

# **INLAND RIVERS, PORTS AND TERMINALS, INC. BYLAWS**

## **ARTICLE I - TITLE**

SECTION 1: The title of this organization, a non-profit corporation chartered and organized under the laws of the State of Missouri, is Inland Rivers, Ports and Terminals, Incorporated, hereafter designated as IRPT. IRPT was subsequently re-incorporated in the State of Mississippi in 2004.

## **ARTICLE II - OBJECTS & PURPOSES**

SECTION 1: The objects and purposes of IRPT shall be:

- a. To promote and develop the healthy growth of inland rivers, ports and terminals through the exchange of information and coordinated action in all matters affecting their common interests.
- b. To promote and develop improved services to shippers.
- c. To promote and aid in the development of a more efficient intermodal national transportation system.
- d. To promote and encourage foreign and domestic commerce to and from all inland rivers, ports and terminals.
- e. To promote and encourage the development of waterborne transportation.
- f. To promote river and port related commercial and industrial development through the preservation and economic development of suitable lands adjacent to the navigable waters of the United States.
- g. To serve its members through education, communications, networking and other means.

## **ARTICLE III - MEMBERSHIP**

SECTION 1: Membership in IRPT shall be open to those persons, natural or corporate, public or private, who support the objects and purposes of IRPT.

SECTION 2: One or more membership classes and annual dues for each class shall be recommended by the Board of Directors and ratified by the majority of the membership at an annual meeting. Membership is in the name of the entity, with a person designated as the representative of the entity and another as the alternate eligible to participate in the affairs of IRPT.

SECTION 3: Application for membership shall be accompanied by payment of prorated dues. Annual dues shall be payable on May 1 to July 1 of each year. Membership dues paid after March 1 shall cover the period from March 1 through June 30 of the following year, to provide Annual Conference registration at the member price.

SECTION 4: Notice of annual dues owed shall be mailed to the membership thirty (30) days prior to July 1. A follow-up notice shall be mailed to delinquent members forty-five (45) days after July 1, and again, for those still delinquent, ninety (90) days after July 1. Default in the payment of annual dues or any other indebtedness to IRPT for a period of six (6) months will be cause for termination of membership.

SECTION 5: A member whose membership is terminated by resignation, by action of the Board of Directors, or for any cause shall cease to be entitled to any of the rights and privileges of membership and shall have no further right of notice of meetings of members and such former members shall not be entitled to any refund on account of dues or contributions theretofore paid or made.

SECTION 6: In the event the calendar year shall change, the dues notice shall be mailed one month prior to the first month of the new calendar year. The statement will be mailed with a pro-rated amount for the month's difference.

#### ARTICLE IV - GOVERNMENT

SECTION 1: The governing body of IRPT shall be the Board of Directors, hereafter designated as BOD. The BOD shall have complete control of the affairs of IRPT between annual meetings or special meetings. The BOD is authorized and empowered to act on behalf of the membership in conducting the affairs of IRPT. Members of the IRPT Board of Directors shall at all times comply with the IRPT Code of Conduct in all actions pertaining to IRPT.

SECTION 2: The BOD shall be composed of five (5) officers: Chairman of the Board (the immediate Past President), President, 1st and 2nd Vice Presidents, and Secretary/Treasurer; Basin Directors elected by the members in designated navigable river basins; and Directors At Large elected from among past Officers and Directors or such others recommended by the membership where no river basin vacancies exist, with no more than two Directors At Large serving on the BOD at one time. A special category of Directors Emeritus, carrying with it a lifetime membership in IRPT, may be awarded by the membership to selected members in recognition of outstanding service to the organization.

SECTION 3: Each river basin and the number of board members shall be based on the number of paid members in each basin at 60 days prior to the annual meeting. The scale to be used is:

# of Members Per Basin	# of Directors Per Basin
1-5	1
6-15	2
16-25	3
26+	4

SECTION 4: Designation of additional river basins with appropriate representation on the BOD may be recommended by the BOD and ratified by the majority of the membership at an annual meeting.

SECTION 5: Basin Directors must work within the basin they represent. They serve a term of office of two (2) years, but may be reappointed by the members of that basin. Insofar as possible, the terms of office of Basin Directors within a particular river basin will be on staggered terms.

SECTION 6: Directors At Large and Directors Emeritus have no specified term of office and relinquish their seat on the BOD only at their own request or by action of a majority of the BOD present at an annual or special meeting.

SECTION 7: Officers may serve more than two (2) full consecutive terms in the same office with the recommendation by the Board of Directors and ratified by the majority of the membership at an annual meeting.

SECTION 8: An Executive Committee comprised of the five (5) officers of IRPT is authorized to act for the BOD and to take timely actions on matters requiring immediate attention. Any such actions taken by the Executive Committee shall be made known to the entire BOD in a timely manner.

#### ARTICLE V - ELECTION OF OFFICERS & DIRECTORS

SECTION 1: Sixty (60) days prior to convening the annual meeting, the Chairman shall appoint a Nominating Committee of no less than three (3) members to prepare a slate of officers to be voted upon at the annual meeting.

SECTION 2: Prior to the annual meeting the outgoing BOD will meet and ratify the Nominating Committee's slate of officers.

SECTION 3: Those members qualified and entitled to vote shall, at the annual meeting, cast their ballots for the above specified offices. Nominations for any office may be offered from the floor before the ballots are cast for that office so long as the nominee has agreed to serve if so elected.

SECTION 4: At the annual meeting, the members from each river basin shall caucus to elect member(s) from that river basin and to elect a new Basin Director.

SECTION 5: During the business session of the annual meeting, Basin Directors, Directors At Large and Directors Emeritus shall be confirmed by the membership.

SECTION 6: Should vacancies on the BOD occur by reason of the inability of all the elected Basin Directors in a particular river basin to serve, the BOD shall appoint a member from that river basin to serve as Basin Director until the next annual meeting.

SECTION 7: Should any officer position become vacant during the course of the year, the responsibilities of that position will be assumed by the next higher ranking officer until formal election of officers by the membership at the next annual meeting with the President assuming the responsibilities of the Chairman of the Board under these conditions.

#### ARTICLE VI - DUTIES

SECTION 1: Chairman of the Board - It shall be the duty of the Chairman, by virtue of his being the immediate Past President, to provide continuity to and serve as advisor to the President and the BOD.

SECTION 2: The President - It shall be the duty of the President to preside at the meetings of IRPT and of the BOD; to perform special duties which the BOD may assign: and to discharge other duties as ordinarily pertain to the office of President. The President shall be an ex-officio member of all committees.

SECTION 3: The Vice Presidents - It shall be the duty of the 1st and 2<sup>nd</sup> Vice Presidents to act for the President in the event of his absence and to perform such other duties as ordinarily pertain to this office or as assigned by the BOD or the President.

SECTION 4: The Secretary/Treasurer - It shall be the duty of the Secretary/Treasurer to keep the records of all meetings of IRPT and of the BOD; to keep IRPT informed on matters as directed by the BOD; to have charge and custody of all assets of IRPT; to deposit and pay out monies as instructed by the BOD; to send out notice of dues and receive same; to inform the BOD of those delinquent; and to report annually on all matters handled by his office. He shall deliver all records, papers, property and assets of IRPT to his successor within 10 days following the election of his successor. A true copy of a CPA-prepared financial statement of IRPT's business affairs for the year immediately completed will be made available to the BOD at the time of the annual meeting.

SECTION 5: Executive Director - The Executive Director shall be selected by the BOD and shall serve at the pleasure of the BOD in a part-time and/or contractual manner. The Executive Director shall be the chief executive officer of IRPT and shall have the authority to manage its affairs and direct its activities subject to the approval of the BOD. In addition to the President, the Executive Director shall have the power to call special meetings of the BOD for any purpose or purposes, sign and execute in the name of IRPT contracts or other instruments authorized by the BOD and perform such other duties as may from time to time be assigned by the BOD or the President of IRPT. See Article X for more details of these duties and responsibilities.

SECTION 6: Basin Directors - It shall be the duty of Basin Directors to assist in conducting the affairs of IRPT; to represent the members located in his river basin; to assist in recruiting new members in his basin; to provide items of interest about his basin for inclusion in the IRPT newsletter and to endeavor to improve communications and camaraderie among the members of his basin through periodic meetings, correspondence, etc.

SECTION 7: Directors At Large and Directors Emeritus - It shall be the duty of these Directors to assist in conducting the affairs of IRPT and perform such duties which the BOD may assign.

#### ARTICLE VII - MEETINGS

SECTION 1: An annual meeting of IRPT shall be held in April of each year, or on such other date as the BOD may determine, the place being selected by the Executive Committee, for the purpose of electing officers and transacting other business as may come before the meeting. Other special meetings of the full membership may be called by action of the BOD. The BOD shall provide a minimum of thirty (30) days' notification in writing or by generally acceptable electronic means of the annual meeting. Notice of all special meetings shall be given by mail or by generally acceptable electronic means not less than ten (10) days before the proposed date for such meeting. Only such business as has been set forth in the notice of the special meeting may be considered at any such special meeting.

SECTION 2: Eleven members of the BOD are required to constitute a quorum. Directors unable to attend a meeting may furnish their proxies to the Secretary or any other member of the BOD, authorizing the Secretary or that member to vote at a meeting from which they will be absent and the proxy shall count towards making the quorum. Proxies will be given in writing prior to the meeting and limited to the specific date of the meeting called.

SECTION 3: The incoming BOD shall meet within thirty (30) days after the annual meeting, a minimum of two times a year and shall additionally meet thereafter at the request of the President.

#### ARTICLE VIII - FISCAL YEAR

SECTION 1: The Fiscal Year of IRPT shall be from January 1 to December 31.

#### ARTICLE IX - AMENDMENTS

SECTION 1: The Bylaws of IRPT may be amended at any annual or special meeting by a majority vote of those members present. Proposed amendments shall be circulated to the membership at least thirty (30) days in advance of such meetings.

## ARTICLE X - EXECUTIVE DIRECTOR

SECTION 1: The BOD may contract with a member or non-member of IRPT to exercise all, or part, of the powers and perform all, or part, of the duties as set forth in this article and elsewhere herein and shall designate such person as the Executive Director of IRPT.

SECTION 2: The Executive Director shall have such general powers and duties of supervision and management as are usually vested in the office of Chief Administrative Officer of a corporation. The Executive Director shall carry into effect all directions and resolutions of the BOD. The Executive Director shall direct the day-to-day business of the corporation. These duties include supervision of any employees, coordinating with any contracted agencies, collecting and disbursing funds and keeping records in the form prescribed from time to time by the BOD. The Executive Director shall be directly responsible to and report directly to the BOD.

SECTION 3: At least sixty (60) days prior to the end of each fiscal year, the Executive Director shall cause to be prepared and shall submit to the BOD for its approval an annual budget and all supplements thereto for the coming fiscal year.

SECTION 4: The Executive Director shall have the power, subject to approval of the Executive Committee, to prepare Scopes of Services desired and Requests for Proposals to be sent out for bid in order to contract with outside agencies or firms for various services.

SECTION 5: The Executive Director shall submit a report to the BOD at its annual meeting summarizing the operations and business of IRPT and its activities during the preceding year and setting forth recommended plans, programs or projects for the coming year. The Executive Director is an ex officio member of the BOD and may attend all board meetings (except when in executive session).

## ARTICLE XI - DISBURSEMENT OF REMAINING ASSETS UPON DISSOLUTION

SECTION 1: In the event of a decision to terminate IRPT, after all debts and obligations are satisfied, the remaining assets shall be given to non-profit organizations chosen by the BOD.

## ARTICLE XII - PARLIAMENTARY PROCEDURE

SECTION 1: Current Robert's Rules of Order shall govern IRPT meetings in all cases in which they are not inconsistent with these Bylaws.

## ARTICLE XIII - AMENDMENTS

Section 1: These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the members at any regular or special meeting, provided the proposed change is incorporated in the notice of such meeting, or by a majority vote of the BOD at any duly authorized meeting, provided that each member of the BOD is notified at least 10 days prior to the date of the meeting at which such change is to be considered.

## ARTICLE XIV - INDEMNIFICATION OF DIRECTORS & OFFICERS

SECTION 1: Each person who is or was a director or officer of IRPT (including the heirs, executors, administrators and estate of such person) shall be indemnified by IRPT as of right, to the full extent permitted or authorized by the laws of Mississippi, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorney fees) asserted or threatened against or incurred by such person in such person's capacity as or arising out of such person's status as a director or officer of IRPT. The indemnification provided by this Bylaw provision will not be entitled under any other Bylaw or under any agreement, vote of disinterested directors or otherwise, and shall not limit in any way any right in which IRPT may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

SECTION 2: No person shall be liable to the corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by such person as a director or officer of IRPT, if such person: (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his own affairs, or (ii) took or omitted to take such action in reliance upon advice or counsel for IRPT, or upon statements made or information furnished by the directors, officers, employees or agents of IRPT which such person had no reasonable grounds to disbelieve.

SECTION 3: The directors of IRPT are not individually or personally liable for the debts, liabilities, or obligations of IRPT.

## ARTICLE XV - EFFECTIVE DATE

SECTION 1: These Bylaws shall become effective immediately upon approval thereof by a majority of the members present at the next annual meeting of IRPT.

## CERTIFICATE

These Bylaws were approved by the membership at the annual meeting of IRPT in Washington, D.C., on May 10, 1996. In witness whereof, I set my hand as President of said organization this 10<sup>th</sup> day of May, 1996.

Amended April 2003

Amended May 1, 2009