



**MARITIME ASSOCIATION OF THE PORT OF
NEW YORK/NEW JERSEY, INC.**
(the "Association")

BY-LAWS

**ARTICLE I
MEMBERSHIP**

Individual Membership

Section 1. Any respectable person, 21 years of age, or over, may present a written application for membership stating the nature of their business and such other information as the Association may require. Thereafter, the Executive Director, may recommend to the Board of Directors that such applicant be granted individual membership. The person may be admitted as a member upon a majority vote of the Directors present at a meeting (if constituting a quorum) in favor of such admission as an individual member. Any person so accepted shall become a member, if, within thirty (30) days of such vote, they shall pay dues for the current year.

Honorary Individual Membership

Section 2. The Board of Directors may in its discretion appoint honorary individual members of the Association by the majority vote of the Directors present and voting. Honorary individual members shall be exempt from the payment of dues and shall be entitled to all the privileges of the Association, except the rights to vote or to hold office. The Board of Directors may, at any time, by a majority vote of the Directors present and voting at any meeting, cancel and terminate such membership.

Corporate Membership

Section 3. Any corporation, limited, liability company, partnership, association including any government agency, or other type of legal entity (jointly a "Corporate Applicant"), domestic or foreign, of good standing, shall be eligible for one or more corporate memberships. A Corporate Applicant may present a written application stating the nature of its business and such other information as the Association may require. Upon receipt of the application by the Executive Director, the Executive Director may recommend to the Board of Directors that the Corporate Applicant be granted a corporate membership. The Corporate Applicant may be admitted as a corporate member upon a majority vote of the Directors present at a meeting (if constituting a quorum) in favor of such admission as a corporate member. Any Corporate Applicant so accepted shall become a corporate member, if, within thirty (30) days of such vote the Corporate Applicant shall pay the dues for the current year. Each corporate member shall designate one representative, who may be an employee, officer, director, or other representative of the corporate applicant, to represent the corporate member and exercise all privileges of membership of the Association on behalf of the corporate member. Corporate members shall also be entitled to identify individuals employed by, or associated with, such corporate members to receive Association correspondence updates and other information distributed by the Association. Such representatives may be changed from time to time at the discretion of the corporate member.

Voting of Members

Section 4. Each individual member shall be entitled to cast one vote and each corporate member shall be entitled to two votes to be cast on its behalf by the corporate representative on any matter requiring or permitting the vote of members.

**ARTICLE II
Annual Board Meeting**

Section 1. An election by the Board of Directors of the Officers prescribed in the act of incorporation (as amended to date) (hereinafter the "Charter") shall be held at the office of the Association, immediately following the Annual Member Meeting, on the fourth Tuesday in April of each year (the "Annual Board Meeting"). At such Annual Board Meeting, the Board of Directors shall elect the officers for the coming year. If, for any reason, there shall be a failure to elect, the Board of Directors shall order an election to be held on the next convenient day, without further notice.

Section 2. A plurality of votes of the Directors on the Board of Directors shall be required to elect any nominee for office. All nominees must be members of the Association or affiliates (e.g. officers, employees or similar) of a member of the Association.

ARTICLE IV Board of Directors

Section 1. The Board of Directors shall consist of the President, the Vice President, the Treasurer, and eighteen (18) additional Directors elected by the members. The Officers and Directors elected shall take office at noon on the first Thursday succeeding their election and shall continue in office until noon on the first Thursday following the election of their successors. Any vacancies that may occur in the Board of Directors shall be filled by the said Board.

Section 2. The Directors shall be divided into two annual and even numbered staggered classes of Directors. At each Annual Member Meeting of the Association, Directors shall be elected for a two-year term in place of the Directors whose terms are expiring. Each year the members of the class of Directors whose term expires will either run for re-election or may elect not to run. A Director appointed to fill a vacancy is finishing the term of the Director they replaced and must run for election once that term has expired. The Executive Committee may nominate annually up to two Directors whose term is expiring to be re-elected to the Board of Directors.

Section 3. At the discretion of the Executive Committee, as defined in Article VI, the chief executive officer or a senior operating officer from a governmental, quasi-governmental or trade organization, by vote or designation, may be selected to serve as a non-voting Director in an ex-officio capacity. Specifically, such individuals will be selected by virtue of the positions they hold, and upon resignation or termination of said position, the individual will, by operation of these rules, cede his or her seat on the Board of Directors. Ex-Officio Directors, and others so designated in these Bylaws, will be expected to participate in all meetings of the Board of Directors and its Committees and will have all such privileges and entitlements as other Directors, as prescribed in Article IV, Section 1 of these Bylaws, except the right to vote.

Section 4. At the appointment of the Executive Committee, an individual may be elected by a majority vote of the Board to hold an honorary seat on the Board to serve as a Director Emeritus. Any candidate considered for such emeritus status must, at the time of their candidacy, have been a member of the Association for at least five years. A Director Emeritus (who must be an individual member or an honorary member of the Association) shall not be entitled to vote at meetings of the Board of Directors. No more than two Director Emeritus shall serve at any one time and will be subject to Article V, Section 3 of these Bylaws.

Section 5. The Directors shall not be entitled to receive compensation.

Section 6. The Board of Directors shall be vested with all powers necessary for the government of the Association, the management of its property, and the promotion of the welfare, objects, and purposes of the Association. In the exercise of such powers the Board of Directors may appoint such committees, adopt such rules, issue such orders, and make such decisions as they may deem appropriate, consistent with the Charter and these By-Laws. The Board of Directors shall keep a record of its proceedings and shall report to each Annual Member Meeting. The Board of Directors shall take such steps or cause such steps to be taken by the committees, Officers, or employees of the Association as may be appropriate to make effective the objects of the Association.

Section 7. A Director may be removed from office only upon a three-fourth majority vote at a special meeting of the Board, which meeting shall be held after five (5) days written notice is given to the subject Director. The said Director shall have the right to be present and to be heard at such a special meeting.

The grounds for the removal of a Director shall be:

1. conviction, after all appeals, of a felonious crime.
2. gross misconduct, involving Association business
3. two censures pursuant to Article V, Section 2 or
4. non-payment of dues
5. absence from three consecutive meetings of the Board of Directors without just cause or notifying the President

ARTICLE V Meetings of the Board

Section 1. In addition to the Annual Board Meeting, the Board of Directors shall hold meetings on a bi-monthly basis, namely in the months of January, March, May, July, September, and November. The acts of a majority of the Directors present at any meeting at

which a quorum is present shall be acts of the Board of Directors. Regular meetings of the Board of Directors shall be held on a day to be designated from time to time by resolution of the Board of Directors. The Board may dispense with any regular bi-monthly meeting by appropriate resolution. The President may, when he/she deems it necessary, or shall at the written request of three Directors, call special meetings. Any such calls must state the subject thereof and no subject not mentioned in said call may be considered at such a special meeting, except by unanimous vote of the entire Board of Directors. A majority of Directors, plus one present, at all meetings of the Board, shall constitute a quorum for the transaction of business and a majority of the Directors present voting on any issue shall be controlling, unless otherwise provided by the Charter or these by-laws. Notice of special meetings should be mailed, emailed, or delivered personally to each member of the board at least two days in advance of said meeting, except in the case of the removal of a Director.

Section 2. If any member of the Board of Directors is absent from three consecutive regular meetings of the Board without having been previously excused by the President, or without sending a communication to the President, stating reasons considered sufficient by the President for such absence, it shall be the duty of the President to report to Board for such action as it may deem advisable, including removal or censure.

Section 3. Robert's Rules of Order shall be authority on all questions of procedure arising at the meetings of the Board of Directors or its Committees.

ARTICLE VI Executive Committee

Section 1. At the Annual Board Meeting, or as soon as practicable thereafter, the Directors shall elect three to five of their number, who with the President and the Treasurer, shall constitute the Executive Committee and who shall hold office until their successors shall be elected. The President shall act as Chairman of the Executive Committee. The Executive Committee may act on behalf of the Association in any matter when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of such action at any regular or special meeting of the Board of Directors.

ARTICLE VII Other Committees

Section 1. At the Annual Board Meeting, or as soon thereafter as practical, the President, with the concurrence of the Board of Directors, shall appoint the following standing committees including the chair of each committee. The number of committee members may be changed by the Board of Directors from time to time. It will be required that a minimum of one Director be a member of every committee so formed.

a. If applicable, a Membership Committee to consist of one member of the Board of Directors as Chairman, and members of the Association. The Membership Committee shall receive all applications for membership and hear recommendations or objections regarding the applicants from the Executive Director. All applications for membership approved by a majority of the Membership Committee shall be endorsed and submitted to the Board of Directors. Applications not approved by the Committee shall not be reported to the Board.

b. An Oversight Committee shall consist of three members of the Board of Directors, one of whom shall be the Treasurer. The Oversight Committee shall, if they deem it advisable, audit all bills and claims against the Association and shall oversee all payments, deposits and investments authorized by the Board of Directors and audit the monthly and annual accounts of the Treasurer. It shall also be responsible for preparing the Association's annual budget and remaining in good standing with all associated tax filings.

Section 2. At such Annual Board, or at a regular meeting as soon thereafter as practicable, the President with the concurrence of the Board of Directors, shall appoint Special Committees including the chairman of each such committee, for the government of any branch of trade carried on by members of the Association or for the hearing and determination of any proper charge against a member of the Association for violation of the by-laws or rules of the Association to consist of such number of members as the Board of Directors may deem appropriate who shall hold office during the pleasure of the Board, Such Committees shall have power to formulate such rules, regulations and recommendations as they may deem requisite and, upon approval and adoption by the Board of Directors, the rules, regulations or recommendations shall become operative.

Section 3. A majority of any Committee shall constitute a quorum for the transaction of business. Vacancies that occur on any Committee shall be filled in in the same manner as such Committee was appointed.

ARTICLE VIII Annual Dues of Members

Section 1. To defray the expenses of the Association the Board of Directors shall annually fix the dues of each class of membership for the ensuing year in such an amount as they shall deem necessary. The amount of such dues shall be payable to the Association within thirty days after a member is accepted, and thereafter at such a time as may be fixed by the Board of Directors. Any member who shall neglect or refuse to pay the same thereafter may, upon action by the Board of Directors, be expelled from the Association, provided a written notice has been mailed or emailed to the member advising him/her of this action.

Section 2. Any member desiring to withdraw from the Association shall tender a written resignation and, upon action by the Board of Directors, shall have his membership declared terminated. The Board of Directors, as a condition precedent to the acceptance of such resignation, may in their discretion require the payment of all past due membership dues.

ARTICLE IX Officers

Section 1. Officers shall be elected by the Board of Directors at the Annual Board Meeting, and the President, Vice President, and Treasurer shall thereafter immediately become members of the Board of Directors and replace the prior President, Vice President, and Treasurer as Officers, and as members of the Board of Directors. Officers may serve without regard to the restriction on consecutive years of service placed on Directors in Article IV; however, the President may not serve in that office for more than two consecutive terms.

Section 2. The Officers shall be a President, Vice-President, Treasurer, Secretary who shall be elected annually at the Annual Board Meeting by the Board of Directors. Any such Officer, or the Executive Director as provided for in Article XI, may make, sign, and endorse any check on behalf of the Association.

Section 3. The Officers shall not be entitled to receive compensation.

ARTICLE X Duties of Officers

Section 1. The President shall preside at the meetings of the members of the Association and at the meetings of the Board of Directors. The President shall at such meetings, and at such other times as the President shall deem proper, communicate to the members of the Association or to the Board of Directors, or to any committee, as the case may be, such matters and make such suggestions as may, in the President's opinion, tend to promote the welfare, and increase the usefulness of the Association. The President shall also perform such other duties as are necessarily incident to the office of the President of the Association.

Section 2. In case of, and during the absence of the President, or the inability to act, the Vice-President shall perform the duties of the President; and in case of, and during the absence or inability of both President and Vice-President, the Board of Directors shall appoint one of their number to perform the duties of President. In case of the death or resignation of the President, the Vice-President shall succeed to the office of President, in which event the Board of Directors shall elect one of their number to be Vice-President; and in the event of the decease and/or resignation of both the President and Vice-President, the Board of Directors shall elect one of their number to each of the offices left vacant.

Section 3. The Oversight Committee shall have charge of the collection, custody, and control of the funds of the Association, subject to the supervision and inspection of the Board of Directors and shall have authority to endorse all checks payable to the Association. The Committee shall make recommendations on investments and disbursement of the funds of the Association. The Committee shall have access to the regular books and accounts, and carefully preserve all vouchers and securities belonging to the Association, the committee shall render an account at each regular meeting of the Board, and an annual account to the Association at the Annual Member Meeting. The report for the Annual Member Meeting shall be audited by the Oversight Committee. At the expiration of a committee member's term of office they shall transfer all applicable documentation of the Association to their successor.

Section 4. The Secretary shall issue notices for, and keep a record of, all member meetings of the Association, and of the meetings of the Board of Directors. The Secretary shall perform such other duties as the Board of Directors shall require. In case of absence or disability, either body may appoint a Secretary pro tem.

ARTICLE XI Executive Director

Section 1. The Board of Directors shall employ an Executive Director who shall serve at the will of the Board of Directors to manage the affairs of the Association. The Executive Director will serve as the chief financial director and the chief administrative director of the Association and shall be empowered to hire staff and appoint assistants as necessary to ensure orderly operations. Such paid

employees and uncompensated appointments shall be reviewed and approved by the Board of Directors. The Board of Directors shall determine a salary to be commensurate with experience and knowledge of the industry. The Executive Director shall have immediate and overall supervision of the operations of the Association and shall direct the day-to-day business of the Association, maintain the properties of the Association, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board of Directors. The Executive Director shall be an ad-hoc member of all committees. In addition, the Board of Directors may authorize the Executive Director or an officer to approve payments on behalf of the Association in amounts as may be fixed from time to time but in no event greater than \$10,000.00 per transaction, payments over \$10,000.00 shall require prior approval. The Executive Director shall prepare the ballot of Directors up for election for the Annual Member Meeting. The Executive Director shall seek the approval of the Board of Directors to approve the method of ballot distribution and return.

ARTICLE XII Nominations for Directorships

Section 1. The Board of Directors may elect three members of the Association to make up a Nominating Committee, whose duty it shall be to present the names of members as nominees for the Directorships of the Association for the ensuing year. The Nominating Committee shall forward nominations for Directorships to the Board of Directors no less than twenty days prior to the respective elections.

Section 2. The name or names of any member or members eligible for a Directorship whose candidacy shall be endorsed in writing by not less than 10% of the members may be filed as a nominee or nominees with the Secretary not later than fifteen days prior to the Annual Member Meeting and such slate shall be thereupon posted on the website of the Association for at least twenty days, prior to the Annual Member Meeting and written notice of such candidacy or candidacies shall be sent by e-mail or other means not less than ten days prior to the Annual Member Meeting by the Association to the members in which event such candidates shall be eligible to be voted for at the Annual Member Meeting.

Section 3. In the event of the withdrawal of any nominee prior to the election, nominations may be made to fill the vacancy by the Nominating Committee or by the 10% of the members and posted on the Association Website at any time prior to the election.

ARTICLE XIII Meetings of the Members

Section 1. The annual meeting of the members (the "Annual Member Meeting") of this Association shall be held on the fourth Tuesday in April each year, at an hour and place to be fixed by the Board of Directors; but when such day shall fall on a holiday this Annual Member Meeting shall be held on the first business day thereafter. At such Annual Member Meeting the members shall elect Directors from the slate up for election. A ballot shall be sent to every member eligible to vote at least ten days before said Annual Member Meeting, giving the date that the ballot should be returned by and the method of return.

Section 2. The Annual Member Meeting shall be held in person or virtually (in a manner whereby each member present can hear all other members present) for the purpose of receiving the reports of the Directors and officers as required by law of the State of New York or any other state in which the Association operates, and for the transaction of such other business connected with the affairs of the Association as may be presented for consideration.

Section 3. Matters referred to the members of the Association for their consideration must be voted upon by them at a regular or special meeting of the Association, called and conducted in accordance with the By-Laws.

Section 4. Twenty members (but not fewer members than members representing at least one-tenth of the total number of votes to be cast) present in person, or virtual or by proxy, shall constitute a quorum for the transaction of business at any meeting of the members of the Association. In case a quorum shall not be present at the time fixed for any such meeting of the members of the Association, the President, or in his absence, the Officer presiding at the meeting, may adjourn the meeting to such other day as he/she may judge proper without any further notice.

Section 5. A special meeting of the members shall be called upon a majority vote of the Board of Directors or by the President upon a written request by members representing a majority of the votes of members, with such notices and by such methods as required by law.

**ARTICLE XIV
Amendments**

Section 1. These By-Laws shall not be altered, amended, or repealed unless the proposed alteration, amendment, or repeal have been approved by a vote of a two thirds majority of the Directors at a regular or special meeting of the Board of Directors.

**ARTICLE XV
Miscellaneous Provisions**

Section 1. The offices of the Association shall be open every day except Saturdays, Sundays, designated holidays, and occasions when closed by special resolution of the Board of Directors.

Special Subscribers

Section 1. Journalists, collectors of news, insurance companies, and others, or their representatives, requiring the use of the news of the Association for other than their private mercantile business, can obtain and use the same, only under special arrangements made with the Association. Any member who shall furnish or publish the news, or otherwise act in violation of the intention of this rule, may be deemed guilty of misconduct under these by-laws and shall be subject to censure or expulsion by a three-fourths vote by the Board of Directors after being given due notice and an opportunity to be heard.

**ARTICLE XVI
Revocation of Previous By-Laws**

Section 1. All By-Laws heretofore in existence shall be deemed canceled and repealed and of no effect, upon the adoption of these By-Laws.

**ARTICLE XVII
Interpretation of By-Laws**

Section 1. Any ambiguity in these By-Laws shall be referred to the Board of Directors for interpretation. Any interpretation made by the Board upon such reference shall be binding and conclusive on all members of the Association.

Adopted by a vote of the Board of Directors on October 26, 2022 and a vote of the members on January 24, 2023.

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