

## **ISA LOS ANGELES CONSTITUTION**

### **ARTICLE 1 - NAME**

Section 1. The name of the organization shall be the Los Angeles Section (hereinafter referred to as the SECTION) of the Instrument Society of America (hereinafter referred to as the SOCIETY). The SECTION is a non-profit corporation organized in the State of California in 1957. Original incorporation June 13, 1957. SECTION organized November 14, 1944.

### **ARTICLE 2 - OBJECTIVES**

Section 1. The objectives of the SECTION shall be to advance and reinforce the arts and sciences related to the theory, design, manufacture and use of instrumentation, computers, and systems of measurement and control in the various sciences and technologies for the benefit of mankind.

### **ARTICLE 3 - MEMBERSHIP**

Section 1. Any person interested in the objectives of the SOCIETY shall be eligible for selection to membership in any grade for which eligibility requirements are fulfilled, in accordance with the conditions and procedures specified in the SOCIETY Constitution and ByLaws.

Section 2. Membership grades in the SECTION shall be the same as those in the SOCIETY.

Section 3. Any individual member within the SOCIETY may be affiliated with the SECTION. A SOCIETY member may be a voting member of only one SECTION.

### **ARTICLE 4 - GOVERNMENT**

Section 1. The officers of the SECTION shall be: President, President-Elect, Immediate Past President, Secretary, Treasurer, Vice President - Programs, Honors and Awards Chairman, Vice President - Membership, Vice President - Education, Society Delegate.

Section 2. The officers, except as indicated, shall be elected annually and serve during the SECTION fiscal year beginning July 1.

Section 3. The officers shall constitute an EXECUTIVE BOARD responsible for the affairs, property and funds of the SECTION.

Section 4. No officer shall succeed him or herself except the Secretary, Treasurer and the Society Delegate. A term of office shall not be considered as less than one full SECTION fiscal year.

Section 5. If any officer shall, for an unreasonable time, fail or refuse to perform the duties of the office, the EXECUTIVE BOARD shall demand a resignation. If demand for resignation is refused or ignored the EXECUTIVE BOARD, by affirmative vote of six of its members, shall declare the office vacant.

Section 6. The EXECUTIVE BOARD shall immediately fill any officer vacancy, except President, by an affirmative vote of six of its members.

Section 7. Vacancy in the office of President shall be filled by the President-Elect or if declined then by the most immediate Past President or Past President predecessors, in order.

Section 8. The SECTION shall elect a Society Delegate to act on its behalf at meetings of the Council of Society Delegates and at the district meetings. The Delegate shall serve a term of two years. The EXECUTIVE BOARD shall designate an Alternate Delegate.

Section 9. The SECTION may employ an Executive Director to perform such duties as the EXECUTIVE BOARD may assign.

#### **ARTICLE 5 - LIMITATIONS**

Section 1. This SECTION is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the association shall not carry on any other activities not permitted to be carried on (A) by an association exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (B) by an association contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future Internal Revenue Law).

Section 2. The SECTION will make no endorsements of products, systems or services nor affiliate itself with or give support to any trades labor, political or sales organization.

#### **ARTICLE 6 - AMENDMENTS**

Section 1. Amendments of the Constitution may be proposed by a petition signed by twenty or more voting members of the SECTION or by resolution of the EXECUTIVE BOARD.

Section 2. Within thirty days of a resolution of the EXECUTIVE BOARD or the presentation of a petition to the EXECUTIVE BOARD, the Secretary shall mail - first class - to all voting members of the SECTION a ballot together with the proposed amendments and a statement of reasons. The voting period shall be thirty days following the mailing. The Secretary shall inform the EXECUTIVE BOARD of the results within forty five days of the mailing. An affirmative vote of the majority of the valid ballots returned shall be required for adoption.

## **ISA LOS ANGELES BY-LAWS**

### **ARTICLE 1 - MEMBERSHIP**

Section 1. Membership requirements and annual dues shall be as defined in the SOCIETY By-Laws.

Section 2. Members of other SOCIETY Sections may become affiliated with the SECTION only as non voting members and upon the payment of a \$10 SECTION fee.

### **ARTICLE 2 - OFFICERS**

Section 1. The officers to be elected by the voting members shall be the President-Elect, the Secretary and the Treasurer.

Section 2. The Past President and President shall be determined by ascension.

Section 3. The remaining officers - Vice Presidents of Programs, Membership and Education and the Society Delegate shall be proposed by the incoming President and approved by a majority of the elected and ascending officers at the July EXECUTIVE BOARD meeting.

Section 4. The term of office shall be as prescribed by the SECTION Constitution.

### **ARTICLE 3 - DUTIES OF OFFICE ' S**

Section 1. The President shall be the Chairman of the EXECUTIVE BOARD, preparing and notifying the EXECUTIVE BOARD members of an agenda in advance, conducting meetings monthly, requiring monthly written reports from officers and reporting to the EXECUTIVE BOARD the implementation of its actions. As Chief Executive Officer the President shall submit to the membership a comprehensive list of objectives and a plan of action at the first meeting following installation. The President shall be responsible for the occupants of each EXECUTIVE BOARD office: proposing candidates for those offices to be approved by the EXECUTIVE BOARD, the timely assessment of appropriate fulfillment of officer duties, the prompt initiation of removals and replacements, and a sound plan of present and future leadership development.

Section 2. The immediate Past President shall serve as: (A) Chairman of the Nominating Committee with responsibility to present a single slate of candidates at the April meeting. (B) Chairman of the SECTION Long Range Planning Committee with responsibility to implement or revise previous plans. Such plans shall be communicated to the SECTION membership.

Section 3. The President-Elect shall: (A) Act in the President's absence and immediately assume the office when declared vacant. (B) Evidence planning for the following year's programs and other events. (C) Prepare the SECTION report for submission to the District Vice President by June 1. (D) Support the President and carry out delegated tasks.

Section 4. The Secretary shall: (A) Attend and keep records of all EXECUTIVE BOARD and Membership meetings. (B) Furnish minutes of Board meetings to each officer within ten days of the meeting's adjournment. (C) Maintain a file of all officer correspondence. (D) Receive SOCIETY moneys, record and transmit to the SECTION Treasurer. (E) Include a Treasurer's report with monthly EXECUTIVE BOARD minutes. The SECTION annual financial report shall be included with the minutes of the first meeting. (F) Be responsible for member and officer meeting notification. (G) Provide for a complete turn-over of all records to a succeeding Secretary.

Section 5. The Treasurer shall: (A) Legally act as Financial Officer of the SECTION. (B) Be responsible for all books, records and moneys of the SECTION. (C) Prepare a budget by the first meeting and secure its approval by the EXECUTIVE BOARD and report its conformance at each EXECUTIVE BOARD meeting. (D) Disburse moneys only if conforming to approved budget and upon submission of original invoices. Non budgeted items shall be paid only upon Board approval of original invoices. (E) Secure bond, liability and property damage insurance as needed to protect the officers and members conducting SECTION business. (F) Deliver the books, records and moneys to the Audit Committee prior to the end of the fiscal year - June 30.

Section 6. The Vice President - Programs shall: (A) Provide leadership for the development of a full year's program with consideration of subsequent year's programs. (B) Be responsible for the Membership Meeting program including adequate and advance notice, speaker arrangement, introduction and recognition. (C) Prepare and execute the program portion of the budget.

Section 7. The Vice President - Publicity shall: (A) Provide leadership for a comprehensive publicity program. (B) Directly supervise any SECTION publication, news release or flyer. (C) Maintain liaison with SOCIETY publications. (D) Establish a file of member accomplishments and implement appropriate SOCIETY Honors and Awards nominations. (E) Prepare and execute the publicity portion of the budget.

Section 8. The Vice President - Membership shall: (A) Provide leadership for a dynamic membership program. (B) Actively solicit new members and induct them into SECTION meetings and activities. (C) Monitor the SOCIETY reports of delinquencies and effect a membership retention program. (D) Activate a Regular to Senior Member Advancement program. (E) Establish a file of member accomplishments and implement nominations for Fellow status.

Section 9. The Vice President - Education shall: (A) Provide leadership for a dynamic educational program. (B) Develop specific programs utilizing SOCIETY materials and resources, talents and facilities of local organizations and individuals. (C) Encourage and support student membership. (D) Research and communicate to the membership the instrumentation education opportunities in the area. (E) Identify and support instrumentation educators and their programs.

Section 10. The Society Delegate shall: (A) Serve as the SECTION representative to the Council of Society Delegates. (B) Secure a membership and Board consensus on issues of Council action. (C) Insure, in person, attendance at Council meetings or secure SECTION EXECUTIVE BOARD approval of an alternate. (D) Disseminate to the EXECUTIVE BOARD and SECTION membership the reports of Council activity.

#### **ARTICLE 4 - ELECTIONS**

Section 1. The Past President shall, by the February meeting, appoint and chair the Nominating Committee consisting of at least four past officers. All SECTION members are expected to take initiative in suggesting candidates or volunteering their services.

Section 2. The committee shall observe Article 4 of the SECTION Constitution. No member of the Nominating Committee shall be included in the proposed slate of elected officers. The committee shall publish, in the March SECTION publication, the procedures for floor nominations.

Section 3. The slate of elected officers shall be presented at the March meeting at which time written nominee-approved nominations shall be accepted from the floor or by delivery to the Nominating Chairman within ten days.

Section 4. If no additional nominations are made for elected officers, the Secretary, at the April SECTION meeting, shall be instructed to cast a unanimous ballot in favor of the slate of nominees.

Section 5. If additional nominations are made, the Secretary shall, promptly after the tenth day following the March meeting, mail - first class - a ballot to all voting members of the SECTION. The Secretary shall, on May 1, count and certify the results for presentation at the May EXECUTIVE BOARD meeting. A tie vote shall be resolved by the Nominating Committee.

Section 6. The installation of the elected officers shall take place at the June meeting with the term of office to begin on July 1. The additional officers, approved by the elected officers shall be installed at the July EXECUTIVE BOARD meeting.

#### **ARTICLE 5 - MEETINGS**

Section 1. The annual meeting of the SECTION shall be the regular June meeting.

Section 2. Regular membership meetings shall be held monthly, not required during July and August. At least 80% of the meetings shall be technical in scope of presentation. The EXECUTIVE BOARD shall meet monthly.

Section 3. The Secretary shall be responsible for notifying the membership of the time, place and program of the monthly meeting no later than seven days before the date. This task may be delegated to another officer or person.

Section 4. Special meetings of the SECTION may be called by twenty or more voting members of the SECTION upon a one month notice to the President.

Adopted January 10, 1984

Section 5. Special meetings of the EXECUTIVE BOARD may be called by the President upon a five day notice or by request of five EXECUTIVE BOARD members.

Section 6. A quorum of the members shall be constituted by those members present at a duly called membership meeting. A quorum of the EXECUTIVE BOARD shall be six officers, except three officers at the regular July EXECUTIVE BOARD meeting.

Section 7. Robert's Rules of Order - latest edition - shall determine the conduct of business at all meetings of the SECTION or the EXECUTIVE BOARD.

#### **ARTICLE 6 - AMENDMENTS TO THE BY-LAWS**

Section 1. These By-Laws may be altered, amended or added to by the affirmative vote of a majority of the members present and entitled to vote at any regular meeting of the SECTION, or by the affirmative vote of a majority of the officers at a regular EXECUTIVE BOARD meeting, provided that notice of the proposed alteration, amendment or addition be contained in the notice of the meeting, or by the affirmative vote of eight officers of the EXECUTIVE BOARD in the absence of such notice.

#### **ARTICLE 7 - DISSOLUTION**

Section 1. In event of dissolution the assets shall be distributed to a fund, foundation or corporation, organized and operated exclusively for educational or scientific purposes and exempt from Federal Income Tax, or to a state or local government for public purpose.