

Pacific Maritime Association ✓

BY-LAWS
AS AMENDED

OF

PACIFIC
MARITIME
ASSOCIATION

Incorporated
June 3, 1949

San Francisco

April
1960

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ARTICLE I.

The corporate powers, business and **Board of**
property of this corporation shall be **Directors**
vested in and exercised, conducted and
controlled by a Board of twenty-one
(21) Directors, who need not be mem-
bers of the corporation.

ARTICLE II.

The officers of the corporation, none **Officers**
of whom need be a member of the
Board of Directors, shall consist of a
president, three vice presidents, a secre-
tary, a treasurer, and such other officers
as the Board of Directors shall from
time to time create. All of the officers
of the corporation shall hold office at
the pleasure of the Board of Directors.

ARTICLE III.

Section 1. The powers and duties of **Powers**
the Board of Directors are: **and**
Duties of
(a) To appoint and remove at pleas- **Directors**
ure all officers, agents and employees of

the corporation, other than directors, prescribe such duties for them as may not be inconsistent with law and these by-laws, fix their compensation and require from them security for faithful service;

(b) To conduct, manage and control the affairs and business of the corporation, and to make such regulation therefor, not inconsistent with law and these by-laws, as they may deem best;

(c) To approve and admit to membership persons, firms, associations or corporations, qualified therefor under the provisions of the Articles of Incorporation of this corporation and these by-laws;

(d) To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefor in the name of the corporation promissory notes and other evidence of debt;

(e) To levy and assess and collect, or provide for the collection of, dues or assessments in accordance with the provisions of these by-laws; but the Board of Directors shall not have the power to levy, assess or collect dues or assessments in excess of a maximum rate to

be fixed, at a regular or special meeting, by the vote of members holding a majority of the voting power of the entire membership;

(f) To prepare, approve and file with the secretary a roster of the membership, classified in accordance with the provisions of Article IV, Section 3 and to prepare, approve and file with the secretary a roster of the membership of each port area defined herein in accordance with the provisions of Article VIII, Section 2, hereof;

(g) To transact all of the affairs of the corporation.

ARTICLE IV.

Section 1. Any firm, person, association or corporation engaged in the business of carrying passengers or cargo by water to or from any port on the Pacific Coast of the United States (except Alaskan ports), or any agent of any such firm, person, association or corporation, and any firm, person, association or corporation employing longshoremen or other shoreside employees in operations at docks or marine terminals at any such port and any association or corporation composed of employers of such longshoremen or other shoreside employees

**Qualifica-
tions of
Members**

shall be eligible for membership in this corporation.

Membership Groups Section 2. For the purposes of representation on the Board of Directors, convenience in group consideration of corporate problems and activities, and determinations of voting power, the members shall be organized into eight (8) groups as follows:

Passenger Line Group (a) The passenger line group, consisting of members operating American flag passenger vessels as defined in the navigation laws of the United States to or from Pacific Coast ports, and member agents of non-members engaged in such operation.

Intercoastal Line Group (b) The intercoastal line group, consisting of members engaged in the operation of vessels carrying freight between ports on the Pacific Coast and ports on the Atlantic or Gulf Coasts of the United States, and member agents of non-members engaged in such operation.

Coastwise Group (c) The coastwise group, consisting of members engaged in the operation of vessels carrying freight between ports of the Pacific Coast north of Mexico (except on voyages between ports of Puget Sound and ports in Alaska), and member agents of non-members engaged in such operation.

(d) The Alaska area group, consisting of members engaged in the operation of vessels on voyages between ports of Puget Sound and ports in Alaska, and member agents of non-members engaged in such operation.

**Alaska
Area
Group**

(e) The offshore group, consisting of members engaged in the operation of American flag vessels carrying freight between ports on the Pacific Coast of the United States and foreign ports or Hawaii or ports in the Island Territories, or possessions of the United States, and member agents of non-members engaged in such operation.

**Offshore
Group**

(f) The foreign line group, consisting of members engaged in the operation of foreign flag vessels to or from any port on the Pacific Coast of the United States except Alaskan ports, and member agents of non-members engaged in such operation.

**Foreign
Line
Group**

(g) The stevedore group, consisting of members engaged in the business of loading or discharging dry cargo vessels at any port on the Pacific Coast of the United States, except Alaskan ports.

**Stevedore
Group**

(h) The terminal group, consisting of members engaged in the operation of any marine terminal at a port on the

**Terminal
Group**

Pacific Coast of the United States, except Alaskan ports.

**Membership
Classification
and
Roster**

Section 3. Members shall be classified in any one or more of the groups referred to in this Article in accordance with their respective operations and activities, each member being eligible to be classified in any one or more of such groups for which its operations or activities may qualify it, and the Board of Directors shall cause to be prepared, approved, and filed with the secretary, a roster of the membership classified in accordance with the provisions of this Article, and shall cause such roster to be amended from time to time to reflect the membership of each of said groups.

ARTICLE V.

**Director
Representa-
tion**

Section 1. The Directors shall be twenty-one (21) in number; they shall be selected as follows:

Two by the passenger line group, three by the intercoastal line group, one by the coastwise group, one by the Alaska area group, four by the offshore group, two by the foreign line group, two by the stevedore group, two by the terminal group; and one by each of the area memberships.

**Alternate
Directors**

Each Director shall by written designation filed with the Secretary of this

Corporation name his alternate, which designation may be revoked or changed at any time by written notice filed with the secretary at any meeting of the Board of Directors; in the absence of a Director, his alternate shall constitute a Director in his place and stead and shall exercise all of the duties, powers and functions of such absent Director at such meeting.

Section 2. Each of the membership groups (not limited to those specified in Article IV, Section 2) shall appoint its own chairman, and, in the case of an area membership, the said chairman shall also be chairman of the executive committee for such area, and establish its own rules of procedure for the selection of Directors and consideration of such matters as may come before the group for consideration. Notwithstanding the provisions of Article VI, in the selection of Directors, each member of the group shall be entitled to one vote and to one vote only.

**Selection
of
Membership
Group
Chairman**

Section 3. Directors shall be selected annually, on or before the first day of March of each year. Meetings shall be held of the memberships of the passenger line group, the intercoastal line group, the coastwise group, the Alaska group, the offshore group, the foreign

**Selection
of
Directors**

line group, the stevedore group and the terminal group and of the memberships of the port areas of Southern California, of Northern California, of Oregon and Columbia River and of Washington at which Directors shall be selected and each such membership shall cause the Directors selected at such meeting to be certified in writing to the Board of Directors and the membership at or before the annual meeting of members. The Directors so selected shall take office at the conclusion of the annual meeting of members and shall hold office until the next succeeding annual meeting of members or until election of their successors.

**Vacancies
in the
Board of
Directors**

Section 4. When any vacancy occurs in the office of Director, such vacancy shall be filled by the group which selected the Director.

Section 5. A vacancy in the Board of Directors shall be deemed to have occurred whenever a Director resigns, which he may do either by presenting his written or oral resignation to the Board or by mailing or telegraphing his resignation to the corporation, or whenever a Director dies, or by judgment of a competent court is declared incompetent or insane, or whenever any vacancy is created in accordance with

any law of the State of California. Unless otherwise provided herein, any such resignation shall become effective when presented, mailed or telegraphed as aforesaid.

ARTICLE VI.

Section 1. Each member of this corporation shall have one vote. In addition each member shall have one vote for each full one hundred thousand (100,00) tons (or such other unit of measurement as the Board of Directors may designate for cargo of which tonnage is not an appropriate measure) of cargo loaded and/or discharged by or for such member or its principal during the preceding calendar year at Pacific Coast ports of the United States other than Alaska ports to or from vessels owned, operated or managed by such member; provided, however, that in determining the tonnage of cargo handled by any member in the stevedore group or the terminal group there shall be excluded the cargo handled by it for any member in any other member group; and each member of the passenger line group, coastwise group, intercoastal line group, Alaska group and offshore group shall have in addition a number of votes equal to the average number of seafaring employees employed under

**Voting
Power**

collective bargaining contracts executed on behalf of such member by the corporation (or in respect to whom the corporation has been authorized by such member to conduct collective bargaining in its behalf) on vessels operated by such member during the preceding calendar quarter year divided by one hundred.

**Certification
of
Tonnage and
Personnel**

Section 2. The Board of Directors shall have the power by resolution to establish general rules for the purpose of ascertaining and determining for voting purposes, the tonnage (or other measurement designated by the Board of Directors) of cargo handled and average employment of seafaring personnel. Each member shall report to the secretary of the corporation on or before the 20th day of each month the tonnage (or other designated measurement of cargo) loaded or discharged by or for such member at Pacific Coast ports of the United States other than Alaska ports during the preceding calendar month (agent members reporting separately the tonnage or other designated measurement of cargo so loaded or discharged on behalf of the principals on whose behalf they are acting as members), and the secretary shall certify to the Board of Directors in advance of the annual meeting the tonnage or other

designated measurement of cargo so loaded and/or discharged by or for each voting member during the preceding calendar year and the tonnage or other designated measurement of cargo so loaded and/or discharged for principals on whose behalf agent members are acting during such preceding calendar year; and each member of the passenger line group, coastwise group, Alaska group, intercoastal line group and offshore group shall report to the secretary of the corporation on or before the 20th day of each month the number of seafaring employees employed by it under contracts executed on its behalf by the corporation (or in respect to whom the corporation has been authorized by such member to engage in collective bargaining on its behalf) on vessels operated by such member during the preceding calendar month, and promptly after the expiration of each quarter of each calendar year the secretary shall report to the Board of Directors the average number of such seafaring employees so employed on vessels of each such member during the preceding quarter. The Board of Directors shall, based upon such reports of the secretary and any other source which the Board of Directors shall deem proper, determine

from time to time as may be necessary for voting purposes, the tonnage or other designated measurement of cargo so loaded and/or discharged by each member and the average number of such seafaring personnel so employed, which determinations shall be final and conclusive upon all members.

ARTICLE VII.

Regular Directors' Meetings

Section 1. Meetings of the Board of Directors shall be held either at the office of the corporation or at any other place which may be designated by resolution of the Board of Directors. Regular meetings of the Board of Directors shall be held on the second Wednesday of each March, June, September and December at 10:00 o'clock A.M., without other or further notice than this by-law; provided, however, that should said meeting day at any time fall upon a legal holiday such meeting shall be held on the next day thereafter which is not a legal holiday at the same hour and place. A majority of the Board shall constitute a quorum for the transaction of business.

Special Directors' Meetings

Section 2. Special meetings of the Board of Directors may be called at any time by order of the President or any Vice-President of the corporation or

four (4) Directors. Notice of a special meeting of the Board of Directors shall state the nature of the business to be transacted and be given each Director by mailing notice thereof, at least four (4) days prior to the date of meeting, addressed to each Director at his place of business or residence as the same appears on the books of the corporation, or, in case no business or residence address of such Director appears on the books of the corporation, then directed to any address appearing on such books for such Director.

In the event that the President or any Vice-President of the corporation, or any four (4) Directors thereof, shall determine that an emergency exists requiring an immediate meeting of the said Board of Directors, notice thereof may be given not less than twenty-four (24) hours prior to the hour set for said meeting by notice transmitted to the place of business of each Director either by telephone or telegraph. No notice other or further than that specified in this Section shall be required. Anything which may be done at a regular meeting of the Board of Directors may be done at a special or an adjourned meeting of the Board.

Emergency Directors' Meetings

Section 3. At any meeting of the

Board of Directors every act or decision done or made by a majority of the Directors present shall be regarded as the act of the Board of Directors. In the absence of a quorum a majority of the Directors present may adjourn from time to time until the time fixed for the following regular meeting of the Board.

ARTICLE VIII.

Executive Committees

Section 1. There shall be created one Coast Executive Committee and four (4) Area Executive Committees to exercise such power and authority of the Board of Directors in the management of the business and affairs of the corporation as the Board of Directors shall determine, except the power to levy dues or assessments, all subect to the authority and control of the Board of Directors. Each Executive Committee shall have power to establish rules governing its own proceedings, including the establishment of its place of meeting, any regular time of meeting and other rules concerning its procedure. Minutes shall be kept of all proceedings of any Executive Committee to be incorporated in and become a part of the minutes of the Board of Directors.

Coast

Section 2. The Coast Executive Committee shall consist of seven directors

to be appointed by the Board of Directors from its members and in addition to ex-officio members as hereinafter provided. Each member of the Coast Executive Committee shall designate in writing an alternate to act as a member of the Coast Executive Committee in the absence of the member appointing him. Upon the approval by the Board of Directors of any alternate so designated he shall be entitled to act as a member of the Coast Executive Committee in the absence of the member so designating him. Such alternate may be changed at any time by written designation of the member appointing such alternate with the approval of the Board of Directors.

Each Area Executive Committee shall **Area** consist of not less than seven (7) nor more than ten (10) members to be selected by the membership in the Port Area. There shall be an Area Executive Committee for the Port Area of Southern California, one for the Port Area of Northern California, one for the Port Area of Oregon and the Columbia River, and one for the Port Area of Washington.

The membership of the Port Area of Southern California shall consist of those members doing business either

directly or through agents at ports in California, south of and including the Port of Hueneme, which ports are designated the Southern California Port Area.

The membership of the Northern California Area shall consist of members doing business either directly or through agents in ports of California north of Port Hueneme, which ports are designated as the Northern California Area.

The membership of the Oregon and Columbia River Port Area shall consist of members doing business either directly or through agents in ports in the State of Oregon and on the Columbia River, which ports are designated as the Oregon and Columbia River Area.

The membership of the Washington Area shall consist of members doing business either directly or through agents in ports in the State of Washington, excluding the Columbia River, which ports are designated as the Washington Area.

Selection The selection of such Area Executive Committees shall be at meetings of the respective port area memberships called and held at such times and places and on such notice as the Board of Directors

shall prescribe, at which meetings each port area member shall be entitled to one vote. Each port area membership shall have power to establish rules governing its own proceedings not inconsistent with the provisions of these By-Laws or of any resolution of the Board of Directors relating thereto.

The Board of Directors shall cause **Roster** to be prepared, approved and filed with the secretary a roster of the membership of each port area defined herein and shall cause such roster to be amended from time to time to reflect the membership of each of said groups.

Section 3. The Chairman of each Area Executive Committee shall be ex-officio a member of the Coast Executive Committee.

ARTICLE IX.

The President shall preside at all **President** meetings of the Board of Directors and of the members and of all committees except Area Executive Committees; he shall sign as President of the Corporation all deeds, mortgages, leases, promissory notes and contracts, and other instruments that may require such signature, unless the Board of Directors

shall otherwise direct; and he shall perform such other duties as the Board of Directors may determine.

Vice-Presidents Each Vice-President shall exercise such authority and perform such duties as the Board of Directors shall, from time to time, by resolution prescribe.

Secretary The Secretary shall keep a record of the proceedings of the Board of Directors and of meetings of the members, and such other records and minutes as the Board of Directors shall require; he shall keep the records of the corporation, sign in conjunction with the President or any Vice-President, checks, drafts, notes and other instruments, unless the Board of Directors shall otherwise direct, and generally perform such duties as pertain to his office, and as may be required by the Board of Directors or by the President.

Treasurer The Treasurer shall receive any monies belonging to or paid in to the corporation and deposit the same as the Board of Directors shall require; he shall supervise the accounts and books of the corporation and perform such other duties as the Board of Directors shall prescribe.

The offices of Secretary and Treasurer may, at the discretion of the Board of Directors be held by one person.

ARTICLE X.

Section 1. There shall be a regular annual meeting of the members of the corporation on the second Wednesday in March of each year, at 2:00 o'clock P.M., at the office of the corporation; provided, however, that should said meeting day fall upon a legal holiday, said meeting of the members shall be held on the next day thereafter which is not a legal holiday, at the same hour and place. Notice of the annual meeting of members shall be given by mailing notice thereof stating the nature of the business to be transacted at least five (5) days prior to the date of meeting, addressed to each of the members of the corporation at his or its place of business or residence as the same appears on the books of the corporation, or, in case no business or residence address of a member appears on the books of the corporation, then directed to any address appearing on the books for such member. No other or further notice shall be required.

**Membership
Meetings**

**Annual
Meeting**

Section 2. Special meetings may be called and held at any time by order of the President or four (4) members of the Board of Directors, or ten (10) members of the corporation, by notice, stating the nature of the business to be

**Special
Meetings**

transacted at the meeting, given in either of the two following manners:

1. By a four days' notice in writing given to all members in the manner provided in Section 1 of this Article; or

2. By notice transmitted to the place of business of each member by telephone or telegraph at least twenty-four (24) hours prior to the hour fixed for said meeting. The latter form of notice shall be given only if the President or four (4) members of the Board of Directors, or ten (10) members of the corporation, shall determine that an emergency exists requiring an immediate meeting of the members.

Section 3. It shall be the duty of the Secretary, upon demand of the President or four (4) members of the Board of Directors or ten (10) members of the corporation, to prepare and send notice of any special meeting to each member of the corporation in accordance with Section 2 of this Article.

Quorum Section 4. At all meetings of the members, persons representing a majority of the voting power of the membership, either in person or by proxy in writing, or by telegraph, shall constitute a quorum.

Section 5. Meetings of one or more of the membership groups (not limited to those specified in Article IV, Section 2) may be called and held at any time in like manner and upon like notice as special meetings of the entire membership. Members holding a majority of the voting power of the group or groups for which any such meeting is called, either in person or by proxy in writing or by telegram, shall constitute a quorum.

**Membership
Groups
Meetings**

ARTICLE XI.

Section 1. Subject to the provisions of Section 8 hereof, this corporation shall have power to establish policies for its members and the corporation in all matters relating to labor contracts and labor controversies and, subject to the provisions of Sections 2 and 3 of this Article, shall have power to represent and act on behalf of its members in any negotiations carried on by the corporation on behalf of its members with unions of longshoremen or other employments ashore and with unions of seamen, and any contracts, commitments or undertakings made by this corporation on behalf of its members with any union shall bind the members of this corporation; provided, however, that this corporation shall be without

**Powers of
Corporation**

power to bind any of its members other than passenger lines, coastwise lines, intercoastal lines, Alaska lines, and off-shore lines by any contract with or commitment to any union of seamen or seafaring personnel; provided further, that this corporation shall be without power to bargain or contract with or to make any undertaking to any union of seamen or seafaring personnel on behalf of a member which has not authorized the corporation to act on its behalf in bargaining with such union; provided further, that this corporation shall be without power to bargain or contract with any union of seamen or seafaring personnel with respect to wages, hours or working conditions of the crews of tankships, or crews of vessels of the foreign line group.

Labor Practice Section 2. Notwithstanding any other provision of these By-Laws, this corporation shall be without power to contract with or make any commitment to any union, and no contract, commitment or undertaking which would impose any personal obligation or liability on the members of this corporation shall be made or entered into by this corporation, until and unless such contract, commitment or undertaking has been approved, at a regular or special meeting of the members, by vote of members

holding a majority of the voting power of the entire membership and, if such contract, commitment or undertaking relates to seafaring personnel, has been approved by the vote of members holding a majority of the combined voting power of members in the passenger line, intercoastal line, coastwise, Alaska area, and offshore groups, which shall have authorized the corporation to act in their behalf in respect thereto; or unless such contract, commitment or undertaking shall have been made or entered into by this corporation pursuant to a delegation of authority conferred by similar votes.

Section 3. A member who has not authorized or accepted in writing such contract, commitment or undertaking and who has not voted in favor of the approval thereof or the delegation of authority with respect to the particular terms thereof shall not be bound by such contract, commitment or undertaking, if such member resigns within seven (7) days after the date of the vote thereon, whether taken in advance of or during the negotiations, or subsequent to the drafting of the contract, agreement or commitment in final form and submission to the membership for approval.

**Liability
of
Members**

Section 4. No member becoming bound in respect of any contract, commitment or any other undertaking made by this corporation shall be under any liability with respect to any act taken or omitted hereunder by any other member.

**Violation
of**

**Corporation
Policy**

Section 5. If any member shall violate, directly or indirectly, any rule or policy established by this corporation, or procure, encourage or assist in any such violation by any other person, whether a member of this corporation or not, or shall, directly or indirectly, violate any provision of any contract or agreement made by the corporation on its behalf with any lonshoremen or other employees ashore or unions thereof, or with any seamen or unions thereof, or procure or encourage or assist in any such violation by any other person, whether a member of this corporation or not, or shall violate any other provision of these By-Laws, then, in any such event, the Board of Directors shall have the power, in its discretion, to suspend any such member for such period of time as the Board of Directors shall prescribe or to expel such member from membership in this corporation; and in addition, in any such event, that is a violation of a "rule of labor policy" adopted with such designation

by the Board of Directors of the corporation, such a member shall be liable to the other members who do not participate in such violation for their damages resulting from such violation. The members and the corporation recognize and acknowledge that compliance with the policies established by the corporation for its members and the corporation in matters relating to labor contracts and labor controversies and compliance with contracts, commitments or undertakings made by this corporation on behalf of its members with any labor union or organization are essential to the achievement of the purposes of the corporation in carrying on labor relations and in order to prevent injuries to the members that may be of long duration and great severity and may develop at great distances from the violation and after considerable delay and that it would be extremely difficult, if not impracticable or impossible, to fix the actual expense and damage to each of the members of the corporation that would result from any violation of a member. Therefore, the amount of damage resulting from any violation of such a "rule of labor policy" shall be payable to the corporation for the account of such members and by

way of liquidated damages and not as a penalty, as follows:

(a) Liquidated damages in the sum of \$5,000 for entering into or continuing in effect any contract, commitment or undertaking with any union or labor organization or group of employees or individual employee that is contrary to any such "rule of labor policy," except to the extent that such contract, commitment or undertaking is outside of the field within which such member shall have authorized this corporation to act in its behalf as recognized under Section 8 hereof.

(b) The sum of \$100 for each day of employment of each employee who is employed or paid in accordance with wages, hours or other terms or conditions of employment that is contrary to any such "rule of labor policy," except to the extent that such employment is outside of the field within which such member shall have authorized this corporation to act in its behalf as recognized under Section 8 hereof.

(c) The sum of \$5,000 for any other violation of any such "rule of labor policy," except to the extent

such "rule of labor policy" is not binding on such member as recognized in Section 8 hereof.

Upon a claim's being made to the Board of Directors of the corporation that any member has committed a violation within the meaning of (a), (b), or (c) above, the Board of Directors shall cause investigation to be made with respect to the facts and shall determine whether or not a violation has occurred and the amount of liquidated damages to be assessed in accordance with the above provisions. A member who is claimed to have been in violation shall be given written notice of the alleged violation and of the investigation to be had with respect thereto and shall be given opportunity to appear and be heard by the Board of Directors and any agent of the Board of Directors carrying on an investigation, such appearance to be through any regular officer of the company who participates in meetings of the Association. The corporation is authorized to act on behalf of members in collecting the liquidated damages provided for herein and may use whatever means to this end it deems proper, including civil action if any member fails to pay liquidated damages as determined by the Board

of Directors within ten days after receipt of written demand therefor from the corporation. Should an action in court be instituted, the member in violation shall pay all costs of such litigation, including court costs, reasonable attorney's fees and all other expenses of the corporation and its counsel in connection with the collection of such liquidated damages.

Any member who commits an act that is a violation as defined in (a), (b), or (c) above shall be liable for liquidated damages as specified herein even though said member may have resigned from the corporation or have been suspended or expelled from the corporation prior to the time that the fact of violation and the amount of liquidated damages has been determined in accordance with the procedures set forth herein.

**Violation
of
Contracts**

Section 6. If any union, its members or officials, shall violate any labor contract or award relating to wages, hours or working conditions to which contract or award this corporation is a party, or in the negotiation or administration of which contract or award this corporation has acted for a member or members, whether such violation shall be by strike, stoppage of work or in any other manner, any member affected

thereby shall notify the corporation. All appropriate means for peaceful settlement of any such matter shall be pursued with the appropriate officers of the union or unions involved in an endeavor to secure compliance with the terms of such agreement or award. If compliance is not secured, a meeting of the members of this corporation shall forthwith be called and all members of this corporation shall take whatever action shall be determined by a vote of the members holding at least a majority of the voting power of the membership; provided that there shall be no suspension or termination of any such contract or agreement for breach thereof without consent of members representing at least two-thirds of the voting power of the class or classes of members bound by such contract or agreement; provided further that written notice of any such vote or consent shall be immediately given by registered mail to all members and no such vote or consent shall bind any member who did not join therein and who resigns within seven (7) days after the date of mailing such notice.

Section 7. If any labor union or association of working men or any members of such union or association shall violate any agreement with this corpor-

**Financial
Assistance
to
Members**

ation, or any agreement in the negotiation or administration of which this corporation has acted for a member or members, the Board of Directors shall, upon application, cause investigation to be made, and if the Board of Directors shall find that such union or association is at fault, and fails or refuses to make reparation or otherwise remedy such violation or refusal to the satisfaction of the Board of Directors, and if this corporation after investigation shall desire to resist the demands of such union or member thereof, this corporation shall render to such member or members of this corporation the fullest moral support, and shall pay such expenses incurred by such member in any strike, lockout or other labor trouble caused by such action of the union, association or member or members thereof, as shall be approved and limited by the Board of Directors of this corporation in advance.

If any labor union or association of working men or any members of such union or association shall take economic action directed against this corporation or its members, or any one or more of its members, in connection with any policy established under Section 1 of this Article for this corporation and its members in any matter relating to

labor contracts and labor controversies, the Board of Directors upon application shall cause an investigation to be made and, if the Board of Directors shall find that such union or association is at fault and fails or refuses to cease such economic action or to make reparation or otherwise remedy such economic action to the satisfaction of the Board of Directors and if this corporation after investigation shall desire to resist the demands of such union or association or member or members thereof, this corporation shall render to such member or members of this corporation the fullest moral support and shall pay such expenses incurred by such member in any strike, lockout, or other labor trouble caused by such action of the union, association, or member or members thereof, as shall be approved and limited by the Board of Directors of this corporation in advance.

If any member or members of this corporation shall have, by reason of their compliance with a labor policy established by this corporation, incurred expenses in the defense of such labor policy, or have been subjected to loss due to liability under law, and if this corporation after investigation and in accordance with policies to be laid

down by the Board of Directors determines that such loss and expenses should be assumed by this corporation because such member or members have incurred such losses or expenses as the result of compliance with a labor policy of the Association and have thereafter complied with the procedures laid down by the Board of Directors with respect to such loss or liability, this corporation shall render to such member or members of this corporation the fullest moral support and shall pay such expenses and reimburse such losses incurred by such member or members as shall be approved and limited by the Board of Directors of this corporation.

No personal obligation or liability on the part of any member of the corporation shall accrue under this Article XI or by virtue of any action taken by the corporation hereunder, provided, that the foregoing shall not be deemed to affect the power of the Board of Directors to levy assessments in the manner provided in Article XIII of these By-Laws for the purpose of rendering assistance to members as permitted by Article XI.

Members	Section 8. Notwithstanding any other
Not Bound	provision of these By-Laws, no foreign
	line member and no other member
	which shall not have authorized this

corporation to act in its behalf in bargaining with a union, or unions, of seafaring personnel shall be bound by any policy established by this corporation in connection with labor contracts or labor controversies affecting or respecting seamen or seagoing personnel.

ARTICLE XII.

Each member shall pay an initiation fee which shall be not less than Two Hundred Fifty Dollars (\$250.00) and shall be such amount as may be required to insure a contribution to the assets of the corporation which will bear to the corporation's current assets a proportion substantially equivalent to the voting power of the new member; and the Board shall take into consideration in fixing such initiation fee any contribution theretofore made indirectly to the assets of the corporation.

**Initiation
Fee**

ARTICLE XIII.

Section 1. The members shall pay such dues and assessments as shall be fixed or levied by the Board of Directors in accordance with the provisions of this Article. Such dues and assessments shall consist of the following:

**Dues and
Assessments**

(a) Assessments to be fixed from time to time by the Board of Directors

**Cargo
Dues**

measured by (1) each ton of cargo (or such other unit of measurement as the Board of Directors may determine to be equivalent in instances where the Board shall determine that the ton is not an appropriate unit of measurement) loaded or discharged at Pacific Coast ports of the United States other than Alaska ports by or for members or for any other firm, person, association or corporation not a member of this corporation; and (2) the man hours of work performed by persons employed under the terms of collective bargaining agreements executed by this corporation, or its predecessors, or dispatched from hiring halls or other such facilities maintained and operated by this corporation in whole or in part, or by a union party to any such collective bargaining agreement. In fixing and levying the above assessments, the Board of Directors in its discretion may use either or a combination of the above bases. All sums derived by the corporation from such assessments shall be known as "cargo dues."

**Shipping
Dues**

(b) Assessments to be fixed by the Board of Directors from time to time measured by the average number of seamen or seafaring employees employed by any member company under contracts executed on its behalf by this

corporation, or in respect to which this corporation is authorized to bargain on behalf of such member during such period, as the Board of Directors shall fix, and all sums derived by the corporation from such assessment shall be known as "shipping dues," and

(c) Assessments to be fixed from time to time measured by the payroll costs of member companies in the respective port areas defined in Article VIII herein for the employment of dock or terminal labor under contracts to which this corporation is a party, such rate in each port area to be such as the Area Executive Committee with the approval of the Board of Directors deems appropriate and necessary to defray the cost of services of a local area nature carried on at the expense of this corporation, and all sums derived from such assessments shall be known as "payroll dues."

**Payroll
Dues**

Section 2. In fixing and levying that portion of the cargo dues assessed according to tonnage handled, the Board of Directors may establish different rates per ton, or other measurement unit for different classes of cargo and different rates per ton or other measurement unit applicable to different loading or discharging handling conditions, and the Board of Directors shall also

**Directors'
Determina-
tion of
Dues**

fix rules for calculation of the tonnage or other measurement units loaded, discharged, and/or handled, by or for members of the corporation. In fixing and levying that portion of said cargo dues assessed according to man hours of employment, the Board of Directors shall establish rules and regulations necessary for the calculation thereof. In fixing and levying shipping dues, the Board of Directors shall establish rules for the calculation of the average number of seamen or seafaring employees employed by member companies. In fixing and assessing payroll dues, the Board of Directors shall establish rules to be uniformly applied for the purpose of determining payroll costs and the manner of calculation of the dues measured thereby. The determinations of the Board of Directors in respect to all of the matters specified in this Section shall be final and conclusive.

**Membership
Approval**

Section 3. The foregoing provisions of this Article XIII and the rules fixed thereby governing dues and assessments may be changed and other and different rules governing dues and assessments may be established by resolution of the Board but only after approval thereof by vote of members holding a majority of the voting power of the entire mem-

bership at a regular or special meeting of the members, in the notice of which the substance of the resolution of the Board of Directors to be approved shall have been stated.

Section 4. Three Hundred Dollars (\$300.00) per year is hereby fixed as the minimum dues and assessments of each member for each fiscal year ending June 30. On June 30 of each year each member which shall have paid as dues and assessments for the preceding full fiscal year of membership less than Three Hundred Dollars (\$300.00) shall pay theretofore the difference between Three Hundrd Dollars (\$300.00) and the total dues and assessments paid by such member for such year.

Section 5. Notice of any action taken by the Board of Directors with respect to dues or assessments shall be sent to the members promptly by registered mail and shall not become effective until seven (7) days after such mailing. No member who resigns from the corporation prior to the effective date of such action shall be bound thereby.

Section 6. The corporation shall maintain on its books separate accounts as follows:

(a) An account consisting of all sums derived by the corporation from cargo

**Minimum
Dues and
Assessments**

Notice

**Separate
Accounts**

**Cargo Dues
Account**

dues, and which account shall be used only for the expenses of the corporation in connection with or relating to the negotiation, execution, administration and performance of contracts affecting shore labor and other matters affecting the interests of members in connection with shore labor, and a fair and reasonable percentage of overhead and general administrative and miscellaneous expense incurred for the benefit of the membership of the corporation as a whole.

**Shipping
Dues
Account**

(b) An account consisting of all sums derived by the corporation from shipping dues, which account shall be used only for the expenses of the corporation in connection with or relating to negotiation, execution, administration and performance of contracts affecting seafaring labor, and other matters affecting the interest of members in connection with seafaring labor, and a fair and reasonable percentage of overhead and general administration expense incurred for the benefit of the membership of the corporation as a whole, provided that in no event will shipping dues be assessed against or collected from the foreign line members.

(c) A separate account for each Port Area, consisting in each case of all sums derived by the corporation from payroll dues assessed in such Area, each of which accounts shall be used only for the expenses of the corporation in connection with the furnishing of services to members of a strictly local character (other than services in negotiating and administering collective bargaining contracts), such as maintenance of a central pay office, collective tax reporting, and other services for the benefit of the direct employers of shore labor within the Port Area, and a fair and reasonable percentage of administrative expense attributable to the services described in this subsection.

**Port Area
Payroll
Dues
Accounts**

ARTICLE XIV.

No firm, person, association or corporation shall become a member of this corporation, unless and until it shall have been approved for such membership by a vote of not less than a majority of the Board of Directors and unless the applicants shall be qualified for membership in accordance with the provisions of the Articles of Incorporation of this corporation and of these By-Laws.

**Admission
To
Membership**

ARTICLE XV.

Any member may resign by sub-

Resignation

mitting its written resignation at any meeting of the Board of Directors or of the members, or by mailing or telegraphing its resignation to the corporation; and thereupon such resignation, without the necessity of any acceptance, shall become effective forthwith unless otherwise specified therein, provided, however, that no such resignation shall become effective until full payment of all arrears for dues and assessments to which such member has become liable. In the event that any member shall resign from membership in this corporation or shall be expelled from membership therein, all interest of such member in this corporation or in any of its property shall forthwith cease and terminate, provided, however, that no such resignation or expulsion and no suspension from membership in this corporation shall terminate or affect any liability of such member which may have theretofore accrued nor affect any obligation of such member under or pursuant to the terms of any labor contract or agreement theretofore made or entered into on its behalf by this corporation. The Board of Directors shall likewise have power to impose any penalties or other conditions to the readmission of any such former member to membership in this corporation, or

to the termination of any suspension of any member.

ARTICLE XVI.

Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets, if any, shall be divided among the members, as follows: All sums remaining in the funds derived respectively from cargo dues, shipping dues and area payroll assessments shall be distributed to each member contributing thereto in the proportion which its contributions to the respective funds during the preceding calendar year shall bear to the total amounts paid by all members contributing thereto in such year, and all other assets shall be distributed to each member in proportion to the total amount of dues and assessments assessed upon and paid by such member to the corporation during the preceding calendar year shall bear to the total amount of such dues and assessments assessed upon and paid by all members during the same year.

Final Distribution of Assets

ARTICLE XVII.

These By-Laws may be amended at any regular or special meeting of the

Amendments

members in the notice of which the substance of the proposed amendment has been stated, by the vote of members holding two-thirds of the voting power of the entire membership.

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