

# MSC Bylaws

## Bylaws

These Bylaws supplement the Constitution and the Articles of Incorporation under which the Measurement Science Conference, Inc. has been incorporated.

### Article 1

#### Name and Purpose

- A. The name of this organization shall be the Measurement Science Conference, Inc. hereinafter referred to as MSC.
- B. The purposes of the MSC are:
  1. Plan, develop, and conduct an annual Measurement Science Conference to promote education and professionalism in measurement.
  2. Provide opportunities at the conference for the exchange of ideas and information on measurement practices.

### Article 2

#### Membership

- A. Members
  1. All people in the measurement community who register for the annual conference shall be considered members of the MSC and shall continue as a member until the next conference is held.
- B. Dues
  1. There are no dues for membership in the organization.

### Article 3

#### Officers and Board of Directors

- A. The Board of Directors, at a minimum, shall consist of a Chairperson, President, Executive Vice President, Secretary, Treasurer, and two (2) Directors.
- B. The Corporate Officers of the Corporation shall be the President, the Secretary, and Treasurer for the purpose of signing checks or legal documents.

### Article 4

#### Power and Duties of the Board of Directors

- A. The Board of Directors is responsible for establishing all policies and managing the affairs of the MSC. Other specific duties include:
  1. Selecting the location and contracting for future conference sites.
  2. Oversight of the Conference Committee activities and approval of registration and exhibit fees.
  3. Selection and awarding of the Andrew J. Woodington Award and any other special awards established by the Board of Directors.
  4. Review and approval of any promotional items associated with the Measurement Science Conference.

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B. The Chairperson of the Board presides over all meetings of the Board of Directors and of MSC membership. The Chairperson, with the approval of the Board of Directors, shall appoint:

1. The Nominating Committee Chairperson.
2. The Andrew J. Woodington Award Chairperson.
3. Chairpersons of any MSC committees other than those constituted as Conference Committees.
4. Individuals that are required to fill any vacancies which may occur on the MSC Board of Directors.

## Article 5

### Officers and Directors' Eligibility and Duties

A. The Chairperson of the Board of Directors shall be the immediate past President of the Corporation. If this position is vacated, the President may appoint the previous Past President to this position, if available and with the approval of the Board of Directors, or assumes the responsibilities of the Chairperson in addition to presidential responsibilities for the remainder of the year.

B. The PRESIDENT serves as a Corporate Officer **and may sign checks, contracts, or other legal documents on behalf of the MSC**. The President also serves as Conference Chairperson and presides over all meetings of the Conference Committee during the current administrative year. If this position is vacated, the Executive Vice President automatically becomes President. The President is responsible:

1. To the Board of Directors for the fiscal management of the Conference, and for periodic progress reports on the Conference.
2. For selecting and appointing chairmen for each committee established for the Conference.

C. The EXECUTIVE VICE PRESIDENT is elected by the Board of Directors from themselves and starts a new three (3) year commitment with automatic progression to President the second year and Chairperson of the Board the third year. The Executive Vice President assists the President in the discharge of the duties of that office and serves as Acting President during the absence of the President. The Executive Vice President also serves as Conference Vice Chairperson during his/her absence and/or if that position becomes vacated.

D. The TREASURER is elected by the Board of Directors **and** serves as a Corporate Officer that may sign checks, contracts, or other legal documents on behalf of the MSC. The Treasurer has responsibility for all financial transactions and **records** of the MSC including the following:

1. Periodic income and expenditures statement to the Board of Directors.
2. Periodic budget and asset/liability status to the Board of Directors.
3. **Annual professional review of the MSC financial records by a certified public accountant.**
4. Preparation of Annual Budget and Board of Directors approval thereof.
5. Maintaining a Surety Bond covering the President and Treasurer in an amount not less than the total projected assets of the MSC and maintain a Surety Bond covering any individuals(s) in control of any MSC asset(s) exceeding two thousand dollars, in an amount of not less than the actual or projected asset(s).
6. Reconciling all deposits and withdrawals, on a monthly basis, with respect to all accounts and depositories maintained by the MSC.

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7. Preparation and filing of required tax returns and maintenance of records pertaining thereto.
8. Maintenance of the records and documents required for support of the periodic reports and audits in such order that they may be transferred to the President or succeeding Treasurer at any time.

E. The SECRETARY is elected by the Board of Directors and serves as a Corporate Officer that may sign contracts or other legal documents on behalf of the MSC. The secretary is responsible for the maintenance of all official correspondence and records of the corporation including the following

1. Initiation of correspondence and communications directed by the MSC Chairperson or President.
2. Taking, distributing, and filing of minutes of the MSC Membership Meeting and all meetings of the Board of Directors.
3. Maintaining the official archives of the Corporation.

F. The DIRECTORS are elected by the membership to serve on the Board of Directors to establish policy and manage the affairs of the MSC. Any elected Director is eligible to run for the offices of Executive Vice President, Secretary, and Treasurer.

G. To be eligible to be a candidate for Director requires previous service to MSC as a chairperson or member of one of the standing committees. Any exception to this rule requires approval of the Board of Directors.

## Article 6

### Nominations, Elections, and Term of Office

#### A. Nominations

1. The Chairperson of the Board shall appoint a Chairperson of the Nominating Committee, who in turn shall select a minimum of two members to serve with him on the Nominating Committee.
2. Nominations for the office of Directors shall be submitted to the MSC Board of Directors for approval 30 days prior to annual conference.

#### B. Elections

1. Directors shall be elected by secret ballot during the next annual conference.
2. The incoming Board of Directors shall meet for the purpose of electing three individuals from among themselves to serve as Executive Vice President, Secretary, and Treasurer
3. If, for any reason, the Board cannot elect one of themselves to be Executive Vice President, Secretary, or Treasurer, the Board of Directors shall elect an eligible alternate to this position. In this event, the newly elected Director who receives the lowest count will step down from the Board.

#### C. Term of office

1. Directors are elected for a three year term, or to complete the term of a vacated position; however, the commitment may be for a longer period if the individual is subsequently elected to be the Executive Vice President. The individual with the highest vote count will serve as Director with the longest tenure available unless there are specific reasons why a longer commitment is not acceptable.

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2. The Secretary, Treasurer, Executive Vice President, President, and Chairperson of the Board shall serve one-year terms, however, the Secretary and Treasurer may be reelected.

## Article 7

### Meetings

- A. There shall be a meeting of the MSC membership in conjunction with the conference.
- B. Board meetings are called by the Chairperson of the Board, or in his/her absence by the President, as required to conduct MSC business.
- C. Conference Committee meeting is called by the President/Conference Chairperson, or in his/her absence by the Executive Vice President/Vice Chairperson, as required to conduct Conference business.
- D. A quorum at a meeting of the Board of Directors, or a Conference Committee shall be a simple majority unless specifically stipulated in these By-Laws or the Constitution.
- E. "Robert's Rules of Order Revised" shall be used in the conduct of business in all cases not covered by the Constitution, By-Laws, or other special rules of the MSC.

Revision	Name	Notes
5/20/2020	R. Long	Converted to MSWord, minor grammatical corrections for Board review
1/7/2026	G. Liao	Updated bylaws to expand board of directors, corrected grammar