

THE MARITIME LAW ASSOCIATION  
OF THE UNITED STATES

**SPECIAL REPORT OF THE EXECUTIVE COMMITTEE**

**Recommended Amendments to By-Laws to Provide for Voting by  
Proxy Under Certain Limited Circumstances**

We have considered carefully how the By-Laws can be amended to accomplish the purpose, and submit herewith a draft of proposed amendments. They may be summarized as follows:

1. Members qualified to vote, who are unable to attend a meeting of the Association, may vote by proxy on matters which are the subject of majority and minority committee reports which have been circulated to all members.

2. In order to implement this privilege, no majority report which is not unanimous shall be considered at a meeting unless submitted to the Secretary 40 days before the meeting, and no minority report shall be considered unless submitted to the Secretary 30 days before the meeting, unless the Executive Committee waives the requirement.

3. Reports so submitted must be mailed by the Secretary to all members at least two weeks before the meeting.

4. Proxy voting will not be permitted unless the minority of the committee requesting it comprise at least one-third of the committee.

A brief statement of the reasons for the provisions of the proposed amendments seems in order. The present membership of the Association includes over 1400 active lawyer members and nearly 200 active non-lawyer members, entitled to vote on matters which come before meetings of the Association. The largest number ever to attend an annual meeting was less than 350. When, as has occurred from time to time, the Association is called upon to take a position on a matter as to which there are conflicting opinions strongly held and advocated, and does so by a close vote, it is

obvious that the result might well be different if the active members disenfranchised by absence could vote.

While of course, in so large a membership many members are absent by choice, and will not vote even by proxy because of lack of interest, there are a substantial number of interested members who are prevented from attending a given meeting because of professional engagements, or of the cost of travel, or because, in smaller offices with more than one member, someone must "mind the store". Particularly in the instances mentioned earlier, those members, having paid their dues, may properly feel some dissatisfaction at not being able to vote on such questions. Over 550 active members have their offices more than 100 miles from New York.

One objection to permitting proxy voting is that the absent member will not have the benefit of the committee reports and of the oral discussion at the meeting which would enable him to reach an intelligent decision on the merits of the question. Your committee feels that this objection can be overcome in part by limiting proxy voting to instances in which both a majority and a minority report have been circulated to the membership in advance of the meeting. Where there is sufficient differences of view in a committee to impel the minority to file a minority report, we feel that both reports will summarize the respective arguments with sufficient clarity to enable the absent member to reach a considered conclusion.

This, however, presents a further difficulty. Circulation of reports to the entire membership is expensive. The cost of printing and mailing majority and minority reports in a single instance is several hundred dollars. To require such an expenditure of the Association's funds every time a single member of a committee dissented would be an unreasonable drain on the Association's treasury. Your committee feels that such expense should not be incurred unless at least one-third of a committee files a minority report. (Excepting the Dinner Committee, the smallest committee of the Association at this time has 7 members.)

Certain mechanical difficulties arise. Unless the reports are filed sufficiently in advance of the meeting to permit them to be printed and circulated, the purpose of the proposal will be frustrated. This is also true unless the Secretary circulates the reports sufficiently in advance of the meeting to permit members to read them, and to

mail their proxy ballots in time to be received by the Secretary in advance of the meeting. For that reason it is proposed to forbid consideration of committee reports which are not unanimous unless they are filed with the Secretary and circulated well in advance of the meeting. The Executive Committee is authorized to waive this requirement, and presumably will do so (1) where the dissenting members of a committee constitute less than one-third its membership, and (2) where the dissenting members do not request proxy voting.

A draft of the proposed amendments to the By-Laws follows. Your Executive Committee recommends to the membership that the amendments be adopted.

Respectfully submitted,

THE EXECUTIVE COMMITTEE

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### **Proposed By-Law No. 15**

No committee report, not unanimous, shall be considered at a meeting of the members unless the majority report shall have been submitted to the Secretary at least forty (40) days prior to the date of the meeting at which it is to be considered. No minority report shall be considered at a meeting of the members unless submitted to the Secretary at least thirty (30) days prior to the date of the meeting at which it is to be considered. When the President shall have authorized the method of voting described in By-Law No. 16, the Secretary, at least fourteen (14) days prior to the date of the meeting at which such reports are to be considered, shall mail copies of both reports together with a notice of such action by the President to each member at his last recorded address.

The requirements of this By-Law or any part thereof may be waived by action of the Executive Committee for good cause.

**Proposed By-Law No. 16**

Upon written request of not less than one-third of the members of a committee appointed to submit a report or resolution to be considered by the membership, delivered to the President and Secretary with a minority report or resolution not less than thirty (30) days prior to the date of the meeting at which it is to be considered, the President shall authorize the following method of voting thereon (without excluding personal voting by those present at the meeting):

Any member entitled to vote may deliver to the Secretary, not less than twenty-four hours before the date appointed for the meeting at which the vote is to be taken or within such later time as the Secretary may fix, but in no event later than the time appointed for the opening of the meeting, a written instrument in substantially the form described below, authorizing another member entitled to vote to cast the vote of the absent subscribing member on all questions which may come before the meeting pertinent to the subject matter of the majority or minority reports and resolutions relative thereto, including amendments, substitutions, or variations of the resolutions proposed in either or both of said reports, provided only that said amendments, substitutions, or variations relate to the subject matter of said reports. Such vote of an absent member subscribing said instrument shall be cast only by the member so authorized and shall have the same effect as if cast by the subscribing member. When voting in the manner above described is authorized by the President, voting shall be by actual count. A member voting on behalf of an absent member shall be entitled to as many votes as he holds authorizations from absent members, in addition to his own vote. Such member may cast his own vote in a manner contrary to the vote cast on behalf of a subscribing member.

The instrument authorizing a member to vote on behalf of another member shall be substantially in the following form:

The undersigned member of the Maritime Law Association of the United States entitled to vote at the meeting of said Association to be held on  
(insert date of meeting) hereby appoints  
(name of substitute) who is also a member of the Association entitled to vote at said meeting as his substitute to vote on behalf of the undersigned subscriber on any

matters which may come before said meeting arising in connection with the following described subject matter, including the resolution or resolutions proposed in majority or minority report relative thereto or amendments, substitutions, or variations thereof and requests that each and every vote of said substitute cast on behalf of the undersigned be counted as the vote of the undersigned. This document authorizes the substitute named herein to vote on behalf of the undersigned only with respect to questions relating to the following subject matter:

(here insert the subject matter of the question.)

The document shall be subscribed by the member, whose signature shall be witnessed by a party other than the substitute voter designated.

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