



## **Bylaws** (as of 26 October 2020)

### **ARTICLE I**    **Name**

**Section 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.”

**Section 2.** Authorized local groups shall be known as Sections and Student Sections.

### **ARTICLE II**    **Purpose**

The purpose of the SOCIETY shall be reflected in the Articles of Incorporation and set out in the mission statement.

### **ARTICLE III**    **Offices**

The principal office, registered office and any other offices of the SOCIETY shall be at such place or places as may be designated by the Executive Board.

### **ARTICLE IV**    **Membership**

**Section 1.** Any person interested in the objectives of the SOCIETY shall be eligible for election to membership in any grade for which eligibility requirements are fulfilled. The Executive Board may establish the process for applying and being accepted as a member.

**Section 2. Membership Grades.** Memberships in the SOCIETY shall be in one of the following grades:

- Student Member. An individual who is registered in a program leading to a related degree or certificate.
- Professional Member. An individual actively involved in supporting the objectives of the SOCIETY.

**Section 3. Additional Grades.** The Executive Board may establish additional honorary or discounted grades of membership.

**Section 4. Benefits.** Members will be entitled to all benefits as established by the Executive Board.

**Section 5. Section Affiliation.** Any member may choose to affiliate with any Section of the SOCIETY, subject to the regulations of the Section, but the SOCIETY will recognize only one voting affiliation at any time for purposes of administration.

**Section 6. Termination of Membership.** A member may resign from the SOCIETY at any time.

The Executive Board may suspend a member if, in its judgment, there is good and sufficient cause. Before any action to suspend a member is taken, the member shall be entitled to reasonable advance notice of the basis for same and the opportunity to submit a response. The suspension may be appealed by the individual at the next meeting of the Council of Society Delegates.

## ARTICLE V Dues

**Section 1. Dues.** The annual dues for membership are due and payable at an amount set by the Executive Board. The Executive Board may increase dues up to 3% annually. Any increase larger than 3% would be brought to the Council of Society Delegates for approval.

**Section 2. Rebates.** The SOCIETY 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:

- For each professional member – 15% of the dues received to the section.
- For each student member, or each graduating student member upgrading to member – 30% of the dues received to the student section.

## ARTICLE VI Council of Society Delegates

**Section 1. General Powers.** The Council of Society Delegates shall control the general policies of the SOCIETY through its powers to amend the Bylaws, and to review the Annual Reports of Officers.

**Section 2. Composition.** Each Section shall designate a member as its SOCIETY Delegate to represent its members and shall specify the term of office.

Each elected Executive Board Member and Vice President of the SOCIETY shall serve ex-officio on the Council of Society Delegates but shall have no vote unless the individual has also been designated by a Section as its SOCIETY Delegate.

**Section 3. Meetings.** The Council of Society Delegates shall meet at least annually. When authorized by the Executive Board, virtual attendance may be utilized.

Notice of the meeting and the proposed agenda shall be sent to the SOCIETY Delegates at least 45 days before the meeting.

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.

**Section 4. Voting Body.** 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.

Each SOCIETY Delegate shall have a voting power equal to the number of SOCIETY professional members on record with ISA in the Section the Delegate represents as of the first day of the month preceding the month in which the vote takes place.

Proxies may not be used in the meetings of the Council of Society Delegates.

**Section 5. Quorum.** A quorum of the Council of Society Delegates consists of Delegates representing both a majority of the number of Sections and a majority of the Section professional members.

**Section 6. Emergency.** 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 Council of Society Delegates.

## Article VII Membership Meetings

**Section 1. Meetings.** A meeting of the SOCIETY shall be held at least annually at a time and place designated by the Executive Board. When authorized by the Executive Board, virtual attendance may be utilized.

Notice of all meetings of the SOCIETY shall be provided to the membership not less than 45 days prior to the meeting.

**Section 2. Parliamentary Authority.** The Executive Board shall establish the parliamentary authority for conducting deliberations at SOCIETY meetings, its governing bodies, and committees.

**Section 3. Voting Privilege.** Each professional member of the SOCIETY shall be entitled to one vote on all questions submitted to the membership of the SOCIETY.

**Section 4. Emergency.** 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.

## Article VIII Executive Board

**Section 1. General Powers and Duties.** The Executive Board shall govern the SOCIETY in accordance with the Articles of Incorporation and these Bylaws. 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.

**Section 2. Composition.** The Executive Board consists of 16 to 19 voting members, including the SOCIETY Officers, six members with leadership experience in the geographic aspects of ISA, three members with leadership experience in the technical aspects of ISA, three members with leadership experience in the operational aspects of ISA, plus up to three at-large members with specific competencies.

**Section 3. Qualifications.** Any Professional Member shall be eligible for election as an officer Executive Board Member. Executive Board members may not be current Vice Presidents or Vice President-elects.

**Section 4. Officers and Duties.** The officers of the SOCIETY shall be the President, President-elect Secretary, Immediate Past President, and Treasurer. The Executive Director shall be a non-voting officer of the SOCIETY. The authorities and responsibilities of each position shall be as delineated in SOCIETY policy.

**Section 5. Elections.** The Executive Board members, except for the Immediate Past President, the President, and at-large members shall be elected by the professional membership during the annual SOCIETY elections in accordance with SOCIETY policy on elections and the terms of office. Each professional member of the SOCIETY is entitled to vote for the SOCIETY President-elect Secretary, SOCIETY Treasurer and Executive Board members.

**Section 6. Term of Office.** The elected Board members with specific leadership experience serve three-year terms staggered such that approximately one-third of the members' terms shall expire each year. An elected member may serve only two terms and may not serve as such again except for additional service as an Officer. The at-large members are appointed by majority vote of the members of the Executive Board for one-year terms.

The Immediate Past President, President and President-elect Secretary serve a one-year term and may not be elected to second term. The Treasurer serves a two-year term and may be re-elected to a second, consecutive term.

**Section 7. Vacancy.** Vacancies on the Executive Board occurring between annual elections of the SOCIETY may be filled with an appointment by the Executive Board until the next regular SOCIETY elections.

In the event that the office of President is vacated between annual elections of the SOCIETY, the President-elect Secretary shall assume the office for the unexpired term and shall succeed to serve their elected term. All other Officer vacancies are filled by appointment of the Board until the next regular SOCIETY elections.

**Section 8. Removal.** Any elected officer or executive board member may be removed from office by a two-thirds majority vote of the Executive Board. The individual subject to removal must be given reasonable advance notice of the proposed removal and an opportunity to be heard at the meeting.

**Section 9. Meetings.** The Executive Board shall establish a schedule of meetings for the year. Notice of any regular or special meeting of the Executive Board shall be given to Executive Board members at least ten days prior to the meeting.

**Section 10. Quorum.** A quorum of the Executive Board shall consist of a majority of the voting members.

**Section 11. Voting.** Decisions of the Executive Board shall be by majority vote of members present and voting.

## Article IX Executive Director

**Section 1. Appointment.** The Executive Board shall appoint an Executive Director.

**Section 2. Duties.** The Executive Director serves as the chief operating director of ISA with duties and responsibilities assigned by the Executive Board. The Executive Director serves as a non-voting member of the Executive Board.

## Article X Nominations

**Section 1. SOCIETY Nominating Committee.** The SOCIETY Nominating Committee shall select at least one nominee for any SOCIETY-voted position that is to become vacant the following year. Each nominee must receive at least a majority vote of a quorum of the SOCIETY Nominating Committee under procedures approved by the Executive Board.

The SOCIETY Nominating Committee shall submit the names of nominees in time to be submitted to the SOCIETY membership at least 30 days before the SOCIETY elections.

**Section 1.a. Composition.** The SOCIETY Nominating Committee shall consist of nine professional members who are selected as follows: three members with leadership experience in the geographic aspects of ISA, appointed by the Geographic Assembly; three members with leadership experience in the technical aspects of ISA, appointed by the Technical Assembly; and three members appointed by the Executive Board. The most recent available Former President shall serve as non-voting chair of the Committee.

**Section 1.b. Term.** Members shall serve a one-year term and shall be eligible to serve a lifetime maximum of four terms.

**Section 1. c. Qualifications.** The members shall be SOCIETY members who have served in leadership positions in the SOCIETY, but shall not be an Officer, District or Department Vice President, District or Department Vice President-elect, or Executive Board member. Other than the chair, former Presidents may not serve as nominating committee members.

**Section 2. Nominations by Petition.** Nominations of individuals qualified may be made by petition submitted to the President, at least 30 days before the annual SOCIETY elections. The petition must be signed by a combination of at least five (5) current or past members of the Executive Board or current or past SOCIETY Vice Presidents in good standing who are members. The President shall publish the additional nominations(s) on the ballot at least 21 days before the election date.

## Article XI Assemblies

**Section 1. Geographic Assembly.** The Geographic Assembly serves as an advisory and activity body reporting to the Executive Board and responsible for administering and overseeing the conduct of Section and District activities as delegated to it by the Executive Board.

**Section 2. Districts.** Subject to the authority of the Executive Board, Sections will be organized into Districts by the Geographic Assembly.

**Section 3. District Vice Presidents.** Any Professional Member shall be eligible for election as a District Vice President. A District Vice President must be a member of a Section in the District he or she is elected to represent and will serve a two-year term.

The SOCIETY Delegates of each section in the District shall nominate and elect a District Vice President-elect in accordance with the terms of office. Each District Nominating Committee shall select nominate at least one person for the office of District Vice President-elect at least 30 days before the election. Nominations may also be made by petition submitted to the District Vice Presidents at least 30 days before the date of the election, signed by SOCIETY Delegates representing at least three (3) Sections in the District. The District Vice President shall validate the credentials of all nominees.

**Section 4. Technical Assembly.** The Technical Assembly serves as an advisory and activity body responsible for administering and overseeing the conduct of activities managed by the Technical Departments as delegated to it by the Executive Board.

**Section 5. Department Vice Presidents.** Any Professional Member shall be eligible for election as a Department Vice President. All Department Vice Presidents will serve a two-year term.

Professional members of the SOCIETY who are Division members may vote for Vice Presidents-elect of the Technical Departments. Professional members of the SOCIETY who are members of ISA Standards Committees may vote for Vice President-elect of the Standards and Practices Department.

**Section 6. Vacancy.** If an office of District 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 Section Delegates of that District. The newly elected District Vice President shall complete the unexpired term and shall be eligible for re-election.

If an office of 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 Department Vice President-elect has not been elected, it shall be filled with an interim appointment by the Executive Board until the next regular SOCIETY elections, at which time the membership shall elect an individual for the unexpired part of the term. Election to serve an unexpired part of a term shall not disqualify such individual from election for the succeeding term.

**Section 7. Removal.** Any elected Vice President may be removed from office by a two-thirds majority vote of the Executive Board. The individual subject to removal must be given reasonable advance notice of the proposed removal and an opportunity to be heard at the meeting.

## Article XII Committees

ISA shall establish, with approval by the Executive Board, such committees, councils, and task forces as may be needed. Standing Committees may be established by and report to the Executive Board.

## Article XIII Member Entities

**Section 1. Member Entities.** Member Entities are established with approval of the Executive Board. The purposes and operations of a Member Entity may not conflict with the Bylaws, policies, or the mission of ISA.

Member Entities will have individual members who are also members of ISA at such grades as established by the ISA Executive Board for all ISA members.

**Section 2. Sections.** Any group of members within a geographical area may petition for recognition as a Section under criteria and policies approved by the Executive Board and shall maintain a relationship with the SOCIETY in accordance with SOCIETY policies.

Each Section shall control and manage the affairs, property, and funds of the Section.

**Section 3. Divisions.** A group of professional members representing a technical area may petition for recognition as a Division and shall maintain a relationship with the SOCIETY in accordance with policies. Any professional member may choose to affiliate with any Division of the SOCIETY.

## Article XIV Subsidiaries

The SOCIETY may own, wholly or partially, subsidiary corporations that may be either taxable or tax exempt as classified by the US Internal Revenue Service or corresponding governmental revenue authority of a foreign country in which the subsidiary is established.

The subsidiaries may be created by acquisition, by assigning ISA activities and assets, or by new formation. The subsidiaries may be authorized by the:

- Council of Society Delegates -- if the subsidiary will include ISA membership, Section, District, Division, or Department activities.
- ISA Executive Board -- if the subsidiary includes any other ISA activities and assets.

## Article XV Legislative and Other Activities

**Section 1. Legislative.** 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.

**Section 2. Other Activities.** 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:

- Shall make loans of SOCIETY or Section funds to any individual or corporation at less than the imputed IRS rate of interest.
- Shall pay excessive compensation for rendered services to any individual or corporation.
- 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.

## Article XVI Fiscal Year

The fiscal year of the SOCIETY shall be determined by the Executive Board.

## Article XVII Dissolution

The SOCIETY may be dissolved as provided under North Carolina law. 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 one or more educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, but not to ISA Sections, 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 XVIII Indemnification

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 the individual in connection with any claim asserted or proceeding brought, to which they may be party by reason of being or having been a member of the Executive Board, Officer or employee of the SOCIETY, as allowed by law and provided that the person to be indemnified acted in good faith; reasonably believed their conduct was in the best interests of the SOCIETY, and, in the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful. 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.

## Article XIX Amendments

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 professional members of the SOCIETY, 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.

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.

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.