

ISA New Jersey Section

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The International Society for
Measurement and Control¶
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INSTRUMENTATION - SYSTEMS -
AUTOMATION¶

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Constitution And By-Laws

May 2011

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--PREAMBLE--

In January of 1942, the Society for Measurement and Control (New Jersey) was formed in Northern New Jersey by the spontaneous banding together of a group of engineers, technicians, manufacturer's representatives, and scientists for the purpose of discussing matters of mutual interest in the field of measurement and control instrumentation, and thereby to advance the standing of this section of industrial technology.

In December 1944 in New York City, and April 1945 in Pittsburgh, PA, representatives of the Society for Measurement and Control (New Jersey) met with representatives from similar organizations in other states for the purpose of forming a national organization, in order to prosecute the general aims of the collective groups.

At the April 1945 meeting, the national organization, named the Instrument Society of America, was formally organized. The Society for Measurement and Control (New Jersey) a charter member of the Instrument Society of America, thus became the New Jersey Section of the Instrument Society of America. Shortly thereafter, a Constitution and By-Laws were adopted for governing the Section's proceedings.

Because of the growth of the Section, as well as numerous changes in the Constitution and By-Laws of the National ISA, extensive revisions became necessary in the Constitution of the New Jersey Section. The revisions were accomplished by formal vote of the membership in January, 1960. Most of those changes fell into three categories: (1) Where provisions in the National Constitution and By-Laws are directly applicable to the Sections, these provisions are not repeated in the Section Constitution, but are simply referred to. Thus the Section document will not need revision every time the National makes a change, for example, in dues. (2) The growth of the Section required changing the organization of the Executive Board and the elected permanent committee chairmen in order to carry on the business of the Section more efficiently. The majority of the Executive Board members are still elected to office, thus insuring democratic control of the Section by the Section membership. (3) The original procedure for amending the Constitution was too cumbersome for such a large membership. The revised procedure facilitates amendment while leaving control with the membership on a democratic basis.

Further changes were made by formal vote of the membership in May of 1966. These changes were made to have the New Jersey Section Constitution agree with the National Constitution as regards membership.

In April of 1985, the Executive Committee decided that our Section

Constitution was getting further and further out of line with the Society Constitution. A Committee was formed to revise our Constitution and By-Laws to place them in line with the Society Constitution. At that time, the Constitution Revision Committee recommended that our present Constitution and By-Laws be revised in its entirety, and that a new format following article numbers of the Society Constitution, along with most of the provisions and wording of the Society Constitution, be used and those items contained in the Section Constitution and By-Laws, be placed there. A vote for this revised Constitution is scheduled for May 1987.

In October 2001, the Council of Society Delegates approved a tag line to the name ISA by adding – The Instrumentation, Systems & Automation Society and in October 2008 the Council changed the name again to The International Society of Automation, but still retaining the trademark symbol, ISA at the beginning of the name.

THE INTERNATIONAL SOCIETY FOR MEASUREMENT AND CONTROL
NEW JERSEY SECTION

CONSTITUTION & BYLAWS
Adopted May 1987

CONSTITUTION

ARTICLE I - NAME

(1) The name of this organization shall be: ISA, NEW JERSEY SECTION, a non-profit corporation organized in the state of New Jersey, hereinafter referred to as SECTION.

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(2) The NEW JERSEY SECTION is a founding section of ISA, THE INTERNATIONAL SOCIETY OF AUTOMATION, formerly known as the INSTRUMENT SOCIETY OF AMERICA, hereinafter referred to as the SOCIETY.

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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:

Honorary Member
Fellow
Senior Member
Member
Student Member
Life Member
Life Fellow
Associate

(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 - QUALIFICATION FOR MEMBERSHIP

(1) 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.

ARTICLE V - OFFICERS AND EXECUTIVE COMMITTEE

(1) The officers of the SECTION shall be:

President

Vice President

Treasurer

Secretary

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(2) The SECTION Executive Committee shall consist of the Officers, the immediate Past President, the SOCIETY Delegate, and the chairmen 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 the 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 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 DELEGATE

(1) The SECTION shall elect a SOCIETY member to act as its SOCIETY Delegate at meetings of the Council of Society Delegates for a term of two years.

(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.

ARTICLE VIII - AMENDMENT OF THE CONSITUTION

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(1) Amendment of this Constitution may be proposed by a petition signed by 20 or more members in the SECTION, except Student Members, or by a resolution of the Executive Committee.

(2) The proposed amendment(s), with a statement of the reasons, therefore, shall be mailed by the Secretary to all members of 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 - LIMITATION OF SECTION ACTIVITIES

Notwithstanding any other provisions 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.

BY-LAWS

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, Life Member, and. Life Fellow.

(2) Any member of the SOCIETY having voting affiliation with another SECTION shall be eligible to become an Associate Member of the New Jersey Section, subject to the regulations of the SECTION. Such additional association shall carry no voting powers in matters coming before the SECTION. Any dues established by the SECTION for such association 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.

(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, except for SOCIETY Delegate, which shall be for two years. Induction and installation of officers shall be held at the time of the annual meeting of the SECTION.

(b) The President ~~may~~ succeed himself, ~~but shall be limited to a period not to exceed three successive terms.~~

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begun by his predecessor

(c) The commitment of the members of the Executive Committee shall be for one year at the pleasure of the Section President 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 of said office. The

~~Vice President~~, if available, will fill the office of President, if it becomes vacant. If the ~~Vice President~~ cannot serve, the order of succession shall be, ~~Treasurer~~, followed by ~~Secretary~~.

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(5) Duties of Officers and Society Delegates

(a) The President shall be the executive head of the SECTION and shall sit as Chairman of the SECTION Executive Committee, shall preside at all annual, monthly, and special meetings and at all meetings of the SECTION Executive Committee, shall periodically report to the members those matters which the SOCIETY has brought to the President's, the Delegate's, or to the Secretary's attention. The President shall submit the SECTION annual report to the District Vice President prior to June 1. The President shall publish a report of the general and financial condition of the SECTION for the fiscal year in the SECTION'S publication, shall arrange to notify the members of the regular and annual meetings at least one week in advance of the date of said meetings.

(b) The Vice President, upon resignation or inability of the President to serve, become the President of the SECTION and perform the duties of President in case of the President's absence.

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(c) The Vice President, acting in his role of Recording Secretary, shall read or have read an abbreviated form of the minutes of the Executive Board Meeting at their succeeding regular meeting at the succeeding regular meeting of the SECTION. He shall also mail (regular mail or electronic) a copy of the minutes to all Executive Board members and to all Committee chairmen.

(d) 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 Committee all receipts and disbursements and the financial condition at the Executive Committee meetings; shall have custody of all moneys belonging to the SECTION which shall be deposited in accordance with the instructions of the SECTION Executive Committee; shall keep the 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 responsible for the assets of the SECTION; shall secure adequate liability and property damage insurance coverage for the SECTION, its officers, its members while serving on the special committees and acting in their officially assigned duties. Within sixty days following the end of the fiscal year, the Treasurer shall prepare an annual report which shall reflect an audit by an external Independent New Jersey Certified Public Accountant as determined by the SECTION Executive Committee. At the expiration of the term of office, he shall deliver to the successor all books, records, money, and other property in the charge of the Treasurer, or in the absence of a successor, shall deliver such properties to the President.

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(e) The 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 meeting 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 at least one week in advance of the date of said meeting of the SECTION.

(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 Conference & Exhibit & District meetings, as required. In event the SOCIETY Delegate cannot attend

all meetings, the President shall designate an alternate and so notify the District Vice President prior to the meeting.

ARTICLE III - NOMINATION AND ELECTION PROCEDURES

(1) Elected Officers

(a) The nominating committee shall present a slate of candidates at the regular meeting of the SECTION prior to the annual meeting for the following offices:

President

Vice President

Treasurer

Secretary

National Delegate (every two years)

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(b) It is within the discretion of the nominating committee to make either one or more nominations for any or all offices,

(2) Nominating Committee

The nominating committee is charged with the responsibility of obtaining the written consent of each nominee to have his name appear on the ballot and to serve if elected. Such written consent is to be deposited with the Secretary prior to the announcement of the nominations to the SECTION.

(3) Other nominations

(a) At the time the Committee nominations are announced to the SECTION, any member may make additional nominations from the floor.

(b) The Secretary is charged with contacting such floor nominees and of obtaining their written consent to have their names appear on the ballot and to serve if elected. In the absence of such consent, such names shall not appear on the ballot.

(c) After nominations for officers are declared closed, and only a single candidate has been nominated for a particular office, that the Secretary, in lieu of the mail process ballot, be authorized to cast a single ballot for each candidate that is unopposed for that particular office.

(4) Election Procedures (when required)

(a) A printed ballot and the necessary envelopes shall be mailed (electronically or by other methods, or a combination thereof) to each member, of any grade of membership, of the SECTION, to be returned to the Secretary not later than one week before the annual meeting. Said mailing shall occur at least one month prior to the annual meeting and the return date requirement so noted on the ballot.

(b) The ballot shall list the names of all the candidates duly nominated by the nominating committee and by floor nomination. It shall also have space for a write-in name for each office.

(c) After marking his ballot to indicate his single choice for each office, each voter shall place his ballot, unsigned, in a sealed envelope bearing his name printed and signed on the outside. This envelope shall be enclosed in a regular mailing envelope addressed to the Secretary. If the ballot was mailed electronically, its return shall be made electronically as instructed on the ballot.

(d) In the event of the election of a write-in candidate who refuses to serve, the candidate receiving the next highest number of votes shall be declared elected.

(e) The Secretary shall check the names on the returned ballots against a roster of the membership of the SECTION before opening the ballot itself. The Secretary shall deliver to an election judge and two tellers appointed by the Secretary, all ballots, in their unsealed envelopes or their electronically protected state. The Secretary shall also check that there is only one ballot per member. The election judge and tellers shall open and count the ballots and announce the results to the nominating committee before the annual meeting, who thereupon shall announce the candidates receiving the highest number of votes cast elected to office.

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(f) The incoming President shall close the meeting at which the new officers are declared elected, at the beginning of the fiscal year.

(g) The incoming SECTION President shall notify the SOCIETY Headquarters of those elected as officers and delegates and those selected as chairmen of the standing Committee immediately following these actions.

ARTICLE IV - COMMITTEES

(1) To assist the officers of the SECTION, standing and special committees shall be formed. The newly elected President of the SECTION, unless otherwise provided for, shall appoint the following standing committees:

- (a) Finance
- (b) Honors & Awards
- (c) "Feedback" Editor
- (d) Program
- (e) Symposium
- (f) Education
- (g) Arrangements
- (h) Employment
- (i) Membership
- (j) Scholarship
- (k) Standards and Practices
- (l) Student Liaison
- (m) Librarian
- (n) Reception
- (o) Nominating
- (p) Advertising and Publicity
- (q) Historian
- (r) Planning

(2) The chairman of each such committee shall be accountable to the President, as a member of the SECTION Executive Committee, for the performance of the Committee. Each Committee shall be entitled to one vote on the Executive 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 V shall be defined by the President with the approval of the 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 STANDING COMMITTEES

(a) Finance Committee

The Finance Committee shall consist of the three immediate available Past Presidents. Each shall be appointed on a three year rotating term, one Past President being appointed each year, the Senior (two consecutive years on the Committee), Past President shall be the chairman. The Finance Committee shall review all of the SECTION'S finances, including recommending the budget, and recommending bills to be paid by the Executive Committee. Further, they should recommend the outside auditor.

(b) Honors & Award Committee

The Honors and Awards Committee is responsible for selecting candidates for the New Jersey Section award, the New Jersey Section Corporate award, and the New Jersey Section Lifetime Achievement award. The committee is also responsible for nominating SECTION members for Society Honors & Awards and Honorary Membership Grades.

(c) "Feedback" Editor

The "Feedback" Editor shall be responsible for the editorial content of the Feedback and see that the publication and mailing of the "Feedback" at least one week prior to each regular meeting of the SECTION.

(d) Program Committee

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. Every attempt shall be made to comprise the Program Committee of a balanced amount of vendors and users. It shall be the responsibility of the Program Committee to inform prospective speakers of ground rules for presentation of a topic, i.e., non-proprietary approach, etc.

(e) Symposium Committee

The Symposium Committee shall be responsible for the planning, promotion, and programming of the Annual Symposium. The Committee shall also be responsible for all Shows held in conjunction with the symposium.

(f) Education Committee

The Education Committee shall be responsible for educational programs sponsored by the SECTION. It shall help develop subject matter for the monthly technical meetings, special conferences, training courses, etc., to meet the educational needs of the members.

(g) Arrangements Committee

The Arrangements Committee shall arrange a meeting room for each SECTION meeting, whether regular meeting, Executive Board meeting, or any other, upon given due notice of such meeting by a proper person or committee, and shall provide the proper furnishings and equipment.

(h) Employment Committee

The Employment Committee shall maintain an up-to-date listing of positions available and of ISA members seeking positions in the field of instrumentation in the general area of the SECTION membership.

(i) Membership Committee

The Membership 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 SECTION Executive Committee on matters affecting membership relations which will assist the SECTION in obtaining new members and keeping present members.

(j) Scholarship Committee

The Scholarship Committee shall be responsible for recommending the rules and guidelines concerning the SECTION'S scholarship(s). It shall also be advertise for candidates and recommend to the Executive Committee the recipients.

(k) Standards and Practices Committee

The Standards and Practices Committee shall be responsible for keeping the SECTION apprised of all S & P activities of the Society, act as liaison between the Section and Society Committees.

(l) Student Liaison Committee

The Student Liaison Committee shall act as liaison between the SECTION and existing student sections and shall be responsible for establishing new student sections.

(m) Library Committee

The Library Committee shall be responsible for the Dr. Harlan J. Perlis Memorial Library at the New Jersey Institute of Technology.

(n) Reception Committee

The Reception Committee shall have the responsibility of properly greeting members and guests of all programs conducted by the New Jersey Section. The committee shall maintain an area adjacent to the meeting room of each program to allow for registration of all members and guests attending meetings. The Committee shall further keep a tabulation of classification of each member and report monthly to the Executive Board on the number of attendees at previous meetings.

(o) Nominating Committee

The Nominating Committee responsibility is defined in Article III. The immediate past President in good standing shall be the chairman of the Nominating Committee.

(p) Advertising and Publicity Committee

The Advertising and Publicity Committee shall coordinate all publicity for the SECTION and shall have under its supervision and responsibility appropriate publicity and announcements of the SECTION activities in local newspapers and other publications and shall be responsible for filling the advertising space in the Feedback.

(q) Historical Committee

The Historical Committee shall be responsible for maintaining all of the records of the SECTION.

(r) Planning Committee

The Planning Committee shall undertake projects assigned to it by the President. The Past President shall be Chairman of the Planning Committee. The President and President-Elect shall be members of the Planning Committee.

ARTICLE VI - MEETINGS

(1) The regular meeting of the month of May shall be the Annual Meeting.

(2) (a) There shall be at least four other regular meetings from July to June each year, as called for by the President.

(b) Special meetings may be called anytime by the President.

(c) Notice of each regular or special meeting shall be sent to each member at least one week prior to such meeting. In the case of a special meeting, the business to be transacted shall be announced in the notice.

(3) (a) There shall be at least four meetings of the Executive Board each year. Other meetings may be called by the President. At least one week's notice of each meeting shall be sent to each Board member by the Secretary.

(b) It shall be the privilege of any member in good standing to attend meetings of the Executive Board. However, such member shall have no vote in the proceedings.

(4) Each committee shall be subject to the call of its chairman.

(5) (a) Twenty (20) members, of any grade of membership, shall constitute a quorum for the transaction of business in any duly announced meeting of the SECTION.

(b) Fifty percent of the voting members present of the Executive Board shall constitute a quorum for the transaction of business of that body.

(c) A majority of any committee shall constitute a quorum of such committee.

ARTICLE VII - CONSTITUTION AND BY-LAWS VOTING PROCEDURES

1 Amendments to the Constitution and By-Laws of the SECTION shall be made by letter ballot or electronic methods (or a combination thereof). Such amendments shall be posted on the SECTION'S official web site and made available to all members. They shall remain there until the amendment is approved or rejected.

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(2) Each voter shall mark his/her ballot, seal it in an envelope, and sign and print his/her name on the outside of the envelope in the case of a regular mail ballot or returned as instructed in an electronic mailing. For a regular mail ballot the envelope shall be placed in a mailing envelope and mailed to the Secretary. Ballots will be receivable until 30 days after the date of mailing to the members.

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(3) The Secretary shall check each name against the roster of members in good Standing and certify that only one ballot was received per member. He shall deliver all ballots in their sealed, signed envelopes or protected electronic format to two tellers appointed by the President, indicating any invalid ballots which are not to be counted.

(4) The tellers shall open and count the ballots and report the results to the President.

(5) Amendments shall require approval by two-thirds of those members voting. Amendments shall become effective immediately upon such an affirmative vote.

ARTICLE VIII - DUES

- (1) The amount and method of collection of dues of the members shall be as provided in the Society By-Laws.
- (2) The amount and method of collection of dues of non-voting associate members shall be determined by vote of the Section Executive Committee.

ARTICLE IX - FINANCES

- (1) The fiscal year shall be from June 1st to May 31st.
- (2) The Treasurer shall give bond in a penal sum approved by the Section Executive Committee for the faithful performance of his/her duties. The premiums for the bond shall be paid by the SECTION.
- (3) 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 either by the President or President-Elect.
- (4) The Finance Committee shall establish a budget of estimated expenditures and receipts at the beginning of each fiscal year.
- (5) Upon recommendation of the Finance Committee, the Section Executive Committee shall adopt an operating budget covering all activities of the SECTION.
- (6) Each member of the Section Executive Committee 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 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 Executive Committee.
- (7) Members of the Section executive Committee and Officers of the SECTION shall not receive compensation in any form for services rendered.

ARTICLE X - LEGISLATURE AND OTHER PROHIBITED ACTIVITIES

- (1) Neither the SECTION nor its officers, nor members of the SECTION 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, expenditure of funds, propaganda or by participating in any course of similar conduct on behalf of or as a representative of the International Society of Measurement and Control (ISA).

(2) Neither the SECTION nor an Officer or member acting on behalf of the SECTION

(a) Shall make loans of SECTION funds to individuals or corporations.

(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, except Financial institutions.

(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 to the SECTION shall inure, upon dissolution or otherwise, to the private benefit of any individual. This clause supersedes any previous clause regarding inurement.

ARTICLE XI - PARLIMENTARY AUTHORITY

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

ARTICLE XII - DISSOLUTION

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

Final rev May 5, 2011