

CONSTITUTION AND BY-LAWS

INTERNATIONAL SOCIETY OF AUTOMATION
ST. LOUIS SECTION
(As amended April 4, 2009)

CONSTITUTION

ARTICLE I. Name

1. The name of the corporation shall be: INTERNATIONAL SOCIETY OF AUTOMATION - ST. LOUIS SECTION, hereinafter referred to as (Section). The Section must be operated on a nonprofit basis. Any operation that accrues financial benefits to the private or personal interest of any member is strictly prohibited.
2. The parent organization shall be the ISA - INTERNATIONAL SOCIETY OF AUTOMATION, hereinafter referred to as (Society), and the St. Louis Section shall operate as a local group (Section) of the Society.

ARTICLE II. 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 III. Membership

1. Individual memberships within the Section shall be Society members who have been assigned to the Section by the Society or have voluntarily elected to become affiliated with the Section, and shall consist of voting and non-voting members as follows:
 - A. Voting members:
 - Honorary Members
 - Fellows
 - Life Members
 - Senior Members
 - Members
 - B. Non-Voting members:
 - Reciprocal Members
 - Student Members
 - Virtual Student Members
 - Affiliated Members
 - Reduced Dues Members

ARTICLE IV. Qualification for Membership

1. Any person interested in the objective of the Section shall be eligible for election to membership in a class for which he is eligible, in accordance with the conditions and procedures specified in the Section By-Laws.

ARTICLE V. Dues

1. The amount and method of collection of dues of the Section shall be as provided in the By-Laws.
2. Assessments upon members shall be made if it becomes necessary by the procedure outlined in Article X (2) of the Constitution of the Section.

ARTICLE VI. Government

1. The Executive Board of the Section, hereinafter referred to as the Board, shall determine the operating policies, and shall administer the affairs, assets and funds of the Section. The Constitution and By-Laws of the Section in all decisions shall govern the Board.
2. The voting members of the Section shall nominate and elect the Board, and shall have the right by petition of one-third of the Section voting members to recommend changes in the operating and fiscal policies of the Board.

3. The Board shall consist of the following officers and members:

A. Officers:

President
Vice-President
Treasurer
Secretary

B. Members:

Program Chairman
Assistant Program Chairman
Membership Chairman
Assistant Membership Chairman
Past President/Society Delegate

4. The duties of the Board shall be set forth as in the Section By-Laws.

5. Authority is hereby vested in the President and Treasurer to have access to the safe deposit box, and to withdraw funds from the savings and checking accounts of the Section. When instructed by the Board, they may buy, sell, or transfer bonds or other securities, or personal property owned by the Section and to sign contracts binding the Section to their fulfillment. The presence and/or signatures, where required, of either of these Officers shall be sufficient to exercise this authority.

6. Robert's Rules of Order, Revised, where applicable, shall determine the conduct of business in all meetings of the Section, its Board and Committees, except that the Rules may be waived by a majority vote of those present at any meeting.

ARTICLE VII. Officers and Executive Board

1. The terms of office of the Board Members and Officers of the Section shall be:

Past President/Society Delegate	Two year
President	Two year
Vice-President	Two year
Treasurer	Two year
Secretary	Two year
Program Chairman	One year
Assistant Program Chairman	One year
Membership Chairman	One year
Assistant Membership Chairman	One year
Newsletter Editor	One year
Web Master	One year
Golf Outing	One year
Honors and Awards	One year

a. A Vice-President shall be elected every two years. At the conclusion of his term of office, he shall automatically succeed to the Presidency.

b. A Secretary shall be elected every two years. At the conclusion of his term of office, he shall automatically succeed to the position of Treasurer.

c. An Assistant Program Chairman shall be elected each year. At the conclusion of his term of office, he shall automatically succeed to the position of Program Chairman.

d. An Assistant Membership Chairman shall be elected each year. At the conclusion of his term of office, he shall automatically succeed to the position of Membership Chairman.

ARTICLE VIII. Election of Officers and Executive Board

1. A Nominating Committee shall present the name of a candidate for each position on the Board becoming vacant each year, except the Past President/Society Delegate and except the President, Vice President, Treasurer, and Secretary which shall be presented every two years. These candidates shall be announced in written, recordable means of communication, either paper or electronic, to all Section voting members at least seven days before the regular April Section meeting at which time election of the Board will take place. Additional nominations may be made by written petition of five Section voting members, and presented at this meeting. Election will be by secret ballot, unless there is only one candidate for each office, in which case, the candidate will automatically succeed to the office. A simple majority vote shall elect a candidate to any office. In the event of a tie, the Nominating Committee candidate will be declared the elected officer.

2. The Society Delegate shall be appointed as provided in Article IX.
3. Any Section voting member shall be eligible to hold any Section elective or appointive position.

ARTICLE IX. Society Delegate

1. The Section is represented at the Society level by a Delegate to the Council of Society Delegates. As such, he plays a vital role in the communications system between the local Section and the Society. In the framework of the Society's organization, he is also a member of the District Council. He acts as liaison between his Section and the Society Executive Board through the District Vice-President. In this position, he must be well informed regarding Society and Section affairs, and must be prepared to attend all meetings of the Council of Society Delegates, the District Council, and Board.

2. The immediate Past President shall be elected Society Delegate by the incoming Board at its first regular meeting and is an ex-officio voting member of the Executive Board.

3. The Section President shall serve as the Alternate Society Delegate, and shall maintain a duplicate file of the activities of the Society as passed on to the Society Delegate. In the event that it is impossible for the Society Delegate to serve, temporarily or permanently, the Section President may serve or may appoint a substitute.

ARTICLE X. Amendment of the Constitution

1. Amendment of the Constitution may be proposed by a petition signed by one-fourth of the total number of Section voting members, or by a resolution of the Board. The proposed Amendment will be submitted by written, recordable means of communication, either paper or electronic, to the Membership, together with a statement of the reasons for the change, and a recordable means of casting their vote, either paper or electronic. If submitted by mail, the means of casting votes shall include a ballot, ballot envelope, and return envelope. The Amendment will become effective immediately if two-thirds of the ballots received at the end of a two-week period from the date of submittal, are in favor of the change.

2. An opinion or vote on matters of importance to the operation and/or organization of the Section may be initiated by the same procedures as an Amendment to the Constitution, and become binding upon the Section under the same conditions.

3. The Constitution and By-Laws of the Section shall not be in conflict with the Constitution and By-Laws of the Society. In case of conflict, or in situations not otherwise provided for, the current Society Constitution and By-Laws shall be controlling.

BY-LAWS

ARTICLE I. Classes of Membership

1. The classes of membership for the Section shall be in accordance with Article I of the Society By-Laws, as amended.

ARTICLE II. Membership Election Procedure

1. The Membership Election Procedure for the Section shall be in accordance with Article II of the Society By-Laws, as amended.

ARTICLE III. Transfer of Membership

1. Transfer of membership shall be in accordance with Article III of the Society By-Laws, as amended.

ARTICLE IV. Termination of Membership

1. A Member may be terminated in accordance with Article V of the Society By-Laws, as amended.

ARTICLE V. Dues and Publication

1. The annual dues of the Society, portion refunded to the Section, and method of dues collection shall be in accordance with the Society By-Laws, Article VI, as amended.
2. Publications and benefits to which the members are entitled shall be in accordance with the Society By-Laws, Article VII, as amended.

ARTICLE VI. Duties of Officers and Executive Board

1. The President shall be the executive head of the Section, and shall have general supervision of all activities of the Section. He shall prepare an annual budget for approval no later than the October meeting of the Board. He shall act in accordance with the policies set up by the Board. He shall preside at the meetings of the Section, and shall be an ex-officio member of all Committees. The President shall also be responsible for keeping the Vice-President, and Board, informed of his/her plans and activities. The Vice-President shall assume the duties of the President in his absence, and the Treasurer shall assume the duties of the President in absence of both.
2. The Vice-President shall keep informed of the plans and activities of the President to the extent that He may assume the duties of the President at any time. He should attend all Section meetings and activities to attain this purpose, and he shall perform any other duties assigned by the President of the Section. He shall be responsible for the publication and distribution of the Section Directory. He shall hold transition and planning meetings of incoming and outgoing Board Members between the June and September Section meetings.
3. The Secretary shall record the minutes of the Board meeting, and publish them immediately following each Board meeting. He shall keep all Section records and shall act as a Historian of the Section, if no Historian has been appointed. He shall act as Corresponding Secretary for the Section to the Society Office on general matters of Section business. He shall advise the Society Office within five (5) days of any changes in personnel holding Section offices. He shall receive in writing from other members of the Board and from all Committee Chairmen such information, which should be included in Section records. He shall perform any other duties assigned by the President of the Section.
4. The Treasurer shall be the financial officer of the Section. He shall collect all funds due the Section in connection with meeting activities. He shall keep complete financial records and shall report the financial condition of the Section to the Board each month. He shall file all necessary returns as required by the various taxing authorities. The Section President may have an audit of the financial records at the end of each fiscal year, which shall be from July 1st to June 30th, and report the results of their audit to the incoming Section President.
5. The Program Chairman shall arrange for the program at the regular Section meetings. He shall provide the physical facilities and equipment required for the meeting, entertain the speaker for the meeting and perform any other necessary functions. He shall be reimbursed for all reasonable personal expenses not otherwise provided for. He shall give counsel and assistance to the Assistant Program Chairman, as necessary in the execution of the latter's duties.

6. The Assistant Program Chairman shall have as his principal duty the arrangement and selection of programs and procurement of speakers for the succeeding year. He shall receive from the Program Chairman all correspondence and source material for programs, which have accrued from previous years. He shall also obtain current information from the Society office as to available speakers, films, and other programming aids. If possible, the program should be completed prior to the regular September meeting so that it can be publicized at that time. He shall make all arrangements and host the Society President/Annual Awards meeting, the introduction of new officers, and act as Liaison for accommodations for the visiting Society President. The Assistant Program Chairman shall assist the Program Chairman as necessary, and shall perform any other duties assigned by the President of the Section.
7. The Membership Chairman shall undertake a program designed to retain and expand the membership. The technique and nature of activities may vary yearly, but should be directed at programs to attract members and keep them active. The reception of guests at regular meetings is an important function of the Membership Chairman. He shall compile a list of inactive and prospective members, and take such action as is appropriate. He shall process membership applications to the Society office and maintain the master membership record.
8. The Assistant Membership Chairman shall primarily provide publicity services. He shall be supplied with a current list of members and addresses. He shall prepare a master mailing list of members and non-members, and keep this list up-to-date. He shall act as a Section Correspondent to the Society's publications, local newspapers and other publicity media.
9. The immediate Past President having led the Section in the previous year, usually is assigned the role of "Elder Statesman". In this capacity, he shall assist in maintaining the continuity of policies and practices, and in advising the current officers in operation of the Section. The President shall assign him special problems for study and recommendations. He shall be responsible for the Scholarship and Corporate Awards committees.
10. The Board will hold regular monthly meetings at a time and place mutually agreed upon. Additional meetings may be called at the discretion of the President. A majority of Board members shall constitute a quorum, and all business shall be decided by a majority vote, except as otherwise provided.
11. A vacancy occurring for any reason on the Board shall be filled by a majority vote of the members of the Board to complete the un-expired term. The person filling this vacancy is eligible for nomination to the Board at the next regular election.
12. The members and officers elected to the Board shall take office on July 1st each year.
13. The repeated failure of any Board Member to attend and take part in Board meetings without sufficient reason, may be construed by the Board to be equivalent to resignation, and by a majority vote of the Board, the office shall be filled as provided herein.
14. The President, with approval of the Board, may change assignments of Board Members, if desirable.
15. Written reports from all Board Members and Committee Chairman shall be provided with a copy of these reports for Section records.

ARTICLE VII. Nominating Committee

1. A Nominating Committee of four members shall be appointed in January by the Section President to nominate candidates for those offices becoming vacant in the forthcoming year. The Nominating Committee shall consist of the latest available Past President (who shall serve as Chairman), the next latest available Past President, and two Section Voting Members who are not members of the Board. The Nominating Committee shall meet as often as necessary to complete the required list of candidates. The nominations shall be submitted orally at the regular March Section meeting and published in the April meeting notice.
2. The Nominating Committee shall be guided by Article VI of the Section By-Laws, in determining qualifications of nominees for offices becoming vacant.

ARTICLE VIII. Other Committees

1. The President, with the approval of the Board, shall appoint the Chairman of such Committees as are required to carry out the current activities of the Section. These committees would include functions such as Honors and Awards, Standards and Practices, Education, Publication Editor, etc. The Chairman of these Committees shall report to the President, or his designate, and may recruit other Committee Members as required to assist in the work.

ARTICLE IX. Meetings

1. All meetings of the Section shall be held monthly, except July and August, at a time and place designated by the Board.