

**Section Formation – Operating Agreement****PREAMBLE**

WHEREAS the Middle Tennessee Section located at Nashville TN was recognized as a section of the American Society for Quality, Inc. (the "Society") on 1971, and

WHEREAS continuance of such recognition is contingent upon adoption of and compliance with all applicable Society Policies and Procedures, especially including (but not limited to) the "S" Policies and Procedures regarding Section Maintenance and other operations, 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 Section Operating Agreement(SOA) governs only in section matters, and only to the extent that such matters are not covered by the Bylaws or Policies and Procedures of the Society (the "Society Policies");
4. that this SOA supersedes any previous bylaws or operating agreements of this section. The section Leadership Committee may develop section Policies and/or Procedures (the "section Policies"), provided that the section Policies do not conflict with the provisions of this Operating Agreement; and
5. that the section Leadership Committee may develop section Policies and/or Procedures (the "section Policies"), provided that the section Policies do not conflict with the provisions of this SOA or Society Policies;
6. amendments to the section Policies will only require the approval of the Leadership Committee, with no vote of the section membership required.

ACCEPTED AND AGREED TO on **March 1, 2013**

BY THE AMERICAN SOCIETY FOR QUALITY, INC.:

ASQ Chair

John Timmerman
Print Name

AND BY Middle Tennessee Section 1118 on **August 15, 2013**

Section Secretary

Rita L. Miller
Print Name