



BY LAWS  
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## **ARTICLE I - NAME**

The name of this organization shall be the Pacific Northwest Section of the American Society for Nondestructive Testing (the “Section”, a Section of the American Society for Nondestructive Testing, Inc. (the “Society”).

## **ARTICLE II - TERRITORY AND LOCATION**

### **Section 1- Territory and Location**

The Section will operate and serve members within the territory approved by the Society, and its Principal Office will be located in such place as determined by the Section’s Board of Directors (the “Board”).

## **ARTICLE III - OBJECTIVES**

### **Section 1 – Purpose**

The objectives of this organization are the advancing of scientific, engineering and technical knowledge in the field of nondestructive testing through research, education, training, and the qualification of personnel and the compilation and dissemination of information useful to individuals and industry, and beneficial to the general public in accordance with the Society’s objectives. Further, the Section will support and adhere to the objectives, code of ethics, and other standards established by the Society.

### **Section 2 – Restrictions**

All policies and activities of the Section are consistent with:

- (a) applicable federal, state and local laws and applicable regulation or other requirements; and
- (b) the Section is established and shall be operated exclusively to promote the common business interest of the nondestructive testing industry within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and no part of its net earnings shall inure to the benefit of any private individual.

## **ARTICLE IV - MEMBERSHIP**

### **Section 1 - Qualifications for membership and Designation of Members**

- (a) Membership in the Section is limited to individuals in good standing of the Society who are in compliance with the Society’s rules and regulations and who have paid membership dues to the Society.
- (b) Privileges and responsibilities of the various types of membership shall be the same as in the Society.



- a. The membership of the Society shall consist of the following classes: Individual Members, Honorary Members, Student Members, Military Members, and Retired Members. A Corporate Partner shall have the privilege of designating three (3) persons as Individual Members. Those members eligible to vote on appropriate society matters (the "Voting Members" herein) consist of the following classes: Individual, Honorary, Military and Retired.

## **Section 2- Delinquency, Suspension and Termination of Membership**

Revocation or suspension of membership by the Society shall automatically constitute revocation or suspension of membership in the Section.

The Section's Board may terminate the membership of any member of the Section, which may be permanent, temporary or conditional on terms specified by the Board. Any member whose membership is in jeopardy shall be provided with advanced written notice for the proposed termination, an opportunity to contest the proposed termination in writing or in person before the Board, and final written notice of the Board's Decision. The decision of the Board shall be final.

## **Section 3 – Meetings**

The Section shall meet at least three times during September through May on a date and at a place proposed by the Program Committee and approved by the Executive Committee.

The annual business meeting of the Voting Members shall take place at such time and location as determined by Board of Directors.

The summer months of June, July and August shall be without scheduled meetings except for special conference programs, field trips or social events.

Special meetings of the Section may be called by the Board or by the members entitled to cast at least ten percent (10%) of the votes.

## **Section 4 - Notice of Meetings**

Notice of each meeting shall be given to each Voting Member no less than 10 days nor more than 50 days prior to such meetings by postal or other delivery, facsimile, e-mail, or any other electronic means. Notice shall state the place, day and time of the annual meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called.

## **Section 5 – Quorum**

A quorum at any meeting shall be at least ten percent (10%) of the Members.

## **Section 6 – Voting Rights of Member**

Whenever the members must vote on a matter under these Bylaws or otherwise, this section will apply. A majority of the members voting where a quorum is present carries an action. Members may vote in writing by postal or other delivery, facsimile, e-mail, or any other electronic means.



Members may take any action without a meeting if a consent in the form of a record, setting forth the action taken, is executed by all members entitled to vote. A consent may be electronically transmitted by members.

## **ARTICLE V - BOARD OF DIRECTORS**

### **Section 1 - Authority and Duties**

The Board of Directors (Board) shall have general supervision of the affairs of the Section. It is the Board of Directors' duty to carry out the objectives and purposes of the Section as set forth by the Society, and to this end the Board of Directors may exercise all powers of the Section. The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws.

### **Section 2 – Composition and Election**

The Board of Directors is composed of the elected Officers of the Section, the immediate past chairperson and any additional Directors elected by the membership. All Directors and nominees shall be Voting Members of the Section. The number of Directors shall be fixed from time to time by the Voting Members; provided, however, that at all times there shall be no less than three (3) Directors.

### **Section 3 - Election**

Directors are elected by a plurality of the votes cast by the members entitled to vote where a quorum is present. The Board of Directors shall set forth the procedures for how candidates are nominated and elected.

### **Section 4 - Term of Office**

Each elected director shall serve a term of two-years beginning at the adjournment of the annual meeting at which he is elected: Terms of each director shall be staggered so that at least two (2) new directors are elected each year.

### **Section 5 – Vacancies**

Vacancies among Directors are filled, for the balance of the term, by the Board of the Directors.

### **Section 6 - Meetings and Voting**

- (a) Meetings of the Board of Directors are called by the Chairman. Meetings may be held telephonically or electronically as long as each Director can hear the others.
- (b) A majority of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present. Proxy voting by Directors is not permitted.
- (c) Directors may take any action without a meeting if a consent in the form of a record, setting forth the action taken, is executed by all directors. A consent may be electronically transmitted by directors.



### **Section 7 - Removal**

A Director may be removed by (a) two-thirds of the members voting where a quorum is present or (b) a majority of the Board of Directors. A Director may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as a Director, where such person is also an Officer of the Section, automatically results in that person's removal or resignation as an Officer.

### **Section 8 - Compensation**

Directors do not receive compensation for their services but may be reimbursed for reasonable expenses.

## **ARTICLE VI - OFFICERS, ELECTION, TERMS AND DUTIES**

### **Section 1 - Composition**

The officers of the Section shall consist of a Chairman (president), Vice-Chairman (vice-president), Treasurer and Secretary. The duties of the officers are as their titles reasonably indicate or as customarily listed in Robert's Rules of Order, Revised edition. Any two or more offices may be held by the same person except for the offices of president and secretary.

### **Section 2- Elections**

All Officers and nominees shall be Voting Members of the Section. Officers are elected annually by the Membership and shall serve for one year term beginning at the adjournment of the annual meeting at which he is elected. Officers may be elected for successive terms.

One or more candidates for each of the offices shall be offered to the Annual Business Meeting of the Section within each Section year by a Nominating Committee consisting of the current Past Chairman and two other members of the Section at large, as appointed by the Chairman one meeting prior to the said business meeting. Nominations also may be made from the floor at the time of the election meeting, and one person shall be elected to each position by a plurality vote by secret ballot in a regularly conducted meeting. Such officers shall hold office for the ensuing Section Year, or may be elected for one additional year. The new officers are installed at the Annual Business meeting and shall plan and schedule a Section Meeting for September to inaugurate the active year of technical meetings.

### **Section 3 – Duties**

The duties of the officers are as their titles reasonably indicate or as customarily listed in Robert's Rules of Order, Revised 10<sup>th</sup> edition.

SECTION CHAIRMAN: Shall have the following responsibilities:

- a. The president shall have general administrative charge of the affairs of the Section and shall preside over all regular Section meetings and Board meetings.



- b. Assign committee chairmanships.
- c. Report, through the Section Secretary, the following information to National Headquarters (for President's points):
  - i. Names of newly elected officers.
  - ii. Section budget (with help from the treasurer).
  - iii. Financial statement (with help from the treasurer).
- d. See that information for President's points is forwarded to National Headquarters in a timely manner.

SECTION VICE CHAIRMAN: Shall have the following responsibilities:

- a. Preside over all regular Section meetings and Board meetings in the absence of the Chairman.
- b. Chair the Arrangements and Property Committee.
- c. Arrange the year's programs and forward that information to National Headquarters (for President's points).

SECTION TREASURER: Shall have the following responsibilities:

- a. Preside over all regular Section meetings and Board meetings in the absence of the chairman and Vice-Chairman
- b. Maintain the financial records of the Section.
- c. Deposit receipts and pay expenses as incurred.
- d. Assist Section Chairman in preparation for the budget (in August), financial statement (in July), forward them to National Headquarters (for President's points) and to publish the financial statement.
- e. Authorized signatures shall be those of the treasurer and/or the Section Chairman.
- f. Prepare two financial summaries and present them to the Board.

SECRETARY: Shall have the following responsibilities:

- a. Preside over all regular Section meetings in the absence of Chairman, Vice-Chairman, and Treasurer



- b. Get out meeting notices to members, Pacific Northwest technical groups and other interested persons and groups.
- c. Record minutes and transactions of all meetings of the Section.
- d. Keep the minutes of all meetings of the Executive Committee and provide copies to all members of the committee.
- e. Keep a Section record book of activities.
- f. Handle all official correspondence of the Section with the ASNT National Headquarters, other Sections of the Society and any other organizations or individuals.
- g. Arrange for as much publicity as possible for all Section events by all available media.
- h. Arrange for photography of Section functions and transmit regular reports of all Section activities to the Materials Evaluation magazine editor.

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

Vacancies among the Officers are filled, for the balance of the term of office, by the Board of Directors.

#### **Section 5– Removal or Resignation**

Any officer may be removed from office by the affirmative vote of a majority of the Board of Directors. If the Officer proposed to be removed is provided with advance written notice including the reason for the proposed removal, the Officer must have an opportunity to contest the proposed removal in writing or in person, and final written notice of the removal decision. An Officer may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as an Officer, where such person is also a Director of the Section, automatically results in that person's removal or resignation as a Director.

#### **Section 6 – Compensation**

Officers do not receive compensation for their services but may be reimbursed for reasonable expenses.

## **ARTICLE VII - EXECUTIVE COMMITTEE**

#### **Section 1 – Composition and Term of Office**

1. The Executive Committee shall consist of the following elected and appointed members who remain members of the Section in good standing:
  - a. The elected officers.
  - b. Chairmen of Standing Committees.
  - c. Six elected Members-at-Large as a minimum.



- (1) Three Directors elected for two-year terms in even-numbered years.
  - (2) Three Directors elected for two year terms in odd-numbered years.
  - d. Past Chairmen of the Section as limited in Section 2 of this Article. Decisions of the Executive Committee shall be taken by majority vote, a quorum being present, except in cases where the By-Laws otherwise specify.
2. The regular members of the Executive committee shall at no time exceed sixteen (16) and shall hold office for periods as follows:
    - a. Officers - length of elected term - one year.
    - b. Past Section Chairmen – one Section year after completing the term of service as Chairman of this Section.
    - c. Standing Committee Chairmen - length of appointed term (one year)
    - d. Elected Members-At-Large - length of elected term as provided in l.c. above.
  3. Honorary membership on the Executive Committee shall be a privilege of any member of the Section who is serving the ASNT National organization as an elected officer, trustee, director, or chairman of a standing committee. Such honorary memberships shall be conferred and recognized in a regular meeting of the Section. Honorary membership includes the privilege of full participation in meetings and activities of the Executive Committee. The term of the honorary membership shall coincide with the term of duty in the ASNT National Headquarters organization.

## **Section 2 -Quorum**

A quorum of the Executive Committee shall consist of not less than five (5) regular members present and voting at any regularly scheduled meeting of said Committee.

## **Section 3 -Vacancies**

The Executive Committee shall have the power to fill vacancies occurring in any of the offices of the Section by electing some member of the Section to fill out the unexpired term of said office, unless otherwise provided.

## **Section 4 –Responsibilities**

The Executive Committee shall have general charge of the business affairs and property of the Section; may make such rules and regulations as it shall from time to time deem necessary for the management and well-being of the Section and for carrying out its objectives; and may delegate to the Elective Officers any of its functions and powers upon terms specified in a quorum being present. Decisions of the Executive Committee shall be taken by majority vote, a quorum being present, except in cases where the By-Laws otherwise specify.

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### **Section 5 – Meetings**

Meetings of the Executive Committee shall be held at least every second month during the active months from September through May and a summer meeting of the committee shall precede the first Section meeting of the active Section Year (Article VI). The Committee shall meet at a time and place to be arranged by the Chairman, with not less than three (3) days notice to the committee members.

When Chairmen and members of the special committees are invited by the Chairman to attend individual Executive Committee meetings for the discussion of their special functions, they shall have no vote on any Executive Committee transactions if they are not members of the Executive Committee.

## **ARTICLE VIII - COMMITTEES AND APPOINTIVE OFFICERS**

### **Section 1: Formation of Committee; Power of Committees**

The Board of Directors may establish various committees to carry on the affairs of the Section. The creation of a committee shall be approved by a majority of the Directors voting where a quorum is present. The composition of each committee and manner of election of its members shall be determined by the Board of Directors. The rules in these Bylaws governing the Board of Directors also apply to committees of the Board of Directors

### **Section 2: Standing Committees**

1. The standing committees shall be:
  - a. Arrangements and Property (Current Vice Chairman)
  - b. Education (Immediate Past Section Chairman)
  - c. Membership (Current Secretary)
  - d. Program (Current Vice Chairman)
  - e. Publicity (Current Chairman)
  - f. By-Laws (Immediate Past Section Chairman)

Chairmanship for the Education Committee and Program Committee shall be filled by the Immediate Past Section Chairman and the current Vice-Chairman, respectively. The Immediate Past Section Chairman shall act as Chairman of By-laws. Members to act as Chairmen for other standing committees shall be appointed by the Section Chairman for annual terms.

2. The functions and duties of the various committees shall be:



a. Arrangements and Property

- (1) Arrange meeting place for all regular Section functions.
- (2) Poll members for dinner reservations prior to meeting.
- (3) Procure and serve refreshments.
- (4) Collect and handle entertainment and dinner funds at regular meetings.
- (5) Provide speakers' requirements (projector, screen, etc.)
- (6) Clean up after all regular Section functions.
- (7) Be custodian of Section property.
- (8) Assist with planning and executing social meetings.
- (9) Maintain a record of the activities of his committee, and submit an annual report.

b. Education:

- (1) Select subject for educational series and make all necessary arrangements with approval of the Executive Committee. Call on Standing Section committees for assistance as needed in the line of their normal functions, attending to the following details:
  - (a) Select, contact and schedule speakers.
  - (b) Obtain and distribute publicity.
  - (c) Make normal arrangements.
  - (d) Obtain, sell, collect, and account to the Section Treasurer for any funds received or disbursed.
  - (e) Take attendance and supply certificates of attendance.
  - (f) Publish and distribute notes on the meetings at their discretion.
  - (g) Arrange to meet the speaker(s) and provide accommodations.
  - (h) Follow up the meetings with thank-you letters and publicity.
  - (i) Submit a report summarizing the program and results.



- (2) Conduct such student affairs activities as deemed desirable to promulgate engineering as a career and profession and in particular the role of nondestructive testing.
- (3) Maintain a roster of speakers and topics available within the Pacific Northwest Section and notify local schools and organizations as to their availability.
- (4) Cooperate with local school officials, teachers, and science clubs in the dissemination and enlargement of nondestructive testing information and activity.
- (5) Participate, as a representative of the Pacific Northwest Section, on the ASNT National Education Committee.
- (6) Maintain a record of the committee activities and submit an annual report summarizing the activities of the committee throughout the year. This report will be included in the records of the Pacific Northwest Section by filing it with the Section Secretary.

c. Membership

- (1) Pursue an active campaign for new individuals and sustain members.
- (2) Receive and introduce new members and guests at regular Section meetings.
- (3) Make, keep, and distribute name tags at regular functions.
- (4) Keep a guest book.
- (5) Contact guests of previous meetings.
- (6) Maintain and furnish mailing lists of members and prospective members for use of the respective committees and officers.
- (7) Assist in the distribution of tickets for the various Section activities.
- (8) Devise and execute plans for the follow-up and re-enlisting of delinquent members.
- (9) Make a list of attendance and report at Executive meetings.
- (10) Maintain a record of the committee activities and submit an annual report summarizing the activities of the committee throughout the year. This report will be included in the records of the Pacific Northwest Section, by filing it with the Section Secretary.

d. Program



- (1) Arrange for program and speakers for technical meetings with approval of the Executive Committee.
- (2) Inform Arrangements and Publicity Chairmen of all essential details as soon as programs are firm.
- (3) Arrange transportation, accommodations, and entertainment for speakers and their families as authorized by the Section Chairman.
- (4) Act as or obtain a technical chairman for each technical meeting.
- (5) Obtain biographical information and publicity photographs speakers and events.
- (6) Provide Section Secretary a summary of programs for announcement letters to the membership.
- (7) Provide Arrangements Committee and speaker's needs.
- (8) Issue letters of appreciation to speakers and include publicity.
- (9) Maintain a record of the committee activities and submit an annual report summarizing the activities of the committee through the year. This report will be filed with the Section Secretary for inclusion in the permanent records of the Pacific Northwest Section.

e. Publicity

Assist the Secretary in the following specific duties.

- (1) General information correspondence with the ASNT National Headquarters and other sections and keeping the Section advised of national activities.
- (2) Prepare reports to the ASNT National Headquarters of all Pacific Northwest Section activities.
- (3) Contact newspapers, other technical societies, and local technical and industrial news publications for advance notice of Section programs and meetings and to report items of special interest in the nondestructive testing field, national as well as regional.
- (4) Take charge of photographic arrangements for records and publicity of Section activities.
- (5) Obtain copies of all publicity of Section affairs for inclusion in the Section activity record book.

f. By-Laws and Rules:



- (1) Be familiar with all provisions of the By-Laws and Rules affecting the conduct of business of the Section and the Executive Committee.
- (2) Act as prompter when necessary in any meeting to guide transactions in conformance to the By-Laws or Committee Rules, by quoting from an Official Copy in his possession.
- (3) Assist the Section Chairman with timely reminders of required actions for compliance with By-Laws provisions, such as Nominating Committee assignments, preparations for the Annual Business Meeting, publication of proposed By-Law changes, etc.
- (4) Propose such changes for the By-Laws as may appear necessary or advantageous, and draft for publication any such changes proposed or endorsed by the Executive Committee in preparation for vote by the membership.
- (5) Draft or assist with the wording of resolutions or rules proposed for adoption by the Executive Committee, which are to govern proceedings or activities in the future until changed, or will place the Section on record with the ASNT National Headquarters or other organization concerning any matter of continuing responsibility or significance.
- (6) See that copies of all properly adopted rules and resolutions are retained by the Secretary in meeting records.
- (7) See that all officers are supplied with copies of the currently active Rules and By-Laws.
- (8) There may be special committees appointed by the Chairman annually or at his pleasure, for such purposes as he may deem fit or at the suggestion of the various standing committees.

## **ARTICLE IX - PARLIAMENTARY AUTHORITY**

All questions of parliamentary procedures shall be determined at all meetings of the Section in general, or the Executive Committee, by Robert's Rules of Order, Revised, 10<sup>th</sup> edition except as they may be in direct conflict with other provisions of these By-Laws.

## **ARTICLE X - AMENDMENTS**

Section 1 - Board Action. The Board of Directors, by the affirmative vote of two-thirds (2/3) or more of the voting members of the Board, may add to, amend, or repeal these By-Laws.



Section 2 - Member Rights. Society Members may propose revisions to these By-Laws by submitting a petition to the President which contains the substance of the proposed revision(s), and is signed by at least twenty (20) voting members of the Society.

## **ARTICLE XI - MISCELLANEOUS**

### **Section 1- Charter/Articles of Incorporation**

The Section, its Officers, Directors, and agents must conform with and maintain its charter or articles of incorporation and all Section affiliation requirements imposed by the Society.

### **Section 2- Books and Records**

The Section must keep books and records of its financial accounts, meeting minutes, and membership list (with names and addresses) at its Principal Office. The Section will make those books and records available to the Society at any time. The Section is responsible for filing its annual 990 (or 990-EZ or 990-n, as applicable) with the Internal Revenue Service.

### **Section 3 - Fiscal Year**

The fiscal year of the Section is July 1<sup>st</sup> through June 30th.

### **Section 4 - Annual Report to the Society**

The Section will submit an Annual Report to the Society each year, which includes list of elected Officers and Directors and any other document or report required by the Society.

### **Section 5 - Conflict-of-Interest Policy**

The Board of Directors shall adopt a conflict-of-interest policy that applies to all Officers and Directors of the Section.

### **Section 7- Assets of Section and Dissolution**

No member of the Section has any right, title, or interest in or to the Section's assets. Should the Section liquidate, dissolve or terminate in any way, all assets remaining after paying the Section's debts and obligations must be transferred from the Section's bank account to the Society or if the Society is no longer in existence to another Section 501(c)(6) or Section 501(c)(3) organization. In no event may any assets inure to the benefit of or be distributed to any member, Director, Officer, or employee of the Section.

### **Section 8 - Parliamentary Authority**

All questions of parliamentary procedures shall be determined at all meetings of the Section in general, or the Board, by the latest edition of Robert's Rules of Order except as they may be in direct conflict with other provisions of these By-Laws.



Helping Create  
a Safer World

PACIFIC NORTHWEST SECTION OF THE  
AMERICAN SOCIETY FOR NONDESTRUCTIVE TESTING

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Revision List

1957	Original issue
1987	Reformat, add dues by national, revise Executive committee to reflect practice, Revised Article VII, VI, V, IV, III
1997	Revised terms of service
2010	Clarified reporting requirements, terms of service
2011	Entire rewrite for national conformity