

*Midwest Regional Chapter  
Society of Quality Assurance*



**6 March 2009  
BYLAWS**

**Article First-Name**

**Section 1.** The name of this organization shall be the Midwest Regional Chapter of the Society of Quality Assurance (MWSQA) and hereinafter shall be designated as the Chapter.

**Article Second-Objectives**

**Section 1.** The objective of the Midwest Regional Chapter of the Society of Quality Assurance (MWSQA) shall be to: serve as the focal point for quality assurance interests in the region consisting of Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Ohio, Pennsylvania, West Virginia, and Wisconsin; encourage interactions among quality assurance professionals in government, industry, and academia; and sponsor educational programs in quality assurance.

**Article Third-Membership**

**Section 1.** Members of the Society of Quality Assurance (SQA) shall become members in good standing of the Chapter upon payment of the Chapter dues.

**Section 2.** Any person having a professional interest in quality assurance may become a member in good standing of the Chapter on payment of the Chapter dues.

**Section 3.** Membership in good standing may be extended to full-time students attending area colleges or universities and having an interest in quality assurance upon payment of the Chapter dues.

**Section 4.** Membership will begin at the time dues are received through 31 December for the fiscal year designated on the membership application.

## **Article Fourth-Officers and Directors**

**Section 1.** Chapter officers shall be elected from Chapter members who are members in good standing of the Society of Quality Assurance. The Chapter officers shall consist of a President, Vice-President, Secretary, Treasurer, and immediate Past-President. The Vice-President shall be elected annually and the Secretary and Treasurer biennially by the Chapter members. They shall serve until their successors are installed. The Vice-President automatically accedes to the Office of President. The President automatically accedes to the Office of immediate Past-President. Officers shall assume duties on 01 January following election.

**Section 2.** The four Chapter directors shall be elected from full or provisional members in good standing of the Chapter. They shall serve a term of two years. Directors shall assume duties on 01 January following election.

**Section 3.** The five Chapter officers and four directors comprise the Chapter Board of Directors (BOD).

## **Article Fifth-Election of Officers**

**Section 1.** The office of the Presidency shall be for a term of one year, after which the President will serve one year as immediate Past-President.

**Section 2.** The Vice-President shall be chosen initially by 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 the President.

**Section 3.** The Secretary shall be chosen by a vote of the membership for a term of two years.

**Section 4.** The Treasurer shall be chosen by a vote of the membership for a term of two years.

**Section 5.** There shall be four Directors, all shall be chosen by vote of the membership for a term of two years.

**Section 6.** Elections shall be held annually with voting accomplished by the use of mail or electronic ballots. In the event of a tie vote, the President shall call a meeting of the Chapter Officers and the tie shall be resolved by a majority vote of the Chapter Officers.

**Section 7.** In the event of a vacancy in an elective office, other than the Presidency, the Chapter's Officers shall make an appointment to fill the vacancy until the un-expired term is completed. In the event of a vacancy in the Presidency, the Vice-President accedes to that office.

## **Article Sixth-Administration**

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

**Section 2.** The BOD shall consist of the five officers (President, Vice-President, Secretary, Treasurer, and immediate Past-President) and four directors. The President of the Chapter shall serve as chairperson of the BOD. Five members of the BOD shall constitute a quorum for the transaction of business.

**Section 3.** The President shall preside at all meetings of the Chapter and of the BOD and shall perform such duties as may be directed by the national SQA Board. In the President's absence, the succeeding order of officers shall preside. The succession order is Vice-President, immediate Past-President, and then Treasurer. The President should keep in contact with developments in the field of quality assurance and guide the Chapter in the formulation of constructive activities.

**Section 4.** The Chapter shall comply with provisions for continued authorization by the Society of Quality Assurance.

**Section 5.** The fiscal year for the MWSQA will be 01 January to 31 December.

**Section 6.** Terms of membership will be 01 January to 31 December.

**Section 7.** The Treasurer shall oversee all monies. The disbursement of all funds will comply with the Financial Policy. A monthly report shall be submitted to the Chapter in such form as may be determined by the BOD. Annually, the Treasurer (in conjunction with SQA Headquarters) shall submit the accounts for audit by Chapter members and led by a Director as designated by the BOD. The Treasurer shall transmit to the successor in office all funds and property of the Chapter in his/her possession. 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 purposes under section 501(c) 6 of the Internal Revenue Code.

**Section 8.** The Secretary shall keep an accurate record of all transactions of all meetings of the Chapter and of the BOD. Records of all Chapter and BOD meetings and the annual report shall be available to Chapter members upon request. The Secretary shall transmit to the successor in office all property of the Chapter in his/her possession.

**Section 9.** Committee chairs, with the exception of the Program Committee chair, will maintain a record of expenses. Once annual expenses exceed \$300.00 the committee chair will submit an expense plan to the BOD for review and approval. The Program Committee will establish a separate budget for each of the Chapter meetings. Budgets for Chapter meetings will be submitted to the BOD for review and approval.

**Section 10.** Any Chapter funds or other property remaining at the time of termination or abandonment or dissolution of the Chapter shall be turned over to the Society of Quality Assurance and shall become a part of the Society's general funds; no part of such funds or property shall benefit any member or officer, or person associated with the Chapter.

**Section 11.** In addition to its other powers, the BOD may contract such person(s) as it deems necessary, and upon such terms and at such fees as the BOD shall determine. Officers and Committees may, with the approval of the BOD, designate duties or responsibilities to such person(s), notwithstanding that duties or responsibilities may be assigned to the delegating Officers or Committees under the Bylaws. It shall be the right of the appropriate Officers, Directors or Committees, with approval of the BOD, to terminate at any time, the agreement(s) whereby designated duties or responsibilities are assigned to such person(s).

### **Article Seventh-Meetings**

**Section 1.** Meetings shall be held at least annually and as dictated by the educational programs of the Chapter. The time and place of each meeting shall be established and communicated to the membership.

**Section 2.** Special meetings may be called by the President any time, with the approval of the BOD or the presentation of a petition to the President, signed by a quorum (20% of the Chapter members in good standing).

**Section 3.** BOD meetings shall be held at the discretion of the President at any time during the year, provided notice of at least seven (7) days is given.

### **Article Eighth-Dues**

**Section 1.** The dues will be established by a vote of the majority of the BOD.

### **Article Ninth-Committees**

**Section 1.** The Vice-President shall be designated as the chairperson of the Program Committee. The Program Committee will develop education programs, will complete arrangements for speakers and for meeting places, and will notify the membership of the programs and arrangements. The Secretary may assist the Program Committee with the notification of the membership.

**Section 2.** The Communications Committee shall consist of a chair (Director appointed by the President and approved by the BOD), co-chairs, and volunteers. The Communications Committee will publish at least two newsletters per year and disseminate additional relevant information, as directed by the BOD, to the membership. The Communication Committee will also maintain the Video Library and survey membership after each Chapter meeting.

**Section 3.** The Nominating Committee shall consist of a chair (Director appointed by the President and approved by the BOD) and any MWSQA members approved by the BOD. This committee shall seek to nominate at least two persons for each elective office. In addition to the nominated candidates, a "write-in" option will be added to the ballot for each office.

**Section 4.** The Audit Committee shall consist of a chair (Director appointed by the President and approved by the BOD) and at least two MWSQA members approved by the BOD. This committee shall conduct an audit of MWSQA financial records for each fiscal year. The audit will be overseen by the Audit Committee chair.

**Section 5.** The Membership Committee shall consist of a chair (Director appointed by the President and approved by the BOD). The Membership Committee, supported by the Society of Quality Assurance Head Quarters, shall keep an accurate list of the members and their status, oversee membership drives, maintain membership forms, and invoice current members for annual dues. The Membership Committee shall initiate Chapter marketing and maintain a sponsorship spreadsheet

**Section 6.** The BOD shall appoint all other committees and the President shall automatically become an ex-officio member of such committees.

### **Article Tenth-Amendments**

**Section 1.** Amendments to these By-Laws may be presented by any member in good standing at any regular meeting of the Chapter, at any special meeting called for that specific purpose or electronically via e-mail to the BOD. Proposed By-law amendments that are approved by the BOD, majority vote, will be issued for approval by mail or electronic ballot to Chapter members. A two-thirds affirmative vote of the returned ballot within 14 days shall be necessary for adoption of any amendment.

**Section 2.** Amendments to these By-Laws must be approved by the BOD of the Society of Quality Assurance before they become effective. This is done to ensure the Chapter that future changes in these By-Laws will have the same force as the original, which was so approved.

### **Article Eleventh-Annual Report**

**Section 1.** The Chapter is required to submit an annual report to SQA. The annual report will be prepared by the President/Past President with assistance from the committees and the BOD. It will be approved by a majority of the Chapter BOD. The report will be submitted to the national SQA Board prior to the national SQA January BOD meeting. The annual report will include a summary of the Chapter's activities and finances for the past year as well as program and financial plans for the following year.