

**BYLAWS for the  
ANDEAN COUNCIL of  
THE INSTITUTE OF ELECTRICAL AND  
ELECTRONICS ENGINEERS, INC.**

In all instances, the Institute of Electrical and Electronics Engineers (IEEE) Bylaws, Constitution, IEEE Policy and Procedures, and RAB Operations Manual shall prevail when there is a conflict between these documents and Council Bylaws.

**ARTICLE I - Name**

This organization shall be known as The Andean Council of the Institute of Electrical and Electronics Engineers.

**ARTICLE II - Organization & Scope**

Section 1 - The object of The Andean Council is to further the aims and ideals of the Institute, to coordinate the activities of the constituent Sections and to promote international meetings and activities for the benefit of its members.

Section 2 - The territory served by this Council shall be the countries of Bolivia, Colombia, Ecuador, Peru, and Venezuela.

**ARTICLE III - Membership**

Section 1 - All IEEE Sections within the countries of Bolivia, Colombia, Ecuador, Peru, and Venezuela comprise the Andean Council. When additional Sections are organized within these countries, they may petition to become members of this Council.

Section 2 - IEEE Society chapters and Affinity Groups may be formed and function within the Council.

Section 3 - All Fellows, Life Members, Senior Members, and Members of the IEEE who are members of the Constituent Sections shall be entitled to attend the meetings, vote, and hold office. Associate members of the IEEE who are members of the Constituent Sections shall be entitled to attend meetings and vote but shall not have the right to hold office.

Section 4 - Student members of the IEEE shall be entitled to attend meetings but shall not have the right to vote or hold office.

**ARTICLE IV - Officers**

Section 1 - The Officers of The Andean Council shall be a Chair, Vice Chair, Secretary and Treasurer who shall hold office for two years. Their terms of office shall be two years commencing on January 1 of the year following the election and ending on December 31 of the second year or until their successors take office. The position of Chair may not be filled by members of the same Section for consecutive terms. The Chair will be the recommended candidate to represent the Council at any IEEE or other organizational function.

Section 2 - The Chair of the Council will be elected through the process described in Article VI. The Vice Chair, Treasurer and Secretary will be elected from the members of the Council Executive Committee, by majority vote of the Council Executive Committee.

Section 3 - Any vacancy among the officers occurring during their term shall be filled by majority vote of the Council Executive Committee.

Section 4 - Officers may not serve for more than two consecutive years in the same office. Past officers may serve another term in the same office only after they have been out of that office for one two-year term.

Section 5 - The duties of the officers are available from the IEEE Regional Activities Department (RAD).

## **ARTICLE V - Management**

Section 1 - There shall be a Council Executive Committee consisting of the Council Officers and the Chair of each Constituent Section. These persons constitute the voting members of the Council Executive Committee. The Council Executive Committee will constitute the governing body of the Council and shall direct the management of its affairs.

Section 2 - The Chair shall appoint such standing committees as may be considered desirable, subject to the approval of the Council Executive Committee. Standing Committee Chairs who are not already members of the Council Executive Committee do not vote as members of the Council Executive Committee.

Section 3 - A majority of the voting members of the Council Executive Committee shall constitute a quorum.

Section 4 - The Chair, responsible to the Council Executive Committee, shall have general supervision of the affairs of the Council.

Section 5 - The Vice-Chair shall assume the duties of the Chair during the latter's absence or incapacity and shall assume any of the duties of the office of the Chair when so directed by the Chair.

Section 6 - The Secretary shall have the responsibility for sending out notices, preparing the agenda for, and recording the minutes of all meetings of the Council and of the Council Executive Committee. The Secretary shall submit annual required reporting of the Council's officers and any Chapter or Affinity Group meetings to IEEE Headquarters.

Section 7 - The Treasurer shall be responsible for the receipt, deposit and recording of all monies in the name of the Council. This person shall make only such disbursements as approved by the Council Executive Committee. The Treasurer shall submit the annual financial report to IEEE Headquarters, and as required by local or federal laws. An annual report shall be issued to each Council officer and a summarized report published to the membership.

Section 8 - The management of any Chapter or Affinity Group of which the Andean Council is the parent unit shall fall under these bylaws.

## **ARTICLE VI - Nominations and Elections**

Section 1 - The Nominating Committee shall consist of the two most recent Council Chairs who are still members of the Council, and by appointment by the Chairman of the Council Executive Committee, one additional member from each Section not already represented by those past Council Chairs. Nominating Committee members must be of Member, Senior Member or Fellow grade. The Chair of the Nominating Committee shall be the most recent past Council Chair. No member of the Nominating Committee shall presently hold office or be seeking nomination for office.

Section 2 - The Nominating Committee shall propose at least one nominee for the position of Chair. The nominations shall be made known to the Executive Committee of the Constituent Sections at least forty-five days prior to the election. Additional nominations may be made by the ExCom of any Constituent Section and submitted to the Council Secretary and the secretaries of all Constituent Sections at least

fifteen days prior to the date set for the election of officers. The election shall be held prior to December 1 of the year in which the Council Chairs' two-year term of office ends.

Section 3 - If there is only one nominee for office, the election may be held at a general meeting of the Council, by acclamation.

Section 4 - If there is more than one nominee for office, a Tellers Committee, consisting of three members, will be formed. A ballot will be distributed to the members of the Executive Committees of each Constituent Section by the Council Secretary no later than 15 November. Ballots are to be returned to the Tellers Committee no later than 1 December to be included in the vote totals. The Tellers Committee members will count the ballots.

Section 5 - The Chair shall be elected by a majority of votes cast by members of the ExComs of the Constituent Sections which comprise the Council. The Tellers Committee shall give notification of the election results to the Constituent Section ExComs.

## **ARTICLE VII - Meetings**

Section 1 - It shall be the policy of the Council to hold such meetings that are necessary and desirable to promote the welfare of the Council and its Constituent Sections.

Section 2 - Meeting notices shall be published as directed by the Council Executive Committee.

Section 3 - A majority of the voting members of the Council shall constitute a quorum for transaction of business at all meetings where a vote is to be taken.

Section 4 - Robert's Rules of Order shall govern the conduct of all meetings.

## **ARTICLE VIII - Finances**

Section 1 - There shall be no Council dues.

Section 2 - Any unit bank account (including those of Chapters or Affinity Groups of the Council) shall provide for the signature of the Chair and the Treasurer of the unit.

Section 3 - Activity relating to IEEE business must be pre-approved by the Council Executive Committee for any related expense to be reimbursable.

Section 4 - The ordinary expenses of the Council will be defrayed by funds allocated by each constituent section at a rate not to exceed US\$0.10 per Section member per year, and others defined by the Council Executive Committee. The membership of each Section being determined by the Annual Statistical Report provided by the IEEE Operations Center in February of the following year.

Section 5 - The actual expenses for the Council Executive Committee meeting, held usually on a quarterly basis, shall be paid by the Council treasury. Such expenses normally include the rent for the meeting place, meals for the committee members and travel for the committee members if they are not able to arrange travel funds from other sources.

Section 6 - The surplus net losses and any cash advances for conferences, symposiums, or workshops, sponsored jointly by the Council and a constituent Section, shall be shared between the Council and the sponsor Section. The Constituent Section and Council Executive Committee will determine the percentage split prior to each event. All cash advances must be refunded prior to computing a surplus.

Section 7 - A summarized financial report of the Council shall be published annually to better inform the membership.

Section 8 - Without prior authorization from the IEEE Executive Committee, Council funds can only be used for normal operations of the Council.

#### **ARTICLE IX - Rules and Regulations**

Section 1 - In Order to provide for the proper handling of the Council's routine work and the management of its affairs, the Council Executive Committee may adopt, in connection with these bylaws, such rules and regulations as may be found necessary, but no rule or regulation shall be adopted that will conflict with these Bylaws, the Constitution, Bylaws, and Policies & Procedures of the Institute of Electrical and Electronics Engineers, or the RAB Operations Manual.

#### **ARTICLE X – Dissolution**

Section 1 - In the event that the Council no longer meets the needs of its Constituent Sections, the Council maybe dissolved by majority vote of the Executive Committees of the Constituent Sections.

Section 2 - In the event that an individual Constituent Section determines that it no longer wishes to be a member of the Council, it may withdraw from the Council.

#### **ARTICLE XI - Amendments and Revisions to the Bylaws**

Section 1 - These Bylaws may be amended by a vote of two-thirds of the Council Executive Committee, and shall be ratified by a unanimous vote of the constituent Sections.

Section 2 - Amended bylaws must be reviewed by IEEE Regional Activities staff to confirm their compliance with IEEE Bylaws, Policy & Procedures, and the RAB Operations Manual. IEEE RAD Staff will then secure the approval of the Region 9 Director and submit the bylaws to RAB for final approval. The amended bylaws will become effective upon the date of RAB approval.