

## **WILMINGTON SECTION**

### **ISA, The Instrumentation, Systems, and Automation Society**

**(A Delaware Corporation)**

## **CONSTITUTION AND BY-LAWS**

The Constitution of the Wilmington Section of the ISA shall be the approved Constitution and By-Laws of the **ISA, The Instrumentation, Systems, and Automation Society** as they apply to the government of the Wilmington Section.

### **BY-LAWS**

#### **ARTICLE 1**

##### **Name**

- 1) The Name of this Organization shall be the Wilmington Section ISA located in Wilmington, DE.
- 2) In the By-Laws, "SOCIETY" will refer to the **ISA, The Instrumentation, Systems, and Automation Society** and "SECTION" to the Wilmington Section.

#### **ARTICLE II**

##### **Objectives**

- 1) To maintain a local SECTION of the SOCIETY in accordance with the Constitution and By-Laws of the Society.
- 2) To advance the arts and sciences related to the theory, design, manufacture and use of instruments and controls in the various associated arts and sciences.

#### **ARTICLE III**

##### **Policies**

- 1) The SECTION shall make no official statement for or against any product or company, except to further objectives of the SOCIETY.
- 2) The SECTION will cooperate with any other organization only on such matters as promote the objectives of the SOCIETY and with prior approval by the Executive Committee.
- 3) Neither the SECTION nor any Officer or Member of the SECTION, individual or corporate, shall engage in any attempt to influence the course of legislation on behalf of the SECTION, whether National, State or Local, by engaging in political activities, expenditure of funds, propaganda or by participating in any course of similar conduct on behalf of or as a representative of ISA.
- 4) Neither the SECTION nor any Officer or Member of the SECTION, acting on behalf of the SECTION:
  - a. Shall make loans of SECTION funds to any individual or corporation 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.

## **ARTICLE IV**

### **Membership**

- 1) The membership of the SECTION shall consist of: Honorary Members, Fellows, Senior Members, Members, Associate Members, Student Members, and Affiliate Members.
- 2) Hereinafter reference shall be made to MEMBER(S) whenever the intent is to refer to Honorary Members, Fellows, Senior Members and Members.
- 3) Qualifications for membership shall be in accordance with the conditions and procedures specified in the By-Laws of the SOCIETY, with the following addition for:
  - a. Affiliate Member
    1. Any member of the SECTION may affiliate with additional Sections as desired without notification to the SECTION.
    2. Any member of another Section shall be eligible for election as a SECTION Affiliate Member. A SECTION Affiliate Member shall carry no voting power in matters coming before the SECTION.

## **ARTICLE V**

### **Membership Election Procedures**

- 1) Application for membership in the SOCIETY as Member, Associate Member and Student Member shall be submitted on the official "Application for Membership" form, properly endorsed, with the correct dues, to the SOCIETY. . The application form, if submitted to the SECTION, together with the correct dues, shall be forwarded to the Executive Director of the SOCIETY by the SECTION.
- 2) Application for advance to Senior Member shall be made by filling out the required application and submitting it to SOCIETY Headquarters for referral to the SOCIETY Admissions Committee.
- 3) Application by a non-member for Senior Membership shall be directed by the individual or by the SECTION to SOCIETY Headquarters for referral to the SOCIETY Admissions Committee.
- 4) Candidates for the Class of Fellow shall be proposed as prescribed in the By-Laws of the SOCIETY.
- 5) Honorary Membership shall be reserved for those individuals whose outstanding contributions to the advancement of arts and sciences of instrumentation are worthy of recognition. The recommendation that an individual be made an Honorary Member shall be as prescribed in the By-Laws of the SOCIETY.
- 6) Application for Affiliate Membership in the SECTION shall be made on a modified "Application for Membership" form, properly endorsed and presented to the SECTION Secretary with correct dues.
- 7) Application for transfer to the SECTION shall be made by submitting the official "Application for Membership" form. This form shall be forwarded by the SECTION Secretary to the Executive Director of the SOCIETY.
- 8) Membership in the SECTION may be terminated by resignation, transfer, nonpayment of dues, or action by the Executive Committee for cause. The SECTION Secretary shall notify the Executive Committee when a SECTION Affiliate Member is in default three (3) months in payment of dues, at which time the Executive Committee may terminate the Affiliate Membership and instruct the SECTION Secretary to notify the Affiliate Member.

## **ARTICLE VI**

### **Finance**

- 1) The fiscal year shall be from January 1 through December 31. The Budget Year is from July 1 through June 30.
- 2) The amount and payment of dues of the SOCIETY shall be as provided in the SOCIETY Constitution and By-Laws.
- 3) Dues for Affiliate Members shall be determined by the SECTION Executive Committee and invoiced by the SECTION Secretary for the period September 1 to August 31.
- 4) The assessment of supplementary dues on MEMBERS for use by this SECTION shall only be made upon approval in a mail ballot by two-thirds (2/3) of all MEMBERS in the SECTION.
- 5) In the event of dissolution of the SECTION, the assets shall be distributed only to a transferee which shall qualify as an exempt organization under Section 501 (c-3) of the U.S. Internal Revenue Code of 1954 or the corresponding provisions of such revenue laws as may then be in force.

## **ARTICLE VII**

### **Meetings**

- 1) The Annual SECTION meeting shall be held in June of each year at which time the newly elected Officers shall be presented and installed. Annual reports of the Officers shall be presented at a previous Executive Committee meeting.
- 2) Regular SECTION meetings shall be held each month, September through May, unless otherwise designated by the Executive Committee. The meeting dates shall be determined by the Executive Committee.
- 3) Other meetings, social affairs, symposia, etc. may be held as directed by the Executive Committee.
- 4) Executive Committee meetings shall be held on a regular and scheduled time and place unless otherwise designated by the Executive Committee. The meeting date shall be determined by the Executive Committee or specially convened by the President of the SECTION.
- 5) Executive Council meetings shall be held as determined by the Executive Committee and may be held concurrently with the Executive Committee or specially convened by the President of the SECTION.

## **ARTICLE VIII**

### **Officers and Executive Committee**

- 1) The Officers of the SECTION, their order of rank, and their terms of office shall be:
  - President - One Year
  - President-Elect Secretary - One Year
  - Treasurer - One Year
  - National Delegate - Two Years
  - Alternate Delegate - Two Years
- 2) The President-Elect Secretary (PES) shall be elected each year. At the conclusion the term of office, the PES shall automatically succeed to the Presidency. The PES and the Treasurer shall be elected each year. The National Delegate and the Alternate Delegate shall be elected in even-numbered years. Officers other than the President-Elect may serve for successive terms if so re-elected.
- 3) There shall be three (3) Directors of the SECTION, one of whom shall be the latest available Past President, two (2) shall be appointed by the President. Their term of office shall be one year.
- 4) The Executive Committee shall consist of the above Officers and Directors.

## **ARTICLE IX**

### **Government**

- 1) The control and management of the affairs, property and funds of the SECTION shall be vested in the Executive Committee of the SECTION.
- 2) Five (5) members of the Executive Committee shall constitute a quorum for the transaction of business. A majority of those present shall rule. Each member of the Executive Committee shall have one vote.
- 3) The Executive Council shall consist of:
  - Executive Committee
  - Chairmen of Permanent and Special Committees
  - All available Past PresidentsThis Council shall meet to coordinate and conduct the business of the SECTION.  
Only Executive Committee Members have the right to vote on the transaction of SECTION business.
- 4) Committee Chairmen shall be appointed by the President after approval by the Executive Committee. Committee Chairmen shall be SECTION MEMBERS. The President-Elect shall appoint the Committee Chairmen early in that term, after approval by the Executive Committee, enabling them to work with existing Committees.
- 5) Each MEMBER shall be entitled to one vote on questions coming before the SECTION. Affiliate Members shall not have the right to vote.
- 6) Ten (10) MEMBERS, including at least one officer, shall constitute a quorum at any duly announced meeting of the SECTION.
- 7) All questions coming before the SECTION, its governing bodies and Committees shall be decided by a majority of the votes cast except as otherwise provided by the By-Laws.

## **ARTICLE X**

### **Nomination and Election of Officers**

- 1) All MEMBERS of the SECTION in good standing shall be eligible for election to any office.
- 2) Announcement of the forthcoming nominations shall be published in the March meeting announcement.
- 3) Nomination of at least one candidate for each elective office shall be made by the Nominating Committee with the consent of the nominee and shall be presented to the Membership in the April meeting announcement and at the April meeting.
- 4) Nominations from outside the Nominating Committee must be presented to the SECTION by the April meeting with the consent of the nominee and with the endorsement of at least three (3) MEMBERS of the SECTION.
- 5) The Executive Committee shall pass on the eligibility of the nominees and reject the nomination of any persons ineligible for the office for which they have been nominated.
- 6) When only one candidate has been nominated for the elected office, the reading of the name of the nominee at the Annual Meeting shall constitute election to that office and the Secretary shall be instructed by the President to cast the ballot.
- 7) In the event that more than one MEMBER is nominated for any office, an announcement of the candidates will be made in a SECTION publication for voting at the next SECTION meeting. The President Elect Secretary shall prepare a ballot for presentation at the next SECTION meeting to each MEMBER entitled to vote. The ballots shall define those candidates presented by the Nominating Committee and those nominated by endorsement. The ballots shall be returned to the Election Committee and the Election Committee shall report the ballot count to the President at that meeting. The Executive Committee shall declare the election of nominees who have received a majority of the votes cast.
- 8) In the event of a tie vote, the Executive Committee shall decide between the candidates involved.
- 9) The term of office for elected candidates shall begin at the Annual Meeting, with installation of the newly elected Officers, and terminate at the next Annual Meeting.
- 10) Vacancies in any elected office other than that of the President or President-Elect shall be filled by Presidential appointment after Executive Committee approval. Should the office of President become vacant, the President-Elect shall act as President for the balance of the unfilled term. The President Elect shall then continue as

President through the normal term of office. Should the office of the President-Elect Secretary become vacant, the Nominating Committee shall select a nominee in conformance of the applicable conditions of Article X, paragraphs 2, 3, 4 and 5. The Executive Committee will then establish a special election at the earliest possible date.

## ARTICLE XI

### Duties of Officers and Directors

- 1) The President shall preside at all meetings of the SECTION, Executive Committee and Executive Council. The President shall approve all public communications of the SECTION.
- 2) The President-Elect Secretary shall perform the duties of the President when the President is absent or unavailable to serve. And shall serve as a member of the Steering Committee and as Chairman of the Budget Committee.
- 3) The President Elect Secretary shall record all meetings of the SECTION, Executive Committee and Executive Council. President Elect Secretary shall receive all money forwarded by the National office and turn the money over to the Treasurer. And shall keep the files and membership records and conduct general correspondence of the SECTION.
- 4) The Treasurer shall have the custody of all financial assets of the SECTION. And shall maintain accounts in accordance with instructions of the Executive Committee. The Treasurer shall sign checks for the payment of obligations approved by the Executive Committee. In the absence of the Treasurer, the President Elect Secretary shall be authorized to sign checks.
- 5) The National Delegate shall represent the SECTION in the National and District Councils and vote as directed by the Executive Committee. And shall keep the Executive Committee advised of all National and District activities. And shall serve as a member of the Organization Committee.
- 6) The Alternate Delegate shall assist the National Delegate and shall cast the SECTION vote at national and District Council meetings in the event the National Delegate is not available. The Alternate Delegate shall serve as a member of the Steering Committee.
- 7) The three (3) Directors shall serve as members of the Executive Committee and assist in the management of the Section affairs as directed by the President and by coordinating the activities of committees grouped as follows:
  - Director of Programs*
    - Program/Social/Arrangements Committee
    - Membership Committee
  - Director of Education*
    - Education Committee
  - Director of Publications*
    - Publication Committee
    - Directory Committee
    - Historian
    - Annual Report Committee
- 8) The Executive Committee shall serve as prescribed under Article IX, paragraph 1.
- 9) The Executive Council shall serve as prescribed under Article IX, paragraph 3.

## ARTICLE XII

### Committees

The following Committees shall be permanent. The Chairman is to appoint at least three (3) members except as otherwise specified elsewhere in this Article. An annual report is to be submitted to the President by the Chairman of each Committee.

Each Committee Chairman is responsible for maintaining the records of that Committee's activity and for turning over this material to the successor.

Coordination of the overall activity of committees rests with the President except as defined in Article XI, paragraph 7.

- 1) The Program/Social/Arrangements Committee shall be responsible for the program arrangement at regular monthly meetings, with the approval of the Executive Committee. This committee shall make any necessary arrangements for all social affairs, including the procurement of the necessary facilities, the issuance of tickets for sale, the collection of funds, the management of the social program and the reporting of bills to the Secretary and Treasurer for payment. The Committee shall administrate the social portion of all regular meetings and shall publicize the activities of the SECTION through whatever sources may be available to bring the SECTION activities to the attention of MEMBERS and others. Finally, this Committee shall provide the equipment required for SECTION functions on request, and shall maintain and store SECTION equipment.
- 2) The Membership Committee shall endeavor to increase membership in the Society by soliciting persons in the Wilmington area who are eligible for membership and would benefit by affiliation with the SECTION. The Committee shall record attendance at monthly meetings, attempt to improve attendance, and follow up on visitors and prospective members. The Committee may receive applications for membership and submit such applications, with recommendations, to the SECTION Secretary.
- 3) The Education Committee shall be responsible for the coordination of educational activities pertaining to instrumentation. It shall initiate, organize and supervise educational courses when approved by the Executive Committee. It shall provide the Publications Committee with information which should be published through SECTION channels.
- 4) The Nominating Committee shall consist of three (3) MEMBERS. The Chairman shall be the most recent available Past president and two (2) Committee members shall be the next most recent available Past Presidents. In the event that Past Presidents are not available, the SECTION President shall appoint a Committee Chairman and the Chairman shall complete the Committee by selecting two (2) MEMBERS, subject to the approval of the Executive Committee.
- 5) The Election Committee shall be appointed and operate only when required, in accordance with Article X, paragraph 7.
- 6) The Auditing Committee shall audit the books before each new term in order to verify all accounts prior to transfer of responsibility from the outgoing Treasurer. The Chairman of this Committee shall be a director.
- 7) The Publications Committee shall be responsible for publication of Wilmington ISA's THE SENSOR. The Committee shall comprise at least two (2) MEMBERS - with additional MEMBERS as required. The Webmaster is responsible for the Internet web pages. The Committee shall also handle contracts for announcements, meeting publicity, and printed matter required in the activities of other Committees. The Committee shall have the responsibility of reporting SECTION activities and news to the Editor of INTECH.
- 8) The Steering Committee shall develop in detail the long-range objectives of the SECTION, and shall advise the Executive Committee on the ways and means of attaining these objectives. The Committee shall consist of five (5) MEMBERS: The Chairman, who shall be a Past President, the President-Elect Secretary, the Alternate Delegate and two (2) additional Past Presidents. In the event of the unavailability of Past Presidents, the SECTION President shall appoint a chairman, who shall complete the Committee with MEMBERS, subject to the approval of the Executive Committee.
- 9) The Budget Committee shall be responsible for the preparation of the SECTION operating financial budget for approval by the Executive Committee. The Chairman shall be the President-Elect. Secretary
- 10) The Honors and Awards Committee shall develop and administer the SECTION Honors and Awards programs and recommend the nomination of SECTION members for SOCIETY Honors and Awards.
- 11) The Standards and Practices Committee shall promote the use of ISA standards at the section level and shall assist the ISA Standards and Practices Department in the development of standards through cooperation at the section and district level. The Chairman shall be designated as the SECTION Standards Representative.

- 12) The Directory Committee shall be responsible for the compilation and publication of the SECTION Directory. Frequency shall be determined by the Executive Committee.
- 13) The Instrument Fair Committee shall make all business arrangements for and handle details of the SECTION Instrument Fair. Frequency shall be determined by the Executive Committee.
- 14) The Symposium Committee shall be responsible for selection of technical subject, make all technical and business arrangements and handle details of SECTION Symposium. The Committee shall recommend to the Executive Committee, for their approval, the frequency of holding a symposium.
- 15) The Historian shall be responsible for accumulating significant SECTION items of activity and writing a chapter to be added to the SECTION history each year.
- 16) The Annual Report Committee shall be responsible for collection of reports from all committees, editing and assembling them into an integrated SECTION report, and publishing it for SECTION, District, and National purposes.
- 17) Special Committees may be formed by instruction of the President and appointment of a Committee Chairman. Establishment of special committees and chairmen is subject to approval by the Executive Committee.

### **ARTICLE XIII**

#### **Amendment of By-Laws**

- 1) Amendment of the By-Laws may be proposed by:
  - a. Written Petition signed by at least two (2) MEMBERS and submitted to the Executive Committee at least fourteen (14) days prior to its next meeting.
  - b. Resolution of the Executive Committee.
- 2) Any proposed amendment to the By-Laws shall be advertised to the MEMBERS with reasonable time allowed for MEMBER comments.
- 3) The By-Laws may be amended by a majority vote of the SECTION MEMBERS present at the duly announced meeting of the SECTION.