

ISA – International Society of Automation

WILMINGTON SECTION

BYLAWS Adopted ___October 27,2015_____ (Date)

BYLAWS

ARTICLE I - NAME

1. The name of this organization shall be ISA-The International Society of Automation WILMINGTON SECTION a nonprofit corporation organized in the state of DELAWARE, hereinafter referred to as the SECTION.
2. The SECTION shall maintain affiliation with ISA-The International Society of Automation, hereinafter referred to as the SOCIETY, and shall be subordinate to the Society

ARTICLE II - OBJECTIVES

The objectives of the SECTION shall be those of the SOCIETY: to advance and to reinforce the arts and sciences related to the theory, design, manufacture and use of instrumentation, computers and systems for measurement and control in the various sciences and technologies for the benefit of mankind.

ARTICLE III - MEMBERSHIP

The membership grades in the SECTION shall be the same as those of the SOCIETY:

ARTICLE IV – QUALIFICATIONS FOR MEMBERSHIP

1. Any person interested in the objectives of the SOCIETY shall be eligible for membership at the grade for which eligibility requirements are fulfilled in accordance with the conditions and procedures specified in the SOCIETY Bylaws.
2. All members must be current with the dues of the Society and the Section to remain a member.

ARTICLE V - GOVERNMENT

- 1 The Executive Board of the SECTION shall control the general policies of the SECTION through its powers to initiate changes in these Bylaws, to establish budget policies, to review the annual reports of the officers and to exercise all power and authority of a Board of Directors under the laws of Delaware
2. The Section Executive Board shall consist of the Officers, the immediate Past President, the SOCIETY Delegate, and the chairmen of the Committees as provided in these Bylaws.
3. The determination of operating policies and the control of the affairs, property, and funds of the SECTION shall be vested in the Executive Board, except as may be otherwise provided by these Bylaws.

ARTICLE VI – SOCIETY DELEGATE

The SECTION shall designate a SOCIETY member to act as its SOCIETY Delegate at meetings of the Council of Society Delegates and shall specify the term of office. The SECTION may designate a SOCIETY Member as an Alternate Delegate as provided by these Bylaws.

ARTICLE VII – LIMITATIONS OF SECTION ACTIVITIES

Notwithstanding any other provision of these Bylaws, the SECTION shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the U.S. Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE VIII –VOTING RIGHTS

Any person who is a member of the SOCIETY may become a voting member of the SECTION upon request; a SOCIETY member may be a voting member of only one Section.

ARTICLE IX – SECTION OFFICERS

Officers

1. The officers of the SECTION shall be:
 - President
 - President-elect-Secretary
 - Treasurer

2. Elected Officers

The officers of the SECTION shall be elected by the voting members of the SECTION.

4. Term of Office

- a. The officers shall be elected annually and shall hold office for the fiscal year, as defined in the SECTION Bylaws. Induction and installation of officers shall be held at the time of the annual meeting of the SECTION, or at a time so specified by the SECTION Executive Board.

5. Vacancy in Office: Any office in the SECTION, except President, becoming vacant during its regular term shall be filled by an interim appointment of the SECTION Executive Board until the next regular election for said office. The President-elect will fill the office of President if it becomes vacant.

6. Duties of Officers and Society Delegates

- a. The President shall be the executive head of the SECTION and shall sit as Chairman of the SECTION Executive Board, shall preside at all annual monthly and special meetings and at all meetings of the SECTION Executive Board, shall countersign all public announcements or communications, shall periodically report to the members those matters which the SOCIETY has brought to the President's, the Delegate's or the Secretary's attention. The President shall submit the SECTION annual report to the District Vice President prior to September 30. The President shall give a report of the general and financial condition of the SECTION for the fiscal year at the SECTION's annual meeting.

- b. The President-elect-Secretary shall, upon resignation or inability of the President to serve, become President of the SECTION and shall perform duties of the President in case of the President's absence.

- c. The Treasurer shall be the financial officer of the SECTION; shall keep complete records of all moneys received and disbursed by or on behalf of the SECTION; shall secure proper receipts for all moneys disbursed; shall report to the SECTION Executive Board the financial condition whenever requested; shall have custody of all moneys belonging to the SECTION which shall be deposited in accordance with the instructions of the SECTION Executive Board; shall keep financial accounts and control expenditures in accordance with the annual budget for any special appropriations approved by the SECTION Executive Board; shall arrange for fidelity bond coverage of all officers who are responsible for the assets of the SECTION; shall secure adequate liability and property damage insurance coverage for the SECTION, its officers, and members while serving on committees and acting in their officially assigned duties. Within ninety days following the end of each fiscal year, the Treasurer shall prepare an annual report which shall reflect an audit as determined by the SECTION Executive Board. At the expiration of the term of office, the Treasurer shall deliver to the successor all books, records, money, and other Section property in the Treasurer's charge, or in the absence of a successor, shall deliver such properties to the President.

- d. The President-elect-Secretary shall act as recording secretary; shall keep a full and complete record of the membership in the SECTION and serve as liaison with the SOCIETY on matters of membership information and

other matters of SECTION- SOCIETY relationships; shall attend and keep records of all meetings of the SECTION Executive Board and regular, special and/or annual meetings of the SECTION; shall arrange to notify the members of the regular and annual meetings at least one week in advance of the date of said meeting.

e. The SOCIETY Delegate shall serve as the SECTION's official representative at all regular or special meetings of the Council of Society Delegates. As a minimum, this means attendance at the Delegates meeting at the SOCIETY's annual meeting that generally is held during the Fall Conference and Exhibit. In the event the SOCIETY Delegate cannot attend a Council meeting, the President of the SECTION shall designate an alternate and so notify the District Vice President prior to the meeting.

ARTICLE X – NOMINATION AND ELECTION PROCEDURES

1. Nomination

a. The President shall appoint a Nominating Committee

b. The Nominating Committee shall nominate at least one member each for President-elect-Secretary Treasurer, and SOCIETY Delegate securing acceptance from each nominee and should report at the Annual meeting in the absence of a full slate from the Nominating Committee, the SECTION Executive Board shall be empowered to make such nominations as are necessary to announce a full slate.

c. Nominations for any office may also be made by any member in good standing.

2. Election of Officers

The officers shall be elected by members present at the Annual meeting See also XIV 2

d. The SECTION president shall notify SOCIETY Headquarters of those elected as officers and delegate and those selected as chairmen of the standing committee immediately following these actions.

ARTICLE XI - COMMITTEES

1. Committees shall be appointed by the President with the approval of the SECTION Executive Board and shall be accountable to the President or such other officer as may be determined by the President.

2. The President shall be a member, ex-officio of each standing or special committee.

3. The duties of the Committees shall be defined by the President with the approval of the SECTION Executive Board.

ARTICLE XII - MEETINGS

1. The annual meeting of the SECTION shall be held at the time and place designated by the SECTION Executive Board. This meeting is announced to the membership one month in advance

2. Dates and meeting places of regular meetings are to be determined by the SECTION Executive Board

3. Special meetings of the SECTION shall be held at such times and places as may be called by the President or in the President's absence by the President-elect-Secretary or by any three members of the SECTION Executive Board or by ten or more members in the SECTION upon reasonable notice.

4. The Secretary shall mail or cause to be mailed notices of time and prior to the date of each meeting indicating in said notice the nature and purpose of the meeting.

5. Regular meetings of the SECTION Executive Board shall be held in such time and place as designated by the President.
6. Special meetings of the SECTION Executive Board shall be held any time at the call of the President. Three members of the SECTION Executive Board may call a meeting.
7. Quorums:
 - a. At the meeting of the SECTION 10 members shall constitute a quorum for the transaction of business,
 - b. A majority of the SECTION Executive Board shall constitute a quorum for the transaction of business at any meeting of the committee.

ARTICLE XIII – VOTING PROCEDURES

1. All questions coming before the SECTION, its governing body and committees, shall be decided by a majority of the votes cast, except as otherwise provided by these Bylaws.
2. Unless otherwise specified in these Bylaws, vocal or "show of hands" voting shall be used in meetings. Ballots shall be used when requested by any member or when recommended by the SECTION Executive Board in voting on SECTION matters.
3. All members not in arrears for dues and otherwise in good standing, may be present and participate in the discussions or proceedings of any of the regular, annual or special meetings, and may vote on all questions and in all elections in such meetings.
4. Each member shall be entitled to one vote on all questions submitted to the membership in the SECTION. Student Members and nonvoting affiliates shall have no voting power.

ARTICLE XIV - FINANCE

1. The fiscal year shall be from August 1st to July 31st.
2. The Treasurer shall be bonded at a level approved by the SECTION Executive Board. The premiums for the bond shall be paid by the SECTION.
3. The SECTION Executive Board shall approve and establish a budget of estimated expenditures and receipts at the beginning of each fiscal year
4. All instruments for the payment of money by the SECTION shall be drawn in the name of the SECTION and signed by the Treasurer or President,
5. Each member of the SECTION Executive Board shall be reimbursed by the SECTION for reasonable expenses related to that office in the SECTION. This does not apply to persons found negligent in performing their duties by a disinterested person or persons chosen by the SECTION Executive Board. In such a case the SECTION, at its own expense, may settle any such claim which appears to be in the best interest of the SECTION. Approval of expense reimbursement shall be based on written guidelines which have been approved by vote of the SECTION members.
6. Members of the SECTION Executive Board and officers of the SECTION shall not receive compensation in any form for services rendered.
7. The accounts of the SECTION shall be audited annually by an internal audit committee or independent accountant appointed by the President and approved by the Section Executive Board.

ARTICLE XV – LEGISLATURE AND OTHER PROHIBITED ACTIVITIES

1. Neither the SECTION nor its officers, nor members of the SECTION, individual or corporate, shall engage in any attempt to influence the course of legislation, whether federal, state or local, on behalf of, or as a representative of the SOCIETY in any nation or its subdivisions, by engaging in political activities, expenditures of funds, propaganda or by participating in any course of similar conduct on behalf of or as a representative of the SOCIETY.

2. Neither the SECTION nor any officer or member acting on behalf of the SECTION:

a. Shall make loans of SECTION funds to individuals or corporations at less than the prevailing rate of interest or with inadequate security as collateral.

b. Shall pay excessive compensation for rendered services to any individual or corporation.

c. Shall sell or transfer securities owned by the SECTION to any individual or corporation for less than the prevailing market value thereof at the time of such sale or transfer.

3. The SECTION is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings or assets of the SECTION shall inure, upon dissolution or otherwise, to the private benefit of any individual. This clause supersedes any previous clause regarding inurement.

ARTICLE XVI- PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the SECTION, its governing bodies and committees in all cases not provided for in these Bylaws.

ARTICLE XVII – RELATIONSHIP OF SECTION TO THE SOCIETY

1. The SECTION reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, or Bylaws. The Articles of Incorporation and Bylaws, and Amendments thereto, may not conflict with the policies of the SOCIETY. The Executive Board of the SOCIETY, by majority vote, has plenary power to nullify or alter provisions of the SECTION'S Articles of Incorporation or Bylaws, or Amendments thereto, or to nullify other actions of the SECTION, if it determines that such provisions or actions are injurious to the SOCIETY.

2. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the eligible voting members present at any regular meeting or special meeting, at which there is quorum, if at least two weeks written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting. Amendments may be proposed by any member, officer or the Executive Board.

ARTICLE XVIII - DISSOLUTION

The SECTION shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of its funds shall inure to or be distributed to the members of the SECTION. On dissolution of the SECTION, the net assets remaining after payment of all debts shall revert to the SOCIETY within ninety (90) days of dissolution to be used for charitable and educational purposes under Section 501 (c) (3) of the U.S. Internal Revenue Code as it now exists or as it may be amended.