



IEEE Canada



IEEE Canada Bylaws Approved 2009



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EXPLANATORY NOTES FOR THE BYLAWS

1. In the following, IEEE means the Institute of Electrical and Electronics Engineers, Inc, CSECE means the Canadian Society for Electrical and Computer Engineering and EIC means the Engineering Institute of Canada, and MGA means Member and Geographic Activities Board.
2. These Bylaws describe the organization formed by the merger of IEEE Region 7 and CSECE. This organization shall be known as IEEE Canada and shall have a membership comprising all members of the two predecessor organizations. The organization shall act as both the Canadian national society for electrical, electronics, and allied fields of interest and as Region 7 of the IEEE.
3. The approved Bylaws are presented in both official languages of Canada.
4. These Bylaws are based on an understanding that IEEE Canada is not incorporated in Canada.
5. These Bylaws shall conform to the applicable IEEE and MGA bylaws as amended from time to time and more applicably referenced herein.
6. These Bylaws were approved by a vote of the IEEE Canada Board at the Spring Meeting 2008 and approved by the MGA in June 2008.
7. These Explanatory notes form part of the Bylaws.

1.0 NAME AND MISSION

1.1 NAME

This organization shall be known as IEEE Canada. The organization shall act as Region 7 of the Institute of Electrical and Electronics Engineers, Inc. (IEEE) and as the Canadian national society for electrical and computer engineering. Within the IEEE, the words "IEEE Canada" and "Region 7" shall be considered equivalent.

1.2 MISSION

Through the leadership of its volunteers, IEEE Canada shall be a nationally recognized organization in which members and the public hold IEEE membership in the highest esteem. The mission of IEEE Canada shall be consistent with the mission stated in IEEE MGA Bylaw R-201.

1.3 GOVERNANCE

When not in conflict with the Laws of Canada, the IEEE Canada Bylaws shall not be in conflict with the IEEE Constitution and the IEEE Bylaws applying to regional activities. When questions of procedure remain, the IEEE Constitution and Bylaws shall take precedence in that order. Question of interpretations shall first be resolved by the IEEE Canada Board, and if required by the IEEE Board of Directors.

2.0 MANAGEMENT

There shall be an IEEE Canada Board, hereinafter called the Board that shall be equivalent to the Regional Committee as defined by IEEE Bylaw R-901.4. There shall also be an Executive Committee, hereinafter called ExCom, and a Steering Committee of the Board as defined in these Bylaws. With the exception of the Group Committee Chairs, as defined later in these bylaws, no Person shall hold more than one office on any Board or committee of IEEE Canada. Interpretation of this requirement shall be the responsibility of the Steering Committee of IEEE Canada.



2.1 PRESIDENT

The Regional Delegate and Director Region 7 shall serve concurrently as both the IEEE Canada President (hereinafter called the President,) Chair of the IEEE Canada Board and the representative of IEEE Canada on the Council of the Engineering Institute of Canada (EIC). The President shall serve as an ex-officio, voting member of all committees of the Board. The President, with the advice and consent of the Board, may establish ad hoc committees to facilitate the furtherance of IEEE Canada goals and activities.

When acting as Chair, the President shall vote only when the vote is by secret ballot or when the Chair's vote shall affect the outcome. In the event that the President shall become incapable of continuing in office or otherwise vacate the office of President, the President-Elect shall assume these duties.

2.2 PRESIDENT-ELECT

The Regional Delegate-Elect and Director-Elect of IEEE Region 7 shall serve as the IEEE Canada President-Elect (hereinafter called the President-Elect) and shall represent the President in any IEEE Canada activities when requested to do so by the President. The President-Elect shall be elected by the voting members of the organization as specified in Bylaw 6.1, and in accordance with IEEE Bylaw I-310, as Regional Delegate/Director-Elect. The President-Elect shall report to the ExCom the activities of Conference Advisory Committee (CONAC) and the IEEE Canada Conferences.

In the event that the President-Elect is called upon to fill the office of the President, the President-Elect shall serve the remaining Presidential term, as well as the term for which elected. In addition, there shall be an election to fill the office of President-Elect within six months, in accordance with IEEE Bylaw 301.13, Articles 6 and 8.

2.3 PAST PRESIDENT

The IEEE Canada Past President (hereinafter called the Past President) shall serve a two-year term of office after the two-year term as President. The Past President shall represent IEEE Canada on the IEEE Canada Foundation Board of Directors. The Past President shall serve as Chair of the Nominations and Appointments Committee and shall report to the ExCom the activities of the Awards Committee. The Past President shall review the current IEEE Canada Bylaws and Operations Manual, and propose revisions as needed.

2.4 SECRETARY

The IEEE Canada Secretary, hereinafter called the Secretary, shall be responsible for confirming the presence of a quorum at all meetings of the IEEE Canada Board, the Steering Committee and the Executive Committee and for maintaining the minutes of meetings of these bodies. The Steering Committee, on recommendation from the President, will appoint the Secretary.

2.5 TREASURER

The IEEE Canada Treasurer, hereinafter called the Treasurer, shall be responsible for financial matters pertaining to IEEE Canada, for the preparation of the annual budget, for submitting required financial reports, for monitoring financial reports for adherence to the IEEE Canada annual budget including oversight of IEEE Canada Investments. The Steering Committee, on recommendation from the President, will appoint the Treasurer.



2.6 OTHER POSITIONS

On the suggestion and recommendation of the Steering Committee, the IEEE Canada Board may decide to designate, by majority vote, some of the Past Presidents as Directors-Emeriti for a specific term. The number of such positions shall not exceed two at any one time.

2.7 PRESENCE

The IEEE Canada Board shall maintain a presence in Canada through the use of contracted staff or other means to provide administrative support and continuity for the Board. The Steering Committee shall review annually the terms and conditions of the contracted staff and the President or in the absence of the President, the Treasurer shall be authorized to sign the contractual agreement.

3.0 IEEE CANADA BOARD OF DIRECTORS

The IEEE Canada Board (hereinafter called the Board) shall act as the governing body of IEEE Canada.

3.1 MEMBERSHIP

The Board shall consist of the following voting members:

- The Officers, which shall comprise the President, President-Elect, Past President, Secretary and Treasurer;
- The Chair of each Section in IEEE Canada;
- The three Group Committee Chairs – External Relations, Member Services, and Publications and Communications;
- The Regional Student Representative;

The Board shall consist of the following non-voting members:

- The Directors Emeriti;
- Those members of the IEEE Board of Directors residing within Canada;
- Additional members from the membership, appointed by the President, subject to confirmation by a majority vote of the members of the Board and within the limitations set by the IEEE Bylaws. Such members shall serve for one year, starting January 1, with reappointment possible for a maximum tenure of three consecutive years.

3.2 MEETINGS

The Board shall hold two in-person meetings annually. Wherever possible, the location of the meetings shall alternate between the three areas of the Region. In general, every attempt shall be made to select sites so as to reduce the meeting cost impact on the Region.

The Spring Board Meeting, or General Meeting, shall be held in conjunction with the annual conference (CCECE). This meeting shall review the IEEE Canada Budget and make any mid course corrections. The Group, Area and Committee Chairs shall report on their plans and goals, and the progress made towards fulfilling those goals. All Committee Chairs are invited to the Spring meeting. One Group Committee workshop shall normally be held concurrent with the Spring meeting each year in turn. Funding for the attendance of committee Chairs shall be included in the General Meeting Budget. All other meetings of the Group Committees shall be by conference call, as necessary.



The second (the Fall) Board meeting shall be at the call of the President and its date and location shall be announced at the Spring Meeting. Budget for the ensuing year, and the Group, Area and Committee plans shall be approved at this meeting. Also, the election of Area Chairs shall normally take place at this meeting. In years when the IEEE Sections Congress is held, an IEEE Canada Board Meeting shall be held immediately prior to the Sections Congress to approve the budget and the Group, Area and Committee plans.

Additional meetings of the Board, if required, may be held via teleconference or any other available electronic means that allows all participants to communicate with each other.

The quorum for a meeting of the Board shall consist of a majority of the voting members of the Board or, when permitted, their alternates. The quorum shall include representatives from at least half of the Sections of IEEE Canada. A simple majority of all votes cast is required to pass all motions except for the case of revisions to the bylaws, which require a two thirds majority. In the absence of a quorum or if there is insufficient time to call a meeting of the Board, the President may submit any item to all members of the Board for e-mail ballot. In recognition that interactive debate on the item is not possible, approval by two-thirds of the voting members is required for a motion proposed in an e-mail ballot. E-mail ballots shall be returned to the President, Secretary and Administrator. The Secretary shall announce the result by e-mail.

The ExCom shall meet by conference call, with the exception of an in-person meeting as an ExCom Planning Session held concurrently with the annual Student Workshop. This meeting shall develop the goals and measurables for the following year along with the budget that shall enable the IEEE Canada Plan to be fulfilled. Actions from the ExCom Planning Session shall be presented to the Board for approval. The ExCom shall not normally meet during the Spring and Fall Board meetings.

Meetings shall be open to members of IEEE as observers. When not in conflict with the Laws of Canada, IEEE Constitution and Bylaws, meetings shall be conducted in accordance with the current edition of "Robert's Rules of Order." Notice of such meetings shall be sent to all members of the Board at least 30 days in advance of the meeting. The Chair shall retain the right to declare agenda items of a sensitive or personal nature to be debated in Executive Session.

4.0 STEERING COMMITTEE

4.1 MEMBERSHIP

The Steering Committee of the Board shall consist of the President as Chair, President-Elect, Past President, Secretary, Treasurer and Directors Emeriti. The Administrator shall be a non-voting member.

4.2 DUTIES

The Steering Committee shall be responsible for:

- a)
 - (i) Nominating the candidates for President-Elect (Director-Elect), out of the list received from the Nominations and Appointments Committee,
 - (ii) Except as noted in IEEE Bylaw R-703, recommend a slate of not fewer than two or more than three candidates for that office,
 - (iii) Submit the names approved to IEEE Headquarters by March 15th in the year of the election



- b) Approving the compensation of the IEEE Canada Administrator as recommended by the Past President.
- c) The approval of all appointments to the Groups and Committees including the Chairs and confirmation of Area Chairs and elected Group Committee Chairs.

In the case where one person is elected to more than one leadership position in the Region, the Steering Committee shall decide which position must be vacated and the Steering Committee shall fill the vacancy so created. A member of the Board may appeal a decision of the Steering Committee to the Board, who will have the final say in the matter. A two-thirds majority of the Board is required to overturn a Steering Committee decision. Following the Board's decision, no further appeals are permitted.

The IEEE Canada Administrator shall provide support to the Steering Committee. Procedurally, the conduct of Steering Committee meetings shall be similar to that described in Bylaw 3.2.

All meetings of the Steering Committee shall be held in executive session. The President shall report the decisions taken at the Steering Committee meetings to the Board.

5.0 EXECUTIVE COMMITTEE

5.1 MEMBERSHIP

The ExCom shall consist of the President as Chair, President-Elect, Past President, Secretary, Treasurer, the Area Chairs, the Group Committee Chairs and the Directors Emeriti. The IEEE Canada Administrator shall serve as a non-voting member:

5.2 DUTIES

The ExCom shall be responsible for the management of IEEE Canada affairs between Board meetings. The ExCom shall through the Area Chairs monitor the progress of the IEEE Canada Sections in meeting the approved Goals and Measurables. The Area Chairs shall carry out other duties as assigned by the ExCom or the President.

The ExCom shall set the annual IEEE Canada Goals and Measurable and the budget enabling the achieving of such by the Sections. Procedurally, the conduct of ExCom meetings shall be similar to that described in Bylaw 3.2. The ExCom shall be responsible to the Board, and the President shall report to the next regular meeting of the Board.

6.0 STANDING COMMITTEES

To facilitate IEEE Canada activities, standing Committees with specific mandates may be established and/or terminated by the Executive Committee. Appointment of Secretary and in most cases committee Chairs and membership shall be for one year, starting January 1, with reappointment possible for a maximum tenure of three consecutive years. Exceptions are Treasurer, CJECE Editor, Canadian Review Editor, Electronic Newsletter Editor, Life Member Chair, members of the N&A Committee, Translation, and Webmaster, whose terms are as specified in the Operations manual.

The Steering Committee, on recommendation from the Nominations and Appointments Committee, shall appoint Standing Committee Chairs.



All members of standing committees, except the Student Activities Committee, shall be IEEE members of Member grade or higher. At the discretion of the President, Student members may be appointed to other standing committees and may be granted voting privileges.

The ExCom shall assign each Standing Committee to an appropriate Group Chair. The Board shall review all standing committees at intervals of no more than five years to ensure that their respective scopes and compositions continue to serve the best interests of IEEE Canada. The Secretary shall maintain a schedule of standing committee reviews.

6.1 NOMINATIONS AND APPOINTMENTS COMMITTEE (N&A)

Purpose

The Nominations and Appointments Committee (N&A) shall be responsible for recommending qualified candidates for the position of President-Elect; assisting the President in identifying qualified candidates for IEEE Canada appointed positions and committees; and assisting the President in identifying qualified candidates for MGA and other IEEE positions.

Membership

The Past President shall chair the N&A Committee. The Committee shall consist of a representative from each Area and the President (ex-officio). All Committee members must be of Senior Member or Fellow grade.

President-Elect Nominations Process

To ensure representation from all sections within IEEE Canada, in each odd numbered year, candidates for the position of President-Elect shall be drawn from a single Area in the following order – Canada West Area, Canada Central Area, and Canada East Area.

The Chair of the N&A Committee, at the Fall Meeting in even numbered years, shall:

- a) Issue a Call for Nominations for the office of President-Elect to all Sections in Canada by e-mail stating that the candidates must be from the designated Area for that year's election, outlining the qualifications required are Senior Member grade or higher, and shall agree to serve for two years as President-Elect and IEEE Regional Delegate/Director-Elect before assuming the office for two years as President of IEEE Canada, the representative to the EIC, and IEEE Region 7 Delegate/Director, and for two years as Past IEEE Canada President. The Chair shall also notify the membership via the IEEE Canada Web site, and/or the IEEE Canada Electronic Newsletter of the Call for Nominations.
- b) Receive the names and qualifications of the nominee (s), by January 31, in the Year of the Election
- c) Investigate the qualifications and confirm acceptance by the nominee(s), and after screening, forward the names to the Steering Committee.

Petition candidates for the positions of President-Elect are permitted under the terms defined in IEEE Bylaw R-703.

6.2 CONFERENCE ADVISORY COMMITTEE (CONAC)

Purpose



The Conference Advisory Committee (CONAC) shall provide leadership, encouragement and support to Sections and Chapters interested in sponsoring conferences. CONAC shall oversee the Canadian Conference on Electrical and Computer Engineering (CCECE), The Electrical Power and Energy Conference (EPEC) and report to the Executive Committee through the President-Elect.

Membership

The Committee shall consist of the Chair, the Chairs of the current and the next CCECE and EPEC, a representative from each Area, the Treasurer, and the President (ex-officio). The Chair shall serve as a corresponding member of the Regional Conferences Committee of the IEEE Member and Geographic Activities Board.

6.3 AWARDS AND RECOGNITION COMMITTEE

Purpose

The Awards Committee shall be responsible for administering all IEEE Canada Awards. The Area Chairs shall assist the Awards Chair in sourcing and nominating eligible award recipients. The Awards Committee shall review each nomination and be the judge of the candidate's qualifications. Voting shall be by e-mail ballot and shall be secret. The Award Committee, through the Chair, will make recommendations to the Executive Committee in early December for approval.

Membership

The Committee shall consist of the Awards Chair, the Awards Past-Chair, the IEEE Canada Past President, a representative from each Area, a past recipient of each of the A.G.L. McNaughton, R.A. Fessenden, Power and Computer awards, and the IEEE Canada President (ex-officio). The Past President shall represent the interests of the Awards Committee to the ExCom.

7.0 IEEE CANADA BOARD GROUP COMMITTEES

IEEE Canada Board Committees shall be grouped so that all committees are represented at the Board and ExCom. The three Group Committees are Member Services, External Relations, and Publications and Communications.

Committees not included in a group shall have their interests represented by an ExCom member.

The Steering Committee shall be responsible for confirming the Group Chairs and, on recommendation from the N&A Committee, appoint Committee Chairs. Group Committee Chairs, except the Publication and Communications Group Chair, may be selected or nominated by their respective group membership.

The Group Committee Chairs shall be responsible for maintaining communication with their respective Committee Chairs. The Group Committee shall conduct its business by teleconference and all Committee Chairs shall normally attend the IEEE Canada Board Spring meeting each year. Committee Chairs shall apply through the budgeting process for additional funds to attend meetings of interest conducted by the IEEE.



The Group Committee Chairs shall be members of the ExCom. The Group Committee Chair shall represent the interests of all Committee in their group. The Group Committee Chair shall coordinate the activity plan and budget preparation for their committees and present the budget to the ExCom Fall planning meeting for approval.

7.1 EXTERNAL RELATIONS GROUP

The External Relations Group consists of the following committees: Educational Activities, Industry Relations, Other Societies, Professional Development and Section/Chapter Support.

7.1.1 EDUCATIONAL ACTIVITIES COMMITTEE (EAC)

Purpose

The Educational Activities Committee (EAC) shall provide leadership to and coordination of continuing education programs and liaison with other technical and professional organizations in Canada on the subject of continuing education.

The Committee shall work through the Area Chairs to achieve its goals and measurables. The Chair shall serve as a corresponding member of the IEEE Educational Activities Board.

7.1.2 INDUSTRY RELATIONS COMMITTEE (IRC)

Purpose

The Industry Relations Committee (IRC) is responsible for the following objectives:

- Promote and inform the concept of IEEE as a progressive technical information provider to industry and its employees.
- Promote and inform the relevance of support of IEEE in developing/changing technologies.
- Work with industry to establish an understanding of its needs, to determine its further needs and to demonstrate how IEEE can help address its needs.
- Encourage the establishment of Leadership Training within the Sections.
- Promote IEEE Standards Association activities in Canada

The Committee shall work through the Area Chairs to achieve its goals and measurables. The Chair shall serve as a corresponding member of the IEEE Industry Relations Committee.

7.1.3 OTHER SOCIETIES COMMITTEE (OSC)

Purpose

The purpose of the Other Societies Committee (OSC) is to maintain relations with other Canadian technical societies that have interests in line with IEEE Canada's aim and objectives.

Membership

The Committee shall consist of the representatives assigned to other societies. The Steering Committee shall determine the representation in other societies.

7.1.4 PROFESSIONAL DEVELOPMENT COMMITTEE (PDC)

Purpose

The Professional Development Committee (PDC) shall provide leadership in enhancing the public image and status of the electrical, electronics, and computer industry in Canada and



liaison with other technical and professional organizations in Canada on the subject of professional development.

The Committee shall work through the Area Chairs to achieve its goals and measurables.

7.1.5 SECTION/CHAPTER SUPPORT COMMITTEE (SCS)

Purpose

The Section/Chapter Support Committee (SCS) shall be responsible for developing and implementing strategies pertaining to the coordination of technical and affinity chapters in IEEE Canada. This shall include assistance in accessing society and other resources to enhance Chapter activities.

The Committee shall work through the Area Chairs to achieve its goals and measurables.

7.2 MEMBER SERVICES GROUP

The Member Services Group consists of the following committees: Graduates of the Last Decade, Life Member, Membership Development, Student Activities and Women in Engineering.

7.2.1 Graduates of the Last Decade (GOLD)

Purpose

The Graduates of the Last Decade (GOLD) committee serves the interests of the IEEE affinity group characterized by members in their first ten years (approximately) after graduation in IEEE Canada.

Membership

The Committee shall consist of the Chair, a representative from each Area, other members appointed by the Chair and the President (ex-officio). Other members might include a Vice-Chair, the Membership Development Committee Chair, the PDC Chair, the Regional Student Activities Committee Chair, and the Regional Student Representative.

7.2.2 LIFE MEMBER COMMITTEE (LMC)

Purpose

The Life Members Committee (LMC) shall be responsible for promoting the activities of life members and supporting their interest to remain active members of IEEE in Canada.

Membership

The Committee shall consist of the Chair (the Regional LM Chapter Coordinator), and one representative from each of the three Areas in IEEE Canada

7.2.3 MEMBERSHIP DEVELOPMENT COMMITTEE (MDC)

Purpose

The Membership Development Committee (MDC) shall provide leadership to and coordination of membership growth programs with the Sections and Chapters. The Committee shall also coordinate "member grade advancement" programs with Sections and Chapters including identifying qualified members for advancement to higher grade.

The Committee shall work through the Area Chairs to achieve its goals and measurables. The Chair shall serve as a corresponding member of the IEEE Membership Development Committee.



7.2.4 STUDENT ACTIVITIES COMMITTEE (SAC)

Purpose

The Student Activities Committee (SAC) shall provide undergraduate and graduate students studying in the fields of interest to the IEEE with opportunities for educational and technical development in preparation for entry into such fields.

Membership

The Committee shall consist of the Chair (RSAC), Regional Student Representative (RSR), a representative from each Area, other members appointed by the Chair and the President (ex-officio). All IEEE Canada Student Branch Counselors and Student Branch Chairs shall be corresponding members of this committee.

The RSAC and RSR shall represent IEEE Canada at regularly scheduled meetings of the IEEE Member and Geographic Activities Board Student Activities Committee.

7.2.5 WOMEN IN ENGINEERING (WIE)

Purpose

The purpose of the WIE Committee is to advance the aims and objectives of the IEEE WIE. A major goal is to have viable and vibrant WIE Affinity Groups in each Section

The Committee shall work through the Area Chairs to achieve its goals and measurables.

7.3 PUBLICATIONS AND COMMUNICATIONS GROUP

The Publications and Communications Group shall be responsible for the following:

- Canadian Journal of Electrical and Computer Engineering
- Canadian Review
- Electronic Newsletter
- Publicity and Advertising
- Translation Committee
- Website

7.3.1 PUBLICATIONS AND COMMUNICATIONS COMMITTEE (PCC)

Purpose

The Publications and Communications Committee (PCC) shall be responsible for developing and implementing strategies pertaining to information dissemination to members of IEEE Canada. This shall include the publication of a journal, magazine and newsletters; the submission of Canadian news items for IEEE publication; translation activities and activities related to electronic dissemination of information.

Membership

The Steering Committee, on recommendation by the N&A Committee, shall appoint the PCC Chair. The Committee shall consist of the Chair, the Editors of magazines, journals and newsletters supported by IEEE Canada, the Translation Activities Chair, the Webmaster, Publicity and Advertising Chair, other members appointed by the Chair and the President (ex-officio). All Section Newsletter Editors shall be corresponding members of this Committee.



8.0 AREAS

8.1 GEOGRAPHIC AREAS

IEEE Canada shall have three geographic Areas identified as:

- a) **Canada East Area:** All Sections in Newfoundland and Labrador, Nova Scotia, Prince Edward Island, New Brunswick, Quebec and the Ottawa area of Ontario.
- b) **Canada Central Area:** All Sections in the province of Ontario except the Ottawa area, Thunder Bay and west of Thunder Bay.
- c) **Canada West Area:** Thunder Bay and west of Thunder Bay in Ontario, and all Sections in Manitoba, Saskatchewan, Alberta, British Columbia, Yukon, the Northwest Territories and Nunavut.

The Area Chairs shall:

- Represent the IEEE Canada President to the Sections within their Area.
- Participate in the ExCom conference calls, the Fall ExCom Planning Meeting, and attend the IEEE Canada Board Spring and Fall meetings as non-voting members.
- Provide a coordinating link between Sections.
- Monitor and report to the ExCom on the Sections' goals and measurables as approved by the IEEE Canada Board.
- Recommend corrective action to ensure that Sections are in a position to meet the Region's Goals.
- Assist, as required the IEEE Canada Committee Chairs in their duties.
- Coordinate the Distinguished Lecturer Tour among at least two and ideally three Sections in their respective Area.
- Coordinate the training of Section Executive as directed by the ExCom.
- Coordinate the Area's Technical Conference as directed by the Area's Sections.
- Coordinate any budget requests and bring to the ExCom Fall planning meeting.

9.0 LIAISON COMMITTEES

Liaison Committees with specific mandates may be established to facilitate interactions of IEEE Canada with other professional groups. The Board shall approve the charters of all Liaison committees. The Operations Manual shall specify the processes by which each liaison committee Chair and membership are selected. Appointees to Liaison committees shall serve during the calendar year of the appointment. These appointments may be renewed for up to two additional one-year terms but no appointment shall exceed three consecutive years, unless otherwise specified.

All members of liaison committees shall be IEEE members of Member or higher grade.

The Board shall review all liaison committees at intervals of no more than five years to ensure that their respective scopes and compositions continue to serve the best interests of the Board and its membership.

10.0 FINANCE

10.1 FISCAL YEAR

The fiscal year of IEEE Canada shall be the calendar year.



10.2 BUDGET

The Treasurer shall issue budget guidelines that shall be approved by the ExCom at its first conference call following the spring IEEE Canada Board meeting. The Group and Area Chairs shall prepare Goals and Measurables along with a budget for the activities under their Goals and Measurables for the ensuing calendar year.

The Goals and Measurables and the associated budget shall be approved at the Fall Meeting. Final approval of the Goals and Measurables and budget for the ensuing year shall be by the Board at its Fall Meeting.

10.3 MANAGEMENT OF FUNDS

All IEEE Canada funds shall be deposited in accordance with IEEE guidelines.

Funds of IEEE Canada shall be expended as determined by a vote of the Board; the President and the Treasurer shall serve only as agents of the Board.

All expenditures shall be in accordance with the current Annual Budget. The Board shall individually approve expenditures not in accordance with the current Annual Budget.

Withdrawals from the Bank Account(s) shall require the signature of one of the Treasurer, the President or the President-Elect. Financial statements as of December 31st each year shall also be prepared in accordance with IEEE requirements with copies forwarded to the IEEE Operations Centre by February 28th of the following year.

An independent examination and audit of the financial records of IEEE Canada shall be conducted by the IEEE Audit Department at the request of the President. At a minimum, such an audit shall be conducted when there is a change in the IEEE Canada Treasurer or when there is a substantial change in IEEE Canada accounting policies.

10.4 AUDIT COMMITTEE

The Nominations Committee shall propose to the Steering Committee an Audit Committee that shall, on an annual basis, review policies and procedures which substantially impact the finances and operations of the Region, monitor conformance thereto, and recommend such changes as it considers desirable, in addition to their review of the Treasurer's financial records for the previous calendar year. The Audit Committee shall consist of one Treasurer or other qualified member from each of the three Areas and one Past President who shall chair the committee. The Audit Committee shall meet during the Spring Meeting and conduct an overview of the budget, income and expenditure together with such policies and procedures as it deems necessary. The Audit Committee shall make a report to the Board at its Spring Meeting and recommend any changes to the Region policies and Procedures, or any remedial actions arising from its review of the financial records. The Board shall approve any recommendations of the Audit Committee. The ExCom shall report on the implementation of all recommendations made by the Audit Committee and approved by the Board to the Board and Chair of the Audit Committee.

10.5 INVESTMENT COMMITTEE

The Treasurer shall propose to the Steering Committee an Investment Committee that shall, on an annual basis, review the performance of IEEE Canada's investments. IEEE Canada's investments shall be invested according to IEEE policies. The Investment Committee shall consist of one Treasurer or other qualified member from each of the three Areas and one



other Past President who shall chair the committee. The Investment Committee shall meet during either the IEEE Canada Board Spring or the Fall meeting.

The Investment Committee shall determine the maximum allowable draw down on IEEE Canada investments that can be used for approved IEEE Canada activities. In any event, the maximum draw down shall not exceed 10% of the investment principle and income. The Investment Committee shall report its recommendations to the Board. The Board shall approve any recommendations of the Investment Committee.

11.0 CONFERENCES AND SYMPOSIA

Conferences shall be held in accordance with the IEEE Policy and Procedures Manual and the MGA Operations Manual. In addition to these requirements, the following shall govern the activities for conferences organized by IEEE Canada or IEEE Sections within Canada.

11.1 APPROVAL OF CONFERENCE POLICIES AND PROCEDURES

The Board may approve general conference policies and procedures that are additional to, but not conflicting with, IEEE policies.

After approval by the President and subsequently by the Board, the President may invest the Executive Committee of an IEEE Canada organizational unit with authority to establish and operate a conference.

11.2 APPROVAL OF CONFERENCES

The Executive Committee of any organizational unit of IEEE Canada, with the approval of the organizational unit involved, shall request approval from the President for the organization of any Conference. The Conference Advisory Committee shall provide such information and/or assistance as directed by the President.

Approval of all activities that require administrative and/or financial support shall be sought first from the President who, having given approval, shall then transmit the request for final approval to the Board.

The Chair of the Committee organizing a Board sponsored Conference, shall send one copy of the minutes of all Committee meetings to the Chair of CONAC.

The Chair of a Conference Committee may correspond directly with the Chair of CONAC in all matters concerning the Conference once the approval for holding the Conference has been granted.

12.0 AMENDMENTS TO BYLAWS

The Board may add to, amend, or revoke any of the Bylaws, subject to approval by IEEE Member and Geographic Activities Board.

Proposed changes and reasons therefore shall be distributed to all members of the Board at least twenty days (20) before the meeting at which the vote shall be taken. Approval of any Bylaw change shall require the assenting vote of two-thirds of all Board members present at the meeting who are entitled to vote.