

Winnipeg IEEE GOLD Bylaws

Adopted as amended by Special Resolution at the February 8, 2012 Annual General Meeting of the Winnipeg IEEE GOLD

1. Preamble

1.1. The Group

The name of the affinity group is Winnipeg IEEE GOLD.

1.2. The Bylaws

The following articles set forth Bylaws of Winnipeg IEEE GOLD.

1.3. Other Governing Documents

In all instances, the following documents, listed in order of precedence, shall prevail when there is a conflict between these documents and the Bylaws:

- a. Federal, provincial and municipal laws,
- b. New York State Not-For-Profit Corporation Laws,
- c. IEEE Certificate of Incorporation,
- d. IEEE Constitution and Bylaws,
- e. IEEE Policies and Procedures,
- f. Member and Geographic Activities (MGA) Operations Manual,
- g. MGA Policies and Procedures,
- h. IEEE Canada Bylaws,
- i. IEEE Canada Policies and Procedures,
- j. Winnipeg Section Bylaws, and
- k. Winnipeg Section Policies and Procedures.

2. Definitions and Interpretation

2.1. Definitions

In these Bylaws, the following words have these meanings.

2.1.1. Annual General Meeting (AGM) – The annual general meeting described in Article 4.1.

2.1.2. Notice – An announcement in an IEEE publication (print or electronic) or sent by e-mail. The notice must be published by one or more methods with the intention of reaching all members. Unless otherwise specified herein, telephone calls, voice mail and text messages are not acceptable transmission for a notice.

2.1.3. ExCom – The Executive Committee of this Group.

2.1.4. Bylaws – The Bylaws of this Group as amended.

2.1.5. Other Governing Documents – The documents listed in Article 1.3

2.1.6. Director – Any person elected or appointed to the ExCom. This includes the Officers, the Past-Chair and Director(s)-at-large.

2.1.7. Member – A Member of the Group.

2.1.8. Officer – Any Officer listed in Article 5.2.

2.1.9. Register of Members – The register maintained by the IEEE containing the names of the Members of the Group.

2.1.10. Group – Winnipeg IEEE GOLD.

2.1.11. Special Meeting – the special meeting described in Article 4.2.

2.1.12. Special Resolution –

- a. a resolution passed at an Annual General Meeting or Special Meeting. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of two-thirds (2/3) of the Members present and voting; or
- b. a resolution proposed and passed as a Special Resolution at an Annual General Meeting or Special Meeting with less than twenty-one (21) days' notice. All the Members present and voting must agree.

2.2. Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1. Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2. Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.3. Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

3. Membership

3.1. Definition

Winnipeg IEEE GOLD Members are members of the IEEE Winnipeg Section who are within ten years of receiving their first professional degree and who can demonstrate current IEEE membership.

3.2. Rights and Privileges of Members

3.2.1. Any Member is entitled to:

- a. receive notice of meetings of the Group;
- b. attend any meeting of the Group;
- c. speak at any meeting of the Group; and
- d. exercise other rights and privileges given to Members in these bylaws.

3.2.2. Number of Votes

A Member is entitled to one (1) vote at a meeting of the Group.

3.3. Continued Liability for Debts Due

Although a Member ceases to be a Member, he is liable for any debts owing to the Group at the date of ceasing to be a Member.

3.4. Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Group.

4. Meetings

4.1. The Annual General Meeting

4.1.1. The Group holds its Annual General Meeting no later than March 31 of each calendar year in the Province of Manitoba or the Territorial District of Northwest Ontario in the Province of Ontario, Canada. The ExCom sets the place, day and time of the meeting.

4.1.2. The Annual General Meeting may be combined with the IEEE Winnipeg Section Annual General Meeting provided the conditions set out in Article 4.1.1 are still met.

4.1.3. The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

4.1.4. Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. considering the Chair's report;
- d. reviewing the financial statements setting out the Group's income, disbursements, assets and liabilities and the auditor's report;
- e. appointing the auditors;
- f. electing the Officers;
- g. electing the Directors-at-large;
- h. considering matters specified in the meeting notice; and
- i. other specific motions that any members has given notice of before the meeting is called.

4.1.5. Quorum

Attendance by 10% of the Members at the Annual General Meeting constitutes a quorum.

4.2. Special Meetings

4.2.1. Calling of Special Meeting

A Special Meeting may be called at any time:

- a. by a resolution of the ExCom of Directors to that effect; or
- b. on the written request of at least one-third (1/3) of the Members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

4.2.2. Notice

The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

4.3. Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

4.4. Procedure at the Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

4.5. Proceedings at the Annual or a Special Meeting

4.5.1. Attendance by the Public

General Meetings of the Group are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

4.5.2. Failure to Reach Quorum

In absence of a quorum, no formal action shall be taken except as follows: the Chair cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled no earlier than one (1) week and no later than two (2) weeks after the cancelled meeting. Notice of the second meeting shall be provided no later than forty-eight (48) hours after the cancelled meeting. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.5.3. Presiding Officer

- 4.5.3.1. The Chair chairs every General Meeting of the Group. The Vice-Chair chairs in the absence of the Chair. The Past-Chair chairs in the absence of both the Chair and Vice-Chair.

- 4.5.3.2. If neither the Chair, Vice-Chair or Past-Chair is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members to chair.

4.5.4. Adjournment

- 4.5.4.1. The Presiding Officer may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
- 4.5.4.2. No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- 4.5.4.3. The Group must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

4.5.5. Voting

- 4.5.5.1. Each Member, including the Presiding Officer, has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) Members request it.
- 4.5.5.2. The Presiding Officer does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- 4.5.5.3. A Member may not vote by proxy.
- 4.5.5.4. A majority of the votes of the Members present and voting decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 4.5.5.5. The Presiding Officer declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- 4.5.5.6. Five (5) Members may request a ballot vote. In such case, the Presiding Officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- 4.5.5.7. Members may withdraw their request for a ballot.
- 4.5.5.8. The Presiding Officer decides any dispute on any vote. The Presiding Officer decides in good faith, and this decision is final.

4.5.6. Failure to Give Notice of Meeting

No action taken at a General meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or
- c. any error in any notice that does not affect the meaning.

5. Governance

5.1. The Executive Committee

5.1.1. Governance and Management

The ExCom governs and manages the affairs of the Group.

5.1.2. Powers and Duties of the Board

The Board has the powers of the Group, except as stated in any Other Governing Document.

5.1.3. Composition

5.1.3.1. The ExCom consists of:

- a. the Chair, Vice-Chair, Secretary and Treasurer;
- b. at least one (1) Director-at-large; and
- c. the immediate Past-Chair.

5.1.3.2. The ExCom may increase or reduce the number of Directors.

5.1.3.3. Officers and Directors-at-large shall be members of Winnipeg IEEE GOLD. An Officer or Director-at-large who ceases to be a member of Winnipeg IEEE GOLD immediately ceases to be a Director.

5.1.3.4. The Past-Chair shall be a member of the IEEE. A Past-Chair who ceases to be a member of the IEEE immediately ceases to be the Past-Chair.

5.1.3.5. No person may hold more than one office simultaneously.

5.1.4. Election of the Directors and Officers

At each Annual General Meeting, Members elect the Officers and Director(s)-at-large, each serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these Directors were elected.

5.1.5. Resignation, Death or Removal of a Director

- 5.1.5.1. A Director including the Officers or Past-Chair, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the ExCom accepts the resignation.
- 5.1.5.2. Members may remove any Director including an Officer or Past-Chair before the end of his term by Special Resolution.
- 5.1.5.3. If there is a vacancy on the ExCom, the remaining Directors may appoint a Member to fill that a vacancy for the remainder of the term. This does not apply to the position of immediate Past-Chair. This position remains vacant until the next AGM.

5.1.6. Meetings of the ExCom

- 5.1.6.1. The ExCom holds at least eight (8) meetings each year.
- 5.1.6.2. The Chair calls the meetings. The Chair also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- 5.1.6.3. Five (5) days' Notice for ExCom meetings is sent to each ExCom member. ExCom Members may waive notice.
- 5.1.6.4. Draft agendas shall be provided by the Secretary at least three (3) days in advance.
- 5.1.6.5. A majority of the Directors present at any ExCom meeting is a quorum.
- 5.1.6.6. In absence of a quorum, no formal action shall be taken except as follows: the Chair adjourns the meeting to the same time, place, and day of the following week. At least three (3) Directors present at this later meeting is a quorum.
- 5.1.6.7. Each Director, including the Chair, has one (1) vote.
- 5.1.6.8. The Chair does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

- 5.1.6.9. Meetings of the ExCom are open to Members of the Group, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the ExCom. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 5.1.6.10. All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any ExCom meeting. It is not necessary to give notice or to call a ExCom meeting. The date on the resolution is the date it is passed.
- 5.1.6.11. A meeting of the ExCom may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- 5.1.6.12. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the ExCom.
- 5.1.6.13. A Director may waive formal notice of a meeting.

5.2. Officers

- 5.2.1. The Officers of the Group are the Chair, Vice-Chair, Secretary and Treasurer. The Past-Chair is not an Officer of the Group, but is still considered a Director.
- 5.2.2. The Officers hold office until re-elected or until a successor is elected.

5.3. Duties of the Officers and Past-Chair

5.3.1. The Chair:

- Supervises the affairs of the ExCom;
- When present, chairs all meetings of the Group and the ExCom;
- Is responsible for the overall direction of the ExCom.
- Acts as the spokesperson for the Group; and
- Carries out other duties assigned by the ExCom.

5.3.2. The Vice-Chair:

- Presides at meetings in the Chair's absence;
- Replaces the Chair at various functions when asked to do so by the Chair or the ExCom; and
- Carries out other duties assigned by the ExCom.

5.3.3. The Secretary:

- Attends all meetings of the Group and the ExCom;
- Keeps accurate minutes of these meetings;
- Has charge of the ExCom's correspondence;
- Ensures that a record of names and addresses of all Members of the Group is kept;
- Ensures that all notices of various meetings are sent;
- Ensures that correspondence, contracts and other important records of the Group are kept and preserved;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the IEEE; and
- Carries out other duties assigned by the ExCom.

5.3.4. The Treasurer:

- Ensures that all monies paid to the Group are deposited in a chartered bank, treasury branch or trust company chosen by the ExCom;
- Ensures that a detailed account of revenues and expenditures is presented to the ExCom as requested;
- Ensures that an audited statement of the financial position of the Group is prepared and presented to the Annual General Meeting; and
- Carries out other duties assigned by the ExCom.

5.3.5. The Past-Chair:

- Presides at meetings in both the Chair's and Vice-Chair's absence. If the Past-Chair is absent, the Directors elect a Chairperson for the meeting.
- Carries out other duties assigned by the ExCom.

5.4. ExCom Committees

5.4.1. Establishing Committees

The ExCom may appoint committees to advise the ExCom.

5.4.2. General Procedures for Committees

- 5.4.2.1. A ExCom Member chairs each committee created by the ExCom.
- 5.4.2.2. The Chairperson calls committee meetings. Each committee:
 - records minutes of its meetings;
 - distributes these minutes to the committee members and to the Chairpersons of all other committees; and
 - reports at each ExCom meeting.
- 5.4.2.3. The meeting Notice must be sent five (5) days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.
- 5.4.2.4. A majority of the committee members present at a meeting is a quorum.
- 5.4.2.5. Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

6. Finance and Other Management Matters

6.1. Finance and Accounting

- 6.1.1. The fiscal year of the Group ends on December 31 of each year.
- 6.1.2. All expenditures of Group funds shall be approved by the ExCom.
- 6.1.3. The Treasurer, Chair, Vice-Chair and Past-Chair shall be authorized to draw funds as approved by the ExCom.
- 6.1.4. There must be an audit of the books, accounts and records of the Group at least once each year. The Treasurer shall coordinate this audit with the IEEE Winnipeg Section. At each Annual General Meeting of the Group, the auditor submits a complete statement of the books for the previous year.

6.2. Contracts of the Group

- 6.2.1. All contracts of the Group must be signed by the Officers or other persons authorized to do so by resolution of the ExCom.

6.3. The Books and Records of the Group

- 6.3.1. The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the ExCom.
- 6.3.2. This record contains minutes from all meetings of the Group and the ExCom.
- 6.3.3. The ExCom keeps and files all necessary books and records of the Group as required by the Bylaws, or Other Governing Documents.
- 6.3.4. A Member wishing to inspect the books or records of the Group must give reasonable notice to the Chair or the Secretary of the Group of his intention to do so.
- 6.3.5. All financial records of the Group are open for such inspection by the Members with reasonable notice.
- 6.3.6. Other records of the Group are also open for inspection, except for records that the ExCom designates as confidential. Reasonable notice must be provided.

6.4. Payments

- 6.4.1. No Member, Director or Officer of the Group receives any payment for his services as a Member, Director or Officer.
- 6.4.2. Reasonable expenses incurred while carrying out duties of the Group may be reimbursed upon ExCom approval.

6.5. Fundraising

- 6.5.1. The Group may raise funds to meet its objects and operations. The ExCom decides the amounts and ways to raise money.
- 6.5.2. The Group may borrow from the IEEE Winnipeg Section only by resolution of the ExCom and approval by the Section.

6.6. Protection and Indemnity of Directors and Officers

- 6.6.1. Each Director or Officer holds office with protection from the Group. The Group indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Group. The Group does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 6.6.2. No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Group. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Group, unless the act is fraud, dishonesty or bad faith.

6.6.3. Directors or Officers can rely on the accuracy of any statement or report prepared by the Group's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

7. Amendments

- 7.1. These Bylaws may be cancelled, altered or amended by a Special Resolution at any Annual General or Special Meeting of the Group.
- 7.2. The twenty-one (21) days' Notice of the Annual General or Special Meeting of the Group must include details of the proposed resolution to change the Bylaws.
- 7.3. The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting.

8. Dissolution

- 8.1. If the Group is dissolved, any funds or assets remaining after paying all the debts are to be paid to the IEEE Winnipeg Section.