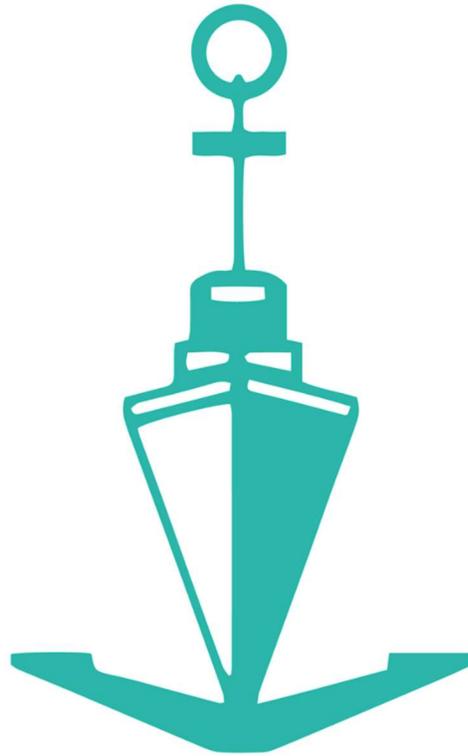


2021

BY-LAWS of the North Atlantic Ports Association



Executive Director NAPA

Revised on
12/5/2019

Approved
12/2/2021

**NORTH ATLANTIC PORTS
ASSOCIATION, INC.
BY-LAWS**

Approved on 2 December 2021 at the Annual Meeting in Alexandria, VA.

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**ARTICLE I
MEMBERSHIP**

1. The membership of the North Atlantic Ports Association (hereafter, “Association”) shall consist of the following five classes:

(a) Corporate Members: The Corporate Members shall be either (1) organizations or individuals which are actually engaged in the operation of piers, wharves, marine terminals, or other port or harbor facilities or improvements for the use or accommodation of vessels and their passengers or cargoes, located within the Canadian provinces of Newfoundland and Labrador, Nova Scotia, Prince Edward Island, New Brunswick, Quebec, Ontario, and within the United States’ states of Maine, New Hampshire, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland, Virginia or the District of Columbia, or (2) organizations which although not engaged in the actual operation thereof, nevertheless exercise governmental powers, jurisdiction or authority with respect to the planning, development or operation of one or more ports or harbors or with respect to the construction, operation or maintenance of piers, wharves, marine terminals or other port or harbor facilities or improvements for the use or accommodation of vessels or their passengers or cargoes, located in said Provinces, States or District.

(b) Civic Members: The Civic Members shall be chambers of commerce, boards of trade or similar organizations of businessmen located in municipalities in the aforesaid port areas in which there are piers, wharves, marine terminals or other port or harbor facilities.

(c) Associate Members: The Associate Members shall be individuals, corporations, boards, commissions, organizations, or bodies interested in the purpose and work of the Association, other than those eligible to be corporate members or civic members.

(d) Honorary Members: The Honorary Members shall be individuals who are deemed worthy of that honor by the membership.

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(e) Contributing Members. The Contributing Members shall be persons who are not affiliated with any agency, institution, or business but who have a professional interest in the activities of the Association.

2. Election as a Corporate, Civic, or Associate Member shall be by the Board of Directors. Election of an individual as a Contributing or Honorary Member shall be by the Corporate and Civic Members of the Association.

3. Each Corporate and Civic Member shall have the right to cast one vote as hereinafter provided. Individuals who are Associate Members and Honorary or Contributing Members shall be entitled to the privileges of the floor in considering all matters that may be brought before any regular or special meeting of the Association, including the right to participate in debate, but shall not be entitled to make or second motions or nominations, or to vote. Corporations and other organizations which are members shall have the right to appoint one representative to each meeting of the Association who shall have the privileges of the floor, including the right to participate in debate **but only corporate and civic members shall have the right to make or second motions or nominations or to vote.**

4. Any member may resign at any time. Membership of any member who is a natural being shall be terminated by his/her death. Membership of any corporate or associate member may be terminated at any time by the Board of Directors. The dues for the current year of any member whose membership has been terminated shall be prorated. Membership of any honorary member may be terminated at any time by the members of the Association.

5. The Board of Directors may suspend any corporate, civic, or associate member for non-payment of dues in the event such member is in arrears for more than six months and in such event such member shall not be entitled to any of the rights or privileges of membership until such member's dues are fully paid to and including the dues for the then current year.

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**ARTICLE II
MEETINGS OF MEMBERS**

- 1.** Two regular meetings of members shall be held during each calendar year, one during the first six months and one during the second six months. Each such regular meeting shall be held on a day or days and at a place fixed by the membership or the Board of Directors. As used in these By-Laws, the term “Annual Meeting” refers to the first regular meeting held during a calendar year.
- 2.** A notice of each regular meeting shall be mailed, emailed, electronically posted, or otherwise delivered to each member by the Secretary at least thirty (30) days prior to the date thereof and each member shall be informed by said notice of the place at which the meeting is to be held. The failure of any member to receive such notice shall not, however, render the holding of the meeting invalid.
- 3.** A Special Meeting of the members may be called by the President or by the Board of Directors at any time. Upon the written request of not less than five (5) corporate or civic members or twenty per cent (20%) of all such members, whichever shall be the greater, the Secretary shall call a Special Meeting within seven (7) days of the receipt of such request and shall send out or otherwise deliver as stated above a notice of call for a meeting to be held within thirty (30) days of the receipt of such request.
- 4.** A notice of a Special Meeting shall be mailed or otherwise delivered as stated above to each member by the Secretary at least seven (7) days prior to the date thereof. Each member shall be informed by said notice of the time and place of such meeting and the purpose thereof.
- 5.** At any Special Meeting of the members, no business shall be transacted except for the purpose or purposes set forth in the notice thereof.
- 6.** For the transaction of business at any meeting of the members, a quorum shall consist of not less than five (5) Corporate or Civic members or twenty per cent (20%) of all such members, whichever shall be the greater. If a quorum be not present at any meeting, the corporate or civic members present may adjourn the meeting from time to time.

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**ARTICLE III
VOTING OF MEMBERS**

- 1.** Corporate and Civic Members may vote in person or by proxy.
- 2.** In order to expedite proper voting procedures at any regular or special meeting of the members, the President may require each Corporate and Civic Member to file a proxy with the Secretary immediately prior to or during the meeting. The President or other presiding officer may direct the Secretary to call the roll of the Corporate Members and Civic Members and record the name of each person holding a written proxy authorizing - the holder to vote on behalf of the Corporate and Civic members.
- 3.** In the event that more than one person asserts the right to vote on behalf of a Corporate member or that any other question as to the credentials of a proxy holder shall arise, the Secretary shall refer the matter to the Credentials Committee. No vote or other action may be taken on behalf of such member until the credentials of the proxy holder have been approved by such Committee.
- 4.** The President or other presiding officer may, or on the objection of any Corporate or Civic member must, limit the participation in any discussion to individuals who are members and to the holders of proxies of Corporate and Civic members, the representatives of corporate Associate Members, and individual Associate Members. The privileges of the floor may be extended by the President or other presiding officer or by the vote of the Corporate and Civic Members present at a meeting to any other person.

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**ARTICLE IV
TRANSACTION OF BUSINESS BY MAIL OR ELECTRONIC MAIL**

- 1.** For the purpose of transacting business, the corporate members of the Association, the Board of Directors, and any and all committees may act not only at meetings, but also by correspondence, including electronic correspondence, and votes may be taken by mail or electronic mail (hereafter, “email”), except as otherwise provided in these By-Laws.
- 2.** No matter may be submitted to the Corporate and Civic Members of the Association for a vote by correspondence, except in the form of a resolution, authorized by the Board of Directors. In all cases where a vote of the Corporate and Civic members is taken by correspondence, the Secretary shall communicate to each Corporate and Civic member, at the last known post office address or email address, the full text of the proposed resolution under consideration with a ballot in suitable form. Corporate and Civic Members desiring to vote shall use the form of ballot or other response designated by the Secretary and shall indicate thereon their approval or disapproval of the proposed resolution. Each corporate member shall have thirty (30) days within which to return his ballot or other designated response. Upon the expiration of the thirty (30) days, The President and Secretary shall canvass the ballot or other designated response and record the vote. If the proposed resolution shall receive a majority of the votes cast by Corporate and Civic members, provided at least five votes are received, the proposed resolution shall be deemed to have been adopted; otherwise, it shall be deemed to have been rejected. The Secretary shall announce the result of any such vote by letter, email or through official journal or website of the Association, if there be one, and shall insert such result in the minutes of the Association as having been taken at a meeting of the Association held by correspondence as of the date on which the ballot or other designated response was canvassed.
- 3.** Notwithstanding the foregoing provisions, however, if any proposed resolution is submitted to a vote of the Corporate Members by correspondence and a regular or a special meeting of the Association is actually held before the date on which the ballot is such vote is canvassed (a quorum being present at such regular or special meeting), then all proceedings for the taking of such vote by correspondence (including all votes cast for

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or against such proposed resolution) shall be and become void and of no effect, and the vote upon such proposed resolution shall be taken at such meeting.

4. In the case of the Board of Directors and of the Traffic Board and of any committee, if any resolution or other action be proposed by letter or email, to all members of the Board of Directors or of the Traffic Board or of any committee and shall be approved by letter or email, as requested, by a majority of such members, then such resolution or other action shall have the same force and effect as though it had been adopted or taken by the Board of Directors or the Traffic Board or such Committee, as the case may be, at a regular meeting thereof; provided, however, that in matters requiring an expression of an Association position before a Congressional Committee, Federal or State Regulatory Agency or other governmental body, approval by at least two-thirds of the quorum of the Board of Directors shall be required as set forth in **ARTICLE VII, Section 5**. It is understood, however, that this provision shall not limit the powers of the President of the Association under **ARTICLE XII, Section 4**, of the By-Laws relating to the Traffic Board.

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**ARTICLE V
OFFICERS**

1. The officers shall be a President, Vice-President, and Secretary-Treasurer.
2. The officers shall serve for a term of two years beginning at the close of the Annual Meeting at which they are elected. They shall continue in office until their successors are duly elected and assume their respective offices.
3. No person who has been elected President shall again be eligible for that office until two years after the expiration of his term.
4. The officers shall be elected by a majority vote of the voting members at the annual meeting of the members. If the President should die or resign from his office prior to the expiration of his term, the Vice-President will automatically become President. If the office of Vice-President should become vacant due to death, resignation or advancement to President, the Secretary-Treasurer will automatically become Vice-President. If the office of Secretary-Treasurer should become vacant due to death, resignation, or advancement to Vice-President, it shall be filled by appointment by the Board of Directors for a term ending at the next regular meeting of members, at which time a candidate shall be elected for a term ending at the next regular election of officers.
5. The President shall be the chief officer of the Association and shall have general supervision over all the other officers and of the affairs of the Association. He shall preside at all regular and special meetings of the Association and shall be a member ex officio of all committees. Whenever the President is not available, the Vice-President or in his absence the Secretary-Treasurer shall perform the duties of the President.
6. Any officer must be a Corporate or Civic Member. If any officer ceases to be a Corporate or Civic Member or a commissioner, director, officer, partner, or employee of a Corporate Member located and doing business within the Provinces, States or District listed in ARTICLE I (a) of these By-Laws, that person shall be deemed to have resigned their office, unless otherwise permitted by the Board.
7. Notwithstanding anything to the contrary in these By-Laws, the Board of Directors may appoint an interim President at its sole discretion.

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**ARTICLE VI
BOARD OF DIRECTORS**

I. The Board of Directors shall consist of the President, Vice President, Secretary-Treasurer, the immediate Past President, the Traffic Board Chairman, and in addition, not more than twenty-four (24) individuals who are Corporate or Civic Members or commissioners, directors, officers, partners, or employees of Corporate or Civic Members. The directors shall be selected by the Corporate or Civic Members from each of the following port areas and in numbers as indicated below. When the officer members of the Board of Directors are from the designated port area subdivisions listed below, the total number of directors from each area will consist of the officer, director or directors plus additional elected directors as are required to fill the number of directors indicated below.

Maximum Number of Directors

A. The Provinces of Newfoundland and Labrador, Nova Scotia, Prince Edward Island, New Brunswick, Quebec, and Ontario	2
B. The State of Maine	1
C. The State of New Hampshire	1
D. The State of Massachusetts	2
E. The State of Rhode Island	2
F. The State of Connecticut	2
G. The State of Maryland	3
H. The State of Virginia and District of Columbia	3
I. The State of New York and the counties of Monmouth, Middlesex, Somerset, Union, Morris, Essex, Hudson, Bergen, and Passaic in the State of New Jersey	4
J. The States of Delaware and Pennsylvania and the counties of the State of New Jersey not included in sub-division I above	<u>4</u>
TOTAL	24

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The Immediate Past President and Traffic Board Chairman shall be Ex-Officio members of the Board and shall be entitled to the privileges of the floor at Board Meetings but shall not be entitled to make or second motions or nominations or to vote unless they also have been elected to serve as a director from one of the port area subdivisions identified above.

A director shall be deemed to be from any province, state, or district in which he/she own or operate a marine terminal or in which the Corporate or Civic member of which he/she is commissioner, director, officer, or employee owns or operates a marine terminal or has governmental powers, jurisdiction or authority.

As used herein, the phrase “immediate Past President” means the person who was President immediately prior to the commencement of the current President’s term of office.

2. The members of the Board of Directors shall be elected at the annual meeting. The President shall, at least thirty (30) days prior to the annual meeting at which Directors are to be elected designate an individual from each of the areas designated in Section 1 of this Article who is a Corporate or Civic Member or commissioner, director, officer, partner or employee of a Corporate or Civic Member from that area and at that time will advise his designee of the number of corporate and civic memberships in good standing and who are eligible to participate in the selection of the area’s Directors for election at the annual meeting. The directors shall serve a two- year term.

3. If a vacancy occurs on the Board of Directors by reason of the death or resignation of an elected director or if an elected director shall cease to be a Corporate or Civic Member, a commissioner, director, officer, partner or employee of a Corporate or Civic Member from the port area from which he was elected, then, unless otherwise directed by the Board, the said vacancy shall be filled by a majority vote of the remaining directors who shall select a successor from the port area involved for the unexpired balance of the said director’s term.

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**ARTICLE VII
MEETING OF THE BOARD OF DIRECTORS**

- 1.** A regular meeting of the Board of Directors shall, if practicable, be held during each six-month period of each calendar year. The date and place of each such meeting shall be fixed by the President.
- 2.** A notice of each regular meeting shall be mailed, emailed, electronically posted, or otherwise delivered to each member of the Board of Directors at least ten (10) days prior to the date thereof and the notice shall state the time and place of the meeting.
- 3.** A Special Meeting of the Board of Directors may be called by the President at any time. Upon the written request of five members of the Board, the President shall call a Special Meeting of the Board. A notice stating the time and place of the meeting, which shall be held within fifteen (15) days after the receipt of the request, shall be mailed or otherwise delivered as stated above to each member of the board of Directors at least seven (7) days prior to the date thereof.
- 4.** A quorum of the Board of Directors shall consist of one Director from any five of the ten regions listed in **ARTICLE VI, Section 1**, of these By-Laws.
- 5.** The affirmative votes of at least two-thirds of a quorum of the Board of Directors shall be required to adopt a resolution authorizing the expression, to a Congressional Committee, Federal or State Regulatory Agency, or other governmental body, of an Association position on any matter. This requirement shall apply whether the resolution is acted on at a meeting of the Board or by mail or by electronic mail, as permitted by **ARTICLE IV, Section 1** of these By-Laws. It is understood, however, that this section shall not limit the powers of the President of the Association under **ARTICLE XII, Section 9**, of the By-Laws relating to the Traffic Board.

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**ARTICLE VIII
COMMITTEES**

1. Executive Committee: The Executive Committee shall consist of the President, Vice-President and Treasurer and shall have any of the powers which may be exercised by the Board of Directors. A quorum of the Executive Committee shall consist of two members.

2. Regular Committee: The President may appoint each year the following regular committees which shall be subject to the supervision of the Board of Directors and shall have such number of members as the President may deem desirable, unless otherwise provided in this section.

a) Nominating Committee: The Nominating Committee shall consist of at least three individuals who shall be appointed by the President. The Nominating Committee shall recommend nominations for all officers to be elected at the annual meeting. Nominations may also be made from the floor.

b) Credentials Committee: A Credentials Committee may be appointed for each regular or special meeting of the members by the President. Such Credentials Committee shall have the power and duty to determine the validity of any proxy filed with the secretary at any regular or special meeting of members.

c) Resolutions Committee: A Resolutions Committee may be appointed for each meeting of the members by the President. Any resolutions (other than those relating to procedure) and other matters requiring action by members at the meeting (other than the election of officers and directors), which arise or are proposed by any member at the meeting prior to the report of the Resolutions Committee, may be referred by the President for study and report to the Resolutions Committee, which shall formulate or rephrase resolutions for consideration by the membership. Proposed resolutions may be sent to the Resolutions Committee in advance of the meeting. After the report of the Resolutions Committee, any resolution submitted to but not reported by it, as well as matters not referred to the Committee, may be moved, seconded, and considered in regular manner.

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3. Other Committees: The Board of Directors and the President may each appoint such other committees as they may deem advisable or necessary to facilitate the performance of their functions and duties.

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**ARTICLE IX
FINANCES**

1. The annual dues for membership in the Association shall be established by the Board of Directors.
2. The fiscal year of this Association shall begin on the first day of January of each year and end on the thirty-first day of December of the succeeding year. A new member joining the Association in the second half of the fiscal year (July to December) will be assessed for the remaining portion of such fiscal year, one-half of the annual dues.
3. All checks, drafts, and orders of the Association for the payment of money shall be signed as prescribed by the Board of Directors, but any payment over \$15,000.00 must have prior Executive Committee authorization.

**ARTICLE X
PRIVILEGES**

No action of the Association shall be construed as preventing any member from taking other action independent of the Association, even though such individual action may be inconsistent with the action of the Association.

**ARTICLE XI
AMENDMENTS OF BY-LAWS**

Notwithstanding any other provision of these By-Laws, an affirmative vote of three-quarters of the members of the Association having the right to vote who are present at a regular or special meeting of members (or in case of a vote by correspondence as provided in **ARTICLE IV** hereof, three quarters of all corporate members), shall be necessary to amend these By-Laws.

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**ARTICLE XII
TRAFFIC BOARD**

- 1.** The Association shall have a Traffic Board, the function of which shall be to collect data with respect to, consider, advise, recommend and (to the extent herein provided) take appropriate action with respect to railroad, steamship, trucking and freight forwarding tariffs, rates and practices affecting the movement of cargo to, from or through ports in the port areas mentioned in **ARTICLE I, Section 1, sub-division (a)** of these By-Laws, and with respect of the rates, charges and practices of the operators of piers, wharves, marine terminals or other port or harbor facilities or improvements for the use or accommodation of vessels and their cargoes located elsewhere than in the aforesaid port areas but affecting the movement of cargo or passengers to, from or through ports located in said port areas.

- 2.** The Traffic Board shall consist of one representative from each Corporate Member which desires to have a member thereon (other than members primarily engaged in operating railroad, steamship, or trucking lines or in operations as freight forwarders) and from each Civic Member which desires to have a member thereon. - each such member to have the power and privilege in its sole discretion of appointing its representative upon the Traffic Board and of changing such appointment from time to time and at any time.

(a) Corporate Members engaged primarily in operating railroad, steamship, or trucking lines or in operations as freight forwarders shall not be entitled to representation upon the Traffic Board. In case of disagreement as to whether a particular Corporate Member is entitled to such representation, the determination of the Board of Directors shall be conclusive unless such determination is reversed by a resolution of the Association.

(b) Associate Members, in attendance at a Traffic Board meeting at the request of a Traffic Board member, may not make a motion, second a motion or vote of any resolution or action of the Traffic Board.

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3. The Traffic Board shall have a Chairperson who shall call the meeting of the Traffic Board and preside thereat, a Vice-Chairperson who shall act in the place of the Chairperson in case the Chairperson shall fail or be unable to act, and a Secretary who shall make true and accurate copies of all its meetings and shall file them with the Secretary of the Association.

4. The Chairperson, Vice-Chairperson and Secretary shall be members of the Traffic Board and shall serve for a term of two years beginning at the close of the annual meeting at which they were elected by the Traffic Board. They shall continue in office until their successors are duly elected and assume their respective offices. No person who has been elected Chairperson shall again be eligible for that office until two years after the expiration of their term.

- 5 Meetings of the Traffic Board may be called by the Traffic Board Chairperson in his/her discretion and shall be called at the written request of seven or more representatives upon the Traffic Board. Such meeting shall be held in one of the port areas mentioned in the **ARTICLE I, Section 1, sub-division (a)** or in such other location as might be approved by the President. The Annual Meeting of the Traffic Board will take place during the same week and at the same place as Annual Meeting of the Association.

6. The Traffic Board may create or authorize the creation of committees or sub-committees of its members to facilitate the performance of its functions; and it may adopt procedural rules regulating more in detail the calling of its meetings, the manner of transacting business thereat, and other matters pertaining to the performance of its function.

7. The Traffic Board shall submit a report of its activities at each regular meeting of the Association and at each regular meeting of the Directors. It shall submit such additional or interim reports to the President as the President may require.

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8. Except as otherwise provided in these By-Laws, the Traffic Board shall have full power to act with respect of any matter coming within the scope of its functions. If the Chairperson of the Traffic Board should die or resign from their office prior to the expiration of their term, the Vice Chairperson will automatically become Chairperson until the next annual meeting. If the office of Vice Chairperson should become vacant due to death, resignation or advancement to Chairperson, the Secretary will become Vice Chairperson in addition to retaining the title of Secretary, until the next annual meeting.

9. Whenever the Traffic Board presents, communicates, or expresses its views, recommendations or position on any matter within the scope of its functions to any group, body or person, public or private, outside of the Association, it shall state that they are those of **“the Traffic Board of the North Atlantic Ports Association”** and shall not represent them as being those of the Association itself, except that in such specific instances as it is hereafter expressly authorized so to do by the President of the Association or by resolution of the Directors of the Association.

10. Moreover, if in the opinion of the Traffic Board, it is desirable for the board to present, communicate or express any views, recommendations or position on any matter pending before or which is likely to come before or be the subject of action by the Congress or any other federal or state body, board, agency or official, it shall first submit them to the President of the Association or the Board of Directors or the Association for approval, and it shall present, communicate or express such views, recommendations or position only if they are expressly approved by the President or by a resolution of the Directors or the Association; but this shall not prevent informal discussions or conferences which do not involve the taking of a formal or official position by the Traffic Board or the Association.

11. The Traffic Board shall not take any action inconsistent with the By-Laws of the Association or with any resolutions theretofore adopted by the Directors or the Association; and any action taken by the Traffic Board shall be subject to review or change at any time by resolution of the Directors or of the Association.

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**ARTICLE XIII
EXECUTIVE DIRECTOR AND
GENERAL COUNSEL POSITIONS**

1. The Board of Directors of the North Atlantic Ports Association is authorized to engage an Executive Director and a General Counsel to assist the Association and its officers by performing various duties and functions as prescribed and assigned from time to time by the Board of Directors.
2. Both the Executive Director and General Counsel shall be independent contractors and shall serve at the sole discretion of and at the sole pleasure of the Board of Directors.
3. Any compensation to be paid to the individuals holding these positions shall be established under contractual agreements prepared and issued by the Board of Directors with such contractual agreements being signed by the President of the Association and the individuals engaged to act as the Executive Director and the General Counsel. Under these agreements any compensation shall be contingent upon the availability of funds within the Association's operating budget. The contractual agreements shall be maintained with other Association documents which are available for inspection by any member of the Association.

The end of the By-Laws of the North Atlantic Ports Association as approved on 2 December 2021