



American Welding Society

BYLAWS OF THE COLUMBUS SECTION OF THE AMERICAN WELDING SOCIETY, INC.

Columbus, Ohio Section 036
Revision Final, September 9, 2016
(Replaces 1947 Edition)

ARTICLE I

NAME

Section 1. The name of this organization shall be the Columbus Section of the American Welding Society, Inc., hereinafter called the Section.

ARTICLE II

OBJECTS

Section 1. The objects of this Section shall conform to those of the American Welding Society, Inc., hereinafter called the Society. The objects of the Society shall be:

- (a) To encourage in the broadest and most liberal sense the advancement of welding;
- (b) To encourage and to conduct research, both basic and applied in all sciences as they relate to welding;
- (c) To improve the education and usefulness of personnel engaged in and associated with welding activities;
- (d) To engage in and assist others in the development of sound practices for the application of welding and related processes;
- (e) To disseminate welding knowledge through its publications, meetings, discussions, consultations, exhibits and by any other available means;

Thereby fostering public welfare and education, aiding in development of our country's industries and adding to the material prosperity and wellbeing of our people.

ARTICLE III

ORGANIZATION

Section 1. The organization of this Section shall be subject to the approval of the Society's Board of Directors.

Section 2. Not fewer than fifty (50) members or eligible paid applicants for membership in the Society, in either the sustaining or member grades may

apply for authorization for the organization of a new Section.

- Section 3. Requirements of an Active Section. To maintain an active status, the Section shall:
1. Hold at least three (3) meetings during the Section's membership year for purpose of presentation of appropriate papers and interchange of ideas and information. Where practical, this Section shall promote inspection trips, educational lectures, and courses.
 2. Have a total paid membership of twenty-five Members.
 3. Submit annual reports to the Secretary of the Society in accordance with the Society Rules. Should the Section become inactive, the National Secretary shall report the fact to the national Board of Directors, which may disband the Section in accordance with the Rules of the Society.
- Section 4. Should the Section be disbanded, the Section Treasurer shall return to the Society all of its remaining funds with suitable accounting for receipt and disbursement of funds. A disbanded Section may be reinstated by the National Board of Directors in accordance with the Rules of the Society.

ARTICLE IV

MEMBERSHIP

- Section 1. All members of the American Welding Society, namely, Sustaining Members, Members, Transitional Members, Student Members, Retired Members, Honorary Members and Life Members, residing within the bounds of this Section except those who have joined another Section in accordance with the National Bylaws of the American Welding Society and all others who have chosen to join this Section shall be members of this Section.
- Section 2. All Members other than Student Members of this Section who are in good standing shall have the right to vote and hold office.
- Section 3. Eligibility for membership shall be in accordance with Article 1 Section 1 of the Bylaws of the Society.

ARTICLE V

MEETINGS

- Section 1. Regular meetings of this Section shall be held at such time and place as determined by the Executive Committee.
- Section 2. The annual meeting of this Section shall be held in the Month of April or May of each year for the election of Section Officers and Executive Committee for the coming year, and for the transaction of such other business as may require action by this Section's membership.
- Section 3. The membership and fiscal year of this Section shall commence on June 1

and end on May 31.

ARTICLE VI

MANAGEMENT

- Section 1. The Officers of this Section shall consist of a Chairman, a First Vice Chairman, a Secretary and a Treasurer, all of whom shall be elected for a term of one year by the Section at each annual meeting.
- Section 2. The management of this Section shall be vested in an Executive Committee consisting of the Officers of the Section, the immediate Past Chairman and any Members-at-Large.
- Section 3. The Executive Committee shall have power to fill vacancies in its membership, such member to hold office for the unexpired term of the vacating member.
- Section 4. The Executive Committee may hold meetings, subject to the call of the Chairman, as frequently as the interests of this Section require.
- Section 5. At all meetings of the Executive Committee, a majority shall constitute a quorum. Any member of the Executive Committee not present for three consecutive meetings may be asked by the Chairman to vacate the position held.
- Section 6. Family members/relatives of the Section Treasurer may not serve as Chairman or other Officer.
- Section 7. Each Section must have at least two, preferably three, signatories for each financial account (checking, savings, DC, Section Investment Agreement with AWS National, etc.). The Executive Committee must insure that the Section's signatories are updated on all accounts when necessary.
- Section 8. All obligations of the Section will be paid by check, drawn to the Section's account.
- Checks should be signed by the Treasurer and at least one other Officer designated by the Executive Committee to have this authority.
 - Should it not be possible to acquire a second signature, Chair should be notified of disbursement and a confirmation via email should be attained and saved for record keeping.
 - Disbursements over \$1,000 require email notification and approval from all Officers.
 - No checks should be written to an officer without proper approval. As such, any payment made by personal credit card for Section-related activities must be approved by all officers prior to reimbursement.
- Section 9. The Chairman of the Executive Committee may request an audit of the Section's books at any time. The outgoing Chairman and incoming Chairman shall audit the books at the end of the fiscal year and sign the same before making out the annual report, and at any time there is a change of Treasurer.

ARTICLE VII

DUTIES OF OFFICERS

- Section 1. CHAIRMAN – The Chairman shall preside at all meetings of the Section and of its Executive Committee. He/she shall act as chief executive officer of this Section subject at all times to approval of the Executive Committee.
- Section 2. FIRST VICE CHAIRMAN – The First Vice Chairman shall perform the duties of the Chairman in the event the Chairman is absent or unable to act. He/she may be designated to serve as Program Chairman of this Section.
- Section 3. SECRETARY – The Secretary shall keep minutes of all meetings of the Executive Committee. The Secretary shall keep an accurate record of all members of this Section and shall periodically check the roster with the records of the Society. This member shall be custodian of all papers and non-financial records of the Section and shall perform the usual duties of a recording and corresponding Secretary. The Secretary, or such person as designated, shall submit a report in writing of each meeting of the Section to the National Secretary of the Society (Section Meeting Report Form), with a copy to the District Director. The Secretary shall make an annual report to the National Secretary of the Society, with copy to the District Director. If absent these duties fall upon the other officers in the following order: Chairman, Treasurer, First Vice Chairman and Second Vice Chairman. Bring to the attention of the Chairman all correspondence, bulletins, notifications, and matters affecting the Section's activities as well as those which the Chairman should bring before the Executive Committee, under the direction of the Chairman. Arrange for and supervise the mailing of all Section meeting notices to all on the mailing lists of members, prospective members, approved organizations, District Directors, National Headquarters and other Section Secretaries as decided.
- Section 5. TREASURER – The Treasurer shall be the financial officer of the Section. He/she shall keep complete and accurate accounts of receipts and disbursements in books belonging to this Section, and shall deposit all funds of the Section in the name and to the credit of this Section, in such depository as may be designated by this Section's Executive Committee. The Treasurer shall ensure there are at least two, preferably three, signatories listed on the Section's financial account(s). The Treasurer shall provide an updated financial report at Section and Executive Committee meetings, and provide the Section Chairman periodic reports, as requested. The Treasurer shall prepare a budget based on anticipated income and fixed expenses for submission to the Executive Committee at the first Executive Committee meeting of the Section's fiscal year. The Treasurer shall disburse the funds of this Section as may be ordered by this Section's Executive Committee, requiring receipt of proper vouchers for such disbursements. A requirement may be made by this Section's Executive Committee to file a proper bond, conditioned upon the performing duties of this Section entrusted to him/her. Prepare annual report of receipts and

expenditures prior to the end of the fiscal year and forward a copy of the report to the Secretary of the Society with copy to the District Director. The Treasurer prepares for each meeting of the Executive Committee a report on the financial status of the Section. Retain canceled checks for a minimum of 1 years and a maximum of 5 years before disposing of them. (The statute of limitations varies according to state. Check regulations applicable in your state.) The main obligation of the Treasurer is to serve as custodian of all Section funds. To fulfill this obligation, the Treasurer must insist upon being made aware of every Section activity and be informed as to the possibility of its need for funds, the amount of such and the frequency. At no time should approval be given to the financing of projects if the Section's welfare is not indicated. While overruled by the Chairman and Executive Committee, a valid objection must be made to the action taken, it is the duty of the treasurer, for the record, to insist upon registration of this negative vote in the minutes of the Executive Committee meeting. When it appears that the Section's operations are consuming funds beyond those provided in the budget, it is the Treasurer's obligation to bring this matter to the immediate attention of the Chairman, Secretary, and Executive Committee with recommendation that either certain operations be curtailed or additional ways and means be developed for proper financing.

ARTICLE VIII

FINANCIAL POLICY GUIDELINES

- Section 1. Developing and adopting a written financial policy is a valuable and important practice for all AWS Sections, no matter how small or large. Financial policies clarify the roles, authority, and responsibilities for essential financial management activities and decisions. In the absence of an adopted policy, Section Officers and Committee Chairs may be likely to operate under a set of assumptions that may or may not be accurate and productive.
- Section 2. **Financial Policy Guidelines:**
- The Treasurer is responsible for keeping complete and accurate accounts of receipts and disbursements.
 - The Treasurer should prepare a budget based on anticipated income and fixed expenses to be provided to the Section's District Director. A sample budget can be provided from AWS National.
 - The Section Treasurer shall provide an accurate and current status of the Section's finances at each Executive Committee meeting. Should the Treasurer not be able to attend, the Chairman shall present the financial report, including bank statements.
 - The Executive Committee should obtain the Section's bank and/or credit card statements on a monthly basis, as such it will reduce the risks of misappropriation.

- The annual report for the District Director Travel Fund established by Section funds should be reviewed at the District Conference.
- Sections with family members/relatives of the Section Treasurer who serve as Chairman will be subject to audit.
- Each Section must have at least two, preferably three, signatories on every financial account (checking, savings, CD, Section Investment Agreement with National HQ, etc.).
- The Executive Committee must insure that the Section's signatories are updated on all accounts when necessary.
- All obligations of the Section will be paid as follows.
 - o Payments made by Section debit card must be approved by at least one other Officer, as designated by the Executive Committee. Confirmation of approval should be attained and saved for record keeping.
 - o Should it not be possible to acquire a second signature, Chair should be notified of disbursement and a confirmation via email should be attained and saved for record keeping.
 - o Disbursements over \$1,000 require email notification and approval from all officers.
 - o No checks should be written to an officer without proper approval.
 - o As such, any payment made by personal credit card for Section-related activities must be approved by all officers prior to reimbursement. Once expenses are approved, expenses should be reimbursed in a reasonable amount of time.
- Credit cards in the name of the Section are not encouraged.
- Petty cash balance should not exceed \$200. The Treasurer should prepare a monthly reconciliation of petty cash.
- Cash receipts and disbursements require that supporting documentation be saved for recordkeeping (i.e., a receipt must be provided to those who pay in cash to attend an event, and a copy of such receipt must be kept by the Section. Additionally, a receipt needs to be obtained for a cash payment made to a vendor.)
- Should the Section have an Investment Agreement with AWS National, request to withdrawal funds must be approved and signed by the Section's Executive Committee Members.
- At no time should approval be given to the financing of a project if the Section's welfare is in jeopardy or not disclosed.

Monthly Reconciliation Form

- This reconciliation form will assist in the completion of the Section's annual financial reports.
- In an effort to improve communication between Sections and their District Directors, as well as provide accountability, Treasurers are required to send their Section's Reconciliation form, along with a copy of the corresponding bank statement, to their District Director monthly.
- The completed Reconciliation form must be attached to your Section's

annual report form sent to National each year by the July 1st due date, along with all 12 bank statements.

Annual Financial Report

- The Section Annual Financial Reports, with required documentation, must be submitted to AWS National by the July 1 due date for the Section to receive its Annual Rebate in September. A copy of these Reports should also be sent to the Section's District Director.
- The completed Reconciliation form must be attached to your Section's Annual Report, along with copies of the Section's operating bank statements for the entire year (June through May). May statements for other financial institution accounts must be provided as well. AWS reserves the rights to request monthly statements of such accounts.
- Supporting documentation for individual expenses over \$500 are required and must be attached to the Section's Annual Reports.
- Section may be subject to a financial audit by AWS National.

Audits

- As stated in the Section's bylaws, the Section Chairman may request an audit of the Section's books at any time. The outgoing and incoming Chairman should audit the books at the end of the fiscal year and sign the same prior to completing the Annual Report, as well as at any time there is a change of Treasurer.

Bylaws Financial Clauses

- For additional financial information, refer to the suggested bylaws available at the address below:
<http://www.aws.org/library/doclib/Suggested-Bylaws-for-AWSSections-Rv201402.pdf>

Whistleblower Policy

- Information regarding a general hotline will be available on our website. The hotline can be used to report incidents on all levels of the Society.

ARTICLE IX

ELECTIONS

- Section 1. The Section Chairman shall appoint a Nominating Committee to consist of at least three members, one of whom he/she shall designate as Chairman, preferably the immediate Past Chairman. If available among those actively participating in Section activities, Past Chairmen should be appointed as Nominating Committee members. The Committee shall meet at least 90 days prior to this Section's annual meetings.
- Section 2. The Nominating Committee shall report to the Section Secretary within 20 days, the names of the nominees that they have selected for the various elective offices next falling vacant, together with (if necessary) the written consent of the nominees included in the report.

- Section 3. The nominees proposed by the Nominating Committee shall be designated as “Regular Nominees.”
- Section 4. Nominations for officers and members of the Executive Committee may also be made by petition by not less than ten members in good standing of the Section, the names of such nominees to be added to the slate as “Nominees by Petition.”
- Section 5. The names of the “Regular Nominees” and of the “Nominees by Petition,” if there are any, shall be presented at a regularly called meeting and the Chairman shall declare the closing date for further nominations.
- Section 6. Members cast their votes in person at the annual meeting. The candidates receiving the largest number of votes for the respective offices shall be declared elected and shall assume office on adjournment of the annual meeting.
- Section 7. In case of a tie in the vote for any office, the Chairman shall cast the deciding vote, except in such case where he is involved in a tie vote, the most recent Past Chairman shall cast the deciding vote.
- Section 8. Provided there are no nominations by petition, and provided that the slate of “Regular Nominees” proposed by the Nominating Committee is mailed to all Members of the Section at least 45 days in advance of the annual meeting of the Section, election may be made by approval of a motion for the Secretary to cast a unanimous ballot for the election of those nominated.

ARTICLE X

INDEMNIFICATION

- Section 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 director or officer of the Chapter, shall be indemnified and held harmless by the Chapter, though not in excess of the actual amount of the Chapter’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 XI

PROVISIONS FOR GOVERNING DOCUMENT

- Section 1. The Section is organized, and shall be operated exclusively for, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code (the “Code”).
- Section 2. No part of the net earnings of the Section shall inure to the benefit of any officer or director of the Section, or any private individual (except that reasonable compensation may be paid for services rendered to or for the

Section affecting one or more of its purpose(s)); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Section.

Section 3. No substantial part of the activities of the Section shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Section shall not participate in, or intervene in (including the publication or distribution or statements) any political campaign on behalf of any candidate for public office.

Section 4. The Section shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under 170(c)(2) of the Code.

Section 5. Upon dissolution of the Section, after paying or providing for payment of any debts and other liabilities, all remaining assets of the Section shall be distributed to the American Welding Society provided that the American Welding Society is at such time exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE XII

MISCELLANEOUS

Section 1. The Executive Committee is empowered to appoint committees for special purposes.

Section 2. The Chairman shall be ex officio, a member of all committees.

Section 3. Proposal for amendments to those Bylaws may be submitted in writing at any regular meeting of this Section and, if approved by a majority of the eligible voting members present at the meeting, shall be submitted to the full membership of the Section. If approved by two-thirds of the votes cast, the amendment or amendments shall become a part of the Bylaws provided they are not in conflict with the Constitution of the American Welding Society, Inc.

Section 4. These Bylaws shall go into effect immediately upon their adoption by a vote of this Section, such adoption requiring at least a two-thirds vote of the Executive Committee, as long as the Bylaws are in agreement with the National Bylaws as adopted by the National Board of Directors.