

PORTS OF PHILADELPHIA MARITIME SOCIETY

(A Pennsylvania Nonprofit Corporation)

BY-LAWS

ARTICLE I – NAME AND PURPOSE

- 1.1 As stated in the Articles of Incorporation, the name of the organization is: Ports of Philadelphia Maritime Society (hereinafter “POPMS” or “Society”).
- 1.2 The purpose of the Society shall be the aiding, advancing, assisting, encouraging, promoting and otherwise supporting the development of the Ports of the Delaware River & Bay; cooperating to that end with other ports in furthering the American Merchant Marine and such other national and local projects as may be of benefit to the Ports of the Delaware River & Bay; and promoting sociability, developing a fraternal spirit and interchanging information and ideas among persons engaged in marine activities in the Ports.

ARTICLE II – OFFICE AND WEBSITE

- 2.1 The office of the Society shall be at a location to be determined by the Board of Directors, from time to time.

ARTICLE III – MEMBERSHIP

- 3.1 Any person who, through vocation or avocation, is interested in the maritime affairs of the Ports of the Delaware River and Bay shall be eligible for membership.
- 3.2 Membership categories shall include the following:

Regular Individual: Any individual interested in promoting the interests of the Society.

Corporate: Any company interested in promoting the interests of the Society (includes 5 individual memberships).

Student: Winners of POPMS Scholarships (for 5 years after award of scholarship).

Life: 40 Years of Membership or as awarded by the Board.

- 3.3 An eligible person seeking to join the Society must complete and sign the Society's Application form and submit it to the Secretary. The Application form is available on the Society's website.
- 3.4 Upon receipt of a completed Application, the Secretary shall forward it to the Membership Committee for approval. If the action of the Membership Committee is favorable, the name of the applicant shall be submitted to the Board of Directors for a vote. Upon approval of a majority of the directors at any meeting at which a quorum is present, the applicant shall be elected to membership and shall be listed on the Roll for the Society. The Secretary shall promptly notify the applicant of the decision by the Board and, if the vote is favorable, the annual dues will be payable in the following calendar year.
- 3.5 Any member of the Society in good standing may resign from membership by sending a written resignation notice to the Secretary. The Secretary shall notify the Board of Directors of the resignation, and the member shall be removed from the Roll.
- 3.6 The Board of Directors will automatically cancel the membership of any member who fails to pay dues for a period of two years, after providing reasonable notice to the member.

The Board of Directors may cancel the membership of any member for cause. A two-thirds majority of Directors voting at any meeting at which a quorum is present is needed to cancel any membership for cause.

- 3.7 Each member shall pay annual dues, in an amount and at a time to be determined by the Board of Directors.

ARTICLE IV – DUES

- 4.1 The Board of Directors shall determine the amount of the annual dues by a majority vote.
- 4.2 Every active member of the Society shall be required to pay dues on an annual basis, except those who have achieved Life Member status. The Membership Committee shall issue annual dues invoices and shall track payments.
- 4.3 A member who has been a member in good standing of the Society for forty years shall qualify as a Life Member and shall no longer be required to pay dues. The Board also shall have discretion to award Life Member status to other members of the Society based on their service. A two-thirds majority of Directors voting at a meeting at which a quorum is present is needed to award a Life Membership.

ARTICLE V – FISCAL YEAR AND MEETINGS

- 5.1 The Society shall operate on a fiscal year ending on September 30 of each calendar year.
- 5.2 The Board of Directors shall conduct quarterly Board Meetings and may call such other meetings as it, in its discretion, deems necessary or appropriate. The Annual Members' Meeting of the Society shall be held in the fourth quarter of the fiscal year. All meetings shall be held at a location recommended by the House Committee and approved by the Officers. The schedule of quarterly board meetings for the next calendar year shall be determined at the 4th quarter meeting.
- 5.3 The President of the Board of Directors, at the direction of the Board or upon

the written request of not less than 10% of the membership of the Society, shall call special meetings of the Society. This request shall state explicitly the subject(s) of such meeting, and no other business shall be transacted. Notice of all special meetings, including the subject(s) for which such meetings are called, shall be distributed to the membership at least ten (10) business days in advance. Twenty-five members shall constitute a quorum for the transaction of business. At the request of ten members, the yeas and nays of those present and voting shall be recorded.

ARTICLE VI – THE BOARD OF DIRECTORS

- 6.1 The Board of Directors shall consist of the Officers listed in Article VII and thirteen directors (twelve elected by voting members and the immediate past President.)
- 6.2 The President, Vice President, Secretary, and Treasurer shall be elected by the members of the Society at the Annual Meeting and shall serve for a term of two years.
- 6.3 The terms of the remaining twelve members of the Board of Directors (exclusive of the Officers and past President) are staggered three-year terms, so at each Annual Meeting the members of the Society shall elect four members to the Board of Directors. The term of the immediate past President shall be coterminous with that of the newly elected President. The past President shall have the same rights and voting privileges as any other member of the Board of Directors.
- 6.4 Board Members (not serving as Officers) may not hold more than three successive terms (9 years) unless the position will default to a vacancy due to lack of a qualified candidate.
- 6.5 The Board of Directors shall also include a member of the Society holding a law degree, who shall serve as “Of Counsel” to the Society and provide legal guidance and advice. This member shall be appointed by and serve at the

pleasure of the Board, as a non-voting member of the Board of Directors.

- 6.6 The Board of Directors shall have general charge and management of the affairs of the Society and shall manage the same in conformity with the laws under which it is incorporated and the Articles of these By-Laws. It shall be the supreme governing power of the Society. The Board shall express the policies of the Society. It shall dictate the public statements of the Society, and no statement shall be made public except by its authorization. No appointment shall take effect until ratified by the Board of Directors.
- 6.7 The Board of Directors may at any time, in its discretion, by a two-thirds majority vote of all voting members of the Board, upon cause shown, remove any officer or member of any committee. Any officer or member of the Board of Directors who has been removed from office for cause shall not be eligible for re-election
- 6.8 The President shall nominate individuals to fill any vacancies in any Officer or Board member position, and all such nominations shall take effect upon approval of a majority of the Board.

ARTICLE VII – OFFICERS

- 7.1 The President shall have general charge and supervision of the affairs and property of the Society. The President shall preside at all meetings of the Society and of the Board of Directors. The President shall nominate chairpersons of the standing committees and any *ad hoc* committees deemed necessary, and all such nominations shall take effect upon approval of a majority of the Officers.
- 7.2 In the absence or disability of the President, the Vice President shall perform the duties of the President. In the event of the President's death, resignation or removal from office, the Vice President shall exercise the powers of the

President until a successor shall be duly elected.

- 7.3 The Secretary shall attend all meetings of the Society and the Board of Directors. The Secretary shall present the Agenda for all Board Meetings to the members of the Board, and shall keep Minutes for all Board Meetings, which shall include a record of topics discussed and actions taken. The Secretary shall ensure that all Agendas and Minutes are preserved as part of the permanent records of the Society.
- 7.4 The Secretary shall see that due and proper notice is given of all meetings of the Society and the Board of Directors; shall be custodian of the corporate records and of the corporate seal; shall take charge of the correspondence of the Society under the direction of the President and the Board of Directors; and shall perform all other duties usually performed by a Secretary and such other duties as may be required by the Board of Directors.
- 7.5 The Treasurer shall receive all moneys and deposit same to the credit of the Society, at such depositories as may be named by the Officers; shall pay all bills when duly presented and certified according to such rules as may be prescribed by the Board of Directors; shall keep an accurate record of the accounts of the Society and shall make quarterly and such other reports as may be prescribed by the Board of Directors. The Treasurer and any other Board member authorized by the President shall have a Society Credit and/or Debit Card that they may use for Society Business. The books of the Treasurer shall, at all times, be open for inspection by the Board of Directors.

ARTICLE VIII – COMMITTEES

- 8.1 There shall be a **Membership Committee**, which shall promote Society membership to the community and develop membership programs in conjunction with the Board. The Membership Committee will review all applications for membership in the Society and make recommendations to the Board, pursuant to Article III, §3.4, of these By-Laws. The Membership Committee shall maintain current membership records and report membership status at Board Meetings.

8.2 There shall be a **Publicity and Information Technology Committee**, which shall promote the aims of the Society and assist the other Committees in advertising the Society's activities and events in print, on the Society website, and on social media. This Committee also shall distribute periodic society notices in coordination with the Society Secretary. All publicity, however, shall be approved by the President.

8.3 There shall be a **Port Advisory and Legal Committee**, which shall monitor the Federal and State legislative, regulatory, judicial and commercial matters that impact maritime commerce and infrastructure, particularly with respect to the Ports of the Delaware River and Bay, and report to the Board on these matters.

8.4 There shall be a **Nominating and Awards Committee**, whose members normally shall be the immediate past three Presidents, the Secretary and such other Board members as nominated by the President and approved by a majority of the Officers. The Nominating Committee shall review candidates seeking Officer and Board positions as a part of the annual election process and shall prepare a list of the qualified candidates and present it to the Board of Directors 45 days before the annual meeting.

Prior to the first quarterly meeting of the Society each year, the Nominating Committee shall review recommendations and consider other individuals for recognition as the Person of the Year. The Committee shall present its recommendation for the recipient of this award to the Board at the first quarterly meeting of the Board of Directors.

8.5 There shall be a **House Committee**, which shall manage, facilitate, promote and coordinate Society events. This responsibility includes the screening of potential facilities for functions, food and beverage arrangements, speakers and/or entertainers, etc. The House Committee shall also develop event

flyers and/or notices in coordination with Publicity/IT committee. The House Committee shall present its recommendations to the Officers for approval prior to committing to events on behalf of the Society.

- 8.6 There shall be a **Scholarship Committee**, which shall promote maritime and marine careers and education by creating funding assistance to individuals seeking same. The Scholarship Committee shall take primary responsibility for advertising and fundraising for the scholarship fund; it shall review the applications of candidates and select the scholarship winners. The Board of Directors shall establish the individual scholarship amounts and the number of scholarships to be awarded at the final quarterly meeting of the year by a majority vote. The Scholarship Committee shall report the scholarship winners to the Board thirty days prior to the second quarterly meeting and the Chairperson will notify the recipients prior to the award dinner.
- 8.7 There shall be such other *ad hoc* committees as the Board of Directors from time to time may deem necessary.
- 8.8 The Board shall maintain operating principles and guidelines to ensure consistency and continuity for the administration and operation of the Society and its committees. These may be revised and updated periodically by approval of a majority of the Board at any stated or special meeting at which a quorum is present, without the need to change the By-Laws.

ARTICLE IX – ELECTIONS

- 9.1 A notice of each upcoming election shall be provided to all members sixty days before the Annual Meeting. Any member desiring to run for election shall notify the Secretary of the position sought forty-five days before the Annual Meeting.
- 9.2 Immediately after the time for nomination shall have expired, the Secretary shall notify the Nominating and Awards Committee of all nominations received. The Nominating and Awards Committee shall then authorize the Secretary to prepare a printed ballot and issue a notice stating the date, time and place for the election. The ballot and notice shall be distributed to each member of the Society in good standing at least ten days before the Annual Meeting.

All ballots must be delivered to the Secretary prior to the Annual Meeting or be cast at the Annual Meeting. The Secretary shall tally the ballots, and the winners shall be

announced at the Annual Meeting.

- 9.3 The ballots shall be cast by the members of the Society by mail or email before the Annual Meeting, or they may be cast in person at the Annual Meeting. Ballots shall be counted by two tellers appointed by the President.

ARTICLE X – VOTING

- 10.1 For all matters before the Board or any of its committees which may require a vote, a quorum to consist of at least nine members is required for the transaction of business. Directors may vote in person, or via electronic means if appropriate technology is available. A member participating by electronic means shall be deemed a full participant including such participation as shall be needed to establish a quorum. Voting by proxy will not be permitted.
- 10.2 At all meetings of the Society, ten percent of the members in good standing as of January 2nd, of the current calendar year, shall constitute a quorum. In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one vote.

ARTICLE XI -- SEAL

- 11.1 The seal of the Society shall be in the form of a circle and shall bear the name of the Society, the year of its incorporation and the words Commonwealth of Pennsylvania.
- 11.2 The seal shall be maintained by the Secretary.

ARTICLE XII—AMENDMENTS

- 12.1 The Board of Directors, at any regularly constituted meeting at which a quorum is

present, shall have the power, by majority vote, to adopt, supplement, amend or repeal these Bylaws. This power shall not be construed to confer on the Board the power to take any such action on those matters committed exclusively to the members by Section 5504 of the Pennsylvania Non-profit Corporation Law of 1988.

- 12.2 Amendments concerning matters committed to the members by Section 5504 of the Pennsylvania Non-profit Corporation Law of 1988 may be adopted by the affirmative vote of a majority of the active members present in person, by mail or by email at any meeting of the Society; provided that such proposed amendment shall have been submitted to the Board of Directors at least thirty (30) days prior to said meeting and that at least ten (10) days before the meeting, the proposed amendment shall have been distributed to each member.

ARTICLE XIII – CONFLICT OF INTEREST

- 13.1 The members of the Board of Directors and Committee members shall avoid even the appearance of impropriety in performing their functions. There shall be no self-dealing. If a matter coming before the Board or any of the Committees presents a possible conflict of interest for any participant, this shall be disclosed to the Board, and the participant shall refrain from participating in the matter at hand. If the Board chooses to proceed, the affected participant will recuse him- or herself from any vote taken in the matter.

ARTICLE XIV – STANDARD OF CARE

- 14.1 The members of the Board of Directors and the Committee members agree to exercise due diligence in carrying out their assigned duties.

ARTICLE XV – INSURANCE

- 15.1 The Society shall maintain a Comprehensive General Liability policy with a limit to be determined by the Officers.

15.2 The Society shall maintain a Directors and Officers Liability policy with a limit to be determined by the Officers.

15.3 All Officers, Directors, members, volunteers assisting the Society at events shall be covered by insurance.

ARTICLE XVI – LAW AND VENUE

16.1 These By-Laws, and the other documents of the Society, shall be construed pursuant to the laws of the Commonwealth of Pennsylvania, without consideration of the conflict of law rules.

16.2 Any legal action against the Society brought by a member shall be brought solely in a court of competent jurisdiction in Philadelphia County, which shall have exclusive jurisdiction with regard to any and all such claims.