

BYLAWS OF PANAMA CANAL SOCIETY, INC.

(A not-for-profit organization)

PREAMBLE

We, former and current employees of the United States Government, having served in the construction, operation, maintenance or protection of the Panama Canal, do now thoughtfully and earnestly associate ourselves together, as the Panama Canal Society, Inc. Our principles and purposes shall be allegiance, or respect, to the United States of America, fidelity to our Bylaws and preservation of ideals and friendships formed while working and living in the Canal Zone or Republic of Panama.

ARTICLE I - NAME

PANAMA CANAL SOCIETY, INC.

(A not-for-profit organization)

SEC. 1 This organization shall be known as the PANAMA CANAL SOCIETY, INC.

- A. A not-for-profit organization with members residing throughout the United States and the world.

ARTICLE II - OBJECT

SEC. 1 OBJECT SHALL BE:

- A. To promote the welfare of its members.
- B. To perpetuate lasting friendships.
- C. Arrange social affairs and meetings.
- D. To inform members of Federal legislation/regulations which may affect their welfare.

ARTICLE III - MEMBERSHIP AND DUES

SEC. 1 CODE OF ETHICS:

- A. It is the duty of all members to protect the Society against fraud, misrepresentation, or any practice not ethical.
- B. The spirit of fair dealing, cooperation, and courtesy should govern relations between members of the Society and by accepting membership an individual assumes an obligation to conduct himself/herself in accordance with these ideals.

SEC. 2 ELIGIBILITY FOR MEMBERSHIP:

- A. Any person 18 years of age or older who is, or was, an employee of the U.S. Government in the Panama Canal Zone and/or the Republic of Panama or who provided contract support to the various U.S. Government organizations/agencies located there, or who was a member of the U.S. Military Services stationed there, or who attended private or public schools, universities, to include the Smithsonian Tropical Research Institute, in the Canal Zone or former Canal Zone, shall be eligible for membership in the Society.
- B. Persons who were or are dependents, or who are descendants, of any individual who is or was eligible for, or enjoyed, membership in the Society shall also be eligible for membership in the Society.
- C. In order for eligible persons to become members, a Society - provided application for membership must first be completed and submitted (along with the full year's dues and administrative fee and any applicable foreign mailing fee) to the Society for its consideration.

SEC. 3 CLASSES OF MEMBERSHIP:

A. Active:

1. Active membership is conferred upon qualified applicants after review and approval by simple majority vote of the Executive Board in a regularly scheduled board meeting.
2. Active membership is extended to both husband and wife who reside in the same residence, with each spouse being included in the membership count to determine a quorum at general membership meetings. Each spouse shall enjoy all the rights inherent in active membership of the Society, to include the right to vote for Bylaw amendments and election of officers.

B. Life:

1. Life membership shall be conferred on each president of the Society upon the completion of the incumbent's full term of office.
2. Life membership shall also be extended to the spouse of the past president life member.

3. Life members retain all of the rights and privileges of an active member, except that upon the death of a past president, membership rights and privileges shall not pass to any future spouses of the past president's surviving spouse.
- C. Honorary Membership:
1. May be conferred on any individual for distinguished or exceptional service to the Society.
 2. Any active member may nominate candidates for Honorary membership and submit their names to the Executive Board. The Board shall present such recommendations to the Society by giving notice in the *Canal Record*. After publication in the *Canal Record*, nominees may be elected to Honorary membership by a 2/3 majority affirmative vote of the members present and voting at any Society meeting.
 3. Members elected to Honorary membership retain their status, but are not required to pay dues or assessments.
 4. Non-active members may attend meetings and speak, but may not hold office, make motions or vote. They do not pay dues or assessments and are not subject to other obligations. They shall receive a subscription to the *Canal Record*.
 5. Honorary membership shall be extended to the spouse of an Honorary member upon his/her death.
- D. Complimentary Membership:
1. May be conferred on individuals or organizations (e.g., professionals/politicians/libraries/business firms, etc.) who provide a distinct service in promoting the ideals and objectives of the Society.
 2. Complimentary membership may be awarded to individuals or organizations by a 2/3 majority affirmative vote of the Executive Board present and voting at any scheduled Board meeting.
 3. Complimentary Membership does not require payment of dues or assessments. It does not permit holding of office or voting, but does permit attending meetings and speaking.
 4. Complimentary Members shall receive a subscription to the *Canal Record*.
- E. Associate Membership
1. May be extended to individuals 18 years or older and their spouse who reside in the same residence but do not meet the eligibility for active membership as defined but have an interest in preservation of the Panama Canal Society, Inc.
 2. Associate membership may be awarded with sponsorship by an active member and a simple majority affirmative vote of the Executive Board present and voting at any scheduled Board meeting. A completed application must be submitted (along with the full year's dues and administrative fee and any applicable foreign mailing fee) to the Society for its consideration.
 3. Associate membership requires the payment of annual dues as required in the bylaws plus an additional ten dollars (\$10.00).
 4. Associate membership does not permit holding of office or voting, but does permit attending functions, meetings and speaking.
 5. Associate Members shall receive a subscription to the *Canal Record*.
- F.
1. Active Governor Club (AGC) Members (AGCM): A member who purchases a five (5) year membership shall be known as an Active Governor's Club Member (AGCM) and receive additional benefits as determined by the Board ("AGCM Plus Benefits"). The AGCM membership shall also extend to the spouse.
 2. Upon the death of an AGCM, who:
 - (a) was not married; or
 - (b) was the surviving spouse of an AGCM,
 if an immediate family member requests the remainder of that Governor's Club Membership be transferred to him or her, then the Board, in its discretion, may transfer such AGC membership thereto (Beneficiary) for the remainder of the term, provided, however, the transfer of such AGC membership ends with the Beneficiary.
- G.
1. All "AGCM Plus Benefits," excluding transfer of membership, shall be extended to Honorary and Life members.

SEC. 4 METHOD OF APPROVAL FOR MEMBERSHIP APPLICATION AND SOCIETY AWARDS:

A. Membership Application:

1. Upon receipt of applications with proper fees, the office manager/secretary shall present a list of all current applicants to the Executive Board at each Executive Board meeting.
2. The Board shall review the membership applications and approve them if it determines that conditions of eligibility have been properly met.

B. Distinguished Service Award:

1. The Distinguished Service Award is established to reward meritorious or exceptional service to the Society while practicing the ideals and purposes of the Society as outlined in these Bylaws.

2. Weight and Review factors for the award shall be:
 - a. Period of service to the Society.
 - b. Time and effort expended to services rendered.
 - c. Dedication in performing services to the Society.
 - d. Contributing factors such as distances traveled to perform services, illness of nominee or family, etc.
3. Award recommendations, in writing, may be submitted by any Society member to the Executive Board.
 - a. The Executive Board shall review and recommend their approval or disapproval to the Society.
4. Name(s) of the nominees and purpose for the Award shall be published in the *Canal Record*.
5. Upon publication of nominee(s) for the Award in the *Canal Record*, the Distinguished Service Award may be extended to the nominee(s) by a 2/3 majority affirmative vote of members present and voting at any regularly scheduled Society meeting.
6. The Award Certificate shall be signed by the elected officers and affixed with the Corporate Seal.
7. The Award shall not be presented more than two (2) times per year to Society members.

C. Volunteer Service Award:

1. A Volunteer Service Award is established to recognize out of the ordinary service by members who have contributed service to the Society over and above the criteria of a Certificate of Appreciation or token and who do not qualify for the Distinguished Service Award.
2. Weight and Review factors shall be:
 - a. Length of membership in the Society
 - b. Providing service to at least 50% of Society functions per year.
 - c. Contributing factors that may be considered, such as amount of time devoted, distance traveled, sacrifice of personal requirements, skilled or professional assistance provided.
3. Award recommendations in writing may be submitted by any member of the Society to the Executive Board, who shall be the only authority required for approval of the award.
4. Upon approval by the Executive Board, the nomination and purpose should be published in the *Canal Record*.
5. The certificate shall be signed by the president, first vice president, second vice president and the office manager/secretary.
6. The award shall not be presented more than 15 times a year and may be presented at any scheduled meeting.

D. Certificate or Token of Appreciation:

1. The Certificate of Appreciation is established to reward services or performance by individuals or groups to the Society.
 - a. The Certificate may be awarded to committee members for faithfully and effectively performing their duties, guest speakers and others who provide service to the Society.
 - b. Certificates shall be presented at the discretion of the president on behalf of the Society.
 - c. There shall be no limit to the Certificate presentations to members or non-members of the Society.
 - d. Names of the recipients shall be published in the *Canal Record*.
 - e. In lieu of a Certificate, the president may (with the approval of the Executive Board) award a Token of Appreciation.

SEC. 5 DUES AND FEES OF THE SOCIETY:

- A. The dues year shall run from January 1st through December 31st.
- B. Dues shall be due and paid to the office manager/secretary/treasurer by January 31st of each dues year.
- C. Unpaid dues shall be considered delinquent after January 31st of the year they are due.
 1. Delinquent member's subscription to the Society's *Canal Record* and Directory shall be suspended immediately, with no entitlement to any of the Society's publications until the dues have been paid.
 - a. Upon payment of dues, subscription to the *Canal Record* and Directory shall be restored, beginning with the issue immediately following the payment of dues.
 - b. Members who are delinquent shall not be entitled to any publication issues printed prior to payment of dues, or to have their names and addresses printed in the Society's Directory for the current dues year. They shall be dropped from the Society membership rolls, and all rights and privileges associated with the Society shall cease.
 2. Membership reinstatement may be effected by payment of full current year's dues prior to October 1st of the current dues year.
- D. The Executive Board, in its discretion and in the due course, shall set the fee for all membership classes as set forth in ARTICLE III - MEMBERSHIP AND DUES, SEC. 3 CLASSES OF MEMBERSHIP, and any other membership classes established in the future.

1. A portion of the dues shall be allocated to cover the cost of the current year's subscriptions of the *Canal Record* in addition to the Society's Directory issue.
 - a. New member's subscription to the *Canal Record* and Directory shall begin with the issue immediately following their election to membership.
 - b. Membership and subscriptions are not transferable and shall cease upon demise of the member or in the case of a family type membership, the surviving spouse.
- E. A one time Administrative Fee of ten dollars (\$10.00) shall be paid by all new members and accompany their application for membership.
 1. The Administrative Fee shall not apply to those members who renew their Society membership each year prior to January 31st of the dues year.
 2. Individuals who have not renewed their membership prior to January 31st of the current dues year shall be considered to be a new member and, as such, must pay the Administrative Fee.
- F. A Foreign Country Mailing Fee, to cover the additional postage cost of mailing the *Canal Record*, shall be established so that members residing in countries outside the Continental United States, served by the United States Postal Service's International Postal Rates can receive their copies by First Class postage will submit the additional postage as established in Section 5, Para F(2).
 1. This First Class Mailing Fee must be remitted at the time of dues payment and only applies to those persons having the Society's publications mailed to a foreign address.
 2. The Executive Board shall establish the Foreign Country Mailing Fee and shall make adjustments in the fees, if necessary, when the United States Postal Service revises its established International Postal Rates. The current First Class mailing cost for mailing of the *Canal Record* is the actual cost determined by the U.S. Postal Service based on the destination country for the mailing per year.
- G. A reunion registration fee shall be established by the Executive Board and shall be payable upon member registration for each Annual Society Reunion.
 1. The Executive Board shall determine the fee amount for each individual Society Annual Reunion.
 - a. The fee shall be established to cover Reunion administrative costs.
 - b. Separate Individual Adult and Family with Children Fees may be established.
- H. Multiple memberships residing in the same domicile may request that only one *Canal Record* and Directory subscription be delivered to that domicile.
 1. One member in a multiple membership domicile must pay the full membership dues. Each additional membership residing in the same domicile shall pay five dollars (\$5.00) per dues year, provided the following conditions are met:
 - a. That the reason for the single subscription to the Society's publications is due to a member's health or age.
 - b. The request must be submitted in writing to, and approved by the Executive Board.
- I. Dues of the Society shall be established by recommendations of the Executive Board.
 1. Recommendations shall be presented to members of the Society as an amendment to the Bylaws.
 - a. Upon request by a member, at any regularly scheduled Society meeting, the Executive Board shall explain the reasoning behind any proposed amendment to the Society Dues.
 2. Notice of an amendment to the dues shall be published in the *Canal Record* and amendment procedures established under Bylaws Article XV, Amendments, shall be followed.
- J. The Fiscal Year of the Society shall be January 1st through December 31st.

ARTICLE IV - OFFICERS

SEC. 1 ELECTED OFFICERS:

- A. The elected officers of the society are the: president, first and second vice presidents, and three directors.
- B. The past president, by virtue of having been elected to the presidency, shall, if available, automatically accede to the position of past president. In the event the past president declines or is unavailable, the president shall select a previous past president of its choosing, subject to Executive Board approval.

SEC. 2 APPOINTED OFFICERS:

- A. A director, treasurer, legislative officer, sergeant-at-arms, and chaplain, all of whom shall be appointed by the president. The president, at his/her discretion, may appoint a director-at-large in lieu of a director. The member so appointed may attend board meetings by telephone. Also, the incumbent of such a position must attend each annual business meeting and serve on a reunion committee, may attend the one Christmas luncheon where nominations are accepted from the floor, and be responsible for all his/her travel and telephone expenses.
- B. The office manager/secretary and *Canal Record* editor (herein referred to as "*Record* editor") with both being recommended by the president and appointed by simple majority vote of the Executive Board.

SEC. 3 ELIGIBILITY FOR OFFICE:

- A. To be eligible for office, a candidate must be a current member in good standing for at least one year; in the case of the office of the president, the member candidate shall have been elected to, and served at least one term on, the Executive Board in the elected offices of vice president or director.
- B. The treasurer, office manager/secretary, *Record* editor, legislative officer, sergeant-at-arms and chaplain are permitted to serve unlimited consecutive terms in the same office, with all other officer positions being restricted to two consecutive terms in the same titled office, whether appointed or elected. In the event that no other eligible member is available or willing to serve, it shall be permissible for the current board member holding the affected position to serve an additional term in that capacity.
- C. In the event that no other past president is available or willing to serve, it shall be permissible for a past president to serve consecutive terms in that capacity.
- D. No member shall hold more than one office at the same time.

SEC. 4 CONDITIONS OF OFFICE:

- A. The term of office for all members of the Executive Board shall be two years, with newly elected and appointed officers assuming office on the first day of the month following the annual meeting of the year in which the change of leadership is to take place.
- B. In the event that elected and/or appointed officers are not in place to begin the term of office on the stipulated date, the incumbent officers affected shall be given the opportunity to serve in their positions until such time that a successor is elected or appointed. Replacements that become necessary during a term assume only the balance of the term of the vacated office.
- C. Officers shall discharge their duties and responsibilities in good faith, with the care of an ordinarily prudent person, and in a manner reasonably believed to be in the best interests of the Society.
- D. The Executive Board, by majority vote, shall be empowered to approve or disapprove that the office manager/secretary and/or *Record* editor be salaried, and to establish and adjust the rates of pay for these officers. Approved salaries shall be paid on dates determined by the Executive Board.
- E. To serve as a performance incentive, the Executive Board may, by a two-thirds majority vote, award a bonus to an employee or paid officer whose work performance for at least one-year demonstrates exceptional and extraordinary skill and effort. The amount of the award shall also be determined by two-thirds vote of the Executive Board, but shall not exceed the equivalent of one-half month's salary of the awardee, giving due consideration to the Society's financial condition at the time. As salaried officers, these persons shall comply with the conduct provisions contained in the Society's "Personnel Policies and Procedures".
- F. The "Oath of Office" shall be administered by the presiding officer at the annual meeting, or as soon thereafter for elected and appointed officers not sworn in at the meeting. The oath shall read as follows: "I promise to uphold the Bylaws and Standing Rules of the Panama Canal Society, Incorporated, and to fulfill, to the best of my ability, the duties of my office as outlined in the Bylaws."

SEC. 5 REMOVAL FROM OFFICE:

- A. An elected officer may be removed from office for failure to meet the standards of conduct outlined in Article IV, SEC. 4 CONDITIONS OF OFFICE, Sub-Paragraph C, above, or for failing to uphold, or adhere to, the Code of Ethics, Objectives and Bylaws of the Society. The recommendation for removal may come from a simple majority vote of the Executive Board, or by at least 10% of the active and life members of the Society in good standing. Actual removal shall require a two-thirds vote by written ballot from the general membership, with a ballot and supporting justification for such action being provided to all voting members in good standing. Notice of the proposed removal and an official ballot must be given to voting members in good standing at least 30 days prior to the deadline for receipt of completed ballots.
- B. Officers appointed by the president may be removed from office for cause at the discretion of the president, after prior consultation with the Executive Board.
- C. Officers appointed by the Executive Board may be removed from office for cause by a two-thirds vote of the members of the board.
- D. Members of the Executive Board who are absent from three consecutive board meetings, without specific permission of the president, shall be removed from office.

SEC 6. APPOINTMENT TO VACANT OFFICES:

- A. Should the office of the president become vacant during a term, first and second vice presidents shall, in their order of precedence, succeed to the presidency for the remainder of their term.
- B. Vacancies in elected offices (other than the president and the past president), as well as the appointed offices of office manager/secretary and *Record* editor, shall be filled for the unexpired term by recommendation of the president and simple majority vote of the Executive Board.
- C. Vacancies in appointed offices, with the exception of the office manager/secretary, *Record* editor and past presi-

dent, shall be filled by the president.

ARTICLE V - NOMINATIONS AND ELECTION OF OFFICERS

SEC. 1 THE NOMINATING COMMITTEE:

- A. Shall consist of five (5) members as follows: Chairperson to be appointed by the president; two (2) to be elected by and from the Executive Board and two (2) to be elected by and from the general membership at a regularly scheduled Business Meeting.
 1. Selection of the Nominating Committee shall take place within the first two months following the Society's Annual Business Meeting of the Executive Board's second year's term of office.
 2. Nominating Committee members shall be current Active or Life members.
 3. All the members of the Committee shall familiarize themselves with the Articles of these Bylaws related to the election of officers.
 4. No member of the Nominating Committee shall serve for more than one term without an interval of at least one term between the times of serving.
 5. Vacancies on the Nominating Committee shall be filled by the president.

SEC. 2 NOMINATION PROCEDURES:

- A. The nomination of candidates for elective office shall come from the Nominating Committee, and may come from the floor at a regularly scheduled general membership meeting, or by mail-in nomination from any active or life member in good standing, within the first two months following the Society's Annual Business Meeting of the Executive Board's second year's term of office.
- B. The Nominating Committee shall be responsible for announcing to the general membership, in the first issue of the *Canal Record* after the annual meeting of the Executive Board's second year's term of office, that floor and mail-in nominations are in order immediately, to include appropriate instructions for nominating a candidate and the official deadline for receipt of the nomination.
- C. The Nominating Committee shall canvass the membership and select a slate of worthy candidates, giving due consideration to all eligible incumbent officers, and shall, as a matter of information and with no limitation placed on the number of nominees for each office, present the slate of officer nominees to the Executive Board by no later than mid-November prior to the December general membership meeting preceding the election.
- D. Mail-in nominations shall be in order, and qualified nominees placed on the ballot, providing the written nominations are received by the Nominating Committee, or postmarked, at least 10 days prior to the scheduled December general membership meeting preceding the election.
- E. Nominations from the floor are to be made no later than the December general membership meeting preceding the election. The Nominating Committee shall then present its slate of nominated officers, along with the list of qualified mail-in and floor nominees to the attendees at the December general membership meeting preceding the election.
- F. All qualified nominees shall be notified personally by the Nominating Committee that they must provide written consent to their candidacy and their willingness to accept the position, if elected, prior to the published deadline date for the printing of the official ballot; otherwise, the nomination shall be considered invalid and the nominee will not be included on the official ballot.

SEC. 3 ELECTION OF OFFICERS:

- A. The election of officers shall be done by formal mail-in ballot, and the candidate receiving the most votes for an office shall be the elected officer. In the event of a tie between the candidates running for an office receiving the most votes for each office, a run-off election between the tied candidates shall be conducted by written ballot of members present at the annual meeting; the candidate receiving the most votes in the run-off shall be the elected officer.
- B. Ballots are to be provided to all active and life members, by inclusion in an appropriate timed issue of the *Canal Record*, and shall include the slate of qualified candidates presented by the Nominating Committee, as well as those nominated from the floor, or as mail-in candidates, with the official ballot indicating the source of those nominations and providing appropriate space for members caring to vote on a write-in basis for a member other than those candidates appearing on the ballot.
- C. Candidates elected to office as a write-in nominee shall be notified by the Nominating Committee and required to provide written acceptance of the position within 15 days after the election; otherwise, the candidate receiving the second highest number of votes for the office in question shall be declared the elected officer.
- D. Completed voting ballots shall be sent or delivered to the Society's main office, ATTN: Chairperson, Nominating Committee, and must be postmarked at least 10 days prior to the annual meeting of the Executive Board's second year's term of office. Hand delivered ballots shall be marked with the date of receipt at the Society's main office on the sealed envelope in the presence of the member delivering the ballot. Ballots shall

be held in the custody of the Chairperson, Nominating Committee, secured in the Society's main office. Ballots shall remain sealed until opened by the committee at the annual reunion, prior to the annual meeting, at a time and place to be determined by the Executive Board and announced to the general membership in ample time prior to the vote-count so that interested parties may witness the count, if desired.

- E. The Nominating Committee shall confirm with the office manager/secretary that the individuals voting are active or life members in good standing, and that only one ballot per voting-eligible member is received. Unsealed ballots shall be considered invalid; only those ballots with the personal information requested on the official ballot will be accepted as valid. To facilitate the verification process, members are encouraged to indicate their names and address on the ballot envelope. The Nominating Committee shall take the necessary measures to insure the confidentiality of the voting members is protected.

1. Balloting by proxy is not permitted.

ARTICLE VI - DUTIES OF OFFICERS

SEC. 1 PRESIDENT:

- A. Shall be chief executive officer of the Society.
- B. Shall preside at all meetings of the Society and the Executive Board and perform all the duties of this office.
- C. Shall have the overall responsibility for the administration of the affairs of the Society and shall require strict observance of the Bylaws. He/she shall be kept fully informed of actions taken by all officers and committees. At each Society meeting, he/she will report on all actions taken by the Executive Board.
- D. Shall appoint all appointed officers.
- E. Shall appoint chairpersons of standing and special committees.
- F. Shall appoint a member of the Society to fill any vacancy on the Nominating Committee.
- G. Shall countersign all checks with the treasurer or office manager/secretary.
- H. Shall deliver the president's report on the Society at the annual meeting.
- I. Shall delegate duties to the vice presidents, directors and any other officer in order to coordinate the work and objectives of the Society.
- J. Shall be responsible for all arrangements required for the Annual Meeting, Annual Luncheon speaker, guests and head table arrangements.

SEC. 2 PAST PRESIDENT:

- A. Shall maintain the element of continuity by providing guidance to the Executive Board.
- B. Shall perform duties as requested by the president.

SEC. 3 FIRST AND SECOND VICE PRESIDENTS:

- A. Shall assist the president and, in their order, shall assume the duties as president in his/her absence or inability to serve.
- B. Shall perform duties delegated to them by the president.
- C. The first vice president shall be the alternate, in lieu of the president's unavailability, to countersign checks.

SEC. 4 OFFICE MANAGER/SECRETARY:

- A. Shall act in the capacity of office manager in the Society's office.
- B. Shall record and keep the minutes of all Society and Executive Board meetings and shall provide copies of minutes to the Executive Board members, in the number they require, ten (10) days prior to the next Society or Executive Board meeting.
- C. Shall read minutes at Society and Executive Board meetings.
- D. Shall be custodian of the Articles of Incorporation, the Seal, original records and papers except for those assigned to others, and the Treasurer surety bond.
- E. Shall be the primary custodian for all files, certificates, correspondence, contracts, legal documents, Executive Board and Committee Reports, election results and Bylaws amendments.
 1. Shall record change of name and address as requested by members (timely submission of request for changes shall be the members responsibility).
- F. Shall handle promptly all official correspondence of the Society as directed by the president.
- G. Shall provide copies of all official correspondence and communications to the president.
- H. Shall maintain in the name of the Society, a bulk mail permit (2nd or 3rd Class mailing permit as directed by the Executive Board) for the purpose of informing members by mail of meeting changes, special Society events or activities and dues related notices.
 1. These notices must be directed by or have the approval of the Executive Board.
- I. Shall, together with the *Record* editor, be responsible for the compilation of the Directory issue of the *Canal Record*.

- J. Shall order and purchase all supplies, stationery, etc. as required by the Society.
- K. Shall collect membership dues from Society members.
- L. Shall perform other duties as assigned by the president or the Executive Board.
- M. Shall provide guidance on issues relating to his/her area of responsibility, but shall not have a vote on issues before the Executive Board.
- N. The Office Manager / Secretary shall have the authority to countersign checks for disbursement with the counter-signature of the president.

SEC. 5 TREASURER:

- A. Serving in an advisory capacity, the treasurer shall be responsible for providing general oversight and administrative review for all financial matters concerning the Society, and, in conjunction with the office manager/secretary, for reporting in a timely manner all financial matters of a consequential nature to the president and the Executive Board and shall have the authority to countersign checks with the president.
- B. The treasurer is responsible for the development, and presentation to the Executive Board no later than its yearly November meeting, of a comprehensive budget for the ensuing year.
- C. The treasurer shall oversee and be ultimately responsible for the recording, accounting for, and reporting of all financial transactions; evaluating performance and actual accounting results against the approved budget; and recommending adjustments where needed to the budget; assuring that the fixed assets and properties of the Society are properly safeguarded and accounted for; providing continuous review of the Society's cash resources, and recommending to the Executive Board measures to properly manage these funds; recommending investment alternatives and strategies to the Executive Board for consideration, and assuring implementation of the board's decision; and serving as the board's liaison with the Society's official auditor.

SEC. 6 RECORD EDITOR:

- A. Shall perform the clerical and editorial duties pertaining to the publication of the *Canal Record*, under the direction of the president.
- B. Shall bring to the president's attention all non-routine material submitted to or by the editor for inclusion in the *Canal Record*.
- C. Shall, together with the office manager/secretary, be responsible for the compilation of the Directory issue of the *Canal Record*.
- D. Shall be responsible for the distribution of the *Canal Record*.
- E. Shall provide guidance on issues relating to his/her area of responsibility, but shall not have a vote on issues before the Executive Board.

SEC. 7 DIRECTORS:

- A. Shall perform such duties as delegated by the president.

SEC. 8 LEGISLATIVE OFFICER:

- A. Shall keep abreast of all legislation affecting members of the Society.
- B. Shall report on such current legislation at each meeting of the Society.

SEC. 9 CHAPLAIN:

- A. Shall be responsible for devotions at Society meetings or at any other times at the request of the president, but shall not have a vote on issues before the Executive Board.

SEC. 10 SERGEANT-AT-ARMS:

- A. Shall preserve order at all meetings and perform such other duties as may be directed by the president.

SEC. 11 ALL OFFICERS:

- A. Shall perform the duties as prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time by the president.
- B. When their successors take office shall deliver all official material and equipment to them immediately. Receipt for property shall be exchanged. If necessary, treasurer will have additional 30 days to comply.
- C. Shall attend all meetings of the Executive Board and the Society, unless excused from attendance by the president.

ARTICLE VII - PUBLICATION

SEC. 1 CANAL RECORD:

- A. Shall be the Official Publication of the Society.

1. Information and articles related to the Society's official activities or operations shall be given priority over all other articles, advertisements, etc. for inclusion in the *Canal Record*.
- B. Issues shall be published during months established by the Executive Board.
- C. A Directory issue shall be published and distributed annually.
- D. Deadline for submitting material for publication shall be established by the Executive Board.
 1. Late material, i.e. officer's slate, audit report or important announcements approved by the president, shall be accepted by the *Record* editor after the deadline.
- E. Deadline for submitting material to be printed shall be coordinated with the *Canal Record's* printing firm.
- F. Distribution shall be made as soon as possible after receipt from the printer and performed in a manner as directed by the Executive Board.
- G. Prior to the changing of a printer for the *Canal Record*, at least three (3) bids shall be received.
 1. The Executive Board shall consider all bids and make the final decision in the selection of a printing firm.
- H. Only members of the Society in good standing may submit articles or advertisements for publication in the *Canal Record*.
 1. Approval of the Executive Board shall be required for publication of all articles not submitted by a member in good standing.
 2. The Executive Board may request printing of specific articles.
- I. Persons other than Society members may submit advertising copy for publication in the *Canal Record* upon payment of the commercial advertising rate. Commercial rates may be established and approved by the Executive Board and published in the *Canal Record*.
 1. Advertising copy must be for the benefit of members or related to the Annual Reunion and approved by the Executive Board.
- J. The Executive Board shall have the authority to approve or reject material and advertising copy submitted for publication in the *Canal Record* at any of the Board's regular or special meetings.

ARTICLE VIII - MEETINGS

SEC. 1 REGULAR MEETINGS:

- A. Shall be held on the date, hour and location established by the Executive Board.
- B. Notice of meetings shall be published in the *Canal Record*.
- C. In the event that the notice of meetings must be changed or corrected as printed in the latest *Canal Record*, the president may instruct the office manager/secretary to mail notification of the change to members who reside within a reasonable distance of the Society's headquarters area.
- D. The regular meeting just prior to the annual meeting may be cancelled by the Executive Board.

SEC. 2 SPECIAL MEETINGS:

- A. May be called by the president.
- B. Shall be called on written request of at least 15 members of the Society, notice having been given to the membership in the *Canal Record*.

SEC. 3 ANNUAL MEETING:

- A. The annual meeting shall be held during the annual reunion of the Society at a place, date and hour determined by the Executive Board.
- B. Shall be for the purpose of counting "Mail-in" ballots, introducing newly elected officers, presenting the president's report and any other business that may arise.

SEC. 4 EXECUTIVE BOARD MEETINGS:

- A. Meetings of the Executive Board shall be held at a date, time and place designated by the president.

ARTICLE IX - EXECUTIVE BOARD

SEC 1. COMPOSITION AND VOTING RIGHTS OF THE EXECUTIVE BOARD:

- A. The Executive Board shall consist of all elected and appointed officers of the Society, with chairperson of the Audit and Bylaws Committees (or their designees) serving in an advisory capacity as ex-officio members of the board.
 1. The following officers are legally entitled to vote on issues before the Executive Board: past president, first vice president, second vice president, all four directors, and the treasurer, with the president voting only if choosing to make or break a tie-vote.
 2. All other appointed officers, including the ex-officio members of the Executive Board may participate

- in discussions on issues before the board, but shall not be permitted to vote.
3. Unless otherwise stipulated in the Bylaws and Standing Rules, passage of Executive Board decisions and votes requires a simple majority of the legal votes cast by board members.
- B. Shall designate the financial institution in which funds of the Society shall be deposited.
- C. The Executive Board shall be authorized, when required, to appoint salaried clerical assistant(s) to the staff of the Society's administrative office.
1. Clerical assistant(s) salary shall be established in the same manner as the office manager/secretary and *Record* editor.
 2. The primary purpose of the clerical assistant(s) shall be to maintain continuity of Society operations if either the office manager/secretary or *Record* editor is unable to perform the duties and responsibilities of their office due to absence or illness. As a result, clerical assistant(s) shall be trained in the duties of their respective assignments.
- D. The Executive Board in a regular or special meeting shall be empowered to authorize the expenditure of Society funds for the general Society administration, purchase of equipment or supplies necessary for the continuing operation of the Society activities or functions which are in the best interests of the Society as a whole. Any expenditures of Society funds or contracts related to Society activities must be fully reported in a timely manner, to the membership at the next regularly scheduled and/or Annual meeting.
1. Notwithstanding Section Article VI, Duties of Officers, Section 11.C All Officers, the Board to the extent necessary for Executive Board Members to attend Executive Board Meetings remotely, shall, except at its Annual Meeting wherein in-person attendance is mandatory, use modern state-of-the art communications such as, but not limited to, telephone, computer conference, online video conferencing platforms, electronic mail, or facsimile transmissions to conduct such meetings: and may use such electronic mediums to conduct business.
- E. Shall establish rates and/or prices charged for Society sponsored activities, in addition to advertisements printed in the *Canal Record*.
- F. Shall have the authority to have flyers or postcards mailed to members to notify them of meeting changes, dues related matters or special Society events.
1. This type of notification may be selectively distributed by State or total membership, whichever the Board deems necessary.
- G. All motions requiring approval of the Executive Board for the expenditure of Society funds shall be brought before the Executive Board at a regularly scheduled meeting or at a special meeting (either meeting must have a quorum) called specifically to take action on the expenditure. The expenditure must be approved by a majority of Board members in attendance at the meeting.
- H. All members of the Executive Board and Committee Chairpersons shall not be permitted to utilize the *Canal Record* as a media to voice opposition or imply personal differences to actions of the Executive Board.
- I. The Executive Board meetings shall be open to members of the Society. Actions of the Executive Board shall not be confidential and shall be reported fully to the membership at regularly scheduled membership meetings, including the annual meeting.
1. At the discretion of the president, members may participate in discussions on issues before the Board, but shall not be permitted to vote.

ARTICLE X - AUDIT COMMITTEE

SEC. 1 AUDIT COMMITTEE:

- A. The chairperson and two or more members shall be appointed by the president and approved by the Executive Board.
- B. Shall present a budget to the Executive Board at its November meeting. The budget shall become effective on January 1st of the following year.
- C. Shall audit treasurer's books and records two months after the annual meeting and present their Audit Report to the Executive Board for review and any necessary action. The complete Audit Report shall be printed in the first issue of the *Canal Record* following its presentation (if material for publication in the *Canal Record* has been submitted to the printer, the Audit Report shall be printed in the following issue).
- D. When a vacancy occurs in the office of the president or treasurer, end of term or for any other reason, the financial books and records shall be audited and a report presented to the Executive Board at their next meeting.

ARTICLE XI - STANDING AND SPECIAL COMMITTEES

SEC. 1 STANDING COMMITTEES:

- A. There shall be such standing committees as are necessary for the conduct of business and to carry out the objects of the Society.

- B. The president shall appoint the chairperson of standing committees.
- C. Committee chairpersons may appoint members to his/her committee to assist in carrying out his/her responsibilities.
- D. Chairpersons shall, as requested, make a report at Executive Board meetings on the activities of their committees and submit a written report to the president, at the annual meeting.
- E. Chairpersons of committees for Society activities (luncheons, dinner dances, etc.) shall review the activity's expected costs with the office manager/secretary/treasurer and present a proposed rate for the activity's tickets to the Executive Board for their approval prior to publication in the *Canal Record*.
- F. Chairpersons of all committees must obtain pre-approval of expenditures related to Society activities. They shall be reimbursed for reasonable expenses incurred in carrying out the duties of the committee's activities.

SEC. 2 THE FOLLOWING SHALL BE STANDING COMMITTEES:

- A. Bylaws - Shall make a study of the Bylaws and make recommendations on amendments or revision to the membership of the Society.
- B. Program and Entertainment - Shall make up the programs and entertainment to be presented at Society meetings and functions throughout the year.
- C. Luncheon - Shall be appointed as required.
- D. Hospitality - Shall host at all Society meetings and functions. See that the president is advised of the names of long absent or new members or visitors, so that the chair may recognize them. Other duties as assigned by the president.
- E. Publicity - Shall arrange publicity through the news media, including television and radio, for the general benefit of the Society. Shall be responsible for keeping an accurate and up-to-date record of the Society's publicity and printed matter concerning Society activities.
- F. Sunshine - Shall visit sick and hospitalized members, send out appropriate cards in the name of the Society and furnish the *Record* editor with the names of sick, hospitalized or deceased members.
- G. Decorating - Shall be in charge of decorating for all meetings and functions. Work closely with the program, entertainment and luncheon committees.
- H. Refreshment - Shall be in charge of refreshments served at meetings and functions other than at luncheons.
- I. Society History - Shall keep a narrative history of the Society activities and read it upon request; shall keep an up-to-date scrapbook of information and pictures relating to the Society; shall keep a record of all officers, appointees and committee members with dates that each served.
- J. Reunion Coordinator - Shall coordinate all activities and functions of the Society's Annual Reunion.
 - 1. The reunion coordinator shall be appointed by the president.
 - 2. The reunion coordinator may be an officer of the Society, active member or contracted professional.
 - 3. If a professional is contracted to handle the Reunion, Executive Board approval of the appointment is required and the Society shall not incur any Reunion related expenses and must be guaranteed an income contribution no less than receipts of the previous year's Reunion.
 - 4. All originals to contracts, correspondence or documents related to the Reunion shall be placed in the custody of the office manager/secretary.
 - 5. All transactions and agreements related to the Society shall be fully reported to the Executive Board and to the membership at a regularly scheduled meeting. There shall be no confidential transactions concerning the reunion.
 - 6. The Executive Board may assign Reunion related duties to the Society's office responsibilities, and if required shall appoint additional clerical staffing to assist.

SEC. 3 SPECIAL COMMITTEES: - May be created as needed by the president.

SEC. 4 THE PRESIDENT: - Shall be a member ex-officio of all committees except the nominating committee.

ARTICLE XII - QUORUM

SEC. 1 QUORUM FOR MEETINGS OF THE SOCIETY SHALL BE:

- A. Executive Board:
 - 1. Seven Officers, five of whom must have voting privilege.
- B. Regular Meeting and Special Meetings:
 - 1. One (1) percent (rounded to the next lowest whole number) of the membership indicated by the total count of member mail-out labels for the last issue of the *Canal Record* in the preceding calendar year.
- C. Annual Meeting:
 - 1. Two (2) percent (rounded to the next lowest whole number) of the membership indicated in the current membership Directory.

ARTICLE XIII - DISSOLUTION

SEC. 1 METHOD OF: In the event the Society should be dissolved for any reason, after bills are paid, any remaining assets shall be distributed to the Panama Canal Museum Collection at the University of Florida George A. Smathers Libraries for the preservation of the Panama Canal Collection.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

SEC. 1 ROBERTS RULES OF ORDER, NEWLY REVISED: - Shall govern the Society in all cases to which they are applicable when they do not conflict with these Bylaws.

ARTICLE XV - AMENDMENTS

SEC. 1 METHOD OF AMENDING BYLAWS:

- A. These Bylaws may be amended or revised upon recommendation of the Bylaws Committee.
 1. Adoption shall require a minimum two thirds (2/3) affirmative vote of the valid Amendment Ballots which have been received from the current (dues paid) Society members.
- B. Member(s) may present, in writing, proposed amendments to the Society, through the Bylaws Committee.
- C. Proposed amendment(s) must be published in their entirety in an issue of the *Canal Record*. Publication of the proposed amendments shall include a printed Amendment Ballot Form with a simple “yes” (for adoption) and “no” (for rejection). Amendment Ballot Forms may also be made available at regularly scheduled Society business meetings.
- D. Each Active or Life membership household shall be permitted to submit two ballots, one member ballot and one ballot (with a different first name) from his/her spouse who resides in the same member household (no more than two ballots from the same member residence). If more than one ballot with the same name is received from a membership, all ballots from that membership shall be considered invalid.
 1. For confidentiality and member verification purposes, members shall be required to print their name, address, and words “AMENDMENT BALLOT” on the exterior of their ballot envelope (or similar sealed container). It shall be the member’s responsibility to conceal his/her vote, if he/she so desires, by inserting a piece of paper inside the envelope/container.
 2. If delivered by hand, the envelope shall be marked with the date received and initialed by the receiver in the presence of the member delivering the ballot envelope.
 3. The Bylaws Committee Chairperson shall confirm with the office manager/secretary that the ballot submitted is from an Active (with current dues paid) or Life membership. If not, the ballot shall remain sealed and counted among the invalid ballots at the vote count session.
 4. After verification, Amendment Ballots shall remain sealed and shall be opened only by the Vote Count Member Group at its vote count session.
- E. Amendment Ballots must be received by the deadline established by the Bylaws Committee Chairperson. The deadline shall be at least ten days prior to announcing the ballot count results at the second regularly scheduled Society meeting (skip one meeting) after being published in the *Canal Record*. Any ballot received after the established deadline shall be invalid.
 1. Amendment Ballots shall be addressed to the Chairperson, Bylaws Committee and mailed or hand delivered to the Society’s headquarters office or presented to the Bylaws Committee representative at a regular business meeting. They shall remain sealed and in the office under the custody of the Bylaws Committee Chairperson.
 2. The amendment vote counting shall take place in the Society’s headquarters office within ten days prior to the scheduled meeting set for announcing the results of the vote count.
 - a. Members may be present at the vote count session to observe the vote count process. It shall be the member’s responsibility to contact the Society’s office for the date and time of the session.
 3. At least two weeks prior to the meeting announcing the vote results, a Vote Count Session date and time must be established by the Bylaws Committee in order for the Society’s office staff to advise members who wish to attend and observe the vote count process.
 4. The Bylaws Committee chairperson shall appoint a Vote Count Member Group to count the ballot votes. A special mark or initial shall be applied to each ballot to verify the ballot’s vote has been included in the count.
 5. All amendment ballots shall be retained and available for membership review immediately after the Society’s meeting during which the vote count results are to be announced.

6. Immediately following the adjournment of the meeting at which the vote count results are announced, members shall be permitted to personally review the ballots. After a short review period, Amendment Ballots shall then be destroyed and discarded as soon as possible.
- F. The Bylaws Vote Count Member Group shall provide the president and office manager/secretary with a written Vote Declaration Report prior to the meeting at which the results of the member votes are announced.
 1. The Vote Declaration Report shall contain the following information:
 - Total Ballots Received
 - Total Invalid Ballots
 - Total Valid Ballots
 - Two Thirds (2/3) of Valid Ballots (This amount is the minimum votes required for Amendment adoption)
 - Total “No” Votes (for Amendment rejection)
 - Total “Yes” Votes (for Amendment Adoption)
- G. Prior to publication, the Bylaws Committee Chairperson shall submit a copy of proposed Bylaw Amendments to the Executive Board for information purposes only.
 1. The Executive Board may review the proposed amendments and publish a majority comment, but no individual Board member may publish criticisms against the proposed amendments except the president.
- H. Amendments adopted shall become effective at the first meeting following the vote count.
 1. If a proposed Amendment is adopted by the Society’s members and an error in its context is discovered, the Bylaws Committee shall publish the required corrections in the *Canal Record* for information and consideration of the Society’s members.
 - a. Society members who have an objection to the Amendment corrections must submit, within 30 days of the *Canal Record*’s mailing, their objections in writing addressed to the Chairperson, Bylaws Committee.
 - b. If the Bylaws Committee receives 25 or more objections to the Amendment corrections, the corrections must be processed as a new Proposed Amendment for adoption or rejection by the Society’s members.
 - c. If less than 25 objections to the corrections are received by the Bylaws Committee, it will be assumed that the majority of the Society members approve the corrections as part of the Society’s Bylaws.
- I. Without changing the basic context of the Society’s Bylaws, the Executive Board is authorized to correct article and section designations, punctuations, and cross references and to make such other technical and conforming changes as may be necessary for the uniformity within the Society's Bylaws.

SEC. 2 METHOD OF AMENDING STANDING RULES:

- A. Standing Rules may be amended, suspended or rescinded at any regular or annual meeting by a two-thirds (2/3) vote of those present and voting, providing there is a quorum present and the proposed change is presented to the Bylaws Committee Chairperson (or his representative) in writing.
 1. Standing Rule Amendments adopted shall become effective immediately upon adoption.

STANDING RULES

1. Order of Business
 - Call to Order
 - Opening Exercise - Devotions, Pledge of Allegiance
 - Welcome and Introductions
 - Minutes (approval)
 - Correspondence
 - Treasurer’s Report
 - President’s Report and Remarks
 - Other Officer Reports (if any)
 - Executive Board Report (if any)
 - Standing Committee Reports
 - Special Committee Reports
 - Unfinished Business (if any)
 - New Business
 - Election of Officers (Annual Meeting)
 - Installation of Officers (Annual Meeting)
 - Announcements
 - Program

Adjournment

2. No individual member shall take action in the name of the Society without authorization by the Executive Board.
3. Any member of the Society incurring expenses without the approval of the Executive Board shall be responsible for the same.
4. All reservations for Society functions shall be requested and prepaid not later than the cutoff (deadline) date shown in the announcement for each event. Refunds for reservations will not be made unless requests for refunds are received no later than the cancellation date shown in the event announcement.
5. Debate shall be limited to three minutes and each member may speak only twice on the same subject.
6. In the event of a death of a member of the Society, a sympathy card shall be sent.
7. Appropriate cards may be sent to members on other occasions.
8. The Society headquarters mailing address shall be 15131 Ogden Loop, Odessa, FL 33556. This address may be changed by the Society when necessary.
9. Tape recorders may be used only by the president and office manager/secretary in all Society meetings.
10. Executive Board members shall notify the president or office manager/secretary if unable to attend board meetings and, if possible, provide a substitute with their report.
11. All chairpersons shall obtain approval of the Executive Board for any expenditures.
12. President, on completion of a full term of office, shall be presented with a past president pin.
13. Reunion Guest Speaker, assistants, and their spouse(s) shall be furnished Reunion lodging and complimentary tickets to all scheduled Reunion functions; Reunion Chairpersons and their spouses shall be furnished Reunion lodging and Reunion Dance tickets. Executive Board members, past presidents and their spouses shall be furnished complimentary Dance tickets and may receive Reunion lodging, not to exceed three nights each.
14. President shall appoint Pages to serve at the annual meeting.
15. The Society shall not permit the sale of commercial articles at general or annual meetings without permission of the Executive Board.
16. The president shall have the privilege of appointing a registered parliamentarian (member or non-member) who shall advise on procedures when requested by the president or any member of the Society. Funds, when required for this purpose shall be recommended by the Executive Board and approved by the Society at any meeting.
17. Admission to the Annual Business Meeting at the Annual Reunion will be limited to members whose current dues are paid.
18. All committee chairpersons shall submit a report to the Executive Board concerning the event they have "chaired." These events include the Annual Reunion, and other Society functions. These reports shall be retained in the Society's official files. They shall be filed within two weeks or as soon as possible after the event occurs.
19. The president, reunion coordinator, first vice president and second vice president shall be included and shall attend all meetings relative to Reunion Activities.

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**REMINDER TO ALL PANAMA CANAL SOCIETY MEMBERS
KEEP YOUR EMAIL AND MAILING ADDRESS CURRENT!
NOTIFY THE OFFICE (OFFICE@PANCANALSOCIETY.ORG) OF ANY CHANGES.**