

CONSTITUTION

THE INTERNATIONAL PROPELLER CLUB OF THE UNITED STATES PORT OF PORT CANAVERL, FLORIDA, INC.

ARTICLE I NAME

The name of this organization shall be “The International Propeller Club of the United States, Port of Port Canaveral, Inc. (hereafter known as the “Club”).

ARTICLE II OBJECTIVES DECLARATION OF POLICY

This Club is a non-profit organization, the objectives of which are as follows:

- (A) To support the merchant marine and marine industry in Port Canaveral, to promote Port Canaveral and to foster professional dialogue and development in and between the various businesses and professions connected or related to maritime industry within the Port.
- (B) To participate in the maintenance of a continuing program of public relations, education and good will among all persons and businesses involved with the Port and/or Marine Activities.
- (C) To collaborate with other organizations whose members are dedicated to the promotion of the best interests of the marine industry.
- (D) To promote a spirit of friendship and common purpose among persons engaged in the marine industry.
- (E) To encourage the development of trade with other countries.

ARTICLE III MEMBERSHIP

Section 1. Classes of Membership

The membership of this Club may be composed of two classifications: regular and courtesy.

Charter members of the Club shall be composed of persons who have a bona fide and active interest in the promotion of the objectives of The

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Approved and adopted by the Membership on May 16, 2000.

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International Propeller Club of the United States and submitted applications for membership prior to submittal of the charter application.

Section 2. The Two Classes of Membership

- (A) Regular Membership shall be composed of persons who have a bona fide and active interest in the promotion of the objectives of The International Propeller Club of the United States.
- (B) Courtesy Membership shall be composed of persons whose active membership is desired.

Section 3. Duration

- (A) Regular memberships shall endure for life unless terminated as hereinafter provided.

Section 4. Termination of Membership

- (A) Any member failing to pay dues within ninety days after the time prescribed in the By-Laws, reference Article X, Fees and Dues, shall be notified in writing by the Secretary or Treasurer at the member's last known address, and if dues are not paid on or before ten days from the date of such notification, membership may be terminated by the Board of Governors.
- (B) The membership of any member may be terminated for good cause by the Board of Governors by a two-thirds vote of the Board at a regular meeting or a meeting called for that purpose, provided that the member shall have been given at least ten days notice of such pending action.

The member may be present at the hearing before the Board of Governors and may be represented by counsel. In case of such termination of membership, such former member may within thirty days after the date of the Board's action, submit a written notice of his or her intention to appeal to the Club. The Board shall thereupon set the date for hearing the appeal, which shall be at a meeting of the Club, held within sixty days after the receipt of such written notice of appeal. At such hearing only members of the Club shall be present, except that the former member may be represented by counsel. The termination of membership shall be stayed pending Club action thereon if a timely appeal is taken.

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

ARTICLE IV
ADMISSION FEE AND DUES

Each regular member of this Club shall pay a new member fee and annual dues, such sums as may be prescribed in the By-Laws.

ARTICLE V
OFFICERS AND GOVERNORS

- Section 1. The governing body of the Club shall be a Board of Governors to be constituted as the By-Laws of the Club 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 to consider the rulings of all officers and actions of all committees. Appeal may be taken from any decision of the Board of Governors to the Club and such appeal decision 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 shall be given by the Secretary to all members of the Club at least ten days in advance of such meeting.
- Section 3. The officers of the Club shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer (or a Secretary-Treasurer), all of whom shall be members of the Board of Governors.
- Section 4. The officers shall be elected at the annual meeting of the Club, which shall be held by November 30th of each year. The election shall be conducted in the manner prescribed in the By-Laws of the Club. The officers shall be installed in such manner as to take effect on January 1st of the next year and shall hold office for the term as provided in the By-Laws or until their successors are elected.

ARTICLE VI
MEETINGS

This Club shall meet as provided in the By-Laws.

ARTICLE VII
FISCAL YEAR

The fiscal year of this Club shall be from January 1st to December 31st.

ARTICLE VIII
AMENDMENTS

This Constitution may be amended upon recommendation of the Board of Governors at any regular meeting of the Club, 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, faxed or e-mailed to each member eligible to vote at least ten days before such meeting and provided further that any amendment shall not be inconsistent with the provisions of the Constitution and By-Laws of The International Propeller Club of the United States.

Approved and adopted by the Membership on May 16, 2000.

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BY-LAWS

**THE INTERNATIONAL PROPELLER CLUB OF THE UNITED STATES
PORT OF PORT CANAVERAL, INC.**

ARTICLE I – PURPOSE

The purpose of The International Propeller Club of the United States, Port of Port Canaveral, Inc., is to develop a better understanding of the maritime industry in Port Canaveral, to promote Port Canaveral, to foster professional dialogue and development in and between the various businesses and professions connecting the related maritime industry within the Port and to increase educational opportunities for students to pursue maritime-related careers.

ARTICLE II – NAME

When used hereinafter, the word CLUB shall mean The International Propeller Club of the United States, Port of Port Canaveral, Inc., the word NATIONAL shall mean The International Propeller Club of the United States or any Propeller Club other than the Port Canaveral Propeller Club, and BOARD shall refer to the Board of Governors of the Club.

ARTICLE III – ELECTION OF MEMBERS

Section 1. There shall be regular and courtesy members of the Club.

Section 2. Regular Members: Names of newly proposed regular members will be proposed by the Chairman of the Membership committee after committee review, and submitted to the Secretary, along with the proposed member’s application or other nominating document. This submittal shall include the Membership Committee’s recommendation as to membership. The Board shall then review the recommendation of the Membership committee and sustain or reject the recommendation or refer it back to the Committee for further consideration and action. After approval by the Board, the new member shall be so notified by the Secretary.

Section 3. Courtesy Members: The Membership committee and/or the Board may recommend and the Board shall accept or deny as a “Courtesy Member” any person whose membership is desired by the Board. After approval, the new Courtesy Member will be notified by the Secretary. Courtesy Members have no voting authority for Club matters and do not pay membership dues

Section 4. Individuals only can be members of the Club.

ARTICLE IV – TERMINATION OF MEMBERS

Section 1. Failure to pay dues: termination shall be as set forth in the Constitution.

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Section 2. For good cause: termination shall be as set forth in the Constitution.

Section 3. Resignation: shall be as set forth in the Constitution.

ARTICLE V – BOARD OF GOVERNORS

Section 1. Membership

The property and affairs of the Club shall be managed by a Board of Governors which shall consist of:

- (A) Three (3) elected governors. The three organizational governors will serve from May, 1999 to July, 2001. At the elections held in the spring of 2001, three (3) initial governors shall be elected as follows: one shall be elected for a three-year term, one shall be elected for a two-year term and one shall be elected for a one-year term. Thereafter, one governor shall be elected at each annual election to serve three years from the date of his or her election. A governor elected to fill an unexpired term shall serve for the remainder of that term. A member may be re-elected to a second term of three years, but may not serve more than two successive terms provided that any time in which said member serves as an officer, immediate past President, initial governor, or an appointed governor to fill an unexpired term, shall not count as falling within the said two successive three-year terms.
- (B) The officers, as set out in Article V, Section 3 of the Constitution, who are elected annually to serve during their respective terms of office.
- (C) The immediate past President.
- (D) The chairs of the standing committees.

Section 2. Good Standing

All governors must, during their entire term of office, be members in good standing of the Club.

Section 3. Vacancies

In the event of a vacancy in any office, or in the Board of Governors, the Nominating Committee shall recommend a successor to serve for the remainder of the term of the vacancy to be approved by the Board. In the event of a vacancy in the office of the President, the First Vice President shall succeed to that office to serve for the remainder of the term. If the unexpired term of the President is less than three (3) months, the First Vice President shall serve the unexpired term and his or her full term as President.

Section 4. Meetings

The Board of Governors shall meet at least four (4) times in each fiscal year.

Section 5. Chairman

The President shall chair the Board of Governors. In the event there is a conflict of interest with an issue before the Board and the President, the First Vice President shall chair the meeting for that issue.

Section 6. Absences

All Board Members must attend, as a minimum, 60% of all Board meetings and 60% of all regular membership meetings in a fiscal year. Failure by a Board Member to meet these attendance requirements may result in that member's removal from the Board, to be decided by the Board.

ARTICLE VI – OFFICERS

Section 1. Positions

There shall be five officers of the Club: President, First Vice President, Second Vice President, Secretary and Treasurer.

Section 2. Duties

- A. The President shall preside over the meetings of the Club including Board and general membership meetings; shall cast the tie-breaking vote if necessary; shall appoint committee chairs (to be approved by the Board); shall oversee the general affairs/business of the Club; and shall perform such other duties as ordinarily pertain to the office.
- B. The First Vice President shall support the President as necessary, shall chair the Bylaws Committee (as needed); shall perform the duties of the President in her or his absence; shall be responsible for ensuring that the Club's Web site is maintained; and shall perform such other duties as ordinarily pertain to the office. The First Vice President shall serve for two years, the first year as First Vice President and the second year as President.
- C. The Second Vice President shall support the President and First Vice President as necessary; shall perform the duties of the First Vice President in his or her absence; and shall chair the Public Affairs Committee as described in Article VII, Section 1. The Second Vice President shall be responsible for the timely preparation of and distribution of the monthly Club newsletter. The Second Vice

President shall serve for three years: The first year as Second Vice President, the second year as First Vice President, and the third year as President.

- D. The Secretary shall keep the records of membership; record and preserve the minutes of the general membership and Board meetings; send out notices of meetings as required; send out membership notices to new members; make the required reports to National; shall maintain originals, or copies if necessary, of the Club's correspondence and documents; and shall perform such other duties as usually pertain to the office.
- E. The Treasurer shall receive, deposit and disburse funds of the Club in accordance with adopted Club procedures and with generally accepted accounting procedures. The Treasurer shall maintain the books of the Club and shall report annually to the Club on the status of the funds. The Treasurer shall propose a budget to the Board annually to be approved by the Board and file any and all financial documents, including tax documents, returns, etc. The Treasurer shall be responsible for setting up the check-in table at Club meetings; shall be responsible for maintenance of bank signature cards and shall perform such other duties as ordinarily pertain to the office.

Section 3. Term of Office

The Second Vice President, Secretary and Treasurer shall be elected annually.

ARTICLE VII – COMMITTEES

Section 1. Committees

- A. The President shall nominate the chairs of the four (4) standing committees which shall be approved by the Board. Each committee shall 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. The standing committees shall be:
 - (1) The Membership Committee which shall, subject to direction and control of the Board of Governors, assist the Secretary in the maintenance of the list of members, devote their best efforts and endeavors in the securing of new members, review and pass on all applications for membership, and transmit such applications with their recommendations to the Board of Governors.
 - (2) The Program Committee which shall, subject to the direction and control of the Board of Governors, prepare and arrange programs for the regular and special meetings of the Club. The committee shall prepare and arrange such social functions as may be agreed to by the Board of Governors. The committee shall keep and display the Club's Banner,

Sponsorship Board and any other items to be set up at meetings and events.

- (3) The Public Affairs Committee which shall, subject to the direction and control of the Board of Governors, arrange the publicity for, and the press coverage of, the affairs and programs of the Club. This committee shall be chaired by the Second Vice President.
- (4) The Education Committee which shall, subject to the direction and control of the Board of Governors, develop educational programs for Brevard County students, ranging from maritime environmental awareness programs and Port tours for elementary students to maritime career opportunities for high school and college students. At the Annual Meeting of the Club, the committee shall report on approved plans for a) educational programs and b) disbursement of memorial scholarship monies to students graduating high school or attending college to study Maritime Architecture and Engineering, Foreign and Domestic Commerce, Trade and Transportation, Law, Business Administration, Economics and other allied courses in U.S. colleges, universities or maritime academies.
- (5) The Nominating Committee which shall slate the officers for the annual election and appoint candidates, to be approved by the Board, to fill unexpired terms of any Board position. The Nominating Committee shall be comprised of five (5) members as follows: The past President, the Chair as nominated by the President and approved by the Board and three members who are not currently serving on the Board and cannot serve while on the Nominating Committee. The three at large members shall be selected as follows: one by the past President, one by the Chair and one by the Board. Each member shall serve a one (1) year term. No member can serve more than two (2) consecutive years.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

Section 1. Nominations

Nominations for Second Vice President, Secretary and Treasurer and for members of the Board of Governors to replace the outgoing class, and to fill vacancies in the Board of Governors which may have arisen during the year, and remain unfilled by appointment shall be made by a Nominating Committee and shall be filed with the Secretary not less than thirty days prior to the annual meeting. The members shall be notified of such nominations with the notice of the annual meeting. Nominations may also be made independently by any five members of the Club, who shall file with the Secretary the names of such nominees over the signatures of the proposers, not less than fifteen days prior to the annual meeting and such nominations shall be mailed to each member of the Club at least seven days prior to the annual meeting. No

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nominations shall be accepted other than those proposed in either one of these two ways. The Nominating Committee shall report its selections to the President and to the Board of Governors before or at the times of filing with the Secretary as provided above.

Section 2. Elections

Officers and Board of Governors members shall be elected by majority vote of the ballots cast at the annual meeting of the Club to be held by November 30th of each year. Ballots shall be submitted by mail to the membership no later than seven days prior to the annual meeting. Ballots will be collected by the Secretary at the annual meeting and counted by the Secretary, Membership Chair and the Nominating Chair. Members may provide their ballots to the Secretary prior to the meeting (via U.S. mail, e-mail, hand delivery or facsimile). If no independent nominations are received, there will be no ballots issued and the slate selected by the Nominating Committee shall be duly elected by proclamation.

New Officers and Board of Governors members shall be installed in such manner as to take effect on January 1st of the next year.

ARTICLE IX – MEETINGS

Section 1. Quorum At membership meetings, 20% of the members shall constitute a Quorum. At Board meetings, five (5) members shall constitute a Quorum, at least one of which shall be an officer.

Section 2. Proxy Any member of Board Member may vote by proxy. Proxies must be submitted to the Secretary prior to the meeting via mail, fax or hand delivery. The proxy may be specific or general.

Section 3. Regular meetings of the Club shall be held at such date as the Board of Governors may determine.

Section 4. Special meetings of the Club may be called by the President or the Board of Governors when deemed necessary and shall be called by the President when ten (10) regular members in good standing petition for such a meeting.

Section 5. Meetings of the Board of Governors may be called by the President whenever deemed necessary, or upon request of three (3) members of the Board, due notice having been given.

Section 6. Annual Meeting shall be held every year no later than November 30th to elect officers, report on the Club’s fiscal status, report on the Club’s current membership and such other business as may be necessary for the Club.

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Section 7. Order of Business At all business meetings of the Club and Board, the order of business may be as follows: (1) Call to order; (2) Reading of Minutes; (3) Reports of Committees; (4) Unfinished business; (5) New business; (6) Elections; (7) Adjournment.

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