

BY-LAWS

Adopted 11/1/2017

**PITTSBURGH SECTION
OF THE
AMERICAN WELDING SOCIETY**



**BY-LAWS OF THE PITTSBURGH SECTION
OF THE AMERICAN WELDING SOCIETY, INC.**

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ARTICLE I

NAME

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

ARTICLE II

OBJECTIVES

Section 1 The objectives of this **SECTION** shall conform to those of the American Welding Society, Inc., hereinafter called the **SOCIETY**, which shall be:

- (a) To encourage in the broadest and most liberal sense the advancement and usefulness 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 publication, meetings, discussions, consultations, exhibits and all other available means;

Thereby fostering public welfare and education, aiding in the development of our area's industries and adding to the prosperity and well-being of our region.

ARTICLE III

ORGANIZATION

Section 1 The organization of this **SECTION** shall continue to be maintained in accordance with the standards of the **SOCIETY**, and subject to the approval of the **SOCIETY'S** Board of Directors.

Section 2 The geographical area assigned to this **SECTION** in PENNSYLVANIA is: Allegheny, Armstrong, Beaver, Butler, Clarion, Fayette, Lawrence, Washington, and Westmoreland Counties.

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- Section 3 The administrative and fiscal year of this SECTION shall be June 1st through May 31st.
- Section 4 To maintain an active status, this SECTION shall:
- (a) Hold at least three regular technical meetings during the SECTION'S Administrative Year, for the purpose of presentation of appropriate papers and interchange of ideas and information. Where practical, this SECTION shall promote inspection trips, educational lectures, and courses.
 - (b) Have a paid membership of at least twenty-five (25) Members.
 - (c) Submit annual reports to the National Secretary of the SOCIETY in accordance with 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 5 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 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 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 Members in good standing shall be those holding valid, current membership in the SOCIETY.
- Section 4 Eligibility for membership shall be in accordance with Article I, Section 1, of the By-Laws of the SOCIETY.

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ARTICLE V

MEETINGS

- Section 1 Regular technical meetings of the SECTION as well as business meetings of the Executive Committee and Operating Committees 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 should be an appropriate night in April or May. The Executive Committee has the option to invite for this occasion the National President, Executive Director, District Director, and other national officers residing within our area, at the Committee's discretion.
- Section 3 The Executive Committee shall hold a Report-Planning Meeting as early as possible in June of each year, to review the previous year's activities and plan the coming year's activities.
- Section 4 Special meetings may be called by the Chairman or a simple majority of the Executive Committee. Notice of the meeting shall be given in a periodic SECTION Technical Meeting notice distributed electronically to the membership.

ARTICLE VI

MANAGEMENT

- Section 1 The management of this SECTION shall be vested in an Executive Committee consisting of the officers of the SECTION, the immediate Past Chairman, and six Members-at-Large, along with any Standing Committee Chairmen otherwise appointed by the SECTION Chairman and approved by the Executive Committee.
- Section 2 The officers of this SECTION shall consist of a Chairman, 1st Vice Chairman, and 2nd Vice Chairman, Secretary and Treasurer or a combined office of the Secretary-Treasurer. The officers shall be elected for a term of one year as described hereinafter in Article X. The Chairman, 1st and 2nd Vice-Chairmen, shall be eligible for re-election to the same office a single time and the Secretary and Treasurer or Secretary-Treasurer shall be eligible for re-election multiple times.
- Section 3 Family members or relatives of the SECTION Treasurer are prohibited to serve as the SECTION Chairman.
- Section 4 Each year, three Members-at-Large shall be elected to serve for a period of two years so that there is always a carryover of three Members-at-Large.
- Section 5 The Executive Committee shall have power to fill vacancies in its membership, such appointees to hold office for the unexpired term of the vacating member.

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- Section 6 The Executive Committee may hold meetings subject to the call of the Chairman, as frequently as the interests of this SECTION may require.
- Section 7 At all meetings of the Executive Committee, a majority shall constitute a quorum. Any member of the Executive Committee not present for three consecutive Executive Committee Meetings may be asked by the Chairman to vacate the position he is holding.
- Section 8 All financial obligations of this SECTION shall be paid by check drawn to the account of this SECTION. These checks must be signed by the Treasurer or the Secretary-Treasurer. Other current officers also have authorization to sign checks, but will do so only in the event the Treasurer or Secretary-Treasurer is unable to perform this function. Any funds in excess of those needed for current operating requirements shall be deposited in an interest-bearing account, approved by the Executive Committee, with withdrawal requiring signatures of any two current officers.
- Section 9 The Chairman may request an audit of the SECTION'S financial records at any time. The financial records of the SECTION shall be audited anytime there is a change of the Treasurer or Secretary-Treasurer. The outgoing Chairman and incoming Chairman shall audit the financial records at the end of the fiscal year.

ARTICLE VII

DUTIES OF OFFICERS

- Section 1 Chairman - The Chairman shall preside at all meetings of the SECTION and of its Executive Committee. He shall act as Chief Executive Officer of this SECTION subject at all times to the approval of the Executive Committee.
- Section 2 1st Vice Chairman - The 1st Vice Chairman shall perform the duties of the Chairman in the event the Chairman is absent or unable to act, and shall serve as Chairman of the SECTION Education Committee. The 1st Vice Chairman shall also hold the office of Vice Chairman-at-Large for any Division of the SECTION, and in that capacity shall be the liaison between the SECTION and such Division.
- Section 3 2nd Vice Chairman - The 2nd Vice Chairman shall perform the duties of the Chairman in the event both the Chairman and 1st Vice Chairman are absent or unable to act and shall serve as Chairman of the SECTION Membership Committee.
- Section 4 Secretary - The Secretary shall keep minutes of all Executive Committee meetings of this SECTION. He shall keep an accurate roster of all members of this SECTION and shall periodically check this roster with the records of the Society supplied by National Headquarters at regular monthly intervals. He shall be custodian of all papers and records of the SECTION and shall perform the usual duties of a recording and corresponding secretary.

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The Secretary, or other person designated by the Chairman (normally the Publicity Chairman), shall submit a written report (AWS Form 109R) of each meeting of the SECTION to the National Secretary of the SOCIETY with a copy to the District Director. The Secretary shall make an Annual Report to the National Secretary of the SOCIETY with a copy to the District Director. In his absence, these duties fall upon the other officers in the following order: Chairman, Treasurer, 1st Vice Chairman, and 2nd Vice Chairman.

The Secretary shall 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. He shall conduct and promote the affairs of the SECTION in accordance with the By-Laws and Rulings as prescribed by the Executive Committee, under the direction of the Chairman. He shall arrange for and supervise the mailing of all SECTION meeting notices to all on a mailing list of the members, prospective members, approved organization, District Director, National Headquarters and the secretaries of other Sections as directed by the Executive Committee.

Section 5 Treasurer - The Treasurer shall be the financial officer of the SECTION. He shall keep complete and accurate accounts of receipts and disbursements of financial records which belong 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. He 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. He may be required by this SECTION'S Executive Committee to file a proper bond, conditioned upon his performing duties of his office faithfully and accounting for all monies and valuables of this SECTION entrusted to him. He shall make a report at the Annual Meeting of this SECTION and shall forward a copy of the Annual Financial Report to the District Director and to National Headquarters. He shall be prepared to report on the financial status of the SECTION at each meeting of the Executive Committee. He shall retain bank statements for a minimum of seven years before disposing of them. To fulfill his obligation, he 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 he give approval to the financing of projects for which comparable monetary or other return of value or the SECTION'S welfare is not indicated. While he may be overruled by the Chairman and/or Executive Committee, when he has a valid objection to the action taken, it is his duty to insist upon registration of his negative vote in the minutes of the Executive Committee meeting.

Section 6 Secretary and Treasurer - At the option of the Executive Committee the Secretary and/or Treasurer may be one elected individual for each office, or one individual assuming the duties of both offices. The Secretary or the Treasurer or the Secretary-Treasurer may appoint an assistant, who may be another member of the SECTION or who may be a firm or individual performing professional services in the field. Regardless of the option, appointees must be approved by the Executive Committee.

Section 7 All officers will serve until their successors have been elected or appointed.

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ARTICLE VIII

FINANCIAL POLICIES

- Section 1 The SECTION shall have at least two signatories on every financial account (checking, savings, CD, SECTION Investment Agreement with National HQ, etc.).
- Section 2 The Executive Committee shall ensure that the SECTION'S signatories are updated on all accounts when necessary.
- Section 3 All obligations of the SECTION will be paid as follows.
- (a) Checks for disbursements over \$1,000 shall be signed by the Treasurer and at least one other Officer designated by the Executive Committee to have this authority.
- (b). Any check written to an Officer as a reimbursement shall require the signature of the Treasurer and one other approved signatory excluding the recipient of the check
- (c) 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.
- Section 4 Credit cards and debit cards in the name of the SECTION are prohibited.
- Section 5 Petty cash balance shall not exceed \$200. The Treasurer shall prepare a monthly reconciliation of petty cash.
- Section 6 Cash receipts and disbursements require that supporting documentation be saved for record keeping. 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 shall be obtained for any payment made to a vendor.
- Section 7 Should the SECTION have an Investment Agreement with AWS National, request to withdraw funds must be approved and signed by the SECTION'S Executive Committee Members.
- Section 8 At no time shall approval be given to the financing of a project if the SECTION'S welfare is in jeopardy or not disclosed.
- Section 9 A completed Monthly Reconciliation Form shall be attached to the SECTION'S Annual Financial Report Form, along with all 12 bank statements.

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- Section 10 The SECTION's Annual Financial Report, 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.
- Section 11 The SECTION may be subject to a financial audit by AWS National.

ARTICLE IX

COMMITTEES

- Section 1 The Executive Committee is empowered to appoint committees for special purposes.
- Section 2 The Chairman shall be an ex-officio member of all committees.
- Section 3 The following listing of Standing Committees exists within the SECTION:
- (a) Education Committee - The Education Committee Chairman shall act as liaison between the SECTION and the National Educational Activities Committee. He shall determine the industry's needs in the area and endeavor to satisfy the need by promoting the type of education required. The chairman of this committee is generally the 1st Vice Chairman.
 - (b) Program Committee - The responsibility of the Program Committee Chairman, in conjunction with his committee members, is to arrange for speakers, films, panel discussions, plant visits, etc. for the year.
 - (c) Publicity Committee - The Publicity Committee Chairman should endeavor to supply all channels of communication with news of the SECTION and to work closely with the AWS office on matters pertaining to publicity and public relations.
 - (d) Membership Committee - The responsibility of the Membership Committee Chairman is to (1) enroll new members, and (2) retain existing members.
 - (e) Student Affairs Committee - The Student Affairs Committee Chairman shall serve as the liaison between the SECTION, its Student Members and the schools located within the Section Boundaries.
 - (f) Certification Committee - The responsibility of the Certification Committee Chairman is to coordinate the Certified Welding Inspector, Senior Certified Welding Inspector, Certified Welding Educator, and Certified Welding Engineer Training and Testing programs within the SECTION. He shall appoint test supervisors, proctors, and representatives to assist with the testing and training effort on an as needed basis.

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- (g) Awards Committee – The responsibility of the Awards Committee Chairman is to process and submit nominations of members from the SECTION for the various awards sponsored by the District. He may also participate in the nomination of members of the section for National Awards as applicable. The Chairman is responsible to maintain the confidentiality of the nominations as an effort to ensure the privacy of the nominees during the balloting process.
- (h) Technical Committee - The Chairman shall appoint a "Technical Representative" to serve a one year term concurrent with the fiscal year of the SECTION as described in Article III. The Technical Representative shall be one of adequate technical competence to interpret generally the standards and codes of the industry. The Technical Representative shall be responsible to maintain a current, complete set of AWS publications at a location specified by the Executive Committee during his tenure and turned over to his successor in the capacity of Technical Representative.
- (i) Minnotte-Cable Award Committee - This Committee will consist of the previous three Minnotte-Cable Award Winners. Its purpose will be to select additional award winners from the SECTION'S Membership in accordance with the rules of the Committee.

Section 4 The Executive Committee may abolish or create any Standing Committee it deems necessary to help fulfill its function. Abolished and newly formed Standing Committees will be deleted from or added to the By-Laws at the first amendment to the By-Laws after such abolishment or creation.

Section 5 Operating Committees - All other committees appointed by the Executive Committee shall be known as Operating Committees.

- (a) Operating Committees shall include but are not limited to: The By-Laws Committee, Nominating Committee, Tellers Committee, etc.
- (b) Operating Committees need not be continuous committees. They should be appointed to perform a specific assignment and discharged when the assigned task is completed.

ARTICLE X

ELECTIONS

Section 1 Not later than October 1st of each year, the Chairman shall appoint a Nominating Committee to nominate a slate of officers and three members-at-large, selected from the SECTION membership for the various elective offices next falling vacant. The Nominating Committee's report shall be submitted to the Secretary not later than January 1st. The Nominating Committee's report shall be accompanied by written consent of all those nominated.

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- Section 2 The Nominating Committee shall consist of at least three members, one of which shall be appointed as chairman.
- Section 3 The nominees, with their consent, as proposed by the Nominating Committee shall be designated as "Regular Nominees". An announcement of Regular Nominees shall be submitted to the membership with the meeting notice for the February Technical Meeting.
- Section 4 Nominations for officers and members of the Executive Committee may also be made by petition, and such will be designated as "Nominees by Petition". Such petition must be signed by not less than ten members in good standing of the SECTION, and received by the Secretary within ten days after the February Technical Meeting. Any Nomination by Petition must also be accompanied by written consent of the nominee.
- Section 5 If there are no nominations (other than those made by the Nominating Committee) within the prescribed period, no ballot shall be taken and the Secretary shall certify the election of the nominees at the Annual Section Meeting.
- Section 6 If there are "Nominees by Petition", the list of "Regular Nominees" and "Nominees by petition" shall be announced in the March Meeting Notice sent electronically to the membership, along with an appropriate means to vote electronically. The votes must be received by the Secretary by noon of the fifteenth day following the send date of the March Technical Meeting Notice. A Tellers Committee appointed by the Chairman shall count the votes returned. In the case of a tie vote, the Chairman shall cast the deciding vote, except in the case where he is involved in the tie vote, the most recent Past Chairman shall cast the deciding vote. The results of the ballot vote shall be submitted to the Secretary by the Tellers Committee prior to the Annual Meeting. Candidates receiving the most votes for the respective offices shall be declared elected. The results of the election shall be announced by the Secretary at the Annual Meeting.
- Section 7 Newly elected Officers and Members of the Executive Committee shall assume office during the Annual Report-Planning Meeting; after reports of the previous year's activities and before the start of planning of the coming year's activities.

ARTICLE XI

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 SECTION, shall be indemnified and held harmless by the SECTION, though not in excess of the actual amount of the SECTION'S available insurance coverage, against all costs, expenses, liabilities and losses (including reasonable attorney's fees) reasonably incurred or suffered by such person in 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.

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ARTICLE XII

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 Director, Officer, 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 carried 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 any organization, contributions to which are deductible under Section 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 XIII

BY-LAW AMENDMENTS

- Section 1 Proposals for amendment to these By-Laws shall be submitted in writing to the Chairman of the SECTION at any regular meeting of this SECTION. The Chairman shall appoint a By-Laws committee and refer those proposals to that committee for review and final proposal.
- Section 2 The By-Laws committee shall review any proposed amendments to these By-Laws and shall prepare amendments for presentation to the membership of this SECTION. Such amendments shall not be in conflict with the constitution or By-Laws of the SOCIETY. Proposed amendments shall be presented to the SECTION membership by posting on the SECTION web page at www.AWS.org for a minimum of 30 days, with a provision for

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comments to be sent to the By-Laws Committee for resolution. The posting shall be announced in a periodic SECTION Technical Meeting Notice distributed electronically to the membership. Following resolution of any comments, the final amendments shall be re-posted on the SECTION web page at www.AWS.org and announced in the next periodic SECTION Technical Meeting notice distributed electronically to the membership. The final posting shall contain a means for eligible members to respond by voting electronically by a specified date, at least 30 days from the date of posting. If approved by at least two-thirds of the votes cast, the amendment or amendments shall become a part of these By-Laws.

- Section 3 The amended By-Laws shall go into effect immediately upon their adoption by at least a two-thirds vote of the Executive Committee, and an announcement of the results of the vote of the membership shall be posted in the next periodic SECTION Technical Meeting Notice.

ARTICLE XIV

MISCELLANEOUS

- Section 1 All words used in these By-Laws referring to the masculine gender shall extend to and include the feminine and neutral genders.
- Section 2 References to mail or mailing shall include mail by US Postal Service, electronic mail (email), and facsimile transmission.

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Adopted by the Pittsburgh Section
November 1st, 2017



Chairman (Don Stoll)



By-Laws Committee Chair (Jim Sekely)