BYLAWS

of

“THE ITALIAN SECTION OF
THE SOCIETY OF NAVAL ARCHITECTS AND MARINE ENGINEERS”
(SNAME italia)

CHAPTER A

ARTICLE 1 - NAME AND LOCATION

The Italian Section of SNAME is established under Article A1.4 of the Bylaws of “The Society of Naval Architects and Marine Engineers” (hereinafter called “SNAME”) and pursuant to provisions of the Italian Law n. 383 of 7th December 2000.

The name of the Section shall be “The Italian Section of The Society of Naval Architects and Marine Engineers” (shortly referred to as the “SNAME Italia” or the “Section”).

“SNAME Italia” is an entity (Association under the provision of Italian law) of non-profit type with its base in Genoa, Italy.

Its present address is:
c/o The International Propeller Club Port of Genoa, Via Cesarea 17/8, 16121 Genova - Italy

ARTICLE 2 - OBJECTIVES

The objectives of “SNAME Italia” are to advance the art, science and practice of naval architecture and marine 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:

- 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;
- Promoting the professional integrity and status of the members and affording facilities for their advancement in the knowledge of their profession;
- Cooperating with educational institutions and public education authorities for the furtherance of education in naval architecture and marine engineering; and
- Encouraging and sponsoring such research and other inquiries as may be considered important to the advancement of the art and science of naval architecture and marine engineering.

ARTICLE 3 – BOUNDARY OF “SNAME ITALIA”

The territory of the “Section” shall be Italy and Monaco (Principauté de Monaco) (hereinafter also the “Territory”)

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CHAPTER B

ARTICLE 4 - MEMBERSHIP

All members of every grade of SNAME residing in, or maintaining their principal mailing (residence or business) address in the Territory of “SNAME Italia” shall be members of this Section.

Society members who are not members of the Section by virtue of residency may participate in the program and activities of the Section, but they will not be carried on the Section membership rolls and they shall not be entitled to vote in the election of Officers or on other matters.

The provisions of the Bylaws and the rules of “SNAME” and the practices of the Society with respect to the professional sessions for the discussions of papers shall govern the procedures of “SNAME Italia”.

The papers presented at the meetings are to be submitted to the “SNAME” for review and consideration for inclusion in one of the Society’s publications.

ARTICLE 5 – RIGHTS AND RESPONSIBILITIES OF MEMBERS

A. Rights

All members of “SNAME Italia” have the following rights:
1. To be elected as officers of the Section.
2. To submit complaints and proposals on topics concerning the services provided by the Section and the Society.
3. To demand adherence to the Bylaws of the Section.

B. Responsibilities

All members have the responsibility:
1. To attend the General Assemblies of “SNAME Italia” and to vote.
2. To work for the objectives of “SNAME Italia” and the Society, without compensation, and to report to the Section every serious matter which concerns it.

CHAPTER C

ARTICLE 6 – EXECUTIVE COMMITTEE

1. The Section will be governed by a five member Executive Committee (EC) which will be made up of the:
   - Chairperson
   - Vice-Chairperson
   - Secretary/Treasurer
   - Two members of the Executive Committee.

The legal power of attorney of the Section (Association) is due to the Chairperson and to the Vice-Chairperson

2. The EC is elected at the General Assembly (GA) of the Section for a period of two years by secret ballot, as defined in Article 7.

3. The first EC of the Section will be selected during the first GA, which will take place after the approval of the Bylaws by the Council or EC of “SNAME”. Until the
election of the EC the representation and running of the Section will be made by the four-member ad-Hoc Committee. consisting of: Bruno Dionisi, Antonello Gamaleri, Vittorio Damonte and Carlo Podenzana Bonvino

ARTICLE 7 – SELECTION OF THE EXECUTIVE COMMITTEE

1. At the elections the first five with the highest number of votes become the regular members of the EC. The first meeting of the new EC should take place within 30 days from the elections and is chaired by the person with the highest number of votes who also invites the other four EC members to attend this meeting. At this meeting, the chairperson, vice-chairperson, secretary/treasurer and the two EC members are voted for via a ballot. These five EC members hold their posts as long as they have the trust and support of at least three members of the EC.

2. The three candidates that lost in positions 6th through 8th in terms of number of ballots received are the substitute members of the EC and are called in the sequence of ballots received to serve temporary or permanently in order to replace resigned or unable to serve members of the EC.

3. The old EC transfers the administration of the Section to the new EC within 30 days after the assignment of duties to the members of the new EC. The transfer and acceptance of the administration is made with a protocol, which is signed by the Chairmen and Secretaries/Treasurers of the old and new ECs.

ARTICLE 8 – DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

1. The Executive Committee (EC):
   a. Governs the Section and manages its interests.
   b. Seeks to achieve the goals of the Section and of “SNAME” and looks after securing the necessary funds.
   c. Solves any problem which appears and which concerns the Section.
   d. Once a year holds a General Assembly to inform the members about the deeds, achievements and results on its actions and planning for the future.
   e. Every two years holds elections for the selection of the EC, in accordance with the present Bylaws.

2. The members of the EC are personally and mutually responsible for fulfilling their responsibilities, which result from the present Bylaws of the Section and for executing the decisions of the GA and of the EC.

ARTICLE 9 – OPERATING PROCEDURES OF THE EXECUTIVE COMMITTEE

1. The EC meets legally when at least three of its members are present, under the chairpersonship of the chairperson or vice-chairperson. The majority of the present members make decisions. In case of a tie, the vote of the chairperson counts as double. In case of a secret vote, the proposal is considered rejected, unless the chairman reveals his vote.

2. Participation by phone to the EC meetings can be accepted in case of need
3. The EC meets every two months at a day and time which it determines or at an extraordinary time when requested by the chairperson or by at least two members who request it in writing.

4. During the meeting of the EC minutes are recorded by the secretary and are signed by the members of the EC.

5. The meetings of the EC are open to the members of the Section.

6. If a member of the EC requests his resignation in writing or if he is absent from three consecutive meetings he is replaced by one of the substitute members after a relative decision of the rest of the EC members.

ARTICLE 10 - RESIGNATION AND REPLACEMENT OF EXECUTIVE COMMITTEE

1. In case the whole EC resigns, a special Elections General Assembly (EGA) will take place with the care of the resigned EC, which is obliged to take such action since its term, irrespective of the date of resignation, lasts and terminates only and immediately after the election of the new EC, as described above. In case the resigned EC refuses or is unable to organize the elections assembly even with one of the substitute members of the EC or the AC, the special EGA elects the new EC whose term will be as follows:
   a) If the resignation took place when more then 12 months were left for the completion of the term, then its term will be for the balance of the term.
   b) If the resignation took place when less then 12 months were left for the completion of the term, then its term will be for two years.

2. If the number of the EC members that resign is such that even with the substitutes a five-member EC cannot be formed, then again the requirements of Paragraph 1 above apply. The special EGA is held with the care of whatever member of the EC is left.

3. A special GA can dismiss the EC before the end of its term. The decision during the special GA can be taken by the absolute majority or by the expression of blame with half of the voting members being present. In this case and after the decision of the special GA, the substitute members of the EC or, if that is not possible, the Audit Committee hold the EGA. The term of this new EC is the same as for the case of the resigned and replaced EC, as described previously.

CHAPTER D

ARTICLE 11– DUTIES OF OFFICERS

1. Chairperson

The chairperson:

a) Represents the Section whenever and wherever is necessary including Courts of Law,

b) Presides at all EC and other meetings,

c) Signs all documents and invoice payables as required,
d) Is responsible for the planning and supervising of section program and activities, and  
e) Is an ex-officio member of all committees

2. Vice-Chairperson

The Vice-Chairperson replaces the Chairperson and assumes all of his/her duties when the Chairperson is absent.

3. Secretary/Treasurer

The Secretary/Treasurer:
 a) Is in charge of all records/documents/meetings of the section including: membership, minutes of section and EC meetings,
 b) Has general responsibility of all correspondence of the section,
 c) Co-signs along with the Chairperson all records, correspondence, and the disbursement of funds, as well as the annual budget of the section upon approval by the Chairperson and the EC.
 d) Keeps records of all account transactions, bank accounts, accounting books etc. for submission to the EC as needed,
 e) Is responsible for the collection of funds, also assisted by other EC members, and the funds disbursements, and
 f) Is replaced by an EC member or by the Chairperson when absent.

4. Executive Committee Member

The other two EC members shall perform any duties assigned to them by the EC and shall assist the Secretary/Treasurer with related tasks assigned to them i.e. be responsible for assignments on paper selection, meeting planning and organization, awards recommendations etc.

ARTICLE 12 – AUDITING COMMITTEE

The Auditing Committee (AC) is responsible to audit the accounts and the financial transactions of the section. The Committee is elected by the Section members or appointed by the chairperson if no nominations exist.

The Committee consists of 3 members elected every two years at the same time as the EC plus two substitute members. The 3 AC members shall appoint a Chairperson and a secretary among themselves.

The AC audits all accounts and financial transactions at the end of each fiscal year, which is December 31, as well as administrative and other documents and prepares a brief report for submission to the members of the EC. In case of any non-conformity or other omission found by the AC and reported to the EC, the EC must respond with a written statement explaining such findings. If the non-conformity or omission continues to exist the AC shall notify to the members GA of the situation after requesting a GA meeting from the EC.

If an AC member resigns, he/she is replaced by the first substitute member, and so on.

The AC member cannot be a candidate for the EC at the same time.

An AC member cannot be up to third degree relative of an EC member.
CHAPTER E

ARTICLE 13 – GENERAL ASSEMBLY AND ORDER OF BUSINESS

A) Order of Business

During each meeting of the GA, in general, the following order of business shall take place:

- Reading of the minutes of previous meetings
- Committee reports
- Stated business
- New business
- Reading papers
- Adjournment

B) The General Assembly Meeting

All members who have paid their annual dues to SNAME Headquarters and included in the list of “SNAME Italia” members can participate and vote in the GA meeting.

The GA shall meet once a year, generally in September, in Genoa or in another suitable location fixed by the EC.

If there is any serious reason, the GA can meet on an urgent notice based upon the EC recommendation when an application is submitted to the executive committee for a GA meeting. Such application shall include all matters for calling a GA meeting.

During the GA meeting a Chairperson and a Secretary are elected to run the GA meeting.

During the GA the order of business is as follows:

- Presentation of EC activities, etc for the past year, along with program for the coming year.
- Discussion of above item.
- Vote (as required by “raising hands” or ballot)

The GA Chairperson and its Secretary, as well as all present EC members sign all minutes of the GA.

CHAPTER F

ARTICLE 14- ELECTION OF EXECUTIVE AND AUDIT COMMITTEES

During the Elections GA every two years, following the discussion of the EC Report, the members of the new Executive and Audit Committees are elected for a two years period.

In case the aforementioned GA is postponed, the service of the current EC is prolonged till the election of the new EC Secret ballots are used for the election.
The members of the Section who would like to be nominated as candidates for the EC or the AC submit a written application form at least ten (10) days before the date of the GA.

The EC, after checking that the applicants are eligible to be elected as officers of the Section, nominates the candidates of the elections and forms the ballots for the EC and the AC listing the candidates in an alphabetic order. These lists are handed to the Office of the Section and at the entrance of the hall where the GA is held. The existing EC takes also care for printing copies of these lists to be used for the elections.

A two-member Elections Board (EB) consisting of a Chairperson and a Secretary is elected by the GA after the discussion of the EC Report to hold the elections. As elections board can act also the presiding board of the GA in case the majority of the members of the GA agree with this arrangement by show of hands.

The candidates cannot be nominated as members of the EB. The same holds true also for the members of the past EC and the AC regarding the presiding board or the EB.

The past EC hands out to the EB the name list of the members of the Section who are eligible for voting, which is used in the subsequent ballot. The members of the Section can also vote via representatives by handling them a signed authorization form. However, each voter can represent only one additional member.

The voter is checked in the name list of the members who are eligible for voting and signs on it. He receives a ballot and an envelope stamped and signed by the chairperson of the elections board. The voter enters a private space and crosses up to five candidates. Then, he encloses the ballot in the envelope and inserts it in the ballot box.

The EB announces the beginning and the end of the voting process, which should not last less than three hours. After the termination of voting, the EB opens the poll, counts the envelopes and the ballots. Its chairperson signs the ballots, and the committee sorts them out and produces a table of the votes in favour of each candidate.

In order to permit the vote to the largest possible number of members, considering the distribution of the members on the territory, an equivalent procedure of vote by post or by email will be considered.

In the sequel, the EB writes down the record of the voting process in the pertinent book and announces to the audience the results. The leading candidate is responsible for the first meeting of the new EC where the assignment of the EC member responsibilities and titles is carried out by secret ballot as described in Article 7.

The last responsibility of the EB is to hand out the election records along with the ballots to the chairperson and the secretary/treasurer of the new EC.
CHAPTER G

ARTICLE 15- SECTION’S INCOME AND ITS ADMINISTRATION

1. The Section has certain income from SNAME Headquarters based on the number of technical meetings and the number of Italian SNAME members. Furthermore, SNAME Headquarters provides and updates on a regular basis the list of SNAME members in Italy. The EC of the Section is responsible for keeping track of the membership of the Section in accordance with the respective records from Headquarters.

2. Other income may come from participation fees in technical meetings of the section, any economic aid by supporters (either persons or Companies or National or International Public Administrations), grants, donations etc.

3. The income and expenditures are written down in the pertinent book of the Section with the care of the treasurer.

4. The expenditures are approved by the EC.

5. Amounts in excess of 300 € should be deposited to the bank account of the section.

6. The fiscal year of “SNAME Italia” shall commence on January 1 and terminate on December 31 the following year.

7. The Section (Association) will not distribute any profit and any remained fund at the end of the fiscal year will be passed to “reserve” for the incoming year.

CHAPTER H

ARTICLE 16- STUDENT SECTIONS

The Section may sponsor one or more Student Sections if petitioned by any accredited institution(s) and located within the Section’s boundaries. The Section will assume responsibility for the proper operation of each Student Section sponsored by it.

CHAPTER I

ARTICLE 17- GENERAL RULES / AMENDMENTS

1. The Section possesses its own stamp with the following indication:

   SNAME’s logo and underneath “Italian Section”

2. In case of cancellation of the Section its property is transferred to SNAME Headquarters.

3. These Bylaws consist of 17 Articles.
4. Within three months from the approval of these Bylaws by the SNAME Headquarters, the first elections will be carried out for the appointment of the first EC and AC of the Section.

5. The EC in the announcement shall bring the amendments to the attention of the membership for the next GA of the Section, during which the amendment will come before the Section for discussion and action. A three-fourths vote in favour of the amendment by the members in good standing present at the meeting shall be necessary for its adoption. The amendment is subject to approval by the SNAME Headquarters. A member in good standing is one who has paid his dues to “SNAME” in accordance with the Bylaws of the same.

6. Any member may suggest to the EC proposed amendments to the Bylaws by submitting the same in writing to the Secretary/Treasurer of the Section. Amendments proposed by ten (10) or more members of the Section may be voted on at the GA of the Section, provided notice in writing of such proposed amendment has been mailed to the membership not less than thirty (30) days prior to such meeting.