AGREEMENT

THIS AGREEMENT, entered into at Seattle, Washington by and between the undersigned on the 29th day of May, 1963;

WITNESSETH:

That, in consideration of the benefits, advantages and privileges to be severally and collectively derived from this agreement, the parties hereto, marine terminal operators subject to the Shipping Act, 1916, as amended, hereby associate themselves in an association to be known as the "NORTHWEST MARINE TERMINAL ASSOCIATION", hereinafter referred to as the "Association", to more adequately serve the interests of the shipping public at their terminals in ports in the States of Washington and Oregon and to establish and maintain just and reasonable terminal rates, charges, classifications, rules, regulations and practices at such terminals for or in connection with interstate and foreign water-borne traffic.

1. The parties hereto agree to assess and collect all terminal rates and/or charges for or in connection with traffic handled by them within the scope of this agreement, strictly in accordance with the rates, charges, classifications, rules, regulations and/or practices set forth in their respective applicable tariffs; and that they will not in any respect deviate from or violate any of the terms of said tariffs, and that no rates or charges assessed or collected pursuant to such tariffs shall be directly or indirectly illegally or unreasonably refunded or recredited in whole or in part in any manner or by any device.

2. The parties hereto further agree to consult with one another through the Association, whenever possible, relative to and before assessing, supplementing or rescinding any of their tariffs dealing with traffic within the scope of this agreement. Any recommendation made by any party hereto or by the Association shall be purely advisory and not be binding upon the parties hereto. Amendments, supplements or rescissions of any tariff shall be furnished promptly to the Executive Secretary of the Association.

3. A copy of each terminal tariff effective hereunder containing all rates, charges, rules, classifications, regulations and/or practices, including amendments thereto and changes therein, shall be furnished promptly to the Federal Maritime Commission, Washington, D. C., through the Executive Secretary of the Association.

4. (a) The Constitution and By-Laws of the Association shall be on file forth in Sections A and B, respectively, attached hereto and made a part hereof.

(b) The Association upon approval of a majority of the membership shall have the right and privilege of incorporating as a nonprofit corporation in the States of Washington and Oregon and shall further have the right and privilege
of qualifying to do business as a common carrier in any state in which any or all of the stockholders of the corporation may lawfully do business, under appropriate authority of incorporation, written notice of the dissolution of the organization under this agreement, and written notice of the dissolution of incorporation of the corporation, together with any documents to either shall be transmitted to the Federal Maritime Commission.

5. In order to further guarantee, secure and verify the adherence to the terms of this agreement and to determine if each of the parties is fully complying with its terms, it is agreed that the Association may employ such auditor or auditors as may be necessary to visit the terminals and offices of the parties hereto and inspect their records in order to ascertain that proper charges, billings, and collections have been made in accordance with said tariffs.

6. Each of the parties hereto agrees to pay its proportionate share of the expenses incurred pursuant to the terms of this agreement.

7. By consent of the majority of all of the parties hereto, any responsible marine terminal operator at a port in the States of Washington and Oregon may hereafter become a party to this agreement upon written acceptance of its terms and conditions, provided, however, no such admission shall become effective prior to the date of written advice thereof given by the Executive Secretary of the Association to the Federal Maritime Commission, Washington, D.C. Two signed copies of each such written acceptance shall be furnished promptly by the Executive Secretary of the Association to the Federal Maritime Commission. The admission of any such terminal operator shall not be denied without just and reasonable cause.

8. Any party may withdraw from this agreement by serving not less than sixty (60) days previous written notice upon the Executive Secretary of the Association. A copy of any notice shall be dispatched promptly to the Federal Maritime Commission. Upon the effective date of such resignation, the member so resigning shall be released of all obligation to the Association, except for the amount of fees and expenses due and unpaid and except for the amount of any then delinquent assessments levied against said member which dues and/or assessment said member agrees to promptly render to the Association.

9. This agreement, or any modification thereof, shall not become effective until approved pursuant to Section 15 of the Shipping Act, 1916, as amended, and further, upon this agreement becoming effective, that certain agreement approved by the commissions predecessor as Agreement No. 573S shall be cancelled in full.

10. This agreement shall be executed in triplicate, two copies to be filed with the Federal Maritime Commission, Washington, D.C., and one copy to be retained by the Executive Secretary of the Association.

In WITNESS WHEREOF, the undersigned parties hereto have caused this agreement to be executed by their respective officers or agents thereof duly authorized:

ALASKA SHELTER COMPANY
By: /s/ W. H. Kittredge

ALASKA DECK COMPANY
By: /s/ C. E. Hedstrom
AMERICAN PACIFIC LINE, LTD.

By /s/ M. E. Mathews

Ist. Vice President

PORT OF ASTORIA

By /s/ D. L. Rhoads

Ist. Manager

PORT OF EVERETT

By /s/ T. B. McCutcheon

Ist. Manager

PORT OF CHICAGO

By /s/ G. W. Sibol

Ist. Manager

PORT OF SEATTLE

By /s/ H. M. Perkins

Ist. General Manager

PORT OF VANCOUVER

By /s/ K. M. Fredeen

Ist. Manager

COMMISSION OF PUBLIC ROADS

By /s/ Thomas E. O'Barr

Ist. General Manager

PORT OF BELLINGHAM

By /s/ C. H. Broll

Ist. Terminal Manager

PORT OF GRAYS HARBOR

By /s/ F. B. McKeage

Ist. General Manager

PORT OF PORT ANGELES

By /s/ Fred C. Strong

Ist. President

PORT OF TACOMA

By /s/ M. S. Boddie

Ist. President

SAILING TERMINALS

By /s/ G. E. Haidbek

Ist. Manager
SURVEY "A"

CONSTITUTION
OF
NORTHEAST MARINE TERMINAL ASSOCIATION

ARTICLE I
The name of this association shall be:
"NORTHEAST MARINE TERMINAL ASSOCIATION".

ARTICLE II
The duration of this association shall be perpetual.

ARTICLE III
The purpose of this association shall be:

(1) To promote fair and honorable business practices among those engaged in the marine terminal industry.

(2) To better serve the needs of the public in the development of adequate and efficient marine terminals at northeast ports; i.e., ports in the States of Washington and Oregon.

(3) To establish and maintain just and reasonable, and, so far as practicable, uniform terminal rates, charges, classifications, rules, regulations and practices at northeast ports in connection with water borne traffic.

(4) To cooperate with the marine terminal operators of other districts, either individually or through their associations, to the end that the purposes set forth above may be achieved by such other terminal operators.

ARTICLE IV
This association shall have no stock, and is not organized for profit, gain or profit. The association shall have members, and the conditions of membership shall be as prescribed in the By-Laws of the corporation.

This association shall have all powers which are or may be conferred upon such association by the provisions of RCW Chapter 21.01, or as may otherwise be conferred by act of the legislature of the State of Washington.

ARTICLE V
The legal place of this association shall be located at Pier 2, North in the City of Seattle, King County, State of Washington, or as may be otherwise prescribed in the By-Laws of the corporation.
ARTICLE VII

If this association shall ever be dissolved, all the assets shall be distributed solely to the active terminal operators who are active members of the Association in proportion to the amount of their annual dues for such members.

ARTICLE VIII

This association shall be governed by a board of not less than three (3) nor more than thirty (30) trustees, who shall be elected as provided in the by-laws of the association and shall have such officers as are provided in the by-laws.

ARTICLE IX

The names of the first trustees who shall manage the affairs of the association for such period of time not less than two (2) months nor more than six (6) months following the date of incorporation of the association as may be determined by said trustees are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>U. W. Killingsworth</td>
<td>Pier 12 South</td>
</tr>
<tr>
<td></td>
<td>Seattle 4, Washington</td>
</tr>
<tr>
<td>C. E. Hodges</td>
<td>920 Lewis Building</td>
</tr>
<tr>
<td></td>
<td>Portland 4, Oregon</td>
</tr>
<tr>
<td>W. H. Clarke</td>
<td>Pier 23</td>
</tr>
<tr>
<td></td>
<td>Seattle 4, Washington</td>
</tr>
<tr>
<td>C. P. Gaerin</td>
<td>3070 N. W. Front Avenue</td>
</tr>
<tr>
<td></td>
<td>Portland 10, Oregon</td>
</tr>
<tr>
<td>T. P. McCutchen</td>
<td>Pier 1</td>
</tr>
<tr>
<td></td>
<td>Everett, Washington</td>
</tr>
<tr>
<td>R. R. Reinke</td>
<td>P. O. Box 1100</td>
</tr>
<tr>
<td></td>
<td>Aberdeen, Washington</td>
</tr>
<tr>
<td>H. M. Burks</td>
<td>P. O. Box 1299</td>
</tr>
<tr>
<td></td>
<td>Seattle 11, Washington</td>
</tr>
<tr>
<td>H. E. Anderson</td>
<td>P. O. Box 1612</td>
</tr>
<tr>
<td></td>
<td>Tacoma, Washington</td>
</tr>
<tr>
<td>K. M. Engelbrecht</td>
<td>P. O. Box 570</td>
</tr>
<tr>
<td></td>
<td>Vancouver, Washington</td>
</tr>
</tbody>
</table>

ARTICLE X

The by-laws of this association shall be those adopted by the members of the Association at the first meeting of the Association. The by-laws shall
The full provision covering the protection of the personnel in accordance with this Constitution and the basic agreement on the principles of the agreement between [Date] and [Another Date] is approved in the [City] of [Year] by the [Organization or Committee] as Agreement No. [Number].
ARTICLE I

Membership

A. Qualification: Any public or private marine terminal operator owning interests in terminal facilities and located within the State of Washington or Oregon who shall subscribe to this Agreement of the Northwest Marine Terminal Association when it has been duly filed with and approved by the Federal Maritime Commission shall be eligible to become a member of this Association, provided such terminal operator shall have applied for membership herein and its application shall have been approved by a majority of the membership. The admission of any such marine terminal operator shall not be denied without just and reasonable cause.

B. Active Members: Active members shall be those members who are in good standing and are not delinquent in payment of any membership dues or assessments to the Association as provided for in these By-Laws.

C. Voting Rights: Active members in good standing only shall have the power to vote and each active member shall have one vote. The vote of each active member shall be cast only by such person as may be authorized by the active member.

D. Termination of Membership: Termination of membership in the Association shall be effected by serving not less than ninety (90) days previous written notice upon the Executive Secretary of the Association. A copy of any notice shall be dispatched promptly to the Federal Maritime Commission. Upon the effective date of such resignation, the member so resigning shall be relieved of all obligation to the Association, except for the amount of any dues or assessments due and unpaid and except for the amount of any other delinquent assessment levied against said member which due and/or assessment said member agrees to promptly refund to the Association.

ARTICLE II

Duties of Chairman

The principal office of the Association shall be at Pier 26, North, Seattle, King County, Washington, unless and until changed by the Board of Directors.

ARTICLE III

Board of Directors

A. Selection of Directors: The officers of this association shall be elected by a board of directors which shall be elected by votes of the members present at the annual meeting of the members of the Association.
E. Board of Directors: In addition to any specific duties referred to in the Constitution and By-Laws, the Board of Directors shall have authority of all matters pertaining to the Association and shall carry out the general policies of the Association and shall take all action on behalf of the Association as may be considered necessary and desirable to safeguard the interest of the members.

G. Meetings: The Board of Directors shall meet usually, immediately following the annual meeting of the members of the Association. Special meetings of the Board shall be called by the President at the request of the Board of Directors or upon the written request of any five members of the Association. All notice for a special meeting of the Board shall include a statement of agenda to be acted upon at such meeting; however, it shall be proper to bring before the meeting any other subjects and these may be acted upon by the Board at any of its meetings. A written notice of special meeting of the Board of Directors shall be mailed to the Executive Secretary to all members at least one week before the date of the meeting.

D. Quorum: A quorum shall consist of trustees representing at least one-third of the entire membership of the Association in good standing.

E. Halted Voting: Any action taken by the Board of Directors shall require approval by a two-thirds vote of the trustees present and voting. Representatives of members other than a trustee may be present at meetings of the Board but only the designated trustee shall be entitled to vote.

F. Board of Directors Shall: (1) Elect the officers of the Association and fill vacancies in said offices; (2) Establish the annual dues and assessments and approve the annual budget of the Association; (3) Approve or disapprove all acts of the Executive Committee; (4) Appoint the Executive Secretary.

ARTICLE IV

OFFICERS

A. Election and Term of Officers: The officers of the Association shall be elected annually and shall include the President, Vice President and Treasurer. Officers shall serve for a term of one year which shall be determined with the calendar year. The officers shall serve without compensation and shall continue in such office until the annual meeting has been duly elected and have taken office. They shall preside at all meetings of members. Each member shall be given the right to vote personally or by proxy and the decisions may be made by the Board of Trustees.

B. Officers of Association: The President shall preside at all meetings of the Executive Committee and be the chief executive officer of the Association.
O.

B. Quorum. A quorum of the Board of Trustees shall consist of four (4) members. In case of any absence of any member of the Board of Trustees, his or her place shall be taken by any member of the Committee in which he is a member or otherwise elected to represent him. The Board of Trustees shall conduct its business in accordance with such rules and regulations as may be adopted by the Board of Trustees, to the end that the business of the Association may be transacted in an orderly and efficient manner.

ARTICLE V

Committee

A. Executive Committee. The President with the approval of the Board of Trustees shall appoint an Executive Committee of seven (7) members. The Executive Committee shall have the power to call meetings of the Board of Trustees, to conduct its business, to appoint Committee or other subcommittees, and to perform such other duties as are necessary to carry out the purposes of the Association. The Executive Committee shall consist of a chairperson and at least three additional members. The chairperson shall preside at all meetings of the Committee and shall perform such duties as are necessary to carry out the purposes of the Association. The Committee shall be composed of not less than five (5) members, and each member shall serve for a term of not less than one (1) year. The Committee may delegate to any subcommittee such powers and duties as may be necessary to carry out the purposes of the Association. In the event of the death, resignation, or inability of any member of the Board of Trustees, the President may appropriate such funds as may be necessary to carry out the purposes of the Association.
C. Other Officers: The President and the Board of Directors may appoint from time to time such other committees as they may deem to be necessary and in the best interest of the Association.

D. Committee Members: Except as otherwise directed by the Board of Directors, the President shall name the members of all committees. Members of committees shall have the same qualifications as those of the Association. Unless otherwise specified by action of the Board of Directors, all committees shall serve only to advise and assist the President, Executive Committee and trustees in carrying out the program of the Association. The President shall be an ex officio member of all committees but he shall vote only when the vote of the committee is evenly divided.

ARTICLE VII

Membership Meetings

A. Annual Meetings: The annual membership meeting of the Association shall be held on the second Sunday of December in each year at the call of the President.

B. Special Meetings: Special membership meetings may be called by the President at the request of the Board of Directors or upon written request of any five members of the Association. The purpose of any such special meeting shall be set forth in a written notice which shall be mailed by the President to each member at least one week before the date of the meeting.

C. Quorum: A quorum shall consist of not less than one-third of the active membership of the Association in good standing.

D. Procedure: No action may be taken by the membership on any matter except by a majority vote of the membership present and voting.

ARTICLE VIII

Fiscal

A. Fiscal Year: The calendar year shall be used as the fiscal year for the Association.

B. Annual Budget: An annual budget of income and expenses shall be prepared for the current calendar year at the beginning of the fiscal year by the Treasurer. The President shall present the budget to the Trustees at their annual meeting. The budget as presented shall be subject to any modifications as may be deemed necessary, shall be voted upon and receive the approval of a majority vote in order to become effective.

C. Debt and Liabilities: The council membership dues of the Association shall be promulgated in accordance with the rules and regulations of the Association. Such dues shall be due by the first day of the month following the end of the calendar year, and may be extended as determined by the President. The total due of such members shall be the same regardless of the date of membership. The President shall have the right to change the dues at any time when in his opinion it will be in the interest of the Association. New members shall be billed by the Secretary and due the same as the current members. The Secretary shall be responsible for the collection of all delinquent accounts.
their annual meeting or the meeting of the Board of Directors of the
Association. The financial reports, the audit report and the
annual report shall be submitted to the members of the Association,
the Executive Committee, and the Federal Cabinet for approval.

D. The amount not detracted from the Association shall be appro-
ved and approved by the President at least annually and after approval, it
shall be paid to a bank as an auditor on the books of the Association, signed either by
the Treasurer or by the Executive Secretary.

E. Upon the President of the Executive Secretary and the Treasurer shall be to be paid by an
applicable committee regularly held in the context of the funds of the Association.

F. Annual Audit: An annual audit of the financial records and accounts of the
Association shall be made which shall be appointed for the President of
the Association. The annual report or audit shall be reported in the annual
meeting of the Board of Directors.

ARTICLE XX

Annual Report

The Executive Secretary shall report the activities of the Board of Direct
members, the Board of Directors and the Executive Committee of the
Association, the Officer who approved or the Board of Directors, who shall
report promptly to each member of the Board of Directors.

ARTICLE XXI

Audit

These financial statements may be subject to an audit by special affairs of the
Board of Directors. A copy of any proposed resolutions shall be lodged to the
Executive Secretary at least two (2) days prior to the meeting at which
the resolution will be considered and acted upon by the Board. A resolution of
the Board, representing at least two-thirds of the total members of the
Association shall be required for acceptance of any amendment. Any amendment
shall be consistent with the provisions of the Articles of Agreement of the
Association, as filed with and approved by the Federal Cabinet, as well as
Board of Directors of the Association and a copy of each amendment shall be trans-
ferred to the Federal Cabinet.
The members of the Northwest Marine Terminal Association, Inc. hereby agree to and adopt "Constitution and Articles of Incorporation" and "By-Laws", per copies attached hereto, and designated to be Exhibits "A" and "B" respectively and to become a part of their Agreement No. 9335, as amended.

Signed by authority of and on behalf of the following members comprising the membership of said Association:

Albina Dock Company
American Mail Line Ltd.
Commission of Public Docks
Port of Astoria
Port of Bellingham
Port of Everett
Port of Grays Harbor

Port of Olympia
Port of Port Angeles
Port of Seattle
Port of Tacoma
Port of Vancouver
Salmon Terminals Division
(Olympic Steamship Company, Inc.)

By
Edwin A. Stone
Executive Secretary
Northwest Marine Terminal Association, Inc.
THE Undersigned individuals do hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Washington and do make, prepare, and adopt in triplicate the following Articles of Incorporation, to wit:

ARTICLE I

The name of this non-profit corporation shall be:

"PORT AND MARINE TERMINAL ASSOCIATION, INC."

ARTICLE II

The duration of this Association shall be perpetual.

ARTICLE III

The purpose of this Association shall be:

(1) To promote fair and honorable business practices among those engaged in the marine terminal industry.

(2) To better serve the needs of the public in the development of efficient and effective marine terminals at Northwest ports, i.e., ports in the States of Washington and Oregon.

(3) To establish and maintain just and reasonable, and, so far as practicable, uniform terminal rates, charges, classifications, rules, regulations and practices at Northwest ports in connection with maritime traffic.

(4) To cooperate with the marine terminal operators of other districts, either individually or through their associations, so as and in such manner and form that the purposes heretofore above may be achieved by such other terminal operators.

ARTICLE IV

This Association shall have no stock, and is not organized for profit, but is to perform, aid, subsidize or promote for profit or profit. The Association shall have members, and the conduct of its membership is to be in accordance with the By-laws of the Corporation.
ARTICLE V

The main office of this Association shall be located at 3425 East
Devonian Way South in the City of Seattle, King County, State of
Washington, 98134.

ARTICLE VI

If this Association shall ever be dissolved, all the assets after
debts are paid shall be distributed solely to one or more organizations,
foundations, trusts, or non-profit corporations operating in the States of
Washington or Oregon, as the Board of Trustees shall determine; provided,
that any such organization, foundation, trust or non-profit corporation
must be one which is exempt from taxation under the provisions of Section
501 of the Internal Revenue Code of 1931 and any amendments or
enactments thereof.

ARTICLE VII

This Association shall be governed by a board of not less than
three (3) nor more than sixty (60) trustees, who shall be elected as provided
in the By-Laws of the Association and shall have such officers as are provided
in the By-Laws.

ARTICLE VII

The names of the first trustees who shall manage the affairs of the
Association for each period of time not less than six (6) months nor more
than six (6) months following the date of incorporation of the Association as
may be determined by said trustees are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>C.E. Rodgers</td>
<td>1614 No. River Street</td>
</tr>
<tr>
<td></td>
<td>Portland, Oregon 97217</td>
</tr>
<tr>
<td>W.H. Clarke</td>
<td>Pier 28</td>
</tr>
<tr>
<td></td>
<td>Seattle, Washington 98124</td>
</tr>
<tr>
<td>T.P. Cecrle</td>
<td>3070 N.W. Front Avenue</td>
</tr>
<tr>
<td></td>
<td>Portland, Oregon 97210</td>
</tr>
<tr>
<td>R.J. Fascend</td>
<td>P.O. Box 569</td>
</tr>
<tr>
<td></td>
<td>Astoria, Oregon 97203</td>
</tr>
<tr>
<td>E.A. Seaton</td>
<td>P.O. Box 723</td>
</tr>
<tr>
<td></td>
<td>Hollister, Washington 98225</td>
</tr>
<tr>
<td>George D. Burtch</td>
<td>Pier No. 1</td>
</tr>
<tr>
<td></td>
<td>Everett, Washington 98201</td>
</tr>
<tr>
<td>E.H. Vane</td>
<td>P.O. Box 620</td>
</tr>
<tr>
<td></td>
<td>Abilene, Washington 93520</td>
</tr>
<tr>
<td>C.R. Water</td>
<td>P.O. Box 537</td>
</tr>
<tr>
<td></td>
<td>Olympia, Washington 98501</td>
</tr>
</tbody>
</table>
ARTICLE IX

The first By-Laws of this Association shall be those adopted by the members of the Association at the first meeting of the Association after incorporation. The By-Laws shall make all provisions necessary for the government of the Association not inconsistent with these Articles and the basic agreement of the Association membership dated the 2nd day of May, 1963, and approved on the 10th day of July, 1964 by the Federal Maritime Commission as Agreement No. 9335.

ARTICLE X

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members but no amendment shall be considered or adopted unless it is consistent with the terms and provisions of the basic agreement of the Association membership dated the 21st day of May, 1963 and approved by the Federal Maritime Commission as Agreement No. 9335 and unless any such amendment shall previously have been submitted to and approved by the Federal Maritime Commission.

IN WITNESS WHEREOF, these presents are executed in triplicate at Seattle, Washington, on this 5th day of November, 1964.

/s/ Ray R. Heinke

/s/ Ernest L. Perry

/s/ Thomas P. Guerin

/s/ K.M. Engobretsen

/s/ R.J. Bottenolf
On the 14th day of November, 1964, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Dennis P. Haake, Erland L. Perry, Thomas E. Swain, Rosalind Rasmussen, and R.J. Retzendorf to me known to be the individuals described in and who executed the foregoing instrument, and acknowledged to me that they signed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal hereunto affixed the day and year in this certificate first above written.

[Signature]
Notary Public in and for the State of Washington, residing at
Perraugion, Washington.
BY-LAWS
OF
NORTHWEST MARINE TERMINAL ASSOCIATION, INC.

ARTICLE I
Membership

A. Qualification: Any public or private marine terminal operator serving interstates or foreign commerce and located within the States of Washington or Oregon who shall subscribe to the Agreement of the Northwest Marine Terminal Association which has been duly filed with and approved by the Federal Maritime Commission as F.M.C. Agreement No. 2335, shall be eligible to become a member of this Association provided such terminal operator shall have applied for membership herein and its application shall have been approved by a majority of the membership. The admission of any such marine terminal operator shall not be denied without just and reasonable cause. All terminal operators who are parties signatory to F.M.C. Agreement No. 2335 at the time the Association is incorporated shall be charter members and require no further action by the membership.

B. Active Members: Active members shall be those members who are in good standing and are not delinquent in payment of any membership dues or assessments to the Association as provided for in these by-laws.

C. Voting Rights: Active members in good standing only shall have the power to vote and each active member shall have one vote. The vote of each active member shall be cast only by such person as may be authorized by the active member.

D. Termination of Membership: Termination of membership in the Association shall be effected by serving not less than ninety (90) days previous written notice upon the Executive Secretary of the Association. A copy of any notice shall be dispatched promptly to the Federal Maritime Commission. Upon the effective date of such resignation, the member so resigning shall be relieved of all obligations to the Association, except for the payment of any dues of said member then due and unpaid and except for the amount of any delinquent assessment levied against said member which dues and/or assessment said member agrees to promptly remit to the Association.

ARTICLE II
Principal Office

The principal office of the Association shall be at 3425 East Maspood Way South, Seattle, King County, Washington 98114, unless and until changed by the Board of Trustees.

ARTICLE III
Board of Trustees

A. Number of Trustees: The affairs of this association shall be governed by a Board of Trustees which shall be elected as follows: Each...
A. Annual Meeting: The annual meeting of the Association shall be held on the date selected by the Board of Trustees as the anniversary of the date of incorporation of the Association.

B. Election of Trustees: In addition to any specific duties referred to in the Constitution and in the By-Laws, the Board of Trustees shall have supervision of all matters pertaining to the Association and shall carry out the general policies of the Association and shall take such action on behalf of the Association as may be considered necessary and desirable to safeguard the interest of the members.

C. Meetings: The Board of Trustees shall meet annually, immediately following the annual meeting of the members of the Association. Special meetings of the Board shall be called by the President at the request of the Board of Trustees or upon the written request of any five members of the Association. All calls for a special meeting of the Board shall include a statement of agenda to be acted upon at such meeting, however, it shall be proper to bring before the meeting any other subjects and those may be acted upon by the Board at any of its meetings. A written notice of special meeting of the Board of Trustees shall be mailed by the Executive Secretary to all members at least one week before the date of the meeting.

D. Quorum: A quorum shall consist of trustees representing at least one-half of the active members of the Association in good standing.

E. Majority Vote: Any action taken by the Board of Trustees shall require approval by a majority vote of the trustees present and voting. Representatives of members other than a trustee may be present at meetings of the Board but only the designated trustee shall be entitled to vote.

F. Board of Trustees Shall: (1) Elect the officers of the Association and fill vacancies in said offices; (2) Establish the annual dues and assessments and approve the annual budget of the Association; (3) Approve or disapprove all acts of the Executive Committee; (4) Appoint the Executive Secretary.

ARTICLE XV

Officers

A. Election and Term of Office: The officers of the Association shall be elected there and by the Board of Trustees and include the President, Vice President and Treasurer. Officers shall serve for a term of one (1) year which shall be coextensive with the calendar year. The officers shall serve without compensation and shall continue their term of office until their successors have been duly elected and have taken office. They shall perform the duties ordinarily performed by such officers and such other duties as may be assigned to them by the Board of Trustees.
A. **Duties of President:** The President shall preside at all meetings of the Association and of the Board of Trustees. He shall be an ex officio member of all committees and shall, subject to the Board of Trustees, have general direction of the business of the Association.

B. **Duties of Vice President:** The Vice President shall serve during any absence or disability of the President during which times he shall perform all of the duties of the President.

C. **Duties of Treasurer:** The Treasurer shall assume responsibility for keeping an accurate record of all receipts and disbursements of the Association and he shall be responsible for the funds of the Association. At the expiration of his term of office, he shall promptly turn over to his successor the funds of the Association and the books and records.

D. **Nomination of Officers:** The President shall appoint a committee who shall submit their nominations for the offices to be filled at least ten (10) days before the annual meeting at which an election is to occur. Further nominations may be proposed from the floor at the annual meeting.

E. **Vacancies:** Where a vacancy shall occur in any office provided for herein before an annual meeting, the vacancy shall be filled by the Board of Trustees for the remainder of the unexpired term of the vacated office.

F. **Executive Secretary:** The Board of Trustees shall select and employ an Executive Secretary who shall perform the secretarial duties of the Association and act as the executive officer of the Association subject to the directions of the President and of the Board of Trustees. The Board of Trustees may also employ such clerical and other help as may be required in order to carry out the activities of the Association and it shall fix the compensation of all such employees. The Executive Secretary shall keep an accurate record of the proceedings of the Association and shall conduct correspondence and have custody of all official papers and records except those of the Treasurer. He shall keep the membership informed of such matters as may be brought to the attention of the Association and shall issue all calls and notices ordered by the President or the Board of Trustees and shall perform such other duties as the Board of Trustees may assign to him. At the annual meeting he shall submit a written report covering the activities of his office.

**ARTICLE V**

A. **Executive Committee:** The President with the approval of the Board of Trustees shall appoint an Executive Committee of seven (7) members, including the President, selected from the Board of Trustees. The Executive Committee shall exercise all the powers of the Board of Trustees when the Board is not in session. A majority of the members of said committee may determine its action and the President or a majority of the Executive Committee shall fix the time and place of meetings unless the Board of Trustees shall otherwise provide.

B. **Standing Committees:** The President of the Association shall appoint a standing committee on terminal tariffs and practices, consisting of a chairman and such other members as in the judgment of the President may be required; and he may also appoint such special
committee as may from time to time be necessary. The committee on terminal
terminal operating costs, methods and practices, as well as traffic conditions, in order to determine
and so far as practicable, uniform rates, charges,
classifications, rules, regulations and practices at marine terminals at
points in the States of Washington and Oregon, and to recommend to the member-
ship the adoption of such rates, charges, classifications, rules, regulations and practices.

C. Other Committees: The President and the Board of Trustees may
appoint from time to time such other committees as they may deem to be
essential and in the best interest of the Association.

D. Committee Members: Except as otherwise directed by the Board of
Trustees, the President shall name the members of all committees. Members of
conferences shall have the same qualifications as trustees. Unless otherwise
specified by action of the Board of Trustees, all committees shall serve only
to advise and assist the President, Executive Committee and Trustees in
carrying out the program of the Association. The President shall be an ex
officio member of all committees but he shall vote only when the vote of the
committee is evenly divided.

ARTICLE VI

Membership Meetings

A. Annual Meeting: The annual membership meeting of the Association
shall be held on or the second Friday of December in each year at the call of the
President.

B. Special Meetings: Special Membership meetings may be called by
the President at the request of the Board of Trustees or upon written request
of any five members of the Association. The purpose of any such special meet-
ing shall be set forth in a written notice which shall be mailed by the
Executive Secretary to the members at least one week before the date of the
meeting.

C. Quorum: A quorum shall consist of not less than one-half of the
active membership of the Association in good standing.

D. Voting: No action may be taken by the membership at any meeting
thereof except by a majority vote of the membership present and voting.

ARTICLES VII

Fiscal

A. Fiscal Year: The calendar year shall be used as the fiscal year
for the Association.

B. Annual Budget: An annual budget of revenue and expenditures
shall be prepared for the ensuing calendar year by a committee appointed by
the President for presentation to the Trustees at their annual meeting. The
budget as prepared, with such modifications as may be deemed essential, shall
be voted upon and receive the approval of a majority vote in order to become
effective.
C. Dues and Assessments: The annual membership dues of the Association shall be set in accordance with a classification of members which shall be established by the Board of Trustees and may be changed from time to time by the Trustees. The annual dues of each member shall be prorated on a monthly basis and shall be payable at the beginning of each calendar month. The total amount to be collected by way of annual dues shall be established by the Trustees at their annual meeting for the calendar calendar year. In the event that it shall be necessary to raise additional revenue during the calendar year, the Board of Trustees shall establish the amount to be raised and such total amount shall be prorated in accordance with the then established classification of the members and each member shall pay its pro rate share promptly upon receiving notice stating the amount assessed against such member.

D. Expenditures: All bills directed to the Association shall be submitted to and approved by the President at least monthly and after approval they shall be paid by a check or voucher on the funds of the Association signed either by the Treasurer or by the Executive Secretary.

E. Bonds: The Executive Secretary and the Treasurer shall be bonded by an appropriate surety company fidelity bond in the amount of $25,000.00.

F. Annual Audit: An annual audit of the financial records and accounts of the Association shall be made which shall be arranged for by the President of the Association. The results of such audit shall be reported at the annual meeting of the Board of Trustees.

ARTICLE XIII

Records and Minutes

The Executive Secretary shall record the minutes of the meetings of the membership, the Board of Trustees and the Executive Committee. A copy of the minutes of each meeting shall be approved by the Board of Trustees and be furnished promptly to all members and to the Federal Maritime Commission, Washington, D.C.

ARTICLE XIV

Amendments

These By-Laws may be amended at any annual or special meeting of the Board of Trustees. A copy of any proposed amendment shall be mailed to the membership by the Executive Secretary at least ten (10) days prior to the meeting at which the amendment will be considered and acted upon by the Board. A favorable vote of the trustees, representing at least two-thirds of the active members of the Association shall be required for adoption of any amendment. Any amendment shall be consistent with the provisions of the basic agreement of the membership, as filed with and approved by the Federal Maritime Commission and with the Articles of Incorporation and a copy of each amendment shall be transmitted to the Federal Maritime Commission.