

**AMENDED AND RESTATED BY-LAWS
OF
NATIONAL ASSOCIATION OF WATERFRONT EMPLOYERS**

Approved: April 27, 2020; Amended April 15, 2021

ARTICLE I. NAME

Section 1. The name of the organization is the “National Association of Waterfront Employers” (hereinafter referred to as the “Association”). The Association is a non-profit corporation organized and operating under the District of Columbia Nonprofit Corporation Act of 2010 (D.C. Code §§ 29-101.01 et seq.) (the “DC Nonprofit Act”).

ARTICLE II. PURPOSES

Section 1. The Association is organized, and shall be operated, to promote, further and support the privately owned stevedoring, marine terminal and related industries of the United States of America and its possessions, all as may qualify it as an organization described in section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the “Code”), and exempt it from federal income tax under section 501(a) of the Code, or the corresponding provisions of any future United States internal revenue law. The Association shall perform other acts as may be considered necessary or beneficial and shall have all powers specified for nonstock and nonprofit corporations generally under the DC Nonprofit Act, as limited, however, by the first sentence of this Article and by Article III hereof.

ARTICLE III. PROHIBITED ACTIVITIES

Section 1. General Prohibitions. Notwithstanding any other provision of these By-Laws or of the Articles of Incorporation of the Association, the Association shall not engage in or carry on any activities that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(6) of the Code and exempt from federal taxation under section 501(a) of the Code or the corresponding provisions of any future United States internal revenue law.

Section 2. Specific Prohibitions. At all times, and notwithstanding any merger, consolidation, reorganization, termination, dissolution or winding up of the Association (whether voluntary, involuntary or by operation of law), or any other provision hereof:

(a) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, the Association’s Directors, Officers, contributors, employees or any other persons, except that the Association shall have the authority to pay reasonable compensation for services actually rendered to or for the Association and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

(b) Unless expressly approved by formal resolution of the Association’s Board of Directors (hereinafter referred to as the “Board”), no loans shall be made by the Association to any one person or persons, including but not limited to a Director, Officer, contributor or

employee of the Association or any parent, spouse, domestic partner, sibling or child of such individual.

(c) The Association shall never be operated for the primary purpose of carrying on a trade or business for profit.

(d) At no time shall the Association engage in any activities that are unlawful under the laws of the United States, the District of Columbia or any other jurisdiction where any of its activities are conducted.

ARTICLE IV. NONDISCRIMINATION

Section 1. The Association shall not discriminate on the basis of race, color, national origin, age, gender, sexual orientation, native language, disability, creed or religion, or other characteristics prohibited by the District of Columbia Human Rights Act of 1977, as amended.

ARTICLE V. OFFICES

Section 1. The registered office of the Association shall be located in the District of Columbia at such place as the Board shall from time to time designate. The Association may maintain additional offices at other places as the Board may choose to designate.

ARTICLE VI. MEMBERSHIP

Section 1. Any individual, firm, or corporation engaged in waterfront employment, any operating port authority, any entity engaged in a business related to the operation, lease, sale, or maintenance of maritime or intermodal equipment, and any association that includes such entities, shall be eligible for membership as long as it has a place of business in the United States, its territories, and possessions. Associate non-voting membership is also available per Section 8 of this Article.

Section 2. All applications for membership shall be acted upon by the Board of Directors.

Section 3. Any member may withdraw or resign from the Association upon written notice to the Association, provided, however, that any member withdrawing from the Association shall be responsible for and obligated to pay all dues and assessments established by the Board of Directors up to and including the end of the calendar quarter in which the withdrawal or resignation is to be effective. Any member who withdraws or resigns from the Association shall forfeit any and all claims to any part of the funds or assets of the Association.

Section 4. There shall be eight membership categories, subject to increase or decrease by vote of the Board of Directors. The criteria for each category shall be established by the Board of Directors and approved by the membership. Members in Categories I – VI are

eligible to serve on the Board of Directors.

Section 5. The annual dues and assessments shall be charged against each member of the Association in an amount determined by the Board of Directors. Dues based upon self-declared revenues shall be audited annually.

Section 6. Each member, other than Associate members, shall be entitled to cast one vote in person or by written proxy, at all elections and upon all motions before meetings of the Association, or by writing on any matter on a ballot authorized by the Board of Directors to be by mail or email. Any meeting of the members may be held after reasonable notice in person, or by electronic means such as teleconference, video conference, or other electronic means by which the members can communicate with each other at the same time. Participation of a member by such means shall constitute presence at the meeting. There shall be at least one meeting of the members annually on such date and at such place designated by the Board of Directors.

Section 7. After due notice, and such hearing as the Board of Directors may decide, the Board of Directors may terminate or suspend any member for violation of any section of the By-Laws or any agreement, rule, Code of Business Ethics or practice properly adopted by the Association, or for conduct found by the Board of Directors prejudicial to the interest of the Association. Such suspension or expulsion shall be by a minimum of two-thirds vote of the entire membership of the Board of Directors.

Section 8. Non-voting membership shall be available to other individuals and entities upon such terms and conditions as the Board of Directors may determine, but such non-voting members shall not be eligible to hold any elected office provided by ARTICLE VIII and ARTICLE IX of these By-Laws.

ARTICLE VII. STOCK

Section 1. The Association shall have no authority to issue shares of stock.

ARTICLE VIII. THE BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Association shall be managed by the Board of Directors, which may exercise all powers of the Association and perform all lawful acts that by law, the Articles of Incorporation or these By-Laws are directed or required to be exercised or performed by or are conferred upon or reserved for the Board of Directors.

Section 2. Voting. Each Director shall have one (1) vote.

Section 3. Number. The number of Directors shall be the sum of (a) the number of Category VI members that may be members of the Association from time to time, plus three (3) members from Categories I-V. The Board of Directors may adjust the number of Directors from

time to time, except that the number of Directors shall not decrease to less than three (3).

Section 4. Director Classes and Election. The Board of Directors shall be comprised of two classes as follows:

(a) Each Category VI member is entitled to appoint one Director who shall be called a "Special Director."

(b) Category I-V members shall elect a total of three (3) Directors who shall be called "At-Large Directors." Each Category I-V member shall have one (1) vote for At-Large Directors. The election shall be accomplished pursuant to policies and procedures that the Board of Directors shall establish in its sole discretion. Each At-Large Director shall serve for four (4) years, provided that (i) the term of any At-Large Director may be reduced by the Board of Directors to a shorter period in order to promote continuity and avoid the terms of two (2) or more At-Large Directors ending in close proximity to each other, and (ii) the term of each At-Large Director shall be set prior to election and be known in advance to all Members and interested parties. Each At-Large Director shall hold office until the election and qualification of his or her successor or until his or her earlier resignation. Nothing in these By-Laws shall preclude a Director, if reelected, from serving successive terms.

Section 5. Vacancies. A vacancy occurring in the Board shall be filled as follows:

(a) Vacancies occurring in the Board of Directors for any reason, including an increase in the number of Directors shall be filled (a) by appointment by the relevant Category VI Member in the case of a Special Director and (b) by a special election in the case of an At-Large Director.

(b) A Director who fills a vacancy in accordance with the procedure described in (a) of this Section shall hold office until the end of the term of the Director being replaced, until his or her earlier resignation, or until the election and qualification of his or her successor.

Section 6. There shall be no more than one Director from any one member of the Association on the Board of Directors at the same time.

Section 7. Removal. A Director of the Association may be removed in accordance with the DC Nonprofit Act. Special Directors may also be removed and replaced at any time by the Category VI member who made the appointment.

Section 8. Resignation. Any Director may resign at any time by giving written notice to the Association. Unless otherwise specified in such written notice, the resignation shall be effective upon delivery.

Section 9. Chairperson. The Chairperson of the Board (hereinafter referred to as the "Chair") and the Vice Chairperson of the Board (hereinafter referred to as the "Vice Chair") shall

be elected by vote of the Board of Directors to two-year terms. The Chair shall preside over all meetings of the Board. In the absence of the Chair, the Vice Chair shall preside over that meeting.

Section 10. Place of Meetings. The Board may hold meetings, annually, regular, or special either within or without the District of Columbia.

Section 11. Meetings.

(a) Annual. The Board shall hold at least one annual meeting in conjunction with a meeting of the members on such date and at such place as the Board designates.

(b) Regular. Additional regular meetings of the Board may be held, at such time and place as may be determined by the Board, with at least seven days' advance written notice to all Board members, unless notice is waived by all the Directors.

(c) Special. Special meetings of the Board may be called by any Director on reasonable notice to all other Directors.

Section 12. Quorum; Adjournments.

(a) The presence in person, on the phone, or via electronic means such as video conference of a majority of the number of Directors then in office shall constitute a quorum for the transaction of business at all meetings of the Board, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be specifically provided by law, the Articles of Incorporation, or these By-Laws.

(b) If a quorum is not present at any meeting of the Board, the Director(s) present may adjourn the meeting until a quorum shall be present.

(c) Whether or not a quorum is present, a majority of the Directors may adjourn the meeting to another time and place without further notice to any absent Director. At any such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally called.

Section 13. Action by Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed by a majority of the Directors. For the purposes of this section, an email shall constitute written consent. Such written consent shall be filed with the minutes of the proceedings of the Board.

Section 14. Meeting by Electronic Means. The Board may participate in a meeting by electronic means such as video conference or telephone call or by similar communications activity, provided that all Directors participating in the meeting can communicate with each

other at the same time. Participation by such means shall constitute presence at such meeting.

Section 15. Attendance by Members.

(a) Unless the Board expressly decides otherwise by declaring a meeting or a portion of a meeting as open to all members, all meetings of the Board shall be open to elected Board members and one 'second' from the same firm.

(b) A Committee Chair may attend Board meetings and may be requested to deliver a Committee report to the Board of Directors during the meeting.

Section 16. Executive Committee. An Executive Committee shall be established within the Board of Directors that will, in absence of a quorum, make business decisions for the Association. Members of the Executive Committee will be the Chairperson, Vice Chairperson, Treasurer, Secretary, and one At-Large Director who is chosen by the At-Large Directors for a two-year term and may serve consecutive terms.

ARTICLE IX. OFFICERS

Section 1. General. The Officers of the Association shall be a President, who shall be a non-voting member of the Board of Directors, a Secretary, and a Treasurer, each to be elected by the Board of Directors.

Section 2. Prohibitions. The same person may not hold more than one Officer position at one time. No person shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law, the Articles of Incorporation, or these By-Laws to be executed, acknowledged or verified by two (2) or more Officers.

Section 3. Powers. The Officers of the Association shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be determined by the Board.

Section 4. Term of Office; Removal. The Officers of the Association shall hold office for two (2) year terms and until the election and qualification of their successors or their resignation, unless a different term of office is agreed to with any Officer by contract or otherwise with the approval of the Board. Any Officer may serve consecutive terms. Any vacancy may be filled by the Board for the remainder of the Officer's term.

Section 5. The President. The President of the Association shall be the chief operating officer of the Association, and shall have general charge of the business, affairs and property of the Association and general supervision over its other Officers and agents. The President shall see that all resolutions of the Board are carried into effect. The President shall use his or her own discretion in determining the activities that will further the purposes of the Association. The President's supervision over the affairs of the Association shall be subject to the supervision and review of the Board, which may, by majority vote, overrule his or her

decisions. The President shall prepare an annual operating budget, which shall be reviewed by the Treasurer and presented to the Board of Directors for review and approval.

Section 6. The Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Board. The Secretary shall keep the minutes of the meetings of the Board. The Secretary shall send copies of the minutes of all meetings to the Board and shall also see that the books, reports, statements, and all other documents required by law are properly kept and filled.

Section 7. The Treasurer. The Treasurer shall supervise and oversee the management of the corporate funds and other valuable effects, the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Association, and the deposit of all monies and other valuable effects in the name and to the credit of the Association in depositories as may be designated by the Board. The Treasurer shall disburse or oversee disbursement of the funds of the Association, working in close cooperation with the President and the Board, taking proper vouchers for such disbursements, and shall render to the President, whenever he or she may require it, an account of all his or her transactions as Treasurer and of the financial conditions of the Association. The Treasurer shall be responsible to review the finances of the Association periodically, review the Association budget annually prior to review and approval by the Board, and shall report to the Board on a regular basis on the status of the Association's finances and position against the budget.

Section 8. Resignation. Any Officer may resign at any time by delivering a written resignation to the Board, President or Secretary. Such resignation shall be effective upon delivery or as of the effective date set forth in the resignation.

Section 9. Employees. The Association may employ such full-time or part-time staff as the President or the Board may from time to time determine is necessary to fulfill the mission of the Association. Employment shall follow the laws of the States in which the Association offices are located.

Section 10. Salaries. The salaries, if any, of Officers and staff shall be determined by the President, except the salary of the President shall be fixed by the Board. The fact that an Officer is also a Director of the Association shall not prevent the Officer from receiving a salary for services rendered as an Officer.

ARTICLE X. ADVISORY BOARDS

Section 1. Creation. The Board may appoint any number of individuals to one or more committees, working groups, task forces or other such forms to advise the Board with respect to (a) appropriate activities and programs to be conducted to further the purposes of the Association or (b) any other matters (hereinafter referred to as an "Advisory Board"). All members of an Advisory Board shall serve at the pleasure of the Board. Members of an Advisory Board shall have no authority, express or implied, to bind or control the Association in any way. Members of an Advisory Board shall receive no compensation for serving.

Section 2. Procedure; Meetings. Each Advisory Board shall fix its own rules of procedure and shall meet at such times and at such places as may be provided by such rules. Meetings may occur via electronic means such as video or teleconferencing. Each Advisory Board shall keep minutes of its meetings and deliver such minutes to the Board. Joint meetings of the Board and an Advisory Board may occur if the Board so desires.

ARTICLE XI. COMMITTEES

Section 1. Board Committees. The Board may, from time to time, constitute such committees as the Board shall deem advisable. Such committees of the Board shall be composed only of the members of the Board and, therefore, may act with the authority of the Board to the extent that such authority has been vested in such committee. Standing committees shall be composed of not fewer than three (3) members of the Board. All committees shall report to the Board.

Section 2. Standing Committees.

(a) The membership may propose a Committee be established to address specific areas of concern to the Association. Approval to establish such a Committee will be made by the Board of Directors. Once approved, a Committee Chair will be recognized by the Board and a charter for that Committee will be developed with the assistance of the President. All Association members in good standing are eligible to participate on a Committee.

(b) Standing Committees are expected to be technical experts on issues related to the Association’s membership and may make recommendations to the Board regarding addressing certain issues. The decision whether to act on recommendations rests with the Board of Directors. Standing Committees may include:

i. Security – this Committee will address issues related to security and safety at marine terminals and on the working waterfront.

ii. Legislative – this Committee will monitor legislation, policies and procedures under consideration, proposed, or in process that may impact stevedoring and marine terminal operations.

iii. Insurance – this Committee will address insurance related issues that may impact Association members.

iv. Membership – this Committee will work with the President to attract new members, and improve benefits offered by the Association.

v. Operations – this Committee will endeavor to educate the membership about innovations in the various aspects of terminal operations, to include all types of cargo and cruise terminal operations.

ARTICLE XII. AGENTS AND REPRESENTATIVES

Section 1. The Board may appoint such agents and representatives of the Association with such powers and to perform such acts and duties on behalf of the Association as the Board may see fit, so far as may be consistent with these By-Laws, and to the extent authorized or permitted by law.

ARTICLE XIII. NOTICES

Section 1. Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation or these By-Laws, notice is required to be given to any Director, such notice may be given in writing, by mail, addressed to such Director at his or her address as it appears on the records of the Association. Notice may be given by telegram, e-mail, or private overnight mail service. Notice may not be transmitted verbally or by text.

Section 2. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these By-Laws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent to such notice. In addition, any Director who attends a meeting of the Board, without protesting such lack of notice at the commencement of the meeting, shall be conclusively deemed to have waived notice of such meeting.

ARTICLE XIV. CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Contracts. Except as otherwise provided in these By-Laws, the Board may authorize any Officer or other agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to a specific instance. Unless so authorized by the Board, no party shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable for any purpose or for any amount. For recordkeeping purposes, the President shall be notified of all contracts.

Section 2. Banks; Checks. The President shall, as necessary, select such banks or depositories proper for the funds of the Association. The President shall determine who shall be authorized to sign checks, drafts and other orders for the payment of money.

Section 3. Investments. The President shall, as necessary, select such banks or depositories deemed proper for the funds of the Association. The President shall determine who shall be authorized from time to time on the Association's behalf to sign checks, drafts and other orders for the payment of money.

ARTICLE XV. CORPORATE FINANCES

Section 1. Deposit of Funds. All funds of the Association not otherwise employed shall be deposited in such banks or trust companies as the Board may from time to time determine.

Section 2. Checks and Other Documents. All checks, drafts, notes and evidence of indebtedness of the Association shall be signed by such Officer or Officers of the Association as the Board from time to time may determine.

ARTICLE XVI. INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigation by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, trustee, partner, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in accordance with the rules provided in the Articles of Incorporation.

ARTICLE XVII. AMENDMENTS

Section 1. These By-Laws may be amended by a quorum vote of all members present or represented by written proxy at any regular or special meetings, or by email ballot provided that the proposed amendment or amendments have been emailed by the President and/or Secretary to each member in good standing at least three days prior to the date of such meeting, or deadline for a ballot by mail. For purposes of this Article, a meeting may be held by teleconference, video conference, or other electronic means in which all members participating can communicate with each other at the same time, and mail shall include electronic mail or other electronic means of communication.

ARTICLE XVIII. DISSOLUTION

Section 1. This Association is organized as a non-profit organization. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its members, trustees, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 2. In the event of dissolution or final liquidation of the Association:

(a) All liabilities and obligations of the Association shall be paid, satisfied, and discharged, or provisions shall be made therefore; and

(b) All remaining assets, of every nature and description whatsoever, shall be distributed to one or more organizations exempt from federal tax under section 501(c)(3) or

section 501(c)(6) of the Code, or the corresponding provisions of any future United States internal revenue law.

I certify that the foregoing represents accurately the By-Laws of National Association of Waterfront Employers approved by the Board of Directors on April 27, 2020, and amended on April 15, 2021.



Lauren Brand, President
National Association of Waterfront Employers

April 29, 2021
Date