

**BYLAWS of the DETROIT SECTION
of the AMERICAN WELDING SOCIETY**

Revision: April 2009

[Previous Revisions: Feb. 1959; Apr. 1968; Aug. 1972; Sept. 1978; Nov. 1983; Apr. 1985; Sept.
1997; May 1998; May 2001; May 2006, May 2008]

ARTICLE I. NAME

The name of this organization shall be the Detroit Section (Section 011) of the American Welding Society, hereinafter referred to as AWS-Detroit.

ARTICLE II. OBJECTIVES

The objectives of AWS-Detroit, consistent with those of the American Welding Society, include:

- a. the advancement of the science, technology and application of welding and allied joining and cutting processes, including brazing, soldering and thermal spraying;
- b. support for, and provision of, educational opportunities related to welding and allied joining and cutting processes;
- c. encouragement of the interaction of the local community of welding professionals, students, and users;
- d. advancement of the image of welding; and,
- e. promotion of American Welding Society Corporate and Individual memberships.

ARTICLE III. MEMBERSHIP

Section 1. Membership Eligibility

- 1.1. Eligible Members include those American Welding Society Members in good standing who:
 - a. have a mailing address within the geographic bounds of AWS-Detroit (Lapeer, Macomb, Oakland, St. Clair, and Wayne counties in the state of Michigan; Essex, Chatham-Kent, and Sarnia-Lambton counties in the province of Ontario);
 - b. are Student Members with a mailing address within the bounds of the Section who are attending a school where there is no Student Section;
 - c. make a petition in writing to the AWS-Detroit Secretary or to the Executive Director or Secretary of the American Welding Society to change their Section affiliation to AWS-Detroit; or,
 - d. may otherwise be permitted to be Members of the Section by the Bylaws of the American Welding Society.
- 1.2. No Member of the American Welding Society may be assigned to more than one Section.

Section 2. Rights and Privileges of Membership

- 2.1. While not limiting the rights and privileges of Membership, all Members in good standing shall be entitled to:
 - a. Receive a copy of any newsletter or informational data distributed to the AWS-Detroit membership;
 - b. Receive an invitation to attend general membership meetings and other AWS-Detroit programs;
 - c. Vote and hold office within AWS-Detroit;
 - d. Be treated with respect and without discrimination on the basis of race, national or ethnic origin, religion, gender, or sexual orientation, age, mental or physical disability. This does not preclude the AWS-Detroit from fulfilling its obligation to carry out activities or programs that have as their goal the achievement of the AWS-Detroit objectives that may by their nature restrict some Members from full participation.
- 2.2. No Member has the right to make representations on behalf of the AWS-Detroit unless so granted by the Executive Committee or these Bylaws.

Section 3. Division of the Section

- 3.1. With the approval of the Executive Committee, any group of members of AWS-Detroit may form a Division of the Section, provided that they meet the requirements of the AWS National Bylaws. Such a Division, which is primarily a special interest group, is subject to the Bylaws of AWS-Detroit.
- 3.2. The Division shall operate in accordance with the rules defined in the AWS-Detroit Section Operations Manual.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Meetings

- 1.1 AWS-Detroit meetings shall be held at such time and place as the Executive Committee shall determine.

Section 2. Voting Procedures

- 2.1. Any matter upon which Members are required or entitled to vote, including election of Directors or Officers, may be by ballot or mail.

ARTICLE V. EXECUTIVE COMMITTEE

Section 1. Role

The Executive Committee shall manage the business of the AWS-Detroit and may exercise all such powers of the Section and do so lawful acts as are not prohibited by statute, these Bylaws, the Bylaws of the American Welding Society.

Section 2. Executive Committee Structure

- 2.1. The Executive Committee shall be composed of:
 - a. the two most recent past Section Chairs of AWS-Detroit who are Members of the American Welding Society;
 - b. the current Section Chair;
 - c. the First Vice Chair;

- d. the Second Vice Chair;
- e. the Treasurer;
- f. a Secretary;
- g. three Assistant Secretaries; and,
- h. fifteen Members-at-Large.

- 2.2. The Section Chair shall serve as Chair of the Executive Committee, presiding at all meetings of the Executive Committee.
- 2.3. The Officers shall consist of a Section Chair, First Vice Chair, Second Vice Chair, Treasurer, Secretary, the Assistant Secretaries, and such other offices as the Executive Committee shall create.

Section 3. Terms of Office

- 3.1. The terms of office for the Executive Committee members are as follows:
 - a. All Officers, with the exception of the Treasurer and Secretary, shall be elected for a term of one year by annual ballot. The nominees for each elective office shall be the Officer next in line in the order of progression. The order of progression is: Third Assistant Secretary, Second Assistant Secretary, First Assistant Secretary, Second Vice-Chair, First Vice-Chair, and then Section Chair. If an Officer position is vacated for any reason, the Nominating Committee, with the approval of the Executive Committee shall determine the order of succession, taking into account the experience of the candidates for office.
 - b. The offices of Treasurer and Secretary shall be filled by appointment of the Section Chair with the approval of the Executive Committee. These appointments have no defined term limit.
 - c. Each Member-at-Large members shall be elected by ballot for a three-year term and be eligible for re-election for an additional three-year term. After six years of continuous service as a Member-at-Large, one year must elapse before the member is eligible for reelection as a Member-at-Large. Terms shall be staggered in such a manner that one-third of the Members-at-Large will be elected to the Executive Committee each year.
- 3.2. Interim vacancies occurring on the Executive Committee through death, resignation, disqualification or other cause shall be filled by the Executive Committee. The filling of the vacancy by appointment shall not make the member ineligible for regular election to the Executive Committee as a Member-at-Large at the expiration of the term of the vacating member. An appointee to an office is ineligible to progress to the next office and shall vacate the appointed office at the end of the term of the vacating member. In making appointments to the position of Member-at-Large, the Executive Committee shall give first consideration to the next candidates in line according to the popular vote in the preceding election.
- 3.3. Any member of the Executive Committee who, without formal leave-of-absence, does not take part in the management of the affairs of the Section for a period of three consecutive, regular Executive Committee meetings, shall automatically cease to be a member of the Committee. The Secretary shall notify the affected member, after he has missed the second consecutive meeting that he is in jeopardy of being removed from the Committee.

Section 4. Duties and Responsibilities

The duties and responsibilities of the Executive Committee members are defined by these Bylaws and the AWS-Detroit Section Operations Manual.

4.1. Section Chair

The duties of the Section Chair shall be to preside at all meetings of the entire AWS-Detroit and perform all other duties commonly associated with that office. The Section Chair shall appoint all other Committees of the AWS-Detroit not described in these Bylaws and will be an ex-officio member of all Committees of the AWS-Detroit.

4.2. First Vice Chair

The duties of the First Vice Chair shall be to preside in cases where the Section Chair cannot attend and to perform other duties as assigned by the Section Chair. The First Vice Chair will be an ex-officio member of all Committees of the AWS-Detroit.

4.3. Second Vice Chair

The duties of the Second Vice Chair shall be to preside in cases where the Section Chair and First Vice Chair cannot attend and to perform other duties as assigned by the Section Chair.

4.4. Secretary

The Secretary shall be responsible for the keeping of minutes of all meetings of the Executive Committee. He shall have custody of all papers and records of the Section and shall, in general, be responsible for the performance of the usual duties of a recording and corresponding Secretary. The Secretary, or such other person as the Section Chair shall designate, shall submit a report in writing of each meeting of the Section to National headquarters, which shall show the attendance of members and guests, business transacted at the meetings, including papers and discussions presented, and any other matters which the Section shall deem of interest to the Society. He shall also make an annual report to the National Secretary of the Society, with copy to the District Director.

An individual may be appointed as Assistant Secretary (not to be identified with the elected Assistant Secretaries) by the Section Chair, with the approval of the Executive Committee. This individual shall provide assistance in performance of the Secretary duties but will not have a vote in the matters of the Executive Committee.

4.5. Treasurer

The Treasurer shall be the financial officer of the Section and keep full and accurate records of all transactions, receipts and disbursements in books belonging to the Society. The Treasurer shall deposit all funds of the Section in the name, and to the credit of the Section, in such depository or in investments as may be designated by the Finance Committee. He shall disburse the funds of the Section as may be ordered by the Section Executive Committee, taking proper vouchers to such disbursements. He may be required by the Section Executive Committee to file a suitable bond, conditioned upon the Treasurer's performing his duties faithfully and accounting for all monies of the Section entrusted to him. He shall make an annual report to the Executive Committee of the Section and shall forward copy of such report to the National Secretary of the Society and also to the District Director. Such report shall give a complete record of the finances of the Section, showing the

amounts received and expended and the sources and purposes thereof in detail. The Treasurer shall also send to the National Secretary of the Society, with copy to the District Director, quarterly reports of the financial condition of the Section.

An individual may be appointed as Assistant Treasurer by the Section Chair, with the approval of the Executive Committee, to provide assistance in performance of the Treasurer duties. This individual will not have voting privileges.

4.6. Assistant Secretaries

The Assistant Secretaries shall be responsible for the committees and Members-at-Large assigned to them and any other such activities as assigned by the Section Chair or the Executive Committee.

4.7 Members-At-Large

The Members-At-Large shall be responsible for the committees and activities to which they have been assigned by the Section Chair or the Executive Committee.

Section 5. Compensation

5.1. All Executive Committee members shall serve without compensation. The Executive Committee may, in their discretion, authorize the reimbursement of reasonable expenses incurred by the Officers and Executive Committee Members in fulfilling their duties.

Section 6. Meetings of the Executive Committee

6.1. The Executive Committee will hold meetings, subject to the call of the Section Chair, as often as the interests of the Section demand. One of these meetings will be to receive annual reports and install incoming Officers and new Members-at-Large.

6.2. Meetings of the Executive Committee may be called by the Section Chair on five (5) days prior written notice, or by in like manner and as like notice at the written request of two Executive Committee members.

6.3. A majority of the Executive Committee members in office shall constitute a quorum for the transaction of business at Executive Committee meetings, and the acts of a majority of the Executive Committee Members present at a meeting at which a quorum is present shall be the acts of AWS-Detroit unless another procedure shall be specifically provided by statute, the Bylaws of the American Welding Society, or these Bylaws.

6.4. As with all meetings of the AWS-Detroit, attendance at Executive Committee meetings is open to all Members of the AWS-Detroit and invited guests. These Members and Guests can only participate in the meeting at the invitation of the Presiding Officer.

6.5. The Executive Committee shall have the right to conduct Executive Sessions and the right to exclude Members and Guests from such deliberations in Executive Session. An Executive Session of the Executive Committee must be preceded with a properly convened regular or special meeting of the Executive Committee during which the Presiding Officer must announce the Executive Session and state the provisions authorizing such.

Section 7. Indemnification

7.1 Any person named as a defendant or respondent in a third party legal proceeding by reason of the fact that such person is or was a member of the Executive Committee of AWS-Detroit, shall be indemnified and held harmless by AWS-Detroit, though not in excess of the actual amount of AWS-Detroit's available insurance coverage, against all costs, expenses, liabilities and losses (including reasonable attorneys' fees) reasonably incurred or suffered by such person in the defense of the legal proceeding, except in the event the officer or director received an improper personal benefit, engaged in willful misconduct, or other circumstances resulting in ineligibility for indemnification under applicable State law.

ARTICLE VI. COMMITTEES

Section 1. Committee Structure

Various forms of committees are used within the AWS-Detroit to organize and coordinate the activities and Membership.

1.1. Committees

The Section Chair shall, with the assistance of the Executive Committee, designate in writing one or more Committees of the AWS-Detroit, other than those Committees described in these Bylaws. Except where a Committee membership roster is specifically defined elsewhere in these Bylaws, changes to a Committee membership roster must be accepted by plurality vote taken at a Committee meeting. Any such Committee shall exercise such authority as is provided by resolution of the Executive Committee.

1.2. Ad Hoc Committees

Ad hoc Committees may be created by any committee for short-term tasks required to support projects or the committee activities. Changes to the Ad hoc Committee membership roster are at the discretion of the Chair of the Ad hoc Committee. Ad hoc Committee shall keep regular minutes of its proceedings and report the same to the parent committee when required.

Section 2. Committee Operation

2.1. All committees shall keep regular minutes of its proceedings and report the same to the Executive Committee when required.

2.2. AWS-Detroit Membership is not a criterion for participation in a committee.

Section 3. Designated Committees

Various committees have been defined with purpose within the organization. Some of these committees may have an established roster or procedures as defined below.

3.1. Awards Committee

a. The Awards Committee shall recommend award, prize, and other recognition that may be available to the members of AWS-Detroit for approval by the Executive Committee.

b. This committee shall consist of at least three members including the Senior Past Chair serving on the Executive Committee, who shall also serve as Chair of the Awards Committee.

- c. All awards, prizes and certificates shall be administered in accordance with rules established by the Executive Committee and documented in the Section Operations Manual.

3.2 Finance Committee

- a. The Finance Committee shall prepare an itemized budget providing for operation of the Section and annually audit the books of AWS-Detroit.
- b. The Finance Committee will consist of the most recent Past Section Chair serving on the Executive Committee, the Section Chair, the Section Treasurer, and one other member who is either a former Treasurer or Past Chair.
- c. A written report on actual vs. budgeted expenses for the year will be furnished by the Budget Committee to the Executive Committee for approval.

3.3. Nominating Committee

- a. The duty of the Nominating Committee is to present a slate of Executive Committee Members to the Tellers Committee to succeed those Members whose terms are expiring, and to fill such vacancies as may exist.
- b. The Nominating Committee shall consist of the Section Chair and a minimum of three Members appointed by the Section Chair and approved by the Executive Committee. These Members shall have been members of AWS-Detroit for at least ten years and represent different industry interests (i.e. Users and Commercial Interests). The members of this Nominating Committee shall not be eligible as candidates.
- c. The slate of nominated candidates shall include one nominee for each elective office and a minimum of eight nominees as members-at-large. Nominees for the Executive Committee as members-at-large should consist of users of welding and commercial interest to fully represent the welding community.

3.4. Tellers Committee

- a. The Tellers Committee is responsible for assuring that the Executive Committee election requirements have been carried out in accordance with the AWS-Detroit Bylaws.
- b. The committee shall consist of the Secretary, Treasurer, and three Past Section Chair's appointed by the Section Chair.
- c. The Teller's Committee shall make known the slate of candidates to the Executive Committee. After the elections, the Teller's Committee shall tally the ballots as received and report the election results to the Chairman for announcement at a regular meeting of the Executive Committee.

ARTICLE VII. NOTICES AND OTHER WRITINGS

- 1.1. Notices and other writings to or from the Executive Committee and Members shall be in writing and delivered either personally or by sending a copy thereof by first class or express mail, postage prepaid, to his address appearing on the books of the AWS-Detroit or, in the case of Executive Committee members, the address supplied by him to the AWS-Detroit for the purpose of notice.
- 1.2. Notice shall be deemed to have been given and delivered to the person entitled thereto when deposited in the mail or when dispatched.
- 1.3. Notices relating to meetings shall state the purpose or purposes of the meeting, and business transacted at any meeting of the Members or the Executive Committee shall be limited to the purposes set forth in the notice therefore. In the case of proposed amendments to these Bylaws, the notice shall also give the full text of such proposed amendments.
- 1.4. Whenever a notice is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.
- 1.5. Whenever a notice, request, waiver, communication, consent to an action, vote, or other document is required by these Bylaws to be in writing, with or without signature, that requirement may be fulfilled by the delivery, pursuant to Subsection 1.4 above, which copy shall include signature where required.

ARTICLE VIII. FINANCIAL POLICIES

Section 1. Fiscal Year

The AWS-Detroit fiscal year shall be the 12 months from June 1 to May 31 of the following year.

Section 2. Budget

- 2.1. A proposed budget shall be submitted by the Finance Committee to the Executive Committee in advance of the meeting at which it will be acted upon.
- 2.2. No specific budgeted item may be altered, substituted, or exceeded without the approval of the Executive Committee.
- 2.3. Disbursement of budgeted funds requires no additional Executive Committee approval but such disbursements can only be made by the person(s) authorized to make such disbursements by the Chair or Executive Committee.

Section 3. Financial Records and Obligations

- 3.1. Obligations of AWS-Detroit shall be paid by check drawn to the account of the Detroit Section by the Treasurer. All expenditures must be approved by the Section Chair or appropriate Executive Member prior to payment.
- 3.2. Records of all financial transactions must be furnished to the Treasurer.
- 3.3. All contracts must be co-signed by either the Section Chair or Treasurer.

Section 4. Reporting and Audit

- 4.1. The Treasurer shall submit a quarterly financial report to the Executive Committee. The final report at the end of the fiscal year shall constitute the annual report.
- 4.2. The financial records shall be audited by Audit Committee and the audit report, including a written report of actual versus budgeted expenses for the year, shall be presented to the Executive Committee as soon as possible after the close of the fiscal year.

Section 5. Use of AWS-Detroit Funds

- 5.1. AWS-Detroit shall use its funds only to accomplish the objectives and purposes specified by the Bylaws, and no part of said funds shall inure, or be distributed to the Members of the AWS-Detroit.
- 5.2. In order to further advance the objects of this Section, it shall have the authority to acquire and dispose of such property as may be needed in the transaction of its business.
- 5.3. On dissolution of the AWS-Detroit, any funds remaining shall be submitted to the American Welding Society.

ARTICLE IX. AMENDMENT TO BYLAWS

- 1.1. Proposals for amendment to these Bylaws must be submitted in writing at any regular meeting of the AWS-Detroit Executive Committee, and, if approved by the majority of the voting members present at the meeting, shall be submitted to the full membership of the Section for vote by letter ballot.
- 1.2. The Bylaws shall go into effect immediately upon their adoption by a vote of the Section, such adoption requiring at least two-thirds vote of the members voting. No such amendments are valid, however, if they conflict with the Constitution or the Bylaws of the American Welding Society.

ARTICLE X. MISCELLANEOUS

- 1.1. Words of masculine gender shall be deemed to refer or apply to persons of both sexes.
- 1.2. For purposes of definition, commercial interests may be considered to include suppliers, vendors or manufacturers of welding equipment or supplies and also manufacturers' representatives. Users or non-commercial interests may be considered to include individuals in the field of education, consultants, and organizations or companies that are predominantly users, consumers or buyers of welding equipment or supplies.