

AAPA Bylaws

As Amended by Vote of General Membership 12.21.22

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. MEMBERSHIP

There shall be seven classes of membership as follows:

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.

Industry Solution Provider (“ISP”) members, consisting of vendors, service providers, and value- added resellers to the ports.

Supply Chain Partner (“SCP”) members consisting of customers to the ports, including retailers, shipping customers, etc.

Academic Members, consisting of colleges with apprenticeships and internships, training for employees working for the ports, ISPs, and SCPs.

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.

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

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. 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-half of the common base dues level for corporate members. In any fiscal year, dues shall be the same for all introductory members. 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.

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 is sufficiently related to the areas named hereinabove, by community of interest or otherwise, to justify the status of corporate membership.

5. 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 Industry Solution Provider, Supply Chain Partner, Academic or associate members shall be subject to approval by the Board. Upon the approval of any such application by the Board, 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 Board of Directors and elected by resolution of the corporate members, provided, however, any past Chair 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 Industry Solution Provider, Supply Chain Partner, Academic or associate membership may be terminated at any time by resolution of the Board of Directors 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 current 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.

6. ANNUAL DUES

Membership dues shall be payable annually in legal tender of the United States, due on the first day of the fiscal year to which they apply. Corporate member accounts owing after the thirtieth calendar day of the fiscal year shall be referred to respective regional delegation Board Directors.

7. DUES FOR CORPORATE MEMBERS

Beginning in fiscal year 2023 [July 1, 2022 – June 30, 2023] and continuing thereafter, U.S. corporate member dues are determined based on the following tiers according to U.S. corporate member gross receipts:

Gross receipts – Lower Bound	Gross receipts – Upper Bound	Dues
\$350,000,000.00	NO LIMIT	\$122,000.00
\$250,000,000.00	\$349,999,999.00	\$96,500.00
\$174,000,000.00	\$249,999,999.00	\$74,250.00
\$144,000,000.00	\$173,999,999.00	\$65,500.00

\$105,000,000.00	\$143,999,999.00	\$53,500.00
\$75,000,000.00	\$104,999,999.00	\$41,500.00
\$60,000,000.00	\$74,999,999.00	\$32,500.00
\$42,500,000.00	\$59,999,999.00	\$26,500.00
\$32,000,000.00	\$42,499,999.00	\$22,500.00
\$20,000,000.00	\$31,999,999.00	\$18,750.00
\$12,000,000.00	\$19,999,999.00	\$15,750.00
\$5,500,000.00	\$11,999,999.00	\$13,000.00
\$2,300,000.00	\$5,499,999.00	\$11,500.00
No limit	\$2,299,999.00	\$10,000.00

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 or equivalent.

8. DUES FOR CARIBBEAN CORPORATE MEMBERS, LATIN AMERICAN CORPORATE MEMBERS, INDUSTRY SOLUTION PROVIDERS, SUPPLY CHAIN PARTNERS, ACADEMIC PARTNERS AND ASSOCIATE MEMBERS

Notwithstanding any of the foregoing, dues for Canadian Corporate Members, Caribbean Corporate Members, Latin American Corporate Members, Industry Solution Providers, Supply Chain Partners, Academic Partners and Associate Members shall be in an amount determined by the Board of Directors.

9. 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.

10. DUES FOR NEW MEMBERS

Notwithstanding the foregoing, new members shall be billed pro rata based on their date of joining until the end of the fiscal year in which they join.

11. BOARD OF DIRECTORS

Section 1: Composition of the Board

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 11 members who serve 2-year terms. There will be one Director for each of the 6 U.S. regions, one Director from the Canadian region, one Director from the max dues payer delegation, two at-large U.S. Directors, and one Chair of the board.

No region may have more than two seats at any time on the Board of Directors.

A. The U.S. regions.

1. The United States Great Lakes.
2. United States Gulf Ports.
3. The United States North Atlantic, including all member ports North of the border between the States of Virginia and Maryland, except for the ports in the Great Lakes delegation.
4. The United States North Pacific, including all member ports North of the border between the States of California and Oregon.

5. United States South Atlantic, including all member ports South of the border between the States of Virginia and Maryland, except for the ports in the Gulf Ports delegation.
6. United States South Pacific, including all member ports South of the border between the States of Oregon and California, including ports in the Hawaiian Islands, Guam and Trust Territories.

B. The Canadian region will include all member ports located in Canada.

C. The Max Dues Payer Delegation.

The max dues payer delegation consists of U.S. members that pay the maximum dues in the fiscal year immediately preceding the term of election. To ensure geographic diversity, the max dues payer Director counts towards the max 2 seats per region total.

D. The At-Large Directors.

Two Directors will be elected by the Board of Directors as U.S. at-large members. To ensure geographic diversity, at-large Directors count towards the max 2 seats per region total.

Section 2: Eligibility

Any member in good standing is eligible for membership in the Board of Directors.

No one shall be eligible for election as a Director other than a corporate member chief executive officer, executive Director, or head of the seaport department within a larger agency.

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

Section 3: Election of Directors

A. Election of Directors

Each region and delegation shall promulgate and maintain rules and procedures for the nominations, election, and replacement of its own Directors. 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. The election of each region or delegation's Director shall take place before or at the annual membership meeting of the

Association. Only the corporate members of each region and 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 region or delegation.

The Directors from each region and delegation shall be nominated solely by the members of that region or delegation and certified by all corporate members at the annual membership meeting.

The New Board of Directors shall elect one at-large Director from the U.S. corporate members at the first meeting following the annual convention. The at-large candidate can be self-nominated or nominated by any member port, board member, or Chair of the board.

The New Board of Directors shall elect the Chair of the board at the first meeting following the annual convention. Nominations for the Chair of the Board shall come from the then-current Board of Directors. Nominations may only include members of the then-current Board of Directors. Once elected, the Chair will vacate his or her regional or delegation seat and fill the Chair's seat. The vacant seat shall be filled in accordance with Bylaw 14(c).

The Chair shall serve a term of two years irrespective of any prior time served on the Board. The electee to the seat vacated by the Chair shall serve a term of two years.

Once the Chair vacates his or her regional or delegation seat, the Chair shall not count towards the 2 seats per region limit.

The Board of Directors may elect a Vice Chair. Nominations for the Vice Chair of the Board shall come from the then-current Board of Directors. Nominations may only include members of the then-current Board of Directors, and any election of a Vice Chair shall not change the total number of board members or otherwise alter the composition of the board.

B. Election Cycles

The election of members to the Board of Directors shall occur on two cycles; an A Cycle and a B cycle. The cycles will be staggered, and each will occur every two years, with the exception of the first A cycle after the adoption of these Bylaws.

The A cycle includes the U.S. North Pacific, the U.S. Great Lakes, and U.S. North Atlantic regions. The A cycle also includes the max dues payer delegation and one at-large Director. The first term of the Directors on Cycle A concludes after one year following approval of these Bylaws, and those Directors will be subject to new elections. Thereafter, the Directors on Cycle A are subject to new elections every two years.

The B cycle includes the U.S. South Pacific, the U.S. Gulf Ports, U.S. South Atlantic, and the Canadian Ports region. It also includes one at large Director and the Chair of the Board of Directors. The first term of the Directors on Cycle B concludes two years following approval of these Bylaws, and those Directors will be subject to new elections. Thereafter, the Directors on Cycle B are subject to new elections every two years.

Section 4: Seating of New Directors

All Directors shall take office at the close of the annual membership meeting except the Chair of the board and the at-large Directors. The Chair and the at-large Directors are seated immediately following their election.

Section 5: Attendance Requirement of the Board of Directors

All Directors shall attend every board meeting. AAPA Headquarters staff shall provide an option for Directors to attend meetings virtually as well as in-person.

If a Director does not attend two consecutive meetings, either in-person or virtually, then the Director is subject to replacement by a vote by the Directors in good standing of the respective region or delegation.

Section 6: Duties of the Chair of the Board of Directors

The Chair of the Board shall be the chief policy officer of the Association shall have general supervision over the affairs of the Association, and, except as provided for in Bylaw 25(b), shall preside at all meetings of the members.

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

Section 7: Duties of the Vice Chair of the Board of Directors

The Vice Chair of the Board, if the Board has elected one, shall serve as an informal back-up for the Chair in her or his supervisory and administrative functions, such as presiding over meetings of the Board of Directors.

12. MEETING OF DIRECTORS

Regular meetings of the Board of Directors shall be held as follows: (1) During the month of January in conjunction with AAPA's Shifting Trade conference or similar event; (2) at the Spring Conference; (3) at the annual AAPA convention; (4) and in conjunction with the Port Executive Directors Seminar. Special meetings of the board may be held at such times and places as may be designated by the Chair 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. Seven 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.

13. STAFF OFFICERS

Section 1: Determination of Staff Officers

All staff officers are appointed by the Board of Directors and serve at the pleasure of the Board of Directors at such compensation and upon such terms and conditions as may be agreed upon. The board may, in its discretion, appoint one person as the General Counsel and as the Secretary. However, no one shall be appointed to more than one office if appointed as the President or Treasurer. Each staff officer shall have the powers to 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 membership.

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

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.

Section 2: Duties of Staff Officers

A. The President (or preferred title). The Association shall also have a President who shall be the chief executive and administrative officer of the Association. The president shall lead the Board of Directors in performing its duties and responsibilities, and shall perform all other duties incident to the office or properly required by the Board of Directors.

B. General Counsel. The Association shall have a General Counsel. The General Counsel shall be responsible for handling on behalf of the Association all proceedings and matters of a legal nature. The General Counsel shall render advice and legal counsel to the board, officers, and employees of the Association, as necessary to the proper conduct of the business. The General Counsel shall keep the management of the Association informed of all significant development of a legal nature affecting the interests of the corporation.

C. Secretary. The Association shall have a secretary. In the role of secretary of the Association, the Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held, and such other information as shall be necessary to

determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the board president.

D. Treasurer. The Association shall have a treasurer. The treasurer shall be the lead Director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of an audit or financial review results. In conjunction with other Directors or officers, the treasurer shall oversee budget preparation and shall ensure that the appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The treasurer shall perform all duties properly required by the Board of Directors or the board president.

14. RESIGNATION, REMOVAL, AND VACANCY OF OFFICERS AND DIRECTORS

A. Resignation.

If for a period of sixty (60) consecutive days during his term of office, the Chair of the board is not an officer, employee, or another representative 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.

All Directors, if for a period of thirty (30) consecutive days during the term of office, that person is not an officer, employee, or another representative 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.

B: Removal.

The Chair or any Director may be removed from office at any time by a majority vote of the corporate members.

C: Vacancy

If, between annual membership meetings, a vacancy shall occur in the office of Chair of the Board or in the office of the at-large Director, the board shall elect a new Chair of the board within two weeks of the vacancy. The elected Chair or at-large Director shall fill the remaining term.

If between the annual membership meetings, a vacancy shall occur in the office of a region or delegation, that region or delegation shall elect a new Director within two weeks of the vacancy. The Director elected shall fill the remainder of the term.

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

15. 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.

16. AUDIT COMMITTEE

The board shall create an Audit Committee that manages and reviews the annual audits and quarterly financial statements.

The Audit Committee shall be chaired by the Chair of the Board and shall include 3-5 part member Chief Financial Officers or equivalent positions.

The Chair of the Board has the discretion to select members of the Audit Committee.

17. 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 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).

18. FISCAL YEAR

The fiscal year of the Association shall begin on July 1st and end on June 30th.

19. 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.

20. 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 Chair of the board and thirty (30) days' notice of such time and place shall be sent in the usual manner to each member.

21. REQUIRED QUORUM

One-third of the voting-eligible 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.

22. VOTING RIGHTS AND PRIVILEGES OF THE FLOOR

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

Each corporate member other than those from Central America, South America, and the Caribbean 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 members, industry solution providers, supply chain partners, academic partners, associate members 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 or an elected office.

Each industry solution provider, supply chain partner and academic partner 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.

23. 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:

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.

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.

24. STANDING COMMITTEES

In addition to the committees authorized to be established in Bylaw 26, the Board of Directors, shall establish such standing committees as it deems necessary for the proper functioning of the Association. The Board of Directors, 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 Board of Directors 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 Chairs of such standing committees shall be appointed each year by the incoming Chair of the board. Members of said committees shall be appointed by the respective Committee Chairs.

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 Chair of the board. The Chair of the Board shall report his action in resolving such conflict to the Board of Directors.

The Chair 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.

25. 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.

26. MATTERS INVOLVING UNITED STATES GOVERNMENTAL POLICY

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.

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 Chairs of the committees established pursuant to this section of the Bylaws shall be appointed annually by the incoming Chair of the board (or if such Chair is not both a citizen and resident of the United States, then by the Chair of the United States delegation). Members of said committees shall be appointed by the respective Committee Chairs, subject to approval by the incoming Chair 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.

There shall be a standing committee known as the United States Legislative Policy Council, composed of the regional and Max Dues members of the Board of Directors who are officers or employees of the United States corporate members of the Association, and the Chair of the Board will serve as the regional member of the Council, not the Director who was elected to fill the vacancy created by the election of the Chair. Notwithstanding the foregoing, when the Chair was elevated from – and therefore vacated – the Max Dues Delegation, the Board member from the Max Dues delegation shall sit on the Legislative Policy Council.

The Chair of the Board of Directors shall serve as Chair of the Council, provided the Chair represents a U.S. port. In the event that the Chair of the Board of Directors represents the Canadian region, the Council shall elect a Council Chair from among its membership. 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 Chair 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 a 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.

27. 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.

28. AMENDMENTS

These Bylaws may be altered or amended in whole or in part, by the affirmative vote of two-thirds of the corporate members present at any annual or special membership meeting called for such purpose at which there is a quorum, or without a meeting by affirmative letter or electronic ballot returned by at least two-thirds of the corporate members.

The Board of Directors may propose an amendment to the Bylaws at any other time than an annual or special membership meeting 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 from the Board of Directors by mail or e-mail to each corporate member. Each corporate member desiring to vote shall have thirty (30) days within which to return their vote of approval or disapproval of the proposed amendment with a response by mail or e-mail. Upon the expiration of the thirty (30) days, the Chair 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.