

BYLAWS
MID-ATLANTIC REGIONAL CHAPTER
Society of Quality Assurance
(MARSQA)

ARTICLE I - NAME

The name of this organization shall be the Mid-Atlantic Regional Chapter of the Society of Quality Assurance, and hereinafter shall be designated as the Chapter.

ARTICLE II - OBJECTIVES

The objectives of the Chapter shall be to:

1. Serve as the focal point for Quality Assurance interests in the Mid-Atlantic region, including but not limited to NY, NJ, PA, DE and MD.
2. Encourage interactions among those in all aspects of Quality Assurance in government, industry, research/testing and academia. Provide and/or sponsor educational programs for the benefit of Quality Assurance professionals.

ARTICLE III - MEMBERSHIP

Section 1. Members of the Society of Quality Assurance shall become Chapter members upon payment of Chapter dues.

Section 2. Any person having a professional interest in Quality Assurance may become a Chapter member upon payment of Chapter dues.

Section 3. Membership may be extended to interested full-time students attending area colleges or universities.

ARTICLE IV - OFFICERS & DIRECTORS

Section 1. The Chapter officers shall be: Immediate-Past President, President, Vice-President, Secretary and Treasurer. They shall be members in good standing of the Society of Quality Assurance. The Vice-President shall be elected annually by the Chapter members. The Treasurer and Secretary shall be elected biennially by the Chapter members. They shall serve until their successors are installed. In the first year of Chapter activity, the Secretary will serve a one-year term.

The office of Immediate-Past President will not be filled during the first year of Chapter activity. Instead, a fifth Director will be elected to the Board to serve for the first year only.

Section 2. The Vice-President automatically accedes to the office of President.

Section 3. There shall be four Directors on the Board, elected from the Chapter membership, except in the first year of Chapter activity when there shall be five Directors.

Section 4. Officers and Directors shall assume their responsibilities on January 1 of a given year.

ARTICLE V - ELECTION OF OFFICERS & DIRECTORS

Section 1. Elections will be held annually, with voting to be carried out by the use of ballots.

Section 2. The office of the President shall be for a term of one year, after which the President will serve one year as Immediate-Past President.

Section 3. The Vice-President shall be chosen by a vote of the membership for a term of one year, at the conclusion of which the Vice-President shall automatically accede to the office of President.

Section 4. The Secretary shall be chosen by a vote of the membership for a term of two years, except in the first year of Chapter activity when the term shall be one year.

Section 5. The Treasurer shall be chosen by vote of the membership for a term of two years.

Section 6. Except for the first year of Chapter activity, there shall be four Directors, all chosen by vote of the membership for a term of two years. During the first year, three Directors will be elected by the membership to a one-year term, and two will be elected to a two-year term.

Section 7. The Nominating Committee shall provide, according to Chapter procedure, the name(s) of the nominee(s) for each elective office to be filled. The candidates will provide appropriate biographies to the Nominating Committee.

Section 8. In the event of a vacancy in an elective office other than the Presidency, the Chapter Board of Directors may make an appointment or may provide for a special election to fill the vacancy. In such cases, the individual will hold the office until the expired term of the office is completed.

Section 9. In the event of a vacancy in the office of President, the Vice-President accedes to that office.

ARTICLE VI - ADMINISTRATION

Section 1. The Chapter shall be governed by the Board of Directors except as otherwise expressly provided herein.

Section 2. The Board of Directors shall consist of the Officers and the Directors. The President of the Chapter shall serve as Chair of the Board. Five members of the Board shall constitute a quorum for the transaction of business.

Section 3. The President shall preside at all meetings of the Chapter and of the Board. In the President's absence, the succeeding order of officers shall preside:

Vice-President, Immediate-Past President, Secretary, Treasurer. The President will keep in contact with developments in the field of Quality Assurance and guide the Chapter in the formulation of constructive activities.

Section 4. The Treasurer shall be the custodian of all monies and dues of the Chapter, and shall pay all authorized bills against the Chapter. The disbursement of funds shall be made upon authorization by the Board of Directors. The Treasurer shall periodically submit the accounts for audit by individuals designated by the Board of Directors.

The Treasurer shall transmit to the successor in office all funds and property of the Chapter that are in his/her possession. An annual report shall be submitted to the Chapter in such form as may be determined by the Board.

No funds shall be expended by or in the name of the Chapter to the extent that the expenditure, if made by the Society of Quality Assurance, would represent use of funds for a purpose or for purposes not within the Society's exempt status as defined under section 501(c)6 of the Internal Revenue Code.

Section 5. The Secretary shall keep a current and complete record of all transactions of all meetings of the Chapter and Board, shall carry on the correspondence of the Chapter, and shall keep an accurate list of the members and their status, to be updated at least annually.

Section 6. Any Chapter funds or other property remaining at the time of termination, abandonment or dissolution of the Chapter shall be turned over to the Society of Quality Assurance and shall then become part of the Society's general funds; no part of such funds or property shall inure to the benefit of any member or officer of, or person(s) associated with the Chapter.

Section 7. The Chapter shall comply with provisions for continued authorization by the Society of Quality Assurance.

Section 8. The power to employ and/or terminate contract personnel as it deems necessary, shall be vested solely in the Board of Directors. Employment shall be upon such terms and at such salaries as to be determined by the Board of Directors. Subject to Board approval, Officers and Committees may delegate their respective administrative duties, as defined in the ByLaws, to the staff personnel.

ARTICLE VII - MEETINGS

Section 1. Meetings shall be held at least annually and as directed by the educational programs of the Chapter. The time and place of each meeting shall be established by the Program Committee and communicated to the membership by the Secretary at least two weeks before each meeting.

Section 2. Special meetings may be called by the President at any time, with the approval of the Board of Directors or by the presentation of a petition to the President, signed by 20% of the members of the Chapter in good standing.

Section 3. A quorum shall consist of 20% of the Chapter members in good standing.

Section 4. Board meetings shall be held at the discretion of the President at any time, providing notice of at least seven days is given to the Board members.

ARTICLE VIII - DUES

Section 1. The dues will be established by a majority of the Chapter Board of Directors. The amount for dues may be changed, subject to approval vote by the Board of Directors.

Section 2. Dues collected will be used solely for Chapter purposes.

ARTICLE IX - COMMITTEES

Section 1. A Program Committee shall be established and made responsible for the development of educational programs and logistical concerns regarding General Membership Meetings, including, but not limited to, the arrangements for both the locality and content of such. Guidelines for all aspects of program development will be prepared by the Board and made available to the Program Committee. Such guidelines will be amended as necessary. On an annual basis, the President shall appoint a Chairperson to the Program Committee, subject to confirmation by the Board, who shall report directly to the Vice-President. The Vice President will provide oversight to the Program Committee. The Chairperson shall select members of the Program Committee from community volunteers.

Once the program is finalized, the Program Committee will provide the Secretary with all information for notification of the membership, at least four weeks prior to the meeting.

Section 2. A Nominating Committee shall be appointed at least three months prior to the Annual election. This committee will be appointed by the Board and will be composed of not less than three members, none of whom shall be Board members.

The Nominating Committee will prepare the ballots and ensure that biographies of the nominees and the respective ballots be made available to the Membership no less than 30 days prior to the election.

Section 3. The President, with Board approval, shall appoint all other committees as necessary and shall automatically become an ex-officio member of such committees. Members of such committees serve at the pleasure of the incoming President.

ARTICLE X - AMENDMENTS

Section 1. Amendments to these Bylaws may be presented by any Chapter member in good standing at any regular meeting of the Chapter, or at any special meeting called for that specific purpose. Amendments shall be presented in writing and shall be offered to the membership present at that meeting on motion for consideration and circulation too the membership. A simple majority of those present shall be necessary to pass the motion.

Amendments accepted for future consideration and circulation shall be printed and circulated with a ballot to all members in good standing. A two-thirds affirmative vote of the ballots returned within 30 days shall be necessary for adoption of any amendment.

Section 2. Amendments to these Bylaws must be approved by the Board of Directors of the Society of Quality Assurance before they become effective. This is done to assure the Chapter that future changes in these Bylaws will have the same force as the original, which was so approved.

Date of approval by the Society of Quality Assurance: January 30, 1991

Effective Date: January 30, 1991

Article VI - Section 7 Amended and Approved: April 29, 1993

Article V Section 7 Amended and Approved: February 19, 2001

Article VI Section 8 Amended and Approved: February 19, 2001

Article IX Section 1 Amended and Approved: February 19, 2001

Article IX Section 2 Amended and Approved: February 19, 2001

I verify that these bylaws are true and in effect of May 21, 2003.

Name of Regional Chapter MARSA

Signature Frank T. Besly

Regional Chapter Office President

Date: May 21, 2003