

CONSTITUTION OF THE PORTS OF PHILADELPHIA MARITIME SOCIETY

ARTICLE I OBJECTS OF THE SOCIETY

Section 1. The objects 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 GOVERNMENT

Section 1. The government of the Society shall consist of a President, a Vice President, a Treasurer, and a Secretary, and in addition, thirteen directors, who together shall be constituted and styled the Board of Governors.

Section 2. All the before mentioned shall be chosen by ballot and shall continue in office until their successors are chosen or until they are removed by death, resignation, or vote of a majority of all the members of the Society. A vacancy in any of said offices may be filled by the Board of Governors at a regular meeting of the Board, and the person or persons so elected to fill such vacancy shall hold the office until the next annual meeting of the Society.

Section 3. The Board of Governors shall hold all the property, effects and assets of the Society in trust for the benefit and enjoyment of the members thereof, and shall have the management and control of the same, and exercise a general superintendence over the affairs of the Society, and shall lay all assessments and make or authorize all necessary contracts of purchase, but shall have no power to render the Society or any member thereof liable for any debt beyond the amount of money which shall at the time of contracting such debt, be in the Treasurer's hands and not needed for the discharge of prior debts or liabilities.

ARTICLE III AMENDMENTS

Section 1. The Constitution or By-Laws may be amended at any regular or special meeting of the Society, provided that a copy of the proposed amendment be filed with the Secretary at least three weeks prior to the meeting and a copy thereof be mailed to each member of the Society prior to the meeting.

ARTICLE IV MEMBERS

Section 1. The membership of the Society shall consist of persons interested in maritime affairs in and about the Ports of the Delaware River & Bay. The number of members shall be unlimited. The dues of all members shall be fixed by the Board of Governors.

BY-LAWS OF THE PORTS OF PHILADELPHIA MARITIME SOCIETY

ARTICLE I NAME, LOCATION, AND OBJECT

Section 1. The name of this Society shall be the “Ports of Philadelphia Maritime Society.”

Section 2. The offices of this Society shall be at a location to be determined by the Board of Governors.

Section 3. The objects of this Society shall be the aiding, advancing, assisting, encouraging, promoting and otherwise supporting the development of the Ports of the Delaware River and Bay; co-operating 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 and Bay; and promoting sociability, developing a fraternal spirit and interchanging information and ideas among persons engaged in marine activities in the Ports.

ARTICLE II MEMBERSHIP

Section 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.

Section 2. Any eligible person desiring admission to membership in the Society shall submit to the Secretary a signed application on a form designated by the Board of Governors, which application must be duly sponsored by a member of the Society. The Secretary shall immediately forward the application 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 Governors, which shall vote upon the admittance or rejection of the applicant. If a majority of the ballots cast are in favor of admission, the applicant shall be declared elected to membership in the Society and shall be notified of his/her election by the Secretary. If the applicant is not elected to membership, his/her name shall not again be submitted for a period of six months.

Section 3. Any member of the Society in good standing may resign from membership by sending a written resignation to the Secretary at least thirty days prior to the beginning of a new fiscal year. The Secretary shall immediately notify the Board of Governors of the said resignation.

Section 4. The Board of Governors, by a majority of its entire membership may suspend or expel members of the Society for not promptly meeting their financial obligations to the Society or for other cause shown.

Section 5. Each member shall pay to the Treasurer annual dues, in amount and at a time to be determined by the Board of Governors.

ARTICLE III MEETINGS

Section 1. An annual meeting of the members of the Society shall be held at the first fall meeting, at such date and place as may be fixed by the Board of Governors.

Section 2. The Board of Governors shall call such other meetings as it, in its discretion, deems necessary.

Section 3. At all meetings of the Board of Governors, seven directors shall constitute a quorum for the transaction of all business.

Section 4. At all meetings of the Society thirty-five members shall constitute a quorum.

Section 5. Special meetings shall be called by the Board of Governors at the written request of ten members of the Society to the Board of Governors within ten days after receipt thereof.

ARTICLE IV OFFICERS AND BOARD OF GOVERNORS

Section 1. The Officers of the Society shall be a President, a Vice President, a Secretary, and Treasurer.

Section 2. The Board of Governors shall consist of the as outlined in Section 1 of this Article and thirteen directors.

Section 3. The President and Vice President shall be elected by the members of the Society at the annual meeting and shall serve for the term of two years and/or until their successors are duly elected and qualified. The Secretary and Treasurer shall be elected by the members of the Society at the annual meeting and shall serve for the term of one year and/or until their successors are duly elected and qualified.

Section 4. The remaining Board of Governors (exclusive of the) shall be elected by the members of the Society at each annual meeting as follows. At the first annual meeting, twelve members of the Board of Governors shall be elected to serve for the following terms: four directors for one year, four members for two years and four directors for three years. At each successive annual meeting thereafter, four directors of the Board of Governors shall be elected to serve for a term of three years. In addition to these twelve members, the Board of Governors shall include a thirteenth member who shall be the immediate past President of the Society. He/she shall hold such position on the Board of Governors for the term in which his/her successor to the Presidency holds the office of President. He/she shall have the same rights and privileges of ballot as any other director of the Board of Governors.

Section 5. The Board of Governors 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 and shall have absolute supervision over and members subject to a majority vote of members of the Society in meeting assembled. It shall express the policies of the Society. It may at any time, in its discretion, by a majority vote of the Board of Governors, upon cause shown, remove any officer or member of any committee, from office. It shall dictate the public utterances 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 Governors.

Section 6. The Board of Governors shall hold regular meetings at least four times per year, at such times and places as shall be fixed by it. Special meetings of the Board of Governors may be called at any time by the President. Any director of the Board who is absent from two successive regular meetings without just cause may be removed from membership on the Board by a majority vote of the Board. Vacancies occurring in any office or in the membership of the Board of Governors shall be filled by the Board. No officer or director of the Board of Governors, who has been removed from office for any reason, shall be eligible for re-election until the expiration of six months from the time of his removal.

ARTICLE V PRESIDENT

Section 1. The President, during the recess of the Board of Governors, 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 Governors and shall appoint chairpersons and members of the committees hereinafter provided for and of such other committees as he/she deems necessary but all appointments shall take effect only upon ratification by the Board of Governors.

ARTICLE VI VICE PRESIDENT

Section 1. 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 his/her successor shall be duly elected and qualified.

ARTICLE VII SECRETARY

Section 1. The Secretary shall attend all meetings of the Society and of the Board of Governors. The Secretary shall keep a record of all the transactions at the said meetings in books belonging to the Society and kept for that purpose.

Section 2. The Secretary shall see that due and proper notice is given of all meetings of the association and of the Board of Governors; 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 Governors and shall perform all other duties usually performed by a Secretary and such other duties as may be required by the Board of Governors.

ARTICLE VIII TREASURER

Section 1. The Treasurer shall receive all moneys and deposit same to the credit of the Society, at such depositories as may be named by the Board of Governors; shall pay all bills when duly presented and certified according to such rules as may be prescribed by the Board of Governors; shall keep an accurate record of the accounts of the Society and shall make an annual report and such other reports as may be prescribed by the Board of Governors. The books of the Treasurer shall, at all times, be open to the inspection of the Board of Governors.

ARTICLE IX COMMITTEES

Section 1. There shall be a Membership Committee, who shall be appointed by the President, subject to ratification by the Board of Governors. The Membership Committee shall consider all applications for membership in the Society and shall notify the Board of Governors of its action. Upon a favorable recommendation of the Membership Committee, the Board of Governors shall hold an election as provided in Article II, Section 2, of these By-Laws. In the event of rejection of a candidate for membership by the Membership Committee, the Board of Governors shall have no power to act except upon appeal by five or more members of the Society. The Membership Committee shall send notices of dues payable to each member of the Society on October first of each year and at such other times as the Membership Committee deems proper. The Membership Committee shall also keep the current membership list.

Section 2. There shall be a Publicity Committee, who shall be appointed by the President, subject to ratification by the Board of Governors. The Publicity Committee shall investigate matters of public interest and shall endeavor to obtain publicity in matters affecting the purposes of the Society. All publicity, however, shall be under and subject to the supervision of the Board of Governors.

Section 3. There shall be a Legislative Committee, who shall be appointed by the President, subject to ratification by the Board of Governors. The Legislative Committee shall investigate and recommend legislation in the interest of the Ports of the Delaware River and Bay and matters related and pertinent thereto.

Section 4. There shall be a Nominating Committee, who shall be appointed by the President, subject to the ratification of the Board of Governors. The Nominating Committee shall nominate one candidate for each office in the Society; it shall make a written report to the Board of Governors of its list of nominees on or before September 1.

Section 5. There shall be a House Committee, who shall be appointed by the President, subject to the ratification of the Board of Governors. The House Committee shall take charge of all social functions of the Society, including the providing of the place, facilities, speakers and/or entertainers, etc.

Section 6. There shall be such other Committees as the Board of Governors and/or the President from time to time may deem proper or necessary, with the personnel thereof to be appointed by the President, subject to the ratification of the Board of Governors.

ARTICLE X ELECTIONS

Section 1. In addition to the candidates nominated by the Nominating Committee, nominations for any office may be proposed in writing by three members of the Society. Nomination petitions must be presented to the Board of Governors on or before September 1 and no nomination shall be received thereafter.

Section 2. Immediately after the time for nomination shall have expired, the Board of Governors shall authorize the Secretary to have prepared printed ballots and to send one ballot to each member of the Society in good standing. Ballots shall be mailed, together with a notice clearly stating the time and place of holding the election, to each member of the Society at least ten days before the annual meeting.

Section 3. The ballots shall be cast by the members of the Society personally or by mail at or before the annual meeting, and they shall be counted by two tellers to be appointed by the President.

ARTICLE XI

SEAL

Section 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.

ARTICLE XII

AMENDMENTS

These By-Laws may be amended, altered, modified or changed by a majority vote of all the members of the Society present at any regular or special meeting, provided, that a copy of the proposed amendment is filed with the Secretary at least three weeks prior to the meeting and that a copy thereof is mailed to each member at least two weeks prior to the meeting.