

ISA

**The international society for
measurement and control**

Downeast Maine Section

Constitution and By-Laws

Revised: July 1999

Constitution

ARTICLE I

NAME

- (1) The name of this organization shall be: -
INSTRUMENT SOCIETY OF AMERICA, DOWNEAST MAINE SECTION,
(a non-profit corporation organized in the STATE OF MAINE), and herein-after referred to as the "SECTION." The SECTION shall maintain affiliation with the national organization known as "ISA: The international society for measurement and control," which hereinafter shall be referred to as the "SOCIETY."

ARTICLE II

LOCATION

- (1) The office of the SECTION shall be located at an address designated by the Secretary of the Section.

ARTICLE III

OBJECTIVES

- (1) The objectives of the SECTION shall be to advance the arts and sciences related to the theory, design, manufacture and use of instruments and controls in the various sciences and technologies.

ARTICLE IV

POLICIES

- (1) The SECTION's Constitution and By-Laws shall be guided by the Constitution and By-Laws of the SOCIETY. The SECTION and its members shall abide by the Constitution and By-Laws of the SECTION.
- (2) The SECTION shall endeavor to promote a better understanding of instruments, controls and the science of instrumentation (or automation) by:
 - (a) Holding periodic meetings;
 - (b) Presenting programs of general interest topics;
 - (c) Promoting acquaintanceship among members;
 - (d) Conducting educational meetings relating thereto;
 - (e) Promoting public relations in the best interest of the SECTION;
 - (f) Disbursing accrued funds towards educational scholarships and the purchase of equipment and materials for educational purposes.
- (3) The SECTION shall endeavor by educational procedures to increase the profitable use, by persons engaged in lawful pursuits of instruments, technical apparatus, measuring devices and control equipment.
- (4) The SECTION shall make no endorsement of individuals, actions, devices or achievements, except, in the interest of the public welfare and the SECTION.
- (5) The SECTION shall not affiliate with, nor shall it give assistance to, sales, political, trade or labor organizations.

ARTICLE V

MEMBERSHIP

- (1) The membership of the SECTION shall consist of:
 - Honorary Members
 - Fellow Members
 - Senior members
 - Regular Members
 - Affiliate members
 - Associate Members
 - Student Members
 - Retired Members

ARTICLE VI

QUALIFICATIONS FOR MEMBERSHIP

- (1) Any person interested in the objectives of the SOCIETY shall be eligible for election to membership of a class for which he or she is qualified, in accordance with the conditions and procedures specified in the By-Laws.

ARTICLE VII

DUES

- (1) The amount and method of collection of dues of the members of the SECTION shall be as provided in the SECTION By-Laws.

ARTICLE VIII

GOVERNMENT

- (1) General policies of the SECTION shall be controlled by the EXECUTIVE COMMITTEE through its powers to initiate changes in the Constitution, to amend the By-Laws, to establish budget policies, and to review the Annual Reports of the Officers.
- (2) The determination of operating policies and the control of the affairs, property and funds of the SECTION shall be vested in the EXECUTIVE COMMITTEE, except as may be otherwise provided by the Constitution and By-Laws of the SECTION.
- (3) All questions coming before the SECTION, its governing body and committees, shall be decided by a majority of the votes cast, except as may be otherwise provided by the Constitution and By-Laws of the SECTION.
- (4) Ballots may be used in the election of officers and when recommended by the EXECUTIVE COMMITTEE in voting on SECTION matters. Unless otherwise specified in the By-Laws, vocal or "show-of-hands" voting shall be used in meetings.
- (5) 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.
- (6) Each member shall be entitled to one vote on all questions submitted to the membership of the SECTION. This shall prevail in "show-of-hand" or letter balloting. Associate, student and affiliated members shall have no voting power.

- (7) Robert's Rules of Order, Revised, where applicable, shall determine the conduct of business in all meetings of the SECTION, its governing bodies and committees, except when inconsistent with the Constitution and By-Laws.

ARTICLE IX

OFFICERS OF THE SECTION

- (1) The officers of the SECTION shall be the President, Vice-President, Secretary and Treasurer.
- (2) The officers of the SECTION shall be elected *to serve a two-year term beginning at the start of the fiscal year*. Induction and installation of officers shall be held at the time of the annual meeting.

ARTICLE X

EXECUTIVE COMMITTEE

- (1) The EXECUTIVE COMMITTEE shall consist of not less than 12 members of the SECTION including the officers of the SECTION, the retiring president, the SECTION delegate to the Council of the National Delegates, and the Chairperson of the Standing Committees.
- (2) *With the exception of the SECTION officers*, the terms of the members of the EXECUTIVE COMMITTEE shall be for one year and terminate at the conclusion of the fiscal year.

ARTICLE XI

ELECTION OF OFFICERS

- (1) The officers of the SECTION shall have been members of the SECTION in good standing for at least one year prior to their election to office.
- (2) Any office in the SECTION, except President, upon becoming vacant during its regular term, shall be filled by an interim appointment of the EXECUTIVE COMMITTEE until the next regular election for said office. Any interim appointment shall not disqualify such Officer as succeeding himself.

ARTICLE XII

AMENDMENT OF THE CONSTITUTION

- (1) Amendment of the Constitution of the SECTION may be proposed by a petition signed by twenty (20) or more members of the SECTION or by a Resolution of the EXECUTIVE COMMITTEE.
- (2) Within thirty (30) days following the presentation of said petition to the EXECUTIVE COMMITTEE or by resolution of that body to amend the Constitution, the proposed amendment(s), with a statement of the reason(s) therefor, shall be mailed by the Secretary to all members of the SECTION eligible to vote, as set forth in Article VIII, Paragraph 6. Adoption of the amendment(s) shall be decided by a majority of the votes cast. The voting period shall be for thirty (30) days following the mailing of the proposed amendment(s) by the Secretary. The Secretary shall inform the EXECUTIVE COMMITTEE of the results of the vote within forty-five (45) days of mailing.
- (3) The EXECUTIVE COMMITTEE shall amend the By-Laws so that they are in harmony with the Constitution and its Amendments.

By-Laws

ARTICLE I

CLASSES OF MEMBERSHIP

- (1) Any person enjoying Honorary Membership in the SOCIETY as outlined in the SOCIETY By-Laws, Article I, Section (1) shall automatically become an honorary member of the SECTION if recommended to the honor through the SECTION or if the member so honored by the SOCIETY declares a desire to transfer membership to the SECTION.
- (2) Any person interested in the objectives of the SOCIETY shall be eligible for election as a member, subject to the restrictions of the other paragraphs of this article and the Constitution and By-Laws of the SOCIETY.
- (3) Election as an Associate Member shall be limited to those persons whose principal interest and occupation are not in the field of instrumentation.
- (4) A person is eligible to become a Student Member if:
 - (a) he is registered as a full-time student, or
 - (b) he is enrolled in an organized instrument apprentice course; an apprentice is eligible for Student Membership only during the first two years of his course.
- (5) Any member of the SOCIETY elected as a member of any other SECTION shall be eligible for election as an Affiliated Member of, and subject to the regulations of the SECTION. Such additional affiliation shall carry no voting power in matters coming before the SECTION.

ARTICLE II

MEMBERSHIP ELECTION PROCEDURE

- (1) Application in the SOCIETY as a member, associate member and student member shall be made by filling out the "Application for Membership" form and submitting it, properly endorsed and with the correct dues.

ARTICLE III

TRANSFER OF MEMBERSHIP

- (1) Any member of another SECTION desiring to transfer membership to the DOWNEAST MAINE SECTION shall fill out the "Application for Transfer of Membership" form and submit it, properly endorsed, to the Chairman of the Membership Committee. This form shall be forwarded to the Executive Director of the SOCIETY and as provided by Article III of the SOCIETY'S By-Laws. He shall notify the member of his transfer, and shall further notify the Section from which the applicant was transferred. In like manner, a member of the DOWNEAST MAINE SECTION may transfer to another SECTION by following procedure or by addressing "The Application for Transfer of Membership" directly to the National Office of the SOCIETY for referral to the SECTION of his choice.

ARTICLE IV

TERMINATION OF MEMBERSHIP

- (1) A member may resign from the SOCIETY (and thus the SECTION) at any time by signifying his intention in writing to the Executive Director of the SOCIETY who shall then notify the Secretary of the SECTION.
- (2) Any member whose dues are unpaid for three (3) months after the due date shall be considered inactive and the Executive Director of the SOCIETY shall so notify him and the Secretary of the SECTION. An inactive member shall have no vote in any matters pertaining to the SOCIETY (or the SECTION) and shall receive no notices or publications from the National Office of the SOCIETY. An inactive member shall be restored to active status immediately upon payment of his or her dues.
- (3) Any member whose dues are unpaid six (6) months after due date shall have his or her name stricken from the membership roll of the SOCIETY (and thus the SECTION) AND THE Executive Director shall so notify the delinquent member and the Secretary of the SECTION.
- (4) The application for reinstatement of any member whose name has been stricken from the membership roll for non-payment of dues shall be considered in the same manner as the application of a new member.
- (5) Upon recommendation of the EXECUTIVE COMMITTEE of the SECTION, the Executive Board of the SOCIETY may excuse a member from payment of dues if, in the judgment of said Executive Board, there is good and sufficient cause.

ARTICLE V

DUES

- (1) The annual dues and refunds for membership in the SOCIETY and SECTION shall be governed by the SOCIETY.
- (2) The Executive Director of the SOCIETY shall forward a membership card to each member of the SECTION, as receipt for dues received.

ARTICLE VI

PUBLICATIONS

- (1) Each Honorary Member, Associate Member and Student Member shall receive a subscription to Intech.

ARTICLE VII

DUTIES OF OFFICERS

- (1) The President shall be the executive head of the SECTION and shall sit as chairman of the EXECUTIVE COMMITTEE.
- (2) The Vice-President shall, upon resignation or inability of the President to serve, become President of the SECTION. The Vice-President shall perform the duties of the President in his or her absence.

- (3) The Treasurer shall be the Financial Officer of the SECTION. He or she shall keep complete records of all monies received and disbursed by or on behalf of the SECTION, and shall secure proper receipts for all monies disbursed. He or she shall report to the EXECUTIVE COMMITTEE the financial condition of the SECTION whenever requested. The Treasurer shall have the custody of all monies belonging to the SECTION that he or she shall deposit in accordance with the instructions of the EXECUTIVE COMMITTEE. He or she shall keep financial accounts of the SECTION and control expenditures in accordance with the annual budget and any special appropriations approved by the EXECUTIVE COMMITTEE.
- (4) The Secretary shall act as the Recording and Corresponding Secretary of the SECTION. He or she shall keep a full and complete record of the membership of the SECTION and serve as liaison with the SOCIETY on matters of membership information and other matters of SECTION-SOCIETY relationships. He or she shall attend and keep records of all meetings of the EXECUTIVE COMMITTEE and regular, special and/or annual meetings of the SECTION. He or she shall notify the members of the SECTION of the regular and annual meetings at least two weeks in advance of the date of said meetings. He or she shall arrange for typing, duplicating and mailing of SECTION committee reports or special announcements and announcements, as required.

ARTICLE VIII

COMMITTEES

- (1) Section Committees: To assist the Officers of the SECTION, Standing Committees and Special Committees shall be formed. Standing Committees shall be noted as in Paragraph (2) below.
- (2) Within one (1) month of the election of officers of the SECTION, the Retiring President, the four newly-elected officers, and the newly-elected or incumbent Delegate to the Council of National Delegates with the newly-elected President of the SECTION acting as Chairperson, shall appoint from the membership of the SECTION, the following Committee Chairpersons:
 - (a) Program Chairperson
 - (b) Membership Chairperson
 - (c) Newsletter Chairperson (including Intech correspondent)
 - (d) Webmaster Chairperson
 - (e) Scholarship Chairperson
 - (f) Student Section Chairperson
 - (g) Education Chairperson
 - (h) Honors and Awards Chairperson
 - (i) Vendor's Day Co-Chairpersons (2)
- (3) The Standing Committees shall each consist of the Chairperson and his or her appointees (See Constitution, Article X (1)) and each such committee shall be accountable to the President for its performance.
- (4) The President with the approval of the EXECUTIVE COMMITTEE shall appoint the Special Committees. The Chairperson of each special committee shall be appointed by the President and shall be accountable to him or her or such other officer as he or she may determine.
- (5) The President of the SECTION shall be a member, ex-officio, of each Standing or Special Committee.
- (6) The duties of the Standing and Special Committees shall be defined by the President of the SECTION with the approval of the EXECUTIVE COMMITTEE.
- (7) Appointments on all Standing and Special Committees are subject to re-appointment.
- (8) The Program Committee shall be responsible for the conduct of all regular technical meeting programs. It shall arrange for the meeting room, speakers, audio/visual

- equipment, and other necessary items and facilities. The Committee will serve as host to the speakers during their visits. The Committee shall work with the Vendor's Day Chairperson(s) to arrange and conduct a bi-annual Vendor's Day conference.
- (9) The Membership Committee will promote the growth of the SECTION by actively soliciting new members and by retaining the interest of inactive members. The Committee shall advise the President and the EXECUTIVE COMMITTEE on matters affecting membership relations which will assist the SECTION in obtaining new members and keeping present members. The Chairperson shall serve as liaison for the SECTION with the SOCIETY's Sections and Membership Committee.
- (10) The Newsletter Committee shall be responsible for assembling, printing and distributing a bi-monthly newsletter for the SECTION which will address topics of interest to Downeast Maine SECTION - ISA members. The Chairperson shall solicit advertising fees as partial support for all costs involved in issuing the newsletter, and maintain an active, current file of members and other recipients of the newsletter for mailing and billing purposes.
- (11) The Webmaster Committee shall maintain the SECTION's web page on the Internet.
- (12) The Scholarship Committee shall distribute announcements of each year's scholarship availability to secondary (high) schools, technical schools and private schools in the State of Maine, as well as engineering colleges, universities, and technical colleges in the States of Maine and New Hampshire. These announcements shall be addressed to the appropriate guidance offices or bursar's offices for posting. The Committee will review each scholarship application received and assign a point value to each applicant based on the quality of their letter of introduction, their resume or career synopsis, their course of study, and their cumulative grade point average. The Chairperson will then select and award scholarships based on the amount of Scholarship Monies allotted to the Committee for that fiscal year.
- (13) The Student Section Committee shall be responsible for fostering the growth of student sections of the ISA on campus, and for coordinating their activities with the SECTION's.
- (14) The Education Committee shall concern itself with the broad spectrum of increasing each member's knowledge of instrument science and application. It shall help develop the subject matter for each technical meeting, special conferences or seminars, training courses, etc., to meet the educational needs of the members. It shall bring to the attention of the members lists of books, articles, papers, etc., which are of technical value. It shall encourage members to participate in the preparation of papers for presentation at SOCIETY conferences and those of other technical organizations. It shall serve as liaison with other local organizations devoted to technical education, and encourage joint programs.
- (15) The Honors and Awards Committee shall recommend nominees for SECTION recognition and to stimulate SECTION participation in the SOCIETY's Honors and Awards Program. It shall publicize the ISA Student Awards program to local schools and encourage students to enter the competition for the Outstanding Student Paper in accordance with the established procedures included in the Honors and Awards Manual. It shall, with the SECTION President, develop and submit the SECTION's Annual Report for the W.A. Kates Award in accordance with the established procedures to this manual. It shall stimulate participation by the SECTION in the SOCIETY's other Honors and Awards Programs by encouraging SECTION officers and members to nominate qualified candidates. It shall propose suitable means, and deserving candidates, for recognition at the local SECTION level.

ARTICLE IX

FINANCE

- (1) The fiscal year shall be from July 1 through June 30.
- (2) The Secretary and Treasurer shall give a bond when the Treasury and related accounts exceed \$10,000 in a penal sum and with surety or sureties approved by the EXECUTIVE COMMITTEE for the faithful performance of their duties. If Surety Company bonds are furnished, the SECTION shall pay the premiums thereof.
- (3) All instruments for the payment of money by the SECTION, except as described in Paragraph (4), shall be drawn in the name of the SECTION, signed by the Treasurer or President.
- (4) A petty cash fund shall be established for the use of the Secretary in meeting on-the-spot payments of a minor nature.
- (5) The EXECUTIVE COMMITTEE shall approve and establish for each fiscal year at its beginning, a budget of estimated expenditures and receipts.
- (6) Each member of the EXECUTIVE COMMITTEE and each Officer of the SECTION shall be indemnified by the SECTION against expenses reasonably incurred by him or her in connection with any claim asserted or proceeding brought, to which he may be made a party by his reason of being or having been a member of the EXECUTIVE COMMITTEE or Officer of the Section, 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 EXECUTIVE COMMITTEE, or shall be finally adjudged to be, liable for negligence or misconduct in the performance of his or her duties as such a member of the EXECUTIVE COMMITTEE or Officer. The SECTION at its own expense may settle any such claim asserted or proceeding brought when such settlement appears to be in the best interest of the SECTION. Expenses against which members of the EXECUTIVE COMMITTEE of Officers may be indemnified hereunder include the amount of any settlement or judgment, costs, counsel fees and related charges therefor.
- (7) Members of the EXECUTIVE COMMITTEE and Officers of the SECTION shall not receive compensation in any form for services rendered.

ARTICLE X

NOMINATION OF OFFICERS

- (1) The President shall appoint a Nominating Committee at least one hundred-twenty (120) days prior to the Annual Meeting for election of officers. This committee shall consist of three members of the SECTION, the Chairperson being the Past President. The other two members are to be appointed from the SECTION-at-large. Members of the current EXECUTIVE COMMITTEE other than the Past President are ineligible to serve on this committee.
- (2) This Special Committee shall nominate a President, Vice-President, Treasurer and Secretary (securing the acceptance of each nominee), and report their selection to the Secretary of the SECTION prior to a regular meeting of the SECTION.
- (3) Nominations for any office may be made by a petition signed by not less than ten (10) members of the SECTION, which is to be filed with the written acceptance of the nominee, with the Secretary of the SECTION two (2) weeks before a regular meeting of the SECTION.
- (4) The EXECUTIVE COMMITTEE shall determine the eligibility of the nominee for each office.
- (5) In the event a full slate is not nominated and approved by the EXECUTIVE COMMITTEE before a regular meeting, the EXECUTIVE COMMITTEE shall be empowered to make such nominations as are necessary to secure and announce a full slate.

ARTICLE XI

ELECTION OF OFFICERS

- (1) The election of officers shall be by a show of hands at the scheduled business meeting for elections.
- (2) In the event of a tie vote, the EXECUTIVE COMMITTEE shall decide by secret ballot between the candidates thus tied.

ARTICLE XII

APPOINTMENT OF A DELEGATE TO THE COUNCIL OF NATIONAL DELEGATES

- (1) The Delegate to the Council of National Delegates appointed for a term of one year to serve as the representative of the SECTION at all regular and special meetings of the SOCIETY shall be appointed by the President of the SECTION with the approval of the EXECUTIVE COMMITTEE.

ARTICLE XIII

MEETINGS

- (1) The Annual Meeting of the SECTION shall be held at the time and place designated by the EXECUTIVE COMMITTEE.
- (2) Regular meetings of the SECTION shall be held as scheduled by the EXECUTIVE COMMITTEE for the discussion of subjects pertinent to the objects and policies of the SOCIETY. Dates and locations of regular meetings are to be determined by the EXECUTIVE COMMITTEE and published in the newsletter.
- (3) Special meetings of the SECTION shall be held at such times and places as may be called by the President; or, in his absence, by the Vice-President; or by any three members of the EXECUTIVE COMMITTEE; or by not less than ten (10) members of the SECTION, upon reasonable notice.
- (4) The Secretary shall mail or cause to be mailed notices of time and place of each meeting to all members at least two weeks prior to the date of each meeting, indicating in said notice the nature and purpose of the meeting.
- (5) Regular meetings of the EXECUTIVE COMMITTEE shall be held at such time and place as designated by the President.
- (6) Special meetings of the EXECUTIVE COMMITTEE shall be held at any time at the call of the President. Five (5) members of the Board may call a meeting upon failure or refusal of the President to act.
- (7) The Secretary shall mail or cause to be mailed notices of time and place of each meeting of the EXECUTIVE COMMITTEE, regular or special, to each member of the Board at least two (2) weeks prior to said meeting.
- (8) Quorums:
 - (a) At any meeting of the members of the SECTION, fifteen (15) members in good standing shall constitute a quorum for the transaction of business.
 - (b) A majority of the Officers of the EXECUTIVE COMMITTEE shall constitute a quorum for transaction of business at any meeting of the Board.
- (9) Meetings of the SECTION are open to all interested parties. All non-members will be assessed a nominal fee (to be determined by the EXECUTIVE COMMITTEE) to cover expenses incurred.

ARTICLE XIV

AMENDMENT OF BY-LAWS

- (1) The EXECUTIVE COMMITTEE shall amend the By-Laws so that they are in harmony with the Constitution and any amendment thereto. If a proposed amendment to the Constitution will require an amendment to the By-Laws, the Secretary shall prepare and distribute a notice of the By-Laws amendment to the members of the SECTION along with the notice of the proposed Constitutional amendment.
- (2) These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by a majority of the EXECUTIVE COMMITTEE present at any regular meeting or any special meeting, if at least five (5) days notice is given of the intention to alter, amend or repeal existing By-Laws, or to adopt new By-Laws at such meeting.