

## IEEE CENTRAL NEW ENGLAND COUNCIL BYLAWS

### **I. NAME**

The Name of this organization shall be the "Central New England Council of the Institute of Electrical and Electronics Engineers, Inc. "hereinafter referred to as "CNEC".

### **II. PURPOSE**

The purpose of CNEC is;

1. To sponsor IEEE Society Chapters for the technical education of the individual members of the Council Sections.
2. To jointly sponsor the IEEE International Electrical and Electronics Exposition and Convention, hereafter called Electro, in cooperation with IEEE Region I, the Metropolitan Sections Advisory Council and the New England and New York Chapters of the Electronic Representatives Association.
3. To communicate the activities and programs of the Council's Section, Societies and Chapters to the individual members by means of the Reflector, the Boston Section shall publish the Reflector for CNEC.
4. To provide a forum for discussion among the Council Sections or activities of mutual interest, including IEEE Awards, professional activities, student activities, and technical and educational meetings.
5. To provide coordination of all Section activities within the Council as outlined in the IEEE Council Manual.

### **III. MEMBERSHIP**

1. Membership in CNEC shall consist of the Boston, Maine, New Hampshire, Providence and Worcester County Sections, and the Northshore and Merrimack Valley Subsections of the Boston Section. Each of these sections and subsections is responsible for the obligations as set forth for the member organizations of CNEC in the Bylaws.
2. Additional sections or subsections may petition the Council Committee for membership in CNEC. Membership petitions which receive a two-thirds affirmative vote of the full Council Committee will be forwarded to the Regional Activities Board for approval in accordance with current IEEE Bylaws. The section or subsection is responsible for the obligations as set forth for the member organizations of CNEC in the Bylaws.

3. All Society Chapters within the Council shall be considered as Council Chapters except those explicitly excluded by action of the host Section. Exemptions are:  
The Power Society in all Sections  
The Computer Society in Worcester County, N.H. & Maine  
The Communications Society, N.H. & Maine
4. A section or subsection may petition the Council Committee to withdraw from membership in CNEC. Membership withdrawal petitions must be submitted in writing and be signed by the Chairman, Vice-chairman, Secretary, and Treasurer of the section or subsection. Membership withdrawal petitions which are rejected by a two-thirds affirmative vote of the full Council Committee shall be resubmitted to the section or subsection Executive Committee.

#### **IV. COUNCIL COMMITTEE**

1. The affairs of CNEC shall be managed by the Council Committee. Each Council Committee shall conduct its activities within the Constitution Bylaws and other rules externally imposed, which by law affect the membership and activities of the IEEE.
2. The Council Committee shall consist of four representatives from the Boston Section and two representatives from each of the other member sections or subsections within the council, appointed by their respective Section or Subsection Executive Committees, each representative having one vote. CNEC should be notified of these appointments for the coming CNEC fiscal year no later than April 1 of each year. No proxy votes are permitted at any meeting of the Council Committee. The term of each member of the Council Committee shall be for one year, concurrent with the CNEC fiscal year. However, a Section or Subsection Executive Committee may replace their representative(s) at any time.
3. Each member of the Council Committee shall be of Member, Senior Member or Fellow Grade in the IEEE.
4. The act of a majority of the Council Committee present at a meeting at which a quorum is present shall be the act of the Council Committee, unless the act of a greater number is required by law or by these bylaws.
5. Should a vacancy in the Council Committee because of death, resignation, disqualification, or otherwise, arise, a new representative for the remainder of the term shall be appointed by the respective section or subsection Executive Committee.

#### **V. OFFICERS**

1. The officers of the organization shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer and such other officers as may be elected in accordance

with the provisions of this article. The Council Committee may elect or appoint such other officers from the Council Section or Subsection appointees, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Council Committee. Any two offices may be held by the same person, except the offices of Chairman and Secretary may not be filled by the same individual. The Boston Section Business Manager shall serve ex officio as an Assistant Treasurer of the Council.

2. The Chairman, Vice Chairman, Secretary, and Treasurer shall be elected for one year terms at the Annual Meeting of the council committee. No more than two of these offices shall be filled by members from the same Section. Each person elected to an office will also serve as one of the representatives from his or her constituent section or subsection. New offices may be created and filled at any meeting of the Council Committee. Each officer shall hold office until his successor shall have been duly elected and qualified.
3. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Council Committee for the unexpired portion of the term.
4. The Council Chairman shall be the Chairman of the Council Committee, and shall have general supervision, direction and control of the business and affairs of CNEC. He shall preside at all meetings of the Council Committee. In the absence of the Chairman, his duties may be performed by the Vice Chairman, and if he also be absent, by any other member of the Council Committee. The duties of the Secretary shall include correspondence, the keeping of the minutes of the Committee meetings and mailing of notices. The duties of the Treasurer shall include supervising the handling of funds and keeping of financial records, preparation of the Annual Budget and the submission of a financial report at the Annual Meeting.

## **VI. FISCAL YEAR**

The fiscal year shall be from July first of one year to June thirtieth of the following year.

## **VII. MEETINGS**

1. The Council Committee shall hold an Annual Meeting within Region I during the May/June period for the purpose of electing a Chairman, Vice Chairman, Secretary, and Treasurer, approval of the Annual Budget, and for the transaction of such other business as may come before the meeting. Written notice stating the place, day and hour of the Annual Meeting shall be mailed to all members of the Council Committee at least fifteen days before the date set for the meeting.

2. Regular business meetings of the Council Committee may be held from time to time for the transaction of business. Regular business meetings may be called by the Chairman, Vice Chairman, or any three members of the Council Committee.
3. A Quorum for any meeting of the Council Committee shall be a majority of the Council Committee shall be a majority of the members of the Committee or their alternates, shall include representatives from at least one-half of the member Sections and Subsections, and shall include at least two elected officers of the Council Committee.
4. Should a Section or Subsection representative be unable to attend a meeting of the Council Committee, an alternate representative may be sent for that meeting who shall have full voting powers.

#### **VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

1. The Council Committee shall have the right to obligate their funds for all purposes necessary to promote its objectives, except that no officer or representative of the Council Committee shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE for those activities specifically prohibited in the IEEE Council Manual and those prohibited to individual Sections, as provided in the current IEEE Bylaws. The Council Committee shall have no authority to obligate funds of any member Section except with the express approval of the member Section's Executive Committee.
2. The outgoing Treasurer shall prepare the Annual Budget showing the projected income from the distribution of Electro operating surplus, other IEEE sources including Institute rebates for Council Chapters and contributions, toward Council Operating expenses, including expenses for general Council operation, publication and Society Chapter meeting notices. The Annual Budget will be submitted to member Sections and Subsections not later than 30 days prior to the Annual Meeting for their study and recommendations. A majority affirmative vote of the full Council Committee is required for approval.
3. All checks, drafts, or orders for the payment of money, notes of other evidences of indebtedness issued in the name of CNEC shall be signed by the Chairman or Treasurer or an Assistant Treasurer.
4. All funds of CNEC shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Council Committee may select.
5. Available Council funds may be distributed to member Sections as follows:

- a) Sections may submit a budget to the Council for approval to pay for meetings of the Section and Societies. Such submissions should be in the hands of the Treasurer prior to April 30th.
  - b) Sections may submit extraordinary or unanticipated requests for funds to the Council in writing 30 days prior to the next CNEC meeting throughout the fiscal year. These submissions will be acted on at the first meeting after submission.
6. All officers empowered to sign checks shall be bonded.
  7. The Council Committee shall arrange for an audit of the books of the Council at the end of the fiscal year. The results of this audit shall be reported at the first meeting of the following fiscal year.
  8. The Boston Section will submit as part of the CNEC budget, a budget for the operation of the Reflector.
  9. The member sections and subsections shall provide the for funds necessary to perpetuate and fulfill the purpose of CNEC. In the event that a section or subsection does not submit their share of adequate funds, the section or subsection may be sanctioned. Said sanctions may be up to and including a request by the Council Committee for the section or subsection to withdraw from CNEC. The formal request by the Council Committee for a section or subsection to withdraw must be by a two-thirds affirmative vote of the Council Committee. This decision must be forwarded to the Region 1 Director for approval in accordance with the current IEEE Bylaws.

## **IX. COMMITTEES**

1. The outgoing Council Chairman shall be responsible for preparing appoint a Nominating Committee of three or more individuals to prepare a slate of candidates for Chairman, Vice Chairman, Secretary and Treasurer of the Council for election at the Annual Meeting. Other nominations for these offices may be made at the Annual Meeting by any member of the Council Committee.
2. Such other standing and ad-hoc committees shall be created by the Council Committee as may be required to promote the objectives and interests of the Council. The chairman of each committee shall be appointed by the Council Committee, and shall designate such additional members as may be required from the individual members of the Council Sections and Subsections. Each chairman and each member of a committee, shall continue to serve as such until the next Annual Meeting, unless the committee shall be sooner terminated. Unless otherwise provided in the resolution of the Council Committee designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the committee members

present at a meeting at which a quorum is present shall be the act of the committee.

#### **X. REMOVAL FROM ELECTED OR APPOINTED POSITION**

Any member of the Council Committee appointed or elected to any position may be removed from that position by a two-thirds vote of the full Council Committee. No vote of removal may be taken unless at least fifteen days' notice in writing shall have been given to the member of the charges preferred and of the time and place of the meeting at which such charges will be considered. At such meeting the member under charges will be accorded a full hearing.

#### **XI. PARLIAMENTARY AUTHORITY**

1. The Vice Chairman shall act as parliamentarian, using Robert's Rules of Order as a guide.

#### **XII. AMENDMENT OF BYLAWS**

1. These bylaws may be amended at any meeting by a two-thirds vote of the full Council Committee, provided that written notice of the proposed bylaw amendment has been sent to each Council Committee member and each Council Section and Subsection chairman thirty days prior to the meeting at which the amendment will be considered. The written notice shall also contain the date, time and place of such meeting.
2. Any member of the Council Committee may propose an amendment to the bylaws.

#### **XIII. FINANCIAL SUPPORT**

1. In the event that CNEC requires financial support from the sections and subsections to satisfy the purpose of the organization, the Council Committee shall determine the individual contribution in proportion to the section or subsection membership. This per-capita determination shall be decided at the CNEC Annual Meeting as part of the CNEC budget approval process.
2. The section or subsection membership for the purpose of the determination of the annual contribution shall be determined as of July 1, for CNEC fiscal year beginning July 1.
3. The assessment will be submitted to the section or subsection Treasurer and is payable ninety (90) days after the invoice is issued, payable to CNEC.

#### **XIV. DISSOLUTION OF CNEC**

1. In the event that CNEC can no longer satisfy the purpose of the organization, the Council Committee may vote for the dissolution of CNEC. The dissolution of CNEC can be completed by a two-thirds vote of the Council

Committee. This decision must be forwarded to the Region 1 Director for approval in accordance with the current IEEE Bylaws.

2. All CNEC funds remaining at the time of dissolution shall be distributed to the CNEC member sections and subsections as of the date of dissolution. The distribution shall be based on the total number of members in the section or subsection divided by the total number of members in CNEC based on the IEEE membership receiving the Reflector as of July 1, the year prior to the dissolution. The distribution of funds will be subject to a delay period for the settling of all accounts.

Bylaws Approved, CNEC Meeting - October 6, 1997