

# SNAME

99 Canal Center Plaza - Suite 310  
Alexandria, VA 22314

## BYLAWS

Approved 10 November 1977 with amendments through 01 November 2019



**The International Community for Maritime and Ocean Professionals**

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# **SNAME BYLAWS**

*This document was drafted originally by Washington L. Capps and was ratified at the first meeting of SNAME 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” hereafter referred to as “SNAME.”

#### **A1-2. Objectives**

The objectives of SNAME 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. Regions and Sections**

The membership of SNAME is divided into Regions; and further divided, where adequate concentrations of members exist, into Sections, for the purpose of facilitating meetings, events, and other activities that support the furtherance of the objectives set forth in paragraph A1-2.

Regions and Sections of SNAME are approved by the Executive Committee. It is permissible that a Region can exist without a Section.

## **A1-5. Student Sections**

To further the educational and other objectives of SNAME, the Sections are encouraged to sponsor Student Sections of SNAME at qualifying educational institutions; such Student Sections to be approved by the Executive Committee.

## **A2. Seal**

### **A2-1. Design of Seal**

The seal of SNAME 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 SNAME and to other documents, as required by law or as otherwise appropriate.

### **A2-3. Emblem**

The emblem of SNAME 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 midship symbol, 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 SNAME shall consist of Fellows, Members, 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 and B1-10 for other classes of membership.
- (b) The Executive Director, or their designee, may approve a candidate for membership in the grade of Member, Associate Member or Student Member following procedures established by the Membership Committee.

#### **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.
- (b) A candidate for the grade of Fellow must be nominated by three Fellows or Members on an approved form. The Fellows Committee shall approve candidates and report the new selections to the Council.

#### **B1-3. Members**

- (a) The grade of Member may be accorded exclusively to individuals who have a demonstrated competence in naval architecture, marine or ocean engineering, or allied disciplines; and have demonstrated experience in design, research, production, operation, education, or associated management. A candidate who is a graduate of a recognized technical institution, or other institution satisfactory to SNAME, 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 application shall include three references, who can certify to their personal knowledge of the candidate and of the candidate's professional experience.

**B1-4 Not Used** *(removed 11/08/13)*

**B1-5. Associate Members**

- (a) The grade of Associate Member may be accorded to individuals who have pursuits, attainments, or education in naval architecture, marine or ocean engineering, or allied disciplines; or experience in design, research, production, operation, education, or associated management.
- (b) Associate Members shall be eligible to transfer to the grade of Member after fulfilling the necessary requirements.
- (c) A candidate for Associate Member shall submit an application to SNAME for consideration of approval.
- (d) Associate Members may not hold national office as defined in paragraph D1-1 but may vote on all questions brought before SNAME.

**B1-6. Student Members**

- (a) The grade of Student Member may be accorded to students of naval architecture, marine engineering, ocean engineering, allied branches of engineering, or related marine transportation programs recognized by SNAME.
- (b) A candidate for Student Member shall submit an application to SNAME for consideration of approval.
- (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 an office as defined in paragraph D1-1 and may not vote on questions brought before SNAME at the Annual Meeting or at a special meeting of the membership, with the exception of the Chair of the Student Steering Committee who is a full voting member of the Council and Executive Committee.

**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. Candidates shall be



recommended by the Nominating Committee and approved by the Council. The total number of living Honorary Members shall not exceed fifty. SNAME members so elected shall retain all rights and privileges of their prior grade of membership.

**B1-8. Removed** (Permanent Members category removed November 6, 2015)

**B1-9. Removed** (Special Members category removed November 6, 2015)

**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 individuals from government, quasi-governmental organizations, industry, or academia 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/position for which the Distinguished Membership was conferred. Upon the expiration of such term of office/position or upon departure from that office/position, 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 SNAME.
- (b) A Candidate for the grade of Distinguished Member must be nominated by three Fellows or Members on an approved form. Nominations shall be reviewed by the Nominations Committee and approved candidates shall 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 SNAME.

**B1-11. Removed** (Reciprocal Memberships category removed November 6, 2015)

**B2. Removed** (Entrance Fees removed 30 September 2016)

***B3. Dues***

**B3-1. Annual Dues**

- (a) Annual dues shall be payable by Fellows, Members, Associate Members, and Student Members in accordance with a schedule of dues as established by the Executive Committee.
- (b) Annual dues shall be payable on the anniversary date of joining except as otherwise noted for the year of approval for membership.
- (c) Any member sixty-five years or older who has paid dues for ten years will be placed in a reduced dues status as established by the Executive Committee.

### **B3-2. Life Dues**

Fellows, Members, and Associate Members may pay all future dues by making a single payment as established by the Executive Committee 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, Distinguished Members, and any member who has achieved fifty years of membership in any grade 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 Distinguished 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 SNAME in accordance with paragraph B3-7.

### **B3-5. Not Used** *(removed 10/26/01)*

### **B3-6. No Rebate of Dues**

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

### **B3-7. Dues Arrears**

Individual dues become payable on the anniversary date the member joined. There will be a one month grace period. If dues are not paid within this period membership will be dropped at the end of the grace period.

### **B3-8. Reinstatement**

A member who has resigned or whose membership has ceased for nonpayment of dues may be reinstated 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 SNAME based upon the written charge of at least ten members, each of whom shall be either a Fellow, Member, 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 the Executive Director of SNAME shall be issued to all members.

## C. GOVERNMENT

### ***C1. Council***

#### **C1-1. Council Authority**

The affairs of SNAME shall be governed by a Council chosen from its membership, except that the Executive Director is not required to be chosen from the membership. The Council shall have oversight of the activities of SNAME, subject to the limitations of SNAME 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
- 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 recent 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 matters coming before the Council.

(c) A Section Vice Chair may represent the Section Chair at a Council meeting.

#### **C1-3. Meetings of Council**

The Council shall meet not less than two times annually, with one meeting of the Council held coincident with the Annual Meeting of SNAME in accordance with Section F1-1.

Special meetings of the Council may be requested by the Executive Committee as occasions may require.

#### **C1-4. Quorum**

Quorum for Council will be 30% of the individuals holding council positions, eligible to vote, but in no case shall quorum be less than five (5) plus one additional for each ten members of council in excess of fifteen (15) as stipulated in the articles of incorporation under the laws of the State of New York.

#### **C1-5. Vote by Mail**

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

#### **C1-6. Notice of Meetings**

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

### ***C2. Executive Committee***

#### **C2-1. Direction by Executive Committee**

The Executive Committee shall supervise and direct the affairs of SNAME, in accordance with the strategic direction defined by the Council and as established in these Bylaws.

#### **C2-2. Composition of Executive Committee**

- (a) The Executive Committee shall be composed as follows:
- President (Chair)
  - President-elect
  - Past Presidents (two most recent)
  - Junior Regional Vice Presidents
  - Functional Vice Presidents
  - Treasurer
  - Executive Director
  - Chair of the Student Steering Committee
  - Chair of the Young Professionals Committee
- (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 the 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 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, the Functional Vice Presidents, and the Chairs of the Student Steering and Young Professionals Committees to submit regular reports of their activities and an annual report to Council.

### **C2-5. Responsibilities**

- (a) The Executive Committee shall meet not fewer than three times annually to review the work of the officers and committees, to act upon their recommendations covering the business of SNAME, 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 SNAME and the uses to which such funds shall be applied, subject only to authorized purposes and the Bylaws of SNAME and to the restrictions of special funds endowed, bequeathed, or entrusted to SNAME.
- (c) The Executive Committee shall be responsible for all publications in the name of or under the auspices of SNAME, all special conventions, symposia and meetings of SNAME, and the papers and discussions to be presented at SNAME meetings. It shall take all measures necessary or advisable to advance the objectives and interests of SNAME 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 one of its annual meetings.

### **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 any specific matter using postal service, courier, facsimile, or electronic method, in which event a two-thirds majority 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 SNAME shall consist of the President, President-elect, the 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 members of SNAME of the grade of Fellow or Member are eligible for the office of President, Regional Vice President, or Treasurer.

#### **D1-3. Election of President**

- (a) A President shall be elected by SNAME at the Annual Meeting from the nominees proposed in accordance with paragraph D3-7(f) or as provided in subparagraph (b) below.
- (b) The nomination of a candidate for President, that is signed by at least sixty Fellows, Members, or Associate Members, of whom at least forty are Fellows or Members; and is submitted to the Executive Director at least thirty 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 or herself.
- (d) The elected President shall serve for one (1) year as President-elect before taking office. As such he or she will serve as a member both of Council and of the Executive Committee.

#### **D1-4. Election of Regional Vice Presidents**

- (a) There shall be two Regional Vice Presidents elected from each of the Regions of SNAME. Every other year one Vice President shall be elected from each Region to a four-year term. Elections shall be by ballot mailed or e-mailed to all Fellows, Members, 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; further re-election must be interrupted by a lapse of at least two years.
- (b) Prior to April 1st 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. Members not affiliated with a particular Section may submit nominations for their respective Regions. Before September 1st of each year, the Nominating Committee shall consider all recommendations submitted by the Sections and members and, from the recommendations provided, 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 or distributed by electronic methods no later than October 15th to all Fellows, Members, and Associate Members.

- (c) Each Fellow, Member, and Associate Member may vote for one Vice Presidential nominee from their own Region of SNAME.
- (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 SNAME. The Vice Presidential candidate from each of the Regions of SNAME 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, renewable by resolution of the Executive Committee
- (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 1st 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 or herself.



## **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 SNAME, based upon the written charge of at least ten Fellows, Members, 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 must 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 SNAME and shall preside over all meetings of SNAME, of the Council, and of the Executive Committee. The President may make or sign contracts on behalf of SNAME 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 SNAME, 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 of 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 SNAME acting jointly with the Treasurer of SNAME, 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 SNAME 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 SNAME functioning under the immediate direction of the President and the Executive Committee. The Executive Director shall have charge and direction of SNAME's office and its employees and shall conduct the business of SNAME, 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 meeting prior to the 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 SNAME, 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 SNAME, the Council, and the Executive Committee and shall establish recommended procedures for the recording of minutes for all other meetings of committees of SNAME.

## **D2-5. Treasurer**

- (a) The Treasurer shall render to the Council an annual statement and report of the financial affairs of SNAME 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 SNAME upon the approval of the Investments Committee but shall not have custody of the securities of SNAME. The Treasurer may make and sign contracts on behalf of SNAME, 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 SNAME 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 SNAME. Each area shall be led by a Functional Vice President, who coordinates the committees in their 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**

- Symposia Committee
- SNAME Maritime Convention (SMC) Committee
- Planning Committee
- Public Policy Committee
- Offshore Activities Steering Committee

### **Knowledge Management**

- Featured Papers Committee
- Journal of Sailing Technology
- Journal of Ship Production and Design Committee
- Journal of Ship Research Committee
- *(mt)* Editorial Committee
- SMC Papers Committee
- Publications Committee

### **Membership**

- Awards Committee
- Student Section Advisors Committee
- Fellows Committee
- Membership Committee
- Sections Committee
- Student Steering Committee
- Young Professionals 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 SNAME.

- (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. Other members may be appointed by the President as deemed necessary.
- (b) **Nominating Committee**
- (1) The Nominating Committee, including the Chair, shall be approved 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 SNAME 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 sixty days prior to the Annual Meeting, and the Nominating Committee shall present the candidate to SNAME 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.

### **D3-3. Appointment and Operation 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.

Committees shall, in coordination with the Executive Director or their designee, develop written policies, processes, and procedures appropriate to their function. Such policies, processes, and procedures shall be reviewed and approved by the Executive Committee at least once every five years.

### **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 SNAME'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 SNAME's fund-raising efforts, specifically, Annual Giving (Scholarships, T&R, Professional Engineering Program, and Professional Development), SMC 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 SNAME 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 Chair of the Investments Committee and the Chair of the Technical and Research Steering Committee. The Committee shall study annually the operating costs of SNAME and shall submit a proposed budget, including the use of income and principal from the endowments and any other special fund or funds, for approval to the Executive Committee for the administration of the activities of SNAME.
- (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 member 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 SNAME. 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 SNAME and shall report to the Council annually.

### **D3-5. Planning and Public Policy Committees**

- (a) **Symposia Committee** The Symposia Committee shall consist of representatives of the various SNAME symposia planning committees (both regular and ad-hoc) and is responsible for guiding and coordinating the work of individual SNAME Symposia committees formed by Sections, T&R Committees, etc. The Committee shall develop and execute a strategy for all of SNAME's Symposia that will further SNAME's goals and objectives including to disseminate technology and policy developments and to provide networking and communication forums.

Sections, T&R Committees, or other segments of SNAME shall submit their proposals for SNAME Symposia to the Symposia Committee for review and comment. The Committee will in turn forward proposals to the Executive Committee with recommendations for approval or rejection. The Symposia Committee shall also provide review oversight of Symposia planning, including but not limited to budgets and fees, fund raising, site selection and contracts, dates and time-frame, program schedules and details, use of SNAME information technology systems, and marketing. The Committee shall review all aspects of the previous year's symposia to enhance the following year's activities and to provide direction and recommendations for all future symposia.

- (b) **SNAME Maritime Convention Committee** The SNAME Maritime Convention Committee is responsible for developing and executing a strategy for the SNAME Maritime Convention (SMC) that will both disseminate technology developments and provide networking and communication forums. This Committee shall direct planning and be given authority to pro-actively develop the content and format for the SMC.

The Committee shall be responsible for all aspects of the SMC including, but not limited to, budgets and fees, fund raising for the SMC, site selection and contracts, dates and time-frame, program schedule and details, use of the SNAME information technology systems, and SMC marketing. The Committee shall review all aspects of the previous year's SMC to enhance the following year's activities and to provide direction and recommendations for all future SMCs.

- (c) **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 SNAME. The Planning Committee shall act in an advisory position to Council as a whole and shall be responsible for developing and maintaining the strategic plan for SNAME, subject to approval by the full Council. The Committee shall present reports and recommendations to the Executive Committee and Council, as appropriate.

- (d) **Public Policy Committee** The Public Policy Committee shall consist of at least seven members, all of the grades of Fellow or Member. They shall represent various interests within SNAME and shall include the Chair of the Technical and Research Steering Committee. The Committee shall be responsible for recommending to the Executive Committee guidelines and initiatives for carrying out the Public Policy function of SNAME.

- (e) **Offshore Activities Steering Committee** The Offshore Activities Steering Committee shall oversee and provide support and coordination for SNAME'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, or Associate Member, who have knowledge of the offshore industry-related activities in general and of SNAME'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 the Executive

Committee. The Committee shall also provide recommendations to the Council and Executive Committee for policy guidelines for carrying out the OTC activities of SNAME.

### **D3-6. Knowledge Management Committees**

- (a) **Journal of Sailing Technology** The Journal of Sailing Technology Committee shall have general charge of editorial policies pertaining to the publication “Journal of Sailing Technology” (JST).
- (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” (JSPD).
- (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” (JSR).
- (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) **SNAME Maritime Convention Papers Committee** The SNAME Maritime Convention (SMC) Papers Committee shall consist of at least twelve members. The Committee shall review and select the papers to be read before the SMC and, with the concurrence of the SMC Committee, shall specify the rules and procedures for their presentation and discussion. The Committee shall also solicit, identify, and develop archival quality papers from the SMC and other SNAME conferences for inclusion in the Transactions.
- (f) **Publications Committee** The Publications Committee shall consist of at least nine members, including the Chair of the SNAME Maritime Convention Papers, Journal of Ship Production and Design, Journal of Ship Research, *Journal of Sailing Technology*, *(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 SNAME subject to the approval of the Executive Committee 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*, *JSPD* and *JST*, 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) **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 select candidates for the “David W. Taylor Medal,” “Vice Admiral ‘Jerry’ Land Medal,” “Davidson Medal,” “Captain Joseph H. Linnard Prize,” “Vice Admiral E. L. Cochrane Award,” “William M. Kennedy Award,” “Blakely Smith Medal,” “Webb Medal,” “Elmer L. Hann Award,” Student Paper Awards, Certificates of Appreciation, Distinguished Service Award, and such other awards as may be established by SNAME. On behalf of SNAME it shall also consider nominations for awards by other institutions when so invited. The selections shall be reported to the Council.
- (b) **Student Section Advisors Committee** The Faculty Advisors from each of the Student Sections shall make up the Student Section 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 Section, Regional, and International 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 SNAME. The Committee shall select Fellows from the nominations of all candidates for the grade of Fellow and shall report these selections to the Council. 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, Associate Members, and Student Members. As a minimum, the Committee shall consist of the Membership Committee Chair of each of the local Sections together with a Chair appointed by the President. The Functional Vice President for Membership shall be responsible for arbitrating any issues related to membership qualifications.
- (e) **Sections Committee** The Sections Committee shall consist of the Chair of each Section, or the designated alternate, together with a Chair 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.
- (f) **Student Steering Committee** The Student Steering Committee (SSC) has the responsibility, authority, and accountability to represent the interests of students

of all maritime disciplines, including but not limited to: Naval Architecture, Marine Engineering, and Ocean Engineering. The SSC shall act as the voice of student members in SNAME by concentrating the ideas and interests of its constituents and presenting those issues to the relevant SNAME committees or Council for consideration and resolution.

- (g) **Young Professional Committee** Young Professionals (YP) Committee promotes and maintains the value of SNAME membership for members who have completed initial academic work and are at the beginning of their careers in the maritime industry. The YP Committee shall perform local, regional, and international roles addressing social, networking, and technical needs. The YP Committee shall produce and maintain resources helpful in the professional development of YP members, including online resources, guides for local events, as well as networking and seminar events at the SNAME Maritime Convention and other SNAME symposia.

### 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 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). SNAME shall designate a liaison representative to the NCEES Examination for Professional Engineers (EPE) Committee who shall become an ex-officio member of the Professional Engineering Licensure Committee. SNAME 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 and Publications, have broad representation of SNAME'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 candidates for the Graduate and Undergraduate scholarships established by SNAME and shall administer SNAME's Scholarship Program subject to the approval of the Executive Committee, 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 SNAME's Liaison Person to ABET, the ABET Board Member, the Engineering Accreditation Commission (EAC) 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 SNAME-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 other professional societies as appropriate to further SNAME's mission and objectives. The Committee shall report to the Council annually.

## E. FINANCE

### ***E1. Fiscal Year***

The fiscal year of SNAME shall be from July 1st to June 30th of the following year.

### ***E2. Annual Audits***

The accounts of the Treasurer and of all funds and trusts committed to SNAME'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 Executive Committee within 90 days of the fiscal year end.

### ***E3. Custodian***

#### **E3-1. Custody of Securities and Funds**

- (a) All securities of SNAME 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 organization and shall be entrusted for safekeeping to the Treasurer.

#### **E3-2. Delivery of Securities**

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

#### **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***

The Investment Committee shall adhere to the Investment Policy Statement (IPS). The Investment Committee shall conduct a comprehensive review of the overall investment strategy at least every three years. Any recommended changes to the IPS shall be approved by the Executive Committee prior to implementation.

## **F. MEETINGS, RULES, ETC.**

### ***F1. SNAME Meetings***

#### **F1-1. Annual Meeting**

The Annual Meeting of SNAME 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 SNAME may be called by the Executive Committee or President. Such special meetings shall be publicized by the Executive Director for a specified purpose when requested in writing by one hundred or more Fellows, Members, 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**

The lesser of 100 members or one tenth of the members entitled to vote shall constitute a quorum at any meeting of SNAME described in F1-1 or F1-2 above.

#### **F1-5. Proxies**

No proxies to vote at a meeting of SNAME 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 SNAME 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 or Members. Proposed amendments shall be delivered to the Executive Director not less than thirty 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 SNAME 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 Meeting 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 SNAME 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 SNAME'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, 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**

### ***G1. 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 SNAME shall be indemnified by SNAME 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 SNAME or member of any of its committees, shall be indemnified by SNAME 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 SNAME and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that the conduct of the person was unlawful.

## H. DISCLAIMERS

### H1. Disclaimers

Each Technical Committee or Panel of SNAME 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.”

**B. Trentham – Revised 11/08/2011**








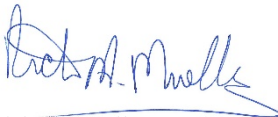
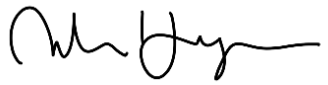

**R.A. Mueller – Revised 11/08/2013**

**W.H. Cowardin – Revised 11/6/2015**

**W.H. Cowardin – Revised 30 Sep 2016**

**W.H. Cowardin – Revised 30 Sep 2019**

### Signatures approving suggested amendments:

1.  Suzanne Beckstoffer	2.  Bill Hale
3.  William Cowardin	4.  Frederick Ashcroft
5.  Courtney Ewing <small>Digitally Signed 01-Oct-2019</small>	6.  Donald Burris
7.  Edward Comstock	8.  Richard Mueller
9.  Nathan Hagan	10.  Kenneth Lane