

**BY-LAWS OF  
THE ASSOCIATION OF MARINE UNDERWRITERS OF SAN FRANCISCO  
2014 REVISION**

**ARTICLE I - NAME**

This organization shall be known as The Association of Marine Underwriters of San Francisco, hereinafter referred to as The Association.

San Francisco, for the purposes of these By-Laws, shall be defined as the Bay Area counties of San Francisco, Alameda, Contra Costa, Marin, Monterey, Napa, Sacramento, San Joaquin, San Mateo, Santa Clara, Santa Cruz, Solano and Sonoma.

**ARTICLE II - OBJECTIVE**

Its objective shall be to promote harmony, fellowship and professionalism in the marine insurance industry, the discussion of topics of interest to the profession, and the consideration of such subjects as may be brought before The Association. It shall also conduct study classes on various aspects of marine insurance from time to time as deemed advisable. Such classes shall be available to the general public.

The specific and primary purpose of The Association is to operate a professional association within the meaning of Section 23701e of the California Revenue and Taxation Code. This organization does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

**ARTICLE III - MEMBERSHIP**

Active Membership

Any person in the San Francisco marine department of an insurance company, reinsurance company, or underwriting agency, or any Broker, Adjuster, Lawyer, Salvor or Independent Surveyor, who (is) actively engaged in marine insurance business shall be eligible for membership if, in the opinion of The Association and its Executive Committee, his/her affiliation will contribute to the accomplishment of its objective. The foregoing shall include any executive having supervisory authority over marine insurance business.

Any Active Member, hereinafter referred to as Member unless specifically referred to as Honorary or Retired, who ceases to be actively engaged in the marine insurance business, as defined in the previous paragraph, shall, ipso facto, cease to be a Member upon the adjournment of the next succeeding Annual Meeting of The Association, unless at that meeting he/she shall be transferred to Honorary Membership or approval is voted to continue his/her Membership. A two-thirds affirmative vote of the Members present at the meeting shall be necessary to effect such transfer of membership or approval for continuance.

Any Member whose affiliation will, in the opinion of The Association, no longer contribute to its objective may be dropped from membership by a majority vote at any special or Annual Meeting.

### Honorary Membership

Any person of prominence in the marine insurance business or an associated profession may be elected an Honorary Member. A two-thirds vote of the Members present at a special meeting or Annual Meeting shall be required to elect Honorary Members.

Past Presidents shall automatically be Honorary Members upon full retirement from the industry.

Honorary Members shall have all of the privileges of membership except those of voting and holding office.

### Retired Membership

A Member is eligible for Retired Membership status once he/she has reached the age of 62, has been an active member for at least 5 years, and is no longer in regular, paid employment in marine insurance or marine insurance related work such as would make him/her eligible for active membership in the Association of Marine Underwriters of San Francisco.

Retired Membership status shall be granted by the Executive Committee upon receipt and approval of an application for retired membership. Retired members' dues shall be a reduced amount of active membership dues as deemed appropriate by the Executive Committee. Retired members shall enjoy all of the rights, privileges and responsibilities of active membership except those of voting and holding office.

## **ARTICLE IV - ELECTION OF MEMBERS**

Proposal for Membership shall be made by one Member and seconded by two other Members. Proposals shall state the candidate's name, firm with which he/she is employed and evidence that he/she specializes in marine insurance business as detailed under Article III.

The Secretary shall accept and review applications for membership and submit such applications for approval by the Executive Committee. The Executive Committee shall be empowered to act to approve those applications from those candidates who they find to be both 1) eligible and 2) who, in their opinion, contribute to the accomplishments of The Association's objectives.

It shall be the duty of the Executive Committee to check the membership roll each year before the Annual Meeting in order to determine that all names thereon remain qualified (in accordance with the conditions of Article III) to continue as members for the ensuing year. The Executive Committee shall report at the Annual Meeting the names of any Members they feel are not so qualified and make a recommendation as to whether or not the Member should be dropped from the roll. A two-thirds vote of the Members present at the meeting shall be necessary to effect such action.

Any Member in good standing who leaves San Francisco and later returns to San Francisco in a qualified status, and who has been employed continuously in a qualified status during the intervening period, shall be considered as absent with leave and entitled to automatic reinstatement upon submission of new application, approval by the majority of Directors and payment of the current year's dues.

## **ARTICLE V - DIRECTORS, OFFICERS AND THEIR DUTIES**

There shall be twelve (12) Directors of The Association. Each Director shall be a Member in good standing of The Association. The Directors shall be known as the Executive Committee.

The twelve Directors shall be divided into three (3) classes of four (4) Directors each. The term of office for each class shall be three (3) years or until their successors are elected. At the first election after approval of these by-laws, one (1) new Director shall be elected for three (3) years, one (1) new Director shall be elected for two (2) years, and one new Director shall be elected for one (1) year. Each of those new Directors shall join the appropriate class of current Directors, based on date of term expiration. At each Annual Meeting of the Members thereafter, four (4) Directors shall be elected to replace the outgoing class. A majority of all the votes cast at any meeting shall be necessary for the election of a Director to a place in the incoming class.

Vacancies of any Director position shall be filled by a majority vote of the remaining Directors within sixty (60) days of any such vacancy. The newly elected Director shall complete the unexpired term.

The officers of The Association shall consist of President, Vice President, Secretary and Treasurer. Within five (5) days after the close of the Annual Meeting the newly-elected Directors and those holding over shall hold a meeting at which the Directors shall organize, by election from their number, the Officers to hold office for the ensuing year. Vacancies among the Officers shall be filled by a majority vote of the Directors. Any Officer so chosen shall hold office until a successor is elected, whether at the next Annual Meeting or any special meeting. Officers of The Association must be active members in good standing.

The duties of the President, Vice President, Secretary and Treasurer shall be such as are usual in parliamentary bodies.

The Secretary shall see that minutes of the meetings and records of The Association are appropriately maintained and made available for inspection by the Members, shall give notice of all meetings of The Association and the Executive Committee, and shall report the minutes of such meetings; shall maintain a register of the names and addresses of the Members of The Association, shall promptly notify newly elected Members of their admission; and shall have custody of the records of The Association. The Secretary shall also perform such duties as may, from time to time, be prescribed by the Executive Committee.

No commitment for any one expenditure in excess of one hundred dollars (\$100.00) shall be made by any Officer, Committee or Committee Member without approval of the Executive Committee.

## **ARTICLE VI - COMMITTEES**

The Executive Committee shall perform the duties usual to such a Committee, and shall appoint during the month of October each year a Nominating Committee of three (3) Members (not members of the Executive Committee). At least ten (10) days before the Annual Meeting, the Nominating Committee shall report to the Secretary their selection of Nominees for Directors to be voted upon at the Annual Meeting and the Secretary shall include in the notice to Members of the Annual Meeting the names of the candidates so nominated. This section shall not prevent the nomination and election of other candidates at the Annual Meeting.

The Association Executive Committee shall have the power to appoint Standing or Special Committees. The Standing Committees shall be

- Annual Banquet Committee
- Education Committee
- Golf Committee
- Charitable Giving Committee

The chair of each of these committees shall be appointed from The Association membership.

## **ARTICLE VII - QUORUM**

Fifteen (15) members present shall constitute a quorum at any Annual or special meeting.

## **ARTICLE VIII - FEES AND DUES**

All applications for membership shall be submitted to the Secretary. Action on any application received shall be taken at the next meeting of the Executive Committee. Applicants approved for membership shall be notified and shall be responsible for annual dues at the beginning of the next fiscal year. Applicants not approved shall also be notified and the initiation fee shall be returned.

The annual dues shall be established for any given year by action of the Executive Committee.

The fiscal year of this Association shall be from the date of the Annual Meeting to the next Annual Meeting. Dues shall become payable on the date of each Annual Meeting and unpaid dues shall be considered delinquent sixty (60) days thereafter. Any member delinquent in any manner shall be dropped from the roll.

The Executive Committee may levy additional assessments as may be necessary to defray expenses subject to the approval of two-thirds of the Members present at any special meeting or Annual Meeting. The intent to levy any additional assessment shall be included with the notice of such annual or special meeting.

## **ARTICLE IX - TERMINATION OF MEMBERS**

Any Member whose affiliation will, in the opinion of The Association, no longer contribute to the objectives of The Association may be dropped from the roll upon the majority vote of the Members of The Association present at any special or Annual Meeting. The Member shall have thirty (30) days' notice to appear in his/her defense at the meeting or may make his/her defense in writing to be read at the meeting.

## **ARTICLE X - MEETINGS AND DINNERS**

An Annual Meeting of the Members shall be held within thirty (30) days prior to the Annual Dinner each year, the day and hour to be fixed by the President.

The Association Executive Committee shall meet at least five (5) times per year on dates to be set. Special meetings of the Executive Committee or of the Members may be called by order of the President or at the request of three (3) Directors. A majority of Directors shall constitute a quorum.

An Annual Dinner shall be held in the fall of each year; the date, time and place to be determined by the Executive Committee.

Any person who would be eligible for membership except for his/her employment outside of San Francisco, or any other person who has retired from the marine insurance business (other than Honorary members) may be invited to attend the Annual Dinner upon (sponsorship) of a Member subject to the approval of the Executive Committee of The Association.

## **ARTICLE XI - RULES**

The usual parliamentary rules shall govern the transactions of all business of The Association.

## **ARTICLE XII - NOTICE OF MEETINGS OF THE MEMBERS**

Notices of annual or special meetings of the Members shall be sent to each Member in writing or by publication by the Secretary, no less than ten (10) days prior to such meetings.

## **ARTICLE XIII - ORDER OF BUSINESS**

At the Executive Committee meetings, the Order of Business shall be:

- |        |  |
|--------|--|
| First  | - Call of the roll                               |
| Second | - Reading of the minutes of the previous meeting |
| Third  | - Report on the treasury                         |
| Fourth | - Report of standing and special committees      |
| Fifth  | - Unfinished business                            |
| Sixth  | - New Business                                   |

At the Annual Meeting the same order shall be followed by:

- |         |                         |
|---------|-------------------------|
| Seventh | - Election of Directors |
|---------|-------------------------|

The purpose and order of any special meeting of the Members shall be included with the notice of any such special meeting.

The President has the authority to change the above order of business at any meeting.

## **ARTICLE XIV - DISSOLUTION**

In the event the organization dissolves, whatever assets are remaining are to go to the California Maritime Academy Foundation, which is a 501 (c) (3) organization, or such other qualifying educational or scientific organization as The Association so deems.

## **ARTICLE XV - RESOLUTIONS**

All resolutions shall be made in writing and read by the Secretary.

## **ARTICLE XVI - AMENDMENTS TO BY-LAWS**

To amend the By-Laws, the wording of the proposed amendment must be submitted in writing to the Executive Committee for approval. The Secretary shall then notify each Member in writing or by publication of the proposed amendment. The amendment may be adopted by a two-thirds vote of the Members present at the following Annual Meeting, provided that there are at least fifteen (15) Members voting.

## **ARTICLE XVII - VOTING BY PROXY**

Voting by proxy shall not be permitted.