

THE ISA HOUSTON SECTION A NON-PROFIT ORGANIZATION BYLAWS

(Adopted March 6, 1974) (Revised July & October, 1980) (Revised October, 1984)
(Revised December, 1988)
(Revised May 6, 1992)
(Revised August 21, 1998)
(Revised October 4, 2000)
(Revised May 4, 2005)
(Revised March 3, 2007)
(Revised September 4, 2013)
(Revised June 7, 2017)
(Revised May 11, 2022)

ARTICLE I. NAME

The name of this corporation is The ISA Houston Section as incorporated under the Texas Non- Profit Corporation Act. Hereinafter the corporation shall be referred to as the "SECTION". ISA, The International Society of Automation, is hereinafter referred to as the "SOCIETY".

ARTICLE II. OBJECTIVES

The purpose of the SECTION is to advance the arts and sciences related to the theory, design, manufacture and use of instruments and controls in the various sciences and technologies.

The SECTION is organized and operated exclusively for educational, scientific and other non- profit purposes.

Subsections may be organized to further these purposes.

ARTICLE III. POLICIES

1. The SECTION's Bylaws shall not be in conflict with the Constitution and Bylaws of the SOCIETY. The SECTION and members of the SECTION shall abide by the Bylaws of the SECTION.

2. The SECTION may promote its objectives by holding technical meetings, by conducting educational programs, and by other such means for the dissemination of knowledge concerning instrumentation.

3. Neither the SECTION, nor its officers, nor members of the SOCIETY 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 or its SECTIONS by political activities, expenditure of funds, or propaganda.

4. Notwithstanding any other provisions of these Bylaws, the SECTION shall not conduct or carry on any activities not permitted an organization which is exempt under Section 501(c)(3) of the United States Internal Revenue Code and its regulations as they now exist or as they may be amended.

5. The SECTION shall maintain affiliation with the SOCIETY.

ARTICLE IV. MEMBERSHIP

The membership of the SECTION shall consist of members of the SOCIETY who desire to affiliate with the SECTION.

Members shall be categorized as: Honorary Members, Life Fellows, Life Members, Fellows, Senior Members, Members, Student Members, and Affiliated members.

ARTICLE V. GOVERNMENT

1. General Policies of the SECTION shall be controlled by the Board of Directors through its powers to initiate changes to these Bylaws, to establish budget policies, and to review the annual Reports of the Officers.

2. The determination of operating policies and the control of the affairs, property, and funds of the SECTION shall be vested in the Board of Directors, except as may be otherwise provided by these Bylaws.

3. All major actions, decisions, and programs of the individual Officers and Directors shall be subject to approval of the Board of Directors.

4. When it is deemed advisable by the Board of Directors, the Board shall appoint an auditor to report on the financial condition of the SECTION.

5. 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 Bylaws.

6. When there is only one nominee for an office, a motion to elect by acclamation is in order. Ballots shall be used in the contested election of Officers.

7. All members not in arrears for dues and otherwise in good standing may be present and participate in the discussions or proceedings of any of the regular, annual, or special meetings of the SECTION and may vote on all questions and in all elections in such meetings. Each member is entitled to one vote on such matters.

8. Affiliated members of the SECTION whose primary membership is in another SECTION of the SOCIETY and STUDENT MEMBERS shall have no voting power in this SECTION.

ARTICLE VI. OFFICERS AND DIRECTORS

1 – OFFICERS

The Officers of the SECTION shall consist as a minimum of the following: PRESIDENT VICE PRESIDENT SECRETARY TREASURER PROGRAM DIRECTOR NATIONAL DELEGATE Additional Board positions may be nominated by the President or nominating committee and, if elected, shall have voting rights on Board action items.

2 – DIRECTORS

The Board of Directors of the SECTION shall be the Officers listed and any additional Board members elected in accordance with Article VI, Section I.

3 – EX-OFFICIO DIRECTORS

National or district officers of the SOCIETY who are members of the SECTION shall be ex-officio members of the Board of Directors of the SECTION without voting privileges.

ARTICLE VII. ELECTION OF OFFICERS

1. The Annual SECTION Election of Officers and Directors shall be held in JUNE and elected officers shall assume office at the JULY Board meeting.
2. The officers shall be elected annually and shall hold office for the fiscal year.
3. At least three (3) months prior to the annual election meeting, the President shall appoint two
(2) members to the Nominating Committee to assist the Nominating Committee Chairman. The Nominating Committee Chairman shall be the Immediate Past President. The Nominating Committee, by Majority vote, shall select a slate of officer candidates and secure from each candidate a statement signifying his willingness to be nominated and to serve if elected. At the regular meeting immediately preceding the election meeting, the Nominating Committee shall make its report to the SECTION and place the slate of candidates in nomination.
4. The officers shall have been members of the SECTION in good standing for at least 1 year prior to their election to office.
5. The President shall not succeed himself in the same office.
6. At the regular meeting immediately preceding the election meeting and at the election meeting, nominations of qualified members in addition to those presented by the Nominating Committee will be accepted from the floor, provided the member nominated signifies his willingness to be nominated and to serve if elected.
7. The written announcement of the annual election meeting shall specify that the election will be held and shall include the slate of candidates as determined at the meeting preceding the election.
8. Any office of the SECTION, except President, becoming vacant during its regular term shall be filled by a majority vote of the Board of Directors until the next regular election

for said office. The President's Office becoming vacant during its regular term shall be filled by the Vice President.

ARTICLE VIII. FINANCE

1. The fiscal year shall be from July 1st to June 30th.
2. At the beginning of the fiscal year the Board of Directors shall review the proposed budget as prepared by the past Treasurer and establish a budget for that fiscal year.
3. All instruments for the payment of money by the SECTION shall be drawn in the name of the SECTION, signed by the treasurer or assistant treasurer, and countersigned by the President or Vice President of the SECTION.
4. Each member of the Board of Directors shall be indemnified by the SECTION against expenses reasonably incurred by him in connection with any claim asserted or proceedings brought to which he may be made a party by reason of his being, or having been, a member of the Board of Directors of the SECTION, except in relation to matters as to which he shall be found, by a disinterested person or persons to whom the question may be referred by the Board of Directors, or shall be finally adjudged to be, liable for negligence or misconduct in the performance of his duties as such member of the Board of Directors. The SECTION, at its own expense, may settle any such claim asserted or proceeding brought, when such settlement appears to be in the best interest of the SECTION. Expenses against which members of the Board of Directors may be indemnified hereunder include the amount of any settlement or judgment, costs, counsel fees, and related charges therefor.
5. Members of the SECTION Board of Directors shall not receive financial compensation for Board functions.
6. The SECTION shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no SECTION funds shall inure to the benefit of any member.

ARTICLE IX. MEETINGS

1. Meetings of the SECTION shall be held regularly. A quorum shall be considered to exist, for the purpose of conducting business, of qualified voting members at a slated meeting.
2. Meetings of the Board of Directors shall be held regularly or at any time at the call of the President. Four (4) members of the Board of Directors may also call a meeting. Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE X. COMMITTEES

1. Each Officer may appoint one or more committees to assist him in the execution of his duties.
2. Committee reports to the Board of Directors shall be made by the officer in charge of the committee or, in his absence, his designated substitute.
3. When deemed advisable by the President, the Chairmen of special committees shall attend the Board of Directors meeting to present the committee report.

ARTICLE XI. [THIS ARTICLE IS DELETED WITH May 11, 2022 REVISION]

ARTICLE XII. TERMINATION OF MEMBERSHIP AND DISSOLUTION OF ORGANIZATION

1. Any member whose SOCIETY membership has been duly terminated by the society, according to the provisions of the SOCIETY's Bylaws, shall have his SECTION membership automatically terminated.
2. On dissolution of the SECTION, the net assets remaining after payment of all debts shall revert to the SOCIETY within ninety days of dissolution, to be used for charitable and educational purposes in compliance with Section 501(c)(3) of the United States Internal Revenue Code as it now exists or as it may be amended.
3. On dissolution of a subsection, the net assets remaining after payment of all debts shall revert to the SECTION treasury.
4. The Board of Directors may dissolve any subsection for cause.

ARTICLE XIII. IMPEACHMENT OF OFFICERS

Any Officer or Board Member may be impeached by the following procedure.

- (a) Impeachment may be originated by any member's complaint in writing to the Board of Directors.
- (b) The impugned Officer shall be heard by the Board of Directors after due notice, after which the Board of Directors may submit the matter to the SECTION membership for disposition at a regular meeting.
- (c) Subsequent to the provisions of Article XIII, Section b, an officer may be removed from office by a two-thirds (2/3) vote of the qualified voting members present.

ARTICLE XIV. AMENDMENTS TO BYLAWS

These Bylaws may be amended by a two-thirds (2/3) vote of the qualified voting members present. A proposed amendment shall be published with the announcement of the regular meeting at which the vote is to be taken. The proposed amendment should also be read at the preceding regular meeting.

ARTICLE XV. UNDEFINED POINTS

Any points not covered in these Bylaws or the SOCIETY's Bylaws shall be governed by Robert's Rules of Order Newly Revised.