

PREAMBLE TO THE FCIEEE BYLAWS:

1. Some organizations need simple "bylaws" or "guidelines" in order that the organization can move around freely, make or take actions within short order.
2. Other organizations need tight bylaws, which can control any actions or has "cookie cutter" actions.
3. "Don't change that which works!" Only make bylaw changes when problems have been encountered that will reappear.
4. There will always be someone in the organization, at any level, who believes they can rewrite existing bylaws to "read clearer" if not better. Why change what works?
5. The following FCIEEE Bylaws were developed by the Councils founders over a period of a year (1976) and approved by the Regional Activities Board\*, on July 12, 1977.  
\* As of 2008, the IEEE Board of Directors changed the name for IEEE Activities to IEEE Member and Geographic Activities (MGA).
6. Only two amendments have been made (June 16, 1988 and February 22, 1997).

**FLORIDA COUNCIL OF  
THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC. BYLAWS**

Effective June 16, 1988, Amended February 22, 1997, Affirmed December 11, 2010

1.0 NAME

The name of this organization is known as the "Florida Council of the Institute of Electrical and Electronics Engineers, Inc" (FCIEEE), and may from time to time hereinafter be referred to as the "Council".

2.0 BASIS AND PURPOSE

The council was formed in 1976 pursuant to Section 403 of the Institute of Electrical and Electronics Engineers, Inc (IEEE) Bylaws for the purpose of providing a strong centralized organization for Sections in Area 4 of Region 3, predominantly within the state of Florida as required by the unique geographical, technical and professional problems of the area. The Council shall support activities such as: joint publications; joint meetings, conferences or symposia; joint and chapter meetings; student activities and business administration.

3.0 OBJECTIVES AND POLICY

The primary objectives of the council are to:

- 3.1 Further the aims and objectives of the IEEE.
- 3.2 Coordinate the inter-sectional technical activities of the constituent sections.

- 3.3 Coordinate the inter-sectional professional activities of the constituent sections.
- 3.4 Provide an effective IEEE Representative and presence in the activities of Florida Engineering Societies.
- 3.5 Promote statewide activities for the benefit of its members.
- 3.6 Provide supervision, support and approval of all statewide IEEE activities.
- 3.7 Provide representation and expertise to the state government through its Society Inter-Legislative Advisory (SILA) activities.

NOTE: The Council will in no way regulate or interfere with the intra-sectional affairs and finances of each constituent section.

#### 4.0 MEMBERSHIP

The membership of the Council shall include all IEEE Sections whose membership includes IEEE members residing within Area 4. The following constituent Sections are in effect as of September 8, 1985.

Broward	Miami
Canaveral	Northwest Florida*
Daytona	Orlando
Florida West Coast	Palm Beach
Gainesville	Melbourne+
Jacksonville	Tallahassee

\* Fort Walton was dissolved November 18, 1988; merged with Pensacola Section and the name changed to Northwest Florida Section during the spring 1989.

+South Brevard-Indian River was renamed Melbourne effective November 7, 1996.

Any newly formed Section having a majority of its members located in Area 4 shall automatically become a member of the Council.

#### 5.0 MANAGEMENT

The Council shall be managed by an Executive Committee composed of:

- At least one (1) but not more than two (2) Council Members from each constituent Section
- Chairperson
- Past Chairperson
- Vice Chairperson
- PACE/SILA
- Secretary
- Treasurer
- Standing Committee Chairpersons

Note: Members of IEEE Regional or National Committees or Officers who reside in the State of Florida shall also be ex-officio members of the Executive Committee. Special Committee Chairpersons may be appointed by the Council Chairperson

and serve at his/her pleasure. They do not vote on Council business unless they are also Section representatives.

#### 5.1 Council Members

Unless otherwise designated by a Section, its Chairperson serves as its representative to the Council, and its Vice Chairperson serves as the alternate representative. Sections are encouraged to designate specific representatives to serve two-year terms on the Council Executive Committee. Representatives are expected to attend four Council meetings per year within the State.

Changes in Section representation to the Council shall be communicated by formal letter to the Council Chairperson from the Section Chairperson.

A Council member/Representation is eligible for successive reappointment at the discretion of the represented Section.

- a) Each constituent Section may select its Council Member(s) by its own method; however, it is recommended that Council Members be selected from Past Section Chairpersons, current Section PACE Chairperson or Past Section PACE Chairpersons who are prepared to travel in the state to attend four (4) to ten (10) meetings a year.
- b) If for any reason, a Council Member cannot complete his/her term, the constitute section shall select a replacement to fill the unexpired term.
- c) In the event a Council Member cannot attend a meeting of the Council, the Section he/she represents may select an alternate to represent him/her. This alternate is to be designated by formal letter to the Council Chairperson from the Section Chairperson or the Council Member being represented.

5.2 The term of each Council Member should begin on the first day of October, and should be completed on the 30<sup>th</sup> day of September, and should be for a term of two (2) years.

#### 5.3 Officers

The Council shall elect from its current members a Chairperson and a Vice Chairperson. Elections shall be held during the last meeting of the year for a term of one year beginning the first day of January.

The Council Chairperson will appoint a nominating committee chairperson by October 1<sup>st</sup> of the year and this person shall be a previous Council Chairperson. The nominations Chairperson will select at least two committee members, with at least one being a previous Council Chairperson to serve on the committee. The nominations committee chairperson should submit the nominees name(s) by certified mail, or present in person to one of the two existing Officers (Council Chairperson or Vice Chairperson), to the Council Officers and the official voting members by November 15<sup>th</sup> for election at the next meeting. Proxy votes must be received by the nominations committee chairperson by the Monday preceding the next meeting of the Council.

Individual voting members may by petition propose names to be added to the ballot for the offices of Chairperson and /or Vice Chairperson. Such petition, at the time it is submitted by the petitioners, shall set forth the office; the term of the office (expressed in date form); a statement signed by the nominee indicating that he/she will serve if elected; and a statement of the individual's qualifications. The petition must be signed by at least one percent (1%) of the existing voting members represented by the Council and be submitted in a letter to the current Chairperson, for submission to the nominating committee no later than November 1<sup>st</sup>.

#### 5.4 Duties of Council Chairperson

The Council Chairperson shall be responsible for presiding over the meetings of the Council and assuring that the objectives and policies of the Council are fulfilled.

He/she shall provide general supervision of the affairs of the Council and as such will serve as the primary interface with the Region 3 Director, thus fulfilling the office of Area 4 Chairperson previously appointed by the Region 3 Director. The duties, responsibilities and qualifications for the Area Chairperson are described in the Regional Manual.

The Chairperson shall appoint a Secretary, Treasurer, and PACE/SILA Chairperson to assist him/her in handling the affairs of the Council. These appointments shall be IEEE members residing in Florida, but do not have to be current members of the Council Executive Committee. He/she may appoint Standing Committee Chairpersons as required to fulfill the business of the Council. All appointments must be ratified by the Council Executive Committee.

Because the duties and responsibilities of the Chairperson are many and diverse, his/her home Section may appoint another Council Member to represent the interest of that Section on the Council.

#### 5.5 Duties of the Vice-Chairperson

The Vice-Chairperson shall assume the duties of the Chairperson during his/her absence or incapacity, and shall assume the duties of the office of Chairperson when so directed by the current Chairperson.

Unless another appointment is made for this purpose, he/she shall serve as an IEEE representative to the Florida engineering societies. The designated representative will ensure that the business and procedures of the societies are made known to each participating constituent IEEE Section, and shall be responsible for polling each Section for its position on important issues before the Florida engineering societies.

As with the Chairperson, the home section of the Vice-Chairperson may appoint another Council Member to represent the interest of that Section on the Council.

#### 5.6 Secretary

The Secretary shall have the responsibility for preparing and sending notices, preparing agenda for and recording the minutes of all meetings of the Council. The secretary shall make such reports as may be required by the IEEE Bylaws, or as designated by the Chairperson.

5.7 Treasurer

The Treasurer shall be responsible for the receipt and disbursement of all monies in the name of the Council. He/she shall prepare an operating budget for review and approval of the Council by the first meeting of the year. He/she shall make disbursements only in accordance with the approved budgets as approved by the Council Executive Committee. He/she shall make such reports as may be required by IEEE Bylaws and/or State/Federal laws. He/she shall prepare an Annual Report of the Council finances and shall distribute this report to all constituent Sections and the Region 3 Director.

The Annual Report of FCIEEE finances shall be based upon the Treasurer's books of Council finance activities for the past fiscal year. The FCIEEE Treasurer's books shall be audited by a specially appointed committee of not less than two (2) present FCIEEE board members, appointed by the Council Chairperson. Their written report will be submitted to the Council Chairperson by February 28<sup>th</sup>, prior to distribution of the Annual Report.

5.8 PACE/SILA Chairperson

The PACE/SILA Chairperson shall coordinate the Professional Activities of all sections within the Council and as such shall coordinate the Professional Activities of all Sections within the Council and as such shall serve as the Area 4 PACE/SILA Chairperson providing primary interface with the Region 3 PACE/SILA Chairperson.

The home section of the PACE/SILA Chairperson may appoint another Council Member to represent the interest of that section on the Council Executive Committee.

5.9 FCES Alternate Representatives

Florida Council of Engineering Societies (FCES) Alternate Representatives will be appointed by the Council Chairperson and ratified by the Council Executive Committee.

5.10 Awards Chairperson

The Awards Chairperson shall coordinate the activities of the Council Awards Committee and assure that awards nominations are made for all Council Awards and all Region 3 awards for which eligible Section members have been identified. Awards is a Standing Committee.

5.11 SOUTHCON Directors

The two (2) SOUTHCON Directors representing the Florida Council are responsible for directing the management and activities of the SOUTHCON

conference and representing the interest of the Florida Council in all conference activities associated with SOUTHCON. They are to attend scheduled meetings of the SOUTHCON Board of Directors and report back to the Council at the earliest opportunity.

The term of office of each Director is 4 years, with the terms being staggered. Election of the new directors must be held by the date of the SOUTHCON in Orlando, which is in even years, with the term of office to commence at the annual Director's meeting.

The outgoing Florida Director will serve as the nominations Chairman for the election, and will appoint a committee which shall include as a minimum, one past Florida Director. The nominations committee shall submit to the Council at least two nominations, with qualifications and a statement by the candidates that they are willing to serve, The Council delegates may also nominate candidates. The nominations to elect a Director, prior to SOUTHCON shall be published to the Sections at least 90 days in advance of SOUTHCON. A majority of the Council votes cast is required.

If for any reason a director slot is vacated, it shall be filled with an appointment by the Council Chairperson pending approval by the Council. The directors must remain bona fide members of a section in the Florida Council.

A Director may be recalled by the Council.

5.12 FCIEEE Vacancies

Filling of vacancies within the FCIEEE will be performed in the following manner:

The Vice Chairperson shall immediately become Chairperson for the remainder of the current term, thereby vacating the Vice Chairperson office.

The Secretary shall immediately become Vice Chairperson for the remainder of the current term, thereby vacating the Secretary office.

The Treasurer shall immediately become Secretary/Treasurer for the remainder of the current term.

6.0 VOTING

The only voting members of the Council shall be the Council representative appointed by the constituent Sections. The Council Chairperson, Vice Chairperson, Secretary, Treasurer and PACE/SILA Chairperson cannot cast votes unless they qualify as one of the Section appointed Council Members. The voting strength of each Section is related to the number of members (excluding students) according to the following schedule:

Members (as of December 31)	Section Votes
Less than 50	1
51-200	2
201-500	4
501-1000	6

Over 1000

8

This schedule of voting shall apply to all business of the Council except in awards nominations where each Section has one (1) vote.

With the exception of issues involving the assessment and disbursement of finances, all issues shall be decided by a majority of the voting strength present. Financial issues require two-thirds of the present voting strength for approval.

#### 6.1 Proxy Voting

Sections may assign designated voting authority to another Executive Committee member by letter and signature of the Section Council Member. Signed proxies shall be valid for Council Executive Committee meetings. All proxy authorizations shall be counted for establishing a quorum for the entire meeting. Matters voted on for which proxy votes are not assigned shall show all unassigned votes counted for quorum purposes as abstentions.

### 7.0 MEETINGS

It shall be the policy of the Council to hold meetings necessary and desirable to promote the welfare of the Council and its Members. The Council Chairperson shall be empowered to call such meetings; in addition, a meeting may be called upon written appeal by more than 30 percent of the Council voting strength. As a minimum, the Council will hold at least one annual meeting, the time and place to be established by the Council. All meetings of the Council shall be open to IEEE members residing in the State of Florida. All Sections will be advised in writing of Council meetings called, by notice to the Section Chairperson and other parties known to be interested.

#### 7.1 Quorum

One-half of the Sections of the Council and one-half of the Council voting strength must be present at a Council meeting to fulfill the requirements for a quorum.

### 8.0 FINANCES

As a participant in and co-sponsor of SOUTHCON, the Florida Council derives its operating revenues from its share of the SOUTHCON surplus and from such other conferences, tutorials, etc., that it may sponsor (either solely or jointly with other IEEE entities).

It is not anticipated that assessments of member Sections will be required to meet expenses of the Council. Expenses of the Council members in attending official Council meeting (airfare or mileage, lodging and meals) will be reimbursed for officers and voting members to the extent of the budgeted Council resources.

Expenditures up to \$1000 to further the objectives of the Council may be made by the Council Chairperson and Treasurer acting jointly. Other expenditures beyond the approved budget require approval of two-thirds of the voting strength present.

### 9.0 BYLAW CHANGES

9.1 Amendment

Proposed amendments to the Bylaws may be submitted in writing by members of the Executive Committee at any duly announced meeting of the Executive Committee. Upon approval by a simple majority of the voting strength of the Sections represented, the amendment will be contingently accepted and effective pending the ratification by at least two-thirds of the voting strength of the Council. Ratification voting will be implemented by sending the written amendment to each Section and allowing three (3) months for a written approval/disapproval voting summary signed by each of the Section Council Members. Failure to respond within three (3) months of the mailing date shall be considered to be votes in favor of the amendment. Disapproval of a proposed amendment to the Bylaws nullifies any action taken contingent upon approval that was not authorized under the previous (present) Bylaws.

9.2 Bylaws Approval

These Bylaws shall be considered approved when at least two-thirds of the Florida Sections approve them.