

# Bylaws

Adopted October 1996; Amended October 1997, October 1998, October 1999, August 2000, September 2001, October 2002, October 2003, October 2004, October 2005, October 2008.

## ARTICLE I - Name

1. The name of this organization is International Society of Automation. The organization is a North Carolina nonprofit corporation and is hereafter referred to as the "SOCIETY" or "ISA."<sup>1</sup>
2. Authorized local groups shall be known as Sections and Student Sections.

## ARTICLE II - Objectives

The objectives of the SOCIETY shall be 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 - Offices

1. The principal office and registered office of the SOCIETY shall be at such place or places as may be designated by the Executive Board.
2. The SOCIETY may have offices at such other places as the Executive Board may from time to time determine.

## ARTICLE IV - Membership

1. Any person interested in the objectives of the SOCIETY shall be eligible for election to membership in any class for which eligibility requirements are fulfilled, in accordance with the conditions and procedures specified in these Bylaws.
2. Memberships in the SOCIETY shall be in one of the following classes:<sup>2</sup>
  - Student Member
  - Virtual Student Member
  - Member
  - Senior Member
  - Fellow
  - Life Member
  - Life Senior Member
  - Life Fellow
  - Honorary Member

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<sup>1</sup> Society name changed from ISA-The Instrumentation, Systems and Automation Society to International Society of Automation by Council of Society Delegates on 13 October 2008.

<sup>2</sup> Virtual Student Member grade added by Council of Society Delegates on 22 October 2002.

3. The membership classes are defined as follows:
- a. Student Member or Virtual Student Member - an individual who is registered in a program leading to a measurement and control related degree or certificate.<sup>3</sup>
  - b. Member - any person desiring to support the objectives of the SOCIETY.
  - c. Senior Member - A Member or an applicant who, at the time of request for advancement or admission, shall:
    - i. Be a graduate of a baccalaureate engineering or science curriculum, with at least six years of active work relating to the objectives of the SOCIETY, two of which shall have been in a position of responsible charge, or
    - ii. If not a graduate of a baccalaureate engineering or science curriculum, have 10 years of active work relating to the objectives of the SOCIETY, two of which shall have been in a position of responsible charge.

For purposes of subpart i of this Section, each master's degree may be counted as one of the six years of active instrumentation work and a doctorate may be counted as two of the six years. Registration as a registered professional engineer or equivalent may be counted as one of the six years and current certification by one of the ISA programs may be counted as one of the six years.<sup>4</sup>
  - d. Fellow - A Senior Member who meets the following criteria and has been elected by a majority vote of the Executive Board of the SOCIETY:
    - i. Possession of outstanding and acknowledged engineering or scientific attainments in a field related to Society objectives;<sup>5</sup>
    - ii. Senior Membership in the SOCIETY;<sup>6</sup>
    - iii. Membership in the SOCIETY for at least five years;<sup>7</sup>
    - iii. At least ten years of active work in a field related to SOCIETY objectives;
    - iv. Nomination by a SOCIETY member;
    - v. Recommendations by a minimum of five members of Fellow, Life Fellow, or Honorary Member classes or alternatively, a combination of nine members of Senior, Fellow, Life Senior, Life Fellow, or Honorary Member classes; and
    - vi. A recommendation for election by the SOCIETY Admissions Committee.
  - e. Life Member, Life Senior Member or Life Fellow - a Member, Senior Member, or Fellow who has been a member in good standing for a total of at least 25 years and whose combined age and years of ISA membership (total of years in all member classes, including student) equals or exceeds the sum of 90.<sup>8</sup>

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<sup>3</sup> Amended by the Council of Society Delegates 22 October 2002.

<sup>4</sup> Amended by Council of Society Delegates 25 October 2005.

<sup>5</sup> Amended by the Council of Society Delegates 4 October 2004.

<sup>6</sup> Amended by the Council of Society Delegates 4 October 2004.

<sup>7</sup> Amended by the Council of Society Delegates 4 October 2004.

<sup>8</sup> Amended by Council of Society Delegates on 22 October 2002.

- f. Honorary Member - an individual whose outstanding contributions to the advancement of the arts and sciences of instrumentation are worthy of special recognition. An Honorary Member shall without further payment of dues have all the rights and privileges enjoyed by all other classes of membership and shall be awarded an appropriate certificate, pin, and membership card.

#### 4. Membership Admission Procedures

- a. Application for membership in the SOCIETY as Member or Student Member shall be made by filling out an ISA Application for Membership form and submitting it, properly endorsed and with the correct dues, to the Section with which the applicant desires to affiliate, or to the Executive Director. The Section shall forward the form with the correct dues attached to the Executive Director. The Executive Director shall notify the member of admission effective the month the application and the dues were recorded by the Society.
- b. Application for membership as or advancement to Senior Member shall be made by filling out the required application and submitting it to the Executive Director for referral to the SOCIETY Admissions Committee. A non-member applying for the class of Senior Member shall be processed as a Member until the application for the class of Senior Member is acted on by the SOCIETY Admissions Committee.
- c. A Member, Senior Member, or Fellow may apply in writing to ISA Headquarters for Life Member, Life Senior Member, or Life Fellow class. Upon acknowledgment from the Executive Director that an individual meets all the requirements for that class, the individual shall receive a membership card indicating the class designation of either "Life Member," "Life Senior Member," or "Life Fellow," as appropriate; shall be entitled to receive *INTECH* and other SOCIETY publications as authorized by the Executive Board without charge; and shall be entitled to member rates for other SOCIETY publications and services.
- d. A nominee for Fellow Member must be recommended for election by the SOCIETY Admissions Committee. The nominator and evaluators may not be voting members of the Executive Board, members of the Admissions Committee, or employees of the SOCIETY.
- e. Any member may nominate any individual as an Honorary Member. A nomination must be in writing and describe the contributions of the nominee warranting status as an Honorary Member. The nomination shall be submitted to the Past President who will submit it to the Honors and Awards Committee for review. The Honors and Awards Committee shall submit the nomination along with its written report to the Executive Board. The Executive Board shall confer the class upon a majority vote. The President shall then notify the individual of the election to such class.

#### 5. Section Affiliation

- a. Any member, except a Virtual Student member, may affiliate with any Section of the SOCIETY, but the SOCIETY will recognize only one voting affiliation at any time for purposes of administration. Unless otherwise directed by the applicant or member, the Society will initially assign a member's affiliation to the Section nearest the member's recorded mailing address.<sup>9</sup>
- b. A member may transfer voting affiliation from one Section to another by applying, in writing, to the Executive Director. The Executive Director shall notify the member and both Sections concerned of the transfer of affiliation.
- c. An applicant for membership in the SOCIETY or member may choose not to affiliate with any Section by requesting non-affiliated status in writing, indicating knowledge that non-affiliation deprives the member of representation in the Council of Society Delegates and, therefore, voting privileges on all issues except those submitted directly to the membership. Members of a Member

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<sup>9</sup> Amended by Council of Society Delegates on 22 October 2002.

Society of ISA may be assigned non-affiliated status as part of the organization and governance of the Member Society as approved by the ISA Executive Board.<sup>10</sup>

- d. Any member may affiliate with additional Sections, subject to the regulations of the Sections, but only one affiliation shall be recognized for the purpose of representation by a Society Delegate or for voting on matters coming before the SOCIETY.

#### 6. Termination of Membership

- a. A member may resign from the SOCIETY at any time by signifying this intention in writing to the Executive Director.
- b. Any member whose dues are unpaid three months after the date due shall be terminated from membership. The Executive Director shall notify the member and the Secretary of any Sections with which the member was affiliated of the termination of membership.
- c. The application for reinstatement of any member whose name has been stricken from the membership roll shall be considered in the same manner as the application of a new member. A reinstated member shall receive credit for prior years of membership by providing proof of the prior years of membership.
- d. The Executive Board may excuse a member from payment of dues if, in its judgment, there is a good and sufficient cause.
- e. The Council of Society Delegates may expel a member for cause. Before any action to expel is taken, the member will be provided with a description of the cause in writing and given an opportunity to be heard. The Council may appoint one or more of its members to conduct any hearing and report its determinations of fact and recommendations to the Council. The name of an expelled member shall be stricken from the membership roll. Prorated dues shall be refunded to an expelled member for the unexpired length of the membership term. Reinstatement of membership after expulsion shall be by majority vote of the Council of Society Delegates.

#### 7. Voting Privilege

Each member of the SOCIETY, except a Student Member or Virtual Student Member, shall be entitled to one vote on all questions submitted to the membership of the SOCIETY.<sup>11</sup>

### **Article V Member Societies<sup>12</sup>**

1. A Member Society of ISA is an entity that is formed by or becomes a subsidiary or part of ISA for the purpose of carrying out particular technical activities of interest and service to those who are members of that entity or of serving members of a particular geographic area as permitted by law and the approved governance documents of the entity. A Member Society may be a wholly owned subsidiary of ISA or an integral part of ISA with a defined purpose and governance structure.
2. Member Societies of ISA are established by approval by the ISA Executive Board of appropriate governance documents of the Member Society. The purposes and operations of a Member Society may not conflict with the Bylaws of ISA or the purposes and mission of ISA or with activities permitted by a nonprofit organization that is tax-exempt under Section 501(c)(3) of the United States Internal Revenue Code. A Member Society will recognize in its governance documents that it is a subordinate of ISA and that its governance and operations are subject to the review and approval of the ISA Executive Board.

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<sup>10</sup> Last sentence added August 2000

<sup>11</sup> Amended by Council of Society Delegates 22 October 2002.

<sup>12</sup> Article added August 2000

3. Member Societies will have individual members who are also members of ISA at such classes and grades as established by the ISA Executive Board for all ISA members. Member benefits and dues for members of Member Societies will be established by Member Society and approved by the ISA Executive Board. Unless the portion of the Member Society member dues paid to ISA is at least as much as the regular ISA member dues, then full, regular ISA member benefits may not be granted to Member Society members. A Member Society's member dues may be greater than regular ISA member dues with the difference in dues going to support the programs and activities of the Member Society.

#### **ARTICLE VI - Council of Society Delegates**

1. Each Section shall designate a member as its Society Delegate to represent its members and shall specify the term of office. The members of a Member Society established to serve members of a geographic area may be permitted to designate a member as a Society Delegate in accordance with a plan of governance of the Member Society approved by the ISA Executive Board as long as such members are granted full member benefits and are not otherwise represented by a Society Delegate. The collective body of such delegates shall be known as the Council of Society Delegates.
2. Each elected officer of the SOCIETY shall serve ex-officio on the Council of Society Delegates, but shall have no vote unless the officer has also been designated by a Section as its Society Delegate or Alternate Delegate.

#### **ARTICLE VII - Government**

1. The Council of Society Delegates shall control the general policies of the SOCIETY through its powers to nominate and elect the Officers, to amend the Bylaws, and to review the Annual Reports of Officers.
2. The determination of operating policies and the control of affairs, property and the funds of the SOCIETY shall be vested in the Executive Board, except as may be provided otherwise by the Bylaws.
3. Each Section shall control and manage the affairs, property, and funds of the Section. Neither the Constitution nor the Bylaws of a Section shall conflict with the Bylaws of the SOCIETY.

#### **ARTICLE VIII - Chartering of Sections and Student Sections<sup>13</sup>**

1. Any group of applicants or members except Virtual Student Members within a geographical area may petition for a Section charter under criteria and policies established or approved by the Executive Board. The Executive Board may delegate to the Board of District Vice Presidents authority to determine the criteria and policies related to Section charters as well as approval of such charters. Upon approval of a petition by the Executive Board, the Executive Director shall issue the charter in approved form.<sup>14</sup>
2. The Section charter fee shall be established by the Board of District Vice Presidents, subject to the approval of the Executive Board and shall accompany the petition.
3. The charter of a Section may be revoked for cause, including but not limited to inactivity or failure to report activity to the appropriate District Vice President, or upon petition by the Section and recommendation by the appropriate District Vice President. Revocation may be made by the Board of District Vice Presidents under criteria and policies established with the plenary authority of the Executive Board.

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<sup>13</sup> Amended by the Council of Society Delegates on 10 September 2001.

<sup>14</sup> Amended by the Council of Society Delegates on 22 October 2002.

4. Student Sections may have charters granted or revoked under procedures established or approved by the Board of District Vice Presidents.

#### **ARTICLE IX - Geographical Districts**

1. Subject to the plenary authority of the Executive Board, the Sections will be organized into Districts by the Board of District Vice Presidents.<sup>15</sup>
2. The number of Districts shall be no less than seven.<sup>16</sup>
3. Each District may, but is not required to, group one or more Sections within the District into one or more geographic subdivisions called Regions.

#### **ARTICLE X - Officers**

1. Officers
  - a. The officers of the Society shall be:
    - President
    - President-elect Secretary
    - Past President
    - Department Vice Presidents
    - District Vice Presidents
    - Treasurer
  - b. The officers of the SOCIETY shall be elected by a majority vote of the Council of Society Delegates, except as otherwise provided in these Bylaws. No person shall hold two offices concurrently.
  - c. In addition, the Executive Director shall be an *ex-officio* officer of the SOCIETY.
2. Qualifications
  - a. Any Senior Member, Fellow, Life Member, Life Senior Member, Life Fellow, or Honorary Member shall be eligible for election by the Council of Society Delegates, or any subset of the Council defined under these Bylaws, as an officer.
  - b. A District Vice President must be a member of a Section in the District he or she is elected to represent.

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<sup>15</sup> Amended by the Council of Society Delegates on 10 September 2001.

<sup>16</sup> Amendment passed by the Council of Society Delegates 4 October 1999 deleted the phrase “nor more than thirteen” from the end of this section.

3. Term of Office

a. Officers shall serve the below stated nominal term of office or until a successor is seated.

- President 1 year
- President-elect Secretary 1 year
- Immediate Past President 1 year
- Department Vice Presidents 2 years
- District Vice Presidents 2 years
- Treasurer 2 years

b. Terms of office will run on a calendar year basis, January 1 through December 31. Officers shall take office for their stated terms as follows:

- i. President-elect Secretary and Treasurer take office on January 1 of the year following election.
- ii. The President-elect Secretary at the conclusion of the one year term in office shall automatically succeed to the office of President.
- iii. The President, at the conclusion of a one year term of office, shall automatically succeed to the office of Past President.
- iv. Department Vice President elections and terms will be staggered under a rotation schedule established by the Executive Board such that one-half, or as close to one-half as possible, of the terms will begin on 1 January of each year.<sup>17</sup>
- v. District Vice Presidents take office on January 1 of even-numbered years for odd-numbered Districts and of odd-numbered years for even-numbered Districts.<sup>18</sup>

c. The Treasurer shall be elected in alternate years on a rotation schedule established by the Executive Board.

d. No officer elected by the Council of Society Delegates except the Treasurer shall serve successive terms in the same office except as provided in these Bylaws.

e. No District Vice President shall serve consecutive terms, except as provided in the Bylaws.

4. Vacancy in Office

a. Except as provided in these Bylaws, if any office subject to election by the Council of Society Delegates other than that of President or President-elect Secretary becomes vacant between Annual Meetings of the Council of Society Delegates, it shall be filled with an interim appointment by the Executive Board until the next regular meeting of the Council of Society Delegates, at which time the Council of Society Delegates shall elect an Officer for the unexpired part of the term. Election to serve an unexpired part of a term shall not disqualify such officer from election for the succeeding term.

b. In the event that the office of President is vacated between Annual Meetings of the Council of Society Delegates, the President-elect Secretary shall assume the office for the unexpired term and shall succeed to serve his or her elected term. If the President-elect Secretary is unable to assume the unexpired term for any reason, the former President who has most recently completed a term as Past President shall immediately assume the office of President. Should this individual be

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<sup>17</sup> Amended by the Council of Society Delegates on 10 September 2001.

<sup>18</sup> Amendment passed by CSD in August 2000 changed the term of office to a calendar year.

unable to serve the unexpired part of the term, the office shall be transferred to the former President of most recent service who is able to assume the office.

- c. If the office of President-elect Secretary becomes vacant, the Executive Board shall, by a majority vote, elect an individual chosen from those members of the Society who are eligible for elective office to serve until the office is filled by a special election by the Council of Society Delegates. This election shall follow a special meeting of the Society Nominating Committee to propose a candidate who has been nominated from the membership in accordance with the Bylaws. After a nominee is proposed, the President will submit the nominee to the Council of Society Delegates by mail or other communication means and permit additional nominations for a period of no less than 15 and no more than 45 days. After nominations are closed, the Council of Society Delegates shall elect the new President-elect Secretary at a special meeting or by ballot as permitted under these Bylaws.
- d. If an office of District Vice President or Department Vice President becomes vacant, it shall be filled by the Vice President-elect for the unexpired portion of the term who shall then succeed to fulfill the elected term. If a District Vice President-elect has not been elected, a special election shall be held by the Society Delegates of that District to fill the office of District Vice President by special meeting or by ballot. The newly elected District Vice President shall complete the unexpired term and shall be eligible for re-election. If a Department Vice President-elect has not been elected, a Department Vice President shall be elected in accordance with Section 4.a. of this Article.

## 5. Duties of Officers

- a. The President shall be the chief executive officer of the SOCIETY, and shall preside at all annual and special meetings of the SOCIETY and at all meetings of the Executive Board, Executive Committee, and the Council of Society Delegates meeting as a whole.

If the President is unable to preside at any meeting or fulfill any other duties of the office for a temporary period, including absences due to travel, the President-elect Secretary shall preside or assume the duties until the President is able to resume the duties. If both officers are unavailable, the Past President shall preside or assume the duties until either the President or President-elect Secretary is able to. If none of these officers is available to preside at a meeting, the body shall select a person from its ranks to preside.

The President shall submit a written Annual Report at the Annual Meeting of the Council of Society Delegates. The report shall summarize the activities of the Society, as well as that of the Council of Society Delegates.

- b. The President-elect Secretary shall act as Secretary of all meetings of the Council of Society Delegates and of the SOCIETY and shall perform such other duties as shall be delegated by the Executive Board. At the conclusion of the term of office for which elected, the President-elect Secretary shall become President of the SOCIETY.

The President-elect Secretary shall submit a written Annual Report at the Annual Meeting of the Council of Society Delegates. The report shall outline the objectives and program for the forthcoming year.

- c. The Past President shall serve as a consultant to the President and shall perform other duties assigned by the President. The Past President shall serve as a voting member of the Executive Board. The Past President shall supervise or chair the plans and programs of the Past President's Department, which includes the Society Nominating Committee, Honors and Awards Committee, and the Admissions Committee.

- d. Each Department Vice President shall manage the activities of the Department for which elected. The Department Vice President shall provide sufficient training for the Department Vice President-elect to assure a smooth transition at the end of the term of office. Each Vice President shall provide a written Annual Report of Departmental activities as specified in the Board of Department Vice Presidents Manual of Organization.<sup>19</sup>
- e. Each District Vice President shall promote and coordinate SOCIETY activity in the District, shall represent the views of the Sections in that District on the conduct of SOCIETY affairs and shall keep the Sections informed of the policies and actions of the Executive Board. Each District Vice President shall provide a written Annual Report of District activities as specified in the Board of District Vice Presidents Manual of Organization.<sup>20</sup>
- f. The Treasurer shall be the chief financial officer of the SOCIETY, and shall keep, or cause to be kept, complete records of all monies received and disbursed by or on behalf of the SOCIETY. The Treasurer shall report to the Executive Board, whenever requested, the financial condition of the SOCIETY. The Treasurer shall supervise the committees of the Treasurer's Department and shall perform such other duties as delegated by the Executive Board.  
  
The Treasurer shall submit a written Annual Report at the Annual Meeting of the Council of Society Delegates. The Treasurer's report shall include an interim report for the current fiscal year and the proposed budget for the next fiscal year.
- g. Each Vice President-elect shall serve as the understudy for the incumbent officer of the Department or District for which elected.
- h. A Parliamentarian, appointed by the President, shall act in an advisory capacity to the President, other officers, and Executive Board members. The Parliamentarian shall be a non-voting member of the Executive Board.

6. Removal for Cause

Any elected officer may be removed from office for cause by the vote of two-thirds of the members of the Executive Board at any regular or special meeting of the Executive Board as long as the officer subject to the removal vote is given at least thirty (30) days advance notice of the question and an opportunity to be heard at the meeting. A removed officer may appeal the removal to the Council of Society Delegates. Any appeal will be determined by majority vote of the Council of Society Delegates.

**ARTICLE XI - Nominating Committee and Election Procedures**

1. Nominating Committee

- a. The Society Nominating Committee shall consist of the Nominator or Alternate Nominator from each District, the first Former President, second Former President, and the third Former President. If any designated Former President is unable to serve, the President may appoint a replacement nominator to serve for the unexpired term of the named nominator. The Nominator and the Alternate Nominator from each District shall be elected biennially for a two-year term; however, the longest continuous period a person may serve a District (in either or both capacities) is four years. A quorum of the Nominating Committee shall consist of a majority of the eligible Nominators-at-large and District Nominators, or their Alternates.<sup>21</sup>

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<sup>19</sup> Amended by the 20 October 2003 Council of Society Delegates.

<sup>20</sup> Amended by the 20 October 2003 Council of Society Delegates.

<sup>21</sup> Modified by amendment adopted by the Council of Society Delegates 19 October 1998 by changing "Past President" to "Former President."

b. Qualifications for Committee Members.

The Nominator and the Alternate from a District shall be a present or former Section President or a former SOCIETY Officer, but shall not be an officer or officer-elect of the Society.<sup>22</sup>

c. Duties of the Nominating Committee

The Society Nominating Committee shall nominate each year at least one nominee each for President-elect Secretary, for Treasurer if that office is to become vacant that year, and for Vice President-elect for each Department Vice President office becoming vacant in accordance with the rotation schedule. If the office of President-elect Secretary becomes vacant, the Nominating Committee shall meet to nominate a replacement in accordance with these Bylaws. Each nominee must receive at least a majority vote of a quorum of the Society Nominating Committee under procedures approved by the Executive Board. A quorum of the Society Nominating Committee is fifty percent (50%) of the Committee members plus one (1).

d. Report of the Nominating Committee

The Society Nominating Committee shall submit the names of nominees to the Past President in time for the list of nominees to be published in such SOCIETY publication as the Executive Board directs and in time to be submitted to the members of the Council of Society Delegates at least 30 days before the next meeting of the Council of Society Delegates. If an Office for which the Nominating Committee elects nominees becomes vacant (or if a nominee withdraws from nomination) after the regular meeting of the Society Nominating Committee and prior to the Meeting of the Council of Society Delegates, the Society Nominating Committee shall nominate and submit another nominee at the Annual Meeting of the Council of Society Delegates without the 30-day notice required for other nominees.

e. Other Nominations

Except for District Vice Presidents, other nominations for Society officers may be made by petition submitted to the President, signed by not less than one-quarter of the Society Delegates, at least 30 days before the day of the meeting at which the election will be held. The President shall send the additional nomination(s) to the Society Delegates at least 21 days before the election date.

In the event of more than one Nominee for a single office, the President shall be responsible for informing the Delegates of the qualifications of all the Nominees of that office. The information shall include a brief presentation at the Annual Meeting of the Council of Society Delegates by one knowledgeable member for each candidate, noting the qualifications of the candidate. When, in order to fill a vacancy in any office elected by the Council of Society Delegates, the election is conducted by ballot and not by meeting, the President shall provide information on all the nominees with the ballot.

2. Elections of Officers and Executive Board

a. The President-elect Secretary; Treasurer, when applicable; and Department Vice Presidents-elect shall be elected at the Annual Meeting of the Council of Society Delegates, by a majority vote. If there is only one nominee for any office, election may be by show of hands.

b. Election of District Vice Presidents

i. The Society Delegates of each District shall elect a District Vice President-elect by the Annual meeting of the year before the year in which the new District Vice President will

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<sup>22</sup> Modified by amendment adopted by the Council of Society Delegates 19 October 1998 by adding "elect" after the second occurrence of "officer."

take office. The District Vice President-elect shall automatically succeed to the office of District Vice President.

- ii. Each District Nominating Committee shall nominate at least one person for the office of District Vice President-elect no later than 60 days prior to the scheduled election for the respective District. The District Nominating Committee shall consist of all the District's Society Delegates with the District Nominator as Chairman. In the event the District Nominator is unable to serve, the Alternate Nominator shall assume the Chairmanship responsibilities. Other nominations for District Vice President-elect may be made by petition submitted to the District Vice President at least 30 days before the date of election, signed by Society Delegates representing at least three (3) Sections in the District. The District Vice President shall send the additional nomination(s) to the District's Society Delegates at least 21 days before the election date. If a nominee withdraws from nomination, the District Nominating Committee shall elect another nominee and the 60 days period before the scheduled date of election may be reduced to 21 days.
- iii. The election session of the Delegates of the District shall be chaired by the incumbent District Vice President or, if the District Vice President is unable to chair this meeting, by the District Nominator. Election shall be upon a majority vote of the Society Delegates of the District, one vote per delegate. In the event a special election is necessary to fill a vacancy in the office of the District Vice President, the President shall direct the Nominator of the District to conduct an election as soon as feasible.

## **ARTICLE XII - Meetings**

### **1. Meetings of the SOCIETY**

- a. The Annual Meeting of the SOCIETY shall be held within the months of August through November, at a time and place designated by the Executive Board.
- b. Other meetings of the SOCIETY may be held at times and places as the Executive Board may direct.
- c. Announcements of all meetings of the SOCIETY shall be published in INTECH or other SOCIETY publication, including electronic media, that the Executive Board authorizes for such announcements.

### **2. Meetings of Council of Society Delegates**

- a. The Annual Meeting of the Council of Society Delegates shall be held in two consecutive sessions, during or just preceding the week of, and in the same place as, the Annual Meeting of the SOCIETY.
  - i. The first session shall comprise individual meetings of the Society Delegates from each District, under the chairmanship of its District Vice President, for the purpose of receiving and reviewing the District Vice President's Annual Report and for electing a Nominator and an Alternate to the Society Nominating Committee for the succeeding year (if not previously elected at an earlier meeting of the District Council).
  - ii. The second session shall comprise a meeting of all Society Delegates to receive the report of the Society Nominating Committee and to conduct elections (except District Vice Presidents); to receive and review the Annual Reports of the President, President-elect Secretary and Treasurer; and to act or advise on general policies for the SOCIETY.

- b. Notice of the meeting and the proposed agenda shall be sent to the Society Delegates at least 45 days before the meeting.
- c. The Voting Body
  - i. The voting body shall consist of the Delegates, or in the absence of a Delegate, an alternate may be designated by the represented Section's President and certified by the appropriate District Vice President for the District in which the Section is located'. No person may serve as a Delegate or Alternate Delegate for more than one Section.
  - ii. Proxies may not be used in the meetings of the Council of Society Delegates.
  - iii. Each Society Delegate shall have a voting power equal to the number of Society members, except Student Members, in the Section the Delegate represents as of the first day of the month preceding the month in which the vote takes place as authenticated by the Executive Director.
- d. Quorum.

A quorum of the Council of Society Delegates consists of Delegates (or qualified alternate in the absence of a Delegate) representing both a majority of the number of Sections and a majority of the Section members.

- 3. Special meetings of the Council of Society Delegates may be called by the President, or if the President is unavailable, the officer who acts when the President is unavailable, at the direction of the Executive Board, as long as 30 days advance notice is given to the Society Delegates. In lieu of a meeting, the Council of Society Delegates may vote by mail or electronic means by sufficient ballots to constitute a quorum on any question submitted to it by the Executive Board. The voting period shall end at such time as specified by the Executive Board but no earlier than 30 days nor later than 45 days from the date the ballots are issued.
- 4. Any special election or ballot before any Society body may be conducted by mail or electronic means, as authorized by the Executive Board, by majority vote of sufficient eligible representatives to constitute a quorum of the body conducting the election or ballot. Unless stated otherwise in these Bylaws, the ballot or special election period shall end at the time specified by the body conducting the election or ballot, but no earlier than 30 days nor later than 45 days from the date the ballots are issued.

When authorized by the Executive Board, any meeting may be attended by some or all members of the body holding the meeting by electronic means, including without limitation, videoconferencing and telephone conferencing.

- 5. In the event of an emergency or catastrophe that, in the opinion of the Executive Board, will make it unlikely that the business of the SOCIETY can be conducted in an orderly manner, the Executive Board, by majority vote, may cancel the Annual Meeting of the SOCIETY or the Annual Meeting of the Council of Society Delegates.

## ARTICLE XIII - Executive Board

### 1. Composition<sup>23</sup>

The Executive Board consists of the SOCIETY President, President-elect Secretary, Treasurer, and Past President; six current or past District Vice Presidents elected by the Board of District Vice Presidents; six current or past Department Vice Presidents elected by the Board of Department Vice Presidents.

The District Vice Presidents and Department Vice Presidents of the Executive Board will serve a term of at least one year, but not greater than two years on the Executive Board each. In addition, the Executive Director and Parliamentarian serve as non-voting, *ex officio* members of the Executive Board.<sup>24</sup>

Notwithstanding anything that may be to the contrary elsewhere in these Bylaws, any changes to the number, qualifications, or classification of the members of the Executive Board, including without limitation the number of members selected by the District Vice-Presidents and the number of members selected by the Department Vice-Presidents on the Executive Board, are to be recommended to the Council of Society Delegates by a majority of the Executive Board, and approved by a two-thirds vote of the Council of Society Delegates, or proposed and adopted under the same procedures as other amendments to these Bylaws (see Article XXIII, Section 1).

### 2. Duties

a. The Executive Board shall serve as the managing body of the SOCIETY, establishing policy and organization of the SOCIETY and shall have all power and authority vested in a board of directors of a nonprofit corporation under law. The decisions of the Executive Board regarding policy and organization shall be summarized in the ISA Manual of Organization and Procedures. All changes to the Manual of Organization and Procedures shall be approved by the Executive Board before they are effective.

3. Meetings of the Executive Board shall be called at the discretion of the President, except that there shall be no fewer than three regular meetings of the Executive Board each year.

### 4. Voting

Decisions of the Executive Board shall be by majority vote of members present and voting.

### 5. Quorum

A quorum of the Executive Board shall consist of a majority of the voting Executive Board Members.

### 6. Appointment of Officers

The Executive Board shall appoint an Executive Director, who shall be the chief administrative officer of the SOCIETY. The Executive Board may appoint any assistant vice-presidents, secretaries, and treasurers as it deems appropriate. All such appointees shall be approved on an annual basis, but shall serve at the pleasure of the Executive Board.

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<sup>23</sup> The composition of the Executive Board was modified by action of the CSD in August 2000. The composition of the Executive Board will migrate from the former composition to the new composition during a transition period until 2004.

<sup>24</sup> Amended by the Council of Society Delegates on 10 September 2001.

## **ARTICLE XIV - Executive Committee**

### **1. Membership**

An Executive Committee of the Executive Board consists of the President, President-elect Secretary, Treasurer, a Department Vice President Board Member elected by a vote of the Board of Department Vice Presidents, a District Vice President Board Member elected by a vote of the Board of District Vice Presidents, and the Past President. The Executive Director is a non-voting member of the Executive Committee.<sup>25</sup>

### **2. Duties**

The Executive Committee shall act for and with the authority of the Executive Board between its regular meetings to carry out the policies of the Board within the financial limits designated by the Executive Board.

### **3. Meetings**

Meetings of the Executive Committee shall be called at the discretion of the President. When necessary, the Executive Committee may conduct its business by mail, phone, or other means of communication in lieu of a meeting.

### **4. Voting**

Matters decided by vote of the Executive Committee shall be decided by a majority vote of members of the Executive Committee.

## **ARTICLE XV – Boards of District and Department Vice Presidents<sup>26</sup>**

1. The Board of District Vice Presidents serves as an advisory and activity body reporting to the Executive Board and responsible for administering and overseeing the conduct of Section, Region, and District activities. The Board of District Vice Presidents will act on matters delegated to it by the Executive Board within the parameters established by and under the oversight of the Executive Board. The Board of District Vice Presidents consists of all District Vice Presidents.
2. The Board of Department Vice Presidents serves as an advisory and activity body reporting to the Executive Board and responsible for administering and overseeing the conduct of activities managed by the Departments. The Board of Department Vice Presidents will act on matters delegated to it by the Executive Board within the parameters established by and under the oversight of the Executive Board. The Board of Department Vice Presidents consists of all Department Vice Presidents.
3. The Boards of District and Department Vice Presidents may establish and document their policies and procedures affecting their respective areas of concern, subject to the plenary authority of the Executive Board, including without limitation selecting a Chair, electing representatives to the Executive Board from their ranks, and administering an annual budget approved by the Executive Board. District Vice Presidents Elects and Department Vice President Elects may, if permitted under policies and procedures adopted by their respective Boards, vote on the selection of the Chair and the election of Executive Board representatives from their Boards for those terms that begin on or after the term of the Elect begins or on such other matters as their respective Boards may determine.<sup>27</sup>

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<sup>25</sup> Amendment passed by the Council of Society Delegates 4 October 1999 added “a Department Vice President elected by a vote of the Department Vice Presidents, a District Vice President elected by a vote of the District Vice Presidents.”

<sup>26</sup> Article added August 2000

<sup>27</sup> Amended by the Council of Society Delegates on 10 September 2001.

## **ARTICLE XVI - Executive Director**

1. The Executive Director shall be responsible to the Executive Board, serving as a non-voting member of the Executive Board and the Executive Committee, and shall report administratively to the SOCIETY President. The President and the Treasurer shall jointly monitor the expenditures of the Executive Director.
2. The Executive Director shall be responsible for administering and reporting the operations of the SOCIETY as directed by the Executive Board and shall maintain and staff a business office for the SOCIETY to perform the functions delegated by the Executive Board, including but not necessarily limited to:
  - a. Maintaining membership records.
  - b. Handling, in conjunction with the Treasurer, all receipts and disbursements of Society funds, maintain financial records of the SOCIETY, and control expenditures in accordance with the Annual Budget and any special appropriations approved by the Executive Board.
  - c. Making business arrangements for events sponsored by the SOCIETY as required by the Executive Board.
  - d. Managing preparation, production, distribution, and sale of SOCIETY publications, educational products, and services.
  - e. Providing administrative, secretarial, clerical, and mailing services in support of SOCIETY activities.
  - f. Publicizing the SOCIETY's activities.
  - g. Promoting SOCIETY membership.

## **ARTICLE XVII - Departments, Divisions, and Committees<sup>28</sup>**

1. The Board of Department Vice Presidents will define the Departments and Divisions that are needed to further the objectives of the SOCIETY, subject to the plenary authority of the Executive Board. Divisions shall be grouped under Departments.
2. The Executive Board may create and define such Standing and Special Committees as it deems appropriate. Committee Chairs, by whatever title given, will be appointed each year for terms coinciding with the Society (calendar) year by the Officer designated as responsible for oversight of the Committee, subject to the approval of the Executive Board. Members of a Committee shall be appointed by the Committee Chair unless otherwise provided.
3. The Departments, Divisions, and Standing Committees shall be defined in the Manual of Organization and Procedures.
4. Terms of appointments to all appointive offices and Standing Committees shall be specified in the Manual of Organization and Procedures. Appointments to Special Committees terminate at the end of each administration, but appointees may be reappointed unless otherwise prohibited in the Manual of Organization and Procedures.
5. Department, Division, and Committee operating procedures and manuals of operations shall not conflict with the Society Bylaws or Manual of Organization and Procedures.

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<sup>28</sup> Amended by the Council of Society Delegates on 10 September 2001.

6. All questions coming before any committee, department, division or other group of the SOCIETY shall be decided by a majority of the votes cast except as otherwise provided by the Bylaws or in the operating procedures of that committee, department, division or other group that have been approved by the Executive Board.

#### ARTICLE XVIII - Dues and Assessments

1. The annual dues shall be as follows:<sup>\*29</sup>

• Student Member	• \$10.00
• Virtual Student Member	• \$5.00
• Member	• \$100.00**
• Senior Member	• \$100.00
• Fellow	• \$100.00
• Life Member	• None
• Life Senior Member	• None
• Life Fellow	• None
• Honorary Member	• None

Non-student members may pay in advance for two and three years of membership at a discounted rate of \$186.00 for two years and \$265.00 for three years.

\* Except for former Society Presidents, who shall be given a permanent membership card and granted lifetime free membership in the SOCIETY.

\*\* Except for a graduating Student Member upgrading to Member, whose dues shall remain at the Student Member dues rate for one year after graduation.

2. The Society may enter into agreements with other similar organizations under which members of the other organizations may join the Society at appropriate membership levels at a discounted annual dues rate if the other organization permits Society members to join it under a reciprocal arrangement. Any such agreements will be approved by the Executive Board before becoming effective.<sup>30</sup>
3. The Executive Board may establish a reduced dues rate based upon the local economic conditions for members who are resident citizens of countries identified on a prevailing list of countries eligible for economic consideration. The Executive Board may establish alternative member benefits, or methods of providing member benefits, or other policies consistent with such reduced dues rates.<sup>31</sup>
4. All annual dues shall be paid on an anniversary basis. The anniversary date for new members shall be the effective date of membership established by the Executive Director; the Executive Director may, through proration of SOCIETY and Division dues, establish a new anniversary date for any member.
5. The Executive Director shall return a portion of the dues received from each member to the active Section with which the member is affiliated no later than three months after receipt of the dues in accordance with the following schedule:<sup>32</sup>
  - a. For each Fellow, Senior Member, or Member – 15% of the dues received to the section.
  - b. For each Student Member, or each graduating Student Member upgrading to Member -- 30% of the dues received to the student section.

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<sup>29</sup> Adopted by the Council of Society Delegates at the 13 October 2008 meeting.

<sup>30</sup> Adopted by the Council of Society Delegates at the 4 October 1999 meeting.

<sup>31</sup> Adopted by the Council of Society Delegates at the 4 October 1999 meeting.

<sup>32</sup> Adopted by the Council of Society Delegates at the 13 October 2008 meeting.

6. The Executive Director shall forward a membership card to each member.
7. Assessments upon individual members shall be made only by two-thirds vote of the Council of Society Delegates. Assessments may be made for prospective debts only.
8. No assessments may be made upon any Section or Student Section.

#### **ARTICLE XIX - Finance**

1. The fiscal year shall be from January 1 to December 31.
2. The Executive Director, the Treasurer, and any others who may have access to the funds of the SOCIETY, as determined by the Executive Board, shall be covered by a fidelity bond or insurance issued by a qualified company at the expense of the SOCIETY.
3. The Treasurer shall establish such bank and other financial accounts for the deposit and disbursement of the Society's funds as authorized by the Executive Board. All instruments or orders for the payment, transfer between, or withdrawal of funds from these accounts must be made or signed by one or more officers or staff members authorized by the Executive Board under such conditions and policies established by the Executive Board.
4. Prior to the beginning of each fiscal year, the Executive Board shall approve a budget of estimated expenditures and receipts.
5. A summary of the approved Annual Budget and of the Annual Financial Statements shall be published in such SOCIETY publication as the Executive Board directs.
6. To the fullest extent permitted under the laws of the State of North Carolina as currently exist or may hereafter be amended, a member of the Executive Board will not be personally liable to the SOCIETY, any member of the SOCIETY, or to others for monetary damages for taking any action or failing to take any action as a member of the Executive Board. Each member of the Executive Board, each Officer, and each employee of the SOCIETY shall be indemnified by the SOCIETY against expenses reasonably incurred by him or her in connection with any claim asserted or proceeding brought, to which he or she may be party by reason of being or having been a member of the Executive Board, Officer or employee of the SOCIETY, except in relation to matters as to which he or she shall be found, by a disinterested person or persons to whom the question may be referred by the Council of Society Delegates, or shall be finally adjudged to be, liable for negligence or misconduct in the performance of his or her duties as such Executive Board Member, Officer or employee. The SOCIETY at its own expense may settle any such claim asserted or proceedings brought when such settlement appears to be in the best interest of the SOCIETY. Expenses against which Executive Board Members, Officers, and employees may be indemnified hereunder include the amount of any settlement or judgment, costs, counsel fees, and related charges therefore.
7. The SOCIETY shall have the power to purchase and maintain insurance of any nature and type it deems appropriate.
8. In the event of dissolution of the SOCIETY, all outstanding obligations of the SOCIETY shall be paid in full, and the net assets of the SOCIETY shall be distributed to such one or more educational or scientific non-profit corporations, but not ISA Sections, whose assets are then exempt from Federal Income Tax, as may, in the opinion of the Executive Board, possess objectives similar to those of the SOCIETY. Under no circumstances shall any of the net assets of the SOCIETY be distributed in whole or in part to any Section or member of the SOCIETY, and all such assets shall be distributed in furtherance of the objectives of the SOCIETY or objectives similar thereto.

## **ARTICLE XX - Publications**

1. All members, except Virtual Student Members shall receive annually a subscription to the Society's monthly publication, INTECH.<sup>33</sup>
2. In addition, all dues paying members, except student members, Virtual Student members and reduced dues members, will receive a non-transferable coupon valued at 100 percent of the member class annual dues valid for one year that may be applied towards the purchase of both newly issued and major revisions of SOCIETY'S Standards & Recommended Practices.<sup>34</sup>

## **ARTICLE XXI - Subsidiaries**

1. The SOCIETY may own, wholly or partially, subsidiary corporations that may be either taxable or tax exempt as classified by the U.S. Internal Revenue Service.
2. The subsidiaries may be created by acquisition, by assigning ISA activities and assets, or by new formation. The subsidiaries may be authorized by the
  - a. Council of Society Delegates -- if the subsidiary will include ISA membership, Section, District, Division, or Department activities.
  - b. ISA Executive Board -- if the subsidiary includes any other ISA activities and assets.

## **ARTICLE XXII - Legislative and Other Activities**

1. The Society may engage in activities in the public policy arena such as providing expert opinion or data to government officials or agencies to assist their assessments or decision making. Such activities may include those directed at influencing legislation ("lobbying") as defined by U.S. law or the laws in other countries where ISA may operate) as long as no substantial part of the Society's activities will be the carrying on of propaganda or attempting to influence legislation in any nation or political subdivision or exceed those limits on such activities imposed on 501(c)(3) organizations by the laws of the United States or any other jurisdiction where such activities may occur. The Society will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for any public office in any jurisdiction (including the publication or distribution of statements or financial contributions). No Section, Officer, or Member of the Society will engage in any permitted activities without prior approval of the ISA Executive Board nor will they engage in any prohibited activities as a representative of the Society. As an international, global society, ISA may engage in public policy activities in any part of the world where there is sufficient ISA presence and membership to justify the cost of such activities and where ISA resources are available to conduct the activities.<sup>35</sup>
2. Neither the SOCIETY nor any Section or Member of the SOCIETY, acting on behalf of the SOCIETY or on behalf of a Section of the SOCIETY:
  - a. Shall make loans of SOCIETY or Section funds to any individual or corporation at less than the imputed IRS rate of interest.
  - b. Shall pay excessive compensation for rendered services to any individual or corporation.
  - c. Shall sell or transfer securities owned by the SOCIETY or any Section to any individual or corporation for less than the prevailing market value at the time of such sale or transfer.

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<sup>33</sup> Amended by the Council of Society Delegates on 22 October 2002.

<sup>34</sup> Amended by the Council of Society Delegates on 22 October 2002.

<sup>35</sup> Amended, 10 September 2001 to permit lobbying within IRS limitations.

#### **ARTICLE XXIII - Parliamentary Authority**

1. The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the SOCIETY, its governing bodies and committees, in all cases not otherwise provided for in these Bylaws.
2. The Parliamentary Authority adopted by the SOCIETY shall be adopted by each Section of the SOCIETY.

#### **ARTICLE XIV - Amendment of Bylaws**

1. Amendment of the Bylaws may be proposed by any Society Delegate, or by resolution of the Executive Board, or by a petition signed by one hundred or more members of the Society, excepting Student members and shall be placed on the agenda for the next meeting of the Council of Society Delegates providing a minimum of 45 days advance notice is given to the President.
2. A proposed Bylaws amendment shall be adopted by a two-thirds vote of the Council of Society Delegates in accordance with the voting power defined for each delegate.
3. When considered advantageous by the Executive Board or in event of an emergency, the Executive Board shall have the power to submit an amendment to the Bylaws to the Delegates for ballot by mail or other method, including electronic means. The voting period for such a ballot shall end at such time designated by the Executive Board but no earlier than 30 days nor later than 45 days after the date of mailing. Such amendment shall require approval by at least two-thirds of the ballots of Society Delegates representing at least a majority of both voting members and Sections.