



PREAMBLE

WHEREAS this Dayton Section was recognized as a Section of the American Society for Quality, Inc. (the "Society") on 1948 and

WHEREAS continuance of such recognition is contingent upon adoption and compliance with the following Section Bylaws, henceforth know as this Section Operating Agreement, which has been duly approved by the Board of Directors of the Society,

NOW THEREFORE THIS SECTION DOES HEREBY DECLARE:

1. that it is bound by the Certificate of Incorporation and the Bylaws of the Society (the "Bylaws"), and by the statutes under which the Society is incorporated;
2. that it accordingly retains only those autonomous powers not in conflict with the limitations so imposed;
3. that this Operating Agreement is intended to govern and shall govern, only in Section matters, and only to the extent that such matters shall not be covered by the Bylaws or Policies and Procedures of the Society (the "Society Policies");
4. this Operating Agreement supersedes the previous Bylaws of this Section. The Section Leadership Committee may rename and modify the Section Bylaws to serve as Section Policies and/or Procedures (the "Section Policies"), provided that the Section Policies shall not conflict with the provisions of this Operating Agreement; and
5. amendments to the Section Policies shall only require the approval of the Leadership Committee, with no vote of the Section membership required.

ACCEPTED AND AGREED TO on [November 4, 2004]

BY THE AMERICAN SOCIETY FOR QUALITY, INC.:

[Daniel Duhan]

ASQ President

Print Name

AND BY Dayton Section 0909 on 12 August 2004

Daniel M. Dupree
Section Secretary

Daniel M. Dupree
Print Name

1.0 Name

1.1 The name of this organization shall be Dayton Section, American Society for Quality, Inc. (this "Section").

2.0 Objectives

2.1 The objectives of this Section shall be advancement of the theory and practice of Quality and the allied arts and sciences, and the maintenance of high professional standing among its members. To this end, this Section's purposes shall be those set forth in the Society's Bylaws.

3.0 Government

3.1 The Section shall be governed by the Certificate of Incorporation of the Society, by the provisions of the statutes under which the Society is incorporated, by the Bylaws of the Society, by the Society's Policies, by this Operating Agreement, and the Section Policies. The Section shall adhere to the Society's identity and branding guidelines, and may use the "ASQ" name and logo only in accordance therewith.

3.2 The stated location of the headquarters of this Section is Dayton, Ohio

3.3 Amendment to this Operating Agreement may be only with the written approval of both the Section Affairs Council and the Society's Board of Directors.

4.0 Membership

4.1 Any Member of the Society, in good standing, in any grade, shall be eligible for affiliation with this Section in the same grade (a "Member"). Voting members, as defined in the Society Bylaws, shall collectively be called Regular Members.

4.2 Termination of membership in the Society shall terminate membership in this Section.

4.3 Enrolled Students in the Society, who desire affiliation with this Section, shall be Enrolled Student Members in this Section.

5.0 SECTION LEADERSHIP

5.1 The Section shall have a Section Leadership Committee consisting of the elected officers of this Section, and the Committee Chairs, as indicated in paragraphs 5.2, 5.4 and 11.3 of this Operating Agreement. The Section Leadership Committee shall have management and oversight of the affairs of the Section and its relations with the Society.

5.2 The elected officers of the Section shall be: a Section Chair, a Section Secretary, and a Section Treasurer. Additional elected officer positions may be determined by this Section (i.e., Section Chair-Elect, or Section Vice-Chair). The officers shall be elected by the Section and shall serve a one-year term beginning July 1 and ending June 30 of the following year. The

Section Chair and the Section Treasurer may not serve more than two consecutive elected terms in that position.

5.3 Vacancies in elected officer positions, except for the Section Chair may be filled by appointment by the Section Chair with the approval of the Leadership Committee. Vacancy of the Section Chair position shall be filled by the next ranking elected officer, in accordance with Robert's Rules of Order, or the Section's Policy, if applicable. Vacancy appointments shall fill the remaining unexpired term.

5.4 The Chair shall appoint Committee Chairs for an Auditing Committee, Membership Committee, and Nominating Committee. Additional committees, such as Programs Committee, Education Committee, and Certification Committee, may be established by this Section. Leadership Committee members may not hold more than one elected office, but they may head one or more committees. Chairs of *ad hoc* committees are not considered to be voting members of the Leadership Committee, unless so indicated by the Section's Policies or position descriptions.

5.5 The minimum responsibilities for required elected and appointed positions will be identified in SAC-approved position descriptions provided by Society Headquarters. Society Headquarters will also provide position descriptions with minimum responsibilities for those non-required positions that have significant interaction with the Society. The Section may only add responsibilities in addition to those described by Society Headquarters for these positions to the extent the responsibilities do not conflict with those descriptions provided by Society Headquarters. The Section shall maintain written position descriptions for all other positions found in the Section, using position descriptions provided by Society Headquarters or their own. Such position descriptions shall indicate each position's principal authorities, responsibilities, and qualifications. All positions must be filled by Members eligible to vote.

5.6 Liaison shall be maintained between this Section and the Society regarding Section membership and certification activities.

5.7 The Section shall complete and maintain a current roster of Leadership Committee Members with ASQ. Information shall be provided to Society Headquarters by the date specified each year. Updates to the roster are made as they occur. All Leadership Committee members shall submit e-mail addresses, if available, for communication purposes with Society Headquarters. E-mail addresses will be used by Society Headquarters for disseminating volunteer information.

6.0 ELECTION OF OFFICERS

6.1 The Section Chair, with the approval of the Leadership Committee, shall appoint the members of the Section Nominating Committee. The Nominating Committee shall nominate, at a minimum, one eligible candidate for each elected position. In addition, a call for nominations from the general Section membership shall be made at least 30 days in advance of the presentation of nominees. Nominations from the general Section membership shall require the submission of a nomination petition, signed by at least 10 Members, and submitted to the Section Secretary prior to the date published.

6.2 If there is not more than one nominee for an elected position, the nominee shall be declared elected by acclamation at the next regular meeting of this Section. Any contested

positions shall be resolved through an election. Such election shall be conducted in the manner deemed appropriate by the Leadership Committee (i.e., by regular mail, electronic mail, by ballot at a Section Meeting, etc.). The nominee with a plurality of the votes of the Members shall be declared elected. Elections must be held no later than a date that is certain to meet the requirements specified in the Society Policies.

7.0 REMOVAL FROM OFFICE

7.1 Personnel in all Leadership Committee positions may be removed from office in accordance with Society Policies addressing the removal of Section officers.

8.0 FINANCIAL

8.1 The fiscal year of this Section shall coincide with the fiscal year of the Society.

8.2 Each Member of this Section will pay annual dues in connection with such Member's annual membership in the Section by invoice received from the Society. Said invoices will be payable to the Society.

8.3 A predetermined amount as stated in the Society Bylaws of the annual individual Member dues for each Member of the Society affiliated with this Section for whom the dues have been so paid will be paid to the Section as specified in the Society Bylaws or Society Policies for expenditure as approved by the Leadership Committee in accordance with the Society Bylaws, Society Policies, this Operating Agreement and the Section Policies.

9.0 REPORTING REQUIREMENTS AND INTERNAL REVIEW

9.1 The Section shall publish a listing of this Section's elected officers, the names of each Section committee, and a listing of the names and contact information of each individual Member of the Leadership Committee and of each Section committee.

9.2 The Section shall create an Annual Business Plan, aligned with the Society's strategic direction. The Annual Business Plan shall include this Section's goals for the year, and shall contain a listing of the various proposed activities. A copy of the Annual Business Plan shall be provided to the Society upon the Society's request. The Annual Business Plan (or a summary) shall be made available to all Section Members in any manner deemed appropriate by the Leadership Committee. For example, the Section may explain the Annual Business Plan in the Section's newsletter, post it on the Section's web site, mail it upon request, make it available at Section meetings, etc. The Annual Business Plan shall be reviewed and updated as necessary by the Leadership Committee at least once each quarter.

9.3 The Section shall create an Operating Budget in conjunction with its preparation of the Annual Business Plan. The Section shall make the Section Operating Budget available to all Members in the same manner in which it makes the Annual Business Plan available to Members. The Operating Budget shall serve as a planning document defining projected Section expenses and revenues for the upcoming year.

9.4 The Section shall create an Annual Report that includes information regarding the Section's membership numbers, financial performance, and progress toward annual goals as specified in the Annual Business Plan. The Annual Report shall contain Membership numbers, including at a minimum, the total number of Section Members at the beginning and at the end of each fiscal year. Financial performance items detailed in the Annual Report shall minimally include total revenue and expenses of this Section for each fiscal year. The Annual Report shall be provided to the Society upon the Society's request. This Section shall make such Annual Report (or a summary) available to all Members in the same manner in which it makes the Annual Business Plan available to Members. The report need not be lengthy or exhaustive.

9.5 The Section shall conduct an annual internal review of its financial records. Such internal review shall be conducted by the Auditing Committee in accordance with Society Policies for financial reporting and auditing committee guidelines. The results of such internal review shall be submitted to the Society by the required date.

10.0 MEETINGS AND ACTIVITIES

10.1 The Leadership Committee shall meet at least once each calendar quarter. The Section shall prepare meeting minutes (or a summary) of each Leadership Committee meeting and shall make such minutes (or summary) available to all Members. The Leadership Committee may make the meeting minutes (or summary) available to Members in a variety of ways (i.e., upon request, in the Section newsletter, posted on web site, etc.).

10.2 As a minimum, two Section elected officers, and three additional members of the Leadership Committee, shall constitute a quorum of the Leadership Committee for the transaction of business. If a quorum is not present, the meeting may be held for informational purposes only. No action requiring the approval of the Section Leadership Committee may be taken. Section Policy may require a larger number of Leadership Committee members to constitute a quorum.

10.3 The Section shall provide a minimum of one communication piece to its Members each calendar quarter for the purpose of updating Section Members regarding Section activities. Such communication piece may be a newsletter, mailing, web site posting, e-mail notice, etc. This communication piece should be available to each Member, regardless of delivery channel.

10.4 The Section shall provide at least four professional development events each year. Examples include speakers, panel discussions, workshops, seminars, conferences, networking events, etc.

11.0 SUBSECTIONS, STUDENT BRANCHES, AND TASK GROUPS

11.1 Subsections of this Section may be organized in accordance with the Society Policies for subsection formation and maintenance for the purpose of promoting interest in quality and related subjects in geographical areas supported by the Section. Upon proper qualification of any Subsection, it shall be the policy of the Section to assist said Subsection, by every reasonable means, to attain its objectives.

11.2 Student Branches of this Section may be organized, in accordance with Society Policies for student branch formation and maintenance, for the purpose of promoting interest in quality and related subjects. It shall be the policy of this Section to assist and support any sponsored Student Branch, by every reasonable means, to meet its objectives.

11.3 Section Task Groups may be organized to promote common interest in a specific segment of industry or commerce. The Leadership Committee shall consider and may recognize Section Task Groups upon petition of at least eight Members. The Section Task Group may elect any officers, except Treasurer, and the Task Group Chair shall be a member of the Leadership Committee. The finances of all Section Task Groups shall be controlled by the Section Leadership Committee, with the Section Treasurer serving as the primary Treasurer of all Section Task Groups.

12.0 SECTION DISSOLUTION

12.1 It is the intent of the Society to use reasonable and prudent efforts to assist any Section that is struggling or otherwise in distress in order to protect the rights and privileges of Members, provide expected services, and protect the financial funds and legal status of the Society.

12.2 Sections may be dissolved in accordance with the Society Policies for section dissolution. In the event of dissolution of this Section, any remainder of its net assets after discharge of all its just debts and other legal obligations shall be paid to the Society.