

# GNOBFA BY-LAWS

## ARTICLE I: ORDER OF BUSINESS

### Section 1.

At all regular meetings of the Association the order of business shall be as follows:

1. Reading of minutes of prior meeting (may be waived).
2. Report of the President.
3. Report of the Treasurer.
4. Reports of Committees (as necessary).
5. Unfinished Business.
6. New Business.
7. Adjournment.

### Section 2.

Robert's Rules of Order shall govern the procedure of meetings of the Association, except to the extent they may be inconsistent with the Constitution and By-Laws thereof.

## ARTICLE II: MEETINGS

### Section 1. Annual Meeting

There shall be at least one membership meeting of the Association each year, which shall be conducted on the second Tuesday of November (the "Annual Meeting"). Written notice shall be given to the members prior to the date of the Annual Meeting.

### Section 2. Special Meetings:

Special meetings may be called by the President (or such other Member of the Board of Governors in succession in the absence of the President) at his or her discretion, or shall be called by order of the Board of Governors, or by written request signed by five (5) Regular Members addressed to the Secretary. Written notice of such meeting shall be mailed or sent via facsimile to the members at least five (5) days before the date fixed for such special meeting.

### Section 3. Quorum:

A simple majority of the Regular Members of the Association, present or by written proxy, shall constitute a quorum to transact business. A quorum shall not be necessary at a meeting of the Association unless a vote of the membership is required for any item of business.

### Section 4. Board of Governors Meeting and Quorum:

A regular meeting of the Board shall be held once per month and special meetings may be held as necessity arises, on call of the President or by the request of three (3) members of the Board of Governors. Monthly Board Meetings may be canceled by consent of the members of the Board of Governors. Four (4) voting members shall constitute a quorum at any meeting of the Board of Governors to transact business. A member of the Board of Governors who is not present for a meeting of the Board of Governors may vote by written proxy given to another Board Member. Board Members may not be represented by an "alternate" at any meeting of the Board of Governors.

## ARTICLE III: ELECTIONS AND APPOINTMENT OF OFFICERS AND DIRECTORS

### Section 1.

The Nominating Committee shall be composed of three members, two of whom shall be elected by the Regular Members at the regular July meeting, and one of whom shall be elected by the Board of Governors at its regular July meeting. Any full time employee of a Regular Member may serve on the Nominating Committee.

### Section 2. Rules of Order for the Nominating Committee are as follows:

- A. The Nominating Committee shall meet at least 45 days prior to the November election meeting.
- B. A simple majority of the Nomination Committee must be present in order to conduct business and vote.
- C. The President shall preside at all meetings of the Nominating Committee.
- D. Each member of the Nominating Committee may nominate one candidate for each position. The Nominating Committee shall vote on any candidate proposed by a member of the Committee, and any candidate receiving a majority vote of the Committee shall be referred to the membership as nominated for such position.
- E. No person may be nominated for more than one position.

### Section 3. Conclusion of Nominations :

- A. After the Nominating Committee selects its recommendations for office, the Secretary will submit to the membership the written slate via mail or facsimile thirty (30) days prior to the November election meeting.
- B. Additional nominations from the Regular Members will be accepted in writing by the Secretary no later than fifteen (15) working days prior to the November election meeting. Each Regular Member is permitted to submit the name of one candidate per position.
- C. Nominations submitted by Regular Members must be accompanied by the nominee's consent to be placed on the ballot.
- D. If after all nominations have been submitted and there is only one name for a particular position, that individual is automatically elected to that position by acclamation.. (As amended 7/06)

### Section 4. Formation of the Ballot:

- A. Candidates for office have fifteen (15) working days prior to the November election meeting to submit to the Secretary any biographical information for attachment to the ballot.
- B. The Secretary shall mail, e-mail or facsimile a ballot and attachments to all Regular Members within ten (10) working days of the November election meeting .

### Section 5. Voting:

- A. Absentee ballots will be accepted by the Secretary prior to the election in a sealed envelope with the Regular Member's name on the outside of the envelope.
- B. At the time of the election the Secretary will collect ballots by roll call, accepting one ballot per Regular Member .
- C. Upon the conclusion of balloting the President will appoint two (2) tellers to tabulate the votes, then informing him of the results.
- D. In the event of a tie, the President will conduct a second ballot for the deadlocked position(s). Absentee ballots for active candidates may be resubmitted in a second or subsequent ballot.

E. Upon conclusion of voting, the President will announce the persons elected to each position.

Section 6. Appointment of the Director-At-Large:

At the first Board of Governors meeting following the November election meeting, the elected members of the Board shall elect, by majority vote.

Section 7. Vacancies:

If a vacancy occurs in the office of Vice-President, Secretary, Treasurer, or any Director, the Board of Governors shall elect a successor to serve for the unexpired term. If a vacancy occurs in the office of the President, the Vice President shall succeed to that office.

Section 8. Change in Status

If a member of the Board of Governors becomes unemployed longer than six months, relocates outside the Association's geographic area as defined in Article III, Section 2 of the Constitution, begins employment in a non-marine or unrelated occupation, or changes employment from a Regular Member to an Associate Member, he or she must resign his or her seat on the Board.

ARTICLE IV: DUTIES OF OFFICERS

Section 1. President:

It shall be the duty of the President to preside at all business or special meetings of the Association and the Board of Governors, and fulfill all duties as provided in the Constitution and By-Laws. He shall also represent the Association as spokesman whenever necessary.

Section 2. Vice-President:

The Vice-President shall obtain from the committees of the Association a report on their activities each month, report to the Board of Governors on the work of such committees, perform such duties as may be assigned to him or her from time to time by the President, and shall take an active part in the general affairs of the Association.

Section 3. Secretary:

It shall be the duty of the Secretary to keep records of membership, send out notices of meetings of the Association, the Board of Governors and committees, record and preserve the minutes of such meetings, make the required reports to the Secretary of State for the State of Louisiana, and perform such other duties as usually pertain to the office. The Secretary shall also be responsible for updating the Membership Directory annually for distribution to the members.

Section 4. Treasurer :

A. The Treasurer shall maintain and have custody of all financial records of the Association. The Treasurer shall further maintain and have custody of all funds and assets of the Association. Such funds shall be maintained and deposited with a financial institution authorized for such purposes by the Board of Governors.

B. The Treasurer shall be responsible for paying all accounts due by the Association and collecting all accounts due to the Association. Only the President, Vice-President, Secretary and Treasurer shall be authorized signatories for the Association's checking account(s). Any check for an amount greater than \$500.00 shall be signed by the Treasurer and one other authorized officer.

C. The Treasurer shall compile a statement of all disbursements made and the current financial status of the Association no later than the 15th day of each month for the prior month.

D. The accounts of the Treasurer and the financial records of the Association shall be examined by the Auditing Committee no later than March 31st of each year for the prior year.

E. The Treasurer, individually or assisted by a certified public accountant, shall be responsible for preparing the financial records of the Association and all financial reporting and tax returns due to any governmental authority. Prior to filing any such financial reports or tax returns with any governmental authority, the Treasurer shall submit the completed financial reports and tax returns to the Board of Governors for approval. Following approval by the Board of Governors, the financial reports or tax returns shall be executed by an officer of the Association and filed by an officer of the Association or a certified public accountant acting on behalf of the Association.

#### Section 5. Succession In The Absence Of The President:

In the absence of the President at a meeting of the Association, the following order of succession shall take effect:

1. Vice President
2. Treasurer
3. Secretary
4. Director-at-Large
5. Regional Director (Southern)
6. Regional Director (Northern)

### ARTICLE V: COMMITTEES

#### Section 1.

At the first meeting of the Board Of Governors following the annual election, the President shall appoint a chairperson for each standing committee of the Association. The chairperson need not be a member of the Board of Governors. The President shall serve as an *ex officio* member of all committees .

#### Section 2. Standing Committees of the Association shall be as follows:

Audit  
Governmental Affairs  
Navigation and Structures  
Programming and Public Relations  
Safety  
River and Marine Industry Seminar

#### Section 3. Ad Hoc Committees

Ad hoc committees may be appointed at the discretion of the President, and at the time of appointment, shall be assigned specific tasks to perform within a designated period of time. Such committees shall report directly to the Board of Governors.

#### Section 4.

No committee shall be empowered to enter into contracts or agreements or to obligate the Association for the payment of any monies or other things of value without specific written approval first secured from the Board of Governors. Each Committee requesting funds from the Association shall submit an annual written budget request to the Board of Governors. The Board of Governors shall authorize any funds to be expended by any committee, and may accept, reject, or modify any budget request presented by a Committee. In the event a Committee desires any change in any budgeted item which has a monetary difference of \$250.00 or more from the amount authorized by

the Board of Governors, the Committee shall present a written request to the Board of Governors for an increase in its budget authorization.

#### Section 5.

The Audit Committee shall complete a review of the finances of the Association no later than March 31 of each year for the prior year ended. The Treasurer of the Association shall provide the Audit Committee with a year end financial report of the Association for the year to be reviewed no later than February 15, and shall make any other financial records available for review by the Audit Committee at its request. The Treasurer shall also make himself or herself reasonably available to the Audit Committee to answer any inquiries concerning the Association's financial status or transactions. Upon completion of its review, the Audit Committee shall prepare a written report to the President of the Association presenting its findings and making any recommendations for changes in the practices, planning, or operations of the financial dealings of the Association.

#### Section 6.

The Governmental Affairs Committee shall serve as a liaison between regulatory and legislative bodies, and the Association. It shall monitor activities of regulatory and legislative bodies which have authority over the activities of the Association's members, report on such activities to the Board of Governors, and provide such bodies with the position of the Association so as to promote the interests of the Association in general.

#### Section 7.

The Navigation and Structures Committee shall monitor requests for permits or matters affecting navigation within the geographic boundaries of the Association, report on such activities to the Board of Governors, and attend meetings of permitting agencies to provide such bodies with the position of the Association so as to promote the interests of the Association in general.

#### Section 8.

The Programming and Public Relations Committee shall handle all matters involving public relations and press releases to industry or general interest publications involving the activities of the Association. It shall be responsible for maintaining and promoting the Association's Internet site, [www.gnobfa.org](http://www.gnobfa.org), and for publishing the Association's newsletter, *The Drift*, at least biannually. The Programming and Public Relations Committee shall also devise, plan and present all programs of the Association, including but not limited to the Seafood Party, Forum, Charity Golf Tournament, Family Night, Christmas Party, and any other events authorized by the Board of Governors. The Programming and Public Relations Committee shall also administer the Scholarship Program of the Association, in accordance with the following criteria:

#### Background and Purposes:

The Greater New Orleans Barge Fleeting Association's Scholarship Program was established to encourage the employees of Regular Members to participate in the activities of GNOBFA. Those eligible for consideration for a scholarship from GNOBFA are the employees, spouses, children (including natural, adopted and stepchildren), and grandchildren of employees of the Regular Members in good standing. The Association utilizes the definition of spouse, child and grandchild as established for federal income tax purposes. The spouse, child or grandchild must be a "dependent" at the time the scholarship is awarded by the Board of Governors. Employees of Associate Members and Honorary Members are not eligible for participation in the Scholarship Program. Further, to be eligible for a scholarship, an employee of a Regular Member must be certified by his or her employer to be a full time, payroll employee of that company. Direct employment by the Regular Member (rather than a parent, subsidiary, or affiliated company) is required.

#### Discretion of the Board of Governors:

The availability of scholarships in any given year is at the sole discretion of the Board of Governors. The Board of Governors shall make a determination as soon as practicable each calendar year as to whether scholarships will be

awarded during that calendar year, based on the Board of Governors' review of prior participation in the program and the Association's financial ability to award scholarships.

Eligibility:

To be eligible to receive a scholarship, in addition to the criteria set forth above, an applicant must be a full time student attending an accredited college or university and maintaining a minimum "C" average or a 2.0 on a 4.0 scale. The applicant must have already completed one semester of course study at an accredited college or university and must be in good standing with the institution attended. The applicant may not be on academic or disciplinary probation.

No employee's family may apply for more than two (2) scholarships in any calendar year.

The Application Process:

The Committee shall adopt an application which must be fully completed by the applicant and forwarded, certified mail, return receipt requested to:

GNOBFA  
Chairperson, Programming and Public Relations  
Committee  
P. O. Box 232  
Hahnville, LA 70057

The completed application must be accompanied by a transcript from the institution attended and by a certificate signed by a qualified representative of the Regular Member attesting to the employee's eligibility to participate in the Scholarship Program. Any application which is not fully completed or is not accompanied by a transcript shall not be considered.

Time for Filing:

Applications may be submitted between May 1 and June 15. Applications received outside of this time period shall not be considered. There are no exceptions to this rule.

The Programming and Public Relations Committee:

The Programming and Public Relations Committee (the "Committee") shall be chaired by a Chairperson, who is appointed by the President. The Committee shall consist of at least two members of the Board of Governors, the President of the Association, and two employees of Regular Members who are not serving on the Board of Governors. The President shall be entitled to vote only in the event of a tie. No one (except the President, who is an *ex officio* member) may serve on the Committee who is or has a spouse, child or grandchild applying for a scholarship.

Selection Criteria:

The Committee follows a selection criteria adopted by the Board of Governors. Any changes to the selection criteria shall be published to the Regular Members of the Association. The Committee shall review all applications timely submitted and properly completed pursuant to the selection criteria, and make a recommendation to the Board of Governors as to (a) how many scholarships should be awarded; (b) the applicants to whom scholarships should be awarded; and (c) the amount which should be awarded to each applicant. The recommendation of the Committee shall be made to the Board of Governors at its July Meeting.

The Board of Governors shall either adopt or reject the Committee's recommendations. If a member of the Board of Governors is or has a spouse, child or grandchild who is an applicant for a scholarship, that member of the Board of Governors is ineligible to vote. If the Board accepts the recommendations of the Committee, the determination is final. If the Board of Governors refuses to adopt the Committee's recommendations, the Committee shall be

directed to reconsider its recommendations and present new recommendations to the Board of Governors at the next Board Meeting.

Award:

GNOBFA will notify recipients no later than July 31<sup>st</sup> of the scholarships awarded and the amount awarded will be forwarded directly to the institution to be attended by that date. (The only exception is if the Board has not confirmed the Committee's recommendations, in which case notification and payment of awards will be made as soon as practicable.) In the event any recipient becomes ineligible for an award (for example: withdrawal from school, a Regular Member no longer being in good standing with the Association, or changing status from a Regular Member to an Associate Member, etc.), the award shall be forfeited and may, at the discretion of the Board of Governors, be made available for award to another applicant.

Section 9.

The Safety Committee shall administer the safety inspection program of the Association. At the request of any Regular Member, the Safety Committee shall conduct a facility audit to determine that Regular Member's compliance with fleeting regulations then in effect. These services shall be provided on a recommended basis only, and shall not be intended to establish a standard of care, or impose a legal or regulatory duty either on the Association or the Regular Member. The Safety Committee shall also work to develop and disseminate information to the membership concerning safe operational practices and developments in the are of safety.

Section 10.

The River and Marine Industry Seminar Committee shall plan and present the River and Marine Industry Seminar.

ARTICLE VI: MEMBERSHIP

Section 1. Application For Membership:

Each application for Regular or Associate membership must be approved by the Board of Governors. The application must be accompanied by the initiation fee and dues. All applicants become members of the Association in the capacity approved by the Board of Governors immediately upon approval of the Board of Governors.

Section 2. Change in Occupation:

A change in the eligibility requirements of any Regular Member will terminate that membership in the organization, but that Regular Member's membership may be converted to Associate Membership, if applicable.

Section 3. Resignations:

Resignation shall be made to the Secretary, in writing , but shall not be accepted until all indebtedness to the Association has been satisfied.

ARTICLE VII: FEES AND CHARGES

Section 1. Admission/Initiation Fees:

The admission/initiation fee for Regular and Associate Members shall not be less than fifty dollars (\$50.00).

Section 2. Annual Dues:

The Annual Dues shall not be less than six-hundred dollars (\$600.00). The power to fix the admission/Initiation fee or annual dues, or to increase the admission/initiation fee or annual dues shall be vested in the Board of Governors

and approved by the membership. Honorary Members shall not be charged any admission/initiation fee or annual dues.

Section 3. Billing On Reservations:

Activities of the Association for which there is a charge for attendance will be billed to the Member based on the reservations made for such event, or the actual number of persons in attendance, whichever is greater. Only Members will be billed by the Association, and will be billed for both their employees and guests in attendance. No individuals or non-members will be billed directly for attendance at activities of the Association.

Section 4. Arrears:

Any member in arrears for dues, assessments and/or any outstanding invoices sixty (60) days after payment is due is subject to suspension by the Board of Governors and its membership forfeited.

Suspended members can only be restored to good standing by the Board of Governors, and only after payment of all indebtedness to the Association.

ARTICLE VIII: AMENDMENTS

These By-Laws may be amended by the majority vote of the Board of Governors or the Regular Members of the Association. Any amendments adopted by the Board of Governors shall be published to the membership upon adoption.

ARTICLE IX: LIMITATION OF LIABILITY AND INDEMNIFICATION

Notwithstanding any provision herein, members of the Association shall not be considered partners for any purpose. No member, officer, agent or employee of the Association shall be liable for the act or failure to act on the part of any other member, officer, agent or employee of the Association, nor shall any member, officer, agent or employee be liable for his acts or failure to act under these By-Laws, except only for acts or omissions to act arising out of their willful malfeasance. A director or officer of the Association shall not be liable to the Association or any of its members for monetary damages for any act or omission while acting in the director's or officer's capacity as a director or officer, except for acts committed in bad faith, which are criminal in nature or otherwise contrary to law, or as otherwise provided by the laws of the State of Louisiana. The officers, directors, employees and agents of this Corporation shall be indemnified to the fullest extent possible under Louisiana Revised Statute §12:227 and as further defined in the Articles of Incorporation.

ARTICLE X: ADVISORY BOARD

Section 1.

There shall be an Advisory Board, consisting of four persons, appointed by the Board of Governors, who shall act in an advisory capacity to the Board of Governors as requested by the Board of Governors. The members of the Advisory Board shall have no specific duties or powers with respect to the control, operation or management of the Association, but shall offer consultation to the Board of Governors on an as-needed basis.

Section 2.

The members of the Advisory Board shall include a representative of the marine industry selected either from a member or another qualified marine company which is not an active member of the Association; an attorney licensed to practice law in the State of Louisiana; a certified public accountant licensed to practice accounting in the State of Louisiana; and a professional located within the geographical boundaries of the Association's membership who, in the discretion of the Board of Governors, can fulfill the advisory capacity on the Advisory Board to benefit of the Association's membership.



Section 3.

The members of the Advisory Board shall serve for a term of three years each, on staggered terms as established by the Board of Governors. There shall be no limitation on the number of terms an advisor may serve.

Section 4.

Members of the Advisory Board serve at the discretion of the Board of Governors, and can, on majority vote of the Board of Governors, be removed prior to the expiration of the advisor's appointed term. In the event any member of the Advisory Board is unable or unwilling to complete his or her full three year term, or in the event of a member's removal by the Board of Governors, a replacement advisor shall be appointed by the Board of Governors to fulfill only the remainder of the existing three year term for that position.