

ISA Denver Section  
Constitution & Bylaws

Adopted April 18, 1983  
Amended April 15, 1985  
Amended May 27, 2009

Constitution

Article I - Name

- (1) The name of this organization shall be: INTERNATIONAL SOCIETY OF AUTOMATION, DENVER SECTION, a non-profit corporation organized in the state of Colorado, hereinafter referred to as the SECTION.
- (2) The SECTION shall maintain affiliation with the INTERNATIONAL SOCIETY OF AUTOMATION, hereinafter referred to as the SOCIETY.

Article II - Objectives

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, manufacture and use of instrumentation, computers, and systems for measurement and control in the various sciences and technologies for the benefit of mankind.

Article III - Membership

- (1) The membership grades in the SECTION shall be the same as those of the SOCIETY:
  - Student Member
  - Virtual Student Member
  - Member
  - Senior Member
  - Fellow
  - Life Member
  - Life Senior Member
  - Life Fellow
  - Honorary
- (2) Any individual member within the SOCIETY may be affiliated with the SECTION. The SOCIETY will recognize only one voting affiliation at any time for the purposes of administration.

#### Article IV - Qualifications for Membership

- (1) Any person who is a member of the SOCIETY may become a voting member of the SECTION upon request; a SOCIETY member may be a voting member of only one Section.
- (2) 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, in accordance with the conditions and procedures specified in the SOCIETY Constitution and Bylaws.

#### Article V - Officers and Executive Committee

- (1) The officers of the SECTION shall be:

President  
Vice President  
Secretary  
Treasurer

- (2) The SECTION Executive Committee shall consist of the Officers, the immediate Past President, and the chairs of the Standing Committees as provided in the Bylaws.

#### Article VI - Government

- (1) The Executive Committee of the SECTION shall control the general policies of the SECTION through its powers to initiate changes in this Constitution and 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 Executive Committee, except as may be otherwise provided by this Constitution and Bylaws.
- (3) The SECTION shall control and manage the affairs, property, and funds of the SECTION.

#### Article VII - SOCIETY Representatives

- (1) The SECTION president shall serve as Delegate to the District 8 Council and Council of Society Delegates meeting(s) representing the views of the SECTION member, and shall keep the SECTION informed of the policies and actions of the Council and shall serve as a voting member of the Council.

- (2) Under the ISA Bylaws, each Section is obligated to appoint their delegate to the Council of Society Delegates, Proxies are not permitted; however, if the SECTION president cannot attend the Council meeting, as Section President, he may appoint an alternate Delegate.
- (3) The SECTION president shall appoint an alternate delegate to the District 8 Council meeting or any other meeting if he cannot attend.

#### Article VIII - Amendment of the Constitution

- (1) Amendment of this Constitution may be proposed by a petition signed by one or more of the members in the SECTION, excepting Student Members, or by a resolution of the SECTION Executive Committee.
- (2) Within thirty days following the presentation of a petition to the SECTION Executive Committee, or by resolution of that body to amend the Constitution, the proposed amendment(s), with a statement for or against the reasons, shall be mailed by the Secretary to all members in the SECTION eligible to vote. Adoption of the amendment shall be decided by a majority of votes cast. The voting period shall be for thirty days following the mailing of the proposed amendment (s), by the Secretary. The Secretary shall inform the SECTION Executive Committee of the results of the vote within 45 days of the mailing.

#### Article IX - Limits of Section Activities

Notwithstanding any other provision of this constitution, the SECTION shall not conduct or carry on any activities not permitted to be conducted 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. Equivalent revenue regulations of a governing body outside the U.S. shall apply to Sections not covered by 501(c)(3) of the U.S. Internal Revenue Code.

#### Bylaws

##### Article I - Membership

- (1) The requirements for SOCIETY membership and annual dues shall be defined in the SOCIETY Bylaws Article I and XI for the grades of Honorary, Fellow, Senior, Member, Student, Life Senior Member, and Life Fellow.
- (2) Any member of the SOCIETY having voting affiliation with

another section shall be eligible to become affiliated with this 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.

## Article II - Section Officers

### (1) Elected Officers

The Officers of the SECTION shall be elected by the voting members of the SECTION.

### (2) Qualifications

The Officers shall have been members in the SECTION, in good standing, for at least one year prior to their election to office, or have been nominated by a majority vote of the Executive Committee and confirmed by a vote of the SECTION Membership. This does not apply during the SECTION's first year in existence.

### (3) Term of Office

- (a) The Officers shall be elected annually and shall hold office for the fiscal year, as defined in the SECTION Bylaws. Induction and installation of Officers shall be held at the time of the annual meeting of the SECTION, or at a time so specified by the SECTION Executive Committee.
- (b) The President shall not succeed himself, except for an incomplete term begun by his predecessor, or as recommended by a majority vote of the Executive Committee and confirmed by a vote of the SECTION Membership.

- (c) The commitment of the members of the SECTION Executive Committee shall be for one year and shall terminate or be renewed at the conclusion of the fiscal year.

(4) 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 Vice President will fill the office of President if it becomes vacant.

(5) Duties of the Officers and Society Delegates

- (a) The President shall be the executive head of the SECTION and shall sit as chair of the SECTION Executive Committee, shall preside at all annual monthly and special meetings and at all meetings of the SECTION Executive Committee, shall countersign all public announcements or communications, shall periodically report to the members those matters which the SOCIETY has brought to the President's, the Delegate's, or the Secretary's attention. The President shall submit the SECTION annual report to the District Vice President prior to June 1. The President shall give a report of the general and financial condition of the SECTION for the fiscal year at the SECTION's annual meeting.
- (b) The Vice President shall, 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.
- (c) The Vice President shall assist the President and fill in for the President as necessary.
- (d) The Treasurer shall be the financial officer of the SECTION; shall keep complete records of all monies received and disbursed by or on behalf of the SECTION; shall secure proper receipts of all monies disbursed; shall report to the SECTION Executive Committee the financial condition whenever requested; shall have custody of all monies belonging to the SECTION which shall be deposited in accordance with the instructions of the SECTION Executive Committee; shall keep financial accounts and control expenditures in accordance with the annual budget for any special appropriations approved by the SECTION Executive Committee; shall arrange for fidelity bond coverage of all officers who are responsible for the assets of the SECTION: shall 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 in their officially assigned duties. Within ninety days following

the end of each fiscal year, the Treasurer shall prepare an annual report which shall reflect an audit by an external audit committee or independent accountant as determined by the SECTION Executive Committee. At the expiration of the terms of office, he shall deliver to the successor all books, records, money, and other property in his charge, or in the absence of a successor, shall deliver such properties to the President.

- (e) The Secretary shall act as recording and corresponding secretary; shall keep a full and complete record of the membership in the SECTION and serve as liaison with the SOCIETY on matters of membership information and other matters of SECTION-SOCIETY relationships; shall attend and keep records of all meetings of the SECTION Executive Committee and regular, special and/or annual meetings of the SECTION; shall arrange to notify the members of the regular and annual meetings; shall receive all monies forwarded by the SOCIETY and turn said monies over to the Treasurer; shall certify all bills upon order of the SECTION Executive Committee for payment by the Treasurer; shall arrange for typing, duplicating, and mailing of committee reports and/or special announcements, as required.
- (f) The SOCIETY Delegate shall 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 that generally is held during the Fall Leadership Meeting immediately prior to the Fall Conference and Exhibit. In the event the SOCIETY Delegate cannot attend a Council meeting, the President of the SECTION shall designate an alternate and so notify the District Vice President prior to the meeting.

### Article III - Nomination and Election Procedures

#### (1) Nomination

- (a) The President shall appoint a Nominating Committee not later twelve weeks before the annual general meeting. This committee shall consist of members of the SECTION including the immediate Past President as Chair. Other members of the SECTION Executive Committee shall be excluded.
- (b) The Nominating Committee shall nominate at least one member each for President, Vice President, Treasurer, and Secretary securing written acceptance from each nominee. In the absence of a full slate from the Nominating Committee, the SECTION Executive Committee shall be empowered to make such nominations as
- (c) 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 Nominating Committee reports.

(2) Election of Officers

- (a) Within one week after the deadline for nominations, a letter, or email, ballot shall be sent to each MEMBER not in arrears for dues 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 Election Committee composed of three members and appointed by the President. The presiding officer shall declare elected those candidates who have received a majority of the votes cast for each office. The Election Committee shall report the results of the balloting at the annual meeting.
- (c) In the event of a tie vote, the SECTION Executive Committee shall decide between the tied candidates by secret ballot.
- (d) The SECTION President shall notify SOCIETY Headquarters of those elected as officers and delegates and those selected as chairs of the standing committees immediately following these actions.

Article IV - Committees

- (1) To assist the officers of the SECTION, standing and special committees shall be formed within one month of the election of the officers of the SECTION. The immediate past President, the newly elected officers, and the newly elected President of the SECTION acting as chair, shall appoint the following standing committees:

- Rules and Procedures Committee(including Historian)
- Education Committee
- Program and Arrangements Committee
- Budget and Finance Committee
- Membership Recruitment and Retention Committee
- Publicity Committee (includes INTECH Correspondent)
- Section-Division Liaison Committee
- (Other Committees - Optional)

- (2) The standing committees shall each consist of not less than three members. The chair of each such committee shall be accountable to the President, as a member of the SECTION Executive Committee, for the performance of the committee.
- (3) Special committees shall be appointed 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.
- (4) The President shall be a member, ex-officio of each standing or special committee.
- (5) The duties of the standing and special committees not covered by ARTICLE IV shall be determined by the President with the approval of the SECTION Executive Committee.
- (6) Appointments to all standing and special committees terminate at the end of the fiscal year and are subject to re-appointment.

#### Article V - Functions of the Standing Committees

- (1) The Rules and Procedures Committee shall concern itself with recommendations for amending the SECTION's Constitution and Bylaws so that they meet the current needs of the SECTION and the requirements of the SOCIETY. This Committee shall maintain the history file for the SECTION.
- (2) The Education Committee shall concern itself with increasing the member's knowledge of instrumentation and science and technology. It shall help develop the subject matter for the monthly technical meetings, special conferences, training courses, etc., to meet the educational needs of the members. It shall bring to the attention of the members pertinent instrumentation information. It shall encourage the members to participate in preparing papers for presentation at conferences of the SOCIETY and of other technical organizations. It shall maintain liaison with Student Sections and other organizations devoted to technical education and encourage joint programs.
- (3) The Program Committee shall be responsible for the conduct of all regular technical meeting programs. It shall arrange for the speakers, slides, motion pictures, etc., and other necessary facilities. It will serve as host to the speakers during their visits within the geographical of the SECTION to the meeting.

- (4) The Budget and Finance Committee shall consist of the President, Vice President, Secretary, Treasurer, and immediate Past President. The Treasurer shall serve as Chair. The Committee shall counsel with the President on the annual budget of the SECTION and prepare recommendations for the SECTION Executive Committee. The Budget and Finance Committee may perform such other duties in connection with the SECTION finances as the SECTION Executive Committee may determine from time to time.
- (5) The Membership Recruitment and Retention Committee shall promote the growth of the SECTION by actively soliciting new memberships and by revitalizing the interest of inactive members. It shall advise the President and the SECTION Executive Committee on matters affecting membership relations which will assist the SECTION in obtaining new members and keeping present members. It will examine the feasibility of establishing sub-sections in adjacent areas; and will counsel with the District Vice President regarding such establishments.
- (6) The Publicity Committee shall develop media and contacts for publicizing the meetings and activities of the SECTION. It shall 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. One of its members shall be designated INTECH Correspondent.
- (7) The Section-Division Liaison Committee shall promote good relations and a technical interchange between the SECTION and Divisions of the SOCIETY. It shall publicize Division activities in the SECTION newsletter and shall encourage all members of the SECTION to join and become active in the Divisions.

#### Article VI - Meetings

- (1) The annual 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.
- (2) In order to maintain an active status with the SOCIETY, a minimum of three regular meetings of the SECTION shall be held each year except during June, July, and August, for the discussion of subjects pertinent to the objectives of the SOCIETY. Dates and meeting places of regular meetings are to be determined by the SECTION Executive Committee. At least three-fourths of the regular meetings shall be technical in scope and presentation.
- (3) 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 Vice President, or by any three members of the SECTION Executive Committee or by ten or more members in the SECTION upon reasonable notice.

- (4) The Secretary shall mail or cause to be mailed notices of time and place of each meeting to all members so that they are received at least one week prior to the date of each meeting indicating in said notice the nature and purpose of the meeting.
- (5) Regular meetings of the SECTION Executive Committee shall be held each month in such time and place as designated by the President.
- (6) Special meetings of the SECTION Executive Committee shall be held any time at the call of the President. Three members of the SECTION Executive Committee may call a meeting upon failure or refusal of the President to act.
- (7) Quorums:
  - (a) At a meeting of the SECTION, 10% of the SECTION membership shall constitute a quorum for the transaction of business or
  - (b) A majority of the SECTION Executive Committee shall constitute a quorum for the transaction of business at any meeting of the committee. One of the majority SHALL be either the SECTION President or SECTION Vice President.

#### Article VII - Voting Procedures

- (1) 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 this Constitution and Bylaws. In no case shall any member have more than one vote.
- (2) Unless otherwise specified in this Constitution and Bylaws, vocal or "show of hands" voting shall be used in meetings. Ballots shall be used when requested by any member or when recommended by the SECTION Executive Committee in voting on SECTION matters.
- (3) 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, and may vote on all questions and in all elections in such meetings.
- (4) Each member shall be entitled to one vote on all questions submitted to the membership in the SECTION. Student Members and non-voting affiliates shall have no voting power.

## Article VIII - Dues

- (1) The amount and method of collection of dues of the members shall be as provided in the SOCIETY Bylaws.
- (2) The amount and method of collection of dues of non-voting affiliate members shall be determined by vote of the voting SECTION members.

## Article IX - Finance

- (1) The fiscal year shall be from July 1st to June 30th.
- (2) The Treasurer shall give a bond in a penal sum approved by the SECTION Executive Committee for the faithful performance of his duties. The premiums for the bond shall be paid by the SECTION.
- (3) Upon the recommendation of the Budget and Finance Committee, the SECTION Executive Committee shall adopt in advance of the next fiscal year, an operating budget covering all activities of the SECTION.
- (4) All instruments for the payment of money by the SECTION shall be drawn in the name of the SECTION and signed by the Treasurer and counter-signed by the President, or Vice President, or Secretary. In no event shall the signing and countersigning be done by the same person, nor shall the recipient of the payment sign or countersign the instrument of payment.
- (5) The SECTION Executive Committee shall approve and establish a budget of estimated expenditures and receipts at the beginning of each fiscal year.
- (6) Each member of the SECTION Executive Committee shall be reimbursed by the SECTION for reasonable expense related to that office in the SECTION. This does not apply to persons found negligent in the performing their duties by a disinterested person or persons chosen by the SECTION Executive Committee. In such a case, the SECTION at its own expense, may settle any such claim which appears to be in the best interest of the SECTION. Approval of expense reimbursement shall be based on written guidelines which have been approved by vote of the SECTION members.
- (7) Members of the SECTION Executive Committee and officers of the SECTION shall not receive compensation in any form for services rendered.
- (8) 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 X - Legislature and Other Prohibited Activities

- (1) Neither the SECTION nor its officers, nor members of the SECTION, individual or corporate, 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, by 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 International Society of Automation.
- (2) Neither the SECTION nor any officer or member acting on behalf of the SECTION:
  - (a) Shall make loans of SECTION funds to any individual or corporation at less than the prevailing rate of interest or with inadequate security as collateral.
  - (b) Shall pay excessive compensation for rendered services to any individual or corporation.
  - (c) Shall sell or transfer securities owned by the SECTION to any individual or corporation for less than the prevailing market value thereof at the time of such sale or transfer.
- (3) The SECTION's Constitution and Bylaws shall not be in conflict with the Constitution and Bylaws of the SOCIETY. The SECTION and members shall abide by the Constitution and Bylaws of the SECTION.

## Article XI - Parliamentary Authority

The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the SECTION, its governing bodies and committees in all cases not provided for in these Bylaws.

## Article XII - Amendments of Bylaws

- (1) The SECTION Executive Committee shall when necessary initiate action to amend the Bylaws so that they are in harmony with the Constitution and any amendment thereto. If a proposed amendment to the Constitution will require an amendment to the Bylaws, notice of the Bylaws amendment shall be submitted to the members in the SECTION along with the notice of the proposed constitutional amendment.

- (2) Those Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the eligible voting members present at any regular meeting or special meeting, at which there is quorum, if at least two weeks written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting. Amendments may be proposed by any member, officer, or the Executive Committee.

#### Article XIII - Dissolution

The SECTION shall use its funds only to accomplish the objectives and purposes specified in this Constitution and Bylaws 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 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.