

**THE INSTITUTE OF ELECTRICAL AND ELECTRONICS
ENGINEERS, INC.**

BYLAWS OF THE SEATTLE SECTION

June 10, 2008

APPROVED:

Chair **Date**

Vice Chair **Date**

Secretary **Date**

Treasurer **Date**

PACE Chair **Date**

Region 6 Director **Date**

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In all instances, the *Institute of Electrical and Electronics Engineers (IEEE) Bylaws, Constitution, IEEE Policy Manual, and Member and Geographic Activities Board (MGAB) Operations Manual* shall prevail when there is a conflict between these documents and the *Section Bylaws*.

ARTICLE I - Name and Territory

The territory of the Seattle Section, as approved by MGAB, includes the following counties in the State of Washington: Clallam, Grays Harbor, Island, Jefferson, King, Kitsap, Lewis, Mason, Pacific, Pierce, San Juan, Skagit, Snohomish, Thurston, and Whatcom.

ARTICLE II - Membership

Section 1

Section members are those individuals of Associate or higher grade membership and Student members residing within the boundaries of the Section, or who live or work in a neighboring Section and have requested Contiguous Section Membership status from the Regional Activities Department.

Section 2

Section members with the grade of Associate or higher may vote in Section elections. Student members are not eligible to vote in Section elections. IEEE Society Affiliates are not members of the Section, but they will be notified of Section events and are welcome to participate.

Section 3

Section members of Graduate Student Member or higher grade may hold elected office, or chair a Section Committee. Students and Associate members may not hold office nor chair a committee.

ARTICLE III - Officers

Section 1

The elected Executive Committee Officers of the Section shall be:

1. Chair
2. Vice Chair
3. Secretary
4. Treasurer
5. Professional Activities Chair
6. Member(s)-at-Large

The number of Members-at-Large positions may vary each year depending upon the Section's need for that particular year.

Section 2

The Chair, at the expiration of his/her term of office, shall, as Junior Past Chair, be a member of the Executive Committee, and shall have the right to vote on all Executive Committee matters.

Section 3

The terms of office of the elected officers shall be for one (1) year.

Section 4

Terms of office shall begin on 1 January. Outgoing officers shall continue until their successors are duly elected and take office. However, no officer may serve in the same position for more than two (2) consecutive years.

Section 5

Any vacancy occurring during the year shall be filled by a majority vote of the Section Executive Committee.

Section 6

The duties of the elected officers shall be available from Regional Activities Department staff, in the MGAB Operations Manual.

Section 7

Removal from Office: If a member of the Executive Committee fails to perform his/her duties as stated in the *IEEE Constitution*, these Bylaws, or the relevant Society or Chapter Bylaws, then that person may be removed from office. The removal may be initiated by either a petition containing signatures of 15 percent of the voting members of the Section, or by any member of the Executive Committee.

In the case of removal by petition from the members, a special meeting shall be called for the sole purpose of considering and voting upon this removal. All voting members who attend must bring their IEEE membership card and/or a photo ID in order to vote at this meeting. A two-thirds majority vote of voting members present shall be required to remove a person from office.

In the case of removal initiated by a member of the Executive Committee, the matter shall be duly considered and voted upon at an Executive Committee meeting. A two-thirds majority vote of the voting members (See ARTICLE II - Membership) present at the Executive Committee meeting shall be required to remove a person from office.

If the office is declared vacant through removal, either by vote of the membership or vote of the Executive Committee as described above, then the office shall be filled for the remainder of the unexpired term as specified in the Section Bylaws, ARTICLE III - Officers, Section 5.

ARTICLE IV - Standing Committees

Section 1

The Standing Committees of the Section shall be as follows:

1. **Program Committee.** The Program Committee shall consist of the Section Vice Chair, who shall serve as Committee Chair, and other members as appointed. This committee shall have the responsibility of programs to be presented to the Section. The committee shall be responsible for providing a meeting place and any equipment necessary to conduct the meeting. The Program Committee shall also be responsible for social affairs of the section and provide hospitality functions for visiting guest speakers.
2. **Membership Development Committee.** The Membership Development Committee shall consist of a Chair and other members as appointed. The committee shall actively promote membership in the IEEE and shall encourage members to advance to the highest grade for which they are qualified.

To these ends, the committee shall maintain a list of members qualified for advancement and shall provide information and assistance in preparing applications. Student Members shall be encouraged to become Members following graduation. Senior Member status and Fellow nominations shall be actively pursued for eligible members.
3. **Student Activities Committee.** The Student Activities Committee shall consist of a Chair (Section Vice Chair), and other members as appointed, who shall be responsible for providing programs to develop student interest, including a student paper contest, and help attain objectives outlined by IEEE Bylaws.
4. **Professional Activities Committee.** The Professional Activities Committee for Engineers (PACE) shall consist of an elected Chair, and other members as appointed, who shall be responsible for enhancing professional affairs within the Section. The PACE Source Book furnishes guidance. The PACE Chair shall be responsible for Section participation in National Engineer's Week affairs. The committee shall organize worthwhile PACE projects for the Section and coordinate participation in codes and standards development activities.
5. **Educational Activities Committee.** The Educational Activities Committee shall consist of a Chair, and other members as appointed, who shall be responsible for providing for the continuing education needs of the Section and for organizing Section sponsored technical seminars, conferences, and trade shows.
6. **Awards Committee.** The Awards Committee shall consist of a Chair (normally a Member-At-Large), and other members as appointed, who shall be responsible for conducting Section awards activities.

7. **Government Activities Committee.** The Government Activities Committee shall consist of a Chair, and other members as appointed, who shall be responsible for legislative affairs. The committee shall track legislation of interest to the Section and coordinate intersected relationships involving legislative matters.
8. **Publicity and Public Relations Committee.** The Publicity and Public Relations Committee shall consist of a Chair, and other members as appointed, who shall be responsible for Section publicity and public information initiatives.
9. **Newsletter Committee.** The Newsletter Committee shall consist of an appointed editor, and other members, who shall be responsible for compiling the Section's monthly newsletter.

Section 2

The Chairs of the Standing Committees will be appointed by the Section Chair with approval of the Section Executive Committee, and their terms will expire on the last day of December.

Each Committee Chair will appoint his/her committee members with the approval of the Section Executive Committee, and their term will expire on the last day of December.

The duties of the Standing or Ad Hoc Committees shall be established by the Section Executive Committee.

The Committee appointments shall be made known to the Section membership as soon as practically possible by publishing it in the "Data Link", section website, or other means.

Section 3

The Chairs of the Standing Committees shall be appointed by the Section Chair with the approval of the Section Executive Committee, and their terms correspond to the term of office of the elected officers of the Section.

Section 4

Each Committee Chair shall appoint his/her Committee members, with the approval of the Section Executive Committee, and their terms are to be the same as the Chairs' end-of-term date.

Section 5

The duties of most Standing Committees shall be printed in the MGAB Operations Manual.

ARTICLE V - Management

Section 1

The management of the Section shall be by the Section Executive Committee, which shall consist of the elected officers, the immediate Past Section Chair and Chapter Chair(s).

The number of voting members elected must be at least one greater than those appointed. Chapter Chairs, as elected by their membership, are considered "elected" official, as is the Past Section Chair.

Section 2

The duties of the elected officers and standing committees shall be as generally outlined in Section Job Description and the IEEE Section's Operations Guide. Direction and guidance is offered by the IEEE Constitution, Bylaws, Policy, Procedure Manual, Student Activities Guide, Awards Guide, Financial Operations Guide, Publication Guide, Meeting Guide, and Chapter Operations Guide.

The Section Chair shall be the Executive Officer of the Section and shall be the Section representative to the Region 6 Committee. The Section Chair shall be the only representative for the Section business. He/she may delegate the authority to someone to conduct business on his/her behalf.

The Vice Chair shall be the Junior Executive Officer of the Section and shall be the alternate Section representative to the Region 6 Committee.

The Secretary shall perform duties normally associated with that office and any other task assigned by the Executive Committee. The Secretary shall be responsible for sending the Chapter's meeting reports to the Institute for reimbursements.

The Treasurer shall perform duties and obligations in accordance with the Financial Operations Guide of the IEEE.

The PACE Chair shall assume duties and obligations associated with executing the professional activities of the Sections. He/she shall perform duties as specified in the Professional Activities Guidelines and Directives of the United States Activities Board. He/she shall be the Section representative to USAB, the Northwest Area PACE Committee and Region 6 professional activities.

Members-at-Large shall be assigned responsibilities by the Chair and/or Vice Chair.

Section 3

Five (5) members of the Section Executive Committee shall constitute a quorum. A quorum shall be necessary for the Section Executive Committee to conduct the business of the Section

Section 4

Meetings of the Section Executive Committee ordinarily shall be held monthly and shall be called by the Section Chair or by a request of any three members of the Section Executive Committee.

Section Officers and Standing Committee Chairs shall routinely attend Section Executive Committee meetings and shall notify the Section Chair or Vice Chair if unable to attend for a legitimate reason. If any officer or Standing Committee Chair misses two meetings without informing the Section Chair or Vice Chair, his/her office may be vacated in accordance with ARTICLE III - Officers, Section 7 of these Bylaws.

The Standard Parliamentary authority to conduct all meetings of this Section shall be the "Robert's Rules of Order," revised.

Section 5

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

Section 6

At the close of the fiscal year, the Section Chair shall prepare a consolidated report of Section activities during the operating year, furnishing copies to the Northwest Area Chair, Region 6 Director, and to the Section Executive Committee for permanent retention.

The outgoing Section officers shall transfer pertinent documents and records to the incoming officers.

ARTICLE VI - Nomination and Election of Officers

Section 1

A Nominating Committee consisting of the four most recent Section Chairs, who are members but not then officers of the Section, shall be appointed by the Section Chair with the approval of the Section Executive Committee. The Senior Past Section Chair in this group shall be Chair of the Nominating Committee. In the event one or more positions on the Nominating Committee cannot be filled by Past Section Chairs, the Section Executive Committee shall elect a substitute(s) to fill the vacancy(ies).

Section 2

The Nominating Committee shall nominate a regular slate consisting of candidates for Chair, Vice Chair, Secretary, Treasurer, Professional Activities Chair, and for Members-at-Large positions.

Section 3

The Nominating Committee shall guide its actions by the following positions:

1. The nominee for the office of the Chair will preferably be the Section Vice Chair.
2. The nominee for the office of Vice Chair will preferably have been the Section Secretary and/or Treasurer or have served the Section in committee activities.
3. To nominate for the rest of the slate, the Nominating Committee shall invite the nominee for Chair to give his/her input to the Nominating Committee.
4. The nominees for the office of Secretary, Treasurer, and Professional Activities Chair, will be preferably nominated from among Section members who have either served on the Executive Committee or have been outstanding in other activities of the Section or Institute.
5. The nominees for the office of Members-at-Large will preferably be the Section Members who have shown interest and/or actively involved in Section affairs.
6. The eligibility for being nominated to any of the Executive offices, the nominee shall be a member or above grade.

Section 4

The nominations of the Nominating Committee shall be announced to the Section membership and, following this, a minimum of 28 days allowed for additional nominations by petition. To be valid, the petition must be signed by ten (10) or more voting members or 1% of the Section's voting membership, whichever is fewer. In no case shall more than 25 signatures be required. The written consent of the member being nominated shall be affixed to the petition.

Section 5

If only one nomination is made for each office, the election shall be declared by acclamation at a meeting of the Section general membership, or the Section Executive Committee. If additional nominations are made, election shall be made by ballot, mailed or made available on the Internet to the membership with the vote counted by a Tellers Committee appointed by the Section Chair. In the case of an Internet based election, the membership shall be notified by mail of the URL address and the procedure for voting in the election. Internet ballots must provide for Member identification and verification of eligibility.

Section 6

The timetable for this procedure is as follows:

Appointment of Nominating Committee: no later than 1 August

Announcement of Nominations/Call for petition candidates: no later than 15 September

Close nominations by petition: no later than 15 October

If required, a ballot shall be mailed/posted on the web: no later than 30 October

Section 7

A plurality of the votes cast shall be necessary for election.

ARTICLE VII - Finances

Section 1

Without prior authorization of MGAB and/or the IEEE Executive Committee, Section funds can be used only for normal operations of the Section. Those activities which fall outside of normal operations include donations, establishment of scholarship funds, and investment of funds outside of the IEEE Investment Program. Additional information is available from IEEE Financial Services Staff.

Section 2

All expenditures of Section funds must be approved by Section Treasurer and/or Chair.

Expenditures outside of the approved budget must be reported at the next meeting of the Section Executive Committee.

Section 3

The Treasurer, Chair, Vice Chair, or Secretary shall be authorized to draw funds as approved by the Section Executive Committee.

Section 4

If permitted by government and banking regulations, all unit bank accounts will provide for the signature authority of the IEEE Staff Director, Financial Services. All Unit bank accounts will allow for access by at least two current officers.

Section 5

All funds received by the Section shall be deposited in a bank approved by the Section Executive Committee.

All funds of the Section shall be kept in one or more depositories, and for this the Treasurer shall seek the approval of the Executive Committee. All receipts shall be deposited therein within thirty (30) days of receipt.

All receipts, expenditures, and balances shall be recorded by the Treasurer. Each Treasurer shall pass the past and present records on to his/her successor. The record keeping method shall be reviewed and approved by the Executive Committee. Each payment shall be made by check, and full disclosure of amount, payee, and purpose of expenditure entered in the records. These records, bills, canceled checks, and monthly bank statements shall also become part of the Treasurer's records.

Section 6

During December, the Section books shall be reviewed by an auditing committee. This committee shall be appointed by the Chair in November, and shall consist of incoming Chair, incoming and outgoing Treasurers, and an independent financial auditor. The Committee shall complete the audit of the books by December 15, and submit a written report to the Chair.

The services of a Financial Auditor may be hired with the approval of the Executive Committee.

Section 7

A special audit may be ordered at any time by the Executive Committee or on petition of ten (10) Section members. An Auditing Committee consisting of three members of the Section shall be appointed by the Chair. The Committee shall submit a report of the findings to the Executive Committee within forty-five (45) days after the audit is ordered.

If the audit is requested by the Section members, one of the members from the petition signees shall be appointed to the Auditing Committee. Appointment of the members of the Auditing Committee shall be approved by the Executive Committee.

Section 8

The outgoing Treasurer shall submit a tentative budget for the coming year in November at the Executive Committee meeting. The budget shall be revised as deemed appropriate by the Executive Committee at the November meeting.

The revised budget shall be passed on to the incoming Chair and Treasurer as a guideline for the coming year.

Section 9

Without prior authorization of the Executive Committee, Section funds can be used only for normal budgeted operations of the Section.

Proposals for non-budgeted funds shall be reviewed by the "Screening Committee." The current Chair, Vice Chair, Secretary, Treasurer, and PACE Chair shall constitute this Screening Committee.

Proposal(s) seeking Section funds shall be submitted to the Treasurer at least two weeks before the Executive Committee meeting. The Treasurer will distribute the proposal(s) to the other four members for their input. Proposal(s) must be approved by the Screening Committee before it is brought out for discussion at the monthly Executive Committee meeting. Each proposal shall be discussed under "New Business." The person who has submitted the proposal(s) may be asked to attend the meeting to answer questions.

Expenditures authorized by the proper motions, and approved by the Executive Committee, shall be paid by the Treasurer upon receipt of bills unless judged by the Treasurer to be in error. Such questionable bills and bills not previously

authorized shall be approved by the Committee before the proper payment can be made. A report of expenditures, income, and balances shall be a part of the Executive Committee's regular monthly meeting agenda.

Section 10

The Section may raise funds (*IEEE Bylaws* Section 404.7, 11) by conducting appropriate activities. Typical activities include technical proceedings, seminars, short courses, conferences, or trade shows, which may satisfy either Section and/or membership needs.

ARTICLE VIII – Subunits

Section 1

The Section shall encourage the formation of subunits, including Society Chapters and Affinity Groups. The Section shall support the efforts of subunits to serve the members and fulfill IEEE objectives.

Section 2

Management of the subunit will be overseen by the Section and governed as detailed in these Bylaws and the *MGAB Operations Manual*, Section 9. This shall include financial activity, elections and officer activities.

Section 3

Student Branches established as basic operating entities in accordance with *IEEE Bylaws* Section 407, are not organizationally structured as Section Components. However, the Seattle Section shall actively support each Student Branch within its territory as deemed appropriate by the Seattle Section Executive Committee.

ARTICLE IX – Publications

Section 1

The Section shall publish an email newsletter, to be released on or before the first of every month except for the months of July and August.

Section 2

The Section may publish a printed newsletter, "DATA LINK," at the discretion of the Section Executive Committee.

Section 3

The Seattle Section may publish an operating manual no more than once a year.

Section 4

The Seattle Section may publish and revise the membership directory if approved by the Executive Committee.

Section 5

The section may issue special notices when warranted and approved by the Executive Committee.

ARTICLE IX - Amendments

Section 1

Proposals for amendments to these Bylaws may originate in the Section Executive Committee or by a petition signed by twenty five (25) or more voting members.

Section 2

Amendments to or revocation of these Bylaws shall be in accordance with the *IEEE Bylaws*, *IEEE Policy* and *MGAB Operations Manual*. Such amendments must be reviewed by IEEE Staff and if in conflict with or adding to IEEE governance documents, approved by the Region Director and the Member and Geographic Activities Board.

Section 3

A recommendation on amendments to the Bylaws will be developed by the Section Executive Committee prior to submission to the membership. Proposed amendments and the reasons therefore, shall be delivered or mailed to Section Executive Committee members at least twenty (20) days before the stipulated meeting of the Section Executive Committee at which a vote is to be taken. Two-thirds of all votes cast at that meeting shall be required to favorably recommend any new Bylaw, amendment, or revocation.

Amendments proposed by petitions shall be submitted for a vote within sixty (60) days of the receipt of the petitions by the Secretary. Such Bylaws must be in a complete history of the amendment(s) together with a record of the count of votes and shall be certified by the Secretary for inclusion in the minutes of the said meeting. This record shall become a permanent record for the Section office consonant with the *IEEE Constitution, Bylaws*, and published interpretations of policy.

Section 4

The recommendation of the Section Executive Committee on proposed Bylaws amendments shall be presented for action at the next regular membership meeting following Executive Committee action, or by mail if a mail ballot is preferable. A favorable vote of two-thirds of members present and voting at a

regularly convened meeting, or a favorable vote of two-thirds of the ballots cast by mail is required to enact an amendment.

Section 5

The Executive Committee may, at its discretion, refuse to submit a defeated proposal within the current administrative year.