

AAPA BYLAWS

1. NAME

The name of this corporation is the American Association of Port Authorities. The corporation is hereinafter sometimes referred to as “the Association.”

2. LOCATION

The location of its principal office in the State of Delaware shall be at 900 Market Street, in the city of Wilmington, County of New Castle.

3. CORPORATE SEAL

The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the year of its creation, and the word “Delaware.” Whenever the seal of the corporation is required to be impressed, it shall be attested by the Secretary.

4. USE OF ASSOCIATION NAME

Sustaining and associate members shall not describe, identify or represent themselves as being, or hold themselves out to be (or permit themselves to be described, identified, represented or held out to be), a member of the Association without the qualifying adjective “sustaining” or “associate” as the case may be.

5. MEMBERSHIP

There shall be five classes of membership as follows:

(a) *Corporate members*, consisting of public and governmental departments, boards, commissions, agencies, authorities, organizations or bodies, whether incorporated or unincorporated, exercising either governmental or proprietary 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, terminals or other port or harbor facilities or improvements. Notwithstanding the foregoing, no public or governmental department, board, commission, agency, authority, organization or body shall be a member unless it or its governing body is composed of residents of the Western Hemisphere or nationals of a nation or dominion of the Western Hemisphere and unless its principal office is located in and it exercises its powers, jurisdiction or authority with respect to one or more ports or port or harbor facilities or improvements located in the Western Hemisphere.

(b) *Sustaining members*, consisting of corporate entities, associations or individuals who are not eligible for membership as corporate members, associate members, or honorary members.

(c) *Associate members*, consisting of individual academicians with an interest in shipping and port development, and individuals who are former employees of the Association or a corporate member and who were active in the affairs of the Association, provided that individual is either retired, self-employed, or employed by an entity not otherwise eligible for corporate or sustaining member status.

(d) *Honorary members*, consisting of individuals who have contributed significantly to port and harbor development.

(e) *Introductory members*, consisting of public port agencies otherwise eligible for corporate membership, that are not currently members of the Association and have not been corporate members for at least five years. Introductory members shall not count toward the apportionment of members of the Board of Directors for each region of the Association. Annual dues for such port agencies shall be one-third of the common base dues level for corporate members. Dues for ports in this category shall be the same for all delegations. For ports becoming members on a date other than the beginning of a fiscal year, its dues for the first year shall be prorated based on the new member formula set forth in Bylaw 7 and shall be eligible to continue in that category for the next full fiscal year. A port agency may remain in this category for a maximum time of two years. Availability of such membership shall be approved by the Board of Directors in its discretion when it determines that the best interests of the Association would be served by such approval.

(f) For the purposes of these Bylaws, the term “Western Hemisphere” is hereby defined to mean and shall be construed as including North America, South America, Central America, the Caribbean, Hawaii and that area of the Pacific Ocean which in the judgment of the Board of Directors, or the Executive Committee if the power to act is delegated to it by the Board of Directors, is sufficiently related to the areas named hereinabove, by community of interest or otherwise, to justify the status of corporate membership.

6. ELECTION TO AND TERMINATION OF MEMBERSHIP

Applications for membership as corporate members shall be subject to approval or disapproval by resolution of the Board of Directors. Applications for membership as sustaining or associate members shall be subject to approval by the Board or the Executive Committee. Upon the approval of any such application by the Board or the Executive Committee, the applicant shall be deemed to be elected to membership in the class for which application was made.

Honorary members shall be nominated by the Executive Committee and elected by resolution of the corporate members, provided, however, any past Chairman of the Board no longer associated with a corporate member shall automatically become an honorary member. If any honorary member becomes associated with a corporate member, his honorary membership shall be suspended for the duration of the association.

Any sustaining or associate membership may be terminated at any time by resolution of the Board of Directors, the Executive Committee or of the corporate members. Any corporate or honorary membership may be terminated at any time by resolution of the corporate members adopted by a two-thirds vote. In the event a membership is so terminated, the member shall only be liable pro rata for current dues.

Corporate members shall be deemed to be not in good standing if their annual dues for the previous fiscal year have not been paid in full 14 days prior to the convening of the annual membership meeting. If such dues have not been paid at such time, the corporate member shall be suspended and shall not be entitled to any privileges of membership including participation in the annual membership meeting. Any corporate member so suspended shall be reinstated immediately upon payment of the aforementioned dues. Prior to suspension, special arrangements may be requested by a corporate member. Such arrangement shall be subject to the approval of the Board of Directors. Upon such approval, said corporate member will maintain full membership privileges for an additional period of time determined by the Board of Directors.

Any member may resign at any time but shall be liable for dues to the end of the fiscal year during which the resignation takes effect.

7. ANNUAL DUES

Membership dues shall be payable annually in legal tender of the United States, due on July 1 of each year, and shall be as follows:

DUES FOR CORPORATE MEMBERS

United States corporate members shall fund United States government relations activities with such expenses quantified and divided among those members based upon port gross receipts. The remainder of the budget of the Association, except that portion funded by the dues of sustaining and associate members, and non-dues revenues, shall be divided equally among all corporate members of the Association in order to provide a common base for dues assessments reflecting the services provided to all corporate members.

For U.S. corporate members, in addition to the common base dues assessment, dues to fund the Association's U.S. government relations activities shall be assessed according to ability to pay as determined by the member's gross receipts.

Gross Receipts reported by each member shall include all funds received by reason of the waterborne cargo tonnage passing in and out of the member's (geographic) jurisdiction, plus such funds as are appropriated or otherwise made available to the member by other agencies to defray expenses related to the member's waterborne cargo operations. Revenues derived by the member from operations such as, but not limited to, the operations of bridges, tunnels, airports, transit, convention centers and industrial parks shall not be included. Gross receipts shall be certified by each member's chief executive officer.

On or about January 1 of each year, AAPA Headquarters staff shall gather the aforesaid gross receipts figures for the most recent year available for each U.S. corporate member. Using the receipts for each port, he shall determine the combined gross receipts for all ports. The dues portion to fund U.S. government relations activities to be paid by each U.S. port shall be determined by its gross receipts multiplied by a value arrived at by dividing the budgeted expenses to fund U.S. government relations activities by total gross receipts.

However, no U.S. corporate member's dues shall be more than 5.5 percent nor less than 0.45 percent of the total dues paid by all U.S. corporate members. Any net shortage or overage in dues assessments resulting from the above restrictions shall be assessed, or credited in the case of an overage, to those members not in the maximum or minimum categories, with each member's portion being determined by the net shortage or overage multiplied by a value arrived at by dividing each port's gross receipts by total gross receipts of all ports not in the maximum or minimum categories.

The Treasurer shall submit to the Board of Directors, at its March or April meeting, a proposed budget for the fiscal year beginning July 1st following. Included in the proposed budget shall be the quantification of expenses required to fund U.S. government relations activities. The actual dues to be assessed each member shall be determined by applying the method described above to the budget approved by the Board of Directors at its March or April meeting preceding the fiscal year to which the budget applies.

DUES FOR SUSTAINING AND ASSOCIATE MEMBERS

Dues for sustaining and associate members shall be in an amount to be determined by the Board of Directors.

RESERVE FUND

The Board of Directors shall establish the appropriate level of the Association's Reserve Fund, and at the time it approves the annual operating budget of the Association shall determine the amount of the annual contribution to the Reserve Fund, if any. The fund shall, to the maximum extent practicable, be reserved for special projects and programs.

DUES FOR NEW MEMBERS

New members elected during the first third of the fiscal year (July 1 to October 31) shall be liable for dues for the entire fiscal year, and new members elected during any subsequent third of the fiscal year shall be liable for dues pro rata commencing with the first day of the third of the fiscal year during which they are elected.

8. BOARD OF DIRECTORS

Subject to policies established by the corporate membership, the Board of Directors shall be the policy-making body of the Association.

The Board of Directors shall consist of ex-officio directors and elective directors.

The Immediate Past Chairman of the Board shall be an ex-officio member of the Board and shall not be counted in the apportionment for his or her respective region as set forth in this Bylaw. In addition, each U.S. corporate member port that pays the maximum dues amount as set forth in Bylaw 7 will have an ex-officio seat on the Board and those seats shall not be counted in the apportionment for their respective regions as set forth in this Bylaw.

The elective directors shall be elected at the annual membership meeting (except that if no annual membership meeting is held in any year, they shall be elected by correspondence as hereinafter provided) for terms expiring at the next annual election of directors and when their successors are appointed and qualify.

As many elective directors shall be elected from each of the following regions as may be equal to the number of corporate members in good standing in such region, divided by three. Resulting fractions do not add an extra board seat..

United States North Atlantic ports, including Richmond.

United States North Pacific ports (north of the Oregon-California line).

United States South Atlantic ports, including Hampton Roads, Key West and ports in Puerto Rico and the United States Virgin Islands.

United States Gulf ports.

The Great Lakes ports of the United States.

The ports of Canada.

United States South Pacific ports (south of Oregon-California line), including ports in the Hawaiian Islands, Guam and Trust Territories.

Mexico, Central America and Panama ports.

Caribbean Islands (other than U.S.).

The ports of the continent of South America.

The elective directors from each region, however, shall not be elected solely by the members of that region, but by all corporate members.

No one shall be eligible for election as an elective director other than a commissioner, officer, employee or other representative of a corporate member.

No more than one officer, employee or other representative of any one corporate member shall hold office as an elective director at any one time.

9. MEETING OF DIRECTORS

Regular meetings of the Board of Directors shall be held as follows: (1) As soon as practicable following the adjournment of the annual membership meeting, and preferably at the same place or a place convenient thereto; (2) during the month of March or April

and preferably in Washington, D.C.; and, (3) immediately before or at such time as may be practicable before the annual membership meeting, and preferably at the same place or a place convenient thereto. Special meetings of the Board may be held at such times and places as may be designated by the Chairman of the Board.

Notice of the first regular meeting of the Board of Directors to be held following an annual membership meeting may be given either orally or in writing at any time before such meeting of the Board is convened, and an oral announcement of the time and place of such meeting, made at such annual membership meeting, shall constitute sufficient notice to all directors. Notice of all other regular and special meetings of the Board shall be given in writing at least twenty (20) days in advance. One-fourth of the directors shall constitute a quorum at any regular or special meeting of the Board.

The use of proxies, either general or limited, shall not be permitted at meetings of the Board of Directors.

All actions of the Board shall be taken by majority vote of the Board members present. If a majority vote is not attained, a subsequent vote shall be taken between the two options with the most votes. At each Spring (March or April) Board of Directors meeting, the Board will select a site for the Annual Convention to be held five years hence.

10. EXECUTIVE COMMITTEE

There shall be a ten-member (one from each of the regions mentioned in Bylaw 8) Executive Committee consisting of ex-officio members and appointed members. The appointed members shall be appointed by the Chairman of the Board. Under provisions set forth below, the Committee may be expanded to include more than ten members.

The ex-officio members shall be the Chairman of the Board, the Chairman from each of the four delegations and the Immediate Past Chairman of the Board. If the person elected Chairman of the Board-Elect is not otherwise a member of the committee, he or she shall also be an ex-officio member. If any two of the foregoing delegation officers shall be from the same region, both shall be eligible to serve. All members of the Executive Committee must be members of the Board of Directors, either ex-officio or elective. The appointed members shall be appointed by the Chairman of the Board, one from each of the regions mentioned in Bylaw 8 which is not represented on the committee by an ex-officio member. No one shall be eligible for appointment as an appointed member unless he is eligible, at the time of his appointment, for election as any elective director under the requirements set forth in Bylaw 8. Any vacancy in the membership of the committee occurring during the year shall be filled by the appointment by the Chairman of the Board from the region in which the vacancy occurred. The corporate members of each region may select an individual to serve as an alternate to the Executive Committee to represent their region.

The Executive Committee shall from time to time make recommendations to the Board of Directors with respect to the affairs of the Association and shall perform such other functions and duties as may be assigned to it by resolution of the membership or of the

Board. The powers of the Board are delegated to the Executive Committee between Board meetings unless the Board votes to limit its delegation of authority.

The use of proxies, either general or limited, shall not be permitted at meetings of the Executive Committee.

Six members of the Executive Committee shall constitute a quorum for the transaction of business at any regular or special meeting of the Executive Committee.

11. DELEGATION AND ADMINISTRATIVE OFFICERS

For the purpose of designating its elected delegation officers, the Association shall consist of four delegations, one composed of corporate members from the United States and its territories, a second composed of corporate members from Canada, a third composed of corporate members from Mexico, Central America, Panama and South America, and a fourth composed of corporate members from the Caribbean Islands (other than U.S.). The Association shall have a Chairman of the Board and a Chairman, Chairman-Elect and Vice Chairman from each of the four delegations as set forth in this Bylaw. The Chairman of the Board shall also serve as chairman of one of the delegations. Said delegation officers (except the Chairman of the Board and the Chairman of each delegation) and the directors shall be elected at the annual membership meeting. The delegation officers (except the Chairman) shall be elected by the corporate members of each respective delegation.

At the regular meeting of the Board of Directors held during March or April, the Chairman of the Board for the following activity year shall be elected by the Board of Directors from among the four Chairmen-Elect, or otherwise prospective chairmen for the next activity year, of the respective delegations according to approved delegation rules and procedures, and shall take office at the close of the next succeeding annual membership meeting. The Chairman of the Board-Elect shall automatically succeed to the office of Chairman of the Board without nomination or election.

All of said delegation officers and directors shall take office at the close of the annual membership meeting (except that if no annual membership meeting is held in any year, with the exception of the Chairman of the Board, they shall be elected by correspondence as hereinafter provided).

Eligibility requirements for election as Chairman, Chairman-Elect or Vice Chairman shall be determined by each of the delegations referred to in this Bylaw and shall be incorporated in the rules and procedures adopted for the nominations of its own delegation officers.

The Chairman of the Board shall be the chief policy officer of the Association, shall have general supervision over all the other delegation officers and of the affairs of the Association, and, except as provided for in Bylaw 25(b), shall be ex-officio a member of

the Executive Committee and all standing committees, and shall preside at all meetings of the members.

The Association shall also have a President who shall be the chief executive and administrative officer of the Association, a General Counsel, a Secretary and a Treasurer, each of whom shall be appointed by the Board of Directors and shall serve at the pleasure of the Board at such compensation and upon such terms and conditions as may be agreed upon. The Board may in its discretion appoint one person to two or more of said offices. Each of the administrative officers of the Association shall have the powers and perform the functions customarily had and performed by persons holding similar offices, and such other powers and functions as may from time to time be vested in them by resolutions of the Board of Directors or the Executive Committee or the membership.

The Association shall have such other administrative officers as may be determined by the Board of Directors. Such other officers shall serve at the pleasure of the Board at such compensation and upon such terms and conditions as may be agreed upon.

If the Association adopts a pension or retirement plan for the benefit of its employees which involves the establishment and maintenance of a special trust fund, then, unless otherwise determined from time to time by resolution of the Executive Committee or of the Board or of the membership, the Chairman of the Board shall be the trustee of such trust fund.

Notwithstanding anything to the contrary contained in these Bylaws, the Association, upon the prior approval of the Board of Directors, may enter into personal service contracts with any of its administrative officers, provided, however, that the term of any such contract shall not exceed five years.

Each delegation shall promulgate and maintain rules and procedures for the nominations, election, and replacement of its own delegation officers and for other aspects of election such as geographic rotations, if any, and terms of service. Such rules and procedures shall conform to the provisions of these Bylaws and in the event of any conflict between the rules and procedures and the Bylaws, the provisions of the Bylaws shall prevail and control. Any amendments to such rules and procedures shall be published and distributed ninety (90) days prior to the annual convention of the Association and it shall be the duty of the President to distribute them to the corporate members. The election of the officers of each delegation shall take place at the annual membership meeting of the Association. Only the corporate members of each delegation in good standing shall be eligible to vote and proper credentials shall be required. Written proxies shall be allowed, but may be exercised only by a member of the particular delegation.

The Chairman of the Board shall preside at all meetings of the Board of Directors, the Executive Committee, the annual membership meeting and the opening ceremonies of the annual convention.

As used in these Bylaws, the term "Chairman of the Board-Elect" shall mean and refer to the Chairman-Elect, or otherwise prospective chairman, of one of the four delegations who has been elected by the Board of Directors to the office of Chairman of the Board to take office at the close of the next annual membership meeting.

12. RESIGNATION OR REMOVAL OF OFFICERS, DIRECTORS AND MEMBERS OF THE EXECUTIVE COMMITTEE

If for a period of sixty (60) consecutive days during his term of office, the Chairman of the Board is not a commissioner, officer or employee of a corporate member with whom he was associated at the time of his election, he shall be deemed to have tendered his resignation from office; but such resignation shall not be effective unless accepted by a majority vote of the Board of Directors (or of the Executive Committee, if the Board delegates such power to the Committee). As to all other delegation officers, directors and members of the Executive Committee, if for a period of thirty (30) consecutive days during the term of office, that person is not a commissioner, officer, or employee of a corporate member with whom he was associated at the time of his election or appointment, that person shall be deemed to have tendered his resignation from the office or position held, and such resignation shall take effect upon the expiration of said thirty (30) day period.

Any delegation officer or director may be removed from office at any time by majority vote of the corporate members.

If between annual membership meetings, a vacancy shall occur in the office of Chairman of the Board, the Chairman of the Board-Elect shall become Chairman of the Board unless there is no Chairman of the Board-Elect, in which event the vacancy shall be filled by the Board of Directors from among the four ranking delegation officers of the respective delegations at either a convened meeting or by using the provisions of Bylaw 24 relating to the transaction of business by mail or electronic communications. If between annual membership meetings a vacancy shall occur in the office of an elective director, such vacancy shall be filled from the region theretofore represented by such elective director by a majority vote of the Board.

Nothing herein shall be construed to prevent a delegation officer or director from resigning voluntarily at any time, or from making such resignation effective immediately.

13. SIGNATURE OF CHECKS

Checks, drafts, orders for the payment of money and promissory notes shall be signed or endorsed by the AAPA President and such person or persons as the President may select.

14. ANNUAL AUDIT

The books and accounts of the Association shall be audited annually by an independent certified public accountant or firm of certified public accountants, who shall

be selected and employed by the Board of Directors (or by the Executive Committee if the Board delegates such power to the Committee) directly and not through the medium of any person or persons charged with keeping such books and accounts, and who shall report directly to said Board (or Committee).

15. FISCAL YEAR

The fiscal year of the Association shall begin on July 1st and end on June 30th. Dues shall be payable on the first day of the fiscal year.

16. ANNUAL MEMBERSHIP MEETING

The annual membership meeting shall be held each year at the annual convention and a notice of such meeting shall be mailed or delivered to each member at least thirty (30) days prior to the date of such meeting and each such member shall be informed by said notice of the place at which the meeting is to be held. The failure of any member to actually receive such notice shall not, however, render the holding of the meeting invalid.

17. SPECIAL MEETINGS

If the annual membership meeting for any reason is not to be held at the time and place previously determined, a special meeting in lieu thereof shall be held at such time and place as may be fixed by the Chairman of the Board and thirty (30) days' notice of such time and place shall be sent in the usual manner to each member.

18. REQUIRED QUORUM

One-third of the corporate members shall constitute a quorum for the transaction of business at any annual or special meeting of the members.

If a quorum be not present at any such meeting, the corporate members present may adjourn to such future time and to such place as shall be agreed upon by them and notice of such adjournment shall be mailed to each member at least thirty (30) days before such adjourned meeting; but if a quorum be present they may adjourn from day to day as they see fit and no notice of such adjournment need be given.

19. VOTING RIGHTS AND PRIVILEGES OF THE FLOOR

Only corporate members in good standing shall be entitled to vote.

Each corporate member shall have the right to cast one vote upon any matter (including the election of delegation officers) submitted to a vote of the membership. Such right shall be exercised as hereinafter provided.

Introductory, sustaining, associate and honorary members shall not have the right to vote upon matters submitted to the membership.

The vote of a corporate member shall be cast at a regular or special meeting only by the holder of a written proxy authorizing the holder thereof to cast such vote on behalf of such corporate member. Such proxy may be either: (a) a general proxy, authorizing the holder thereof to act for such corporate member upon all matters before or in connection with such meeting; or, (b) a limited proxy, authorizing the holder thereof to cast the vote of such corporate member in a particular manner with respect to one or more particular matters.

Only the corporate members represented at a meeting by holders of general proxies shall be considered in counting a quorum; but in determining the result of any vote, the votes cast by the holders of special proxies, as well as of general proxies shall be counted.

The holders of general proxies (and in case of their absence or disability, their alternates) shall have and shall exercise at the meeting all rights of the members they represent, including the right to make and second nomination and motions and the right to participate in debate. The holders of limited proxies (and their alternates) have the same rights, but only with respect to the particular matter or matters specified in their proxies.

Upon election to introductory membership, such ports shall be non-voting members, but shall have the privileges of the floor at the annual membership meeting, and individuals representing such ports shall not be eligible for nomination or election to the Board of Directors, the Executive Committee or an elected office.

Each sustaining member shall have the right to appoint one representative to each meeting who shall have the privileges of the floor, including the right to participate in debate, but not the right to make or second nominations or motions or to vote.

Associate members attending meetings shall have the privileges of the floor, including the right to participate in debate, but not the right to make or second nominations or resolutions or to vote.

The privileges of the floor (including the right to participate in debate, but not the right to make or second nominations or resolutions or to vote) may be extended to any other person or persons either by the presiding officer or by majority vote of the general proxy holders.

20. RESOLUTIONS

The resolutions adopted at any meeting, regular or special, or adopted by correspondence pursuant to Bylaw 24, shall be divided into classes as follows:

- (a) Procedural Resolutions

Procedural resolutions shall consist of: (i) Resolutions providing for changing or modifications in the certificate of incorporation or bylaws; and (ii) resolutions to receive, accept or approve the reports of officers or committees.

A procedural resolution accepting or approving the report of an officer or a committee containing recommendations, shall be deemed to constitute an acceptance or approval of such recommendations only until the adjournment of the annual membership meeting next held after the adoption of such resolution and the acceptance or approval of such recommendations shall cease to have force and effect at that time, without prejudice however, to any separate resolution which may be adopted with respect to such recommendations.

(b) All Other Resolutions

Each resolution, other than a procedural resolution, adopted at or subsequent to an annual membership meeting of the Association shall cease to have force and effect upon the adjournment of the annual membership meeting next held after its adoption, unless readopted at such next ensuing annual meeting.

21. STANDING COMMITTEES

In addition to the committees authorized to be established in Bylaw 25, the Executive Committee, subject to the supervision of the Board of Directors, shall establish such standing committees as it deems necessary for the proper functioning of the Association. The Executive Committee, when establishing standing committees, shall assign to each such committee purposes, goals and objectives and when appropriate, shall modify such purposes, goals and objectives to reflect new or changed conditions. The Executive Committee may at its discretion dissolve any standing committee or combine two or more committees when in its judgment such changes are in the best interest of the Association. The Chairmen of such standing committees shall be appointed each year by the incoming Chairman of the Board. Members of said committees shall be appointed by the respective Committee Chairmen.

In the event that the powers, duties and functions of any two or more standing committees shall overlap, such committees shall cooperate to the extent feasible, and in case of serious conflict, the matter shall be resolved by the Chairman of the Board. The Chairman of the Board shall report his action in resolving such conflict to the Board of Directors.

The Chairman of the Board shall have the authority to establish and appoint the members of such ad hoc committees during his term of office as he deems necessary and appropriate to deal with specific problems which may arise and are not within the jurisdiction of any standing committees.

22. TRANSACTION OF BUSINESS BY MAIL OR ELECTRONIC COMMUNICATION

For the purpose of transacting business, the corporate members of the Association, the Board of Directors, and any and all committees and subcommittees may act not only at the meetings, but also by correspondence, and votes may be taken by mail, an electronic means of communication and any combination thereof, except as otherwise provided in these Bylaws.

No matter shall be submitted to the corporate membership for a vote by correspondence unless authorized by the Board of Directors; and in all cases where a vote of the corporate members is taken by correspondence, it shall be governed by the same rules as hereinbefore prescribed for taking votes by correspondence upon proposed amendments to these Bylaws.

In the case of the Board of Directors and of committees and subcommittees, if any resolution or other action be proposed by mail, an electronic means of communication and any combination thereof, to all members of the Board or of a committee or subcommittee, and shall be approved in the same manner by a majority thereof, such resolution or other action shall have the same force and effect as though it had been adopted or taken by the Board or such committee or subcommittee at a regular meeting thereof.

23. MATTERS INVOLVING UNITED STATES GOVERNMENTAL POLICY

(a) If it shall be or become necessary to take a vote of the membership to determine the action to be taken by the Association with respect to any legislative proposal pending before the Congress of the United States or with respect to any other matter which involves the policy of Congress or the governmental policy of the United States, only the votes cast by or on behalf of corporate members from the United States (including its territories, possessions and dependencies) shall be counted. Similarly, if it shall be or become necessary to take a vote of the Board of Directors or of any committee or subcommittee with respect to any such matter, only votes of such members of the Board or of such committee or subcommittee as are citizens and residents of the United States shall be counted.

If as a result of any such vote, any recommendation shall be made or any opinion expressed on behalf of the Association with respect to any such matter (whether to Congress or to any officer or agency of the United States or the public press or otherwise), it shall also be stated that only United States ports, or United States citizens, as the case may be, voted upon such recommendation or expression of opinion.

(b) There shall be established by the United States corporate members of the Board of Directors such standing committees as are deemed necessary or desirable to deal with the United States government on matters of national defense and national transportation. The mission of these committees shall be established, modified and/or amended as

necessary by the United States members of the Board of Directors, who may also dissolve such committees if they are no longer needed.

The Chairmen of the committees established pursuant to this section of the Bylaws shall be appointed annually by the incoming Chairman of the Board (or if such Chairman is not both a citizen and resident of the United States, then by the Chairman of the United States delegation). Members of said committees shall be appointed by the respective Committee Chairmen, subject to approval by the incoming Chairman of the Board. Such committees shall be composed of persons who are both citizens and residents of the United States and subject to the supervision of the directors who are such citizens and residents.

(c) There shall be a standing committee known as the United States Legislative Policy Council, composed of the members of the Executive Committee who are officers or employees of the United States corporate members of the Association. In addition, all U.S. corporate member ports that pay the maximum dues amount as set forth in Bylaw 7 may agree upon and designate one additional individual to serve on the Legislative Policy Council. In the event that a region specified in Bylaw 8 which includes ports within and ports outside the United States is represented on the Executive Committee by an officer or employee of a non-United States port, the United States corporate members from that region shall select a representative of a United States corporate member from the region to serve on the United States Legislative Policy Council. The Chairman of the United States delegation shall serve as chairman of the Council and the next highest ranking United States officer shall serve as vice chairman of the Council. The Council shall meet with the President and appropriate staff at the annual convention and at the meeting of the Board of Directors during March or April and as necessary upon the call of the chairman of the Council for the purpose of reviewing the legislation and governmental relations program and activities of the Association and affording guidance to the President in carrying out the policies of the Association. The U.S. corporate members of each region may select an individual to serve as an alternate to the Legislative Policy Council. In the absence of a region's Council member, the region's alternate shall have all rights and voting privileges of the member and the presence of the alternate shall be counted in the determination of a quorum.

The Council shall have broad authority to monitor and analyze United States legislative and regulatory issues, limited authority to establish United States legislative policy and positions on behalf of the Board of Directors, and supervisory authority in establishing and executing legislative strategies. The Council shall have authority to establish legislative policies and positions on behalf of the Board of Directors, except in those cases where two or more members of the Council attending and voting at a meeting of the Council move that the particular issue in question be referred to the United States members of the Board of Directors for decision. In such case, the President shall present that issue to the United States members of the Board of Directors in the most expeditious manner for their consideration and determination. The Council shall abide by the determination made by the majority vote of the United States members of the Board of Directors.

In establishing policies, the Council shall be guided by the effective resolutions adopted by the United States corporate members of the Association at the previous annual membership meeting and shall have authority to amend or refine such resolutions or establish new positions which in its judgment represent the best interests of the United States corporate members. The Council shall report its actions to the Board of Directors at each of its meetings.

Four members of the Council shall constitute a quorum for the transaction of business at any regular or special meeting of the Council and at least four affirmative votes shall be required for any action, except that if five or more members are present a majority vote of those present shall be required for any action.

24. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

25. AMENDMENTS

These Bylaws may be altered or amended at any annual or special meeting by a two-thirds vote of the corporate members present. The Executive Committee or the Board of Directors may propose an amendment to the Bylaws at any other time and the vote thereon may be taken by letter or electronic ballot. To take a vote upon any proposed amendment to the Bylaws by letter or electronic ballot, the AAPA Headquarters staff may send a copy of the proposed amendment by mail or e-mail to each corporate member. Corporate members desiring to vote shall respond to the mail or e-mail and indicate their approval or disapproval of the proposed amendment. Each corporate member shall have thirty (30) days within which to return the vote. Upon the expiration of the thirty (30) days the Chairman of the Board and Secretary shall canvass the ballot and record the vote. If the proposed amendment shall receive two-thirds of the vote cast by corporate members, provided that at least 10 votes are received, the amendment shall be deemed to have been adopted, otherwise it shall be deemed to have been rejected. The Secretary shall announce the result of any vote by ballot by mail, e-mail, or through the official journal of the Association (if there be one) and shall insert such result in the minutes held by correspondence as of the date on which the ballot was canvassed.

Notwithstanding the foregoing provisions, however, if any proposed amendment is submitted to a vote of the corporate members by letter or electronic ballot and a regular or special meeting is actually held before the date on which such ballots are to be canvassed and such vote recorded (a quorum being present at such regular or special meeting), then all proceedings for the taking of such vote by letter ballot (including all votes cast for or against such proposed amendment) shall be and become void and of no effect, and the vote upon such proposed amendment shall be taken at such meeting.