



**BYLAWS OF THE
HOUSTON SECTION
of the
SOCIETY OF TRIBOLOGISTS AND LUBRICATION ENGINEERS**

Editing Notes

Edits are shown in different colors than regular automatic (black) text.

Edits in bold blue are Notes about the edits.

Edits in bold green are fill-in-the blanks.

Edits in bold burgundy are changes in a Section with required language.

Edits in bold brown are changes in a Section with modifiable language.

General:

(Note: Chairperson has been substituted for Chairman throughout.)

(Note: Vice Chairperson has been substituted for Vice Chairman throughout.)

(Note: he/she or similar has been substituted for he or similar throughout.)

(Note: Section Relations Manager has been substituted for Board Liaison throughout, since no such term exists in the Society Bylaws or Society website, and Section Relations Manager is the current contact.)

INTRODUCTION

- These Bylaws are used as a guideline to ensure that the provisions made in the STLE Houston Section Bylaws do not conflict with any provisions set forth in the Constitution, Bylaws, and Board Policy of the Society of Tribologists and Lubrication Engineers.
- Extensive changes were not incorporated, and so there was no need to discuss this with the Governance Committee before the Section Bylaws are completed.
- The provisions of these Bylaws are divided into two classes designated as:
 - **Required:** The wording of such a provision need not be followed in total detail, but it is required that the intent be clearly stated. This also applies to the mechanisms which may be specified for the purpose maintaining this intent.
 - **Modifiable:** *These provisions which are recommended for any set of Bylaws but which are open to modification based on the needs and circumstances of the Section adopting bylaws.*
- For further assistance in the formulation of a set of Bylaws, the Constitution and Bylaws of the Society of Tribologists and Lubrication Engineers have been used as references.

PREFACE

The purpose of these Bylaws is to provide the rules by which the **Houston** Section of the Society of Tribologists and Lubrication Engineers shall be governed. The Bylaws, amendments thereto, and official actions of the **Houston** Section shall not conflict with any provisions of the Constitution and Bylaws or Board Policy of the Society of Tribologists and Lubrication Engineers.

These Bylaws replace the original Section Bylaws as established on July 21, 1964, when the organization was then known as the American Society of Lubrication Engineers. These updated Bylaws are based on a template provided by STLE National, and were reviewed by STLE National, the Section Officers, and the Section Members as advised by email or at a meeting or election called for this purpose. Members voted on and approved these Bylaws in accordance with STLE and Section requirements.

Article 1: Name and Purpose

(Required)

Section 1

- This organization shall be known as the **Houston** Section of the Society of Tribologists and Lubrication Engineers.

Section 2

- The **Houston** Section of the Society of Tribologists and Lubrication Engineers shall hereinafter be referred to as the Section.
- The Society of Tribologists and Lubrication Engineers shall hereinafter be referred to as the Society.

Section 3

- The purpose of this Society shall be to promote the purposes of the Society as set forth in the Society's Constitution and Bylaws and Board Policy.

Article II: Territory

(Required)

- The Section shall include **the following:**
 - **Members residing in the greater Houston Metropolitan area**
 - **Members residing in those portions of Texas directly North, South, East and West of the Greater Houston Metropolitan Area up to 120 miles, specifically the counties of**
 - **Austin**
 - **Brazoria**
 - **Brazos**
 - **Burlson**
 - **Chambers**

- Colorado
 - Fort Bend
 - Galveston
 - Grimes
 - Hardin
 - Harris
 - Houston
 - Liberty
 - Madison
 - Matagorda
 - Montgomery
 - Polk
 - San Jacinto
 - Trinity
 - Walker
 - Washington
 - Wharton
- Those Society Members that the Society designates as Members of this Section
 - Those Society Members who designate this Section as their preferred Section, for example, due to frequent travel to the area

(Note: Society guidance is to list the territory designated in the Society Bylaws and attach herewith, but no such language can be found in the Society Bylaws. The listing of counties was shown in the original Section Bylaws.)

Article III: Membership (Required)

Section 1

- Membership in this Section shall be assigned by the Society and classification of membership shall be as designated by the Society.
- Members may choose this Section or choose to change Sections by notifying headquarters and the Society **shall** so assign.

Section 2

- All Members except student Members shall have voting and Chair privileges in the Section.

Section 3

- Restrictions upon membership in this Section shall be the same as those imposed upon membership in the Society.

Section 4

- All actions relative to membership may be appealed in accordance with Article XIII: Appeals.

Article IV: Officers
(Required)

Section 1

- The Officers shall consist of a **Chairperson, Vice Chairperson**, Secretary, and Treasurer.
- The Officers of Secretary and Treasurer may be combined in one person.
- All officers must be Members in good standing in the Society, **that is, their membership is current and has not lapsed.**

Section 2

- Officers shall serve for terms of one year and shall not serve more than two consecutive terms in the same office.

Section 3

- Officers shall serve as members of the Executive Committee.

Section 4

- An Officer may be removed for good cause by a majority vote of the Executive Committee subject to appeal in accordance with Article XIII: Appeals.

Section 5

- In case a vacancy occurs in the Office of **Chairperson**, the **Vice Chairperson** shall become **Chairperson**.
- In case a vacancy occurs in the office of Vice Chairperson, Secretary, or Treasurer, a new Officer shall be elected by the Executive Committee to serve the balance of the term.

Section 6

- The Treasurer may, at the discretion of the Executive Committee, be bonded at the expense of the Section for the faithful discharge of his/her duties in such sum and with such surety as the Executive Committee may determine.

Article V: Duties of Officers
(Required)

(Note: Duties of Officers are summarized in the Local Section Handbook, Chapter One.

Section 1

The **Chairperson** Shall:

- be Principal Executive Officer and the official representative of the Section;
- preside at all meetings of the Section and of the Executive Committee;
- represent the Section at the Society Annual Business Meeting and at Regional Meetings or appoint a representative to do so;

- appoint, with the exception of the Nominations Committee, all standing and special committee Chairpersons, **or submit their names for the annual Section election of Officers**;

(Note: Houston Section practice has been to submit Committee Chairpersons for vote, with the exception of Website Coordinator, an appointed position)

- be an ex officio member of all Committees appointed by them;
- respond to requests for reports from the **Section Relations Manager**, and
- present an annual report to the members at the Section meeting prior to the Society Annual Meeting, reviewing the activities of the Section during the past year and recommending future activities; **he/she** shall submit a copy of this report to the Society through the **Section Relations Manager**, by a date to be established by the Society.

Section 2

The **Vice Chairperson** shall:

- fulfill the duties of the **Chairperson** when the latter, for any reason, is unable to act in their official capacity. In addition, they shall have the following duties: (list any other duties the Section wishes to assign to the **Vice Chairperson**);
- **fulfill the duties of an Education Chairperson, that is, be responsible for the Section's annual Lube School and the Section's Scholarship Awards Program, unless delegated to another Section Member;**
- **other duties as agreed to between the Chairperson and the Vice Chairperson.**

Section 3

The Secretary shall:

- be the custodian of the permanent records, **in either electronic or written format**, of the Section;
- keep the minutes, **in either electric or written format**, of all meetings of the Section and the Executive Committee in one or more books provided for that purpose and submit copies of these minutes to the **Section Relations Manager**;
- maintain a correct list of the Section members, **as either provided by or requested from STLE National**;
- notify the members, **by email, or, if a member does not have access to email and wants to receive notices of meetings, by a means agreeable to both the Secretary and the Member**, of all meetings of the Section, and
- be an ex officio member of all Committees appointed by the **Chairperson**.

Section 4

The Treasurer shall:

- have charge of all funds of the Section and disburse such funds as determined by the Executive Committee;
- keep accounts in books belonging to the Section which at all times shall be open to inspection and subject to auditing by the Executive Committee;
- submit to the Society any financial reports requested by the Society; and

- submit to the membership at the Section Annual Business Meeting an operating statement for the Section year on the form provided by the Society.

Section 5

- In addition to the duties specified in these Bylaws, all officers shall perform other duties that may be prescribed from time to time by the Section Executive Committee or by the Society.

Article VI: Executive Committee

(Required)

Section 1

- The Executive Committee shall consist of not less than three or more than **six** members comprising the Officers, the last retired **Chairperson**, and enough elected Members to make the specified total. **The typical Section Executive Committee members are the Chairperson, Vice Chairperson, Treasurer, Secretary, Immediate Past Chair, and Website Coordinator.**

Section 2

- Executive Committee members, with the exception of Officers who are automatically members during their terms of office, and the last retiring **Chairperson**, who shall serve as a member for one year only immediately following their term as **Chairperson**, shall be elected for terms of **one year**.

Section 3

- If a vacancy involving an elected Member occurs on the Executive Committee a new Member shall be elected by the Executive Committee to serve the balance of the term.

Section 4

- An elected Member of the Executive Committee may be removed for good cause, including absence from three consecutive Executive Committee Meetings, by an act of the Executive Committee.
- Such action is appealable under Article XIII: Appeals.

Article VII: Duties of the Executive Committee

(Required)

Section 1

- The affairs of the Section shall be governed by the Executive Committee with the Section **Chairperson** and Secretary acting as its **Chairperson** and Secretary.
- All members of the Executive Committee must be Society Members in good standing, **that is, their membership is current and has not lapsed.**

Section 2

- The Executive Committee shall hold at least one meeting every three months.

Section 3

- As early as possible in the Section year, the Executive Committee shall appoint a Nominations Committee in accordance with the provisions of Article VIII, Section 1.

Section 4

- A simple majority shall constitute a quorum for the transaction of business at any Executive Committee meeting.

Section 5

- An act of a simple majority of the Executive Committee Members present at a meeting at which there is a quorum shall constitute an act of the Executive Committee.

Article VIII: Nominations and Elections

(Required)

Section 1

- The Executive Committee shall appoint a Nominations Committee (see Article VII, Section 3) consisting of no fewer than three members, at least one of whom is not a member of the Executive Committee.
- The Executive Committee shall designate the Nominating Committee **Chairperson**.
- At the March meeting, or by **email**, the Nominating Committee shall present to the Members suitable nominations for the offices of **Chairperson, Vice Chairperson, Secretary, Treasurer, and Executive Committee Members**.

Section 2

- The election of Officers and Members of the Executive Committee shall be completed by March 31st and results included in the April/May Report to the **Section Relations Manager**.

Section 3

- Voting shall be by **one of the following methods:**
 - **secret ballot at a regular Section meeting or Section meeting called for that purpose;**
 - **secret ballot communicated by email using electronic balloting;**
 - **if a member does not have access to email and wishes to vote, a means agreeable to both the Secretary and the member;**
 - **some other method as agreed to by the Section Board, Section Members, and the STLE Sections Relation Manager**
- Three tellers (vote counters), appointed from the membership by the **Chairperson**, shall be in charge of Ballot counting / **concurring on what the election results are**.
- The Secretary shall furnish a list of qualified voters to the tellers.

Section 4

- The results of the election shall be determined by a simple majority of the active Section members voting.

Section 5

- An act of simple majority of the Executive Committee members present at a meeting at which there is a quorum shall constitute an act of the Executive Committee.

Section 6

- The newly elected Officers are encouraged to attend the Section Officers Training Program at the Society Annual Meeting.

Article IX: Meetings

(Modifiable)

Section 1

- The Section **shall** hold at least **eight** regular meetings per year, **consisting of a technical presentation, a business meeting, or both.**
- **A Facility Tour shall count as a meeting .**
- **The Section shall also hold one Lube School per Program Year.**
- The regular meeting in **May** shall be the final meeting of the Section year, **unless a regularly scheduled meeting has been cancelled or postponed due to unforeseen circumstances, for example, extreme weather or another occurrence, in which case a regular meeting may be held in June.**
- All meetings shall be conducted in accordance with the statement of “Society Policies, Procedures, and Guidelines Concerning STLE Decision Making Due Process”. **(Note: what is this?)**

Section 2

- Regular meetings shall be held at a time and place approved by the Executive Committee.
- **Notice** stating the purpose, place, date and hour of any meeting of members shall be **sent via email** to the last known **email** address of each Member entitled to vote at such meeting, not less than twenty or more than **thirty** days before the date of such meeting, **with the exception of special events, for example, the annual Section Lube School, which may require more advance notice.**

Section 3

- Special meetings may be called at any time by the Executive Committee or upon written request of **twenty or more** Members submitted to the Executive Committee.
- At least fifteen days in advance, the Secretary shall notify the members by **email** of the date and place fixed for the special meeting. Business may be conducted if **twenty or more** voting members of the Section are present.

Article X: Committees

(Required)

Section 1

- The standing Committees shall include (Enter names of those considered necessary. Examples include: Programs and Meetings, Membership, Publicity, Finance, etc.):
 - **Section Website**
 - **Membership**
 - **Programs and Meetings**
 - **Social Event**
 - **Golf Tournament**
 - **Education (Lube School, Scholarships)**
 - **Commercial Innovation Forum**
 - **Budget (unless the Chairperson assumes)**
 - **Audit (unless the Chairperson assumes)**

Section 2

- Standing and special Committee **Chairpersons** shall be appointed by the Section **Chairperson, or the Chairperson may submit their names for the annual Section election of Officers**;
- Members of the Committees shall be chosen by the respective Committee **Chairperson**;
- The number of members on each Committee may be designated by the Section **Chairperson**;
- The **Chairperson** and all of the Members of such Committees must be Society members in good standing, **that is, their membership is current and has not lapsed**.
- The Committees shall function until the newly elected Officers assume their duties.
- After that, the new **Chairperson** may appoint new Committee **Chairpersons** at **his/her** discretion, **or submit their names for the annual Section election of Officers**.

Section 3

- Minutes of all Committee meetings shall be kept and copies of them and all Committee correspondence shall be provided to the Section **Chairperson** and Secretary.

Article XI: Finances

(Modifiable)

Section 1

- The fiscal year for the section shall be the twelve-month period from July 1st to June 30th.

Section 2

- The **Chairperson** shall approve all **expenditures**.

Section 3

- The **Executive Committee** shall determine the bank in which the funds are to be kept.

Section 4

- The Treasurer and **two** other officers designated by the Executive Committee shall sign all checks **and/or use all Debit Cards**.

Section 5

- The Section may make provisions for raising funds.
- Such fund raising (except in the case of Section-run local education courses) must receive Society approval through the Section Affairs Committee, **unless it has been a long standing fund raising event, for example, Golf Tournament, for which approval has been previously obtained**.
- The Section also may receive contributions or bequests – all contributions must be voluntary and failure to contribute shall not deprive any Section member of any privileges.
- **If the Section sponsors** functions at Society Annual Meetings supported by solicited donations, **the Section shall** present **its** solicitation letters, mailing lists and table for solicitation to the Executive Director for approval prior to solicitation.

Section 6

- The Section shall not make any commitments obligating the Society without **the** approval of the Society Board of Directors.

Article XII: Amendments to the Bylaws

(Modifiable)

Section 1

- These Bylaws may be amended by a two-thirds vote of the voting members present at a regular or special meeting or by a two-thirds vote of the total number of voting member ballots cast by mail, provided notice of the vote on such amendment(s) shall have been given to members.
- The Secretary of the Section shall submit to the membership in writing the full text of any amendment at least thirty days before the vote of such amendment.

Section 2

- The Secretary of the Section shall submit to the Society Secretary the full text of amendment(s) adopted as above with a request for approval.
- Any amendment adopted as above is not final and does not take effect until after it has been approved by the Society Governance Committee.

Article XIII: Appeals

(Required)

- All actions taken by the Section are subject to appeal to the Society Board of Directors through due process procedures.
- The appeal process is as follows:

- The applicant shall have sixty days to appeal an action to the Society Board of Directors through the Society Executive Director or President.
- The applicant has the right to present their position to the Board in person or in writing.
- If the Board denies the appeal, the Board must notify the applicant in writing of its reasons.
- The Board's action shall be final subject only to the right of the Board itself to grant a rehearing at its discretion.

Article XIV: Rules of Order

(Required)

- The latest edition of Robert's Rules of Order Newly Revised shall govern the Section in all cases to which it is applicable and which it is not inconsistent with these Bylaws or the Society Constitution and Bylaws or with any rules adopted by an act or resolution of the Section or Society.

Article XV: Dissolution

(Required)

- Upon the dissolution of the Section, any funds remaining in the Section Treasury after payment of Section debts shall be transferred to the Society and shall be placed in the Society's Scholarship Fund.
- The Society assumes no legal responsibility for any debts owed by the Section in excess of the Section's treasury.
- The Executive Director shall keep records of such transfers.
- If a dissolved Section wishes to start again, the guidelines for starting a new Section apply.