

## BYLAWS OF THE

# IEEE CONSULTANTS' NETWORK

of Silicon Valley

## A PROFESSIONAL ORGANIZATION UNDER THE AUSPICES OF IEEE SANTA CLARA VALLEY SECTION

### ARTICLE I. Name and Affiliation

**Section 1.** The name of this organization shall be the IEEE Consultants' Network of Silicon Valley, hereafter referred to as the "Network."

**Section 2.** The Network is an unincorporated entity within the Alliance of IEEE Consultants' Networks (AICN). The AICN is an entity of the United States Activities Board (USAB). USAB is an entity of the Institute of Electrical and Electronics Engineers (IEEE), Inc.; it is a non-profit organization, incorporated under the laws of the State of New York. Although the Network is headquartered in Silicon Valley, its website gives the Network's members worldwide exposure. Its objectives are limited to the areas stated in Article II of these Bylaws. The Network operates under the guidelines of the AICN CONSTITUTION limited by the IEEE through and under the oversight of the IEEE Santa Clara Valley Section.

### ARTICLE II. Objectives

**Section 1.** The objective of the Network shall be to foster and promote the interests of its members with respect to the business of providing professional and technical services to private and public institutions, as well as to promote a high level of professionalism and the Code of Ethics in its practice.

**Section 2.** The Network shall maintain an online membership directory. The Network shall promote its membership and activities through appropriate means.

**Section 3.** The Network shall arrange and provide technical and management talks, tutorials, special seminars, and workshops on subjects of interest to its members; it shall provide a forum for personal interaction through meetings, social functions and other events.

### ARTICLE III. Membership

**Section 1.** Membership in the Network is limited to individuals who are interested in promoting the objectives of the Network.

**Section 2.** To become a member of the Network, an applicant must be an IEEE member. (Exception: Affiliate Member as set forth in Section 4 C.)

**Section 3.** Membership Fees and Services: Membership fees for all member-categories shall be established by the Board of Directors at a level sufficient to cover the costs of operating the Network. Annual membership fees may be imposed, as the Board of Directors deems appropriate. The Board of Directors may initiate either recurring fees or non-recurring fees, or both.

Membership periods shall be for calendar year periods. For sake of equity, members fees received between January through August shall provide membership through the end of the current calendar year. Fees received

between September through December shall provide membership through the end of the following calendar year. The fiscal year shall be the calendar year, beginning January 1st and ending December 31st.

Anyone whose membership in the Network is accepted between May and August will be allowed to extend their membership through December of the following year by paying an additional fee in the amount of fifty percent (50%) of the current fees assessed annually.

**Section 4. Membership Grade**

A. Member: Membership at this level requires current IEEE Membership. Network Members have full voting privileges and may hold office.

B. Affiliate Member: Membership at this level requires a Bachelor's Degree or equivalent experience, and approval by a majority of the Board of Directors. Membership in the IEEE is not required. An Affiliate Member does not have full voting privileges and shall not serve as an elected officer. All other sections in the Bylaws shall apply including Section 7.

C. Lifetime Member: This level of membership is awarded by the Board of Directors to a member who has shown exceptional service and leadership to the Network over a minimum of ten (10) years. A Lifetime Member has all the benefits of membership without the payment of fees, and need only be a member of the IEEE at the time this membership is awarded.

D. Emeritus Member: This level of membership is conferred by the Board of Directors on members who retire from consulting and who have devoted considerable time to the operation of the Network. An Emeritus Member does not require payment of fees.

**Section 5. Membership Status**

A. Active Status:

Active members are those who have paid membership and service fees in full and have not had membership privileges revoked or curtailed for any cause; they shall be considered Members in Good standing.

B. Arrears Status.

Any member whose annual membership fees, or other fees, are found to be in arrears shall be placed on Arrears Status, and shall be denied all membership privileges and services until the fees are paid in full.

Fees are in arrears whenever any fee payment is past due, which means that the Network treasurer has not received payment within a 60-day grace period. Membership renewals are due when the current membership year expires (December 31st).

When a member lapses into Arrears Status, the member must make full payment of initiation fees (if any) and membership fees before being restored to Active Status.

C. Loss of Standing.

The Board of Directors has the authority to examine the Membership Grade/Status of any member at any time and adjust their membership grade and status accordingly. The Board of Directors may act to remove any member in arrears from the membership roll, provided a reasonable attempt has been made to inform the member of the pending action.

**Section 6.** Fees for Other Services

The Board of Directors may require fees for other services, as covered under Article 3, section 3.

**Section 7.** Code of Conduct

All members agree to be bound by the Code of Ethics published by the IEEE and AICN. A copy of this Code is included as Appendix A. Non-adherence to this Code may serve as cause for loss of membership in the Network.

## **ARTICLE IV. Officers and Board of Directors**

**Section 1.** The management of the Network shall be vested in the Officers and the Board of Directors ("Board"). The Officers shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer. These four (4) Officers are elected positions, as stipulated elsewhere in this document.

The Board shall consist of the elected Officers and up to six (6) Directors. The Directors are not elected positions. Two (2) of the Directors shall be the most recent, former Chairs (excluding recent ex-Chairs who may be currently serving as an elected officer). In addition, the Board may optionally appoint up to four (4) Directors as voting members of the Board. Appointed directors shall have demonstrated to the Board their exemplary service to the Network.

Directors serve an annual term which expires at the Annual Business meeting.

If a Director position is vacant, the Chair may optionally appoint a replacement with the approval of the remaining Board members.

In addition, the Board may appoint up to six (6) At-Large Directors who serve at the sole discretion of the voting Board members. The At-Large Directors are non-voting members of the Board, and serve an annual term which expires at the Annual Business meeting.

**Section 2.** Term of Office

All elected Officers serve annual (1 year) terms. All terms of office begin at the close of the Annual Business Meeting at which the Officers are elected, and continue until the close of the next Annual Business Meeting at which successors are elected. Officers are subject to a maximum of two consecutive annual terms in the same position.

The Board may also appoint Directors at a later time to serve a partial term, conditional on approval of two-thirds (2/3) of the voting members of the Board.

**Section 3.** Vacancies

If any Officer or Director should resign prior to the expiration of their term of office, the Board of Directors shall appoint a new Officer to fill the remaining term, except if the Chair should resign. In that case, the Vice-Chair shall become Chair. If there is no Vice-Chair, the Treasurer shall assume the office of Chair.

If any Officer or Director is absent from four regularly scheduled meetings during one calendar year, this circumstance shall constitute sufficient cause for the Board of Directors to declare a de-facto resignation. The absences need not be consecutive or contiguous. The Board of Directors reserves the right to remove any Officer or Director for any reason that the Board of Directors deems to be appropriate. Any action for removal of an Officer or Director requires 2/3s of the votes cast by the remaining members of the Board of Directors. A quorum is required,

as defined elsewhere in this document.

If any Officer or Director is in material breach of Membership Status, such as Arrears Status, their right to participate as an Officer or Director is suspended while the breach is uncured. If the Breach remains uncured after a grace period, if any, then the Officer or Director involved forfeits their position. Upon a vote of remaining Officers and Directors, the offending Officer may be removed prior to the expiration of the grace period, if any.

**Section 4.** Duties of Officers, Directors and Board of Directors

A. Maintenance and administration of an accurate database of membership information and other pertinent data that is deemed useful to the Network.

B. Insuring that the Network website allows for the membership to easily promote its skills and services to website visitors.

C. Scheduling and arranging of all membership meetings and special events.

D. Email distribution of information relevant to the membership on a periodic basis, and the facilitation of communication amongst the membership by way of an email listserv.

E. Enrollment of new members and informing them that these Bylaws and other membership. Information is available on the Network website.

F. Establishment of initiation and operating fees sufficient to cover the ordinary expenses of the Network.

G. Establishment and collection of reasonable costs for special events.

H. Creation of standing rules for the Network.

I. Approve the minutes of all business meetings.

J. Carry out all other administrative function of the Network.

K. Give a report of finance at each business meeting of the Board of Directors.

L. Officers shall maintain a current inventory of all assets belonging to the Consultants' Network.

## **ARTICLE V. Nominations and Elections**

**Section 1.** Nominations of Officers shall be made by a Nominating Committee, with additional nominations received from the eligible Network Members. Each candidate nominated shall be an active member in good standing, and shall reside within the jurisdiction of the Network. By acceptance of the nomination, the candidate declares to be able and willing to serve, if elected.

**Section 2.** The nominating committee shall consist of from one (1) to three (3) current members of the Board of Directors, appointed by the Chair.

**Section 3.** Elections: Regular elections shall be held at the Annual Business Meeting. No later than ten (10) days prior to the Annual Meeting, the Secretary shall mail/Email to each voting member the voting ballot containing the names of nominees for each office as prepared and presented to the Network by the Nominating Committee, along with the location and time of the elections. All elections are by written or Email ballot and a plurality of the

votes cast shall be required in order to elect each candidate. If two candidates have the same number of votes for any office, another ballot must be taken. All elected candidates shall assume office at the close of the meeting at which they were elected and shall remain in office until their successors are elected.

## **ARTICLE VI. Meetings**

### **Section 1. General Meetings**

General meetings shall be called by the Board of Directors as deemed necessary to implement the objectives of the Network. The Board of Directors shall determine the time and place. No ordinary business shall be conducted at this time unless that meeting is also called as a business meeting.

### **Section 2. Annual Business Meeting**

One meeting per calendar year shall be called by the Board of Directors of the Network at which time Officers shall be elected and all pertinent business matters shall be conducted. This meeting shall be called in either November or December, if feasible, at the discretion of the Board of Directors. At least fifteen (15) days notice of the date and place of the meeting and all business items requiring advance notice shall be given to all members.

The current Secretary shall accurately keep the minutes of each Annual Meeting. At the beginning of the Annual Meeting, the Secretary shall read the minutes from the previous Annual Meeting, and submit the Minutes to the Network members in attendance for approval. The Treasurer shall provide the Network's financial report, which shall include the income/expense statement for the current fiscal year, and the asset/liability statement for the current fiscal year. The Treasurer shall provide the previous year's report, as a reference for comparison purposes only.

### **Section 3. Special Business Meetings**

The Board of Directors shall call this meeting whenever business must be considered that cannot wait for the next Annual Business Meeting, provided that at least fifteen (15) days notice is given to all members, including notice of the nature and scope of the business to be considered.

### **Section 4. Board of Directors Meetings**

The Board of Directors shall call this meeting, as they deem necessary, to effect matters of routine business for the Network. A quorum is 1/2 of the voting members of the Board of Directors. All motions properly submitted for a vote of the Board of Directors shall pass by a simple majority of those present and voting.

The Board of Directors may conduct meetings by email. Motions may be submitted by email to the Board of Directors; a quorum exists for motions by email if 2/3 of the voting members of the Board of Directors have voted on the motion within seven (7) days of the motion being submitted by email. Without a timely quorum, the email motion fails. The Chair, or someone designated by the Chair, shall serve as the Moderator of the email motion, and may require such a motion to be tabled until the next in-person Board of Directors Meeting for reasons such as insufficient information. All motions submitted by email and the voting results shall be recorded in the minutes of the next regular Board of Directors meeting.

Meeting presence is defined as either physical presence, or as virtual presence via teleconference or videoconference in which all participants are communicating interactively in real time. Acceptable technologies are to be approved by the Board of Directors.

### **Section 5. Quorum for Annual or Special Business Meetings**

Attendance at any business meeting of twenty percent (20%) of the members entitled to vote shall constitute a Quorum. Voting members represented by written proxy shall be deemed to be "present" for purposes of achieving a quorum. Ballots cast by mail or email shall be deemed to constitute a written proxy. Mail ballots postmarked by the day of the election shall be considered to be submitted on time. Email ballots received by the Secretary prior to noon on the day of the meeting shall be considered to be submitted on time.

#### **Section 6. Meeting Chair**

Each business meeting shall be chaired by the Chair. In the absence of the Chair, it shall be chaired by the Vice-Chair. In the absence of the Chair and the Vice-Chair, the Treasurer shall chair the meeting. The Secretary shall act as Secretary of business meetings and shall keep accurate minutes of the meetings. In the absence of the Secretary, the Chair or acting Chair shall appoint a person to perform these duties on a temporary basis.

### **ARTICLE VII. Committees**

The Board of Directors shall appoint standing and special committees as needed to carry out the work of the Network. The Chair shall be an Ex-officio member of all committees.

### **ARTICLE VIII. Parliamentary Authority**

The rules contained herein shall govern the Network in all cases to which they are applicable. In addition, the Network can adopt special rules when necessary.

### **ARTICLE IX. Amendments**

These Bylaws may be amended by two-thirds (2/3) of the quorum in attendance at the Annual Business Meeting, or at any Special Business meeting, provided that written notice of the intent and scope of the proposed amendment is given to the membership at least fifteen (15) days in advance of the meeting; time and location shall be given.

### **ARTICLE X. Dissolution**

Upon dissolution of the Network, the Board of Directors shall make timely efforts to collect any outstanding accounts receivable (such as rebates), and shall make timely payments of all Network liabilities. When all outstanding transactions have been completed, all remaining financial and physical assets will be transferred to the IEEE Santa Clara Valley Section, and bank accounts will be closed.

*Original Bylaws were Voted and Adopted by the members on June 20, 1995.*

*Bylaws were amended per Article IX at Annual Meeting held December 14, 1999. The following amendments were made:*

- 1) Name changed to IEEE Consultants' Network of Silicon Valley; it was IEEE Bay Area Consultant's Network.*
- 2) Article III. Membership, Sections 2 and 4C, were changed/added to allow non-IEEE members to join the Network as Affiliate Members. Section 4a and Section 4B experience requirements were changed.*
- 3) Article VI, Meetings, Section 5, was clarified as to appointments in the event of absence of Officers.*
- 4) Article IV. Officers, Directors, and Executive Board was changed to Officers and Board of Directors.*
- 5) References to Executive Board were changed to Board of Directors*

*Bylaws were amended per Article IX at Annual Meeting held December 17, 2002. The following amendments were made:*

- 1) Officer terms clarified, including duration of terms, filling vacancies.*
- 2) Lapse of membership status clarified.*
- 3) Dues periods clarified.*

*Bylaws were amended per Article IX at Annual Meeting held December 14, 2004. The following amendments were made:*

- 1) Officer term changed to two consecutive annual terms.*
- 2) Item L added to ARTICLE IV, Section 4.*

*Bylaws were amended per Article IX at Annual Meeting held December 13, 2005. The following amendments were made:*

- 1) Article III, Section 4, Membership Grade: Added Lifetime Member and Emeritus Member categories, and deleted Senior Member category.*
- 2) Article VI, Section 4, Board of Director Meetings: Clarified requirements for motions made using email. Expanded presence at Board of Director meetings to include new technologies for attendance.*
- 3) General grammatical and clarification corrections made throughout the document.*

*Bylaws were amended per Article IX at Annual Meeting held December 9, 2008. The following amendments were made:*

- 1) Article I, Section 2: added wording that our website gives our members worldwide exposure.*
- 2) Article II, Section 2; Article IV, Section 4, Subsection B: Removed requirement for a printed membership directory.*
- 3) Article III, Section 3: Added provision to allow those joining between May and August to pay a reduced fee for their first full calendar year of membership.*
- 4) Article III, Section 4, Subsection D "Emeritus Member": Changed hard-coded "D" to an automatically generated "D"; removed provision of there being no biographical listing for Emeritus members.*
- 5) Article IV, Section 1: Changed maximum number of At-Large Directors from two to four.*
- 6) Article IV, Section 4, Subsection D: Replaced publication of a newsletter with email distribution of information relevant to the membership; added the fact that there is a member listserv.*
- 7) Article IV, Section 4, Subsection E: Replaced requirement for providing new members with a copy of the Bylaws with their being informed that the Bylaws and other membership information are available on the Network website.*
- 8) Article IV, Section 4, Subsection K: Clarified that financial reports need not be given monthly since business meetings are not necessarily held every month.*
- 9) Article V, Section 2: Changed the size of the nominating committee from "three" members to "from one to three" members.*
- 10) Article IX "Amendments": corrected English and improved clarity by removing two words.*
- 11) General grammatical and clarification corrections made throughout the document.*

*Bylaws were amended per Article IX at Annual Meeting held December 12, 2011. The following amendments were made:*

- 1) Article IV, Section 1: Changes regarding At-Large Directors: changed maximum number from four to six; eliminated term limits, which had been a maximum of three consecutive annual terms.*
- 2) Article VI, Section 4: A small wording clarification re: the quorum for passage of an email motion.*

*Bylaws were amended per Article IX at Annual Meeting held December 11, 2012. The following amendments were*

*made:*

- 1) Article III, Sections 3 and 4: Harmonized use of the term "fees" in place of "dues."*
- 2) Article IV, Sections 1 and 2: Increased the number of Directors from two to six, with the additional four Directors being optional, i.e., at the discretion of the Board.*
- 3) Article VI, Section 4: Changed the definition of a Quorum for a Board of Directors meeting from 2/3 of the voting members to 1/2 of the voting members.*