

THE CLASSIFICATION SOCIETY

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BYLAWS

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**THE CLASSIFICATION SOCIETY
BYLAWS**

ARTICLE I. Purpose

It shall be the purpose of The Classification Society (also "the Society" herein) to promote the scientific study of classification and clustering (including systematic methods of creating classifications from data) and related statistical and data analytic methods, the properties and effectiveness and application of such methods, and the study of associated scientific methods, and to disseminate scientific and educational information related to its fields of interest.

ARTICLE II. Offices

The principal office of the corporation shall be located in the District of Columbia. The corporation may have other offices, either within or without the District of Columbia as the Board of Directors (also "the Board" herein) may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the District of Columbia a registered office, and a registered agent whose office is identical with such registered office, as required by the District of Columbia Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the District of Columbia, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III. Members

Section 1. Classes of Members. The corporation shall have one class of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows: Regular Member. Any person who is interested in promoting the purposes of the corporation and in contributing either directly or indirectly to the objectives of the corporation shall be eligible for election as a Regular Member.

Section 2. Election of Members. Except in the initial election of members, all applicants for membership shall file with the Secretary a written application in such form as the Board of Directors shall from time to time determine. All applications for membership shall be presented promptly, but not less than once a year, for consideration to the Board of Directors. An affirmative vote, either at a meeting or by email ballot, of a majority of the Board of Directors shall be required for election.

Section 3. Voting Rights. Each Regular Member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of its members, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in

the payment of dues for the period fixed in Article XIII of these Bylaws.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. Upon written request by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors deems appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE IV. Meetings of Members

Section 1. Annual Meetings. There shall be an annual Scientific Meeting and an annual Business Meeting of the corporation at a time designated by the Board of Directors except that all reasonable efforts will be made to hold the Business Meeting in conjunction with the Scientific Meeting.

Section 2. Special Meetings. Special meetings may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the District of Columbia as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the District of Columbia; but if all of the members shall meet at any time and place, either within or without the District of Columbia, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, by email, to each member entitled to vote at such meeting, not less than twenty nor more than ninety days before the date of such meeting, by or at the direction of the Board of Directors, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. No less than one-twentieth of the voting members

shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member. A valid proxy may be used to vote on any issue arising at the meeting for which the proxy is executed. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Proxies shall be exercised only by other members.

Section 8. Manner of Acting. A majority of the votes entitled to be cast, on a matter to be voted upon by the members present or represented by proxy, at a meeting at which a quorum is present, shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

Section 9. Voting. Where the Board of Directors or officers are to be elected by members such election may be conducted in such manner as the Board of Directors shall determine, in accordance with Article V(3).

ARTICLE V. Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Board members need not be residents of the District of Columbia. They shall be representatives of the members of the corporation.

Section 2. Number. Tenure. and Qualifications. The number of members of the Board of Directors shall be twelve, plus any members that the Board shall in its discretion appoint, except that the number is reduced by one if the Secretary and Treasurer are the same person. The Board shall include the officers of the corporation, six Elected Directors, the Editor-In-Chief of the Journal of Classification ("the EIC" hereafter), and any appointed Non-Elected directors. The EIC shall serve as an ex officio member of the Board, at the pleasure of the Board. The EIC is permitted to vote, except on matters affecting his or her own compensation, appointment, reappointment, removal, length of tenure, or continuance as the EIC. Each Elected Director shall hold office for three years, unless prior to nomination the Board of Directors designates a lesser or greater term, but in no event shall the term of office be less than one year or more than four years. The three-year terms shall be staggered so that two terms expire each year. Any voting member of the corporation shall be eligible to serve on the Board. New Elected Directors will assume office on January 1 of the year following their election unless the Board shall designate some other time. However, each Elected Director shall hold office until his/her successor shall have been duly elected and shall have qualified, any other provision of the Bylaws notwithstanding. Each Non-Elected Director will be appointed by the Board, to serve at the pleasure of the Board, for a renewable term of no more than three years. Each Non-Elected Director will assume office at a time determined by the Board. Non-Elected Directors are not permitted to vote.

Section 3. Elections. Annual elections shall be conducted by ballot of the membership to fill expiring terms among the officers and Elected

Directors. The ballot shall be sent by email and shall be deemed to be delivered when sent. Ballots shall be returned within 30 days of that date. Nominations for officers and Elected Directors shall be made by a Nominating Committee. In addition, the membership shall be notified of a closing date for direct nominations at least 30 days in advance, and any member for whom the Secretary receives at least five nominations from voting members by email shall be eligible to run for office.

Section 4. Regular Meetings. One regular meeting of the Board of Directors shall be held without other notice than this Bylaw, before, and at the same place as, the annual Business Meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board. The President shall decide the place of the special meeting either within or without the District of Columbia, or may hold the special meeting by means of a conference telephone call or by any means of communication by which all persons participating in the meeting are able to communicate with one another.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least five days previous thereto by email. Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7. Quorum. The presence of a majority of Board members eligible to vote shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Board members eligible to vote are present at said meeting, those present may adjourn the meeting from time to time without further notice until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

Section 8. Proxies. Proxy voting at any meeting of the Board of Directors shall not be permitted. However, without requiring an amendment to these Bylaws, the Board, at its discretion, may establish proxy voting rules in conformance with the District of Columbia Non-Profit Corporation Act, provided that any rule permitting proxies shall not be effective for at least three months following the date on which it is adopted.

Section 9. Manner of Acting. The act of a majority of the Directors who are eligible to vote and are present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Board members may be filled by the affirmative vote of a majority of the remaining Board members who are eligible to vote, though less than a quorum of the Board members. A Board member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office, unless the Board of Directors shall set a shorter term.

Section 11. Removal. The Board of Directors, by affirmative vote of two-thirds of all its members, may remove an Elected Director for cause after an appropriate hearing and may, by majority vote of those present at any regularly instituted meeting, terminate the membership of any Board member who becomes ineligible for membership.

Section 12. Compensation. Board of Directors as such shall not receive any compensation for their services; but nothing herein contained shall be construed to preclude any Board member from serving the corporation in any other capacity and receiving compensation therefor. At the discretion of the officers and elected directors of the Board, the EIC may receive reasonable compensation for his or her services.

Section 13. Informal Action by Board of Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a simple majority of members of the Board of Directors.

ARTICLE VI. Officers

Section 1. Officers. The officers of the corporation shall be a President, President-Elect, Past-President, Treasurer, Secretary and such other officers as may be elected in accordance with the provisions of this Article. Officers must be residents of the United States or Canada. No two offices may be held by the same person except that one individual may serve simultaneously as Secretary and Treasurer.

Section 2. Election and Term of Office. The President-Elect, Secretary, and Treasurer of the corporation shall be nominated and elected in accordance with the provisions of Articles V(3) and VII(2). The term of office for President, for President-Elect, and Past-President shall be two years. When the term of office for President expires, the President-Elect shall automatically succeed to that office. The term of office for Secretary and for Treasurer shall be three years unless prior to nomination the Board shall designate a lesser or greater term, but in no event shall the term of office be less than one year nor more than four years. Newly elected officers will assume office on the first day of the calendar year unless the Board shall designate some other time. However, each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, any other provision of the Bylaws notwithstanding.

Section 3. Removal. Any officer may be removed from office by an

affirmative vote of two-thirds of members qualified to vote whenever in their judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Treasurer or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. President-Elect. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President. The President-Elect shall perform such duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Past-President. In the absence of the President and the President-Elect or in the event of their inability or refusal to act, the Past-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Past-President shall perform such duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in an appropriate archive; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; in the absence of the Treasurer or when so requested by the President, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all duties incident to the Office of Secretary and such other duties

as from time to time may be assigned by the President or the Board of Directors. In the absence of the President, President-Elect and the Past-President, or in the event of their inability or refusal to act, the Secretary shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 9. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws. In the absence of the President, President-Elect, Past-President, and the Secretary, or in the event of their inability or refusal to act, the Treasurer shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 10. Compensation. Officers as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors reasonable expenses, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII. Committees

Section 1. Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the Board, may delegate such powers to committees as it deems proper, except that no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Board member or officer of the corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee or task group. The delegation of authority to a Committee shall not operate to relieve the Board of Directors, or any individual, of any responsibility imposed upon it or them by law.

Section 2. Nominating Committee. The Nominating Committee shall consist of at least three members appointed by the President. The Nominating Committee will make nominations for officers and Elected

Directors as per Article V(3). The term of office for members of the Nominating Committee ends at the conclusion of the subsequent elections.

Section 3. Distinguished Dissertation Award Committee. The Distinguished Dissertation Award Committee shall consist of at least three members appointed by the President. The Distinguished Dissertation Award Committee shall make a recommendation to the Board about the winner of the Distinguished Dissertation Award. The term of office for members of the Distinguished Dissertation Award Committee ends at the conclusion of the subsequent annual Scientific Meeting.

Section 4. Scientific Program Committee. The Scientific Program Committee shall consist of at least three members. The Secretary is an ex officio member of the Scientific Program Committee. All other members are appointed by the President. The Scientific Program Committee shall be responsible for all aspects of the scientific program for the annual Scientific Meeting save for the selection of the scholar who will deliver the President's Invited Lecture, who is selected by the President. The term of office for members of the Scientific Program Committee ends at the conclusion of the subsequent annual Scientific Meeting.

Section 5. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 6. Term of office. Each member of a committee shall continue as such until the term of office, as designated by the Board of Directors, expires and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof, or unless otherwise provided by these Bylaws.

Section 7. Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof, unless otherwise provided by these Bylaws.

Section 8. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 9. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 10. Rules. Each committee may adopt rules for its own

government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII. Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks. Drafts. etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or the President or the President-Elect of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation at such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 5. Funds. The Board of Directors shall seek to obtain such other funds as necessary to fulfill the goals of the corporation in accordance with its charitable, educational, and scientific purposes.

ARTICLE IX. Certificates of Membership

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President and by the Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member of the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and sent to such a member by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article IX.

ARTICLE X. Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its membership, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and email addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI. Publications

The corporation will publish the Journal of Classification to facilitate the dissemination of scientific materials consistent with the purposes of the corporation. The corporation, by a majority vote of the Board of Directors, may establish and publish other publications devoted to the dissemination of scientific and educational materials consistent with the purposes of the corporation.

ARTICLE XII. Fiscal Year

The fiscal year of the corporation shall begin on the first day of June and end on the last day of May in the following year.

ARTICLE XIII. Dues

Section 1. Annual Dues. The membership on recommendation of the Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class. Without impacting the rights of such members, the Board of Directors may set lower dues for Regular Members who are either current students or retired.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of the membership year, which shall coincide with the calendar year unless changed by the Board. A member shall pay dues for the entire membership year in which membership starts.

Section 3. Default and Termination of Membership. When any member shall be in default in payment of dues for a period of six months from the beginning of the fiscal year or period for which such dues became payable, his/her membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these Bylaws. This Section shall not prohibit the corporation from immediately terminating subscriptions to its publications when a member has not paid dues on the date prescribed in these Bylaws.

ARTICLE XIV. Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal The Classification Society."

ARTICLE XV. Waiver of Notice

Whenever any notice is required to be given under the provisions of the District of Columbia Non-Profit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI. Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the members responding by ballots sent by email. Amendments may be proposed by a majority of the Board of Directors or by petition submitted to the Secretary and signed by twenty-five Regular Members in good standing of the corporation. Ballots shall be returned within thirty days of that date.

Bylaws approved by ballot in a letter dated 30 March 1984. Amendments approved:

November 1987.
November 1988.
November 1989.
November 1992.
June 1994.
November 1997.
December 2007.
August 2019.

**THE CLASSIFICATION SOCIETY
POLICIES AND GUIDELINES**

CONCERNING BOARD OF DIRECTORS (Article V)
APPOINTMENT OF NON-ELECTED DIRECTORS

Non-Elected Directors will be appointed by the Board to carry out specific tasks or to provide advice at the Board level. The number of Non-Elected Directors serving at any one time will normally not exceed four. Specific tasks that may usefully be delegated to Non-Elected Directors include but are not limited to: advertising and promotion of the activities of the Society, coordination of social media, and design and management of the Society's website.

CONCERNING BOARD OF DIRECTORS (Article V)
APPOINTMENT OF THE EIC

The EIC will normally be appointed for an initial term of five years, renewable at the discretion of the Board. The duration of the initial appointment shall not exceed five years. Although multiple renewals are possible, the duration of each renewal shall not exceed five years.

POLICY CONCERNING THE EIC'S RESPONSIBILITIES

In the absence of written agreements to the contrary, the EIC shall be solely responsible for: all matters of editorial policy, all appointments to editorial or consultative boards, all appointments to administrative positions within the editorial office, and all matters concerning the publication's preparation, manufacture, and distribution.

STRIVE FOR FINANCIAL INDEPENDENCE

The Society shall conduct its affairs in a manner consistent with the goals to be fiscally responsible and to have minimal dependency on the largess of the institutions which employ the Society's officers and the EIC.

ESTABLISH CONTINUITY BETWEEN BUDGETS

If the Board of Directors fails to approve a budget for a given fiscal year, the Society's officers and editors shall conduct the Society's financial affairs during that fiscal year in accordance with the budget for the previous fiscal year.

MONITOR EXPENDITURES IN EXCESS OF BUDGETED AMOUNTS

Each officer or editor of the Society shall obtain the approvals of both the President and the Treasurer before incurring expenses in excess of the amount budgeted for his (or her) office or publication.

LIMIT EXPENDITURES IN EXCESS OF BUDGETED AMOUNTS

The Board of Directors delegates to the President the discretionary authority to approve unanticipated or extraordinary expenditures totaling at most \$1,000 during any fiscal year.

AFFILIATION WITH OTHER ORGANIZATIONS

At the discretion of the Board, the Society may become or remain affiliated with other organizations such as the International Federation of Classification Societies. The Board shall appoint representatives to such organizations from time to time as needed.

CONDUCTING BOARD BUSINESS BY EMAIL

1. Any Board member wishing to make a motion for consideration by the Board, sends that motion to the President, who will communicate the motion, as given, to the Board, calling for a second. Any remarks the person making the motion wants to provide will be included.
2. A Board member wishing to second the motion should send the second to the Board via email. If no second is received within one week, the motion is considered withdrawn.
3. Unless the President determines that the matter is urgent, a period of one week will be allowed for discussion among the members of the Board. If the President determines that the matter is urgent, a period of no less than three days will be allowed for discussion. Email sent as discussion among members of the Board should be addressed to all Board members entitled to vote.
5. When the President has obtained a second and determined that discussion is concluded, the President will call for a vote. Members will communicate their vote at that time to both the President and the Secretary. After three days have been allowed for voting, both the President and Secretary will count votes and verify a final tally. A quorum of a majority of members must vote for a motion to pass or fail.
6. The President will inform the Board of the result.

VOTING SYSTEM FOR ELECTIONS

The Hare system, as described by the Encyclopedia Britannica at www.britannica.com/topic/single-transferable-vote, will be used in all elections.

DISTINGUISHED DISSERTATION AWARD

Normally, the Distinguished Dissertation Award (DDA) committee consists of three members of The Classification Society, at least two of whom have experience in the supervision of Ph.D. students. The President shall select one of the members to be the Chair of the DDA Committee ("the Chair" hereafter). The appointment of the members of the DDA committee should happen before September 30 of the year when eligible dissertations are being defended, e.g., the DDA given in 2019 will be for a dissertation defended in 2018 and so the DDA Committee should be appointed by September 30, 2018. The Chair shall ensure that the DDA is advertised as broadly as possibly, via email, website(s), and in all applicable media including the IFCS Newsletter, The Classification Society newsletter, etc. The announcement for the award shall include a deadline (11.59pm PST, February 1), eligibility criteria, instructions on how to submit a nomination, etc.

Nominations may be made by the dissertation author, supervisor, or a related person ("the Nominator" hereafter). To be eligible for nomination, a Ph.D. dissertation must have been successfully completed - including successful defense and final submission to the University - within the previous calendar year. Where the initial submission, defense, and final submission do not all fall within the same calendar year, the calendar year in which the final submission occurs is taken as the calendar year in which the dissertation has been successfully completed.

The main criteria upon which the DDA Committee will judge nominations are that: the main topic of the dissertation is in classification, clustering or a closely related area; the dissertation contains innovative work in theory/methodology and/or innovative or well-developed application(s); and the literature review is thorough.

A complete nomination contains: contact information for the Nominator and nominee (if different); a URL where an online copy of the dissertation can be accessed by the members of the DDA Committee; a cover letter, written and signed by the Nominator, stating the date of completion of the Ph.D. dissertation, outlining why the dissertation merits the award, including full bibliographic details for any published papers, proceedings, book chapters, or similar scholarly material that has arisen from the dissertation; and two external referee reports. Note that all items except the external referee reports must be sent to the Chair by the Nominator, and the Nominator must arrange for the external referee reports to be sent directly from the external referees to the Chair. If possible, the external referees should be arms-length from the dissertation author and his or her supervisor. For non-English language dissertations, the Nominator should provide an extended abstract in English and, where relevant, should highlight any papers, proceedings, book chapters, or similar scholarly material associated with the dissertation that have been published in English.

The members of the DDA Committee may neither act as Nominators nor external referees. If a former Ph.D. student of a member of the DDA Committee is otherwise nominated, then the member shall step down from the DDA Committee. If a collaborator of a member of the DDA Committee is nominated, then the member shall step down from the DDA Committee. Any vacancies that arise on the DDA committee shall be filled by appointment by the President; in doing so, the President will, in so far as possible, ensure that it is still the case that at least two of the members of the DDA Committee have experience in the supervision of Ph.D. students.

If a complete nomination for an eligible nominee is received on or before February 1, it will be considered valid. If a nomination for an eligible nominee is received on or before February 1, and is complete save for one or both of the external referee reports, the Chair will write to the nominator and explain that the external referee reports must be received within one week. If both external referee reports are received within the additional week, the nomination will be considered valid; otherwise, the nomination will not be given further consideration.

In the case where there is only one valid nomination, the Chair will ask the other members of the DDA Committee to confirm that the associated

dissertation is worthy of the DDA. If so, then the nominee is the winner of the DDA. This decision should be made by February 15.

In the case where there are multiple valid nominations, the Chair will ask the other members of the DDA Committee to review each one. For each nomination, members of the DDA Committee, including the Chair, will indicate whether it is worthy of the DDA and, if so, provide a ranking of it relative to the other nominations. The Chair will then confer with the DDA Committee to decide on the recommended winner and the honourable mention(s), if any; note that honourable mentions will only be given to nominations that are considered close in quality to the winner. This decision should be made by February 28.

If there are no valid nominations or no valid nomination is considered worthy of the DDA, the Chair will circulate another call for nominations with a deadline of no later than March 31.

Once the winner has been selected, the Chair will communicate the recommendation of the DDA Committee, i.e., winner and any honourable mention(s), to the President within one day. The President will then ask the Board to approve the recommendation of the DDA Committee.

After the Board has approved the recommendation of the DDA Committee: the Chair will send an email to the winner, cc the President, congratulating them on their achievement and letting them know that they will be invited to give a presentation at the annual meeting; the Chair will send emails to any honourable mentions, cc the President, congratulating them on their achievement (at the decision of the conference organizers, honourable mentions may also be allotted time to speak at the annual meeting); and the Chair will ensure that the results are publicised.

THE CLASSIFICATION SOCIETY CODE OF CONDUCT

(modeled after TED events code of conduct and ASA Activities and Conduct Policy)

The Classification Society (TCS) is committed to providing an atmosphere in which personal respect and intellectual growth are valued and the free expression and exchange of ideas are encouraged. Consistent with this commitment, it is the policy of TCS that all participants in TCS activities enjoy a welcoming environment free from unlawful discrimination, harassment, and retaliation. We strive to be a community that welcomes and supports people of all backgrounds and identities. This includes, but is not limited to, members of any race, ethnicity, culture, national origin, color, immigration status, social and economic class, educational level, sex, sexual orientation, gender identity and expression, age, size, family status, political belief, religion, and mental and physical ability.

All TCS annual meeting participants – including, but not limited to, attendees, researchers, students, registered guests, staff, contractors, and exhibitors – agree to comply with the code of conduct put forward in this document. Registration for, or attendance at, a TCS meeting indicates your agreement to abide by this policy and its terms.

At a TCS meeting, you agree to:

- Model and support the norms of professional respect necessary to promote the conditions for healthy exchange of scientific ideas.
- Speak and conduct yourself professionally; do not insult or disparage other participants.
- Respect the boundaries of other attendees.
- Look out for one another.

These behaviors do not belong at a TCS meeting:

- Violence, threats, or threatening language directed against another person
- Being disruptive or drinking excessively.
- Abuse of power (including abuses related to position, wealth, race or gender).
- Homophobia, racism or behavior that discriminates against a group or class of people.
- Sexual harassment of any kind, including unwelcome sexual attention, stalking and inappropriate physical contact.

Contact us to report an incident

If, while at the meeting, you have been involved or have witnessed an incident that violates the Code of Conduct, please email or speak directly to a TCS Officer to let us know immediately. Share as much information as you can to help us make a thorough investigation of the onsite incident.

TCS commitment

TCS will investigate all incidents reported at an event with discretion and confidentiality. TCS reserves the right to bar any person who violates our Code of Conduct from attending a TCS meeting in its entirety or in part, and/or to cancel their registration and/or Society membership without refund.

Note: This Code of Conduct may be revised at any time by TCS and its terms are non-negotiable.

Policies and Guidelines last updated by the Board: October 2019.