

BYLAWS OF THE IEEE HOUSTON CONSULTANTS' NETWORK

ARTICLE I - NAME AND AFFILIATION

The name of this organization shall be the IEEE Houston Consultants' Network, referred to herein as the "Network." The Network is an affinity group operating under the Houston Section of the Institute of Electrical and Electronics Engineers, Inc.

ARTICLE II - OBJECTIVES

The objectives of the Network shall be:

- To foster and promote the interests of its members with respect to the business of providing professional and technical consulting services.
- To maintain, publish and distribute a directory of the members and the consulting services offered by each.
- To arrange for and provide technical and management talks, tutorials, and special seminars and workshops on subjects of interest to members' professional development.
- To provide a networking forum for personal interaction through meetings, social functions and other events.
- To publicize the contribution to society by its members.
- To collect and distribute charitable funds on a voluntary basis, consistent with the objectives contained within these bylaws.

ARTICLE III - MEMBERS

SECTION 1 - GENERAL QUALIFICATIONS.

Membership in the Network is available to individuals who are interested in promoting the objectives of the Network. Memberships shall be in the names of individuals, not in the names of or as the representatives of companies or other organizations; however, the names of companies and other organizations and contacts within the same may be maintained on mailing lists and in databases as non-members, as deemed appropriate. Members need not be members of the IEEE, but are strongly encouraged to join the IEEE to receive the additional benefits available through that membership.

SECTION 2 - MEMBERSHIP STATUS.

Member: Any person whose service fees have been paid in full, has attended at least one meeting in the last 12 months and has not had membership privileges revoked or curtailed for cause shall be considered an active member in good standing.

Friend: Anyone who has not paid the membership service fees may be listed on the mailing list and receive meeting notices and other general correspondence as a Network friend, but shall not have membership privileges.

The executive board reserves the right to drop an individual from the mailing list due to inability to contact and/or lack of participation for an extended time.

SECTION 3 - APPLICATION FOR MEMBERSHIP.

Any person desiring membership at the full member level shall make written application to the secretary, accompanied by the fees that may apply. The executive board shall approve each application. Should any dispute arise between the executive board and the applicant concerning the membership or fees payable, the executive board of the consultants network, hereafter referred to as the executive board, may at its discretion, return the application along with the fees paid to the applicant, provided it has not discriminated based on race, color, religion, sex, or national origin.

SECTION 4 - MEMBER PRIVILEGES.

Any person over 21 years of age who is interested in the objectives of the network is eligible to become a member of the Network upon application and shall have the following benefits:

- The right to vote at any business meeting.
- The right to receive job leads and other similar notices distributed from time to time.
- The right to be listed in the directory as a consultant. (Listing as an engineer is limited to members holding a valid PE License and the listing will include the state/s in which they are licensed.)
- The right to receive the results of local surveys including those on consulting fees.
- The right to participate in any public events of the Network.

SECTION 5 - MEMBERSHIP SERVICES AND INITIATION FEES.

Membership service and fees shall be established by the executive board at a level sufficient to cover the costs of operating the Network, and are subject to approval by the membership after notice at any business meeting.¹ The executive board shall also establish the membership period and the schedule for payment of fees and any

¹ The charter fee is set at \$25.00 and it shall apply until changed in accord with these bylaws.

grace periods to be allowed.

SECTION 6 - CODE OF CONDUCT.

All members agree to be bound by the Code of Ethics published by the IEEE and incorporated herein:

IEEE Code of Ethics²

We, the members of the IEEE, in recognition of the importance of our technologies in affecting the quality of life throughout the world, and in accepting a personal obligation to our profession, its members and the communities we serve, do hereby commit ourselves to the highest ethical and professional conduct and agree:

- 1. to accept responsibility in making decisions consistent with the safety, health and welfare of the public, and to disclose promptly factors that might endanger the public or the environment;*
- 2. to avoid real or perceived conflicts of interest whenever possible, and to disclose them to affected parties when they do exist;*
- 3. to be honest and realistic in stating claims or estimates based on available data;*
- 4. to reject bribery in all its forms;*
- 5. to improve the understanding of technology, its appropriate application, and potential consequences;.*
- 6. to maintain and improve our technical competence and to undertake technological tasks for others only if qualified by training or experience, or after full disclosure of pertinent limitations;*
- 7. to seek, accept, and offer honest criticism of technical work, to acknowledge and correct errors, and to credit properly the contributions of others;*
- 8. to treat fairly all persons regardless of such factors as race, religion, gender, disability, age, or national origin;*
- 9. to avoid injuring others, their property, reputation, or employment by false or malicious action;*
- 10. to assist colleagues and co-workers in their professional development and to support them in following this code of ethics.*

Approved by the IEEE Board of Directors, February 2006

A copy of this code shall be made available to every member requesting same.

SECTION 7 - RESIGNATIONS.

² Any changes made by the IEEE Board are to be automatically incorporated into the bylaws and be electronically distributed to the membership. A membership vote shall not be required.

Any member may resign from the Network at any time. An executive board member or committee chair shall notify the secretary in writing of his or her intention to resign. All past fees and other obligations shall be due at the time of resignation. Within such period as the executive board may deem appropriate, upon written request filed by a resigned member, the executive board may at its discretion reinstate such resigned member upon payment of the then established member fees.

ARTICLE IV - EXECUTIVE BOARD AND OFFICERS

SECTION 1 - COMPOSITION.

The management of the Network shall be vested in an executive board elected by the members at large. The executive board shall consist of a minimum of three (3) elected members. As a minimum, three (3) members of the board must be IEEE members. The size of the executive board may be increased to any odd number more than three (3) or decreased to any odd number not less than three (3) by a two-thirds (2/3) vote of any business meeting. In the case of a reduction in board size, all directors duly elected by the membership at large, remain executive board members until their terms expire. In all cases, a majority of the executive board must be IEEE members.

SECTION 2 - TERMS OF OFFICE.

The terms of office of all elected directors shall be set by the executive board to be not more than three (3) years, chosen so that as nearly as possible an equal number of vacancies occur at each annual election. Terms of office expire at the beginning of the first regularly scheduled meeting following the election meeting.³

SECTION 3 - VACANCIES.

If any director should resign before the expiration of the term of office, the executive board shall appoint a new director to fill the unexpired term. The executive board shall also make appointments as necessary to fill any vacant officer posts, except if the chair should resign the vice-chair shall become chair and the executive board shall appoint a replacement vice-chair.

SECTION 4 - OFFICERS.

³ After initial adoption of these bylaws, the terms of the first group of elected directors shall be terminated by the executive board as required in order to meet these annual requirements. (This footnote may be removed without vote after compliance.)

The executive board shall elect its own officers solely from the directors within thirty (30) days after an election or when a vacancy requires it. The officers as a minimum shall be chair, vice-chair, secretary/treasurer⁴ who shall perform the duties prescribed by these bylaws. The chair, vice-chair and Treasurer must be IEEE members. The executive board may add other offices, however no member shall hold more than one office at a time.⁵

SECTION 5 - DUTIES OF EXECUTIVE BOARD.

The duties and powers of the executive board shall be:

1. To maintain and administer an accurate database of membership information and other data that is of use to the membership.
2. To electronically publish and web distribute a directory of members and consulting services offered.
3. To schedule and arrange for all membership meetings and special events.
4. To maintain communication with all members.
5. To enroll new members, providing each with a copy of these bylaws and other membership information.
6. To establish operating and initiation fees, subject to the approval of the membership, sufficient to cover the ordinary expenses of administering the Network.
7. To establish and collect reasonable costs for special events.
8. To disburse funds as required to operate the network.
9. To make standing rules for the Network.
10. To approve the minutes of all business meetings.
11. To carry out all other administrative functions of the Network.

ARTICLE V - NOMINATIONS AND ELECTIONS

SECTION 1 - NOMINATIONS.

The nominating committee shall make nominations for directors, with additional nominations received from the floor. Each person nominated shall be an active member in good standing. Nominations must assure that three (3) directors be IEEE members. By accepting the nomination, the candidates declare themselves able and willing to serve, if elected.

SECTION 2 - NOMINATING COMMITTEE.

⁴ If there are 5 or more directors secretary/treasurer shall be separated into two offices.

⁵ When the Network has three directors, secretary/treasurer is one office.

The nominating committee shall consist of three (3) members appointed by the chair approximately 60 days before an election. At least one (1) nominating committee member shall not be a member of the executive board. No member of the executive board whose term ends at this election may be a member of the nominating committee if he/she is to be a candidate. The nominating committee shall meet as needed in order to consider candidates for the executive board to incorporate into ballots two (2) weeks before the election. The nominating committee shall nominate as many candidates as it shall deem appropriate, which may be more but not less than the number of vacancies. Being a member of the nominating committee shall not exclude a member from being a candidate.

SECTION 3 - ELECTIONS.

Regular elections shall be held at the annual business meeting and, if deemed necessary by the executive board, at a special business meeting provided that twenty five (25) days notice of the special election is given to the membership in the meeting notice. All elections are by written or electronic ballot. The ballot must include instructions to insure that as a minimum, three (3) directors be IEEE members.

A majority vote of a quorum shall be required to elect each director and approve each business item where a two-thirds (2/3) majority of a quorum is not specified. If no candidate has a majority of votes for director, additional ballots must be taken until all directors are elected. All directors elected shall assume office at the beginning of the next regularly scheduled meeting and shall remain in office until their successors take office.

ARTICLE VI – MEETINGS

SECTION 1 - GENERAL MEETINGS.

General meetings of the Network shall be established by the executive board as needed, at which the normal functions and purposes of the Network shall be executed. No business that requires a vote shall be concluded at any general meeting unless that meeting is also called as a business meeting and due notice is given of the business to be considered, as required in these bylaws.

SECTION 2 - ANNUAL BUSINESS MEETING.

One meeting per calendar year must be called by the executive board as the annual business meeting of the Network. At this meeting, the executive board members

shall be elected and all business properly belonging to the membership shall be considered. The annual business meeting shall be called in either of the months of November or December, if practical, at the discretion of the executive board. At least 25 days notice of the date and place of the meeting and all business items requiring advance notice shall be given to all members by email at the members email address of record. Members desiring non-email notice shall supply the secretary self-addressed stamped envelopes.

SECTION 3 - QUORUM.

The smaller of Ten (10) members or fifteen percent (15 %) of the members entitled to vote shall constitute a quorum for voting at any business meeting. Absentee ballots are included in this quorum count. In the case where additional ballots are required to break a tie to elect a director, the members in attendance shall be deemed a quorum and then absentee ballots shall not be included in additional balloting.

SECTION 5 - MEETING CHAIR AND OFFICERS.

Each meeting shall be chaired by the chair of the executive board, or in the absence of the chair by the vice-chair. The secretary shall keep accurate minutes and attendance records of the meeting.

ARTICLE VII - COMMITTEES

The executive board shall appoint standing and special committees as needed to carry on the work of the Network. The chair shall be an ex-officio member of all committees except the nominating committee when the chair's term expires and the chair is going to be a candidate.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The rules contained in "Robert's Rules of Order Newly Revised (1997)" shall govern the Network in all cases to which they are applicable.

ARTICLE IX - AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of a quorum at the annual business meeting, or at any special business meeting, providing that written or electronic notice of the intent and scope of the proposed amendment is given to the membership at least 25 days in advance of the meeting.

ARTICLE X – DISSOLUTION

Upon dissolution of the Network, the executive board shall, after payment of all liabilities of the Network, transfer all remaining assets the Houston Section of the Institute of Electrical and Electronics Engineers, Inc.

ARTICLE X – ADOPTION

Adopted this 12 day of May in the year 2009, by a vote of 21 yes to 0 no votes. The yes votes exceeding 2/3 of those voting and total members voting meeting the quorum requirements.

We certify that this copy of the bylaws conforms to the original as adopted.

Tommy Cooper
Anthony J. Elam
Faraidoon Pundole
Dennis L. Rasco
Robert Sanders

Elected members of the IEEE Houston Consultants' Network Executive Board.