

By Laws of NAFTOURS, Inc.

March 15, 2004

1. BACKGROUND:

a. NAFTOURS, INC., a subsidiary corporation of the National Association of Fleet Tug Sailors (NAFTS) to manage National NAFTS Reunions as it can take advantage of experienced personnel, greater site selection capability, better financial arrangements, a variety of printed matter and a number of other items.

b. Incorporated in 2003 in Louisiana as a non-profit organization, Non-stock Corporation operated exclusively for charitable and educational purposes within the meaning of Sections 501 (c) (10) and 170 (c) (2) of the Internal Revenue Code. As such, no Officer, Director, or Member of the organization can receive any remuneration or compensation.

2. MEMBERSHIP/ORGANIZATION:

a. Composition. NAFTOURS shall be composed of five officers:

(1) Two NAFTS non-officer members in good standing elected by the NAFTS membership to serve for a period of three years, without limit to the number of terms served and:

(2) The NAFTS Chaplain, NAFTS Judge Advocate, and NAFTS Storekeeper, to serve during their term of office in NAFTS .

b. Executives. From among its Officers, NAFTOURS shall annually elect a President, a Vice President, a Secretary, and a Treasurer and other such Officers as deemed necessary. The Secretary and Treasurer offices may be combined.

The other Officers will be given specific duties and responsibilities as determined by the President.

c. Directors. The NAFTOURS Board of Directors shall consist of the National Officers of NAFTS and NAFTOURS. The Directors shall elect annually from their own numbers, a Chairman and Vice-Chairman. The Secretary of NAFTOURS will serve as Secretary to the Board of Directors.

d. Tenure. Elected Officers shall serve for three years unless terminated sooner by resignation, incapacity, or removal. The Board Chairman and Vice Chairman shall serve for one year without limit to the number of terms served.

By Laws of NAFTOURS, Inc.

e. Removal. Any Officer or Board member may be removed for cause or failure to perform. Removal shall be effected by majority vote of the Directors at a regular or special meeting or by special ballot. Any Officer or Board member who has two consecutive absences from required meetings without prior approval by the NAFTOURS Board Chairman will be notified in writing and automatically vacate their position.

f. Vacancies. The NAFTOURS Board may fill any vacancy occurring among the NAFTOURS Officers by interim appointment, such appointed Officer to serve until his successor shall have been duly elected to the remainder of the unexpired term.

3. DUTIES

a. NAFTOURS, in accordance with its Articles of Incorporation, shall arrange facilities of all kinds, including, without limiting the generality of that term, housing, food and drink, meeting rooms, registration, printing and publication, public relations and all of the related incidents for national regular and special meetings of NAFTS. NAFTOURS will coordinate arrangements for speakers and ancillary/affiliated programs with the NAFTS National President, and appropriate Committee Chairman.

b. NAFTOURS officers shall carry out the activities of the Corporation, including the appointment of Special Committees, as necessary to produce NAFTS reunions.

c. The NAFTOURS Board of Directors is responsible for policy and budgetary control of NAFTOURS. They will be receptive to input from the Officers, Board of Directors and members of NAFTS.

d. All contracts entered into by NAFTOURS for the benefit of NAFTS shall be subject to approval of the officers and Judge Advocate of NAFTS.

e. The President and Board of Directors may appoint a NAFTS member in good standing as Reunion Manager to handle local details of annual reunions. The Reunion Manager would report to the NAFTOURS President.

4. MEETINGS

By Laws of NAFTOURS, Inc.

a. The annual meeting of the Corporation shall be held in conjunction with and at the same time and place as the National reunion of NAFTS, for the purpose of electing its executive officers and for the transaction of such other business as may be properly brought before it.

b. Annual Meetings of the NAFTOURS Board of Directors shall be concurrent with the NAFTS Board of Directors meetings.

c. Special meetings of the Corporation may be held upon call of its President or at the request of three or more of its Directors.

d. Special meetings of the NAFTOURS Board of Directors may be held upon call of the Chairman or at the request of four or more Directors.

e. Quorum. A majority of the persons entitled to vote at any meeting, present or by proxy, shall, except as otherwise provided by law or the Articles of Incorporation, constitute a quorum at all meetings; if there be no such quorum, a majority of such persons present or so represented may recess the meeting from time to time without further notice.

f. Presiding Officer. Meetings of the Corporation shall be presided over by the President, or in his absence, the Vice President, or if neither is present by a President pro-tem chosen at the meeting. Meetings of the Board of Directors or joint meetings of the Board of Directors and the Corporation shall be presided over by the Chairman, or in his absence, the Vice Chairman, or if neither is present by a Chairman pro-tem chosen from the Directors present.

g. Proxies. Every person entitled to vote at any meeting may so vote by proxy and shall be entitled to one vote. Every proxy must be executed in writing and shall be for such specific action(s) and meetings as stated in the proxy and for no other.

h. Notices. Notice of the purpose(s) and of the time and place of every meeting of the Corporation and/or Board of Directors shall be in writing and copy thereof shall be served either personally or by mail, not less than ten days before the meeting, upon each person entitled to vote at such meeting. Further notice shall be given as may be required by appropriate directive(s).

i. Minutes. An accurate synopsis of all meetings of the Corporation and the Directors will be kept by the Secretary (or Secretary pro-tem elected at the meeting). Copies will be retained in the permanent Corporation and Directors files; forwarded to the National Secretary of NAFTS; and to the President, President-elect and Vice Presidents of NAFTS, within thirty days after each meeting.

By Laws of NAFTOURS, Inc.

5. OPERATIONS

a. The President, as NAFTOURS Chief Executive Officer, directs the day-to-day affairs of the Corporation from his office or such other location as he may desire. He shall cause to be prepared and published to the Directors and Officers of the Corporation a brief description of the title and duties assigned to each Officer so that their functions are clear and unmistakable. He shall direct and coordinate the execution of these functions.

b. Funds. The Treasurer shall, at the annual and other meetings, render an accounting to the Directors, who shall then direct appropriate disposition of the funds.

c. Reports.

(1) The President shall render a report annually to the Board of Directors, and at such other times as he may elect or the Directors elect, of the operations of the Corporation. The report shall include: activities of the Corporation for the year past including past reunion and current (forthcoming) reunions; a plan of procedure and recommended operating budget for the coming year; and a complete financial statement of the Corporation.

(2) The Chairman, NAFTOURS Board of Directors, shall render a report to the National NAFTS reunion, upon call of the NAFTS National President.

d. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of October and end on the thirtieth day of September next following.

e. All annual income of NAFTOURS, after payment of expenses shall go to NAFTS as a tax-exempt/non-profit corporation donation.

f. The NAFTOURS President shall cause an audit to be made of Corporation funds and transactions during the first quarter of each fiscal year for the year preceding. The report of such audit shall be presented to the Directors for approval and any further appropriate action. A special audit may be directed by the NAFTOURS President or the Directors at any time. Copies of all audit reports will be forwarded to the President, President-elect and Vice Presidents of NAFTS.

6. INDEMNIFICATION:

By Laws of NAFTOURS, Inc.

Every person who is, shall be, or shall have been a Director or Officer of the Corporation and his personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason or willful misconduct in the performance of his duty as such Director or Officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amount paid in settlement.

7. DISPOSITION OF ASSETS

In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary or by operation of law, all monies, properties or other assets shall become the property of NAFTS, and shall be expeditiously inventoried, packaged and transmitted to the National Secretary-Treasurer, NAFTS in according with instructions from the NAFTS President.

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