

# **International Society of Automation**



*Setting the Standard for Automation™*

**ISA – Niagara Frontier Section, Inc.**

**BYLAWS**

**Accepted June 7, 2010  
Effective August 1, 2010**

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**ARTICLE I - NAME**

1. The name of this organization shall be:  
**ISA - Niagara Frontier Section, Inc** a nonprofit corporation organized in the State of New York, hereinafter referred to as the SECTION.
2. The SECTION shall maintain affiliation with the International Society of Automation hereinafter referred to as the SOCIETY or ISA and is subordinate to 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  
Member  
Senior Member  
Life Member  
Fellow  
Life Fellow  
Honorary Member

2. The membership classes are defined as follows:
  - a. Student Member - an individual who is registered in a program leading to a measurement and control related degree or certificate.
  - b. Member - any person desiring to support the objectives of the SOCIETY.
  - c. Senior Member - A Member or an applicant who, at the time of request for advancement or admission, shall:

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- i. Be a graduate of a baccalaureate engineering or science curriculum, with at least six years of active work relating to the objectives of the SOCIETY, two of which shall have been in a position of responsible charge, or
- ii. If not a graduate of a baccalaureate engineering or science curriculum, have 10 years of active work relating to the objectives of the SOCIETY, two of which shall have been in a position of responsible charge.

For purposes of subpart i of this Section, each master's degree may be counted as one of the six years of active instrumentation work and a doctorate may be counted as two of the six years. Registration as a registered professional engineer or equivalent may be counted as one of the six years and current certification by one of the ISA programs may be counted as one of the six years.

- d. Fellow - A Senior Member who meets the following criteria and has been elected by a majority vote of the Executive Board of the SOCIETY:
  - i. Possession of outstanding and acknowledged engineering or scientific attainments in a field related to Society objectives;
  - ii. Senior Membership in the SOCIETY;
  - iii. Membership in the SOCIETY for at least five years;
  - iii. At least ten years of active work in a field related to SOCIETY objectives;
  - iv. Nomination by a SOCIETY member;
  - v. Recommendations by a minimum of five members of Fellow, Life Fellow, or Honorary Member classes or alternatively, a combination of nine members of Senior, Fellow, Life Senior, Life Fellow, or Honorary Member classes; and
  - vi. A recommendation for election by the SOCIETY Admissions Committee.
- e. Life Member, Life Senior Member or Life Fellow - a Member, Senior Member, or Fellow who has been a member in good standing for a total of at least 25 years and whose combined age and years of ISA membership (total of years in all member classes, including student) equals or exceeds the sum of 90.
- f. Honorary Member - an individual whose outstanding contributions to the advancement of the arts and sciences of instrumentation are worthy of special recognition. An Honorary Member shall without further payment of dues have all the

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rights and privileges enjoyed by all other classes of membership and shall be awarded an appropriate certificate, pin, and membership card.

3. 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 interested in the objectives of the SOCIETY shall be eligible for membership at the grade for which eligibility requirements are fulfilled in accordance with the conditions and procedures specified in the SOCIETY Bylaws.
2. All members must be current with the dues of the Society and the Section to remain a member.

**ARTICLE V – VOTING RIGHTS**

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 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 VI - GOVERNMENT**

1. The Executive Board of the SECTION shall control the general policies of the SECTION through its powers to initiate changes in these Bylaws, to establish budget policies, to review the annual reports of the officers and to exercise all power and authority of a Board of Directors under the laws of the State of New York.
2. The SECTION Executive Board shall consist of the Officers, the immediate Past President, the SOCIETY Delegate and Alternate Delegate, and the chairmen of the Standing Committees as provided in these Bylaws.

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

**ARTICLE VII – SECTION OFFICERS**

1. The officers of the SECTION shall be:  
President  
Vice President  
Secretary  
Treasurer

2. Elected Officers

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

3. Qualifications

The officers shall have been members in the SECTION, in good standing, for at least one year prior to their election to office, unless approved by consensus of Executive Board.

4. 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 Board.

- b. The President shall not serve more than two consecutive terms, except for an incomplete term begun by his predecessor.

5. 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 Board until the next regular election for said office. The Vice President will fill the office of President if it becomes vacant.

6. Duties of Officers

- a. The President shall be the executive head of the SECTION and shall sit as Chairman of the SECTION Executive Board, shall preside at all annual monthly and special

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meetings and at all meetings of the SECTION Executive Board, 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 Treasurer shall be the financial officer of the SECTION; shall keep complete records of all moneys received and disbursed by or on behalf of the SECTION; shall secure proper receipts for all moneys disbursed; shall report to the SECTION Executive Board the financial condition whenever requested; shall have custody of all moneys belonging to the SECTION which shall be deposited in accordance with the instructions of the SECTION Executive Board; shall keep financial accounts and control expenditures in accordance with the annual budget for any special appropriations approved by the SECTION Executive Board; shall arrange for "Directors & Officers" (D&O) coverage for 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 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 Board. At the expiration of the term 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.
- d. The Secretary shall act as recording 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 Board and regular, special and/or annual meetings of the SECTION; shall arrange to notify the members of the regular and annual meetings at least one week in advance of the date of said meeting; shall receive all moneys forwarded by the SOCIETY and turn said moneys over to the Treasurer; shall certify all bills upon order of the SECTION Executive Board for payment by the Treasurer; shall arrange for typing, duplicating, and mailing of committee reports and/or special announcements, as required.

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**ARTICLE VIII – SOCIETY DELEGATE**

1. The SECTION shall designate a SOCIETY member to act as its SOCIETY Delegate at meetings of the Council of Society Delegates and shall specify the term of office. The SECTION may designate a SOCIETY Member as an Alternate Delegate as provided by these Bylaws.
2. The SOCIETY Delegate shall have a voting power equal to the number of SOCIETY members, except Student Members, in the SECTION the Delegate represents; the count of SOCIETY members being the number authenticated by the Executive Director as of the first day of the month preceding the month in which the vote takes place.
3. 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 Conference and Exhibit.

**ARTICLE IX – LIMITATIONS OF SECTION ACTIVITIES**

Notwithstanding any other provision of these Bylaws, 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. **[NOTE:** Equivalent revenue regulations of a governing body outside the U.S. shall apply to Sections not covered by Section 501 (c)(3) of the U.S. Internal Revenue Code.]

**ARTICLE X – NOMINATION AND ELECTION PROCEDURES**

1. Nomination
  - a. The President shall appoint a Nominating Committee not later than the January meeting. This committee shall consist of members of the SECTION, the immediate past president, and President, who will serve as chairman. Other members of the SECTION Executive Board shall be excluded.
  - b. The Nominating Committee shall nominate at least one member each for President, Vice President, Treasurer, Secretary, and SOCIETY Delegate securing written acceptance from each nominee and should report at the regular SECTION meeting in February. In the absence of a full slate from the Nominating Committee, the SECTION

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Executive Board shall be empowered to make such nominations as are necessary to announce a full slate at this meeting.

- 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 ballot will be communicated 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 an 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 Board shall decide between the tied candidates by secret ballot.
- d. The SECTION president shall notify SOCIETY Headquarters of those elected as officers and delegate and those selected as chairmen of the standing committee immediately following these actions.

**ARTICLE XI - 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 SOCIETY Delegate, with the newly elected President of the SECTION acting as chairman, 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



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2. It is suggested that the standing committees consist of not less than three members. The chairman of each such committee shall be accountable to the President, as a member of the SECTION Executive Board, for the performance of the committee.
3. Special committees shall be appointed by the President with the approval of the SECTION Executive Board 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 XII shall be defined by the President with the approval of the SECTION Executive Board.
6. Appointments to all standing and special committees terminate at the end of the fiscal year and are subject to re-appointment.

**ARTICLE XII – FUNCTIONS OF THE STANDING COMMITTEES**

1. The Rules and Procedures Committee shall concern itself with recommendations for amending the SECTION's 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 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 speakers, slides, motion pictures, etc., and other necessary facilities. It will serve as host to guest speakers during their visits within the geographical area of the SECTION.
4. The Budget and Finance Committee shall consist of the President, Vice President, Secretary, Treasurer, and immediate Past President. The Treasurer shall serve as Chairman. The Committee shall counsel with the President on the annual budget of the SECTION and prepare recommendations for the SECTION Executive Board. The Budget and

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Finance Committee may perform such other duties in connection with the SECTION finances as the SECTION Executive Board 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 Board 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 subsections 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 XIII - MEETINGS**

1. The annual meeting of the SECTION shall be held at the time and place designated by the SECTION Executive Board. This meeting is normally the last meeting of the fiscal year.
2. Regular meetings of the SECTION shall be held once each month except during the summer recess, 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 Board. At least four 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 Board or by ten or more members in the SECTION upon reasonable notice.
4. The Secretary shall communicate notices of time and place of each meeting to all members at least two weeks prior to the date of each meeting indicating in said notice the nature and purpose of the meeting.

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5. Regular meetings of the SECTION Executive Board shall be held each month in such time and place as designated by the President.
6. Special meetings of the SECTION Executive Board shall be held any time at the call of the President. Three members of the SECTION Executive Board may call a meeting upon failure or refusal of the President to act.
7. Quorums:
  - a. A response of twenty (20) percent of the SECTION membership at any given time shall constitute a quorum for the transaction of SECTION business.
  - b. A majority of the SECTION Executive Board shall constitute a quorum for the transaction of business at any meeting of the committee.

**ARTICLE XIV – 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 these Bylaws.
2. Unless otherwise specified in these 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 Board 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 nonvoting affiliates shall have no voting power.

**ARTICLE XV - 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 XVI - FINANCE**

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1. The fiscal year shall be from July 1st to June 30th.
2. Upon recommendation of the Budget and Finance Committee, the SECTION Executive Board shall adopt in advance of the next fiscal year, an operating budget proposal 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 or President, and countersigned by the Treasurer or President, or by a Board member authorized by the SECTION Executive Board. In no event shall the signing and countersigning be done by the same person.
5. The SECTION Executive Board 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 Board shall be reimbursed by the SECTION for reasonable expenses related to that office in the SECTION. This does not apply to persons found negligent in performing their duties by a disinterested person or persons chosen by the SECTION Executive Board. 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 Board 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 Board.

**ARTICLE XVII – 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 individuals or corporations at less than the prevailing rate of interest or with inadequate security as collateral.

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- 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 is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or pay dividends, and no part of the net earnings or assets of the SECTION shall inure, upon dissolution or otherwise, to the private benefit of any individual. This clause supersedes any previous clause regarding inurement.

**ARTICLE XVIII- 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 XIX – RELATIONSHIP OF SECTION TO SOCIETY**

1. The SECTION reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, or Bylaws. The Articles of Incorporation and Bylaws, and Amendments thereto, may not conflict with the policies of the SOCIETY. The Executive Board of the SOCIETY, by majority vote, has plenary power to nullify or alter provisions of the SECTION'S Articles of Incorporation or Bylaws, or Amendments thereto, or to nullify other actions of the SECTION, if it determines that such provisions or actions are injurious to the SOCIETY.
2. These 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 Board.

**ARTICLE XX - DISSOLUTION**

The SECTION shall use its funds only to accomplish the objectives and purposes specified in these 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 (90) days of dissolution to be used for

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charitable and educational purposes under Section 501 (c) (3) of the U.S. Internal Revenue Code as it now exists or as it may be amended. **[NOTE:** Equivalent revenue regulations of a governing body outside the U.S. shall apply to Sections not covered by Section 501 (c) (3) of the U.S. Internal Revenue Code.]