

**THE SOCIETY OF NAVAL ARCHITECTS
AND
MARINE ENGINEERS**

**601 PAVONIA AVENUE - SUITE 400
JERSEY CITY, N.J. 07306**

SOCIETY BYLAWS

**APPROVED NOVEMBER 10, 1977
WITH
APPROVED AMENDMENTS THROUGH NOVEMBER, 18, 2011**

THE SOCIETY OF NAVAL ARCHITECTS AND MARINE ENGINEERS
BYLAWS

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SOCIETY BYLAWS

This document was drafted originally by Washington L. Capps and was ratified at the first meeting of the Society in 1893. It has been amended several times.

A. GENERAL

A1. Name and Objectives

A1-1. Name

The name of this association is “The Society of Naval Architects and Marine Engineers.”

A1-2. Objectives

The objectives of the Society are to advance the art, science, and practice of naval architecture, marine engineering and ocean engineering in all their applied forms including the construction and operation of ships, marine vehicles, and structures of all kinds and the arts and sciences allied thereto by:

1. Affording facilities for the exchange of information and ideas among its members and placing on record and disseminating the results of research, experience, and information relative to the objectives;
2. Promoting the professional integrity and status of the members and affording facilities for their advancement in the knowledge of their profession;
3. Cooperating with educational institutions and public education authorities for the furtherance of education in naval architecture, marine engineering and ocean engineering; and
4. Encouraging and sponsoring such research and other inquiries as may be considered important to the advancement of the art and science of naval architecture, marine engineering and ocean engineering.

A1-3. Meetings

In furtherance of the objectives set forth in paragraph A1-2, an Annual Meeting and such other meetings as the Council or Executive Committee may prescribe shall be held.

A1-4. Sections

In furtherance of the objectives set forth in paragraph A1-2, Sections of the Society are established in geographic areas, as approved by the Council, to hold local meetings.

A1-5. Student Sections

To further the educational, and other, objectives of the Society, the Sections are encouraged to sponsor Student Sections of the Society at qualifying educational institutions.

A2. Seal

A2-1. Design of Seal

The seal of the Society shall depict two concentric circles with the words “The Society of Naval Architects and Marine Engineers” between the circles and the words “Incorporated under the Laws of the State of New York, 1893” within the inner circle, all as below.



A2-2. Custody of Seal

The seal shall remain in the custody of the Corporate Secretary, who shall affix it to all certificates of membership in the Society and to other documents, as required by law or as otherwise appropriate.

A2-3. Emblem

The emblem of the Society shall depict two concentric circles with the words “The Society of Naval Architects and Marine Engineers” between the circles, with the space inside the circles so designated as to depict the conventional symbol for amid-ship, all as below. When displayed, the dot shall appear at the bottom of the emblem.



B. MEMBERSHIP

B1. Membership

B1-1. Grades of Membership

- (a) The membership of the Society shall consist of Fellows, Members, Affiliates, Associate Members, and Student Members. A special designation of “Life” before the title of several grades of membership is attainable by compliance with the requirements of paragraph B3-2. See paragraphs B1-7, B1-8, B1-9, and B1-10 for other classes of membership.

A candidate for membership in the grade of Member, Affiliate, Associate Member, or Student Member must be approved by the Applications Committee.

- (b) The Executive Director may approve a candidate for membership in the grade of Student Member.

B1-2. Fellows

- (a) The grade of Fellow may be accorded exclusively to individuals who have made outstanding personal contributions to naval architecture, marine or ocean engineering, or allied disciplines through significant achievements in design, research, production, operation, education or associated management. A candidate shall have attained the grade of Member and have had not less than ten (10) years of active practice following the candidate’s first professional membership in the Society (exclusive of years as a Student Member).
- (b) A candidate for the grade of Fellow must be nominated by three Fellows or Members on an approved form. Nominations will be reviewed by the Fellows Committee and approved candidates will be submitted by the Fellows Committee to the Council for election.

B1-3. Members

- (a) The grade of Member may be accorded exclusively to persons having competence and important experience in naval architecture, marine engineering, ocean engineering, or another phase of engineering or science closely allied with the marine industry. A candidate who is a graduate of a recognized technical institution or other institution satisfactory to the Society shall have had not less than five years of increasingly important engineering or scientific experience indicative of growth, competency, and achievement,

at least two of which shall have been in responsible charge of work. A candidate possessing a Professional Engineer's license or equivalent will be deemed to have given evidence of engineering or scientific experience indicative of growth, competency and achievement with at least two years in responsible charge of work. Alternatively, a candidate who is not a graduate of a recognized technical institution shall have had not less than nine years of engineering or scientific experience indicative of growth, competency, and achievement, at least two of which shall have been in responsible charge of work.

- (b) A candidate for the grade of Member shall submit a statement of training and experience which demonstrates that the candidate has been engaged in a responsible capacity in the marine field and sets forth the grounds upon which the application for membership is based. The statement shall be signed by three Fellows or Members, who shall certify to their personal knowledge of the candidate and of the candidate's experience.

B1-4. Affiliates

- (a) The grade of Affiliate may be accorded to persons whose pursuits, attainments, or practical experience qualifies them to cooperate in the advancement of the objectives of the Society. A candidate shall have had a sound education and shall have not less than five years of increasingly important experience indicative of growth, competency, and achievement, at least two of which shall have been in responsible charge of work. Alternatively, a candidate who is not a graduate of a recognized institution of learning shall have had not less than nine years of increasingly important experience indicative of growth, competency, and achievement, at least two of which shall have been in responsible charge of work.
- (b) A candidate for the grade of Affiliate shall submit a written statement of qualifications which shall be signed by three Fellows, Members, or Affiliates, who shall certify to their personal knowledge of the candidate and of the candidate's experience.

B1-5. Associate Members

- (a) The grade of Associate Member may be accorded to persons whose pursuits, attainments, education, or practical experience qualifies them to cooperate in the advancements of the objectives of the Society, but who have not held a position of sufficient responsibility or lack the experience required for the grade of Member or Affiliate.
- (b) Associate Members shall be eligible to transfer to the grade of Member or Affiliate after fulfilling the necessary requirements.

- (c) A candidate for Associate Member shall submit to the Society a written statement of qualifications which shall be signed by two Fellows, Members, Affiliates, or Associate Members, who shall certify to their personal knowledge of the candidate and the candidate's experience.
- (d) Associate Members may not hold national office as defined in paragraph D1-1 but may vote on all questions brought before the Society.

B1-6. Student Members

- (a) The grade of Student Member may be accorded to students of naval architecture, marine engineering, ocean engineering or allied branches of engineering in technical institutions recognized by the Society.
- (b) A candidate for Student Member shall submit to the Society a written statement of qualifications which shall be signed by a member of any grade except Student Member who shall certify to a personal knowledge of the candidate and the student status of the candidate.
- (c) Upon completion of the courses of study in a recognized technical institution and upon graduation, Student Members shall be automatically transferred to the grade of Associate Member.
- (d) Student Members may not hold national office as defined in paragraph D1-1 and may not vote on questions brought before the Society at the Annual Meeting or at a special meeting of the membership.

B1-7. Honorary Members

Honorary membership may be accorded to persons of acknowledged eminence upon whom the Council may see fit to confer honorary distinction. The total number of living Honorary Members shall not exceed fifty. Society members so elected shall retain all rights and privileges of their prior grade of membership.

B1-8. Permanent Members

Prior to November 10, 1971, the Council could, by a three-fourths vote, elect as Permanent Members those members who had evidenced special interest in the Society and its objectives and who had contributed at least one thousand dollars either to a special fund to be administered for the objectives of the Society or toward a scholarship for the study of naval architecture, marine engineering, ocean engineering or other engineering subjects pertaining to the marine industry. Without prejudice to the standing of any Permanent Member elected or approved on, or prior to, November 10, 1971, no person shall be elected, and no successor shall be approved as Permanent Member after November 10, 1971.

B1-9. Special Members

Prior to December 31, 1986, the Council could, by a three-fourths vote, elect as Special Members governmental or quasi-governmental officials whose duties and responsibilities have an important bearing on marine matters. A Special Member may retain such membership while in the office for which the Special Membership was conferred. Upon the expiration of such term of office or upon retirement from office, a Special Member shall either transfer to the grade for which qualified and pay the dues of that grade or be dropped from the rolls of the Society. Without prejudice to the standing of any Special Member elected or approved on, or prior to, December 31, 1986, no person shall be elected or approved as Special Member after December 31, 1986.

B1-10. Distinguished Members

- (a) The Council may, by a two-thirds vote of all of the eligible voting members of council, elect as a Distinguished Member governmental, quasi-governmental, industry, or academia an individual whose duties and responsibilities have an important bearing on marine matters, who have made significant contributions to the marine profession, and who are of such stature in the marine profession as to warrant a membership while in the office for which the Distinguished Membership was conferred. Upon the expiration of such term of office or upon retirement from office, a Distinguished Member shall either transfer to the grade for which qualified and pay the dues of that grade or be dropped from the rolls of the Society.
- (b) A Candidate for the grade of Distinguished Member must be nominated by three Fellows or Members on a approved form. Nominations will be reviewed by the Nominations Committee and approved candidates will be submitted by the Nominations Committee to the Council for election.
- (c) Distinguished Members may not hold any office and may not vote on any question brought before the Society.

B1-11. Reciprocal Memberships

- (a) The Council may approve, for Reciprocal Membership privileges, those international engineering or scientific societies having objectives, aims, and purposes similar to those of this Society. Any member in good standing of any such international society and not residing in the United States of America or Canada may be admitted to the equivalent grade of Reciprocal Membership of this Society upon certification by the approved international engineering or scientific society.
- (b) International applicants shall not be accepted nor shall the privileges of such membership be enjoyed until the application, on a special form furnished by this Society, has been certified by the Secretary of the approved international

scientific society and submitted by the applicant and payment of the dues for one year has been made. Members so admitted shall be designated as Reciprocal Members, Reciprocal Affiliates, Reciprocal Associate Members, or Reciprocal Student Members. Upon payment of the annual dues as set forth in paragraph B3-1, members so admitted shall be entitled to all the privileges of equivalent membership, except the right to vote and hold office.

B2. Entrance Fees

- (a) An entrance fee plus the current dues rate established by the Council shall be submitted with the application.
- (b) No entrance fee shall be required of Student Members, Honorary Members, or any Reciprocal membership grade.
- (c) No entrance fee shall be required of former members who are reinstated in accordance with paragraph B3-8, nor members who transfer from one grade of membership to another.

B3. Dues

B3-1. Annual Dues

- (a) Annual dues shall be payable by Fellows, Members, Affiliates, Associate Members, Student Members, and Reciprocal Members in accordance with a schedule of dues as established by the Council.
- (b) Annual dues shall be payable on January first except as otherwise noted for the year of approval for membership.
- (c) Those whose memberships are submitted between January first and May first shall pay full dues with the application.
- (d) Those whose memberships are submitted after May first and prior to October first shall submit payment of one half the yearly dues with the application.
- (e) Those who submit a membership application between October first and December thirty-first shall pay full yearly dues with the application; however, the dues are satisfied through December thirty first of the following year.
- (f) Any member sixty-five years or older who has paid dues for twenty-five years, will, upon specific written request, be placed in a reduced dues status as established by the Council.

B3-2. Life Dues

Fellows, Members, Affiliates, and Associate Members may pay all future dues by making a single payment as established by the Council and by signing an agreement to conform to any future amendments to the Bylaws not involving a change in the payment of dues.

B3-3. Exemption from Dues

Honorary Members, Special Members and Fifty-Year Members shall not pay dues.

B3-4. Transfers

Student Members, when transferred to the appropriate grade of membership after graduation, shall not pay additional dues in the year of transfer. Dues for the twelve months following the date of transfer shall be at the Student Member rate.

Student Members and Special Members who do not pay the dues of the grade to which transferred in accordance with paragraph B3-1, will be dropped from the rolls of the Society in accordance with paragraph B3-7.

B3-5. Condition of Membership

This Bylaw eliminated October 26, 2001

B3-6. No Rebate of Dues

Members severing their connection with the Society shall not be entitled to receive any portion of dues already paid.

B3-7. Dues Arrears

Any member of any grade whose dues are unpaid on March first for the current year shall be so notified by the Treasurer. If dues become three months in arrears as of March thirty-first, membership shall cease unless, upon written request, the Executive Committee shall determine, due to extenuating circumstances, to excuse such arrears for the current dues period.

B3-8. Reinstatement

A member who has resigned or whose membership has ceased for nonpayment of dues may be reinstated by the Applications Committee either:

1. By paying back dues from the year of severance of membership with reinstatement to take effect as of the year of original approval; or

2. By paying a one-time administrative fee of \$50.00 with reinstatement to take effect as of the year of original approval minus the amount of years of broken membership.

Members shall have the right of exercising this option one time during the life of his or her membership; or

3. By making a new application for membership with reinstatement to take effect as of the year of re-approval.

B4. Expulsion

Any member may be expelled from membership by a three-fourths vote at a Council meeting, with a quorum present and voting, for a cause deemed prejudicial to the interest of the Society based upon the written charge of at least ten members, each of whom shall be either a Fellow, Member, Affiliate, or Associate Member. The member so charged shall have twenty days' notice of such meeting and a statement of the charges. The member so charged may be represented by counsel and shall be entitled to call witnesses.

B5. Membership Certificate

A certificate of membership signed by the President and Secretary shall be issued to all members except Student Members.

C. GOVERNMENT

C1. Council

C1-1. Council Authority

The affairs of the Society shall be governed by a Council chosen from its membership, and the Council shall have full control of the activities of the Society, subject to the limitations of the Society Bylaws.

C1-2. Composition of Council

- (a) The Council shall be composed as follows:
- President (Chair)
 - President-elect
 - Past Presidents*
 - Regional Vice Presidents (Junior and Senior)
 - Functional Vice Presidents
 - Honorary Vice Presidents*
 - Section Chairs
 - Chairs of Standing Committees (includes T&R Committee Chairs)
 - Executive Director
 - Treasurer
 - SNAME Representative to the Offshore Technology Conference Board of Directors
 - Chair of the Student Steering Committee
 - Chair of the Young Professionals Committee

**Past Presidents and Honorary Vice Presidents may elect to remain members of Council for life.*

- (b) All of the above except the Executive Director, Honorary Vice Presidents and Past Presidents beyond the three most immediate shall be entitled to vote upon all matters coming before the Council. Any member of Council listed in C1-2(a) with the exception of the President, President-elect, and Regional Vice Presidents may elect to be an Advisory Member of Council. Advisory Members may participate at meetings but shall not be entitled to vote upon all matters coming before the Council.
- (c) A Section Vice Chair may represent the Section Chair at a Council meeting.
- (d) The Council Chair shall be the current President of the Society.

C1-3. Meetings of Council

The Council shall meet not less than 2 times annually, with one meeting of the Council held prior to the Annual Meeting of the Society. Special meetings of the Council may be requested by the Executive Committee as occasions may require.

C1-4. Quorum

A simple majority of Council positions eligible to vote shall constitute a quorum at all meetings of the Council. All eligible voting members of Council present, in accordance with Section C1-2. (b), will be counted in the quorum.

C1-5. Vote by Mail

A vote of the Council may be taken upon a specific matter using postal service, courier, facsimile, or electronic mail, in which event a two-thirds affirmative vote of all eligible voting members of the Council is required for approval.

C2. Executive Committee

C2-1. Direction by Executive Committee

The Executive Committee shall supervise and direct the day-to-day affairs of the Society, in accordance with the strategic direction and policies defined by the Council.

C2-2. Composition of Executive Committee

(a) The Executive Committee shall be composed as follows:

- President
- President-elect
- Past Presidents (two most immediate)*
- Junior Regional Vice Presidents
- Functional Vice Presidents
- Treasurer
- Executive Director
- Chair of the Student Steering Committee
- Chair of the Young Professionals Committee

** Except, pursuant to Bylaw provisions prior to January 1, 1989, Past Presidents at that time may retain membership on the Executive Committee and voting privileges.*

(b) All of the above except the Executive Director and Treasurer shall be entitled to vote upon all matters coming before the Executive Committee. Any member of Executive Committee listed in C2-2(a) with the exception

of the President, President-elect, and Regional Vice Presidents may elect to be an Advisory Member of the Executive Committee. Advisory Members may participate at meetings but shall not be entitled to vote upon all matters coming before the Executive Committee.

C2-3. Quorum

A simple majority of the eligible voting members shall constitute a quorum at all meetings of the Executive Committee.

C2-4. Reports

The Executive Committee shall require the Treasurer, the Executive Director, the independent accountants, the Junior Regional Vice Presidents, and the Functional Vice Presidents to submit regular reports of their activities.

C2-5. Responsibilities

- (a) The Executive Committee shall meet not fewer than three times annually to review the work of the officers and committees, and to act upon their recommendations covering the business of the Society and to take such other action as necessary.
- (b) The Executive Committee shall include among its duties the supervision and custody of all general, special, and endowment funds of the Society and the uses to which such funds shall be applied, subject only to authorized purposes and the Bylaws of the Society and to the restrictions of special funds endowed, bequeathed, or trusted to the Society.
- (c) The Executive Committee shall be responsible for all publications in the name of or under the auspices of the Society, all special conventions and meetings of the Society, and the papers and discussions to be presented at its meetings. It shall take all measures necessary or advisable to advance the objectives and interests of the Society and to act upon such other matters as specified herein.
- (d) The Minutes of all meetings of the Executive Committee shall be submitted to all members of Council, and the actions of the Executive Committee shall be ratified by the Council at its annual meeting.

C2-6. Notice of Meetings

Notices of meetings of the Executive Committee shall be given by the President or the Executive Director at least two weeks before each meeting.

C2-7. Vote by Mail

A vote of the Executive Committee may be taken upon a specific matter using postal service, courier, facsimile, or electronic mail, in which event a three-fourths affirmative vote of all eligible voting members of the Committee is required for approval.

D. ADMINISTRATION

D1. Officers, Elections, etc.

D1-1. Officers

The officers of the Society shall consist of the President, President-elect, ten Regional Vice Presidents, the Executive Director, and the Treasurer. In the absence of specific duties provided by these Bylaws, the respective and several duties of the officers shall be those customarily attributable to such officers.

D1-2. Eligibility for Office

Only Fellows, Members, and Affiliates of the Society are eligible for the office of President, Vice President, Executive Director, and Treasurer.

D1-3. Election of President

- (a) A President shall be elected by the Society at the Annual Meeting from the nominees proposed in accordance with paragraph D3-7(f) or as provided in sub-paragraph (b) below.
- (b) The nomination of a candidate for President, that is signed by at least sixty Fellows, Members, Affiliates, or Associate Members, of whom at least forty are Fellows, Members, or Affiliates, and is submitted to the Executive Director at least sixty days prior to the Annual Meeting, shall also be presented for election.
- (c) The President shall not be eligible for re-election to succeed himself.
- (d) The elected President shall serve for (1) year as President-elect before taking office. As such he will serve as a member both of Council and of the Executive Committee.

D1-4. Election of Regional Vice Presidents

The four North American Regions of the Society shall be composed of geographically contiguous Sections and shall include memberships that are approximately equal, as approved by the Executive Committee. The fifth region is designated as the International Region and encompasses all of the other Sections and members of the Society.

- (a) There shall be two Regional Vice Presidents from each of the five Regions of the Society. Every other year one Vice President shall be elected from each Region to a four-year term. Election shall be by ballot mailed to all Fellows,

- Members, Affiliates, and Associate Members in the Region. The incoming Regional Vice President shall be designated as the Junior Regional Vice President and the other Vice President shall be designated as the Senior Regional Vice President. Retiring Vice Presidents shall be eligible for re-election for two successive terms; a further re-election must be interrupted by a lapse of at least two years.
- (b) Prior to April first of the voting year, each Section shall submit to the Nominating Committee a recommended candidate to fill the position of the retiring Vice President from its Region. International members not affiliated with a particular Section can submit nominations. Before September first of each year, the Nominating Committee shall consider all recommendations made by the Sections and, from the recommendations provided by the Sections, select the candidate(s) for placement on the ballot from each of the Regions to fill the positions of the respective retiring Vice Presidents. Ballots shall be mailed no later than October fifteenth to all Fellows, Members, Affiliates, and Associate Members.
 - (c) Each Fellow, Member, Affiliate, and Associate Member may vote for one Vice Presidential nominee from their own Region of the Society.
 - (d) The ballots shall be returned to the Executive Director and shall be canvassed by a committee appointed by the Executive Committee prior to the Annual Meeting of the Society. The Vice Presidential candidate from each of the Regions of the Society receiving the highest number of votes shall be declared a Vice President.

D1-5. Appointments

The Executive Director and the Treasurer shall be appointed by the Executive Committee.

D1-6. Terms of Office

- (a) The terms of office for all officers shall be as follows, unless removed for cause:
 - President: two years succeeding one year as President-elect
 - Regional Vice Presidents: four years
 - Executive Director: by resolution of the Executive Committee
 - Treasurer: one year
- (b) Elections of the Regional Vice Presidents shall be staggered so that there is an election every other year within a given region; however every year new Regional Vice Presidents shall be elected from about half the regions.

- (c) Except for elections to fill unexpired terms, all terms of office shall begin on January first following election.

D1-7. Filling Vacancies

A vacancy in the office of President or Vice President (Regional or Functional Vice Presidents) shall be filled within sixty days by the Executive Committee for the remainder of such term. If the President-elect office is occupied, then the President-elect will automatically fill the vacancy in the office of the President, and continue as President in the next term. If the President-elect office is not occupied, then a member will be selected by the Executive Committee to fill the vacancy. A member selected to fill a vacancy in the office of President shall not be barred as a candidate to succeed himself.

D1-8. Removal from Office

Any officer may be removed from office by a two-thirds vote of all of the eligible voting members of Council, at a meeting thereof, for a cause deemed prejudicial to the interests of the Society, based upon the written charge of at least ten Fellows, Members, Affiliates, or Associate Members. The officers so charged shall have twenty days' written notice of such meeting, shall be furnished a statement of the charges, may be represented by counsel at such meeting, and shall be entitled to call witnesses.

D1-9. Election of Honorary Vice Presidents

Honorary Vice Presidents may be chosen from the list of Council members who have had at least twelve years of service on the Council. Honorary Vice Presidents shall hold the title for life. Not more than two Honorary Vice Presidents may be elected in any year.

D2. Officers' Duties

D2-1. President

The President shall be the chief executive officer of the Society and shall preside over all meetings of the Society, of the Council, and of the Executive Committee. The President may make or sign contracts on behalf of the Society or may delegate such duty to a Vice President and shall be a member ex officio of all committees except the Nominating Committee. At any meeting of the Society, of the Council, or of the Executive Committee when the votes of the meeting are equally divided, the President (or other presiding officer) shall cast the deciding vote.

D2-2. President-elect

- (a) The duties of the President-elect shall include those of the President in the absence or inability of the President to act.

- (b) The President-elect may, in the absence of the President, make and sign contracts on behalf of the Society acting jointly with the Treasurer of the Society, or in the absence of the Treasurer with a Vice President selected by the Executive Committee.

D2-3. Regional Vice Presidents

- (a) The duties of a Regional Vice President shall include those of the President in the absence or inability of the President and President-elect to act, in which event the date of election as a Regional Vice President and, following that, seniority of membership in the Society shall govern the order of functioning, and such other duties as set forth in the Guidelines for Regional Vice Presidents approved by the Executive Committee.

D2-4. Executive Director

- (a) The Executive Director shall be the administrative officer of the Society functioning under the immediate direction of the President and the Executive Committee. The Executive Director shall have charge and direction of the Society's office and its employees and shall conduct the business of the Society, maintain its records, and sign checks, drafts, and contracts in accordance with procedures established by the Executive Committee. The Executive Director shall report to the Council at its annual meeting and to the Executive Committee at its meetings.
- (b) The Executive Director shall hold the office of and perform all the duties of the Corporate Secretary, shall have custody of the Seal of the Society, and shall affix it to all certificates of membership and to such other documents as may require it. The Executive Director shall be responsible for the membership records and shall report to the Council annually on the state of membership.
- (c) The Executive Director shall supervise the recording and personally sign the minutes of all meetings of the Society, the Council, and the Executive Committee and shall supervise the recording of minutes for all other meetings of committees of the Society.

D2-5. Treasurer

- (a) The Treasurer shall render to the Council an annual statement and report of the financial affairs of the Society and render additional regular reports to the Executive Committee at its meetings. The Treasurer shall sign checks and drafts in accordance with procedures established by the Executive Committee and may designate depositories for funds of the Society upon the approval of the Investments Committee but shall not have custody of the securities of the Society. The Treasurer may make and sign contracts on behalf of the Society, acting jointly with the President, President-elect or a Vice President.

- (b) The Treasurer shall be a member ex officio of the Investments Committee but shall not sign the orders and directions of that committee to the custodian of the securities of the Society with respect to investments or changes in investments.

D3. Committees

D3-1. Functional Vice Presidents and Standing Committees

There shall be the following functional areas or groups containing the Standing Committees of the Society. Each area shall be led by a Functional Vice President, who coordinates the committees in his group and represents them on the Executive Committee, and an Alternate Functional Vice President. Each Functional Vice President and Alternate Functional Vice President shall also be a Chair or Vice Chair of one of the Standing Committees in the group. Each Standing Committee shall have a Chair who reports to the Functional Vice President. The Alternate Functional Vice President may perform the duties on behalf of the Functional Vice President when the Functional Vice President is unable to do so.

Finance

- Audit Committee
- Development Committee
- Finance Committee
- Investments Committee
- Pension Committee

Planning and Public Policy

- Annual Meetings and Symposia Committee
- Planning Committee
- Public Policy Committee
- International Activities
- Joint Strategic Alliance Committee
- Offshore Activities Steering Committee

Knowledge Management

- Electronic Media Committee
- Featured Papers Committee
- Journal of Ship Production and Design Committee
- Journal of Ship Research Committee
- MT Editorial Committee
- Annual Meeting Papers Committee
- Publications Committee

Membership

- Applications Committee
- Awards Committee
- Faculty Advisors Committee
- Fellows Committee
- Membership Committee
- Nominating Committee
- Sections Committee

Education

- ABET Accreditation Committee
- Education Committee
- Professional Engineering Licensure Committee
- Scholarships Committee

Technology

- Technical and Research Steering Committee

D3-2. Special Committees

In addition to the foregoing, there shall be such other special and ad hoc committees as the Council, Executive Committee, or President requires to carry on the affairs of the Society.

- (a) **Headquarters Review Committee** The Headquarters Review Committee shall be responsible for oversight of personnel and operations at Headquarters under the direction of the Executive Director, for performing the annual review of, and setting annual goals for, the Executive Director; and for providing counsel and/or advice on special matters, which shall be identified and brought to the Committee by the Executive Director. The Committee shall report to the Executive Committee and to the Council, as appropriate. Membership shall consist of at least four members: the current President as Chair, the two most recent Past Presidents and the Chair of the Finance Committee; and, on even years, five members, with addition of the President-elect.

D3-3. Appointment of Committees

Functional Vice Presidents and Alternate Functional Vice Presidents, Standing and Special Committee Chairs and members of all committees named in Article D3, shall be appointed by the President. Appointments shall be for a term of one year unless otherwise provided. The number of consecutive years as Functional Vice President, Alternate Functional Vice President, or Chair shall be limited to five years in the same position, unless specifically extended for one final year, with an

absolute maximum of six years, by the President, who shall report such extensions to the Executive Committee, at its next regular meeting. The Chairs of the Journal of Ship Research, Journal of Ship Production and Design, and MT Editorial committees may serve beyond six years subject to approval by a three-fourths vote of the Executive Committee.

D3-4. Finance Committees

(a) **Audit Committee** The Audit Committee shall consist of five members, the majority of whom shall be members of Council. The Committee shall be responsible for the selection of the independent accountants and shall discuss their work with them. The Committee shall be responsible for the review and evaluation of all reports, including the annual financial statements, prepared by the independent accountants prior to approval by Council. The Committee shall also insure that action is taken by the Society's staff regarding any recommendations with respect to internal accounting and management controls. The Committee shall report to the Council annually as a minimum.

(b) **Development Committee** The Development Committee shall be composed of three members, but no more than five members,. The Committee shall be responsible for overall direction and oversight of the Society's fund-raising efforts, specifically, Annual Giving (Scholarships, T&R, Professional Engineering Program, and Professional Development), Annual Meeting Sponsorship, Grants, and its Planned Giving Program, the Heritage Society. The Committee shall establish for each fund raising category both long term and short term goals and objectives and timelines in order to measure progress and to regularly report to the Council.

The Committee shall foster a culture of cultivating long term relationships with corporations within the marine industry as well as with Society members. It shall further oversee and coordinate in each of the above-mentioned areas the fund raising efforts performed by regular and ad hoc committees, by regular and Student Sections, and by Headquarters.

(c) **Finance Committee** The Finance Committee shall consist of at least five members but not more than seven members, the majority of whom shall be members of Council. Two of the members shall be the Chairman of the Investments Committee and the Chairman of the Technical and Research Steering Committee. The Committee shall study annually the operating costs of the Society and shall submit a proposed budget, including the use of income and principal from the endowments and any other special fund or funds, to the Executive Committee and Council for the administration of the activities of the Society.

- (d) **Investments Committee** The Investments Committee shall consist of at least five members but not more than seven members, the majority of whom shall be members of Council. The Treasurer shall be a member ex officio but shall not be entitled to vote. The Committee shall have charge of the investment of the monies and of any other trusts or funds committed to the Society. No action may be taken by the Committee except upon the written direction of a majority of its members. The Committee shall be responsible for the selection of any independent investment advisor(s) and shall discuss their work with them. The Committee shall report to the Executive Committee when it meets and to the Council annually.
- (e) **Pension Committee** The Pension Committee shall consist of at least three members. The Executive Director shall serve as secretary of the Pension Committee. The Committee shall administer the pension plan for employees of the Society and shall report to the Council annually.

D3-5. Planning and Public Policy Committees

- (a) **Annual Meetings and Symposia Committee** This Committee is responsible for developing and executing a strategy for the Annual Meetings and Symposia that will both disseminate technology developments and provide networking and communication forums. This Committee will direct planning and be given authority to pro-actively develop the content and format for the Annual Meeting and for three to five symposia per year with focused technical content.

For the Annual Meeting, the Committee shall be responsible for all aspects including, but not limited to, budgets and fees, site selection, dates and time-frame, program schedule, and marketing. The Committee shall review all aspects of the previous year's Annual Meeting to enhance the following year's meeting and to provide direction and recommendations for all future meetings.

- (b) **Planning Committee** The Planning Committee shall consist of at least nine members. These members shall include the Senior Regional Vice Presidents. The Committee shall continuously review the means being used, and contemplated for use, to accomplish the objectives of the Society. The Planning Committee shall act in an advisory position to Council as a whole and shall be responsible for developing and maintaining a strategic plan for the Society, subject to approval by the full Council. The Committee shall present reports and recommendations to the Executive Committee and Council, as appropriate.
- (c) **Public Policy Committee** The Public Policy Committee shall consist of at least seven members, all of the grades of Fellow, Member, or Affiliate. They shall represent various interests within the Society and shall include the

Chairman of the Technical and Research Steering Committee. The Committee shall be responsible for recommending to the Executive Committee the policy guidelines for carrying out the Public Policy function of the Society.

- (d) **International Activities Committee** The International Activities Committee shall consist of at least six members with the grade of Fellow or Member who have knowledge of international marine professional organizations and have familiarity with the functioning of SNAME Executive Committee and/or Council. The Committee shall oversee and provide support for the Society's international presence, activities, alliances and cooperative ventures. The Committee shall also provide recommendations to the Council and Executive Committee for policy guidelines for carrying out the international activities of the Society.

The Committee shall be responsible for enhancing the professional benefits to SNAME's members through interaction with other Standing Committees of SNAME, and members of the international marine community. It shall also be responsible, in cooperation with the T&R Steering Committee, for coordinating technical activities with other maritime societies to enable direct technical input to IMO and other maritime organizations from independent professional sources worldwide.

- (e) **Joint Strategic Alliance Committee** The Joint Strategic Alliance Committee shall consist of at least five members with the grade of Fellow or Member who have wide knowledge of the Society's technical and administrative functions. The Committee shall oversee and provide support for the Society's alliance with the American Society of Naval Engineers (ASNE). The Committee shall also function as the planning arm for strategic alliance matters between the two Societies. The Committee shall provide recommendations to the Council and Executive Committee through the Functional Vice President for Planning and Public Policy.

A co-chair of the Committee shall be appointed by the President, and, on a periodically agreed basis, the chairing position of the Committee will be transferred between the two Societies.

- (f) **Offshore Activities Steering Committee** The Committee shall oversee and provide support and coordination for the Society's presence and activities related to and associated with the annual OTC (Offshore Technology Conference). The Committee Chair shall be appointed by the President of SNAME to serve a term of no longer than six years. The offshore Activities Steering Committee shall consist of at least six members with the grade of Fellow, Member, Associate Member or Affiliate, who have knowledge of the offshore industry-related activities in general and of the Society's involvement with the OTC in particular. Ex-officio members of the

Committee shall be the SNAME appointee to the OTC Board of Directors, the Chair of the SNAME OTC Program sub-committee, the Chair of the Offshore T&R Committee, the Chair of the SNAME Texas Section, and the SNAME Chair of the International Student Offshore Design Competition Committee. Membership in the Steering Committee will be extended and encouraged outside the Texas Section. The Committee shall develop the annual budget for SNAME participation at OTC, and administer the budget as approved by Council. The Committee shall also provide recommendations to the Council and Executive Committee for policy guidelines for carrying out the OTC activities of the Society.

D3-6. Knowledge Management Committees

- (a) **Electronic Media Committee** The Electronic Media Committee shall maintain the Web Site connection for member access, oversee administrative functions thereon, develop standards for the electronic format for all Society technical papers, monitor maintenance of electronic databases and electronic publishing and evaluate technologies such as teleconferencing and other forms of electronic communication.
- (b) **Journal of Ship Production and Design Committee** The Journal of Ship Production and Design Committee shall have general charge of editorial policies pertaining to the publication “Journal of Ship Production and Design.”
- (c) **Journal of Ship Research Committee** The Journal of Ship Research Committee shall have general charge of editorial policies pertaining to the publication “Journal of Ship Research.”
- (d) **MT Editorial Committee** The MT Editorial Committee, also known as the MT Editorial Board, shall consist of at least seven members. The Committee shall have responsibility for the solicitation and technical review of papers and articles published in MT, and general charge of editorial policies pertaining to “MT”.
- (e) **Annual Meeting Papers Committee** The Annual Meeting Papers Committee shall consist of at least twelve members. The Committee shall review and select the papers to be read before the Annual Meeting of the Society and specify the rules and procedures for their presentation and discussion. The Committee shall also solicit, identify, and develop archival quality papers from the Annual Meeting and other SNAME conferences for inclusion in the Transactions.
- (f) **Publications Committee** The Publications Committee shall consist of at least nine members, including the Chairmen of the Annual Meeting Papers, Journal of Ship Production and Design, Journal of Ship Research, MT

Editorial, and Technical and Research Steering Committees, and Featured Papers Committee. The Committee shall have general supervision of all publication policies affecting the publications of the Society subject to the approval of the Executive Committee or the Council and shall report to the Council annually.

- (g) **Featured Papers Committee** The Featured Papers Committee shall consist of at least twelve members representing a broad spectrum of industry and academia. The Committee will select the “featured paper” of the month, as well as review the papers in each issue of *JSR* and *JSPD*, and select papers to appear as abstracts in each issue of (*mt*). The Committee will select three papers – Cochrane Award and two honorable Mentions – associated with the Cochrane Award, and forward their recommendations to the Awards Committee. The Committee will select the “significant” papers to be published in that section of the *Transactions*, and forward their recommendations to the Publications Committee.

D3-7. Membership Committees

- (a) **Applications Committee** The Applications Committee shall consist of at least six members. Membership on the Committee shall be for a term of three years and shall be staggered such that one-third of the members are appointed each year. The Committee shall have charge of all matters connected with applications for membership in the grades of Member, Affiliate, Associate Member, and Student Member and shall use such literature and forms as may be approved by the Executive Committee. The Committee shall meet a minimum of six times annually, generally bi-monthly, and shall report the names and grades of all new members to the Executive Committee and/or Council.
- (b) **Awards Committee** The Awards Committee shall consist of twelve members. Membership on the Committee shall be for a term of four years and shall be staggered such that one-quarter of the members are appointed each year. The Committee shall recommend to Council candidates for “The David W. Taylor Medal,” “The Vice Admiral ‘Jerry’ Land Medal,” “The Davidson Medal,” “The Captain Joseph H. Linnard Prize,” “The Vice Admiral E. L. Cochrane Award,” “The William M. Kennedy Award,” “The Blakely Smith Medal,” “The Webb Medal,” the “Elmer L. Hann Award,” the Student Paper Awards, Certificates of Appreciation, Distinguished Service Award and such other awards as may be established by the Society. On behalf of the Society it shall also consider nominations for awards by other institutions when so invited.
- (c) **Faculty Advisors Committee** The Faculty Advisors from each of the Student Sections shall make up the Faculty Advisors Committee; which shall meet at least annually to discuss best practices used to improve Student

Section operations, student member retention, and active student participation in both Section and National SNAME activities. The Committee shall also work with the Student Steering Committee to select from among its present or past members a nomination for Faculty Advisor of the Year to present to the Awards Committee.

- (c) **Fellows Committee** The Fellows Committee shall consist of at least five members each of whom has attained the grade of Fellow or Member in the Society. The Committee shall review the nominations of all candidates for the grade of Fellow and recommend those which it approves to the Council for election. The Committee shall use such literature and forms as may be approved by the Executive Committee.
- (d) **Membership Committee** The Membership Committee shall be charged with the duty of obtaining desirable applicants for membership as Members, Affiliates, Associate Members, and Student Members. As a minimum, the Committee shall consist of the Membership Committee Chairmen of each of the local Sections together with a Chairman appointed by the President.
- (e) **Nominating Committee**
 - (1) The Nominating Committee, including the Chairman, shall be elected by the Executive Committee, shall consist of at least sixteen members, and shall include members from a majority of the Sections. The membership of the Nominating Committee shall represent the broad interests of the Society as defined in paragraph A1-2. The President shall not be a member of the Nominating Committee. Membership on the Committee shall be for a term of two years coinciding with the term of office of the President. Members may be re-elected for one additional two-year term.
 - (2) The Nominating Committee shall follow a policy that the office seeks the individual and shall adopt procedures that will assure that capable candidates are not overlooked.
 - (3) The Nominating Committee shall notify Council of its nominee for president at least 30 days prior to the Annual Meeting, and the Nominating Committee shall present the candidate to the Society at its annual meeting in accordance with paragraph D1-3. The Committee shall nominate candidates to fill the positions of retiring Vice Presidents in accordance with paragraph D1-4. The Committee may also recommend promotion(s) to Honorary Vice President in accordance with paragraph D1-9 and nominations for election to Honorary Membership in accordance with paragraph B1-7.

- (f) **Sections Committee** The Sections Committee shall consist of the Chairman of each Section, or the designated alternate, together with a Chairman appointed by the President. The Committee shall have general supervision of all matters affecting the establishment and operation of Sections, subject to the approval of the Executive Committee or the Council. The Committee shall meet at least annually.

D3-8. Education Committees

- (a) **Education Committee** The Education Committee shall consist of at least six members of whom three shall be representative of the academic community. The Committee shall make recommendations on undergraduate, graduate, and continuing education in the fields of naval architecture and ocean and marine engineering; provide liaison among the institutions teaching naval architecture and ocean and marine engineering; survey government and industry to learn educational needs; develop means for contact between practicing engineers and students and faculty; recommend publication of textbooks to meet academic needs; and sponsor occasional seminars or meetings on educational matters. The Committee may function as a joint Committee with the American Society of Naval Engineers. The Committee shall report to the Council annually.
- (b) **Professional Engineering Licensure Committee** The Professional Engineering Licensure Committee shall consist of at least ten currently licensed P.E. members. The committee shall oversee and provide support for the development of professional engineering examinations in naval architecture and marine engineering (formerly ship design engineering), and ocean/offshore engineering if and when appropriate, for the National Council of Examiners for Engineering and Surveying (NCEES). The Society shall designate a liaison representative to the NCEES Examination for Professional Engineers (EPE) Committee who shall become an ex-officio member of the committee. The Society shall designate a current P.E. licensed liaison representative to the NCEES Participating Organization Liaison Council (POLC), who shall become an ex-officio member of the committee. The committee shall maintain liaison with the Standing Committees on Education, Publications and Electronic Media, have broad representation of the Society's technical membership and submit reports to the Executive Committee and Council as appropriate.
- (c) **Scholarships Committee** The Scholarships Committee shall consist of at least five members. The Committee shall recommend to the Executive Committee or the Council candidates for the Graduate and Undergraduate scholarships established by the Society and shall administer the Society's Scholarship Program subject to the approval of the Council, to which it shall report annually.

- (d) **ABET Accreditation Committee:** The ABET Accreditation Committee shall consist of at least five members having appropriate academic qualifications and industrial experience and shall recruit alternates as committee members for future assignment. Ex-officio members shall include the Society's Liaison Person to ABET, the ABET Board Member, the Engineering Accreditation Commission (TAC) Member and the representative to the National Council of Examiners for Engineering and Surveying (NCEES) Participating Organization Liaison Council (POLC). The committee shall develop, review and recommend changes to ABET Program Criteria and oversee the application of the criteria for accreditation of academic programs for engineering and technology in the fields of naval architecture, marine engineering; marine engineering technology, ocean engineering, and related fields to ensure that the programs remain current and relevant. The Committee shall recruit, mentor and assign program evaluators to ABET accreditation teams, keeping them current and trained. The Committee shall report annually to the Executive Committee and Council.

D3-9 Technology Committee

Technical and Research Steering Committee The Technical and Research Steering Committee shall consist of at least twenty-one members representing all segments of the maritime industry and cooperating academic and governmental agencies. Members shall be appointed for a two-year term. The Committee shall be responsible for the detailed planning and execution of a Society-sponsored Technical and Research program. The Committee shall form technical committees and panels to carry out the Technical and Research program. The Committee shall establish research priorities, project anticipated needs in future technology and develop research programs designed to meet future needs. The Committee shall also monitor fund raising in support of all technical and research activities and the fiscal and contractual administration of such funds. The Committee may authorize any of the technical committees mentioned above to be a joint committee with the American Society of Naval Engineers. The Committee shall report to the Council annually.

E. FINANCE

E1. Fiscal Year

The fiscal year of the Society shall be from July first to June thirtieth of the following year.

E2. Annual Audits

The accounts of the Treasurer and of all funds and trusts committed to the Society's charge shall be audited at least once in each year by independent accountants selected by the Audit Committee and a report of such audit shall be submitted to the Council and to the Society within 90 days of the fiscal year end.

E3. Custodian

E3-1. Custody of Securities and Funds

- (a) All securities of the Society and of each of the funds and trusts committed to its charge, except funds deposited in banks, shall be placed and continue to remain, subject to changes in such securities from time to time made, in the custody of a Federally insured bank or trust company or a duly licensed and qualified brokerage firm selected by the Executive Committee.
- (b) Passbooks for monies in savings banks and monies in other bank accounts shall be deposited in the name of the Society and shall be entrusted for safekeeping to the Treasurer.

E3-2. Delivery of Securities

No security of the Society or of any fund or trust committed to its charge shall be delivered by the custodian to any officer or member of the Society.

E3-3. Withdrawal of Securities

Withdrawal of securities or changes in investments shall be made by the custodian only when authorized by three or more members of the Investments Committee.

E4. Investment

In the investment of all funds the Investments Committee shall adhere to such general policy as may be enunciated from time to time by the Council or the Executive Committee.

F. MEETINGS, RULES, ETC.

F1. Society Meetings

F1-1. Annual Meeting

The Annual Meeting of the Society shall be held in the fall of the year at such time and place as may be designated by the Executive Committee. There shall be an election of such officers as are required to be elected. Proposed amendments to the Bylaws and such other business as may be required shall be acted upon.

F1-2. Special Meetings

Special meetings of the Society may be called by the Executive Committee or President and must be called by the Executive Director for a specified purpose when requested in writing by one hundred or more Fellows, Members, Affiliates, or Associate Members. Only such business as specified shall be considered at the meeting.

F1-3. Notices of Meetings

Not less than thirty days' notice before the scheduled date of the Annual Meeting shall be given by the Executive Director. Not less than ten days' notice before the scheduled date of all other meetings shall be given by the Executive Director.

F1-4. Quorum

Seventy-five members entitled to vote shall constitute a quorum at any meeting of the Society.

F1-5. Proxies

No proxies to vote at a meeting of the Society shall be given and no right to vote by proxy shall be recognized, except a proxy may be used by Regional Vice Presidents of the same region for Executive Committee voting, and by Functional Vice President's Alternates for Executive Committee voting.

F2. Amendments

F2-1. Amendments

The Bylaws may be amended by the Society at any Annual Meeting or at a special meeting called for such purpose.

F2-2. Methods of Amendment

Proposed amendments to the Bylaws shall be in writing and signed by at least ten Fellows, Members, or Affiliates. Proposed amendments shall be delivered to the Executive Director not less than sixty days before the Annual Meeting or before a special meeting and shall be immediately forwarded to the members of the Council for action. If a majority of the eligible voting members of the Council shall approve the proposed amendments, they shall be presented to the Society at the Annual Meeting or at a special meeting called for the purpose of acting upon such proposed amendments.

F2-3. Vote Required

It shall require the affirmative vote of at least two-thirds of those present at the Annual or a special meeting to adopt a proposed amendment to the Bylaws. Voting may be oral or by ballot as the meeting shall determine.

F3. Rules and Regulations

The Council, or Executive Committee with the approval of the Council, shall have authority to establish such other rules and regulations as may be necessary for the government of the Society and for the conduct of its affairs provided that such rules and regulations do not conflict with the provisions of the Bylaws.

F4. Meeting Participation

Unless otherwise restricted by the Society's formation document or these Bylaws, and if otherwise permitted by law, members of the Council, Executive Committee, any standing or other committee, or any committee designated by the Council or Executive Committee, may participate in a meeting of their respective Council, Executive Committee or any committee, by means of conference telephone, or computer, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

G. INDEMNIFICATION

- (a) Any person made or threatened to be made a party to any action, suit or proceeding by reason of the fact that the person, or the person's testator or intestate, is or was a member of the Society shall be indemnified by the Society against any expense or liability which may be imposed upon the person by reason of the person's being or having been a member.

- (b) Any person made or threatened to be made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that the person, or the person's testator or intestate, is or was an officer or employee of the Society or member of any of its committees, shall be indemnified by the Society against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such person acted in good faith for a purpose which the person reasonably believed to be in the best interests of the Society and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that the conduct of the person was unlawful.

H. DISCLAIMERS

Each Technical Committee or Panel of the Society shall cause to be prominently displayed on its stationery and other publications and correspondence materials a disclaimer statement in the following form:

“It is understood and agreed that nothing expressed herein is intended or shall be construed to give any person, firm, or corporation any right, remedy, or claim against SNAME or any of its officers or members.”

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