**NAFEMS BY-LAWS**

1. **DEFINITIONS**
   1. “Articles” means the Articles of Association of NAFEMS.
   2. “Article X” means paragraph X in the Articles, where X can be a number from 1 to 76.
   3. “Council” means the Board of Directors of NAFEMS elected or appointed pursuant to the Articles and these By-Laws.
   4. “Chief Executive” is the person appointed by the Council in accordance with By-Law 8.
   5. A “Member” is any person or body corporate admitted to membership of NAFEMS in accordance with the Articles and these By-Laws.
   6. If a Member is a body corporate, reference to Member may mean the body corporate or a duly authorised representative of the body.
2. **MEMBERS**
   1. The Council delegates to the Chief Executive its obligation under Article 7 to approve the admission of Members and to specify the form of application for membership.
   2. The Council delegates to the Chief Executive its discretion under Article 8 to terminate the membership of any Member who is in arrears in payment of their subscription.
   3. The Council delegates to the Chief Executive its obligation under Article 9 to determine the number of memberships which a group or single company multi-site membership covers.
3. **MEMBERSHIP FEES**
   1. The Council delegates to the Chief Executive its right under Article 11 to determine the membership fees payable by every Member in accordance with the membership structure determined by Council.

1. **ANNUAL REPORT**
   1. NAFEMS shall publish an Annual Report to include an income and expenditure report.
   2. NAFEMS shall make the Annual Report available to all Members whose membership is valid at the time of publication of the report.
2. **DELEGATION OF POWERS BY THE COUNCIL** 
   1. Except where the Articles or these By-laws expressly provide to the contrary, the Council may delegate any of its powers or the implementation of any of its resolutions to any board, committee, or group and every such board, committee, or group shall be accountable to the Council.
   2. The composition of any such board, committee or group shall be at the discretion of the Council.
   3. The deliberations of any such board, committee, or group shall be reported regularly to the Council and any resolution passed or any decision taken by any such board, committee, or group shall, if requested, be reported to the Council.
   4. All delegations under this By-Law shall be variable or revocable by the Council at any time.
   5. The Council may make and vary such regulations and impose such terms and conditions and give such mandates to any such board, committee, or group as it may from time to time think fit.
3. **APPOINTMENT OF COUNCIL MEMBERS**
   1. At its first meeting after 10 June 2014 and at annual intervals thereafter, the Council shall consider the election of members of Council in accordance with Article 41.
   2. At such a meeting, one third of the members of Council shall retire in accordance with Articles 38 and 39.
   3. Provided they are Members, retiring Council members may offer themselves for re‑election in accordance with Article 42.
   4. Prior to a Council meeting as defined in paragraph 6.1, the Council may determine the skills and experience it would like to add to the Council and publish such requirements to the membership.
   5. In accordance with Article 41, a Member may recommend a Member to the Council for consideration as a member of Council by delivering a nomination to the Chief Executive in a form as shall be prescribed from time to time.
4. **ACCOUNTING RECORDS**
   1. The accounting records shall be made available, in accordance with Article 68, to Council members at every meeting of the Council.
   2. NAFEMS shall make the accounting records available to Members, in accordance with Article 69, as part of the Annual Report as specified in By-Law 4.
   3. The accounting records of NAFEMS shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
5. **CHIEF EXECUTIVE**
   1. The Council shall appoint a Chief Executive on such terms and conditions as it may think fit.
   2. The Chief Executive shall conduct the ordinary affairs of NAFEMS in accordance with the Articles, these By-Laws, and the directions of the Council.
   3. In the absence of the Chief Executive, the Council may appoint any person to perform the duties of the Chief Executive.
   4. The Council delegates to the Chief Executive the ability to establish or terminate Working Groups, Steering Committees, or other groups, committees, or boards to assist with conducting the ordinary affairs of NAFEMS. Such groups, committees, or boards may appeal to the Chairman of Council if they disagree with a decision of the Chief Executive related to their group, committee, or board.
6. **WORKING GROUPS**
   1. Working Groups shall be based on particular aspects of the use, management or promotion of engineering simulation.
   2. The terms of reference for each Working Group shall state its objective and the particular aspect of engineering simulation on which it is based.
   3. The objectives of the Working Group shall include, but are not limited to, publishing guidance on behalf of NAFEMS on aspects of engineering simulation on which it is based.
   4. The terms of reference for each Working Group shall provide that at least two thirds of its participants are Members and provide for the election of a Chairman.
   5. The Council delegates to the Chief Executive the ability to amend the terms of reference of a Working Group, including the aspect of engineering simulation on which it is based.
   6. The Chief Executive may require a Working Group to develop and maintain a set of competencies for the aspect of Engineering Simulation on which it is based.
7. **STEERING COMMITTEES**
   1. Steering Committees shall support the delivery of NAFEMS’ objectives within particular geographic territories.
   2. The terms of reference for each Steering Committee shall state its objectives and the particular territory on which it is based.
   3. The objectives of the Steering Committee shall include, but are not limited to:
      1. Recommending and supporting a programme of NAFEMS activities in the territory.
      2. Providing feedback to NAFEMS regarding the requirements of members of NAFEMS within the territory.
   4. The terms of reference for each Steering Committee shall provide that at least two thirds of its participants are Members and provide for the election of a Chairman.
   5. The Council delegates to the Chief Executive the ability to amend the terms of reference of a Steering Committee, including the territory on which it is based.
8. **PROFESSIONAL SIMULATION ENGINEER REGISTRATION** 
   1. NAFEMS shall offer Professional Simulation Engineer registration for individuals.
   2. The Council shall appoint or remove individuals to form a Professional Simulation Engineer Board, in accordance with By‑Law 5, which shall be responsible for overseeing Professional Simulation Engineer registration. When appointing individuals to the Professional Simulation Engineer Board, the Council should ensure they have appropriate skills and experience and that Professional Simulation Engineer Board members who are staff of NAFEMS do not form a majority of Professional Simulation Engineer Board members. The Chairman and Vice Chairman of NAFEMS must not be Professional Simulation Engineer Board members.
   3. The Professional Simulation Engineer Board shall:
      1. maintain a Register of Professional Simulation Engineers.
      2. assess and accept or reject applications from individuals for inclusion on the Professional Simulation Engineer Register.
   4. The Council shall:
      1. operate an Appeal procedure for applicants for entry to the Professional Simulation Engineer Register.
      2. operate a Disciplinary Procedure for Professional Simulation Engineers.
      3. ensure provision of administrative and technical support to the Professional Simulation Engineer Board.
   5. The terms of reference of the Professional Simulation Engineer Board shall include, but are not limited to:
      1. publishing a Professional Simulation Engineer Code of Conduct.
      2. establishing and implementing a process to ensure that Professional Simulation Engineers maintain their competence.
      3. ensuring that Professional Simulation Engineers comply with the Code of Conduct and accept and, when required, co-operate with the Disciplinary Procedure.
      4. providing for the election of a Chairman and Vice-Chairman.