

SOCIETY BYLAWS

THE SOCIETY OF NAVAL ARCHITECTS AND MARINE ENGINEERS
601 PAVONIA AVENUE - SUITE 400
JERSEY CITY, N.J. 07306

Approved November 10, 1977
with Approved Amendments through 10/6/95

Revised: October 11, 1995

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THE SOCIETY OF NAVAL ARCHITECTS AND MARINE ENGINEERS

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 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.

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 amidship, all as below. When displayed, the dot shall appear at the bottom of the emblem.

B. MEMBERSHIP

B1. Membership Requirements.

B1-1. Grades of Membership.

- 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.

B1-2. Fellows.

- The grade of Fellow shall be accorded exclusively to individuals who have made outstanding personal contributions to significant achievements in naval architecture and marine engineering in the form of advances in design, research, production, operation, or education. A candidate shall have attained the grade of Member and have had not less than ten years of active practice following the candidate's first professional membership in the Society (exclusive of years as a Student Member).
- A candidate for the grade of Fellow must be nominated by five 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.

The grade of Member may be accorded exclusively to persons having competence and important experience in naval architecture, marine 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. 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.

- 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.

B 1-4. Affiliates.

The grade of Affiliate may be accorded to persons whose pursuits, attainments, or practical experience qualify 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.

- 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 Member.

- The grade of Associate Member may be accorded to persons whose pursuits, attainments, education, or practical experience qualify 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.
- Associate Members shall be eligible to transfer to the grade of Member or Affiliate after fulfilling the necessary requirements.

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.

- Associate Members may not hold office but may vote on all questions brought before the Society.

B1-6. Student Members.

- The grade of Student Member may be accorded to students of naval architecture, marine engineering, or allied branches of engineering in technical institutions recognized by the Society.
- 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.
- 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.
- Student Members may not hold office, serve on Standing Committees, nor vote on any questions brought before the Society.

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, 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. Reciprocal Memberships.

- The Council may approve, for Reciprocal Membership privileges, those foreign engineering or scientific societies having objectives, aims, and purposes similar to those of this Society. Any member in good standing of any such foreign 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 foreign engineering or scientific society.
- Foreign 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 foreign 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.

- Upon notification of approval for membership in the Society, an entrance fee shall be payable by Members, Affiliates, and Associate Members in accordance with a schedule of fees as established by the Council.
- No entrance fee shall be required of Student Members, Honorary Members, or any Reciprocal membership grade. No

entrance fee shall be required of former members who are reinstated in accordance with paragraph B3-8(2), nor members who transfer from one grade of membership to another.

B3. Dues, Suspension, etc.

B3-1. Annual Dues.

- 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.
- Annual dues shall be payable on January first except as otherwise noted for the year of approval for membership.
- Those whose memberships are approved between January first and May first shall pay full dues upon notification of membership approval.
- Those whose memberships are approved after May first and prior to October first shall, upon notification of approval for membership, pay only one half the yearly dues with respect to the year of approval.
- Those whose memberships are approved between October first and December thirty-first shall pay full dues on January first of the succeeding calendar year.
- 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.

- A Student Member, 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. Conditions of Membership.

- No name shall be entered on the rolls as Member, Affiliate, Associate Member, or Student Member, nor shall the privilege of membership be enjoyed, until the payment of the entrance fee and initial dues for the respective grade has been made, as required herein.
- If the payment of initial dues is delayed for more than three months from the due date, the approval for membership shall be void.

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

B3-9. 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.

B4. 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 Council shall be composed as follows: President, Past President*, Vice Presidents, Honorary Vice Presidents*, Section Chairman, Chairmen of Standing Committees, Executive Director, Treasurer, Assistance Treasurer.

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

All of the above except the Executive Director shall be entitled to vote upon all matters coming before the Council. However, Honorary Vice Presidents and all but the three most immediate Past Presidents shall be permitted to vote only when present.

C1-3. Annual Meeting of Council.

An annual meeting of the Council shall be 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 shall constitute a quorum at all meetings of the Council. All but the three most immediate Past Presidents, the Honorary Vice Presidents, and the Executive Director shall not be considered in the determination of a quorum.

C2. Executive Committee.

C2-1. Direction by Executive Committee.

Except when the Council is in session, the affairs of the Society shall be supervised and directed by the Executive Committee, hereinafter described, which shall have full authority and control over the affairs of the Society acting through the officers, as herein constituted, and in the name of the Council.

C2-2. Composition.

The Executive Committee shall be composed as follows:

President
Three most immediate Past Presidents*
Twelve Vice Presidents
Treasurer
Executive Director
Chairman of the Advisory Public Service Committee
Chairman of the Electronic Media Committee
Chairman of the Finance Committee
Chairman of the Investments Committee
Chairman of the Membership Committee
Chairman of the Planning Committee
Chairman of the Publications Committee
Chairman of the Sections Committee
Chairman of the Technical and Research Steering Committee

C2-3. Quorum.

A simple majority, excluding all except the three immediate Past Presidents and the Executive Director, 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, and the Chairmen of Standing and Special Committees to submit regular reports of their activities.

C2-5. Responsibilities.

- The Executive Committee shall meet not less 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.
- 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.

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.

- 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.

vote of the Executive Committee may be taken upon a specific matter by correspondence in which event a three-fourths affirmative vote of all 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, twelve 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 President shall be elected by the Society at the Annual Meeting from the nominees proposed in accordance with paragraph D3-17(c) or as provided in sub-paragraph (b) below.
- 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.
- The President shall not be eligible for re-election to succeed himself.

D1-4. Election of Vice Presidents.

- Vice Presidents to fill the vacancies occurring each year shall be elected by ballot mailed to all Fellows, Members, Affiliates, and Associate Members.

There shall be three Vice Presidents from each of four Regions of the Society. Each year one Vice President shall be elected from each Region to a three-year term. The four 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. 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 one year.

- Prior to April 1 of each year, each Section shall submit to the Nominating Committee a recommended candidate to fill the position of the retiring Vice President from its Region. Before September 1 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 four 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.
- Each Fellow, Member, Affiliate, and Associate Member may vote for one Vice Presidential nominee from each of the four Regions of the Society.

- 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 four Regions of the Society receiving the highest number of votes shall be declared a Vice President.

D1-5. **Appointments.**

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

D1-6. **Terms of Office.**

- The terms of office for all officers shall be as follows, unless removed for cause:

President - two years, Vice Presidents - three years

Executive Director - by resolution of the Executive Committee

Treasurer - one year, Assistant Treasurer - one year

- One-third of the Vice Presidents shall be elected each year.
- 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 shall be filled within sixty days by the Executive Committee for the remainder of such term. 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, but no fewer than twenty votes, of the members of Council, present 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. **Vice Presidents.**

- The duties of a Vice President shall include those of the President in the absence or inability of the President to act, in which event the date of election as a 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 Vice Presidents approved by the

Executive Committee.

- A Vice President 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 another Vice President selected by the Executive Committee.

D2-3. **Executive Director.**

- 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.
- 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.
- 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.

D2-4. **Treasurer.**

- 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 or a Vice President.
- 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. **Standing Committees**

There shall be the following Standing Committees of the Society in addition to the Executive Committee:

Advisory Public Service Committee

Applications Committee

Audit Committee

Awards Committee

Education Committee

Electronic Media Committee

Fellows Committee

Finance Committee

Investments Committee

Journal of Ship Production Committee

Journal of Ship Research Committee
Marine Technology Committee
Member Insurance Committee
Membership Committee
Nominating Committee
Papers Committee
Pension Committee
Planned Giving Committee
Planning Committee
Publications Committee
Scholarships Committee
Sections Committee
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 require to carry on the affairs of the Society.

D3-3. Appointment of Committees

Unless otherwise provided, Chairmen 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 Chairman shall be limited to 6 years unless specifically extended by the President, who shall report such extensions to the Executive Committee, at its next regular meeting.

D3-4 Advisory Public Service Committee

The Advisory Public Service 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 Advisory Public Service function of the Society.

D3-5. Applications Committee

The Applications Committee shall consist of 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.

D3-6. 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.

D3-7. 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.

D3-8. 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.

D3-9. Electronic Media Committee

The Electronic Media Committee shall develop a 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 data bases and electronic publishing and evaluate technologies such as teleconferencing and other forms of electronic communication.

D3-10. 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.

D3-11. 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.

D3-12. 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.

D3-13. Journal of Ship Production Committee

The Journal of Ship Production Committee shall have general charge of editorial policies pertaining to the publication "Journal of Ship Production.

D3-14. 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."

D3-15. Marine Technology Committee

The Marine Technology Committee shall have general charge of editorial policies pertaining to the technical papers published in "Marine Technology."

D3-16. Member Insurance Committee

The Member Insurance Committee shall consist of at least three members. The Committee shall act in a liaison and review capacity with an insurance program Administrator selected and approved by the Executive Committee for the purpose of providing a group insurance program for the members. The Committee shall report to the Council annually.

D3-17. 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.

D3-18. Nominating Committee

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.

- 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.

The Nominating Committee shall present to the Council at its annual meeting a candidate for the office of President 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.

D3-19. Papers Committee

The Papers Committee shall consist of at least twelve members. The Committee shall select the papers to be read before the Annual Meeting of the Society and specify the rules and procedures for their presentation and discussion.

D3-20. 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.

D3-21 Planned Giving Committee

The Planned Giving Committee shall be comprised of Past Presidents of the Society and chaired by the immediate Past President. If the immediate Past President is unavailable, the President shall appoint the Chairman from the Past Presidents serving on the committee. The committee shall oversee the Society's Planned Giving Program, providing recommendations with regard to its structure and management, including the Heritage Society, to the Executive Committee.

D3-22. Planning Committee

The Planning Committee shall consist of at least five members. The Committee shall continuously review the means being used, and contemplated for use, to accomplish the objectives of the Society. The Committee shall present reports and recommendations to the Executive Committee and Council, as appropriate.

D3-23. Publications Committee

The Publications Committee shall consist of at least nine members, including the Chairmen of the Papers, Journal of Ship Production, Journal of Ship Research, Marine Technology, and Technical and Research Steering Committees. 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.

D3-24. 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.

D3-25. 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.

D3-26. Technical 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 shall report to the Council annually.

E. FINANCE

E1. Fiscal Year.

The fiscal year of the Society shall be from September first to August thirty-first 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 at the Annual Meeting not later than January thirty-first of the year following the end of a fiscal year.

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.

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 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.

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. DISCLAIMER

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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