

# **IEEE VIRGINIA COUNCIL BYLAWS**

**R3 09 00**

(October 2000)

Nothing in these Bylaws is to be construed as to be contrary to the IEEE Constitution, Bylaws, Policy and Procedures, and the RAB Operations Manual. If there is a conflict the preceding will prevail over the Council Bylaws.

## **ARTICLE I – Name and Territory**

### **Section 1**

This organization shall be known as the Virginia Council (Area 1) of Region 3 of the IEEE.

### **Section 2**

The territory served by this Council shall be that territory now encompassed by the four (4) sections (Central Virginia Section, Hampton Roads Section, Richmond Section, and Virginia Mountain Section) of Area 1, Region 3 of the IEEE. This territory shall be expandable, by amendment of these Bylaws, to encompass the entire state of Virginia and fringe counties to the state of Virginia provided such fringe counties are within Region 3 of the IEEE.

## **ARTICLE II – Purpose**

### **Section 1**

The purpose of the Virginia Council is to further the aims, ideals, and objectives of the IEEE, while acting as a representative organization of its members. The Virginia Council shall strive to:

1. Stimulate member participation in the Institute.
2. Improve communications among and for its member sections.
3. Coordinate activities of its member sections.
4. Promote statewide meetings and activities for the benefit of its members.
5. Enhance status of membership in the Institute.
6. Provide strong, united representation of its member sections in the Regional, National, and Transnational activities of the Institute.

## **ARTICLE III – Membership**

### **Section 1**

Membership shall consist of all sections within the territory encompassed by the Council, such territory as defined in Article I, Section 2. Any new Section formed within this territory shall become a member of this Council upon compliance with appropriate Article and Section of these Bylaws.

### **Section 2**

Society Chapters and Affinity Groups may be formed and function within the Council or within the member sections of the Council consistent with the IEEE Constitution and Bylaws. Sponsorship shall be in accordance with the desires of the Society Chapter or Affinity Group.

**Section 3**

Fellows, Senior Members, Members and Life members of these grades, who are members of a constituent section shall be entitled to attend meetings, vote at general meetings, and hold office. Associate Members and Life Associates, who are members of a constituent section, shall be entitled to attend meetings, and vote at general meetings, but shall not have the right to hold office.

**Section 4**

Student Members of the IEEE shall be entitled to attend meetings, but shall not have the right to vote or hold office.

**ARTICLE IV – Officers and Duties**

**Section 1**

Officers of the Virginia Council shall be a Chair, a First Vice Chair, a Secretary, and a Treasurer, each of whom shall hold office for a two-year term. The normal term of office for each officer shall begin on January 1 and end December 31, two years later. The terms of the officers shall begin on odd numbered years to overlap the terms of two Region 3 Directors. Outgoing officers will continue until their successors are duly selected and take office.

**Section 2**

The offices shall be rotated among the member sections, with each section responsible for filling one office at each election. The initial allocation of offices to sections shall be determined by drawing lots. Following the initial election, offices for future elections shall be rotated among member Sections in the sequence Treasurer, Secretary, First Vice Chair, Chair, Treasurer, etc., with each Section starting from the office established at the initial election. Election by each member Section shall be as specified in each Section's Bylaws.

**Section 3**

The member Section responsible for any office shall be responsible for filling a vacancy in that office should the vacancy occur during the normal term. Election of the individual to fill an office shall be as specified in each Section's Bylaws.

**Section 4**

If additional member Sections are added to the Council, additional offices of Vice Chair, such as Second Vice Chair, shall be added so that the number of offices always equals the number of member Sections. At the first normal election following the addition of a new member Section to the Council, the responsibilities for offices will be:

- a) The new member Section will be responsible for the office of Treasurer.
- b) The member Section that would have been responsible for the office of Treasurer, prior to the addition of the new Section, will be responsible for the office of Secretary.
- c) The member Section that would have been responsible for the office of Secretary, prior to the addition of the new member Section will be responsible for the additional office of Second Vice Chair added as required by this section of the Bylaws.
- d) Responsibilities for other offices will be by the normal rotation. Normal rotation of all offices, Treasurer, Secretary, Second Vice Chair, First Vice Chair, Chair, will be resumed after this election.

**Section 5**

The duties of all elected Council officers shall be the duties and obligations usually pertaining to such offices as described in the IEEE Bylaws and appropriate operations guides, and such other duties as may be assigned by the Council Executive Committee. Additional specific duties and obligations are as follows:

1. The Chair, responsible to the Executive Committee, shall have general supervision of the affairs of the Council and will provide the primary interface between the Council and the Region 3 Director.

2. The Chair shall be the Council Representative on the Region 3 Committee and the Region 3 Executive Committee, and shall be the recommended Council representative for other activities requiring Council representation.
3. The Chair shall appoint such committees as may be desirable, subject to the approval of the Council Executive Committee.
4. The First Vice Chair shall assume the duties of the Chair during the latter's absence or incapacitation, and shall assume any of the duties of the office of Chair when so directed by the Chair.
5. The Secretary shall have the responsibility for sending out notices, preparing the agenda for, and recording the minutes of all meetings of the Council Executive Committee. The Secretary shall make such reports as may be required by IEEE Bylaws. The Secretary shall be responsible for the transmittal of Council information to the Sections.
6. The Treasurer shall be responsible for the receipt, disposition, and recording of all monies in the name of the Council. The Treasurer shall make only such disbursements as approved by the Council Executive Committee. The Treasurer shall make such reports as required by IEEE Bylaws and federal and state laws. The Treasurer shall issue an annual report to each Council officer.
7. Section Chairs, as members of the Council Executive Committee, shall be responsible for representing their Sections to the Council and the Council to their Sections.

#### **ARTICLE V – Management**

##### **Section 1**

An Executive Committee consisting of the elected officers of the Council, the Junior Past Chair, the Chair of each member Section, and the appointed chairs of Council committees shall govern the Council. The number of voting members who are elected must be at least one greater than the number of those appointed. Any member of the Executive Committee may send an alternate, with voting rights, to Executive Committee meetings.

##### **Section 2**

A majority of the Council Executive Committee shall constitute a quorum, provided that the number of members elected is at least one greater than the number appointed.

##### **Section 3**

A majority of the Council Executive Committee present shall be necessary in the conduct of its business.

#### **ARTICLE VI – Nominations and Elections**

##### **Section 1**

The nomination and election of the officers of the Council shall be conducted at the Section level with each Section selecting its allocated officer in accordance with its own Bylaws. Each Section Chair shall advise the current Council Chair of the results of the Section Council Officer election not later than December 1 preceding the January 1 beginning of the term of office.

##### **Section 2**

Each member of the Council Executive Committee serves at the pleasure of the Executive Committee. Any member of the Executive Committee may be removed from the Committee, for just cause, by a majority vote of the Executive Committee. If a member of the Executive Committee is so removed, the vacancy shall be filled in accordance with Article IV, Section 3.

## **ARTICLE VII – Meetings**

### **Section 1**

The Council Executive Committee ordinarily shall hold four (4) Executive Committee meetings a year. These may be face to face meetings or electronic meetings. The Executive Committee shall call a General meeting as needed. This may be a conference type meeting and should be coordinated with an Executive Committee meeting.

### **Section 2**

Any Council Executive Committee meeting may be held in conjunction with other IEEE meetings.

### **Section 3**

Council Executive Committee meetings shall be rotated geographically among the member Section and coordinated with Section meetings when possible.

### **Section 4**

Meeting notices and agenda shall be published as directed by the Council Executive Committee.

### **Section 5**

Roberts Rules of Order shall govern the conduct of meetings.

## **ARTICLE VIII – Finances**

### **Section 1**

The financial objective of the Virginia Council is to be self-sufficient.

### **Section 2**

There shall be no Council dues.

### **Section 3**

No assessments shall be levied upon individual members. Voluntary contributions may be accepted.

### **Section 4**

Each member Section shall be assessed an initial one time Council Organizational assessment of \$0.50 per section member. Future assessments are to be avoided and shall be made only by the Council Executive Committee. Any future assessment shall be preceded by a report from the Council Executive Committee to the member Sections clearly demonstrating the need for the assessment and what related action is being taken to return the Council to self-sufficiency.

### **Section 5**

The Council shall utilize Section mailings as its routine means of communication with the members. Council information will be sent to member Sections and the Sections will in turn be responsible for the reproduction and distribution of this information to the members.

### **Section 6**

The Council Executive Committee must approve all expenditures of Council funds. Without prior approval of the Executive Committee, Council funds can be used only for normal operation of the Council. The Treasurer shall be authorized to draw funds as approved by the Council Executive Committee.

## **ARTICLE IX – General**

### **Section 1**

To provide for the proper handling of routine Council work and the management of its affairs, the Executive Committee may adopt, in connection with these Bylaws, such rules and regulations as may be found necessary. However, no rule or regulation may be adopted that would conflict with these Bylaws or the IEEE Constitution, Policy and Procedures, or the RAB Operations Manual.

## **ARTICLE X – Amendments**

### **Section 1**

These Bylaws may be amended by a vote of two-thirds of the Council Executive Committee in attendance at an Executive Committee meeting provided advance notice of the proposed amendment has been furnished. At least 60 percent of the member Sections must ratify any amendments.

### **Section 2**

Amended Bylaws shall become effective immediately upon ratification by the member Sections.

### **Section 3**

Following amendment of these Bylaws it shall be the responsibility of the member Sections to amend their Section Bylaws as required to assure no conflict between this Council and member Section Bylaws.

### **Section 4**

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

## **ARTICLE XI – Additions, Withdrawals and Dissolution**

### **Section 1**

Any Section within the territory encompassed by the Virginia Council shall become a member of the Council immediately following:

- a. Section review and adoption of these Bylaws.
- b. Payment of any assessment due.

### **Section 2**

The Council Executive Committee shall acknowledge new member Sections and notify other Sections of new Council member Sections within thirty days after the Section becomes a member of the Council.

### **Section 3**

The Virginia Council exists at the pleasure of the member Sections. A member Section or Sections may petition the Regional Director to intervene in Council operations in the event of an unsolvable dispute. The Regional Director, at his or her discretion, may ask RAB for assistance in solving the dispute.

### **Section 4**

RAB may dissolve the Council for any reason deemed sufficient by RAB. Any remaining funds and assets in the custody of that Council shall revert to the member Sections in proportion to their membership size.

## **ARTICLE XII – Virginia Coordinating Council**

### **Section 1**

The Virginia Council shall support the formation of a statewide council to serve the joint interests of Sections within the Commonwealth (State) of Virginia. This Council shall be called the Virginia Coordinating Council (VCC). Its responsibilities shall be delegated to it each year by a Memorandum of Agreement (MOA) approved by the Executive Committee of the Northern Virginia Section, Region 2, and the Executive Committee of the Virginia Council, Region 3. The VCC is an organizational unit subordinate to the Northern Virginia Section, and the Virginia Council and its member Sections. It receives its direction from the Executive Committees of these organizational units. Only tasks that are jointly agreed to by the Executive Committees of the Northern Virginia Section, and the Virginia Council and its member Sections can be delegated to the VCC, otherwise the tasks remain the responsibility of the individual Sections.

Original Bylaws: Approved by Virginia Council Committee, November 1980  
Approved by Region 3, December 1980

Amended Bylaws: Approved by Virginia Council Executive Committee with Section concurrence,  
December, 1981

Revised Bylaws: Approved by Virginia Council Executive Committee, October 2000  
Ratified by member Sections, November 2000  
Approved by RAB, November 2000