

BY-LAWS

Society of Port Engineers, Los Angeles A California Nonprofit Public Benefit Corporation

Adopted and Approved by the Membership: January 1, 2016

Amended: July 1, 2017

Amended: April 27, 2021

ARTICLE 1

Name

1.1 Corporate Name

The name of this corporation is The Society of Port Engineers, Los Angeles (Henceforth in this document referred to as “the Society”).

ARTICLE 2

Offices

2.1 Principal Offices

The principal office for transaction of the business of the Society may be established at any place or places within or without the State of California by resolution of the Board of Governors.

ARTICLE 3

Purposes

3.1 General Purpose

The Society is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California for public and charitable purposes.

3.2 Specific Purpose

The specific purpose of the Society shall include without limitation the following:

- i. Advocate and encourage the opportunity and proper training of personnel in vocational and/or professional work in the marine industries.
- ii. The development of the marine industry and maintaining an open forum, including regular meetings, for orderly and objective discussions about the marine industry.
- iii. Assist California Maritime Academy (CMA) qualifying cadets with financial support on a scholarship as directed by the Board.

ARTICLE 4
Seal and Emblem

4.1 Seal and Emblem

The Society shall have the seal which was issued with the Charter as a non-profit corporation in the State of California and its emblem will be a seal with the Society of Port Engineers, Los Angeles and Long Beach in a circumference and a cut of a triple expansion engine in the center.

ARTICLE 5
Limitations

5.1 Political Activities

The Society has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office and/or any ballot issue or proposition.

5.2 Prohibited Activities

The Society shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Society may not carry on any activity for the profit of its Officers, Governors or other persons or distribute any gains, profits, or dividends to its Officers, Governors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Society to engage in any activity not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(7) of the Internal Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 6
Dedication of Assets

6.1 Property Dedicated to Nonprofit Purposes

The property of the Society is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Society shall ever go to the benefit any of its Governors or Officers, or benefit any private person, except that the Society is authorized and empowered to pay reasonable compensation for services rendered

and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

6.2 Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Society, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to the Society of Port Engineers LA/LB Memorial Scholarship Fund at the California State University, California Maritime Academy Foundation which has established its tax-exempt status under Section 501 (c)(3) of the Code.

ARTICLE 7
Membership

7.1 Members

The Society shall have members within the meaning of section 5056 of the California Nonprofit Corporation Law.

7.2 Membership

Members must be 18 years of age and directly or indirectly associated with the Marine Industry. The member shall be in good repute within the Marine Industry.

7.3 Membership Classification

Each member shall have a classification according to the qualifications of each classification. The Board shall determine the classification of each member There shall be 4 (four) classifications.

- A. Regular Member
- B. Associate Member
- C. Life Member
- D. Honorary Member

7.3.1 Regular Member

Regular Member shall have a Merchant Marine License or employed by a company directly involved in marine transportation services.

7.3.1. Regular Member Rights and Privileges

Regular Members shall exercise all rights and privileges of Membership, including a voice and a vote in the Society and meetings. They may hold office either as an Officer or a Governor. Regular members having once qualified as a Regular Member shall remain in this status unless the Member requests a change from the Board.

7.3.2 Associate Member

Associate Member shall have an interest in the marine industry and the purposes of the Society.

- 7.3.2.1 Associate Member Rights and Privileges
Associate Members shall exercise all rights and privileges of Membership except the right to hold a Governor, Officer position and Chairmanship of a committee.
After one (1) year, they may be appointed to a Committee Chairmanship.
- 7.3.2.2 Associate Member to Regular Member
After two (2) years, in good standing, an Associate Member will become a Regular Member.
- 7.3.3 Life Member
Life Members shall be selected and approved by the Board of Governors.
- 7.3.3.1 Life Member Rights and Privileges
Life Members shall exercise all rights and privileges of Membership as those for a Regular Member.
- 7.3.3.2 Life Membership to past Society Presidents
All past Presidents of the Society shall have a classification of Life Member.
- 7.3. Honorary Member
Honorary Member shall be selected and approved by the Board of Governors.
Those selected shall have rendered meritorious service to the marine industry or to the Society.
- 7.3.4.1 Honorary Member Rights and Privileges
Honorary Members shall exercise all rights and privileges of Membership except they cannot vote nor serve as a Governor or Officer.
- 7.4 Tenure of Membership
Tenure of membership shall be limited only by failure of good repute in the marine industry, violations of the By-Laws of the Society, or failure to pay dues, or criminal misconduct.
- 7.5 Membership Roster
The official Membership Roster will be maintained by the Society Secretary.
- 7.5.1 Use of the Membership Roster
The Membership Roster, in any form, shall be considered a corporate property by the Society and shall be safeguarded by the membership. Use of the roster for any purpose other than Society business is prohibited.

ARTICLE 8
Membership Application

8.1 Membership Application

All persons seeking membership in the Society shall meet the requirements of Section 7.2 and complete the membership application.

8.2 Membership Application Sponsors

All persons seeking membership in the Society shall be sponsored by two (2) members of the Society. The sponsors can be of any classification except Honorary members. Sponsors shall assure the applicant meets the requirements of membership and co-sign the application.

8.3 Membership Application Process

At the Board meeting following receipt of the application, the Board shall consider the application and the Board of Governors shall vote on accepting the applicant as a member of the Society. The Board of Governors shall assign a classification to the applicant.

8.4 Membership Certificate

All members shall, upon election to the Society, be presented with a Certificate of Membership and be presented to the Society at the next meeting.

ARTICLE 9
Discipline

9.1 Discipline of the Society

Discipline of the Society and its membership shall be exercised by the Board and any matter indicating a need for a disciplinary decision shall be referred to the Board for consideration, discovery of the facts, and disposition as deemed advisable and necessary.

ARTICLE 10
Administration and Meetings

10.1 Business and Administration

The business of the Society shall be conducted by the Board, except as otherwise required by these By-laws.

10.2 Board of Governors

The Board of Governors shall consist of the six (6) elected Governors.

10.2.1 Board
The Board shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer (or Secretary/Treasurer) and the six (6) Governors.

10.3 Board Voting Members
The voting members of the Board shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, (or Secretary/Treasurer) and the six (6) Governors.

10.4 Society Meetings
The Society shall have five (5) types of meetings.

- A. Annual Meeting of members
- B. Board of Governors Meeting
- C. Board Meeting
- D. Membership Meeting
- E. Special Meeting(s)

Meetings maybe conducted using all forms of communication including email and telephone or any combination of forms. Voting by email or telephone may be conducted providing all members of the Board or the Board of Governors receive 24-hour prior notice of the vote. The Secretary shall confirm every Board member and every Governor received the notice. Quorum requirements shall follow 10.6.2 and 10.6.3 respectfully.

10.4.1 Annual Meeting
The Annual Meeting will take place in January. The Annual Report shall be presented, and the newly elected Governors and Officers shall be seated. Transfer of authority and responsibility shall take place at the annual meeting. Outgoing Officers shall open the meeting and incoming Officers shall close the meeting. Date, time, and place of the Annual meeting shall be communicated to the Membership not less than five (5) days before the meeting.

10.4.2 Board of Governors Meetings
The Board of Governors shall meet at least once a year to elect new Officers. The Board of Governors may meet at other times when requested by the President or other Board of Governor members. Meetings must be communicated to the Board of Governors not less than three (3) days prior to the meeting. The Immediate Past President shall serve as presiding officer but shall not vote except in the case of a tie and then shall vote to break the tie. Deleted sentence.

10.4.3 Board Meetings
The Board shall meet at least once a quarter to conduct Society business. It may meet more often as determined by the President. The Board shall meet in November before the membership meeting to receive the report of the nominating committee.

- 10.4.4 Membership Meetings
A membership meeting shall be held once a month except for the months of July, August, and December. Membership meeting shall include Society business and educational presentations. The meetings shall be on the first Thursday of the month unless the Board changes the day due to holidays and other considerations. Date, time, and place shall be communicated to the Membership not less than five (5) days prior to the meeting.
- 10.4.5 Special Meetings
Special Meeting of the membership maybe called, at any time, by either the President or the Secretary. These meeting shall be single subject meetings. The subject, date, time, and place shall be communicated to the Membership not less than five (5) days prior to the special meeting.
- 10.4.5.1 Special Meeting called by President.
Special meetings maybe called at any time as determined by the President.
- 10.4.5.2 Special Meeting called by Secretary.
Upon receiving a petition calling for a special meeting by ten (10) members, in good standing, the Secretary shall call a special meeting with fifteen (15) days of receiving the petition. The President shall preside at the special meeting.
- 10.5 Quorums
At every meeting at which business is to be conducted and a vote is required a quorum shall be necessary. If there is not a quorum no business can be transacted, nor any voting be conducted.
- 10.5.1 Quorum for the Annual Meeting, Membership Meetings and Special Meetings
A quorum shall consist of two (2) Governors and fifteen (15) members in good standing.
- 10.5.2 Quorum for a Board Meeting
A quorum shall consist of not less than six (6) members of the Board.
- 10.5.3 Quorum for a Board of Governors meeting
A quorum shall consist of not less than four (4) members of the Board of Governors.
- 10.6 Meeting Minutes
At all meetings where business is conducted, minutes shall be taken.
- 10.7 Robert's Rules of Order
All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE 11

Governors

- 11.1 Governors

There shall be six (6) Governors elected by the voting membership of the Society.

11.2 Governors Responsibilities

11.2.1 Governors shall participate in all activities of the Board.

11.2.2 Specific Responsibilities as required by these By-laws.

1. Elect the Officers of the Society.
2. Approve of all new members by election.
3. Assign classification to new members.
4. Select Life and Honorary Members.
5. Amend by vote these By-laws.
6. Other responsibilities as assigned by the President.

11.3 Governor Qualifications

All Governors must be members in good standing and not less than four (4)

Governors shall be Regular Members.

11.4 Governor Tenure in Office

Tenure in office for Governors will be 3 years. Governors cannot be reelected for successive terms. Terms shall be staggered so every year two Governor positions will be open and new Governors elected.

11.5 Governor Election

The election of Governors shall be by secret ballot of the voting membership.

11.6 Governor Resignation

In the case of a Governor's resignation during their elected term the Board of Governors shall appoint a member, in good standing, to serve the remaining term of the resigning Governor.

11.7 Governor Absence

When a Governor is absent from three (3) successive Board meetings, the Governor may be removed from office and the remaining term will be filled by action of the Board.

11.8 Governor Compensation

Governors shall serve without compensation.

ARTICLE 12

Officers

12.1 Officers

The Officers of the Society shall be:

- A. President
- B. First Vice President
- C. Second Vice President
- D. Secretary

- E. Treasurer
- F. Immediate Past President
- G. Secretary/Treasurer if so, determined by the Board of Governors

12.2 Election of Officers

All Officers, except the Past President, shall be elected by the Board of Governors. The election shall take place in December or January of the following year but before the Annual Meeting. Members may not serve as an Officer or a Governor concurrently.

12.3 Officers Compensation

Officers shall serve without compensation.

12.4 Officers Tenure in Office

- A. All Officers shall serve for one (1) year for which they are elected.
- B. All Officers may be reelected by the Governors for a second term.
- C. No Officer can be reelected for a consecutive third term, except the Secretary and Treasurer can be reelected to consecutive terms.

12.5 President

The President shall be the Chief Executive Officer of the Society; preside at all meetings of the membership; preside at all meetings of the Board of Governors and shall be the Representative of the Society at all public functions. The President shall prepare and present the Annual Report at the Annual meeting.

12.5.1 Qualifications of the President

- i. A Regular Member in good standing.
- ii. A Regular Member for three (3) years.
- iii. Served as either a Governor or Officer.

12.5.2 President Resignation

In the case of the President's resignation the First Vice President shall assume the duties and responsibilities of the President until the next election of officers.

12.6 First Vice President

The First Vice President shall assist the President in any lawful manner described by the President and shall attend all Board meetings. The First Vice President shall serve as President when the President is not present.

12.6.1 Qualifications of the First Vice President

- i. A Regular Member in good standing.
- ii. A regular member for one (1) year.

12.6.2 Responsibilities

The First Vice President shall be responsible for all monthly educational meetings. This responsibility includes the program, arrangement of the venue, gift for the speakers and posting the meeting notice.

12.6.3 First Vice President Resignation

In the case of the First Vice President's resignation the Second Vice President shall assume the duties and responsibilities of the First Vice President until the next election of officers.

12.7 Second Vice President

The Second Vice President shall assist the President in any lawful manner described by the President and shall attend all Board meetings.

12.7.1 Qualification of Second Vice President

- i. A Member in good standing.
- ii. A Member for one (1) year.

12.7.2 Responsibilities

The Second Vice President is responsible for the following tasks:

1. All membership activities. These activities include recruitment, application processing of new potential members, certificates of membership and introduction of new members at meetings.
2. Second Vice President shall be Chairperson of the Audit Committee.
3. Other lawful requests as described by the President.

12.7.3 Second Vice President Resignation

In the case of the Second Vice President's resignation, the Governors may or may not appoint a replacement until the next election of officers.

12.8 Secretary

The Secretary shall be the Corresponding and Recording Officer of the Society. The Secretary shall assist the President in any lawful manner described by the President and attend all meetings.

12.8.1 Qualifications of Secretary

- i. A Regular Member in good standing
- ii. A regular member for two (2) years
- iii. Have communications skills appropriate to responsibilities.

12.8.2 Responsibilities

The Secretary is responsible for the following tasks:

1. Recording meeting minutes at every regular membership meeting, special membership meetings, the annual meeting, and Board of Governor meetings.
2. Maintaining the Official Society Roster.
3. Recording the payment of dues and initiation fees.
4. Maintain Society records required by the Secretary of State of the State of California.
5. Production of the Annual Directory.
6. Maintaining the Official records and files of the Society.
7. Secretary shall be chairperson of the Nominating Committee.

8. Manage the annual elections of Governors. This includes developing the ballot, mailing it to the membership and counting the ballots.
9. Issue an annual Membership Report.

12.8.3 Secretary Resignation

In the case of the Secretary's resignation, the Governors shall appoint a replacement to serve until the next election of officers.

12.9 Treasurer

The Treasurer shall be the Chief Financial Officer of the Society. The Treasurer shall assist the President in any lawful manner as described by President and attends all meetings.

12.9.1 Qualifications of Treasurer

- i. A Regular Member in good standing
- ii. A regular member for two (2) years
- iii. Have simple accounting skills appropriate to responsibilities.

12.9.2 Responsibilities

1. Receipt, safekeeping, and disbursement of Society funds.
2. Maintenance of financial records.
3. Payment of all bills upon presentation of invoice or receipts, as authorized by the Board.
4. Advancement of funds for events, as authorized by the Board.
5. Maintenance of the bank account.
6. Prepare and file Federal and State income taxes each year.
Treasurer may employ a tax preparer.
7. Prepare and present an end of the year financial statement for the Board.

12.9.3 Treasurer Resignation

In the case of the Treasurer's resignation, the Governors shall appoint a replacement to serve until the next Officer election.

12.10 Immediate Past President

The Immediate Past President shall be a non-voting member of the Board. The Immediate Past President shall only vote when there is a tie vote on Board of Governors or the Board.

12.10.1 Immediate Past President Resignation

In the case of the Immediate Past President resignation, a Past President shall be appointed by the Board of Governors to complete the term. (words deleted)

12.11 Secretary/Treasurer

The Board of Governors may elect to combine the Secretary and Treasurer positions into a single position of Secretary/Treasurer. If so, the Secretary/Treasurer position will perform all the responsibilities of both the Secretary and Treasurer.

ARTICLE 13
Committees

- 13.1 Committees
There shall be committees to assist in the administration of the Society. The President shall appoint all committee chairman and committee members.
- 13.2 Standing Committees.
There shall be two (2) standing committees.
1. The audit committee
2. The nominating committee
- 13.2.1 Audit Committee
The audit committee shall conduct an annual audit of all Society financials. Upon completion of the audit the committee shall submit a report to the Board.
- 13.2.1.2 Audit Committee Members
The audit committee shall have three (3) members - the Second Vice President and two (2) members from the membership.
- 13.2.2 Nominating Committee
The Nominating Committee shall submit to the Board at the November Board meeting a report with a slate of candidates for all officer and Governor positions, as required by ARTICLE 14.
- 13.2.2.2 Nominating Committee Members
The nominating committee shall have three (3) members. One (1) member shall be a Governor and two (2) members from the membership. The Governor member shall be the chairman.
- 13.3 Special Committees
The President may appoint special committees for specific one-time activities.

ARTICLE 14
Election of Governors and Officers

- 14.1 Election of Governors and Officers
The election of Governors and Officers shall take place in the months of November and December. These elections shall be for Governors and Officers for following year. The Nominating Committee shall submit a nominations report to the Board for consideration prior to the November Board meeting.
- 14.2 Election of Governors
Upon acceptance of the Nominating Committee report for Governors and approval of the slate of candidates, the Board will direct the Secretary to conduct an election for the positions of Governor for the following year. Governors shall

be elected by the membership by paper ballot. Candidates with the most votes shall be elected.

14.3 Election of Officers

The serving Board of Governors shall elect the Officers for the following year.

ARTICLE 15

Initiation Fees, Dues, and Special Assessments

15.1 Initiation Fees, Dues, and Special Assessments

The Board may establish initiation fees, dues, and special assessments.

15.2 Initiation Fees

Initiation Fees shall be due at the time of application acceptance.

15.3 Dues

The Board as a policy may establish the amount of dues to be paid by each class of membership.

15.3.1 Regular and Associate Member Dues

Regular and Associate members shall pay the full amount of the dues established by the Board.

15.3.2 Life and Honorary Members' Dues

Life and Honorary members shall not pay dues.

15.4 Special Assessments

The Board may establish an assessment to every member. The amount of the assessment to each class of membership shall be established by the Board at the time of the special assessment.

15.5 Failure to Pay Dues or Special Assessments

The Board may take disciplinary action against by Member for failure to pay dues or special assessments including expulsion from the Society.

ARTICLE 16

Accounts and Funds

16.1 Fiduciary Responsibility

The Officers and Governors shall have fiduciary responsibility for the funds and financial affairs of the Society.

16.2 Banking

The Society shall have a bank checking account for which funds will be deposited and disbursed. Electronic banking may be used. A money market account maybe established for excess funds. The President, Secretary and Treasurer shall be placed on the checking account and shall have authority to

sign checks. All checks in the amount of \$750 dollars or more shall require two (2) signatures.

16.3 Borrowing Funds

The Society shall not borrow any funds for any reason.

16.4 Cash

The Society may accept cash for dues, dinners and other activities as appropriate. Cash shall not be used for reimbursement and payment of invoices.

16.5 Disbursement Approval

All disbursements shall be approved by the Board in a timely manner. All disbursements shall have Board approval prior to payment. All disbursements of less than \$750 may be post approved.

ARTICLE 17

Approval of By-laws and Amendments

17.1 Approval of these By-laws

The By-laws shall be approved by a majority of the voting members.

17.2 Amendments

Amendment of these By-laws, when deemed necessary, may be proposed by the Board, and must be unanimously approved by the Board of Governors.

ARTICLE 18

Miscellaneous Provisions

18.1 Accounting Year

The accounting year shall be a calendar year.

Adopted January 1, 2016 by vote of membership.

Amended by the Board of Governors on July 1, 2017.

Amended by the Board of Governors on April 27, 2021.