

**BYLAWS
of the
AMERICAN GREAT LAKES PORTS ASSOCIATION**

ARTICLE 1 - NAME

Section 1. The name of the corporation is: American Great Lakes Ports Association, Inc hereinafter in these bylaws referred to as the “Association.”

ARTICLE II - OBJECTS AND PURPOSE

Section 1. The purpose of the Association shall be to exchange information relative to port development, operation, administration, and management; to encourage the development and use of waterborne transportation on the Great Lakes; and to foster both domestic and international shipping on the Great Lakes.

Section 2. To accomplish these purposes, the Association may engage in activities including, but not limited to: promoting beneficial policies at the state and federal level; educating policy makers and the general public, acting as a spokesman for the port community, and collaborating with similar Associations with common interests.

ARTICLE III - CORPORATE SEAL

Section 1. The seal of the corporation shall consist of the words, “American Great Lakes Ports Association, Inc.” within an indented circle, with the word “SEAL” in the center thereof, such seal to be the character of those used generally by corporations in the District of Columbia.

ARTICLE IV - MEMBERSHIP

Section 1. Members: The membership of the Association will consist of duly constituted public agencies on the United States side of the Great Lakes responsible for port and maritime development, management and promotion.

Section 2. Admittance to Membership: Applications for membership shall be made in writing to the Secretary of the Association and shall be subject to the approval or disapproval by majority vote of the full membership.

Section 3. Resignation from Membership: Any member may resign at any time by notifying the Secretary of the Association in writing. However, such a member shall be liable for outstanding dues as of the date of resignation. A member who has resigned may reapply for membership.

Section 4. Removal from Membership: A member may be removed from the Association for cause and their voting rights terminated by a vote of a majority of the membership. No such vote shall be conducted until the member in question has been notified in writing of the cause and afforded an opportunity for a hearing before the membership. The Secretary shall provide the member in question with at least two (2) weeks notice of the location, date and time of the hearing.

Section 5. Termination of Membership: A membership shall terminate upon the resignation or removal of a member, or upon the dissolution or termination of the existence of a member. Membership may also be terminated upon non-payment of fees or other charges owing to the Association sixty (60) days after written notice of such non-payment is sent by the Secretary to the member concerned.

Section 6. Voting Rights: Each member, who is in good standing, shall have the right to cast one vote upon any matter (including the election of officers) submitted to a vote of the membership. Each member may appoint any other member to be his/her lawful proxy to vote in his/her stead at any meeting; provided, however, such appointment of a proxy shall be made known to the Secretary of the Association prior to any vote by proxy being cast.

Section 7. Annual Dues: The Board of Directors will draft a schedule of dues to be presented and approved at each annual meeting. Dues shall be payable annually according to the schedule approved by the membership. There shall be no refunds of any annual fees to any member who resigns, or is expelled from the Association or whose membership is terminated for any other reason.

Section 8. Associate Membership: Individuals, organizations or companies that have an interest in the activities of the Association, but do not qualify for membership, may be approved as Associate Members by majority vote. Associate Members will be non-voting members of the Association.

ARTICLE V - BOARD OF DIRECTORS

Section 1. How Constituted: The business and affairs of the Association shall be managed by a board of directors composed of the Executive Director of each port agency, their designee, or in the case of a vacancy, another individual duly authorized by the port agency to represent its interests.

Section 3. Quorum: a quorum for the transaction of any business at any meeting of the board of directors shall consist of a majority of directors.

Section 4. Meetings: the board of directors shall hold at least two meetings during each calendar year, to be called by the President, for the purpose of receiving reports,

reviewing financial statements, electing officers and transaction of such other business that advances the objects of the Association.

Section 5. Powers: The board of directors shall have the power to appoint by resolution such regular and special committees as they deem advisable and necessary for the carrying out of the objects of the Association as a whole and to prescribe the duties and powers of such committees.

ARTICLE VI - OFFICERS

Section 1. Term: The Officers shall be a President, a Treasurer and a Secretary. These officers shall be elected at an annual meeting of the Association and shall serve for a two year period.

Section 2. Duties of the President: The President shall preside at all meetings of the Board of Directors and shall act as the chief executive officer of the Association. He shall be the official spokesman for the Association and shall have general supervision over all other officers and the affairs of the Association.

Section 3. Duties of the Treasurer: The Treasurer shall supervise the collection of the monies payable to the corporation and shall cause the same to be deposited in a bank or banks authorized by the directors. Additionally, the Treasurer will be responsible for preparation and submittal of all financial, tax and insurance documents as applicable to the laws of the District of Columbia.

Section 4. Duties of the Secretary: The Secretary shall notify the membership of all regular and special meetings. The Secretary shall keep the minutes of each meeting of the full membership and board of directors and shall distribute the minutes to the membership. The Secretary shall compile and maintain a list of the members of the Association, their addresses and other appropriate contact information. The Secretary shall be the custodian of the corporate seal; shall affix the seal of the corporation to such instruments as should be sealed, and shall perform such other duties as may be prescribed by the membership.

Section 5. Executive Director: The board of directors may appoint an executive director for such term and on such salary as the board may determine. The Executive Director shall be charged with the general supervision of the day to day affairs of the Association and shall be an ex-officio member of the board and all committees.

Section 6. Removal: An officer of the Association may be removed at any time by majority vote of the membership.

Section 7. Vacancies: If the position of any officer of the Association shall become vacant by reason of death, resignation, disqualification or otherwise, the board may elect another member to fill such vacancy at a meeting duly called and held.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. Membership: The three officers of the Association will constitute an executive committee which shall meet at the discretion of the President.

Section 2. Duties: The executive committee will provide oversight and guidance to the Executive Director on day-to-day matters and advise the President in managing the affairs of the Association.

ARTICLE VIII - ANNUAL MEETINGS

Section 1. Location: The annual meeting of the Association shall be held at such place and date as shall be decided upon by the board of directors.

Section 2. Quorum: a quorum for the transaction of business at any annual meeting shall constitute a majority of the membership.

Section 3. Notice: notice of the date, time, and location of the annual meeting will be provided to the membership by the Secretary at least four weeks prior to that meeting.

Section 4. Voting: each member of the Association shall have only one vote and voting by proxy will be allowed, as herein provided.

Section 5. Special Meetings: special meetings of the Association may be called by the President at his discretion or may be called upon the request of a majority of the directors.

ARTICLE IX - TRANSACTION OF BUSINESS

Section 1. Means: For the purposes of transacting business, the executive committee, the board of directors or any committee may meet in a common location, or in lieu of such a meeting, make decisions by correspondence, electronic facsimile, telephone conference or other electronic means.

ARTICLE X - AMENDMENTS

Section 1. Amendments: The constitution and bylaws of the Association may be amended in the following manner:

by a two-thirds vote of the directors present and voting at any annual or special meeting, providing notice has been given through the Secretary of such proposed amendments with the notice of the annual or special meeting, or

without such notice by the unanimous vote of all corporate members present and voting at any annual or special meeting.