

**American Society for Quality**

**SECTION BYLAWS**

**Austin Section**

07/31/02

**PREAMBLE**

WHEREAS this Austin Section became a Section of the American Society for Quality as of February 1977, and

WHEREAS such association with the American Society for Quality has continued since that date and is continuing,

NOW THEREFORE THIS SECTION DOES HEREBY DECLARE:

1. That it became bound, through said association by the Certificate of Incorporation and the Bylaws of said Society, and by the laws under which said Society is incorporated;
2. That it continues so bound;
3. That it accordingly retains only those autonomous powers not in conflict with the limitations so imposed;
4. That these, its Section Bylaws, are intended to govern, and shall govern, only in local matters, and only to the extent that such matters shall not be covered by the Bylaws of said Society, and
5. That these Section Bylaws may be amended only with the concurrence of the Board of Directors of said Society.

FOR THE AMERICAN SOCIETY FOR QUALITY, Inc.:

Approval by the Board of Directors on \_\_\_\_\_ (*date*) is hereby certified by  
\_\_\_\_\_ (*signature*) President on \_\_\_\_\_ (*date*).

FOR THE AUSTIN SECTION:

Adoption by the Section on: \_\_\_\_\_ (*date*)

Certified by Section Secretary on: \_\_\_\_\_ (*date*)

\_\_\_\_\_ (*printed name of Section Secretary*)

\_\_\_\_\_ (*signature of Section Secretary*)

## SECTION BYLAWS

### Austin Section

#### AMERICAN SOCIETY FOR QUALITY

---

### ARTICLE I

#### 1.0 NAME, OBJECTIVES AND GOVERNMENT

##### **Section 1.1**      *Name*

1.1.1 The name of this organization shall be Austin Section, American Society for Quality.

##### **Section 1.2**      *Objectives*

1.2.1 The objectives of this Section shall be advancement of the theory and practice of Quality and the allied arts and sciences and the maintenance of high professional standing among its members. To this end, its purposes shall be those set forth in ARTICLE I Section 1.2 of the Society's Bylaws.

##### **Section 1.3**      *Government*

1.3.1 This Section shall be governed by the Certificate of Incorporation of the Society, by the provisions of the statutes under which the Society is incorporated, by the Bylaws of the Society, and by these it's Bylaws.

1.3.2 The stated location of the headquarters of this Section is Austin, Texas.

## **ARTICLE II**

### **2.0 MEMBERSHIP**

#### ***Section 2.1      Membership***

- 2.1.1 Any member of the Society, in good standing in any grade, shall be eligible for affiliation with this Section in the same grade.
- 2.1.2 Upon acceptance by this Section of a candidate for affiliation who is not a member of the Society, said candidate may consummate such affiliation by becoming a member of the Society by being enrolled by the Society in a grade of membership for which he/she qualifies. His/her affiliation with the Section shall then continue so long as he/she remains in good standing as a member of the Society, or until he/she expresses a desire to transfer to another Section thereof.
- 2.1.3 This Section shall accept for affiliation with it all members of the Society in good standing who may be designated for such affiliation by the President of the Society.
- 2.1.4 This Section shall accept for affiliation with it all Organizational members of the Society in good standing who may be designated for such affiliation. Only the Organizational member representative may hold office or serve on any committee, board or council of the Society or its units.
- 2.1.5 Termination of membership in the Society shall automatically terminate membership in this Section.

#### ***Section 2.2      Enrolled Students***

- 2.2.1 Enrolled Students in the Society, who desire affiliation with this Section, shall be enrolled as students in this Section.
- 2.2.2 This Section shall not enroll as a Student, any person not so enrolled by the Society, and termination of such enrollment by the Society shall terminate enrollment by this Section.
- 2.2.3 Enrolled Students shall not be deemed to be members of the Section in the sense of being Regular or non-Regular Members thereof. Accordingly, they shall not have the privilege of the floor at Annual or other business meetings of the Section, and they shall not have the right to vote or hold office in the Section. Otherwise, they shall have all privileges of full Section membership.

## **ARTICLE III**

### **3.0 FINANCIAL**

#### ***Section 3.1 Fiscal Year***

3.1.1 The fiscal year of this Section shall coincide with the fiscal year of the Society.

#### ***Section 3.2 Dues***

3.2.1 Invoices for Annual Dues will be mailed to each member of the Society affiliated with this section on or before each member's annual membership renewal date by Society Headquarters staff. Said invoices will be payable as of said date to ASQ.

3.2.2 Upon receipt by the Society of:

- (1) Dues remitted under the provisions of Section 3.2.1 of these Bylaws, or
- (2) Initial Dues remitted under the provisions of Section 5.3.3 of these Bylaws, the Treasurer of the Society will remit to the Treasurer of this Section, to cover Section operating expenses for the fiscal year involved, a predetermined amount as stated in the Society Bylaws of the annual individual Member dues for each member of the Society affiliated with this Section the dues of whom have been so paid, as specified in the Society's Bylaws.

#### ***Section 3.3 Use of Funds***

3.3.1 Funds of this Section may be expended only upon approval of the Section Executive Committee, and only for local Section purposes incident to advancing attainment of the objectives and purposes of the Society. Activities for which such expense is incurred shall be limited to the geographical area immediately contiguous to the headquarters of this Section.

3.3.2 Nothing in the ARTICLE shall be so construed as to prevent the voluntary duly authorized transfer to the Society, of funds belonging to this Section, either for unrestricted use in advancing the general objectives and purposes of the Society, or for more restricted purposes specified by this Section and acceptable to the Board of Directors of the Society.

3.3.3 Nothing in the ARTICLE shall be so construed as to prevent joint participation by this Section with other Sections of the Society, with Divisions of the Society, or with corresponding units of other societies of an engineering, technical, statistical, management, or similar character, in local or regional projects calculated to advance the objectives and purposes of this Society such projects being limited to the approximate geographical area contiguous to the headquarters of the participating Sections of this Society. Neither shall the provisions of this ARTICLE prevent this Section from defraying its proper proportionate share of any expense involved in such projects, provided that all participating organization units shall have reached in advance in each case, the necessary agreement required by the Bylaws of this Society with respect to the financing and reporting of the financial results of such projects.

- 3.3.4 All checks or other drafts on Section funds, for the payment of bills for Section operating expenses or for any other duly authorized purpose, shall be drawn in the name of the Section and signed by the Section Treasurer or the Section Chair.

### **Section 3.4      *Annual Report***

- 3.4.1 At the conclusion of each fiscal year, the Officers shall prepare an Annual Report covering the work of this Section during that fiscal year. In addition to a review of the activities of the Section, this Report shall include:
- (1) A summary of the income and expenses of the Section during the fiscal year in question;
  - (2) A summary and total statement of any payments made in advance, of the accounts receivable, and of all other such current assets of the Section as of the close of the fiscal year in question;
  - (3) A summary and total statement of any income received in advance, of the accounts payable, and of all other current liabilities of the Section as of the close of the fiscal year in question;
  - (4) A Section Balance Sheet as of the close of the fiscal year in question, and
  - (5) A reconciliation of the Net Worth of the Section as of the close of said fiscal year with its Net Worth as of the close of the immediately preceding fiscal year.
- 3.4.2 The portion of each Section Annual Report covered by Sections 3.4.1(1), 3.4.1(2), 3.4.1(3), 3.4.1(4), and 3.4.1(5) of these Bylaws shall be audited and certified by the Section Auditing Committee.
- 3.4.3 The Annual Report covered by Section 3.4.1 of these Bylaws, and audited and certified as required by Section 3.4.2 of these Bylaws, shall be presented in summary at the first regular meeting of this Section following the close of the fiscal year in question, and copies of the complete Annual Report shall be available at that meeting for examination by the Section membership and/or distributed via Section Newsletter or general mailing.
- 3.4.4 A complete copy of the Annual Report as described in 3.4.1 of these Bylaws, audited and certified as required by Section 3.4.2 of these Bylaws, shall be forwarded by the outgoing treasurer of this Section to the Headquarters Accounting Department by August 15.

### **Section 3.5      *Contributions***

- 3.5.1 Contributions for the general support of this Section, or designated for a specific purpose approved by the Section Executive Committee, may be accepted from individuals, corporations, or other sources, but shall not be solicited.

### **Section 3.6      *Dissolution***

- 3.6.1 It is the intent of the Society to use reasonable and prudent efforts to assist any Section that is struggling or in trouble in order to protect the rights and privileges of Section

members, provide expected services, and protect the financial funds and legal status of the Society. See Policies and Procedures S-3.

- 3.6.2 In the event of dissolution of this Section, any remainder of its net assets after discharge of all its just debt and other legal and moral obligations, shall be paid to the Society.

## **ARTICLE IV**

### **4.0 SECTION OFFICERS**

#### ***Section 4.1 Section Officers***

4.1.1 The Officers of this Section shall be Section Chair, Section Vice Chair, Section Secretary, and Section Treasurer.

#### ***Section 4.2 Requirements***

4.2.1 All officers of this Section shall be Regular Members of the Society affiliated with this Section. An incumbent officer who fails to maintain good standing in the Society shall be deemed to have vacated his/her office.

4.2.2 The terms of all officers of this Section shall be for the fiscal year for which they shall have been elected, and shall continue until their respective successors have been elected and qualified.

4.2.3 No person shall hold the office of Chair of this Section for more than two successive full terms.

4.2.4 No person shall hold the office of Treasurer of this Section for more than two successive full terms.

#### ***Section 4.3 Removal From Duties***

4.3.1 If an officer ceases to meet the position qualifications stated in Article V, the position shall be considered vacant.

4.3.2 Officers who fail to perform the necessary duties satisfactorily may be removed as specified by the Society's Policies and Procedures.

#### ***Section 4.4 Vacancies***

4.4.1 In case of a vacancy in the office of Section Chair, the Section Vice Chair, if there be only one, shall succeed immediately to the Chair of the Section, thereby vacating the office of Vice Chair.

4.4.2 Should more than one Vice Chair assume or be in office at the time a Chair begins a new term or succeeds to the office of Chair, then:

- (1) Immediately upon his/her assumption of office, and in no event later than 30 days thereafter, the Section Chair, with the advice and concurrence of a majority of all of the members of the Executive Committee then so serving, shall designate that Vice Chair who shall succeed to the Chair in the event of a vacancy in the office of Section Chair.

(2) Should the Chair become incapacitated prior to his/her having made the designation provided for in Section 4.4.2(1) of these Bylaws, then the Executive Committee shall designate one of the Vice Chairs to succeed to the Section Chair. [Section 4.4.2 is an alternate to be used when the alternate of more than one Vice Chair is used.]

4.4.3 Vacancies in Section offices other than Chair shall be filled for the unexpired term by appointment by the Executive Committee.

## **ARTICLE V**

### **5.0 POWERS AND DUTIES OF SECTION OFFICERS**

#### ***Section 5.1 Section Chair***

- 5.1.1 The Section Chair shall be the chief executive officer of the Section, and shall preside at all meetings of the Section and of the Executive Committee. He/she shall appoint all Standing and Additional Committees, and shall be an ex-officio member of all Committees of the Section. The Chair shall represent the Section in all matters involving meetings or other contacts with other local, regional or national groups, or shall appoint an alternate.
- 5.1.2 In the absence of the Section Treasurer, the Section Chair shall sign any duly authorized checks or other drafts upon the funds of the Section.

#### ***Section 5.2 Section Vice Chair***

- 5.2.1 In the absence of the Section Chair, the Section Vice Chair (designated Section Vice Chair, or in his/her absence, a Vice Chair [alternate]) shall perform all of the duties and shall be vested with all of the powers of the Section Chair.

#### ***Section 5.3 Section Secretary***

- 5.3.1 The Section Secretary shall give notice of all meetings of the Section, of the Executive Committee and of the Executive Committee, and keep a true and complete record of the proceedings at all such meetings. The Section Secretary shall issue all other authorized notices of the Section.
- 5.3.2 The Section Secretary shall maintain a complete and accurate roster of the names, addresses, and grades of membership of all members of the Society affiliated with this Section, and of all enrolled Students in this Section.
- 5.3.3 The Section Secretary may receive applications and initial dues from applicants for admission to membership in the Society, and applications for advancement to the grade of Member or Senior Member of the Society. In such an event, the Section Secretary shall immediately forward the original signed enrolled student or regular member application to Society headquarters together with all dues paid in connection therewith. Any Senior membership upgrade requests will be forwarded to the Examining Chair of the Section.
- 5.3.4 The Section Secretary may be called upon at any time by the Section Executive Committee to report membership totals by member grade. They should therefore maintain a current and accurate membership count. Sections without a designated Database Chair will receive a monthly activity report including resigned, deceased, new, renewed, transferred in and transferred out, information changes and a list of unpaids

from September to March. Section Secretaries should request this information from Section Database Chairs on a monthly basis.

- 5.3.5 The Section Secretary shall serve as official correspondent between the Section and Society Headquarters. He/She shall carry out all other duties assigned to him/her by these Bylaws and the Bylaws of the Society, and shall perform all other functions usually assigned to the Secretary of a membership organization unless otherwise assigned in these Bylaws.

#### **Section 5.4      Section Treasurer**

- 5.4.1 The Section Treasurer shall maintain records of all remittances for Section operating expenses under the provisions of Section 3.2.2 of these Bylaws. He/She shall have custody of all other monies and securities belonging to the Section. He/She shall deposit all such monies to the credit of the Section in such depositories as may be approved by the Section Executive Committee, and shall disburse the same as authorized by said Committee.
- 5.4.2 The Section Treasurer shall sign all duly authorized checks or other drafts upon Section funds, in accordance with the provisions of Section 3.3.4 of these Bylaws.
- 5.4.3 The Section Treasurer shall be bonded in an amount fixed by the Society Bylaws.
- 5.4.4 The Section Treasurer shall keep accurate and complete records of all receipts and disbursements of the Section, including bills, authorizations for disbursements, and receipts for the payment of bills. He/She shall make all his/her books and all supporting papers available, upon request of the Chair of the Section Auditing Committee or the Chair of the Auditing Committee of the Society, to either of those Committees or to the professional auditors retained by the Society.
- 5.4.5 The Section Treasurer shall prepare and submit those portions of the Annual Report specified in Sections 3.4.1(1), 3.4.1(2), 3.4.1(3), 3.4.1(4), and 3.4.1(5) of these Bylaws, and shall present such similar information as may be requested from time to time during the fiscal year by the Executive Committee, the Executive Committee, the Section Auditing Committee, or the Section membership.

## **ARTICLE VI**

### **6.0 EXECUTIVE COMMITTEE**

#### ***Section 6.1 Composition***

6.1.1 The Executive Committee shall consist of: All of the Officers of this Section as set forth in Section 4.1.1 of these Bylaws; the Immediate Past Chair of the Section; the Chairs of all Standing Committees of the Section as set forth in Section 7.2.1 of these Bylaws; all Area Directors duly appointed under the provisions of Section 7.3 of these Bylaws; the Chairs of all Subsections duly organized and recognized under the provisions of Sections 8.1 and 7.3.4 of these Bylaws, and the Chairs of all Section Task Group(s) duly recognized under the provisions of Section 10.1 of these Bylaws.

#### ***Section 6.2 Powers and Duties***

6.2.1 The Executive Committee shall have general management and oversight of the affairs of the Section and of its relations with the Society.

6.2.2 The members of the Executive Committee shall serve until their several successors have been duly elected or appointed and qualified as provided in these Bylaws, except, that where a Subsection or a Section Task Group ceases to exist as such, or an Area Directorate is abandoned, the service of the corresponding Subsection Chair, Section Task Group Chair, or Area Director on the Section Executive Committee shall terminate at the end of the fiscal year then current.

#### ***Section 6.3 Meetings***

6.3.1 Meetings of the Executive Committee shall be held upon call of the Section Chair or, in his/her absence, of the Section Vice Chair.

6.3.2 Two Section Officers, one of whom is the Chair or Vice Chair, and three other members of the Board who are not Section Officers, shall constitute a quorum of the Executive Committee for the transaction of business.

6.3.3 Any member of the Executive Committee may deliver to the Section Secretary a ballot signed by himself/herself and definitely favoring or opposing a specified action by said Committee. Such a ballot shall be counted as though the Committee member were present in person in determining the existence of a quorum for action with respect to the specific question involved, but not with respect to any other question. In the presence of a quorum, such a ballot shall likewise be counted in determining the decision of the Committee with respect to action on said question.

6.3.4 Except as otherwise provided in these Bylaws with respect to specific types of matters, action of the Executive Committee on any matter shall be determined by the concurring vote of a majority of the members of the Board present in person or by signed ballot delivered to the Section Secretary.

6.3.5 Any member of the Executive Committee, finding it impossible to attend a meeting of said Board, may appoint an alternate to attend in his/her stead. Such alternate must be a member in good standing of the Society, and affiliated with this Section; the alternate shall have the privilege of the floor and may take full part in the deliberations of said meeting, but he/she may not be counted in determining the presence of a quorum and he/she shall not be entitled to a vote on any question.

**Section 6.4      *Election of Society Regional Directors***

6.4.1 Between November 1 and December 31 of each year in which candidates for Regional Director of the Society are to be voted upon by this Section, the Executive Committee shall nominate eligible candidates in the number provided by the Bylaws of the Society, and shall see that those nominees are duly certified to the President of the Society.

6.4.2 Between January 15 and February 15 of each year in which candidates for Regional Director of the Society are to be voted upon by this Section, the Executive Committee shall determine, from among those nominees certified to it as eligible by the President of the Society that candidate for whom the vote of the Section is to be cast as a unit. The Executive Committee shall then see that the vote of the Section is duly certified to the President of the Society for that candidate.

## **ARTICLE VII**

### **7.0 OTHER COMMITTEES**

#### ***Section 7.1 Qualifications, Appointment and General Duties***

- 7.1.1 The Section Chair, with the concurrence of the Executive Committee, shall appoint all Other Committees of the Section and shall designate the Chair of each.
- 7.1.2 Except as otherwise provided in these Bylaws, all members of all Other Committees of this Section shall be members in good standing of the Society and affiliated with this Section. All Chairs of such Committees shall be Regular Members of the Society.
- 7.1.3 Unless otherwise provided in these Bylaws, members of all Other Committees of this Section shall serve during the remainder of the fiscal year in which they are severally appointed, and for subsequent consecutive succeeding fiscal years at the pleasure of the Executive Committee. The Executive Committee may remove any or all members of any Other Committee of the Section at any time.
- 7.1.4 Except as otherwise provided in these Bylaws, the Executive Committee may fix rules of procedure, which shall govern any or all Other Committees of this Section.
- 7.1.5 Each Other Committee of this Section shall forward promptly to the Section Secretary, copies of all notices and minutes of its meetings.

#### ***Section 7.2 Standing Committees***

- 7.2.1 There shall be at a minimum nine Standing Committees of this Section:
- (1) Section Examining Committee
  - (2) Section Auditing Committee
  - (3) Section Nominating Committee
  - (4) Section Membership Committee
  - (5) Section Program and Speakers Committee
  - (6) Section Arrangements Committee
  - (7) Section Publicity Committee
  - (8) Section Education Committee
  - (9) Certification and Recertification Committee
- 7.2.2 Section Examining Committee
- (1) The Section Examining Committee shall consist of not less than three nor more than five members, all of whom shall be Senior Members or Fellows of the Society in good standing and affiliated with this Section. Should the Section Chair find it necessary to constitute a Section Examining Committee which fails to conform to the preceding requirements of this Section 7.2.2(1) of these Bylaws, all decisions of such

- nonconforming Committee shall be subject to such review as may be specified by the Examining Committee of the Society.
- (2) The term, in years, of each member of the Section Examining Committee, shall be equal to the number of members of said Committee, and the terms of the several members shall be so arranged that one will expire at the end of each fiscal year.
  - (3) The Executive Committee shall not apply to the Section Examining Committee any rules of procedure which would interfere in any possible way with the close cooperation necessary between said Section Examining Committee and the Examining Committee of the Society, or which would prevent adoption by the Examining Committee of this Section, of standards and procedures consistent with those of the Examining Committees of other Sections of the Society.
  - (4) Action by the Section Examining Committee in any matter shall require the affirmative vote of a majority of its entire membership.
  - (5) It shall be the duty of the Section Examining Committee:
    - i. to make a detailed audit and investigation of the evidence submitted to the Section Secretary by each candidate for advancement to Senior Membership in the Society. To review all other Section records and other available information with respect to said candidate. To certify to the Examining Committee of the Society, where the evidence in its opinion so justifies, that said candidate is eligible for advancement to Senior Membership. To recommend, in each case where the Section Examining Committee finds justification that said candidate be so advanced;
    - ii. to make such investigations as may be requested of it by the Examining Committee of the Society in connection with nominees duly proposed for advancement to the grade of Fellow in the Society, and to report the results of such investigations to said Society Examining Committee, together with individual recommendations, where requested, as to the disposition of such proposals

### 7.2.3 Section Auditing Committee

- (1) The Section Auditing Committee shall consist of not less than three nor more than five members, all of whom shall be Regular Members of the Society in good standing and affiliated with this Section.
- (2) It shall be the duty of the Section Auditing Committee to make a careful audit of the funds and other properties of the Section at the close of each fiscal year. It shall also make a similar annual audit of the financial records and accounts of the Section, of the receipts, and of all disbursements from the funds of the Section, including the authorizations and vouchers thereof.
- (3) The Section Auditing Committee shall audit similarly that portion of the Annual Report prepared by the Section Treasurer under the provisions of Section 5.4.5 of these Bylaws, and upon finding said portion of said Report correct and acceptable, shall so

certify it. Said certification shall be signed by a majority of the entire membership of the Section Auditing Committee.

- (4) The Section Auditing Committee shall make such additional audits as may, from time to time, be requested by the Executive Committee.
- (5) The Section Auditing Committee shall make a report of its findings in each of the above audits to the Executive Committee.

#### 7.2.4 Section Nominating Committee

- (1) The Section Nominating Committee shall consist of five Regular Members of the Society affiliated with this Section, of whom the Immediate Past Chair of the Section shall be one.
- (2) The Section Nominating Committee shall name one or more eligible candidates each for Section Chair, Section Vice Chair, Section Secretary, and Section Treasurer, for the ensuing fiscal year; shall determine from each proposed nominee his/her willingness to serve if elected, and shall place the entire slate of names so selected in the hands of the Section Secretary not later than the time set for the regular meeting immediately preceding the Annual Meeting of the Section.
- (3) No member of the nominating committee shall be considered for nomination by said committee.

7.2.5 Certification/Recertification Committee – It is the duty of this committee to provide information to the Section members relevant to the understanding of processes pertinent to ASQ Certification exams. The committee members responsible for reviewing Recertification must be certified as a CQE, CQA or CRE. The committee members responsible shall initially evaluate each recertification application and validate those areas of professional activity within its cognizance and forward validated applications to ASQ Headquarters.

7.2.6 Additional Committees – With the approval of the Executive Committee, such Additional Committees of the Section may be constituted as may, from time to time, be desirable, and shall have voting privileges.

7.2.7 If a committee is not filled for any reason, the Section Chair assumes the role of that committee's chair with the exception of the Auditing & Nominating Committee Chair positions.

### **Section 7.3 Area Directors**

7.3.1 With the concurrence of the Executive Committee, the Section Chair may appoint one or more Area Directors, each such Director having responsibilities within a specified geographical area contiguous to the headquarters of this Section.

7.3.2 Area Directors shall be Regular members in good standing in the Society and affiliated with this Section. They shall serve during the fiscal year of their appointment and shall be eligible to reappointment without limitation.

- 7.3.3 Area Directors shall serve as members of the Executive Committee under the provisions of Section 6.1.1 of these Bylaws.
- 7.3.4 In addition to any special duties that the Executive Committee or the Section Chair may assign to individual Area Directors, each Area Director shall advise and assist any groups in his/her Area that may show potential possibilities of formation into Subsections under the provisions of Section 8.1 of these Bylaws. He/She shall act as liaison between such groups and the Executive Committee, and he/she shall recommend to the Executive Committee recognition as a Subsection of any such group which appears to him/her to merit such recognition. Following recognition of a Subsection in his/her Area, the Area Director shall assist the Chair of that Subsection in matters of liaison between the Subsection and the Executive Committee.

## **ARTICLE VIII**

### **8.0 SUBSECTIONS**

#### **Section 8.1      *Formation***

8.1.1 Subsections of this Section may be organized for the purpose of promoting interest in quality and related subjects in geographical areas contiguous to the headquarters of this Section, provided that it shall be the ultimate objective of each Subsection to become a separate Section of the Society in its own right. Upon proper qualification of any Subsection, it shall be the policy of this Section to assist said Subsection in every possible way to attain this objective.

#### **Section 8.2      *Membership***

8.2.1 Membership in Subsections of this Section shall be limited to Members of the Society.

8.2.2 The members of each duly recognized Subsection of this Section shall elect one of their number who is affiliated with this Section to serve as Chair of said Subsection.

8.2.3 Enrolled Students in the Society, so enrolled in this Section, shall be so enrolled upon application in any Subsection serving the area in which they are located, but they shall not be entitled to the privileges of the floor at business meetings of the Subsection, nor may they vote in Subsection elections.

#### **Section 8.3      *Officers***

8.3.1 The Subsection Chair shall be the Chief Executive Officer of the Subsection and, as such, shall be an ex-officio member of the Executive Committee.

8.3.2 The members of each Subsection may elect from among their number such other Subsection Officers as they deem desirable. Such Officers shall be affiliated with this Section.

#### **Section 8.4      *Financial***

8.4.1 New duly sanctioned Subsections shall receive \$1000.00 per year in addition to any financial support provided by the sponsoring Section, until they either become a chartered Section or for their first three (3) years as a Subsection, whichever comes first. The Regional Director shall submit in writing approval of the Subsection to headquarters to initiate the payment.

## **ARTICLE IX**

### **9.0 STUDENT BRANCHES**

#### ***Section 9.1 Formation***

9.1.1 Student Branches of this Section may be organized for the purpose of promoting interest in quality and related subjects. Upon approval of any Student Branch, it shall be the policy of this Section to assist and support said Student Branch in every way possible to meet its objectives. See Student Branch Model Bylaws for details.

#### ***Section 9.2 Membership***

9.2.1 Membership in the Student Branch of this Section shall be limited to Members of the Society.

## **ARTICLE X**

### **10.0 SECTION TASK GROUPS**

#### ***Section 10.1 Formation and Purpose***

10.1.1 Where the demand exists or can be promoted, a Section Task Group may be formed by members of this Section having a common interest in a specific segment of industry or commerce, for the purpose of:

- (1) Stimulating interest and promoting depth of quality study within the specific segment of industry or commerce in which the Group members have a common interest, and
- (2) Promoting joint meetings and other joint activities with other groups in the community having a similar common interest.

10.1.2 Upon petition signed by at least eight Regular Members of the Society affiliated with this Section and setting forth the segment of industry or commerce in which they have common interest, the Executive Committee shall consider and may recognize the petitioners as a Task Group of this Section. Such recognition shall be valid until the end of the fiscal year then current, at which time it shall be reconsidered by the Executive Committee and shall be either renewed or withdrawn.

10.1.3 Membership in Task Groups of this Section shall be limited to members of the Society affiliated with this Section.

10.1.4 Enrolled Students in the Society, enrolled in this Section, shall be enrolled upon application in any Task Group of this Section, but they shall not be entitled to the privileges of the floor at business meetings of the Task Group, nor may they vote in Task Group elections.

#### ***Section 10.2 Organizational Structure***

10.2.1 The members of each duly recognized Task Group of this Section shall elect one of their number, who is a Regular Member of the Society, to serve as Chair of the Task Group.

10.2.2 The Task Group Chair shall be the chief executive officer of the Task Group. As such, he/she shall be ex-officio a member of the Executive Committee.

10.2.3 The Section Treasurer shall act as Treasurer of each duly recognized Task Group of the Section.

10.2.4 The finances of all Section Task Groups shall be controlled by the Executive Committee.

10.2.5 The members of each Section Task Group may elect from among their own number such additional Group officers as they may deem desirable, and the Task Group Chair may appoint a Task Group Program Committee if this is felt to be of advantage.

**Section 10.3      *Meetings and Activity Requirements***

10.3.1 Each recognized Section Task Group shall schedule at least two Task Group meetings during each fiscal year. Scheduling of all such meetings shall be coordinated with the schedule of Section meetings.

10.3.2 A recognized Section Task Group shall cease to exist in the event that:

- (1) Less than two scheduled meetings of the Group are held in any one fiscal year; or
- (2) The average attendance of Society members affiliated with this Section, at scheduled meetings of the Group, is less than eight in any fiscal year, or
- (3) The Executive Committee shall withdraw recognition of the Group.

## **ARTICLE XI**

### **11.0 ELECTION OF OFFICERS**

#### ***Section 11.1 Nomination***

11.1.1 The Section Nominating Committee's slate of candidates shall be published in writing to all Section members and presented to the Section at a regular meeting not later than the February meeting with the election of officers occurring not later in the year than the April meeting. At the time of the presentation of the slate of candidates, ample opportunity shall be given for additional nominations from the floor for any office. Only candidates meeting the requirements of Section 4.2 of these Bylaws may be accepted as eligible nominees from the floor; furthermore, the nominator shall have determined prior to the meeting the willingness of the nominee to serve if elected. Notice shall be given of the posting period to take place following said meeting.

#### ***Section 11.2 Single Nominees for Each Office***

11.2.1 In the event that the Section Nominating Committee presented no more than one candidate for each office and provided further that there were no additional nominations for any office from the floor in the meeting stipulated in Section 11.1 of these Bylaws, the nominations may be closed by a proper motion and vote, and the candidates declared duly elected without a mail ballot election conducted in accordance with Sections 11.3 and 11.4 of these Bylaws.

#### ***Section 11.3 Procedures for Mail Ballot***

11.3.1 A mail ballot must be conducted when there is more than one nominee for any office (Section 11.1.1) or when the provisions of Section 11.2 of these Bylaws are not completely satisfied. Not later than two weeks after the meeting at which the Section Nominating Committee's slate of candidates is presented to the Section, the Section Secretary shall mail to each member of the Society in good standing in any grade (except Enrolled Students) and affiliated with this Section, an official ballot bearing the names of all candidates proposed by the Section Nominating Committee under the provisions of Section 7.2.4(2) of these Bylaws, together with the names of all eligible candidates nominated from the floor under the provisions of Section 11.1.1 of these Bylaws.

11.3.2 Accompanying the official ballot shall be complete instructions for its marking, and information as to the address to which the marked ballot is to be mailed and as to the date prior to which it must be received at that address in order to be counted.

#### ***Section 11.4 Tellers and Reporting***

11.4.1 At the time the official ballots are mailed by the Section Secretary to the members of the Society affiliated with this Section, the Section Chair shall appoint a Chair and two other

members to a Section Committee of Tellers to receive and count the marked ballots upon their return. All members of said Committee of Tellers shall be members in good standing of the Society and affiliated with this Section. No Section Officer or nominee for a Section office shall be eligible to serve on the Section Committee of Tellers.

- 11.4.2 Promptly after the deadline date mentioned in Section 11.3.2 of these Bylaws, the Section Committee of Tellers shall count all marked ballots duly received, and shall prepare, sign and transmit to the Section Secretary a summary of said count. This summary shall set forth the total number of ballots received, the number invalidated for each cause, and the number of qualified ballots cast for each nominee for each office.
- 11.4.3 Election of a nominee to any office shall require that said nominee receive the largest number of ballots cast for any single nominee for that office in that election. Tie votes shall be resolved by lot.
- 11.4.4 Announcement of the nominees elected to each office shall be made to the Section by the Section Chair at the Annual Meeting or at the next regular meeting of the Section following completion of the ballot count.

**Section 11.5     *Intent***

- 11.5.1 It is the intent of the election procedure set forth in these Bylaws, that the officers for each ensuing fiscal year shall be elected by early April of the immediately preceding fiscal year, so that by working with the current officers for the balance of that year they may gain experience and guidance prior to their assumption of office on July 1. It shall be the duty of the outgoing officers to aid this process in every way possible, and to deliver to the incoming officers all information, books and records of the Section, and all material, information, etc., furnished by the Society and from other sources, which material will be necessary or helpful in carrying on the affairs of the Section.

## **ARTICLE XII**

### **12.0 MEETINGS**

#### ***Section 12.1 Annual Meeting***

12.1.1 The Annual Meeting of the Section shall typically be held in conjunction with the March monthly meeting unless changed by the current Executive Committee.

12.1.2 Members on the current roster of the Section shall be notified by the Section Secretary or his/her designee at least seven days in advance of any regular, annual or special meeting.

#### ***Section 12.2 Vote Eligibility***

12.2.1 Each member of the Society in good standing in any grade (except Enrolled Students), who is affiliated with this Section, shall be entitled to one vote at the Annual Meeting and at all other business meetings of this Section. This may be done in person, by absentee ballot as noted in Section 12.2.2, or by a proxy designated to vote on the member's behalf. For a proxy to be valid, the member must have a written statement stating his/her notice of proxy, the name of the person who is the proxy, and the statement must be signed and dated by the member or traceable in an electronic format (i.e. email notice, web site response, etc).

12.2.2 Any eligible voter in this Section may sign and deliver to the Section Secretary in advance, a ballot for or against a proposed specified action by the Section. Such a signed ballot shall constitute a valid vote as indicated, and shall be counted equally with votes cast on the specified action by voters present in person at any meeting.

#### ***Section 12.3 Quorum***

12.3.1 Fifteen (15) eligible voters, present in person or represented by valid proxies or by signed ballots for or against a specified action by the Section, shall constitute a quorum at any business meeting of the Section; but, where signed ballots must be counted in order to secure a quorum, only the individual matter covered by the signed ballots required to complete the quorum shall be acted upon by such quorum.

12.3.2 Where any matter may properly be considered and acted upon at any meeting of this Section, concurrence of a majority of the eligible votes cast on said matter at said meeting, where a quorum is present with respect to said matter, shall determine the action of the Section with respect to said matter except when a greater majority is specified in these Bylaws.

## **ARTICLE XIII**

### **13.0 AMENDMENTS**

#### ***Section 13.1 Procedures***

- 13.1.1 Amendments to these Bylaws may be proposed by resolution of the Executive Committee or by petition signed by at least fifteen percent (15%) of the eligible voters in the Section, provided that any such petition bearing the signatures of at least twenty-five (25) eligible voters, shall constitute a valid proposal for amendment.
- 13.1.2 Amendments to these Bylaws shall be voted upon by the eligible voters of the Section at a regular meeting of the Section, prior to the month of June.
- 13.1.3 Copies of proposals for amendments to these Bylaws shall reach the Section Secretary not later than the time set for the regular meeting in February of the year in which it is proposed that said amendments be voted upon.
- 13.1.4 The Section Secretary shall have published the proposed Bylaw changes at least two times by either the Section's Newsletter, special mailings, or electronic communications to the membership immediately preceding the meeting at which the vote will be taken.
- 13.1.5 Marked proxy cards (which include ballots) for or against adoption of Bylaw amendments shall be returned in a manner designated by the Executive Committee; the proxies and the ballots cast at the meeting shall be counted by the Committee of Tellers and the results of the tally reported to the Section Secretary.

#### ***Section 13.2 Adoption Requirements***

- 13.2.1 Adoption of any Bylaw amendment shall require a two-thirds majority vote of all eligible members present, either in person or by proxy, at the meeting as stated in Section 13.1.2.

#### ***Section 13.3 Approval By Board of Directors of the American Society for Quality***

- 13.3.1 Any amendment so adopted shall become effective only upon concurrence of the Board of Directors of the Society.