

ORANGE COUNTY SECTION ISA

BY-LAWS

Adopted 2015

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ARTICLE I - NAME

- a. The name of this organization shall be ORANGE COUNTY SECTION ISA (aka OCISA, ISA ORANGE COUNTY SECTION, and ISAOC), a non-profit corporation organized in the state of California, hereinafter referred to as the SECTION.
- B. The SECTION shall maintain affiliation with the INTERNATIONAL SOCIETY OF AUTOMATION (aka ISA), hereinafter referred to as the SOCIETY.

ARTICLE II - OBJECTIVES

- a. The objectives of the SECTION shall be those of the SOCIETY: to advance and to reinforce the arts and sciences related to the theory, design, manufacturer and use of systems for measurement and control in the various sciences and technologies for the benefit of mankind.

ARTICLE III – MEMBERSHIP AND EXECUTIVE COMMITTEE

- a. The requirements for SOCIETY membership and annual dues shall be as defined in the SOCIETY By-Laws for the grades of Honorary, Fellow, Life Fellow, Senior, Life Senior, Member, and Student.
- b. All members listed on the SOCITY SECTION Roster shall have voting power in all matters coming before the SECTION General Membership.
- c. Any member I good standing of the SOCITY and a member with another Section shall be eligible to become affiliated with the SECTION, subject to the regulations of the SECTION. Such additional affiliation shall carry no voting power in matters coming before the SECTION. Any dues established by the SECTION for such affiliation shall be invoiced by and paid to the SECTION. Such member shall be called an affiliate member.

ARTICLE IV – QUALIFICATIONS FOR MEMBERSHIP

- a. The Any person who is a member of the SOCITY may become a voting member of the SECTION upon request; a SOCITY member may be a voting member of only one section.
- b. Any person interested in the objectives of the SOCITY 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 SOCITY By-Laws.

ARTICLE V - SECTION OFFICERS

The SECTION Officers shall constitute the Executive Committee and shall conduct all matters of business on behalf of the SECTION, as defined with in these By-Laws.

- a. Elected Officers

1. The elected Officers of the Section shall be elected by the voting members of the SECTION.
 2. The Elected Officers of the SECTION shall be:
 - A. President
 - B. President-Elect / Vice President
 - C. Treasurer
 - D. Secretary
 - E. Society Delegate
- b. Appointed Officers
1. The president shall appoint, with affirmation of the Executive Committee, additional Officers who shall constitute the Chairpersons of the following Standing Committees:
 - A. Program Chairperson
 - B. Education Chairperson
 - C. Membership Chairperson
 - D. Publicity chairperson
 - E. Honors & Awards Chairperson
 - F. Student Section Chairperson
 - F. Arrangements Chairperson
 - F. Web Chairperson
 - F. Parliamentarian
 - G. Other Chairpersons deemed to be necessary to execute the business of the SECTION
 2. The President shall appoint, with affirmation of the Executive Committee, additional Special Committees as deemed necessary to perform special assignments. The Chairpersons of the Special Committees shall not be members of the Executive Committee. The following Special Committees shall be formed as required by these By-Laws:
 - A. Nominations committee
 - B. Election Committee
 - c. Audit Committee
- c. Qualifications
- The elected officers shall be current members in good standing in the SOCIETY, and at least one year prior to their election to office.
- d. Term of Office
1. The Officers shall hold a term coinciding with the SECTION fiscal year, as defined in the SECTION By-Laws. Induction and installation of officers shall be held at the time of the Annual Membership Meeting of the SECTION, or at a time so specified by the SECTION Executive Committee.

- 2. The President shall not succeed himself/herself, except for the following two situations:
 - A. after serving as President to complete the term of his/her immediate predecessor
 - B. the inability of the President-Elect to ascend to and fulfill the duties of PresidentThe following two conditions shall also apply:
 - A. the number of consecutive terms shall be limited to two
 - B. the second consecutive term must further be approved by a simple majority of the members of the ISAOC Board of Directors from his/her first term
- 3. The commitment of the members of the SECTION Executive Committee shall be for one year and shall terminate or be reviewed at the conclusion of the fiscal year.

e. Vacancy in Office

Any office in the SECTION, except President, becoming vacant during its regular term shall be filled by an interim appointment of the SECTION Executive Committee until the next regular election for said office. The president Elect will fill the office of President if it becomes vacant.

f. Duties of the Elected Officers:

- 1. The President shall be the executive head of the SECTION and shall:
 - A. sit as Chairperson of the SECTION Executive Committee.
 - B. preside at all annual, regular and special meetings and at all meetings of the SECTION Executive Committee.
 - C. countersign general public announcements or communications.
 - D. periodically report to the members those matters which the SOCIETY has brought to the President's, the Delegate's or the Secretary's attention.
 - E. submit the SECTION Annual report to the District Vice President prior to June 1.
 - F. give a report of the general and financial condition of the SECTION for the fiscal year at the SECTION's annual meeting.
 - G. in the event the SOCIETY Delegate cannot attend a Council or District Meeting, designate an alternate and so notify the District Vice President prior to the meeting.
 - H. appoint an Audit Committee to review and certify the financial records of the SECTION.

2. The President-Elect shall:
 - A. upon resignation or inability of the President to serve, become President of the SECTION and shall perform duties of the President in case of the President's absence.
 - B. prepare the SECTION Annual report for the President to submit to the District Vice President prior to June 1.
3. The Vice President shall:
 - A. perform duties as directed by the President of the SECTION.
4. The Treasurer shall:
 - A. Be the financial officer of the SECTION
 - B. keep complete records of all monies received and disbursed by or on behalf of the SECTION.
 - C. receive all monies forwarded by the SOCIETY and deposit said monies into the SECTION Treasury.
 - D. certify all bills, upon order of the SECTION Executive Committee, for payment.
 - E. secure proper receipts for all monies disbursed.
 - F. report to the SECTION Executive Committee the financial condition whenever requested.
 - G. have custody of all monies belonging to the SECTION which shall be deposited in accordance with the instructions of the SECTION Executive Committee.
 - H. keep financial accounts and control expenditures in accordance with the annual budget or for any special appropriations approved by the SECTION Executive Committee.
 - I. prepare and submit a SECTION Budget for publication in the CHART.
 - J. prepare and submit a Treasurer's Report for publication in the CHART.
 - K. attempt to arrange for fidelity bond coverage of all officers who are responsible for the assets of the SECTION.
 - L. secure adequate liability and property damage insurance coverage for the SECTION, its officers, and members while on SECTION business, or serving on standing or special committees and acting

- M. prepare or arrange for preparation of the annual tax reports for the Internal Revenue Service (Federal) and the Franchise Tax Board (State of California).
 - N. prepare and submit all the Corporate Nonprofit (tax exempt) Reports.
 - O. within fifteen (15) days following the end of the Treasurer's term or the end of the fiscal year, prepare an annual report. The annual report. The annual report, all financial records and funds shall be turned over to the Audit Committee.
5. The Secretary shall:
- A. act as recording and corresponding secretary.
 - B. attend and keep records of all meetings of the SECTION Executive Committee and regular, special and/or annual meetings of the SECTION.
 - C. arrange to notify the members of the Annual and Special Meetings at least one week in advance of the date of said meetings.
 - D. arrange for typing, duplicating and mailing of committee reports and/or special announcements, as required.
6. The Society Delegate shall:
- A. serve as the SECTION's official representative at all regular or special meetings of the Council of Society Delegates. As a minimum, this means attendance at the Delegates meeting at the Society's annual meeting.
- g. Duties of the Standing committee Chairpersons and their Committees:
- 1. The Program Chairperson shall chair the Program Committee and, in conjunction with this Committee, shall:
 - A. be responsible for regular membership meeting programs and arrangements, which shall include arranging for the speakers, slides, motion pictures, etc., and other necessary facilities. The Chairperson shall serve as host to the speakers during their visits within the geographical area of the SECTION to the meeting.
 - B. advise the publisher of the SECTION Newsletter, THE CHART, of program information.
 - C. perform other related duties as directed by the President of the SECTION.
 - 2. The Education Chairperson shall chair the Education Committee and, in conjunction with this Committee, shall:

- A. be responsible for increasing the member's knowledge of instrumentation science and technology.
 - B. propose and supervise the execution of all SECTION educational activities other than the regular membership meeting programs.
 - C. help develop the subject matter for the monthly technical meetings, special conferences, training courses, etc., to meet the educational needs of the members and the goals and objectives of the SECTION and the SOCIETY.
 - D. bring to the attention of the members pertinent instrumentation information.
 - E. encourage the members to participate in preparing papers for presentation at conferences of the SOCIETY and of other technical organizations.
 - F. maintain liaison with Student Sections and other organizations devoted to technical education and encourage joint programs.
 - G. coordinate, with District 11 and the other Southern California Sections, the organization and communication of the I.S.A. sponsored Professional Engineering Review Class.
 - H. perform other related duties as direction by the president of the SECTION.
3. The Membership Chairperson shall chair the Membership Committee and, in conjunction with this committee, shall:
- A. keep a full and complete record of the membership in the SECTION and serve as liaison with the SOCIETY on matters of membership information.
 - B. maintain an auxiliary mailing list of affiliate members. The Membership Chairperson shall issue an Invoice for the affiliate membership fee, with a copy to the Treasurer, when the affiliates membership is due for renewal. He/she shall turn the affiliate membership income over to the Treasurer within 10 days of receipt.
 - C. promote the growth of the SECTION by actively soliciting new members and by revitalizing the interest of the inactive members.
 - D. advise the SECTION Executive Committee on matters affecting member relations which will assist the SECTION in obtaining new members and keeping present members.
 - E. examine the feasibility of establishing subsections in adjacent areas, and counsel with the District Vice President regarding such establishments.

- F. perform other related duties as directed by the President of the SECTION.
4. The Publicity Chairperson shall chair the Publicity Committee and, in conjunction with this Committee, shall:
 - A. be responsible for news releases and contacts for the publicity of the SECTION.
 - B. develop media contacts for publicizing the meetings and activities of the SECTION.
 - C. prepare and circulate news releases concerning SECTION elections and appointments, meeting programs, speakers, etc. to assure continuing publicity in the local and national papers and technical magazines.
 - D. designate one of its members as INTECH or SOCIETY Correspondent.
 - E. perform other related duties as directed by the President of the SECTION.
 5. The Honors & awards Chairperson shall chair the Honors & Awards Committee and, in conjunction with this Committee, shall:
 - A. be aware of SOCIETY Awards and timely submit SECTION members as candidates.
 - B. make recommendations to the Executive Committee of SECTION members that deserve special recognition so that a special SECTION award may be given.
 - C. perform other related duties as directed by the President of the SECTION.
 6. The Kates Report Committee Chairperson shall chair the Kates Report Committee, and in conjunction with the other members of this Committee, shall:
 - A. prepare the Annual SECTION Kates Report and submit said Report to the President and the President-Elect in accord with the schedule given by the District 11 Vice President.
 - B. provide additional copies submitted as directed by the SOCIETY so that the Report is included in the annual Kates Award competition.
 7. The Parliamentarian shall chair the Rules and procedures Committee and, in conjunction with this Committee, shall:
 - A. prepare procedural guides for the operation of the SECTION.

- B. be responsible for recommendations for amending the SECTION's By-Laws so that they meet the current needs of the SECTION and the requirements of the SOCIETY.
- C. preside on questions of procedure requiring the interpretation of Robert's Rules of Order.
- D. maintain the history file for the SECTION.
- E. perform other related duties as directed by the President of the SECTION.

ARTICLE VI – EXECUTIVE COMMITTEE

- A. The SECTION Executive Committee shall consist of the Elected Officers, the Immediate Past President, and the Appointed Officers as provided in the By-Laws.

ARTICLE VII - NOMINATION AND ELECTION PROCEDURES

a. Nomination

- 1. The President shall appoint a Nominating Committee not later than the March meeting. This committee shall consist of members of the SECTION including the immediate Past President as Chairman. Other members of the SECTION Executive Committee shall be excluded.
- 2. The Nominating Committee shall nominate at least one member each for President-Elect, Vice President, Treasurer, Secretary, and Society Delegate; secure written acceptance from each nominee and shall report at the regular SECTION Meeting in April. In the absence of a full slate from the Nominating Committee, the Section Executive Committee shall be empowered to make such nominations as are necessary to announce a full slate at this meeting.
- 3. Nominations for any office may also be made by any member in good standing. The nomination is to be filed along with the acceptance of the nominee with the Secretary no more than two weeks after the regular Section Meeting in April.

b. Election of Officers

- 1. If no nominations are received other than the slate proposed by the Nominating Committee and/or the Executive Committee, the slate may be elected by vote of a majority of eligible members in attendance at the Regular Section Meeting in May, or any special Meeting held before the Annual Meeting.
- 2. In the event either floor or Nomination Committee nominations provide more than one nominee for any one elected office, the following voting procedure must be followed:

- A. Within one week after the deadline for nominations, a ballot shall be sent to each member containing the names of candidates to be voted upon and indicating which candidates are the nominees of the Nominating Committee.
 - B. The ballots shall be returned to the Nomination Committee no later than the Regular Section Meeting in May. The Nomination Committee shall be composed of three members appointed by the President. The presiding officer shall declare elected those candidates who have received a simple majority of the votes cast for each office. The Nomination Committee shall report the results of the balloting at the May SECTION general meeting.
 - C. In the event of a tie vote, the SECTION Executive Committee shall decide between the tied candidates by secret ballot.
3. The Section President shall notify SOCIETY Headquarters of those elected officers and delegate and those selected as chairpersons of the standing committees immediately following these actions.

ARTICLE VIII – STANDING AND SPECIAL COMMITTEES

- a. To assist the elected officers of the SECTION, standing committees shall be formed within one month of the election of the officers of the SECTION.
- b. Special Committees may be appointed at any time by the President, with the approval of the SECTION Executive Committee, and shall be accountable to the President or such other officer as may be determined by the President.
- c. The President shall be a member, ex-officio, of each standing or special committee.
- d. The duties of the standing and special committees not covered by these By-Laws shall be defined by the President with the approval of the SECTION Executive Committee.
- e. The Special Committees shall be:
 - 1. The Nominating Committee Chairperson, in conjunction with the other members of this Committee, shall:
 - A. Submit elected Officer candidates to the Executive Committee for affirmation.
 - B. Solicit Officer nominations from the general membership.
 - C. Coordinate the candidate nomination process with the candidates and the Executive Committee and obtain the required letters of commitment to the SECTION

- D. Conduct the Officer election in the event that more than one candidate is nominated for any one elected office. The election shall be in accordance with these By-Laws.
- 2 The Audit Committee Chairperson, in conjunction with the other members of this Committee, shall:
- A. Receive directly from the Treasurer, the Treasurer's annual report, the SECTION financial records, and all monies and review said records to assure that all financial activities are properly accounted for.
 - B. Provide a written report within fifteen (15) days of receiving the above financial package, detailing the review findings to the President and the Executive Committee.
 - C. Return the Treasurer's financial records directly to the newly elected Treasurer.
- f. Appointments to all standing and special committees terminate at the end of the fiscal year and are subject to reappointment.

ARTICLE IX – MEETINGS

- a. The Annual Membership Meeting of the SECTION shall be held at the time and place designated by the SECTION Executive Committee. This meeting is normally the last meeting of the fiscal year.
- b. Regular Membership Meetings of the SECTION shall be held one each month except as determined by the Executive Committee, for the discussion of subjects pertinent to the objectives of the SOCIETY. Dates and meeting places of Regular Membership Meetings are to be determined by the SECTION Executive Committee. At least 50 percent of the regular meetings shall be technical in scope of presentation.
- c. Regular Executive Committee Meetings of the SECTION shall be held one each month except as determined by the Executive Committee, for the discussion of subjects pertinent to the objectives of the SOCIETY. Dates and meeting places of Regular Executive Committee Meetings are to be determined by the SECTION Executive Committee.
- d. Special meetings of the SECTION shall be held at such times and places as may be called by the President or in the President's absence by the President-Elect or by any three members of the SECTION Executive Committee or by ten or more members in the SECTION upon reasonable (one Month) notice. Special meetings can be either for the general membership or for the Executive Committee.
- e. Special meetings of the SECTION Executive Committee may be held any time at the call of the President on a ten (10) day notice to the Committee. Three members of the SECTION Executive Committee may call a meeting upon failure of the President to act.
- f. Quorums:

1. At any Membership Meeting of the SECTION, those members present shall constitute a quorum for the transaction of business.
2. In Five (5) members of the SECTION Executive Committee, or 50% of its membership, constitute a quorum for the transaction of business at any meeting of the Committee.

ARTICLE X – VOTING PROCEDURES

- a. All questions coming before the SECTION, its governing body and committees, shall be decided by a majority of the votes cast, except as otherwise provided by these By-Laws.
- B Unless otherwise specified in these By-Laws, vocal or “Show of hands” voting shall be used in meetings. Ballots shall be used when requested by any three (3) members or when recommended by the SECTION Executive Committee.
- c. All members in good standing may be present and participate in the discussions or proceedings or any of the regular, annual or special meetings of the SECTION, and may vote on all questions and in all elections in such meetings.
- d. Each member shall be entitled to one vote on all questions submitted to the membership of the SECTION. Student Members and affiliates shall have no voting power.

ARTICLE XI – DUES

- a. The amount and method of collection of dues of the members shall be as provided in the SOCIETY By-Laws.
- b. The amount and method of collection of dues of affiliate members shall be determined by vote of the SECTION Executive Committee, but normally will be equal to the SOCIETY membership refund to the SECTION.

ARTICLE XII – FINANCES

- a. The fiscal year shall be from July 1st to June 30th.
- b. The SECTION Executive Committee shall adopt in advance of the next fiscal year, an operating budget covering all activities of the SECTION.
- c. All instruments for the payment of money by the SECTION shall be drawn in the name of the SECTION by the Treasurer and signed by any two of the three authorized signatories which shall be the Treasurer, President-Elect and the President.
- d. SECTION Officers shall not receive compensation in any form for services rendered.
- e. The accounts of the SECTION shall be audited annually by an internal audit committee or independent accountant appointed by the President and approved by the SECTION Executive Committee.

ARTICLE XIII – LEGISLATURE AND OTHER PROHIBITED ACTIVITIES

- a. Neither the SECTION nor its officers, nor members of the SECTION, individuals or corporate, acting on behalf of the SECTION, shall engage in any attempt to influence the course of legislation, whether federal, state or local, on behalf of, or as a representative of the SOCIETY in any nation or its subdivisions, be engaging in political activities, expenditures of funds, propaganda or by participating in any course of similar conduct on behalf of or as a representative of the Instrumentation, Systems and Automation Society.
- b. The SECTION or any officer or member acting on behalf of the SECTION:
 - 1. Shall not make loans of SECTION funds to any individual or corporation.
 - 2. Shall not pay excessive compensation for rendered services to any individual or corporation.
 - 3. Shall not sell or transfer securities owned by the SECTION corporation for less than the prevailing market value at the time of such sale or transfer.

ARTICLE XIV – PARLIAMENTARY AND OTHER AUTHORITY

- a. The current edition of Robert’s Rules of Order Newly Revised may govern the proceedings of the SECTION at the discretion of the presiding officer.
- b. The SECTION’s By-Laws shall be subordinate to the By-Laws of the SOCIETY.

ARTICLE XV – AMENDMENTS TO THE BY-LAWS

- a. Amendments to these By-Laws may be proposed by any member of the SECTION Executive Committee.
- b. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the eligible voting members present at any regular meeting or special meeting, at which there is a quorum.

ARTICLE XVI – LIMITS OF SECTION ACTIVITIES

- a. Notwithstanding any other provision of these By-Laws, the SECTION shall not conduct or carry on any activities permitted or carried on by an organization exempt under Section 501(c) (3) of the U.S. Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE XVII – DISSOLUTION

The SECTION shall use its funds only to accomplish the objectives and purpose specified in these By-Laws and no part of its funds shall inure to or be distributed to the members of the SECTION. On dissolution of the SECTION, the net assets remaining after payment of all debts shall revert to the SOCIETY within ninety (90) days of dissolution, to be used for charitable and educational purposes under Section 501(c)(3) of the U.S. Internal Revenue Code as it now exists or as may be amended