

# SNAME

99 Canal Center Plaza - Suite 500  
Alexandria, VA 22314

## BYLAWS

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

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# **SNAME BYLAWS**

## **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 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 Council. 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 Council.

## 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.



### **A3. Dissolution**

#### **A3-1. Dissolution**

If the Council votes to dissolve SNAME or merge SNAME with another entity, or SNAME is forced to dissolve due to adverse conditions, the Council shall appoint a special committee for the purpose of addressing dissolution which shall propose distribution of assets, subject to any unpaid liabilities, or as required by any gift instrument, to a charitable corporation or organization or organizations exempt from taxation pursuant to federal and state laws, including section 501(c)(3) of the Internal Revenue Code or a corresponding section of any future federal tax code, and engaged in activities substantially similar to those of SNAME. Any such plan for distribution shall be subject to approval by the Council. Upon adopting a plan of dissolution and distribution of assets, the Council shall submit it for approval by affirmative vote of two-thirds of members present at the Annual Meeting or a special meeting.

If no plan for distribution of assets receives approval of Council and the members, and any state if required by law, then upon the dissolution of SNAME, assets shall be disposed by a court of competent jurisdiction of the county in which the principal office of SNAME is then located, and as required by any gift instrument or to a charitable corporation or organization or organizations exempt from taxation pursuant to federal and state laws, including section 501(c)(3) of the Internal Revenue Code or a corresponding section of any future federal tax code, engaged in activities substantially similar to those of SNAME.

## **B. MEMBERSHIP**

### **B1. Membership**

#### **B1-1. Grades of Membership**

The membership of SNAME shall consist of Members and Student Members.

- (a) The Executive Director, or their designee, may approve a candidate for membership in the grade of Member or Student Member following procedures established by the Membership Steering Committee, including submission of an application for SNAME membership.
- (b) The grade of Member may be accorded to individuals who have interests, 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 of same.
- (c) 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. 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 Member. 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 and Chair of the Young Professionals Committee.

#### **B1-2. Fellows**

The honorific designation of Fellow may be accorded exclusively to Members 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) A candidate shall have had not less than ten (10) years of active practice.
- (b) A candidate for the honorific designation of Fellow must be nominated by a Member and endorsed by a minimum of two Members on an approved form, for consideration by the Fellows Committee.

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

The honorific designation of Honorary Member 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. Individuals so elected shall retain all rights and privileges of being a Member.



#### **B1-4. Distinguished Members**

The honorific designation of Distinguished Member may be granted by the Council following the standard procedures of paragraph C1-5, to 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 recognition 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 of Member and pay the dues of that grade or be dropped from the rolls of SNAME.

- (a) A Candidate for the honorific designation of Distinguished Member must be nominated by three 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 approval.
- (b) Distinguished Members may not hold any office and may not vote on any question brought before SNAME.

#### **B1-5. Life Members**

The honorific designation of Life Member is granted to individuals who have been a member of SNAME for 50 years.

- (a) The Life Member designation was previously attainable by a one-time payment of dues. This program has been discontinued. SNAME will continue to honor agreements made with existing program participants.

### **B2. Dues**

#### **B2-1. Annual Dues**

- (a) Annual dues shall be payable by Members and Student Members in accordance with a schedule of dues as established by the Council.
- (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 Council.

#### **B2-2. Exemption from Dues**

Individuals designated as Honorary Members, Distinguished Members, and Life Members shall not pay dues.

#### **B2-3. Transfers**

Student Members, when transferred to the grade of Member after graduation, shall not owe additional dues in the year of transfer. Dues for the twelve months following the member's next anniversary date after transfer shall be at the Student Member rate.

#### **B2-4. No Rebate of Dues**

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

#### **B2-5. 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.

#### **B2-6. Reinstatement**

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

- (a) Paying back dues from the year of severance of membership with reinstatement to take effect as of the year of original approval; or
- (b) Re-joining with membership effective on the date of renewal. Member history, including prior paid annual dues years shall be retained for calculations of member longevity.

#### **B3. Expulsion**

Any member may be expelled from membership by 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. 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 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 supervise and direct the affairs of SNAME and 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
- Functional Vice Presidents
- Honorary Vice Presidents\*
- Executive Director (Corporate Secretary)
- Treasurer
- 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) except 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.

#### **C1-3. Responsibilities**

(a) The Council shall meet not less than four times annually with one meeting of the Council held coincident with the Annual Meeting of SNAME in accordance with Section F1-1. The Council shall review the work of the Officers and Vice Presidents representing Committee and Section Chairs, act upon their recommendations concerning the business of SNAME, and take such other actions as necessary.

- (b) The Council 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 Council 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 Council shall seek independent advice from members and executives from across the maritime industry on issues facing the industry and emerging technologies they perceive as needing to be supported by SNAME while furthering the Society's mission. Such advice will help formulate the Society's strategic direction, as established by the Council, on a biennial basis in conjunction with the election of the President-elect or more frequently as needed.

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

Quorum for Council will be a simple majority of the individuals holding Council positions eligible to vote.

#### **C1-5. Voting**

A vote of the Council may be taken upon specific matters during a meeting. If an individual holds more than one position on the Council, they may vote only once. A simple majority affirmative vote of the eligible voting members in attendance is required for approval. Any members of the Council not physically present for a meeting may attend by telephone, videoconference, or similar technology and vote.

Action may be taken by the Council without a meeting if all eligible voting members of Council provide written consent to the adoption of a resolution authorizing the action. Written consent may be provided via postal service, courier, facsimile, or electronic method.

#### **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.

## **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 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 D3-2(b) or as provided in subparagraph (b) below.
- (b) The nomination of a candidate for President, that is signed by at least sixty 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 themself.
- (d) The elected President shall serve for one (1) year as President-elect before taking office.

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

- (a) There shall be one Regional Vice President elected from each of the geographic Regions of SNAME and one Regional Vice President elected who represents SNAME members unaffiliated with a geographic Region. Elections shall be staggered such that one half of the Regional Vice Presidents are elected every two years. Elections shall be by ballot mailed or e-mailed to all Members in the Region. Retiring Regional Vice Presidents shall be eligible for reelection for two successive terms; further reelection 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 a retiring Vice President from its Region. Members not affiliated with a particular Section may submit nominations for their respective Regions. 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.
- (c) Each Member may vote for one Regional Vice President 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 Council prior to the Annual Meeting of SNAME. The Vice President candidate from each of the Regions of SNAME receiving the highest number of votes shall be declared a Regional Vice President.

#### **D1-5. Appointments**

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

#### **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 Council
- Treasurer: One year, renewable by resolution of the Council

- (b) 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 Council 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 Council 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 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. Appointment 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 appointed in any year. Candidates shall be recommended by the Nominating Committee and approved by the Council.

## **D2. Officers' Duties**

### **D2-1. President**

The President shall be the chief executive officer of SNAME and shall preside over all Annual and special meetings of SNAME. 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 or of the Council, 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 Council.

### **D2-3. Regional Vice Presidents**

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 Council.

### **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 Council. 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 approved by the Council. The Executive Director shall report to the Council 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 on the state of membership at its meetings.
- (c) The Executive Director shall supervise the recording and personally sign the minutes of all meetings of SNAME and the Council 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 regular reports at its meetings and an annual statement and report of the financial affairs of SNAME. The Treasurer shall sign checks and drafts in accordance with procedures established by the Council 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 Council, and an Alternate Functional Vice President. 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, except that the Alternate Functional Vice President may not vote on behalf of the Functional Vice President during meetings of the Council.

#### **Finance**

- Finance Steering Committee
- Audit Committee
- Investments Committee
- Pension Committee

#### **Planning and Public Policy**

- Symposia Committee
- SNAME Maritime Convention (SMC) Committee
- Planning Committee
- Public Policy Committee
- Development Committee

#### **Knowledge Management**

- Publications Steering Committee



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

### **Membership**

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

### **Education**

- Education Steering Committee
- ABET Accreditation 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 or President require 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; performing the annual review of, and setting annual goals for, the Executive Director; and 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 Council, as appropriate. Membership shall consist of at least four members: the

current President as Chair; the two most recent Past Presidents; the Chair of the Finance Committee; and, in even years, 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 Council, 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-appointed 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 the Executive Director 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 Regional Vice Presidents in accordance with paragraph D1-4. The Committee may also nominate candidates for Honorary Member in accordance with paragraph B1-3 and to Honorary Vice President in accordance with paragraph D1-9.

**D3-3. Appointment and Operation of Committees**

Functional Vice Presidents, Alternate Functional Vice Presidents, Special Committee Chairs other than the Headquarters Review Committee and Nominating Committee, and the SNAME Representative to the OTC Board of Directors shall be appointed by the President. The Chair and members of the Audit Committee shall be voting members of Council and appointed by Council. Chairs of other Standing Committees shall be appointed by the cognizant Functional Vice President and members of committees shall be appointed by the Committee Chair, subject to review and approval by the President and cognizant Functional Vice President, respectively. 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 Council, 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 Council.

Functional Vice Presidents in conjunction with Committee Chairs 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 cognizant Functional Vice President. Functional Vice Presidents are responsible for providing to their committees updates and actions from the Council meetings as well as to apprise Council of issues and actions brought up from the committees that need support.

Committee proposals, recommendations, requests, and reports requiring the attention of Council shall be submitted through the cognizant Functional Vice President except as otherwise stated.

#### **D3-4. Finance Committees**

- (a) **Finance Steering Committee** - The Finance Steering Committee shall be chaired by the Functional Vice President Finance and consist of at least five members but not more than seven members. Two of the members shall be the Chairs of the Investments and Pension Committees. The Committee shall provide oversight and guidance for the long-term financial sustainability of the Society. 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 Council for the administration of the activities of SNAME.
- (b) **Audit Committee** - The Audit Committee shall consist of at least three voting 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 ensure 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.
- (c) **Investments Committee** - The Investments Committee shall consist of at least five members but not more than seven members. The Treasurer shall be an 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 Functional Vice President Finance twice annually as a minimum.
- (d) **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 Functional Vice President Finance twice annually as a minimum.

#### **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 Council 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, fundraising, site selection and contracts, dates and timeframe, 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 proactively 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, fundraising for the SMC, site selection and contracts, dates and timeframe, 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. 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 the Council as a whole and shall be responsible for developing and maintaining the strategic plan for SNAME, subject to approval by the Council. The Committee shall present reports and recommendations to the Functional Vice President Planning and Public Policy, as appropriate.

- (d) **Public Policy Committee** - The Public Policy Committee shall consist of at least seven members, all of the grade of 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 Functional Vice President Planning and Public Policy guidelines and initiatives for carrying out the Public Policy function of SNAME.

- (e) **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 fundraising efforts, specifically, Annual Giving (Scholarships, T&R, Professional Engineering Program, and Professional Development), SMC Sponsorship, and Grants. The Committee shall establish for each fundraising category both long-term and short-term goals and objectives and timelines in order to measure progress and to regularly report to the Functional Vice President Planning and Public Policy.

The Committee shall foster a culture of cultivating long term relationships with corporations within the marine industry as well as with SNAME members.

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

- (a) **Publications Steering Committee** - The Publications Steering Committee shall be chaired by the Functional Vice President Knowledge Management and consist of the Functional Vice President Education and the Chairs of the SNAME Maritime Convention Papers, Journal of Ship Production and Design, Journal of Ship Research, Journal of Sailing Technology, (*mt*) Editorial, Featured Papers, and Technical and Research Steering Committees. The Committee shall provide oversight and guidance for all publication policies for the delivery of relevant content in a timely manner that is in alignment with the Knowledge Management objectives of SNAME, subject to the approval of the Council. The Committee shall report to the Council twice annually as a minimum.
- (b) **Journal of Sailing Technology Committee** - The Journal of Sailing Technology Committee shall have general charge of editorial policies pertaining to the publication *Journal of Sailing Technology* (JST).
- (c) **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).
- (d) **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).
- (e) **(*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*).
- (f) **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.
- (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 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) **Membership Steering Committee** – The Membership Steering Committee shall be chaired by the Functional Vice President Membership and consists of the Chairs of the Awards, Student Section Advisors, Fellows, Sections, Student Steering, and Young Professionals Committees. The Committee shall develop, monitor, and report on the delivery of the identified Membership-led activities in the Strategic Plan. This includes the oversight and guidance of the Section-level programs, the recognition programs, and the activities to support a positive student member experience leading to retention as Young Professionals. The Committee shall report progress to the Council at least twice annually as a minimum.
- (b) **Awards Committee** - The Awards Committee shall consist of twelve members. Membership on the Committee shall be for a term of four years and shall be staggered such that one quarter of the members are appointed each year. The Committee shall select candidates for the “David W. Taylor Medal,” “Vice Admiral Emory S. ‘Jerry’ Land Medal,” “Dr. Kenneth S. M. Davidson Medal,” “Captain Joseph H. Linnard Prize,” “Vice Admiral E. L. Cochrane Award,” “William M. Kennedy Award,” “Blakely Smith Medal,” “William H. Webb Medal,” “Francis T. Bowles Medal,” “Elmer L. Hann Award,” “Lourdes ‘Nina’ Elona-Lilley Distinguished Service Award,” Student Paper Awards, Certificates of Appreciation, 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 via the Functional Vice President Membership.
- (c) **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 all 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.
- (d) **Fellows Committee** - The Fellows Committee shall consist of at least five Members. The Committee shall select Fellows from the nominations of all candidates for the honorific designation of Fellow and shall report these selections to the Council. The Committee shall use such literature and forms as may be approved by the Functional Vice President Membership.
- (e) **Sections Committee** - The Sections Committee shall consist of the Chair of each Section, or the designated alternate. The Committee shall have general supervision of all matters affecting the establishment and operation of Sections, subject to the approval of 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 on 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** - The 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 Steering Committee** - The Education Steering Committee shall be chaired by the Functional Vice President Education and consist of at least six members of whom three shall be representatives of the academic community and three are the Chairs of the Professional Engineering Licensure Committee, the Scholarship Committee, and the ABET Accreditation Committee. The Committee shall: make recommendations on undergraduate, graduate, and continuing education in the fields of naval architecture and ocean and marine engineering, and related fields; 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 submit reports to the Council twice annually as a minimum.
- (b) **Professional Engineering Licensure Committee** - The Professional Engineering Licensure Committee shall consist of at least ten Members who are currently licensed Professional Engineers. 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 Functional Vice President Education twice annually as a minimum.
- (c) **Scholarships Committee** - The Scholarships Committee shall consist of at least five members. The Committee shall recommend to the Council candidates for the Graduate and Undergraduate scholarships established by SNAME and shall administer SNAME's Scholarship Program subject to the approval of the Functional Vice President Education, to which it shall report twice annually as a minimum.
- (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 twice annually as a minimum to the Functional Vice President Education.

### **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 include the Chairs of all T&R Committees, the current President, the Executive Director, and the Director, Technology. 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, with the approval of the Council, 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 Functional Vice President Technology twice annually as a minimum.



## **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 Council.

### **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, 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 appropriate committee and approved by Council.
- (b) Monies in savings banks and monies in other bank accounts shall be deposited in the name of the organization.
- (c) To ensure that SNAME securities and funds always remain in the custody of the Society, the President and past President, in addition to the Executive Director and Treasurer, shall be a signatory on financial accounts and may sign checks and drafts in accordance with procedures approved by the Council.

#### **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 Council 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 Council. 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 Council 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 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.

### **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 Members. Proposed amendments shall be delivered to the Executive Director not less than fourteen 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 approve the proposed amendments, they shall be presented to Members of 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 shall have authority to establish such other rules and regulations as may be necessary for the governance of SNAME and for the conduct of its affairs provided that such rules and regulations do not conflict with the provisions of the Bylaws or applicable law.

### **F4. Meeting Participation**

Unless otherwise restricted by SNAME's formation document or these Bylaws, and if otherwise permitted by law, members of the Council, any standing or other committee, or any committee designated by the Council may participate in a meeting of their respective Council or 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 attendance at the meeting.

## **G. INDEMNIFICATION**

### **G1. Indemnification**

- (a) To the extent permitted by law, 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 participating as a volunteer in a duly authorized SNAME activity 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 participating in such activity, provided that the service of the member is found by the Council to have been duly authorized and taken in good faith for a purpose which the person reasonably believed to be in the best interests of SNAME and, in relation to criminal actions or proceedings, the person had no reasonable cause to believe that their conduct was unlawful.
- (b) To the extent permitted by law, 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 member of Council or employee of SNAME or member of any of its committees, or officers of any of its Sections, 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 (or, in the case of a person who served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan) and in criminal actions or proceedings had no reasonable cause to believe that the conduct of the person was unlawful.
- (c) Any person who seeks to be indemnified under G1(a) or (b) shall: promptly notify SNAME of any such actual or threatened litigation; afford SNAME an opportunity to participate in the claim or litigation and, at the option and expense of SNAME, control, compromise, settle, defend, or otherwise resolve the claim or litigation; and reasonably cooperate with SNAME in any such compromise, settlement, defense, or resolution of such claim or litigation.

## 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.”

W.H. Cowardin – Revised 30 Sep 2019

D.D. Burris – Revised 19 Jul 2021




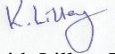

D.D. Burris – Revised 22 Aug 2022

D.D. Burris – Revised 29 Aug 2023

B.L. Lamb – Revised 6 Sep 2024

### Signatures approving suggested amendments:

 Rick Spaulding, President	 Richard Mueller, President-Elect and RVP
 Barbara Lamb, Planning Committee Chair	 William Cowardin, FVP Planning & Public Policy
 Matthew Collette, FVP Education	 John Daidola, FVP Technology
 Craig Tulk, FVP Knowledge Mgmt	 Glenn Walters, FVP Membership
 David Hansch, RVP	 Rodrigo Perez Fernandez, RVP
 George Williams, RVP	 Zachary Schramm, RVP

 Matthew Unger, RVP	 Edward Comstock, Past President
 Timothy Glinatsis, RVP	 Keith Lilley, RVP
 Edward Stokes, FVP Finance	