

**BYLAWS**  
**of**  
**IEEE CENTRAL TENNESSEE SECTION**  
**Dated: 11-17-03**

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## PRECEDENCE

In all instances, the Institute of Electrical and Electronics Engineers (IEEE) Bylaws, IEEE Constitution, IEEE Regional Activities Board (RAB) Operations Manual, and IEEE Policy and Procedures shall take precedence over this document when there is a conflict between these documents.

## ARTICLE 1 Name and Territory

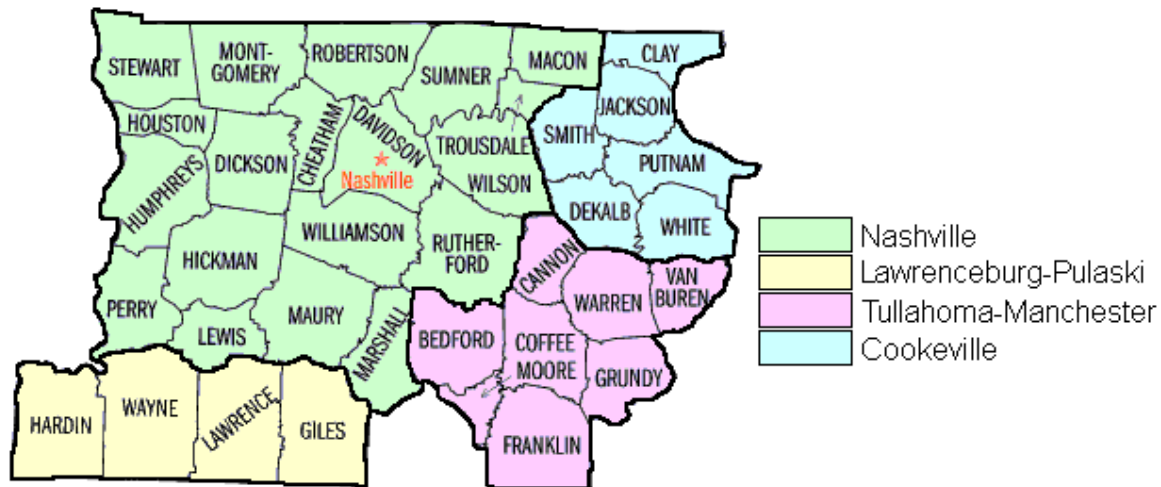
### Section 1.1 Section Name

The organization shall be known and recognized as the Central Tennessee Section of the IEEE, or the IEEE Central Tennessee Section.

### Section 1.2 Section Territory

The territory of the Central Tennessee Section, as approved by IEEE Regional Activities Board, shall include the geography shown in Figure I.2-1. A complete list of counties corresponding to the Geographical Areas is incorporated by reference, and detailed in Appendix A of this document.

Figure 1.2-1. Map of the IEEE Central Tennessee Section



The section territory is further divided into Geographical Areas: Nashville, Lawrenceburg-Pulaski, Tullahoma-Manchester, and Cookeville. Assignment of a member to a geographical area shall be by the zip code of the member's preferred address as listed in the SAMIEEE database. A member can be reassigned to another geographical area by emailing a request to the Section Chairman. These geographical areas will be used to allow more efficient management of section activities, and to foster communication between the members of each geographic area.

## **ARTICLE 2 Officers**

### ***Section 2.1 Section Executive Committee and Elected Officers***

The Past Section Chair and annually elected officers of the section shall compose the Executive Committee (Ex Com) of the Section. Elected officers composing the Executive committee are listed below:

#### **Executive Committee Members**

- Chair
- Vice Chair
- Secretary
- Treasurer
- Past Chair

Chapters of the Section may have representation on the ExCom. Chapter Chairs will be included as non-voting members of the ExCom.

### ***Section 2.2 Length of Term of Elected Officers***

The term of office for elected officers shall be one year. If a currently elected officer desires, he/she may run for an additional term of one year. After two years, elected officers must step down from their currently held office, but may continue beyond two years until a successor has been duly elected and takes office. There shall be no extension of terms beyond two years.

Vacancies occurring during the term of office (mid-term vacancy) shall be filled by appointment of the Section Chair, with approval by a majority vote of the ExCom.

### ***Section 2.3 Start Date of Term***

Terms of office shall begin on 1 January. Outgoing officers shall continue their duties until the duly elected successors take office.

### ***Section 2.4 Reporting of Newly Elected Officers***

The names of the newly elected/appointed officers of the Section shall be reported by the Section Secretary to IEEE Regional Activities Department within 20 days following officer election or appointment.

### ***Section 2.5 Mid-Term Vacancies of Officers***

An officer who is nominated by the Section Chair to fill a mid-term vacancy, and is subsequently installed by a majority vote of the Executive Committee shall fulfill the remaining term of the office, and serve until the succeeding officer is installed.

## **Section 2.6 IEEE Membership of Officers**

Officers of the Section shall be active IEEE members with a status of Member, Senior Member, Fellow, Life Member, Life Senior Member, or Life Fellow.

## **Section 2.7 Duties of Elected Officers**

The duties of the elected officers shall be in accordance with the *IEEE RAB Operations Manual* and the *IEEE Central Tennessee Operations Manual*. These duties are incorporated herein by reference.

## **ARTICLE 3 Standing Committees**

The Standing Committees of the IEEE Central Tennessee Section are: Graduates of the Last Decade (GOLD), Professional Activities Committee for Engineers (PACE), and the Student Activities Committee (SAC).

### **Section 3.1 Standing Committee Chairs, and Term of Office**

The Section Chair, with the approval of the Section Executive Committee, shall appoint a Chair for each of the Standing Committees. The term of office of the chair of each Standing Committee shall expire at the end of the elected officer's end-of-term date. Standing Committee Chairs may be re-appointed by the current Section Chair for as many terms as desired by the ExCom.

Any vacancy of a Committee Chair office that occurs during the term of office shall be filled by appointment of the Section Chair, subject to the approval by a majority vote of the Section ExCom.

#### **Section 3.1.1 Standing Committee Members and Term of Office**

Each Committee Chair shall appoint his/her Committee members, subject to the approval of the Section Executive Committee. The term of office for each member of the Standing Committee shall expire at the end of the elected officer's end-of-term date.

Any mid-term vacancy occurring during the term of office shall be filled by appointment of the Committee Chair, subject to approval by a majority vote of the Section Executive Committee.

#### **Section 3.1.2 Standing Committee Duties**

Duties of the Standing Committees shall be in accordance with the *IEEE RAB Operations Manual* and the *IEEE Central Tennessee Operations Manual*. These duties are incorporated herein by reference.

### **Section 3.2 Ad Hoc Committees**

The Section Chair may appoint ad Hoc Committee chairs at any time. These committees will perform a specific function or task over a limited period of time. Typical ad Hoc Committees are listed below.

- Nominating and Teller's Committee
- Bylaws Committee

Each ad Hoc Committee Chair shall appoint other committee members from the section active membership as required to fulfill ad Hoc Committee duties, and shall inform the Section Executive Committee of their selections.

#### **Section 3.2.1 Nominating and Teller's Committee**

The Nominating Committee Chair shall be appointed in July of each calendar year, and shall consist of three (3) active Section members who are not currently elected officers of the Section. The Nominating Committee shall present a slate of candidates for elected office at the October monthly meeting. Nomination and election of officers shall proceed in accordance with Article 5, herein. The Nominating Committee Chair, and the committee members shall also serve in the capacity of Tellers for the election, as described in Article 5.

#### **Section 3.2.2 Bylaws Committee**

The Bylaws Committee Chair shall be appointed in July of each calendar year. The Bylaws Committee chair may appoint other active Section members as desired to be committee members. The Bylaws Committee Chair shall review the bylaws at least annually for consistency with the IEEE RAB Operations Manual, the IEEE Bylaws, and the IEEE Policy and Procedures Manual. At the conclusion of the review of the Bylaws, the Bylaws Committee Chair shall present recommendations for changes, if any, to the Section ExCom for approval.

### **ARTICLE 4 Management of the Section**

Management of the Section shall be accomplished at business meetings of the Section Executive Committee (ExCom), with validation by the members present at Section Meetings. The composition of the ExCom, and duties of each officer are described in the IEEE central Tennessee Operations Manual.

#### **Section 4.1 ExCom Meetings and Quorum**

The Section Chair shall call ExCom meetings as required via email notification to the committee members. Three of the ExCom members may also call a meeting at any time. The ExCom meetings may be scheduled to occur immediately before Section Meetings. A quorum for the ExCom meeting shall be three of the five members of the ExCom. Business items will be

approved by a simple majority of the ExCom members present. The annual budget shall be presented by the ExCom to the members at the first Section meeting of the calendar year.

#### ***Section 4.2 Section Meetings and Quorum***

A minimum of five (5) Section meetings shall be held each year, with the objective of holding at least one meeting per year in each of the following geographical areas: Cookeville, Nashville, and Tullahoma-Manchester.

In order to transact business at a Section meeting, at least fifteen (15) active members must be present to constitute a quorum. A majority of voice votes of all members present shall determine if a motion passes or fails.

#### ***Section 4.3 Rules of Order***

The Section Chair, or Vice Chair shall direct business at Section meetings. Robert's Rules of Order (latest version) shall be utilized as the standard of parliamentary authority by the director of the meeting in the conduct and approval of business items.

#### ***Section 4.4 Student Representation***

Officers of the Student Branches may participate in ExCom and Section Meetings. However, they will not have the authority to vote on the business of the Section.

### **ARTICLE 5 Nomination and Election of Officers**

#### ***Section 5.1 Nominating Committee Duties***

The duties of the Nominating Committee shall include preparation of a slate of candidates for the ExCom offices detailed in Article 2 of this document. The Nominating Committee also conducts the election process, and serves as the Teller's Committee as described below. Members of the Nominating Committee must be active members, and cannot run for elected office. Nominating Committee members cannot be current elected officers.

#### ***Section 5.2 Solicitation and Number of Candidates***

The Nominating Committee shall be responsible for the annual solicitation of active Section members to serve as candidates for election to office.

The Nominating Committee must verify the candidates' eligibility and willingness to serve. The Section Nominating Committee shall also gather position statements and biographies of the potential candidates, as appropriate.

Petition candidates shall be included on the slate of candidates. Petition candidates shall require the signatures of a minimum of one percent of the voting members of the Section, except in no case shall more than 25 signatures be required.

*Note: In addition to the annual election of officers, the Nominating Committee shall respond to calls for elected positions for IEEE Councils and Regions as appropriate. Nominations for such positions shall be submitted to the ExCom for ratification.*

### **Section 5.3 Call for Nominations**

Six months prior to the date of election, the Nominating Committee Chair shall issue a "Call for Nominations" for all elected positions to all voting members of the Section via email and posting on the Section web site.

Section members must notify the Nominating Committee of their willingness to run for office within six weeks of the election of officers.

Notification of petition candidates for elected office must be received within six weeks of the election of officers.

Any candidates expressing their intent to run later than six weeks prior to the election may not, at the discretion of the Nominating Committee, be included in the slate of candidates for the election. They can be considered as write-in candidates.

### **Section 5.4 Slate of Candidates**

After the call for nominations, responses will be tabulated, and the nominating committee will compile a list of candidates willing to run for election. The Nominating Committee will select from the list of candidates willing to run for elected office at least two, but not more than three, candidates for each elected position. The selected candidates shall be used to compose the slate of candidates submitted to the Section ExCom for approval.

### **Section 5.5 Ballots and Write-In Candidates**

Election of officers shall be by secret ballot. Space shall be provided on the ballot for write-in candidates for office. If voting members elect to write-in a candidate for elected office, the candidate must meet all of the requirements in Section 2.6.

Ballots shall be mailed to each voting member of the Section. Voting members of the Section shall be active IEEE members with a status of Member, Senior Member, Fellow, Life Member, Life Senior Member, or Life Fellow. Member status is determined by the September version of the IEEE SAMIEEE database. New members who enroll after September 30, may notify the Secretary of the Section if they wish to be included on the list of voting members.

### **Section 5.6 Teller's Committee**

Members of the Nominating Committee shall also serve as members of the Teller's Committee to count the ballots and tally the votes for each candidate. After the tally of votes, the Teller's Committee shall report the results of the election to the Section Chair. The Section Chair shall



inform each candidate for office of the results of the election prior to announcing the results to the Section.

### **Section 5.7 Election Timetable**

Election Date. The date of election shall be December 31 of each calendar year.

Slate of Candidates. The slate of candidates for office shall be provided to the voting members of the Section such that members are notified of the slate at least six weeks prior to the election date of December 20. It is acceptable to post the slate of candidates on the Section web site, and notify members of the existence of the slate via email.

Ballots. Ballots shall be mailed such that members have at least two weeks to cast and mail their ballot to the Teller's Committee. Ballots must be postmarked by December 20 to be considered valid. The Teller's will count all ballots by December 30.

### **Section 5.8 Tabulation of Votes**

A simple majority of the votes cast shall be necessary for election of officers including write-in candidates. In the event that there is only one candidate for office, the candidate shall be elected by affirmation of the Teller's Committee. If there are no candidates for office, the office shall be filled in accordance with Section 2.5.

## ARTICLE 6 Meetings and Notices

### **Section 6.1 ExCom Business Meetings**

Meetings of the Section Executive Committee ordinarily will be called by the Section Chair, or by the request of any three members of the Section Executive Committee. Normally, Executive Committee meetings should be held monthly.

### **Section 6.2 Section Meetings and Notices**

Section meeting notices will be posted via email to all active members in the SAMIEE database for the section. *It is the member's responsibility to notify the IEEE Operations Center of any changes in email address.* Meeting notices will be emailed a minimum of one week in advance of the meeting. The pertinent information shall also be posted on the Section website at least one week prior to the meeting, and a calendar of meetings will be published in the Section newsletter.

A minimum of five (5) Section meetings shall be held per year. It is desired that at least one meeting be held in each of the following three areas per year – Cookeville, Nashville, and Tullahoma-Manchester.

### **Section 6.3 Chapter Meetings**

The Power Engineering/Industry Application Society (PES/IAS) joint chapter of the IEEE PES and the IEEE IAS technical societies may call joint meetings as required during the calendar year. Section business shall not be conducted at these meetings.

## **ARTICLE 7 Finances**

### **Section 7.1 Fiscal Year**

The fiscal year of the Section shall be January 1 to December 31

### **Section 7.2 Concentration Banking Account and Signature Cards**

The Treasurer of the Section shall establish and maintain an IEEE concentration bank account for accounting of Section funds in accordance with the procedures described in the appropriate sections of the IEEE web site (<http://www.ieee.org>). Accounts established in the name of the IEEE must be reserved for the purpose for which they are established, without co-mingling of funds between accounts.

Signature Cards. In accordance with IEEE Policy, the Treasurer shall provide a signature card for the him/herself, and one additional officer's signature card, typically the Secretary or Section Chair. In addition, the signature of the IEEE Staff Director of Financial Services, or his/her designee, shall be designated as an alternate signator.

*Note: This will provide assurance to the IEEE Central Tennessee Section, and to the IEEE national organization of the availability of one additional alternate for signature of financial documents.*

### **Section 7.3 Section Funds**

Section Assessments. There shall be no Section assessments of members.

Voluntary Financial Contributions. It is acceptable for the Section to receive local voluntary financial contributions. Local financial contributions are defined as having their origin in the Section Geography as described in Article 1.

Authorized Expenditures. Section funds from any source are the property of the IEEE, and shall not be used for purposes other than the ordinary expenses of the Section, as described in Section 7.7 of this Article, and defined in the IEEE Bylaws or published interpretation of policy.

Extraordinary Expenditures. If extraordinary expenditures are required, prior authorization of the IEEE RAB and/or the IEEE Executive Committee is required.

Unauthorized Use of Funds. Funds derived from member dues shall not be used for scholarships, fellowships and other education awards. Award activities shall be funded by permitted sources specifically directed to such usage. Contributions may be accepted for such use. Donations should be encouraged by the use of tax-exempt mechanisms.

Deposit of Funds. All funds derived from permitted sources shall be deposited in properly authorized separate accounts, foundations, or other approved depositories under the agreement, direction, or control of the Section, with adequate provisions for ensuring the proper use of the funds or proceeds. A properly executed agreement shall include provisions for the disposition of residual funds, should the approved program be discontinued.

#### ***Section 7.4 Obligation of Funds***

Sections shall have the right to obligate their funds for all purposes necessary to promote their objectives, except that no Section officer, or representative thereof, shall have any authority to contract debts for, pledge the credit of, or in any way financially obligate the IEEE to activities specifically prohibited in the governing documents of the IEEE, or any published interpretation of policy. In accordance with IEEE Policy & Procedure, Section funds can be used only for ordinary expenses of the Section without prior authorization of the IEEE Executive Committee.

Obligation of Funds. The Section ExCom has the sole authority to obligate Section funds for any expenditure relating to the business of the Section. In the event that expenditures that were not budgeted are required, a request for the use of such funds must be made to the ExCom before funds are obligated. If a member attempts to spend or obligate section funds without the prior approval of the ExCom, the ExCom has the authority to deny the use of Section funds for such expenditures.

#### ***Section 7.5 Annual Budget***

The Treasurer shall prepare an annual budget for the Section. Members of each Geographical Area of the section may submit a request for an annual budget in order to plan activities for their area. The Treasurer shall aggregate all budgetary requests into one budget document, which will then be submitted to the ExCom for approval. The Section Chair will then present the budget to the membership at the first business meeting of the year for approval.

#### ***Section 7.6 Approval of Expenditures***

After approval of the budget by the membership, the Section Treasurer is authorized to approve and fund all requests for expenditure of funds that conform to the approved annual budget.

In the event of an extra-budgetary request, the Treasurer shall request that the ExCom approve the expenditure of funds at the next scheduled ExCom meeting. In the event of an urgent request, it is acceptable for the Section Chair to caucus with the ExCom via email or telephone.

## **Section 7.7 Ordinary Expenses**

Ordinary expenses of the Section shall be defrayed by the funds supplied by the IEEE either directly, or by allocation from the Council or the Region.

Publications and Meeting Notices. Section shall pay for normal communications with members. These expenses include, but are not limited to the following: URL registration, photocopying, mail and stationary expenses, and labor associated with folding, collating, and sorting of publications. All publication expenses shall conform to the IEEE RAB Operations Manual, and the IEEE Policy & Procedures Manual.

The Section may serve nonmembers or groups wishing to receive meeting announcements, other Section publications, or email notices.

Food and Entertainment. Events may be held throughout the year for the purpose of gathering the members in a social context. In order to defray the expense of these events, it is acceptable to support the fees charged to the members with Section Funds.

Equipment Rentals. Certain equipment is required for meetings and events. It is acceptable to rent these types of equipment with Section funds, including public address equipment, projectors, screens, etc.

Office Supplies. Modest expenditures for office supplies and software to be utilized in the generation of Section publications are acceptable as ordinary expenses. Any software procured during the fiscal year shall be returned to the Section Secretary at the end of the fiscal year.

Non-Section Events and Awards. With the approval of the ExCom and the membership, it is acceptable to provide funds to IEEE student branches for the purpose of funding events and activities that meet the criteria of IEEE policies and procedures. Examples of such events would be career fairs, Engineering Week contests, and social events of the Student Branches of the Section.

Recruiting and Marketing Expenses. With the approval of the ExCom, the Section will pay for the expenses associated with recruitment of potential members, such as bulk mailing and copying expenses. Costs for marketing events, such as table top displays and signs, shall also be covered under this category of funds.

## **Section 7.8 Reporting**

Publications. The Secretary shall provide the Regional Director and IEEE Regional Activities Staff with copies of all publications sent out to members during the fiscal year.

L-31 Activity Report. The Secretary shall submit the L-31 report of meeting activities, and the roster of Officers to the IEEE Managing Director, Regional Activities. This report shall be

submitted on or before the deadline for the Section Rebate

L-50 Financial Report. The financial report for the Section shall be submitted to the IEEE Staff Director, Financial Services. The IEEE L50 Financial Report must be completed and forwarded annually to the IEEE Regional Activities Department in accordance with requirements of the *IEEE Regional Activities Operations Manual* and *IEEE Policy and Procedures*. This report shall be submitted on or before the deadline for the Section rebate.

Treasurer's Report. A treasurer's report shall be presented at all Section business meetings.

## **ARTICLE 8 Amendments to the Bylaws**

### **Section 8.1 Amendment Process**

Proposals to change these bylaws may be submitted by petition of 15 voting members to the Bylaws Committee for consideration. The Bylaws Committee may also elect to submit requested changes as a part of the annual review of the Bylaws described in Section 3.4 of this document.

Upon receipt of a petition for change, or submittal by the Bylaws Committee, the proposed changes to the Bylaws will be posted on the Section web site, and all members will be notified of the proposed changes for the purpose of advising the ExCom with regard to the acceptability of the proposed changes. Within 30 days of posting the proposed changes and after the consideration of comments from the members, the ExCom will vote on incorporation of the changes into the existing Bylaws.

If the changes are approved by the ExCom, the Secretary will incorporate the proposed changes into a draft copy. The draft copy of the Bylaws will then be submitted to the Region Director, and the Regional Activities Board (RAB) for approval. After incorporation of any RAB comments into the Bylaws and final approval by the RAB and Region Director, the Bylaws will be released by posting on the Section web site, and incorporated into the normal operation of the Section.

### **Section 8.2 Precedence of Changes**

Amendments to, or revocation of, these Bylaws shall be in accordance with the IEEE Bylaws, IEEE Policy & Procedures and the RAB Operations Manual.

## **Appendix A**

### **IEEE Central Tennessee Section**

### **Territory and Geographical Areas**

Geographical Area	County
Cookeville, TN	Clay DeKalb Jackson Putnam Smith White
Nashville, TN	Cheatham Davidson Dickson Hickman Houston Humphreys Lewis Macon Marshall Maury Montgomery Perry Robertson Rutherford Stewart Sumner Trousdale Williamson Wilson
Tullahoma/Manchester, TN	Bedford Cannon Coffee Franklin Grundy Moore Van Buren Warren
Lawrenceburg/Pulaski, TN	Giles Hardin Lawrence Wayne