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6. the Chair of the Pilot Board, appointed by the City Council of the City of Houston and the Harris County Commissioners Court in accordance with Section 66.0116 of the Texas Transportation Code, for a total of nine members (collectively “Commissioners,” individually a “Commissioner”). The term of office of a Commissioner is two years.

Section 3. Qualifications.

- a. Each Commissioner shall be a property taxpayer and qualified voter in Harris County.
- b. The Commissioner appointed by the City Council of the City of Pasadena must reside in the City of Pasadena.
- c. The Commissioner appointed by the Harris County Mayors’ and Councils’ Association must be a resident of a municipality in Harris County that is located adjacent to the Houston Ship Channel and has a population of less than 100,000.

Section 4. Removal. Any Commissioner may be removed from office in the manner established by the laws of the State of Texas.

Section 5. Vacancies. Any vacancy in a Commissioner’s position on the Pilot Board, whether by death, resignation, disqualification, incapacity to serve, or removal from office, shall be filled in the manner established by the laws of the State of Texas. Vacancies on the Pilot Board shall not impair the power of the Pilot Board to conduct the business of the Pilot Board.

Section 6. Regular Meetings. The Pilot Board shall hold regular meetings as necessary for the purpose of conducting the business of the Pilot Board. Regular meetings shall be held at such times, places, and days as the Chair of the Pilot Board shall specify, subject to the provisions of the Texas Open Meetings Act (Texas Government Code §551.101 et seq.). No further notice of regular meetings is required in addition to notice as required by the Texas Open Meetings Act.

Section 7. Special Meetings. Special Pilot Board meetings may be called as necessary by the Chair of the Pilot Board or by any two Commissioners.

- a. The Chair of the Pilot Board shall fix the time, place, and day for conducting any special meeting of the Pilot Board, subject to the provisions of the Texas Open Meetings Act, and provided further that a special meeting called by two Commissioners shall be conducted no later than twenty one (21) days following their call for the meeting. Such time, place, and day shall be set out in a written notice of the special meeting delivered

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to the Pilot Board by the Secretary of the Pilot Board as provided herein, in addition to notice as required by the Texas Open Meetings Act.

b. The written notice of any special meeting of the Pilot Board shall state the purpose or purposes for which such meeting is called.

c. Such notice shall be delivered to each Commissioner by hand with a copy by electronic mail. Such notice shall be deemed to have been delivered when delivered to each Commissioner's usual business or residence address at least seventy-two (72) hours prior to the scheduled special meeting.

d. A Commissioner may waive notice of any special meeting, whether before or after the time of the meeting, by a signed waiver thereof.

e. Attendance of a Commissioner at a special meeting shall also constitute a waiver of notice of such meeting, except when a Commissioner attends a special meeting for the express and announced purpose of objecting to the transaction of any business, on the grounds that the meeting was not lawfully called or convened, which objection shall be made at the beginning of the meeting with the request that such objection be entered into the minutes of the meeting.

Section 8. Meeting Agendas.

a. The Chair of the Pilot Board shall establish the proposed agenda for each regular meeting of the Pilot Board and special meetings called by the Chair of the Pilot Board, with the assistance of the Secretary.

b. The Chair of the Pilot Board may at the Chair's discretion add any items requested by a Commissioner to the proposed agenda of a regular meeting, or special meeting called by the Chair of the Pilot Board. The Commissioners calling a special meeting shall add any items requested by any Commissioner to the proposed agenda of such special meeting. An agenda item may be added at the request of two or more Commissioners.

c. Upon the request of any Commissioner, consideration of, or action on, an item placed on the agenda at a regular or special meeting shall be deferred until the next meeting of the Pilot Board, provided such deferral will not cause undue hardship, increase the cost of a matter under consideration, or render the item moot. An item may only be deferred once.

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Section 9. Quorum. A majority of the Commissioners shall constitute a quorum of the Pilot Board for the purpose of conducting its business and exercising its powers. If a quorum is not present at any meeting of the Pilot Board, a majority of the Commissioners present may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall be given to all Commissioners in accordance with Section 7 of this Article II.

Section 10. Procedure at Meetings.

a. The Chair of the Pilot Board shall preside at and conduct the business of all Pilot Board meetings. In case of the Chair of the Pilot Board's absence at any meeting, the Chair Pro Tem, as described in Section 11(b) of this Article II, shall preside.

b. The Secretary shall act as secretary at all Pilot Board meetings. In the absence of the Secretary, the Chair of the Pilot Board or Chair Pro Tem of the meeting, as applicable, may designate any person to act as secretary of the meeting.

c. At Pilot Board meetings, the business shall be conducted in such order as the Chair of the Pilot Board may from time to time determine.

Section 11. Powers and Duties of Pilot Board Officers.

a. Chair of the Pilot Board .

i. The Chair of the Pilot Board shall preside at all Pilot Board meetings and shall determine and set the agendas of the regular meetings and special meetings called by the Chair of the Pilot Board.

ii. The Chair of the Pilot Board may undertake such inquiries as necessary to determine if actions of the Pilot Board are being carried into effect, and may report his or her findings from time to time to the Pilot Board.

iii. The Chair of the Pilot Board may execute for and on behalf of the Pilot Board instruments or documents of whatever nature which the Pilot Board has authorized him or her to execute.

iv. The Chair of the Pilot Board shall appoint all members of committees and task forces of the Pilot Board, subject to each member's consent to his or her appointment and Pilot Board approval, and as more particularly described in Section 13(c) of this Article II.

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v. The Chair of the Pilot Board shall perform, in general, all duties incident to the office of Chair of the Pilot Board as may be provided by the laws of the State of Texas, and such other duties as may be prescribed by these bylaws or assigned to him or her by the Pilot Board from time to time.

b. Chair Pro Tem. When the Chair of the Pilot Board is absent from a Pilot Board meeting, the Commissioner appointed by the Chair of the Pilot Board to serve, or if one has not been designated by the Chair of the Pilot Board to serve, the senior-most Commissioner in attendance, shall preside at such meeting as Chair Pro Tem.

c. Treasurer. The treasurer shall oversee and assist the Secretary in maintaining Board finances.

d. Executive Committee

i. The Executive Committee shall be comprised of the Chair of the Pilot Board, The Chair Pro Tem, the Treasurer, and one Commissioner appointed by the Chair of the Pilot Board, subject to each member's consent to his or her appointment and Pilot Board approval.

ii. The Executive Committee shall oversee the finances of the Pilot Board and any other items delegated by the Pilot Board.

iii. The Executive Committee may approve Pilot Board payments, contracts, and documents up to \$10,000.

iv. The Executive Committee is empowered to approve emergency action items as necessary between regularly scheduled Pilot Board meetings, such items shall include approving necessary Pilot Board contracts and expenditures. Such actions shall be ratified by the full Pilot Board at the next regularly scheduled Pilot Board meeting.

e. Secretary. The Pilot Board shall name the Executive Director the Secretary of the Pilot Board.

i. The Secretary shall keep the permanent records of all proceedings of the Pilot Board, shall keep the minutes of all official Pilot Board meetings in one or more books provided for such purpose, and shall see that notices of Pilot Board meetings are duly given in accordance with the provisions of these bylaws and as required by the laws of the State of Texas.

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ii. The Secretary shall be the custodian of any seal of the Pilot Board and shall, as may be necessary or appropriate, execute or affix such seal to any instruments or documents of whatever nature which the Pilot Board has authorized to be executed or which a Commissioner, officer, or staff member of the Pilot Board has authority to execute, and attest to same if such attestation is necessary or advisable.

iii. The Secretary shall perform, in general, all the duties incident to the office of Secretary as may be provided by the laws of the State of Texas, and such other duties as may be prescribed by these bylaws or assigned to him or her by the Pilot Board from time to time.

iv. The Secretary of the Pilot Board shall hold office until death, resignation, disqualification, incapacity to serve, or removal from office.

f. Assistant Secretaries.

i. The Pilot Board may from time to time appoint one or more Assistant Secretaries.

ii. Any Assistant Secretary of the Pilot Board may perform all the duties and exercise all the powers of the Secretary in case of the absence or disability of the Secretary, or otherwise upon request of the Chair of the Pilot Board, the Pilot Board, or the Secretary.

iii. Assistant Secretaries of the Pilot Board shall hold office until death, resignation, disqualification, incapacity to serve, or removal from office.

g. Parliamentarian. The primary attorney designated by the Pilot Board to act as its general counsel (the "General Counsel"), or his or her designated representative, shall serve as parliamentarian to the Pilot Board.

Section 12. Powers and Duties of Secretary.

a. The Secretary shall assist the Pilot Board with its statutory duty to regulate the Houston Pilots in licensing, marine casualty investigations, rulemaking, and rate matters, and as otherwise required by the Pilot Board, as required in connection with discharge of his or her duties, and within the limits prescribed by law. Such delegation of powers and duties shall not include those specifically reserved to the Pilot Board under the laws of the State of Texas, these bylaws, and as the Pilot Board may specify from time-to-time.

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b. The Secretary has the authority to undertake and discharge the following duties, subject to the provision of Section 12(a) of this Article II:

i. Oversee pilot compliance with the Rules and Regulations Governing Pilots and Pilotage on the Houston Ship Channel (the “Rules and Regulations”) and the Houston Pilots Licensing and Regulatory Act;

ii. Act as the primary point of contact for the Pilot Board (via phone, email, mail, and website);

iii. Administer and manage the Pilot Board Application Review Committee (the “ARC”), including the investigation of applications and renewals for the admission to the pilot pool, and of deputy pilots and branch pilots, and ARC action in connection therewith;

iv. Administer and manage the Pilot Board Investigation and Recommendation Committee (the “PBIRC”), including the investigation of maritime incidents and PBIRC and subcommittee action in connection therewith;

v. Administer all Pilot Board meetings including preparation of all associated documentation including agendas, briefing books, and meeting minutes;

vi. Assist with periodic updates to the Rules and Regulations;

vii. Administer pilot rate adjustment matters;

viii. Maintain the Pilot Board website;

ix. Maintain the Pilot Board archives;

x. Attend industry events (including bluewater/brownwater and Lone Star Harbor Safety Committee meetings) on behalf of the Pilot Board;

xi. Act as the Pilot Board financial administrator to properly manage and administer Pilot Board budget and expenses; and

xii. Work with the General Counsel to address legal matters including compliance with the requirements of the Texas Open Meetings Act.

c. The Secretary shall perform such other duties and discharge such other authorities as the Pilot Board may specify from time-to-time.

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d. Any or all of the duties and authorities of the Secretary as specified above or later prescribed by the Pilot Board are subject to change or cancellation by the Pilot Board at any time.

Section 13. Pilot Board Committees and Task Forces.

a. The Chair of the Pilot Board may create committees and/or task forces, and may abolish one or more of the established committees or task forces as he or she deems appropriate.

b. Any Commissioner may from time-to-time request that the Pilot Board establish additional Pilot Board committees or task forces, or abolish one or more of the established committees or task forces.

c. The Chair of the Pilot Board shall appoint the chairs and members of the committees of the Pilot Board at the annual anniversary of the organization of such committees or task forces, or when a vacancy occurs in a committee, and at such other times as the Chair of the Pilot Board considers necessary or appropriate. Such appointments are subject to the provisions of Section 11 (a)(iv) of this Article II.

d. Members of the committees and task forces of the Pilot Board shall be Commissioners.

e. A Commissioner may refer any matter to the appropriate established Pilot Board committee or task force for consideration.

f. Meetings of each committee of the Pilot Board shall be held at such times, places, and days as the chair of such committee shall specify, subject to the provisions of the Texas Open Meetings Act. Such time, place, and day shall be set out in a written notice of the meeting delivered to such committee members by the Secretary of the Pilot Board as provided herein, in addition to notice as required by the Texas Open Meetings Act.

g. Meetings of each task force of the Pilot Board shall be held at such times, places, and days as the chair of such task force shall specify. Such time, place, and day shall be set out in a written notice of the meeting delivered to such committee members by the Secretary of the Pilot Board as provided herein.

h. Such notice may be delivered to each committee or task force member by hand or by electronic mail. Such notice shall be deemed to have been delivered when delivered to each Commissioner's usual business or residence address, or transmitted by facsimile or electronic mail, at least seventy-two (72) hours prior to the scheduled meeting.

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i. A Commissioner may waive notice of any committee or task force meeting, whether before or after the time of the meeting, by a signed waiver thereof.

j. Committees of the Pilot Board may have authority to supervise or control the public business of the Pilot Board, if such authority is delegated by formal action of the Pilot Board.

k. Task forces of the Pilot Board shall be advisory bodies, and shall not have any authority to supervise or control the public business of the Pilot Board.

Section 14. Expenses. Each Commissioner shall be reimbursed for his or her necessary and reasonable expenses incurred in the discharge of duties as Commissioner, subject to any Pilot Board policy that may be in place for travel and expenditures.

Section 15. Parliamentary Rules.

a. The latest version of *Robert's Rules of Order*, as from time-to-time revised, shall govern the proceedings of the Pilot Board and its committees and task forces, except where inconsistent with the laws of the State of Texas or these bylaws. *Robert's Rules of Order Newly Revised*, 12th edition, is in effect as of the date of these bylaws. The Pilot Board shall maintain a copy of the latest version of *Robert's Rules of Order* in the offices of the Pilot Board, and each Commissioner shall be provided with *Robert's Rules of Order, Newly Revised, In Brief*, as from time-to-time revised, or its successor or an equivalent publication. *Robert's Rules of Order, Newly Revised, In Brief*, 3rd edition, is in effect as of the date of the amendment of these bylaws.

b. The Secretary shall record the attendance of those Commissioners present at each meeting of the Pilot Board in the minutes of the meeting.

c. Action may be taken by the Pilot Board upon a vote of a majority of the Commissioners present, unless the act of a greater number shall be required by the laws of the State of Texas or by these bylaws.

d. Any Commissioner, including any Commissioner serving as Chair of the Pilot Board, or as a member of a Pilot Board committee or task force, who is present at a meeting of the Pilot Board or committee or task force, as applicable, at which action on any matter is taken, is presumed to have assented to the action taken, unless:

i. His or her dissent, abstention, or recusal is entered in the minutes of the meeting;

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ii. Such Commissioner files his or her written dissent, abstention, or recusal regarding such action with the Secretary or an Assistant Secretary before the adjournment of the meeting; or

iii. Such Commissioner forwards such dissent, abstention, or recusal by hand delivery to the Secretary or an Assistant Secretary promptly after the adjournment of the meeting. The right to subsequent dissent does not apply to a Commissioner who voted in favor of an action, in the event such subsequent dissent would alter the outcome of such action.

e. The votes cast by each Commissioner present at each meeting of the Pilot Board, or recusal or abstention by a Commissioner with respect to a matter, shall be recorded by the Secretary or one of the Assistant Secretaries in the minutes of the meeting.

Section 16. Relinquishment of Duties.

a. Any Commissioner or Pilot Board officer may resign and relinquish his or her duties at any time, as provided hereafter. Such resignation shall be made in writing and delivered to the Secretary.

b. The resignation of a Commissioner shall take effect when his or her successor is duly appointed and qualified, provided the duties of a Commissioner shall be relinquished upon his or her earlier death, disqualification, incapacity to serve, or removal from office.

c. The resignation of a Secretary or Assistant Secretary of the Pilot Board shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Chair of the Pilot Board or Secretary, respectively, provided the duties of a Secretary or Assistant Secretary shall be relinquished upon his or her earlier death, resignation, disqualification, incapacity to serve, or removal from office.

d. The acceptance of a resignation of a Commissioner or Pilot Board officer shall not be necessary to make it effective, unless expressly so provided in the resignation.

ARTICLE III
Contracts and Indebtedness

Section 1. Contracts.

a. The Pilot Board may through action at a regular or special meeting authorize the Chair of the Pilot Board or the Secretary, or his or her representative, to enter into any contract or execute and deliver any other instrument or document in the name of and on behalf of the Pilot Board, and such authority may be general or confined to specific instances or categories of matters.

b. All such instruments and documents authorized by the Pilot Board shall be executed by either the Chair of the Pilot Board or the Secretary, or their designated representatives.

c. Any instrument or document providing for monetary or non-monetary obligations of the Pilot Board shall be approved as to its form by the General Counsel or one of his or her designated representatives, and unless so approved is void and of no effect as to the Pilot Board.

Section 2. Indebtedness. The Pilot Board shall not incur indebtedness, nor shall evidence of indebtedness be issued in its name, unless authorized by action of the Pilot Board, executed by the Chair of the Pilot Board or Secretary, and attested by the Secretary or an Assistant Secretary.

ARTICLE IV
Banking and Investments

Section 1. Checks, Drafts, etc. All checks, drafts, notes, or other orders for the payment of funds issued in the name of the Pilot Board shall be signed by such officers of the Pilot Board as shall from time to time be authorized by action of the Pilot Board or as otherwise provided by the laws of the State of Texas.

Section 2. Depositories.

a. All funds of the Pilot Board, except petty cash, shall be deposited from time-to-time to the credit of the Pilot Board in such banks as the Pilot Board may from time to time designate, and upon such terms and conditions as shall be fixed by the Pilot Board, and as otherwise provided by the laws of the State of Texas and required by orders or resolutions authorizing such action.

b. The Pilot Board may from time-to-time authorize the opening and maintaining of general and special accounts within any such depository as it may designate, and may make such special rules and regulations with respect thereto as it may deem necessary.

c. To the extent that funds in any depository bank or banks are not insured by the Federal Deposit Insurance Corporation, they shall be secured in the manner provided for by the laws of the State of Texas.

Section 3. Investments.

a. The Pilot Board, by action and as provided by the laws of the State of Texas, may authorize representatives of the Pilot Board to invest and reinvest the funds of the Pilot Board and withdraw funds from the appropriate accounts of the Pilot Board for investment on terms the Pilot Board considers advisable.

b. Such investments must be made pursuant to the policies of the Pilot Board as adopted by the Pilot Board from time to time and as otherwise provided by the laws of the State of Texas.

ARTICLE V
Audit or Review and Operating Budget

Section 1. Audit or Review.

a. Each year the Pilot Board shall have an audit or review of the affairs of the Pilot Board conducted by an independent certified public accountant or a firm of independent certified public accountants, as provided by the laws of the State of Texas, which audit or review shall be open to public inspection.

b. Such auditors shall have no personal interest directly or indirectly in the fiscal affairs of the Pilot Board and shall be experienced and qualified in the accounting and auditing of public bodies.

c. The Pilot Board's auditors may undertake consulting services for the Pilot Board in addition to their duties in connection with the annual audit or review.

Section 3. Operating Budget.

a. Prior to the commencement of a fiscal year, or as soon as possible thereafter, the Pilot Board shall adopt an annual operating budget which specifies major expenditures by type and amount. Before the Pilot Board adopts its annual operating budget, it shall conduct a public hearing and shall make the proposed annual operating budget available to the public at least seventy-two (72) hours prior to the hearing.

b. The Pilot Board may not make operating expenditures in excess of the total budgeted operating expenditures for a fiscal year unless the Pilot Board amends the operating budget by action after public notice and hearing.

c. Pilot Board approval of an annual operating budget shall be in addition to, and not in lieu of, its approval of expenditures and contracts as required under the laws of the State of Texas.

ARTICLE VI
Indemnification of Commissioners

Section 1. Indemnification.

a. It is the intent of the Pilot Board to protect its Commissioners from defense expense and legal liability through the purchase of appropriate public officials liability insurance, and such other liability insurance as the Pilot Board obtains and maintains in force and effect. The Secretary shall periodically report to the Pilot Board on the liability insurance coverage maintained in force covering Commissioners as insureds and on proposed changes thereto.

b. To the extent that the Pilot Board's liability insurance does not afford coverage with respect to a matter involving a Commissioner, it is the express intent of the Pilot Board to indemnify its Commissioners to the fullest extent allowed by Texas law for liabilities or legal expense arising from conduct (including acts or omissions) that reasonably appears to be within the scope of a Commissioner's authority as such.

c. Absent a conflict of interest, a Commissioner named as a defendant along with the Pilot Board shall be defended by the Pilot Board's counsel in such matter. Otherwise, in view of the importance of a capable defense, an individual Commissioner's legal expense related to a civil or criminal action, proceeding, subpoena, investigation, or demand is intended to be funded on a current basis. However, in the event a criminal conviction of a Commissioner, or a finding of breach of the duty of loyalty to the Pilot Board or official misconduct on the part of a Commissioner, results from any such matter, all legal expense paid by the Pilot Board in connection therewith shall be reimbursed by such Commissioner.

d. Any Commissioner who receives notice of a suit, proceeding, subpoena, investigation, or demand related to his or her service as a Commissioner shall promptly inform the General Counsel, who shall determine the applicability of the Pilot Board's insurance coverage, and oversee and review requests for funding of any legal expense in connection therewith.

e. Inasmuch as this Section 1 of Article VI is not intended to foreclose any future Pilot Board's judgment as to the public interest, all payments under this section indemnifying for the liability of a Commissioner, or funding the legal expense of Commissioner, are subject to Pilot Board approval. This Section 1 of Article VI is a non-binding statement of intent and does not create a property interest or a contract and does not waive any of the Pilot Board's immunities under law.

Section 2. Other Indemnification Rights. Any right of indemnification granted by this Article VI is in addition to and not in lieu of any other such right to which any Commissioner of the Pilot Board may at any time be entitled under the laws of the State of Texas or as otherwise provided for by the Pilot Board. If any indemnification which would otherwise be granted by this Article VI is disallowed by any competent court or administrative body as illegal or against public policy, then any Commissioner with respect to whom such adjudication was made, and any other Commissioner, shall be indemnified to the fullest extent permitted by the laws of the State of Texas and public policy.

Section 3. Reporting. Any Commissioner requesting indemnification hereunder shall regularly report to the Pilot Board regarding the matters that may be subject to such indemnification, as necessary to keep the Pilot Board reasonably informed as to such matters.

Section 4. Insurance. The Pilot Board may purchase and maintain insurance on behalf of any person who is or was a Commissioner of the Pilot Board, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status or former status as Commissioner.

Section 5. Heirs, Executors, and Administrators. The indemnification provided herein shall inure to the benefit of the heirs, executors, and administrators of Commissioners.

ARTICLE VII

Seal

The seal of the Pilot Board shall be in such form as the Pilot Board may adopt, and such seal, or a facsimile thereof, may be impressed on, affixed to, or in any manner reproduced upon, instruments of any nature required to be executed by officers of the Pilot Board as may be provided by the laws of the State of Texas.

ARTICLE VIII
Fiscal Year

The fiscal year of the Pilot Board shall be the calendar year, or shall otherwise begin and end on such dates as the Pilot Board at any time shall determine by formal action.

ARTICLE IX
Amendments to Bylaws

These bylaws may be altered, amended or repealed, or new bylaws may be adopted, by a majority vote of the Pilot Board at any regular meeting of the Pilot Board or at any special meeting of the Pilot Board for which notices have been provided to each Commissioner at least seventy-two (72) hours prior to such meeting, pursuant to Section 6 of Article II.

Certificate by Secretary

The undersigned Secretary of the Board of Pilot Commissioners for Harris County Ports certifies that these bylaws are duly adopted on this date by the Board of Pilot Commissioners for Harris County Ports.

IN WITNESS WHEREOF, I have signed this certification as of December 18, 2022



M. Tyler Gavis, Secretary