

By-Laws
Of the
NATIONAL MARITIME SAFETY ASSOCIATION, INC.

Effective 6/25/2010

Amended 2/23/2021

ARTICLE I. NAME

Section 1. The name of the organization shall be the "National Maritime Safety Association" which is incorporated in the District of Columbia as a nonprofit corporation (hereinafter referred to as the "Association").

ARTICLE II. PURPOSES

Section 1. General. The Association shall be organized and operated to promote, further and support occupational safety and health in marine cargo handling workplaces.

Section 2. Restrictions. The Association shall undertake such activities as may qualify it as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code") and exempt it from federal income tax under Section 501(a) of the Code or the corresponding provisions of any future United States internal revenue law.

Section 3. Specifics. Within the limits of Section 2, the Association shall—

- (a) aid, advance, assist, encourage, promote and support occupational safety and health in marine cargo handling operations;
- (b) work with representatives of organized labor and employers to improve occupational safety and health in marine cargo handling operations;
- (c) monitor all federal, state, and local governmental regulatory activity related to occupational safety and health that implicates marine cargo handling, and advise and work with federal, state and local government agencies on regulations and related matters;
- (d) work with government agencies to help improve and maintain occupational safety and health statistics related to marine cargo handling operations;
- (e) act as a clearinghouse for information that may help reduce occupational injuries and illnesses in the marine cargo handling industry;
- (f) monitor legislation that may affect occupational safety and health in the marine cargo handling workplace and provide legislative bodies with information concerning occupational safety and health in the marine cargo handling industry; and
- (g) initiate and participate in litigation in courts and administrative proceedings that may affect occupational safety and health in the marine cargo handling industry.

Section 4. Catch All. The Association shall perform such other acts as may be considered necessary or beneficial to achieve its purposes and shall have all powers specified for nonstock and nonprofit corporations generally under the laws of the District of Columbia, as limited, however, by the first sentence of this Article and by Article III hereof.

ARTICLE III. PROHIBITED ACTIVITIES

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

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

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

(b) Unless expressly approved by formal resolution of the Association's board of directors (hereinafter referred to as the "Board"), no loans shall be made by the Association to any director, officer, contributor or employee of the Association or any parent, spouse, domestic partner, sibling or child of such individual.

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

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

ARTICLE IV. NONDISCRIMINATION

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

ARTICLE V. OFFICES

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

ARTICLE VI. MEMBERSHIP

Section 1. Description. The membership shall be composed of corporate entities, trade or business associations and partnerships that have a business interest in marine cargo handling occupational safety and health.

Section 2. Classification. Membership shall consist of three classes:

(a) Association Members. Any member that is a trade or business association that—(1) is incorporated or formally organized in the United States, and (2) represents employers who directly load and unload marine cargo in their negotiations and/or administration of a collective bargaining agreement, shall be classified as an "Association Member."

(b) Affiliate Members. Any member that does not meet the criteria outlined in Section 2(a) above—including foreign associations, insurance carriers and equipment manufacturers—shall be classified as an "Affiliate Member." Affiliate Members are not eligible for official positions nor to they hold voting rights, unless waived by the Board.

(c) Contributing Members. Any member or organization designated by the Board as recognition for their efforts toward contributing to the purpose of the Association as outlined in Article II above – including employer and organized labor representatives and guests—shall be classified as a "Contributing Member". Any member in Section 2 (a),(b) or (c) above may submit a nomination of a Contributing Member to the Board. Typically, attendance at at least three NMSA meetings in a two-year period and having made a presentation to the Association is the minimum threshold. Contributing Members are not eligible for official positions, nor do they hold voting rights.

Section 3. Application. Any entity desiring admission to membership in the Association shall submit an application in a form approved by the Board.

Section 4. Approval. If an application is complete, the Board shall vote upon the application at the next meeting of the Board. The Board may establish criteria to automatically approve, without a formal vote, the applications of members who meet specified criteria.

Section 5. Termination. Any member may withdraw or resign from the Association upon notice to the Association, provided, however, that any member withdrawing from the Association shall be responsible for and obligated to pay all dues and assessments established by the Board up to and including the end of the calendar quarter in which the withdrawal or resignation is to be effective. Any member who withdraws or resigns from the Association shall forfeit any and all claims to any part of the funds or assets of the Association.

Section 6. Dues. The annual dues and assessments shall be charged against each member of the Association in an amount determined by the Board.

Section 7. Voting.

(a) Each Association Member shall have the right to vote at all elections and upon all motions before meetings of the Association.

(b) Association Members shall vote in proportion to the dues paid by the Association Member.

(c) Votes may be cast in person, by tele-conference, by email or by written proxy.

(d) Voting may be in writing on any matter on a ballot authorized by the Board to be by mail or email.

Section 8. Notice. After due notice, and such hearing as the Board may decide, the Board may terminate or suspend any member for violation of any section of the By-Laws or any agreement, rule, Code of Business Ethics or practice properly adopted by the Association, or for conduct found by the Board prejudicial to the interest of the Association. Such suspension or expulsion shall be by a two-thirds (2/3) vote of the entire membership of the Board.

ARTICLE VII. STOCK

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

ARTICLE VIII. THE BOARD OF DIRECTORS

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

Section 2. Voting.

(a) Each Director shall have one (1) vote.

(b) All actions of the Board shall require the approval of two-thirds (2/3) of the Directors present and voting.

Section 3. Number. The Board shall establish the number of Board members, which shall not be less than three (3), nor more than twenty-one (21).

Section 4. Selection. The Board shall be elected by the Association Members voting in accordance with ARTICLE VI. Section 7.

Section 5. Vacancies. A vacancy occurring in the Board may be filled temporarily by the Board until the vacancy can be permanently filled at the next meeting of the membership.

Section 6. Removal. A director of the Association may be removed, with or without cause or notice, by vote of the directors at any meeting of the Board.

Section 7. Resignation. Any director may resign at any time by giving written notice to the Association. Unless otherwise specified in such written notice, the resignation shall be effective upon delivery.

Section 8. Chairperson. The chairperson of the Board (hereinafter referred to as the "Chair") shall be the President who shall preside over all meetings of the Board. In the absence of the Chair, the Board shall elect a temporary Chair to preside over that meeting, generally the first Vice President, and so on.

Section 9. Place of Meetings. The Board may hold meetings, annually, regular, or special either within or outside of the District of Columbia.

Section 10. Meetings.

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

(b) Regular. Additional regular meetings of the Board may be held, at such time and place as may be determined by the Board, without further notice.

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

Section 11. Quorum; Adjournments.

(a) The presence in person or on the phone of a majority of the number of directors then in office shall constitute a quorum for the transaction of business at all meetings of the Board, and the act of two-thirds (2/3) of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be specifically provided by law, the Articles of Incorporation, or these By-Laws.

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

Section 12. Action by Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed by two-thirds (2/3) of the directors. For the purposes of this section, an email shall constitute written consent. Such written consent shall be filed with the minutes of the proceedings of the Board.

Section 13. Meeting by Electronic Means. The Board may participate in a meeting by electronic means such as conference telephone call or by other communications devices, provided that all directors participating in the meeting can communicate with each other at the same time. Participation by such means shall constitute presence at such meeting.

Section 14. Attendance by Members. Unless the Board expressly decides otherwise by declaring a meeting or a portion of a meeting to be in "executive session," all meetings of the Board shall be open to all Members.

ARTICLE IX. OFFICERS

Section 1. Required Officers. The officers of the Association shall be a President, Secretary, Treasurer, and a 1st, 2nd and 3rd Vice Presidents, each of whom shall be elected by the Board and from among the Directors.

Section 2. Additional Officers. The Board may create such additional offices for the Association as the Board may from time to time deem appropriate.

Section 3. Prohibitions. The President, Secretary, Treasurer, 1st, 2nd and 3rd Vice Presidents shall all be different persons. No person shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law, the Articles of Incorporation, or these By - Laws to be executed, acknowledged or verified by two (2) or more officers.

Section 4. Powers. The officers of the Association shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be determined by the Board.

Section 5. Term of Office. The officers of the Association shall hold office for the term of two years or as set by the Board and until the election and qualification of their successors or their resignation, unless removed. Any officer may serve consecutive terms. Any vacancy may be filled by the Board for the remainder of the officer's term.

Section 6. Removal. Any officer may be removed with or without cause at any time by the Board.

Section 7. President. The President of the Association shall be the chief operating officer of the Association, and shall have general charge of the business, affairs and property of the Association and general supervision over its other officers and agents. The President shall see that all resolutions of

the Board are carried into effect. The President shall use his or her own discretion in determining the activities that will further the purposes of the Association. The President's supervision over the affairs of the Association shall be subject to the supervision and review of the Board, which may by a two-thirds (2/3) vote, overrule his or her decisions.

Section 8. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Board. The Secretary shall keep the minutes of the meetings of the Board. The Secretary shall send copies of the minutes of all meetings to the Board and shall also see that the books, reports, statements, and all other documents required by law are properly kept and filled.

Section 9. Treasurer. The Treasurer shall be responsible to supervise the maintenance of the books and records of the Association, the accounts of receipts and disbursements in the Association's books and records, the Association budget, and the other financial transactions of the Association. Provided, however, that the Treasurer may delegate any day-to-day financial functions to the President and/or Association staff, under the supervision of, and reporting to the Treasurer.

Section 10. Resignation. Any officer may resign at any time by delivering a written resignation to the Board, President or Secretary. Such resignation shall be effective upon delivery or as of the effective date set forth in the resignation.

Section 11. Employees. The Association may employ such full-time or part-time staff as the Board may from time to time determine is necessary to fulfill the mission of the Association. In lieu of employees, the Association may engage another entity to administer the business of the Association under the direction of the Officers and Board of Directors.

ARTICLE X. ADVISORY BOARDS & COMMITTEES

Section 1. Creation. The Board may through a charter or dictum in its minutes, establish Advisory Boards & Committees to advise the Board with respect to (a) appropriate activities and programs to be conducted to further the purposes of the Association or (b) any other matters. The Board may appoint any number of individuals to one or more Advisory Boards or Committees. Standing committees shall be composed of not fewer than three (3) members. All appointed members shall serve at the pleasure of the Board and may act with the authority of the Board to the extent that such authority has been vested in such members; however, they shall have no authority, express or implied, to bind or control the Association in any way. Members of an Advisory Board or Committee shall receive no compensation for serving, but may be reimbursed for all expenses incurred in attending meetings or otherwise furthering the goals of the Association.

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

Section 3. Technical Committee. The Technical Committee is duly recognized as a standing Advisory Committee based on its historical operation, and its members and officers are duly recognized and approved by the Board as of the date this section is approved for addition to the By-Laws. The Technical Committee shall operate in the manner described in this Article.

ARTICLE XI. AGENTS AND REPRESENTATIVES

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

ARTICLE XII. NOTICES

Section 1. Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation or these By-Laws, notice is required to be given to any director, such notice may be given in writing, by mail, addressed to such director at his or her address as it appears on the records of the Association. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be given personally, or by telephone, telegram, email, or private overnight mail service.

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

ARTICLE XIII. CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Contracts. Except as otherwise provided in these By-Laws, the Board may authorize any officer or other agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to a specific instance. This authorization and its scope shall be in established in writing. The treasurer shall review all contracts prior to signature and ensure a record of contracts is maintained for review.

Section 2. Banks; Checks. The President shall, as necessary, select such banks or depositories proper for the checking or electronic transaction accounts of the Association. The President shall determine who shall be authorized to sign checks, drafts and other orders for the payment of money. This authorization and its scope shall be in established in writing and maintained by the treasurer.

Section 3. Investments. The President shall, as necessary, select such banks or depositories deemed proper for the investment of funds of the Association. The President shall determine who shall be authorized from time to time on the Association's behalf to execute transactions related to such investment funds.. This authorization and its scope shall be in established in writing and maintained by the treasurer.

ARTICLE XIV. CORPORATE FINANCES

Section 1. Deposit of Funds. Notwithstanding Article XIII, the Board may decide that all funds of the Association shall be deposited in such banks or depositories as the Board may from time to time determine.

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

ARTICLE XV. COMPENSATION

Section 1. A director or officer may be reimbursed for expenses incurred in attending meetings of the Board or otherwise in representing or furthering the goals of the Association.

ARTICLE XVI. INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, trustee, partner, officer, employee or agent of another corporation, partnership, joint

venture, trust or other enterprise, in accordance with the rules provided in the Articles of Incorporation. The Board may also, in its discretion, indemnify any other person or entity engaged in or assisting with the business of the Association, whether or not affiliated with the Association, on such terms and conditions as the Board may impose. The party or parties being indemnified, and the extent of the indemnification, shall be clearly set forth in a resolution of the Board authorizing the indemnification.

ARTICLE XVII. AMENDMENTS

Section 1. These By-Laws may be amended by a three-fourths (3/4) vote of all members present or represented by written proxy at any regular or special meetings, or by mail ballot provided that the proposed amendment or amendments have been mailed by the Secretary to each member in good standing at least twenty days prior to the date of such meeting, or deadline for a ballot by mail.

ARTICLE XVIII. DISSOLUTION

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

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

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

(b) All remaining assets, of every nature and description whatsoever, shall be distributed to one or more organizations exempt from federal tax under section 501(c)(3) or section 501(c)(6) of the Code, or the corresponding provisions of any future United States internal revenue law.

ARTICLE XIX. APPROVAL

Section 1. These By-Laws were approved by the members on June 25, 2010 and approved as amended on November 7, 2014. These were further amended and approved on June 25, 2020.