

**BYLAWS OF THE TIDEWATER SECTION
OF THE
AMERICAN SOCIETY OF NAVAL ENGINEERS**

ARTICLE I NAME

The name of this organization shall be the TIDEWATER SECTION, hereinafter referred to as the "Section", of The American Society of Naval Engineers, hereinafter referred to as the "Society".

ARTICLE II PURPOSE

The purpose of the Section shall be the same as that of the Society. The assembly of the Section membership and their guests shall be for the purpose of interchange of technical information and the dissemination of knowledge which may be of general interest.

ARTICLE III TERRITORY

The territory of the Section shall be that assigned to it by the Society roughly described as the land bordering on the tidewaters of Virginia and northeastern North Carolina and consisting primarily of the Virginia cities of Norfolk, Chesapeake, Virginia Beach, Portsmouth, Suffolk, Williamsburg, Hampton, and Newport News.

ARTICLE IV MEMBERS

The membership of the Section shall be comprised of members of the Society residing or working within the territory as described in Article III, or, who have indicated to the Executive Committee their desire to affiliate with the Section. Membership will automatically cease with the termination of membership with the Society.

ARTICLE V ORGANIZATION

- Section 1. The elected officers of the Section shall be the Chairman, Vice-Chairman, Secretary and Treasurer.
- Section 2. The Section shall have three councilors as defined in Article VI, Section 3.
- Section 3. The Executive Committee shall consist of the four elected Officers of the Section, the three Councilors and the Committee Chairpersons. Each of the members of the Executive Committee have the right of one equal vote.

Section 4. All Officers, Councilors, and Committee Chairpersons shall be members of the Society.

Section 5. Any National Officer or National Committee Chairperson or Ex-Officio member is encouraged to attend Section planning meetings. Their participation in any discussion is welcomed, however, they are not considered voting members.

ARTICLE VI ELECTIONS AND TERMS OF OFFICE

Section 1. The election year of the Section shall coincide with the fiscal year of the Society, 1 July through 30 June.

Section 2. Elected officers of the Section shall serve for a term of one year beginning 1 July and ending 30 June, or until their successors are elected. The Vice-Chairman shall succeed to the office of Chairman unless the position is referred by the Executive Committee to the membership for vote.

Section 3. Councilors shall be in office for a term of three years, beginning 1 July and ending 30 June of the third year. To set up rotation and continuity, the Section initially shall elect three councilors, one each to a 3-year term, a 2-year term, and a 1-year term. Thereafter, each Past Chairman will succeed to the position of Councilor for a 3-year term. In the event of a vacancy, the Executive Committee shall appoint an appropriate substitute Councilor.

Section 4. In the event of a vacancy in the office of Chairman, the Vice-Chairman shall assume the added duties of the Chairman for the remainder of the term. All other vacancies shall be filled by the Executive Committee by interim appointment for the period up to the next annual election. In the event the office of Vice-Chairman is filled by such interim appointment or disapproval of the succession as noted in ARTICLE VI, Section 2, the Section shall elect both a Chairman and Vice-Chairman at the next annual election.

Section 5. The election of the first set of Officers and Councilors shall be affected by the majority vote of those present at the first meeting of the Section. In subsequent years, the election of the Vice-Chairman, Secretary, and Treasurer shall be affected by the majority vote of the Section members.

Section 6. During the month of December, the Chairman shall appoint a past Section Chairperson to Chair an Officer Nominating Committee. Two or more members selected from the Section membership and the past Chairman shall constitute the Officer Nominating Committee. At least one of the two members shall be from the Executive Committee. It is incumbent upon the Section Chairman to ensure representation of all the various types of interest within the Section i.e. Coast Guard, Navy, Active Fleet, Women, Young People, Government, Industry, etc. The Officer Nominating Committee shall announce their slate of nominees at the March dinner meeting. Prior to voting and before nominations are closed, the Chairman

shall invite nominations from the floor. The results of the election should be made at the following April meeting.

Section 7. With the exception of the offices of Secretary and Treasurer, no officers and councilors shall be elected to serve for more than one consecutive term in the same office. The Officers of the Section shall be members of the Society.

Section 8. Committee Chairpersons shall be appointed by the Chairman for a term of one year coinciding with the fiscal year term of Officers and Councilors. Consecutive terms of service of the Committee Chairpersons is at the discretion of the incoming Chairman.

ARTICLE VII DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

Section 1. The duties of the Officers shall be those customarily performed by such Officers, together with such other duties as may be assigned from time to time by the Executive Committee. The Secretary is responsible for submitting the reports which are required by the "Sections Manual".

Section 2. The Chairman of the Section shall serve as Chairman of the Executive Committee and shall appoint all committees authorized in these BYLAWS or by the Executive Committee.

Section 3. The Executive Committee shall be the governing body of the Section and, as such, shall have full power to conduct, manage and direct the business and affairs of the section in accordance with the Constitution and the BYLAWS of the Society and the Section. A majority vote of the Executive Committee shall be required to carry a motion or approve and action.

ARTICLE VIII COMMITTEES

Section 1. The standing committees shall be Membership; Programs; Publicity; Arrangements; Combat Systems; Awards; Symposia; Professional Development; Fleet Liaison and Peninsula Engineers Council (PEC). A Committee Chairperson may head more than one committee at the option of the Executive Committee. Other Committee Chairpersons may be appointed at the discretion of the Chairman, i.e., Audit, Officer Nominations, Scholarship or Environmental in keeping with the goals of the Society. Members of the Section Committees, except as noted in Article XI of the Society Bylaws, shall be members of the Society.

ARTICLE IX MEETINGS

Section 1. The Section shall hold a minimum of eight Section membership meetings each year. The Executive Committee is responsible for designating the place, date, and time of the meetings. The assemblies may be scheduled to include cooperation with other local ASNE sections, other professional societies and government activities, in sponsoring regional activities consistent with the interest and policies of the Society.

Section 2. The Executive Committee shall meet at the discretion of the Chairman. The Secretary shall keep a record of attendance by members names and the names and affiliation's of all guests. These records shall be part of the minutes whenever business is transacted in the name of the Section.

Section 3. No Section business shall be transacted (put to vote) in the absence of a quorum. A quorum for Section membership meetings shall consist of ten percent of the Section membership. A quorum for Executive Committee meetings shall consist of a simple majority of Officers and Chairpersons.

Section 4. Advance notice of all meetings shall be sent to each member of the Section. At the regular meetings of the Section, the general order of business shall be as follows:

- Open by Chairman
- Pledge of Allegiance
- Blessing
- Meal
- Welcome to Guests
- Announcements of old and new business
- Technical Session
- Close by Chairman

The foregoing order of business may be suspended by a majority vote of the Executive Committee. Suspension of order of business shall be for each specific meeting. The rules of order in the conduct of Section meetings, not specifically provided in these BYLAWS, shall be Robert's "Rules of Order".

ARTICLE X DUES

Section 1. There shall be no Section dues.

ARTICLE XI AMENDMENTS

Section 1. A proposed amendment to these BYLAWS must first be submitted in writing to the Executive Committee. If it is approved by a majority of the Executive Committee, the Secretary shall furnish all members of the Section with copies of the proposed amendment at the time when notice of the next meeting of the section is given. (See also Section 3 of this BYLAW.)

Section 2. At the second meeting of the Section, after notice of the proposed amendment is given, the amendment may be adopted by 2/3 of the votes of the members present, provided that a quorum is present.

Section 3. Any amendment not approved by the Executive Committee within six months from the time it is submitted thereto, may be brought to a vote of the membership in the fore-mentioned manner by a petition signed by not less than 10 members of this Section whose current dues have been paid to the Society. Notice that the

Executive Committee did not approve the proposed amendment shall be a part of the notice required by Section 1 of this BYLAW.

ARTICLE XII DISSOLUTION OF SECTION

Section 1. Upon the dissolution of the Section and the discharge of its debts and the settlement of its affairs, any funds and/or property of the Section remaining thereafter shall be, without recourse, conveyed to the Society for the general purpose of the Society.

ARTICLE XIII STATUS OF SECTION BYLAWS AND RULES

Section 1. Nothing in these BYLAWS, whether contained or implied shall be so construed as to alter or deviate from the Constitution, BYLAWS, or Rules of the Society, and in any case or error by either commission or omission the Constitution, BYLAWS, and Rules of the Society shall govern, unless otherwise specifically approved by the Council of the Society.

ARTICLE XIV INDEMNIFICATION

Section 1. Any officer, council member, volunteer worker, or employee of the Society who is made a party to any action or proceeding by reason of the fact that such a person is an officer, council member, volunteer worker, or employee of the Society shall be indemnified by the Society against any liability for acts which are within their official duties or within the scope of employment of any employee.

Section 2. This indemnification is limited to the stated provisions of the Article and creates no protection which is contrary to law. The indemnification created by this Article is specifically limited to acts performed for the benefit of the Society and creates no protection for individuals outside of their work for the Society.

NAVAL ENGINEERING

Includes all arts and sciences as applied in the research, development, design, construction, operation, maintenance and logistic support of:

- ** SURFACE AND SUBMARINE SHIPS, MARINE CRAFT**
- ** NAVAL MARITIME AUXILIARIES**
- ** AVIATION AND SPACE SYSTEMS**
- ** COMBAT SYSTEMS INCLUDING COMMAND AND CONTROL,
ELECTRONICS AND ORDNANCE SYSTEMS**
- ** OCEAN STRUCTURES**
- ** ASSOCIATED SHORE FACILITIES**

Which are used by the naval forces, other military forces and civilian maritime organizations for the defense and well-being of the Nation.