



Region 1

BYLAWS
of the
BOARD OF GOVERNORS
of
REGION 1
Northeastern United States

**IEEE REGION 1 (NORTHEASTERN REGION)
BOARD OF GOVERNORS BYLAWS**

1.0 THE REGION

1.1 NAME

The name of this organization shall be "The **Board of Governors** of Region 1 of the Institute of Electrical and Electronics Engineers, Inc.", (IEEE) referred to herein as the "Board of Governors", or "BOG".

1.2 TERRITORY

1.2.1 The geographic territory of this organization shall be the one designated as Region 1 by the IEEE. Its territorial area includes all of the States of Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, Vermont, and the Northern and Central portions of the State of New Jersey.

1.2.2 The Region shall be sub-divided into four Areas, namely, A, B, C & D.

1.2.3 The Areas will contain the following Sections:

AREA	SECTION ID	SECTION
A	05	Boston
	17	Maine
	23	New Hampshire
	31	Providence
	43	Worcester County
B	09	Connecticut
	15	Long Island
	25	New York
	27	North Jersey
	29	Princeton-Central Jersey
	45	New Jersey Coast
C	01	Berkshire

19	Mid-Hudson
21	Mohawk Valley
35	Schenectady
37	Springfield
41	Vermont

D	03	Binghamton
	07	Buffalo
	13	Ithaca
	33	Rochester
	39	Syracuse

1.2.4 Additions or changes to the boundaries of the Region or to the Sections therein resulting from actions of the IEEE Executive Committee or from the Board of Directors of the IEEE shall similarly modify the territory of the Region and the assignment of Sections to the Areas. Any necessary temporary assignment of Sections to Areas shall be made by the Regional Director and submitted for approval by a majority vote at the next regular **Board of Governors** meeting.

1.2.5 The Region will contain the following Councils, as organized under Section 403 of the IEEE Bylaws:

1. Central New England Council (CNEC)
2. Metropolitan Sections' Activities Council (METSAC)

1.3 MANAGEMENT

The Region shall be governed by a **Board of Governors** and an Executive Committee, organized and operated by these Regional Bylaws.

2.0 **BOARD OF GOVERNORS MEETINGS**

2.1 PARLIAMENTARY RULES

The rules contained in "Robert's Rules of Order – Newly Revised" shall govern the **Board of Governors** in all cases to which they are applicable, and in which they are not inconsistent with the Constitution and Bylaws of the Institute, or Region, or with any special rules of order of the Region. In case of inconsistencies between the Constitution and Bylaws of the IEEE and the **Board of Governors** Bylaws, the former shall govern the operation of the **Board of Governors** until such inconsistencies are resolved.

2.2 REQUIRED MEETINGS

2.2.1 No fewer than two regular meetings of the **Board of Governors**, one of which shall be the Annual Meeting, shall be held during the calendar year.

2.2.2 The Annual Meeting shall be the last meeting of the fiscal year of the **Board of Governors**.

2.2.3 The first **Board of Governors** meeting of an IEEE election year shall be held prior to February 28 of that year. A meeting of the Region 1 Assembly shall be held in conjunction with this meeting.

2.3 QUORUM

A quorum for a **Board of Governors** meeting shall consist of a majority of the voting members of the BOG, and shall include Representatives from at least one-half of the Sections in the Region.

2.4 MOTIONS

At **Board of Governors** meetings, all Region 1 BOG members shall be entitled to make or second motions. Any IEEE member present shall be entitled to participate in the discussion.

3.0 BOARD OF GOVERNORS OFFICERS

3.1 REGION DIRECTOR

3.1.1 The Region 1 Director shall serve a term of two years and is the Chair of **Board of Governors** with responsibilities and authority as identified in these Bylaws.

3.1.2 The term of office shall begin on January 1st of the even numbered calendar year, commencing two years after **hers/his** election as Director Elect and terminate on December 31st of the following odd numbered calendar year.

3.2 REGION DIRECTOR ELECT / VICE CHAIR

3.2.1 The Region Director Elect shall serve a term of two years concurrent with the Region Director and is the Vice **Chair of the Board of Governors**.

3.2.2 The Director Elect shall be empowered at the discretion of the Region Director, to attend and vote in place of the Director at any IEEE meeting to which the Region Director is entitled to attend and vote, and at which the body holding the meeting shall accept this proxy.

3.3 APPOINTED OFFICERS

The following Region Officers shall be appointed by the Region Director. The term of office shall be specified by the Region Director as either one or two years, concurrent with that of the Director. They shall be of at least Senior Member grade:

Treasurer
Secretary

3.4 VACANCIES

3.4.1 Region Director

In the event of a vacancy in the office of Region Director, the incumbent Region Director Elect shall assume the office and responsibilities of the Region Director for the unexpired term, and shall continue in office to fill the term for which he/she was previously elected in accordance with IEEE Bylaws.

3.4.2 Region Director Elect / Vice Chair

If a vacancy shall occur in the office of Region Director Elect, then the Region shall elect a Director Elect to serve the remainder of such term in accordance with IEEE Bylaws.

3.4.3 Appointed Officers

If a vacancy shall occur in any of the appointed offices of the Region the Region Director shall appoint a new officer.

4.0 BOARD OF GOVERNORS MEMBERSHIP

4.1 MEMBERS

The **Board of Governors** shall consist of the following members:

The Region Director
The Region Director Elect
The most immediate Past Director willing and able to serve.

The Treasurer

The Secretary
All Section Chairs and all Council Chairs.
The Chairs of all Standing and Ad Hoc Committees.
The four Area Chairs.
IEEE Entity Representatives
Additional Non-voting Members.

4.2 VOTING MEMBERS

4.2.1 The Region Director shall serve as the **Chair of the Board of Governors and shall have the right to cast a vote only if it will change the outcome**, or when a secret ballot is taken.

4.2.2 The other voting Officers of the **Board of Governors shall be the Director-Elect /Vice Chair, the Past Director, the Treasurer and the Secretary.**

4.2.3 The following shall be voting members of the BOG: The Regional Coordinator for Professional Activities, **the Regional Student Activities Chair**, each Section **Chair** and each Area **Chair**. For a particular meeting, a Section Chair, the Student Activities Chair, or the Professional Activities Chair may appoint an alternate representative. The Region Director shall be notified by the affected Chair, prior to any vote such an alternate shall cast.

4.2.4 The Region Director may appoint additional voting members, not exceed three in number, for terms of one or two years, to serve concurrently with **hers/his** term. They shall be subject to confirmation by **two-thirds** of those present at a BOG meeting and eligible to vote.

4.2.5 Each voting member, regardless of the number of voting offices held, shall have one vote which shall be cast in person at the meeting.

4.3 NON-VOTING MEMBERS

- 4.3.1 Unless appointed and confirmed as voting members under 4.2.4, the following shall serve as **non-voting** members of the **Board of Governors: Chairs** of all Regional Standing and Ad Hoc Committees, and Entity Representatives as provided under Sections 7.3, 7.4, and 9.1.
- 4.3.2 The Region Director may appoint additional **non-voting** members for terms of one or two years, concurrent with **hers/his** term.

4.4 TERMS OF OFFICE

4.4.1 Those who are members of the **Board of Governors** by virtue of holding another IEEE office shall serve concurrent with the term of that office.

4.4.2 Appointed members shall serve a term concurrent with the Region Director's term unless otherwise specified in these Bylaws, or until the appointment is terminated by the appointing authority.

4.5 RESIDENCE

All members of the **Board of Governors** must reside in the territory designated as Region 1 by the IEEE unless, by a **two-thirds vote of the Board of Governors**, special arrangements are made to continue the services of a BOG member who leaves the Region, these arrangements not to exceed the current Region Director's term.

5.0 **AREA CHAIRS**

5.1 DUTIES

5.0 1 1 The Area Chair shall provide an informal and direct communication link between the Director and the Sections, Society Chapters, Councils, Subsections and members.

5.0 1 2 The Area Chair will promote exchange of information and ideas among the Sections within an Area.

5.1.3 At the Executive Committee level, the Area Chairs will represent the interests of the Sections in their Areas. They will also act as the representatives of the Region Director at the local Area level in matters delegated to them by the Region Director.

5.2 SELECTION

5.2.1 Qualifications

Area Chairs must be members of a Section in the Area that they represent, and may not serve more than two consecutive two-year terms in that position. They must be of IEEE Member or higher grade.

5.2.2 Election/Appointment Process

The Section Chairs of each Area will elect in August of odd numbered years, the Area Chair who will serve in that capacity for the following two years. If the Section Chairs cannot agree on whom to elect, or prefer to act as a nominating committee, then they will, by the end of August of each odd numbered year, present no fewer than two nor more than three candidates for the position of Area Chair. In such a case the Region Director Elect will, no later than October 31 of that odd numbered year, name one of these nominees as Area Chair for the following two years. In the event that the Section Chairs of an Area fail to agree on and submit at least two nominees for the position of Area Chair, the Region Director Elect, without further consultation, will name the Area Chair for the following two years.

6.0 THE REGION ASSEMBLY

6.1 MEMBERSHIP

The Region Assembly shall consist of the voting members of the Region 1 BOG. The Assembly will be chaired by the Region Director, with the Region Director Elect serving as Vice Chair.

6.2 DUTIES

The duties of the Assembly will include the determination of the slate of candidates for the office of Director Elect in accordance with the provisions of section 8.0 herein.

7.0 COMMITTEES WITHIN THE BOARD OF GOVERNORS

7.1 COMMITTEES

Committees within the Board of Governors shall consist of an Executive Committee and other Standing Committees defined below and any other Ad Hoc Committees appointed by the Region Director as required to conduct the business of the Board of Governors.

7.2 EXECUTIVE COMMITTEE

7.2.1 Duties

The Executive Committee shall conduct the business of the Region between **Board of Governors** meetings. The **Board of Governors** shall have the authority to revise or rescind any motions made or actions taken by the Executive Committee.

7.2.2 Chair

The Region Director shall be the **Chair** of the Executive Committee.

7.2.3 Membership

The Executive Committee shall consist of the following voting members:

- The Region Director
- The Region Director Elect
- The most immediate Past Director willing and able to serve.
- The Treasurer
- The Secretary

The four Area **Chairs**

7.2.4 Meetings

The Region Director shall call a meeting at anytime between **Board of Governors** meetings when there is appropriate business to conduct for the good of the Region. Notice, which may be written or oral, must be given to the members at least one week in advance of the meeting. No more than two meetings shall be held between **Board of Governors** meetings. The Region Secretary shall publish meeting minutes and make them available at the next **Board of Governors** Meeting or to any **Board of Governors** member upon request.

7.2.5 Quorum

A quorum for an Executive Committee meeting shall consist of a majority of the members of the Committee and shall include Area **Chairs** from at least one-half of the Areas in the Region.

7.3 STANDING COMMITTEES

7.3.1 Committee Appointments and Terms of Office

7.3.1.1 The Region Director shall be an ex-officio member of all Standing Committees with the exception of the Audit Committee.

7.3.1.2 The Region Director shall appoint the **Chair** for each Committee, except where otherwise specified or restricted.

7.3.1.3 Each Committee shall consist of at least three members, unless otherwise specified. The Committee **Chair** shall appoint the Committee members with the approval of the Region Director for terms not to exceed the term of office of the Region Director.

7.3.1.4 Each Committee shall prepare a written annual report summarizing its activities, and shall submit it to the **Board of Governors** at the Annual Meeting.

7.3.2 Student Activities Committee

7.3.2.1 Duties

7.3.2.1.1 The Student Activities Committee shall be concerned with the encouragement of student activities in the Region, including Student Member and Student Branch operations, general supervision of student activities and meetings when held on a Regional basis, and the fostering and coordination of activities with Sections and Councils.

7.3.2.2 Chair

7.3.2.2.1 The **Chair** of the Student Activities Committee shall be appointed by the Region Director in accordance with Section 7.3.1.2 of these Bylaws.

7.3.2.2.2 The **Chair** of the Student Activities Committee shall serve as the Region 1 Representative on the IEEE Student Activities Committee.

7.3.2.3 Committee Members

7.3.2.3.1 This Committee shall be composed of all Student Branch Counselors and **Chairs** in the Region, and the Region Student Representative. The Student Activities **Chair** shall have the specific responsibility for developing, implementing and coordinating Regional guidance programs.

7.3.3 Awards and Recognition Committee

7.3.3.1 Duties

7.3.3.1.1 The Awards and Recognition Committee shall assist the Region Director in coordinating any Regional awards which may be brought to **hers/his** attention by the member Sections or by IEEE Headquarters.

7.3.3.1.2 The Committee shall serve in an advisory capacity to the **Board of Governors** and to the Director in the development of new awards which recognize activities of worth and merit within the Region.

7.3.3.1.3 The Committee shall carry out those activities associated with the processing of Region 1 Awards.

7.3.3.2 Chair

The **Chair** of the Awards and Recognition Committee shall be appointed by the Region Director in accordance with Section 7.3.1.2 of these Bylaws.

7.3.3.3 Committee Members

The Awards and Recognition Committee shall consist of a minimum of four members, including at least one from each Area. The appointees shall be of Senior Member grade or higher. The composition of the Committee shall reflect, insofar as possible, the geographic scope of the Region and the professional interests of the IEEE. No more than one member from any Section shall concurrently serve on the Committee in a given year.

7.3.4 Budget Committee

7.3.4.1 Duties

The Budget Committee, in consultation with the Officers and Committee **Chairs** of Region 1, shall prepare a budget for the next fiscal year, and shall submit it for approval at the Annual Meeting. Copies of the Budget shall be mailed to the **Board of Governors** at least twenty days prior to the Annual Meeting.

7.3.4.2 Chair

The **Chair** of the Budget Committee shall be the Past Region Director.

7.3.4.3 Committee Members

The Budget Committee shall consist of at least three members, the Past Region Director, the Regional Treasurer, the **Chair** of the Audit Committee and others as may be appointed.

7.3.5 Membership Development Committee

7.3.5.1 Duties

The Membership Development Committee shall coordinate Membership Development activities within Region 1.

7.3.5.2 Chair

7.3.5.2.1 The **Chair** of the Membership Development Committee shall be appointed by the Regional Director in accordance with Section 7.3.1.2 of these Bylaws.

7.3.5.2.2 The **Chair** of the Membership Development Committee in Region 1 shall serve as the Region 1 Representative on the IEEE Membership Development Committee.

7.3.5.3 Committee Members

The Membership **Chair** of the Sections and Councils of the Region shall be ex-officio members of the Membership Development Committee.

7.3.6 Nominations Committee

7.3.6.1 Duties

The Nominations Committee shall recommend to the Assembly, candidates for the slate for the office of Director Elect in accordance with the provisions of Section 8 herein.

The Nominations Committee, prior to September 30 in an election year, shall solicit recommendations from the Councils and Sections for candidates to serve in appointed Region positions and shall, after the Region election, recommend or suggest to the newly installed Region Director the names of persons to serve in the various appointed positions on the **Board of Governors**. In the event of resignations during their terms, the Nominations Committee will recommend to the Region Director the names of potential replacements. The Region Director shall have the option of considering candidates recommended by the Nominations Committee or by other sources.

7.3.6.2 Chair

The most immediate Past Region Director, who is **willing** and able to serve, shall serve as the Chair of the Nominating Committee. If a Past Region Director is unable to serve, for whatever reason, the Region Director shall appoint some other present or past **Board of Governors** member to serve as **Chair**.

7.3.6.3 Committee Members

Before September 1 of the year preceding an election, the Region Director shall appoint a Nominations Committee consisting of one person from each of the four Areas which make up the Region, plus the Committee **Chair**, and shall notify all Section **Chairs** of these appointments. The total membership of the Nominations Committee shall thus consist of five members.

7.3.7 Audit Committee

7.3.7.1 Duties

The Audit Committee shall conduct an audit at least twice a year, not later than February 15 and August 15 of the Regional financial records, books and transactions, and shall make a written report of the audit, signed by all members of the Audit Committee present at the audit. Copies of the Audit Report shall be distributed to the Region Director, Region Director Elect, Treasurer, Secretary and to the Past Region Director and Junior Past Treasurer within sixty days after the date of each Audit Report. The Audit Committee Chair shall make copies of the Audit Committee Reports available to the Board of Governors members upon request.

7.3.7.2 Chair

The **Chair** of the Audit Committee shall be appointed by the Regional Director in accordance with Section 7.3.1.2 of these Bylaws.

7.3.7.3 Committee Members

The Audit Committee members shall be selected and appointed by the Region Director with the assistance and recommendations of the Audit Committee **Chair**, stressing qualifications in fiscal and financial matters. The Region Director, Treasurer, and the Past Region Director and Past Treasurer shall be ineligible to serve on the Audit Committee.

7.3.8 Professional Activities Committee for Engineers (PACE)

7.3.8.1 Duties

7.3.8.1.1 The Professional Activities Committee for Engineers (PACE) shall prepare and execute a Regional Professional Activities program.

7.3.8.1.2 The PACE Committee shall coordinate the programs of Area, Council, Section, Subsection and Student Branch Professional Activities Committees. The PACE Committee shall provide an information exchange between IEEE-USA and Regional PACE Committees at all levels.

7.3.8.2 Chair

7.3.8.2.1 The **Chair** of the Region 1 PACE Committee, appointed in accordance with Section 7.3.1.2 of these Bylaws, shall serve as the Regional PACE Coordinator.

7.3.8.2.2 The **Chair** of the Region 1 PACE Committee shall serve as the Region 1 Representative on the IEEE Professional Activities Committee for Engineers (PACE).

7.3.8.3 Committee Members

The PACE Committee membership shall include a Vice-Chair and a PACE Coordinator for each Regional Area. The PACE Chair of the Sections and Councils of the Region shall be ex-officio members of the PACE Committee.

7.4 AD HOC COMMITTEES

7.4.1 Committee Appointments and Terms of Office

7.4.1.1 The Region Director shall designate such Ad Hoc Committees as she/he deems necessary for the management of Region 1. Any such Committees appointed by the Region Director shall be represented on the **Board of Governors by its Chair** who shall be non-voting.

7.4.1.2 The Director may appoint members of such Committees from the active membership of Region 1. The term of office of Ad Hoc Committee members as well as the term of existence of the Committee itself shall be at the Region Director's discretion. In no event shall an Ad Hoc Committee remain in existence beyond the term of office of the appointing Region Director.

7.4.1.3 Each Ad Hoc Committee shall prepare at least one written report prior to its disbandment, and at least one written report for each year of its existence.

7.4.1.4 The Region Director shall be an ex-officio member of all Ad Hoc Committees.

7.4.1.5 The Region Director shall appoint the **Chair** of each Ad Hoc Committee.

8.0 REGION 1 DIRECTOR ELECT/VICE CHAIR - SLATE SELECTION

8.1 The Nominations Committee, prior to September 15 of the year preceding an election year, shall solicit from the Councils and Sections recommendations for candidates to serve as the Region Director Elect. The recommendations shall be due by December 1 of the year preceding an election year.

8.2 The Nominations Committee shall give due consideration to all candidates submitted to it by December 1 of the year preceding the election year, but need not restrict its consideration to such candidates.

8.3 The Nominations Committee shall select two nominees whose names will be forwarded to the Assembly and notify said nominees of their selection, no later than December 10 of the year prior to the one in which the Region Director Elect is elected.

8.4 At the first **Board of Governors** meeting of the election year, the Nominations Committee will formally recommend to the Assembly, two nominees for the position of Region 1 Director Elect. Record of a majority Nominations Committee vote, a summary of the Nominees' qualifications and a statement of the Nominees' willingness to serve shall be necessary to submit a recommendation to the Assembly.

8.5

In addition to the recommendations of the Nominating Committee, the Assembly will accept additional nominations as follows:

8.5.1 No nominations from the floor will be permitted;

8.5.2 Candidates who have been considered by the Nominations Committee, but whose names will not be forwarded to the Assembly, may be nominated by petition of seven Assembly members no later than January 1 prior to the Assembly meeting at which the candidates for Region Director Elect are chosen.

8.5.3 The signatures of seven Assembly members must accompany each such additional nomination.

8.5.4 Such additional nominations may be submitted by e-mail, FAX, or written document to the Nominations Committee.

8.5.5 The Nominations Committee will, no later than 20 days prior to the Region Assembly meeting, inform the Assembly of all nominees (those selected by the Nominations Committee and those nominated by petition) that qualify for consideration. Said notification shall include copies of the candidates' biographies and statement of their willingness to serve.

8.6 VOTING PROCEDURE FOR SLATE SELECTION

8.6.1 If only two candidates have been nominated, the Vice Chair shall cast one vote to accept these nominees as the official slate.

8.6.2 If there are more than two nominees, the Region Director shall appoint a Tellers' Committee from the members present. Each voting member of the Assembly shall then cast one vote by secret ballot for the candidate of his or her choice in each round of voting.

8.6.2.1 A nominee must receive a majority of the votes cast to become a candidate on the official slate. When the first candidate is selected, this name shall be removed from the nominees and the voting shall continue until a second candidate receives a majority vote.

8.6.2.2 If, in any round of voting, no nominees shall receive a majority, then the nominee with the lowest number of votes shall be dropped, and the voting process shall be continued.

8.6.2.3 If there is a tie for the nominee(s) with the least number of votes, then a separate ballot shall be taken to determine which of the tied nominees shall be dropped.

9.0 REGION DIRECTOR'S REPRESENTATIVES

9.1 OTHER ENTITY REPRESENTATIVE APPOINTMENTS

The Region Director may appoint an IEEE Entity Representative for each IEEE Entity designated and approved by the **Board of Governors**. Each Entity Representative shall serve for a one-year or two-year term as designated by the Director, and shall act as the Region Director's personal representative and provide an informal and direct communication link between the Region Director, the **Board of Governors** and the Entity.

10.0 FISCAL AND OPERATING YEAR

10.1 DEFINITION

The Fiscal and Operating Year of the **Board of Governors** shall begin on the first day of January and shall end at the close of business on the thirty-first day of December of each year.

11.0 FINANCE

11.1 BANKS

Region 1 funds shall be deposited in Region 1 IEEE accounts in banks designated by the Region Director or Treasurer. Deposits must be insured by the FDIC. Withdrawals shall require the signature of the Region Director or of the Region Treasurer.

11.2 EXPENDITURE

All expenditures shall be in accordance with the current annual budget. The Region Director shall be authorized to expend special or discretionary funds from the following sources: (a) Funds allocated to the Region by the Institute Board of Directors or by Institute policy, (b) Funds received from other than normal Regional sources, (c) Funds provided by specific Institute- approved programs or purposes.

11.3 LOANS TO SECTIONS

The **Board of Governors** or the Regional Director may authorize either loans or grants of Regional Funds to individual Sections to meet emergencies or to help finance activities which will promote the objectives of the Institute within the Sections. The Treasurer shall furnish a report on any such loans or grants to the **Board of Governors** at its next meeting. Loans or Grants shall be so stated **in the** Treasurer's Financial Reports, and Loans shall be carried as account receivable where applicable.

11.4 FINANCIAL STATEMENTS

The Treasurer shall be responsible for and shall prepare an Annual Report immediately following the close of the fiscal year, and shall submit it for approval at the next **Board of Governors** meeting.

12.0 AMENDMENT OF BYLAWS

12.1 BY BOG ACTION

The **Board of Governors** may amend the Bylaws of the Region. The proposed changes, and the reasons therefore, shall be mailed to all members of the **Board of Governors** at least twenty days before the meeting at which any proposed amendment voting shall take place. Two-thirds of all votes cast at the meeting shall be required to approve any amendment unless otherwise provided herein. Unless otherwise specified by the motion to amend the Bylaws, amendments become effective immediately upon approval.

12.2 BY INSTITUTE ACTION

Changes in IEEE Bylaws which affect the operation of the Region, but are not inconsistent with the Regional Bylaws, shall take effect immediately upon official written notification of the changes by the Institute.

Revised 11/08/00
Approved by RAB 11/17/00