: This Port shall meet as provided in the By-Laws.

Section 2: The annual meeting of the Port shall be held as provided in the By-Laws.

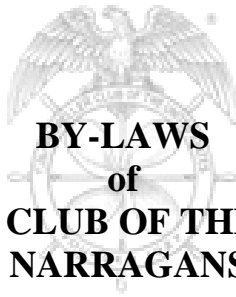
ARTICLE VII FISCAL YEAR

The fiscal year of the Port is from July 1st to June 30th.

ARTICLE VIII AMENDMENTS

This Constitution may be amended upon recommendation of the Board of Governors at any regular meeting where a quorum is present, and shall pass by a two-thirds vote of all members present eligible to vote, provided that notice of such proposed amendment shall have been sent to each member eligible to vote at least ten (10) days before such meeting and provided further that any amendment shall be made in accordance with the provisions of Article II, Section 5 of the By-Laws of the Propeller Club of The United States.

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**BY-LAWS**  
**of**  
**THE PROPELLER CLUB OF THE UNITED STATES**  
**PORT OF NARRAGANSETT BAY**

**ARTICLE I                    BOARD OF GOVERNORS AND COMMITTEES**

Section 1:        The Property and Affairs of the Port shall be managed by a **Board of Governors** which shall consist of:

(a) Seven Governors elected at each annual meeting to serve one year 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. A member may be re-elected to a second term of one year, but may not serve more than two successive terms provided that any time in which said member serves as an officer or Immediate Past President shall not count as falling within the two successive one-year terms.

(b)        The Officers as set forth in Article V, Section 3 of the Constitution, elected at the annual meeting, to serve during their respective terms of office, which shall be a two-year period.

(c)        The Immediate Past President of the Port to serve until he is succeeded by the next retiring President of the Port.

Section 2:        All Governors and Officers must, during their entire term of office, be regular members in good standing.

Section 3:        **Vacancies.** In the event of a vacancy in any office, or the Board of Governors, the Board shall appoint a successor to serve for the balance of the administrative year.

Section 4:        The Board of Governors shall hold not less than six (6) meetings in each fiscal year.

Section 5:        **Committees.** The President shall appoint three standing committees each to consist of not less than three members, at least one of whom, where practicable, shall have served on the same committee during the preceding year.

- (a)        Nominating
- (b)        Program
- (c)        Public Affairs

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

(a)        The **Nominating Committee** shall, subject to the direction and control of the Board of Governors, submit nominees in accordance with the provisions of Article II of the By-Laws.



(b) The **Program Committee** shall, subject to the direction and control of the Board of Governors, prepare and arrange for 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. This Committee shall see to it that flowers are sent to the funeral of any active member of the Club.

(c) The **Public Affairs Committee** shall, subject to the direction and control of the Board of Governors, endeavor to find better means whereby the image of the American Merchant Marine can be improved and the voice of the Propeller Club be more effective. This Committee shall supervise the content and dissemination of educational materials and maintain the best possible relationship with Congress, Government and the Press for the maximum utilization of ideas and correlation of activities.

## **ARTICLE II            NOMINATIONS**

Nominations for President, First Vice-President, Second Vice-President, 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 by a Nominating Committee appointed by the President and shall be filed with the Secretary not less than thirty (30) days prior to the March meeting, and the members shall be notified of such nominations with the notice of the March 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 signatures of the proposers, not less than fifteen (15) days prior to the March meeting and such nominations must be mailed to each member of the Port at least seven (7) days prior to such March meeting. No nominations shall be accepted other than those proposed in either one of these two ways.

## **ARTICLE III            DUTIES OF OFFICERS**

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 duties as a member of the National Board of Governors of the Propeller Club of the United States, and to perform such other duties as ordinarily pertain to his 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 office.

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 office.

Section 4:        **Secretary.** It shall be the duty of the Secretary to keep the records of membership, send out notices of meetings of the Port together with a summary of the minutes of the previous meeting and of the Board of Governors of the Port and committees, record and preserve the minutes of such meetings, make the required report to the Propeller Club of the United States, and perform such other duties as usually pertain to his office.

Section 5:        **Treasurer.** It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the Port at its annual meeting and at any other time upon demand of the Board of Governors and to perform such other duties as pertain to his office.

## **ARTICLE IV MEETINGS AND ELECTIONS**

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

Section 2: Twenty percent (20%) of the membership in good standing shall constitute a quorum for all meetings of the Port.

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

Section 4: Regular meetings of the Port shall be held at such date as the Board of Governors or the President shall determine.

Section 5: 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.

Section 6: A majority of the Board members shall constitute a quorum of the Board of Governors.

## **ARTICLE V FEES AND DUES**

Section 1: The membership dues shall be payable annually on the first day of October and shall be as follows:

(a) \$50.00 for Regular members, provided however, that no annual dues shall be assessed with regard to a member who has been a regular member in good standing for at least ten years continually, who has served at least six years as an officer or governor of this Port, and who has retired from his position in industry. A \$10.00 application fee will accompany new member dues.

(b) \$5.00 a year for a student membership.

## **ARTICLE VI FINANCES**

Section 1: The Treasurer shall deposit all funds of the Port in a federally insured institution to be named by the Board of Governors.

Section 2: No obligation shall be incurred except upon prior authorization of the Board of Governors. All bills shall be paid only by checks signed by the Treasurer upon approval of the Board. An audit by a qualified person or persons shall be made each year of all the Port's financial transactions and shall be submitted to the Board at its next succeeding meeting for its information and approval.

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

**ARTICLE VII                    ELECTION OF MEMBERS**

Section 1:        The name of the newly proposed Regular or Student member shall be submitted to the Board of Governors, through the Secretary, on an application form. The Board of Governors shall review the application and accept or reject it.

Section 2:        The name of a newly proposed Honorary member shall be submitted directly to the Board of Governors for consideration and action.

**ARTICLE VIII                    ORDER OF BUSINESS**

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

1. Call to order
2. Reading of minutes
3. Reports of committees
4. Unfinished business
5. New business
6. Adjournment

**ARTICLE IX                    AMENDMENTS**

These By-Laws may be amended upon recommendation of the Board of Governors at any regular meeting, a quorum being present by a fifty-one percent (51%) vote of all the members present, eligible to vote, provided that notice of such proposed amendment shall have been mailed to each member eligible to vote at least ten days before such meeting. No amendment or addition to these By-Laws can be made which is not in harmony with the Port Constitution and with the Constitution and By-Laws of the Propeller Club of the United States.

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Constitution and By-Laws Revised 07.27.04

Approved 11.08.04

Committee:

Edward R. Lenahan, Chair

Capt. Philippe C. Gaucher, Co-Chair

William J. Coffey

Marcia Meglio

William J. Torpey

Capt. Norman Wahl