



CLEVELAND TECHNICAL SOCIETIES COUNCIL By-Laws

Article I – Name

The name of the organization shall be the Cleveland Technical Societies Council, hereinafter referred to as the Council.

Article II – Mission

Section 1.

The purposes of the Council are to bring together the members of the professional scientific, engineering, technical and educational societies in the Northeastern Ohio area:

- to act on matters of mutual concern.
- to encourage collaborative activities among societies.
- to promote careers in the technical and educational professions.
- to recognize individuals in the scientific, engineering, technical and educational communities for outstanding achievement.

Section 2.

The Council shall be a not-for-profit organization incorporated under the general corporation laws of the State of Ohio.

Article III – Membership

Section 1.

Member Societies of the Council shall consist of local technical, scientific, engineering, architectural, or similarly oriented groups, organized and active in the Northeastern Ohio area, and active local branches, chapters or sections of similar national societies.

Section 2.

Members in good standing of Member Societies shall be individual members of the Council, but without vote.

Article IV – Dues

Section 1.

Dues shall be determined annually by the incoming Board of Governors, at their first meeting of the fiscal year.

Section 2.

Dues shall be delinquent three (3) months after the due date established by the Board of Governors.

Section 3.

The fiscal year of the Council shall extend from July 1 through June 30.

Article V – Board of Governors

Section 1.

The management and operation of the Council shall be vested in the Board of Governors. Each member of the Board of Governors listed on the official roster shall have only one vote on each stated question.

Section 2.

Each member society shall select its representative to the Board of Governors, and shall notify the Secretary of the Council of such selection by written notice, or by a form of electronic communication, such as e-mail or fax, by which the Council has agreed.

The Board of Governors shall meet no less than three times during each calendar year.

Section 3.

The day-to-day management of the Council shall be vested in an Executive Committee which shall consist of the current president, vice president, secretary, treasurer and immediate past president of the Council as well as no less than four and no more than six at-large members who are appointed by the president and confirmed by a quorum of at least six members of the Executive Committee.

The Executive Committee shall meet no less than nine times during each calendar year.

Section 4.

Attendance at meetings of the Board of Governors and the Executive Committee shall be fulfilled by meeting in person or by a form of electronic communication by which the Council has agreed.

Article VI – Officers

Section 1.

The officers of the Council shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2.

Each Member Society shall have one vote for officers, which may be cast by the Representative, the alternate representative, or a letter ballot signed by a person designated by the Member Society.

Section 3.

The nomination and election of officers shall be according to the procedure outlines in the Council Committees' Procedure Manual.

Section 4.

All individual members shall be eligible to hold office in the Council. The term shall be one year or until a successor is elected.

Section 5.

An office in the Council shall be declared vacant due to the death, resignation, or withdrawal of the officer, or upon a member society's withdrawal. Such vacancies shall be filled by the Executive Committee.

Section 6.

The President shall be the presiding officer of the Council and of the Board of Governors. He or she shall insure that the provisions of the Bylaws of The Council are duly observed and executed. He or she shall appoint the Chairmen of all committees except as specified in these Bylaws. The President shall be authorized to co-sign checks, and the office of the President shall be bonded at the expense of the Council.

Section 7.

The Vice-President shall assume and execute the duties of the President during the absence of the President. The Vice-President shall be Chairman of the Budget Committee.

Section 8.

The Secretary shall keep minutes and accurate records of the Council and of the Board of Governors, prepare and send copies as directed, and shall perform such duties normally associated with the office.

Section 9.

The Treasurer shall have custody of all Council funds and shall report in writing all transactions at each called meeting of the Board of Governors. The Treasurer shall prepare an annual statement as of the last day of the fiscal year. The office of Treasurer shall be bonded at the expense of the Council.

Article VII – Meetings

Section 1.

The Annual Meeting of the Board of Governors shall be held at the call of the President, before the end of the fiscal year.

Section 2.

There shall be a minimum of seven (7) monthly meetings of the Board of Governors from September through June inclusive, with dates, times and locations to be determined by the Board of Governors.

Section 3.

The quorum of the Board of Governors shall be eleven (11) members.

Article VIII – Committees

Section 1.

The Chairmen of all committees shall be appointed by the President from the Council members. The committee chairman shall appoint at least one (1) member to serve on that committee, unless otherwise specified in these Bylaws.

Section 2.

All committees shall be responsible to the Board of Governors, and shall report on their activities in the manner prescribed and approved by the Board of Governors. The Board of Governors may at any time, by a majority vote, remove any or all members of any committee.

Section 3.

All committees shall conform in composition, duties and size to those adopted in the CTSC Procedure Manual. All committee members shall assume their duties when appointed or on July 1 and shall serve until their successors are appointed or until their committee is dissolved by the Board of Governors.

Article IX – Limitation & Dissolution

Section 1.

The Council shall not engage in partisan political activities nor attempt to influence legislation except in the event the proposed legislation jeopardizes the future or welfare of the Council or one of its Member Societies.

The Council may not be held liable for any advice or recommendation made by an individual member or society to a private, civic, or governmental body.

The Council shall not endorse nor criticize any manufacturer or product.

No Member Society shall be committed by any Council action which may be in conflict with the charter, constitution, or bylaws of said Member Society, or of its parent society.

Section 2.

In the event and at such time that the Council may be dissolved, the designated scholarship funds are to be disposed of as per the donors' instructions.

The Board of Governors after payment of all obligations, shall determine the distribution of all remaining net assets in accordance with the Internal Revenue Code [Section 501(c) (3)].

Article X – Indemnification

Member Societies and their employees, officers, directors, and former employees, officers, and directors shall be indemnified and held harmless against expenses, judgements, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which the Member Society is or may be made a party by reason of being or having been a Member Society of the Council, provided it is determined by the Board of Governors of the Council acting at a meeting at which a quorum consisting of members who are not parties to or threatened with such action, suit or proceeding are present (A) not to have been negligent or guilty of misconduct in the performance of his duty to the Society of which he is a member, (B) to have acted in good faith in what he reasonably believed to be the best interest of the Council; and (C) in any matter the subject of a criminal action, suit or proceeding, to have had no reasonable cause to believe that his conduct was unlawful; provided, however, no Member Society which is a party to or threatened with any such action suit or proceeding, shall be qualified to vote on such matter.

Alternately, such determinations shall be made (A) by a court of competent jurisdiction, (B) by the Board of Governors of the Council at a meeting held for such purpose by the affirmative vote of the Board entitled to exercise a majority of voting power of the Council on such proposal.

Such indemnification shall not be deemed exclusive of any other rights to which such Member Society may be entitled including, without limiting the generality of the foregoing, any insurance purchased by the Council.

Member Societies of the Council shall not be disqualified from dealing or contracting with the Council as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of the Council shall be void or voidable or in any way affected or invalidated by reason of the fact that any Member Society, or any firm of which any Member Society is in any way interested in such transaction or contract or act, except to the extent such action may jeopardize the status of the Council as an Internal Revenue Code 501(c) (3) organization. No Member Society shall be accountable or responsible to the Council for, or in respect to, any transaction or contract or act of the council or for any gains or profits directly or indirectly realized by it by reason of the fact that it is interested in said transaction, contract or act; provided that such Member Society so interested shall have been disclosed or shall have been known to the Board of the Council or such member thereof as shall be present at any meeting of the Board which shall authorize or take action in respect to any such contract or transaction or act.

Furthermore, since all officers and Board of Governors members are already members of Societies of CTSC, they are hereby included in the indemnification covered above.

Also included shall be any employees or contract consultants so engaged by the Board. These persons shall be indemnified against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any threatened, pending, or completed action or proceeding, whether civil, criminal, or administrative, or investigative.

Article XI – Official Forms & the Procedure Manual

The official forms and the procedure manual necessary to carry out the provisions of these bylaws shall be adopted by the Executive Committee and amended periodically upon recommendation, to assure the Council's purpose is being fulfilled. Amendment of such official documents shall be submitted through the secretary for the Executive Committee's approval and shall become effective upon its majority vote.

Article XII – Parliamentary Authority

Robert's Rules of Order Newly Revised shall govern the proceedings of the Council in all cases not provided by law in these Bylaws or the official documents of the Council.

Article XIII – Amendments

Section 1.

Amendments to these bylaws may be proposed in writing at any time by: three (3) member society representatives to the Executive Committee; by a special committee of the Executive Committee authorized for the purpose.

Section 2.

After 30 days written notice to the Executive Committee and a majority-vote approval by the Executive Committee, a two-thirds affirmative ballot vote by the Board of Governors shall adopt such amendment(s).

Revised 2015