



The American Society for Non-Destructive Testing - Greater Los Angeles Section, Inc.

## CONSTITUTION AND BYLAWS

### CONSTITUTION

**PREAMBLE:** This Constitution for the American Society for Nondestructive Testing - Greater Los Angeles Section, Inc., (hereinafter called Section) supplements the Constitution of The American Society for Nondestructive Testing, Inc., AKA ASNT, (hereinafter called Society) and clarifies the Section's organizational structure. Nothing in this Constitution shall be contrary to the Society's Constitution; if conflicts appear, the Society Constitution shall prevail.

#### **ARTICLE I • NAME AND PURPOSE**

##### **Section 1 - Name.**

The name of this organization shall be American Society for Nondestructive Testing - Greater Los Angeles Section, Inc.

##### **Section 2 - Purpose.**

The purpose of the Section is to promote the advancement of scientific, engineering, and technical knowledge within the field of nondestructive testing through education and the compilation and dissemination of information beneficial to individuals and industry.

##### **Section 3 - Seal.**

The registered seal of the Society shall be used on Section correspondence or publications along with the following disclaimer: "An affiliate of the American Society for Nondestructive Testing, Inc., (ASNT). Statements, other expressions of opinion or fact as well as legal obligations undertaken herein are solely those of the affiliate and not of ASNT."

##### **Section 4 - Code of Ethics.**

The Code of Ethics adopted by the Society shall apply equally to all members of the Section.

#### **ARTICLE II • LIMITATIONS**

##### **Section 1 - Limitations.**

The following limitations shall apply to all operations and activities of the Section

- (1) No part of the funds of the Section shall inure to the benefit of any individual, except for reimbursement of personal expenses incurred during the performance of authorized Section responsibilities.
- (2) The Section shall engage only in activities which are consistent with Article I, above.

#### **ARTICLE III • MEMBERSHIP**

##### **Section 1 - General**

- A. The membership of the Section shall consist of the following classes: Individual, Corporate, Sustaining, Honorary, Student, Military, and Retired.
- B. Those seeking membership shall meet the qualification requirements specified in the Bylaws of the society, shall fully support and comply with the Society's Code of

Ethics, and in addition, shall pay such fees as have been established.

- C. There shall be no membership restrictions based on race, creed, color, sex, citizenship, or country of origin.
- D. Membership in the Section may be suspended or terminated for cause as provided in the Bylaws.

##### **Section 2 - Member Rights and Privileges**

Voting rights within the Section are extended to Individual, Sustaining, and Honorary Members - one vote each. Corporate members are entitled to one vote for each delegate that is a member of this Section up to a maximum of the three (3) delegates allowed by the Society. Individual, Sustaining, Honorary, and Corporate members of this Section may hold office in the Section.

##### **Section 3 - Records and Membership Lists**

All records concerning members shall be confidential. However, unless a written request for exclusion has been received from a member, a list of all Section members may be published in the Section's Yearbook or exchanged with other technical societies.

#### **ARTICLE IV • BOARD OF DIRECTORS**

##### **Section 1 - Activity**

The Affairs of the Section shall be managed by a Board of Directors chosen from among its members. The Board may appoint, remove, and fix duties of officers or committees not defined in the Constitution Bylaws.

##### **Section 2 - Composition**

The Board of Directors shall consist of:

- (a) The Section Chairman who shall preside as Chairman of the Board.
- (b) The remaining four (4) officers of the Section
- (c) The immediate past Chairman of the Section
- (d) The Chairman of the Educational Committee.
- (e) Four (4) Directors elected from the active membership

##### **Section 3 - Terms of Office**

Each officer shall serve a term of one (1) year beginning at the adjournment of the annual meeting at which he is elected. Each elected director shall serve a term of two (2) years beginning at the adjournment of the annual meeting at which he is elected. Two of the four elected directors shall be elected each year.

##### **Section 4 - Vacancies**

Vacancies in the elected positions shall be filled by election based on candidate selection by and balloting by (two-thirds vote) the Board.

##### **Section 5 - Board Meetings**

At least six (6) meetings of the Board shall be held in each fiscal year. The board shall determine the times and places of its meetings. Meetings shall be announced by letter to the members of the Board at least six days in advance. Special meetings of the Board may be called by the Chairman or by the Secretary upon a signed petition of three Board members. Such special meetings shall be



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announced by letter as stated above. Six (6) Board members need to be present to establish a quorum.

### **Section 6 - Regulation**

The Board of Directors shall regulate its own proceedings, operating in accordance with Robert's Rules of Order (revised edition) when applicable and not inconsistent with the Constitution or Bylaws. The Board of Directors may by resolution, delegate powers to special committees.

## **ARTICLE V • COMMITTEES**

### **Section 1 - Description**

The detailed descriptions of all committees together with the delegated responsibilities as decided by the Board, shall be documented in the Section Operating Policies.

### **Section 2 - Establishment**

Standing Committees with duties assigned by the Board, shall be appointed by the Chairman and, with the exception of Nomination Committee, shall be subject to approval of the board.

## **ARTICLE VI • MEETINGS**

### **Section 1 - Annual Meeting**

- (a) The annual meeting of the Section shall be held in the month of June at the time and place specified by the Board of Directors, and announced by letter to the members at least six (6) days in advance.
- (b) At all annual and special business meetings of the Section, a quorum shall consist of at least five percent (5%) of the voting members, with a minimum of fifteen (15) members. A majority of the members present, although not a quorum, may adjourn the meeting.

### **Section 2 - Rules of Order**

- (a) Unless otherwise specified in the Constitution or Bylaws, Robert's Rules of Order shall apply at all meetings.
- (b) Unless otherwise specified in the Constitution or Bylaws, all questions which come before the Section shall be decided by a majority of votes cast.

### **Section 3 - Financial Status**

A verified report of the financial status of the Section as of the end of the previous fiscal year shall be included in the yearbook or Section newsletter.

### **Section 4 - Elections**

At each annual meeting the officers and directors shall be elected in accordance with the procedures given in Article IX of these Bylaws.

### **Section 5 - Technical Meetings**

The Section shall hold at least six (6) technical meetings during the Section's fiscal year, at such times and places determined by the Board of Directors and announced to the membership by letter at least six (6) days in advance.

### **Section 6 - Board Meetings**

Six Board members must be present for a quorum to be established at each meeting. At least six (6) meeting of the Board shall be held in each fiscal year. The board shall determine the times and places of its meetings. Meetings shall be announced by letter to the members of the Board at least six days in advance. Special meetings of the Board may be called by the Chairman or by the Secretary upon a

signed petition of three Board members. Such special meetings shall be announced by letter as stated above.

## **ARTICLE VII • FINANCIAL**

### **Section 1 - Fiscal Year**

The fiscal year of the Section shall commence on June 1 and terminate on May 31.

### **Section 2 - Expenditures**

No officer, member of the Board of Directors, Committee Chairman, or member of the Section shall incur any financial obligations in the name of the Section or make payment of any monies of the Section without having previously had such action approved by the Board of Directors as follows:

- (a) Approval of individual items of expense.
- (b) Approval of a detailed operating budget for a given committee, or function as such budget is limited to the current fiscal year.

### **Section 3 - Payment of Monies**

- (a) All checks and other instruments for the payment of monies of the Section shall be drawn by the Treasurer in the name of the Section and shall be signed by the Treasurer or Secretary, and if One Thousand Dollars (\$1,000.00) or more, it shall be countersigned by one additional officer. No such checks or instruments shall be signed and countersigned by the same officer.

## **ARTICLE VIII • NOMINATIONS**

- A. On or before the 15<sup>th</sup> day of December of each year, the Chairman shall appoint a Nomination Committee consisting of five (5) voting members. The Section Chairman shall be Chairman of the Nominating Committee and will serve in a nonvoting capacity. Two (2) members of the Nominating Committee shall be Past Officers and three (3) shall be from the membership at large. These latter three (3) shall be approved by the Board. Current officers and Directors except the immediate Past Chairman shall be excluded from voting membership on the Nomination Committee.
- B. The Nomination Committee shall meet the first full week in January of each year and shall nominate one candidate for each and will be formally installed at the annual meeting of the office of Chairman, Vice-Chairman, Treasurer, Secretary, and Assistant Secretary, and two (2) candidates for membership on the Board to replace the two (2) retiring Directors. The Nominating Committee shall secure the consent of each nominee before submitting his name for any position.
- C. The Nomination Committee shall report the names of the nominees to the Chairman and Secretary during or prior to the first full week in March and their report shall be submitted to the members in the published announcement for the March meeting and before March 10<sup>th</sup>.
- D. After the names of the candidates submitted by the Nominating Committee have been published; and at any time prior to March 25<sup>th</sup> of the same year, additional nominations for any or all of the offices may be made by written communication addressed to the Chairman and signed by any ten percent (10%) of the members of the Section.



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### **ARTICLE IX • ELECTIONS**

- A. If no additional nominations are received prior to March 25<sup>th</sup>, nominations shall be closed and the Secretary at the next succeeding annual meeting of the Section shall cast the unanimous vote of all members for the election of the candidates nominated by the nominating Committee. The nominees are then declared elected as of March 25<sup>th</sup> and shall be formally installed at the annual meeting.
- B. If the Secretary received additional nominations for offices of the Section prior to March 25<sup>th</sup>, he shall prepare a letter ballot which he shall send prior to April 1<sup>st</sup> to each member of the Section in good standing. Marked and signed ballots are to be returned to the Secretary by April 15<sup>th</sup> or postmarked prior to April 15<sup>th</sup>.
- C. The Section Chairman shall receive such ballots and determine from the Secretary's records if the voter is entitled to vote. On May 1<sup>st</sup> he shall present those ballots which are valid to a committee of three (3) tellers appointed by the Board. It shall be the duty of the tellers to count all such ballots and to certify immediately the results of the vote to the Secretary. In the event of any tie in the voting, the individual selected by the Nomination committee shall be declared elected as of June 1<sup>st</sup>.

### **ARTICLE X • OPERATION POLICIES**

The Section shall maintain a Manual of Operation Policies, approved by the Board of Directors, which defines the duties and responsibilities of the Officers, Directors and Committee.

## **BYLAWS**

### **ARTICLE I • NON-RESPONSIBILITY OF THE SECTION**

The Section shall not be responsible for any personal views, theories, or statements advanced in authored papers, articles, or discussions presented at its meetings, or set forth in any of its publications.

### **ARTICLE II • MEMBERSHIP**

#### **Section 1 - Application for Membership.**

Same as Society Bylaw Article III, Section 1.

#### **Section 2 - Fees.**

Same as Society Bylaw Article III, Section 2.

#### **Section 3 - Membership Classes and Qualification.**

Same as Society Bylaw Article III, Section 3.

#### **Section 4 - Delinquency, Suspension, and Termination.**

Same as Society Bylaw Article III, Section 4.

#### **Section 5 - Privileges, Payment of membership fees.**

Entitles each member to receive the Section's yearbook and monthly newsletter.

### **ARTICLE III • OFFICERS**

#### **Section 1 - Officers**

The officers of the Section shall be as stated in the Section Constitution, Article IV. Section 3.

#### **Section 2 - Duties and Responsibilities.**

Shall be defined in the section Operating Policies.

### **ARTICLE IV • BOARD OF DIRECTORS**

#### **Section 1 - General**

The Section shall be governed by a Board of Directors (hereinafter called the Board) comprised of the eleven (11) members described in Section 2.

#### **Section 2 - Composition.**

The Board of Directors shall consist of:

- A. Five (5) Section Officers
  - B. Immediate Past Chairman
  - C. Chairman of the Education Committee
  - D. Four (4) Directors-at-large
- The Section Chairman shall preside as Chairman of the Board.

#### **Section 3 - Section Officers.**

The Officers of the Section shall consist of Chairman, Vice-Chairman, Treasurer, Secretary, and Assistant Secretary.

#### **Section 4 - Directors-at-Large**

The four (4) Directors shall consist of two (2) two-year Directors and two (2) one-year Directors.

#### **Section 5 - Chairman of the Education Committee**

The Education Committee Chairman will be appointed in accordance with the Sections Bylaws.

#### **Section 6 - Elections.**

The Section Chairman shall have served as an Officer of the Section for at least one year prior to election to that office. The remaining Officers and two (2) Directors shall be elected each year during the Annual Election from the active and eligible membership of the section.

#### **Section 7 - Vacancies**

- A. A vacancy in the office of Section Chairman, either temporary or permanent, shall be filled in the following order
  - (1) By the Vice-Chairman
  - (2) By the Treasurer
  - (3) By the Secretary
  - (4) By the Assistant Secretary
  - (5) By a member of the Board
- B. Vacancies occurring within the other Section Officers or Directors-at-Large shall be filled until the next Annual Election by a member of the Section selected by the Board.
- C. An affirmative vote of two-thirds (2/3) or more of the voting members of the Board shall be required to fill all vacancies except the Section Chairman.

### **ARTICLE V • EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the following Section Officers: Chairman, Vice-Chairman, Treasurer, Secretary, Assistant-Secretary, and Immediate-Past Chairman. The full Executive Committee shall thus consist of six (6) voting members. The Chairman shall preside at the meetings of the Executive Committee. In the absence of the Chairman, the Vice-Chairman shall preside.



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### **ARTICLE VI • SECTION MEMBERSHIP MEETINGS**

#### **Section 1 - Annual Business Meeting**

The Section shall hold on Annual Business Meeting during each fiscal year as provided in the Bylaws.

#### **Section 2 - Special Business Meetings**

- A. Special Business Meetings of the Section may be called by the Chairman for business of a special nature.
- B. Upon receipt of a petition signed by ten (10) or more percent of the Section's voting members, the Section Chairman shall call a Special Business Meeting. The petition shall specify the business for which the meeting is called, and no other business shall be entertained or transacted at the meeting.
- C. The members of the Section shall be given published or other written notice of at least six (6) days in advance of all Special Business Meetings.

#### **Section 3 - Technical Meetings.**

The Section shall hold Technical Meetings during each fiscal year as provided by the Bylaws.

#### **Section 4 - Other Meetings or Seminars.**

The Section may hold educational, technical, engineering, or scientific meetings, symposia, or conferences at such times and such places as are approved by the Board.

6. To inform clients or employers of any business affiliations, interests or connections which might influence his/her fair judgments.
7. To treat as confidential his/her knowledge of any business affairs or technical information of employers, clients, or customers, and to make no disclosure of such information without their express consent.
8. To accept financial or other compensation for a particular service from one source only, except with the full knowledge and consent of all interested parties.
9. To perform his/her work in the highest professional manner, protecting the life, safety, and health of his/her associates and of the general public.
10. To contribute to the advancement of nondestructive testing by the interchange of information and experience with others, taking full advantage of the mediums provided by the Society-symposia, conventions, and the press.
11. To encourage and provide opportunity for professional development and advancement of his/her employees or those under his/her supervision.
12. To consider his/her membership in the Society as affording a distinct opportunity to apply his/her talents for the service of mankind.

### **ARTICLE VII • RULES FOR THE GOVERNMENT OF THE SECTION**

The Board shall be authorized to adopt and amend Bylaws of the Section which are not inconsistent with the Constitution of the regulation of the Society. In addition, operating procedures shall be prepared which document and interpret Section policy and Board actions, as appropriate.

### **CODE OF ETHICS**

In spirit and in word, this Code of Ethics shall guide the actions of the members of the Society for Nondestructive Testing. It is the duty of each member to conduct themselves in accordance with the following precepts:

1. To uphold at all times the reputation of the Society and the dignity of membership therein.
2. To pursue his/her professional discipline and activities in a spirit of fairness to all concerned - employers, employees, customers, and competitors consistent with the high ideals of personal honor and integrity.
3. To refrain from associating themselves with any enterprise that would use his/her name or that of the Society in any manner countenancing misrepresentation.
4. To avoid damage directly or indirectly to the professional reputation, prospects, or business or another member of Society.
5. To advertise only in a professional manner, to avoid using improper or questionable methods of soliciting professional work, and to decline any connection with improper patronage.