

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

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

ARTICLE I – Name and Territory

Section 1

This organization shall be known as the **CAPANA COUNCIL OF THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS** being referenced in short as **CAPANA COUNCIL**

Section 2

The territory of the CAPANA COUNCIL, as approved by RAB, includes the following countries Guatemala, El Salvador, Honduras, Nicaragua, Costa Rica and Panama

ARTICLE II – Purpose

Section 2

The purpose of The CAPANA COUNCIL is to further the aims and ideals of the Institute of Electrical and Electronics Engineers, to coordinate the activities of the constituent Sections and to promote international meetings and activities for the benefit of its members

ARTICLE III – Constituent Sections, Society Chapters and Affinity Groups

Section 1

The constituent sections of CAPANA COUNCIL are Guatemala, El Salvador, Honduras, Nicaragua, Costa Rica and Panama Sections

Section 2

When additional Sections are organized within the territory of CAPANA COUNCIL, they may petition the Council and Region Director to become a member Section of the Council. The request must also be approved by RAB.

Section 3

If agreed by Constituent Sections, IEEE Society Chapters and Affinity Groups may be formed and function within the Council once they fulfill all requirements of IEEE Bylaws and Procedures

ARTICLE IV – Council Committee

Section 1

The Council Committee also known as Council Executive Committee shall consist of the Elected Officers of the council, the Chairs of the Standing Committees that may exist, one representative of each Section in the Council appointed by each Section's Executive Committee and the Council Pass Chair

Section 2

- a. The Council Committee shall hold at least one meeting each year, within the Council geographic boundaries.
- b. A quorum for a Council Committee meeting shall consist of a majority of the members of the Committee and shall include representatives from at least half of the Sections of the Council. A quorum shall be necessary for the Council Executive Committee to conduct valid official meeting of the Council Committee.
- c. The Council Chair or, in the event of his/her unavailability, the Council Vice Chair, shall be responsible for calling the necessary number of Council Committee meetings.

Section 4

All Council Committee members must hold IEEE Member or higher grade. Students and Associate members may not hold office nor chair a committee, although Student delegates with Student grade may attend to the Committee meetings.

Section 5

The voting members of the Council Committee are the Elected Officers of the council, the Chairs of the Standing Committees that may exist and one representative of each Section in the Council appointed by each Section's Executive Committee

ARTICLE V – Officers

Section 1

The officers of the Council Committee will be The Council Chair, Council Vice Chair (President Elect), Secretary-Treasurer, the Council Pass Chair and the appointed Chairs of the Standing Committees

Section 2

The elected officers of the CAPANA Council shall be Council Chair, Council Vice Chair (President Elect) and Secretary-Treasurer. The Council Officers shall be elected as provided in this Council Bylaws

Section 3

The terms of office of the elected officers shall be for 2 years. No officer may serve more than two consecutive years in the same office. An officer may be re-elected to a position previously held, provided at least one term has passed since he or she held that office.

Section 4

Members of the same section may not fill the position of Chair for consecutive terms.

Section 5

Terms of office will begin on January 1 of the year following the election and will end on December 31 two years later. Outgoing officers will continue until their successors are duly elected and take office. However, no officer may serve in the same position for more than two consecutive years.

Section 6

Any vacancy occurring during the year shall be filled by a majority vote of the Council Executive Committee.

Section 7

The duties of the elected officers will be available from Regional Activities Department (RAD) staff.

Section 8

The Council Chair shall be the Chair of the Council Committee and represents the Council in all IEEE activities.

Section 9

The future Chair and Vice Chair will be elected by the procedure described in ARTICLE IX - Election of Officers Process; Secretary-Treasurer will be elected by Council Committee by majority votes.

Section 10

The Council Vice Chair as President Elect will take the Chair position when the Council Chair finishes his term, and the recently elected Future Chair will take the Vice Chair position.

Section 11

The names of the newly elected/appointed officers of the Council shall be reported by the Council Secretary to IEEE Regional Activities Department within 20 days following election/appointment.

ARTICLE VI - Standing Committees

Section 1

The Standing Committees of the Council will be as follows: Student Activities, Membership Development and Awards & Recognition, and those that may be required in the future

Section 2

Council Chair with the approval of the Council Executive Committee will appoint the Chair of the Standing Committees.

Section 3

The term of the Chairs of the Standing Committees will be one year and it will expire on December 31. Chairs of the Standing Committees may be appointed for a second term following the term in which they have served.

Section 4

The duties of the Standing Committees will be available from Regional Activities Department (RAD).

ARTICLE VII - Management

Section 1

The management of the Council shall be by the Council Executive Committee

Section 2

Meetings of the Council Executive Committee ordinarily will be held annually and will be called by the Council Chair. Extraordinary meetings may be held by a request of any three members of the Council Executive Committee or by the Council Chair to address specific important issues that cannot wait until the next ordinary meeting.

Section 4

The fiscal year of the Council shall be 1 January – 31 December.

ARTICLE VIII - Nomination for Election of Officers

Section 1

A Nominating Committee consisting of one representative member of each section, not then officer of the Council, shall be appointed by the Council Chair with the approval of the Council Executive Committee..

Section 2

The nomination of the Nominating Committee must be announced to the Council voting membership at least 7 months prior to the election date.

Section 3

The duties of the Council Nominating Committee are the preparation of a slate of candidates recommended for the offices of Council Chair, and such other members of the Council elected at-large, in accordance with the Council Bylaws, to be submitted for approval by the Council Committee, those specifically mentioned in Council Bylaws and

those that the Council Committee assign to achieve the nomination for election of council officers

Section 4

Except as noted in IEEE Bylaws, the slate shall include not less than two nor more than three candidates recommended for each office.

Section 5

The Council Nominating Committee shall also be responsible for the annual solicitation within the Council of names of potential candidates to be considered by the Council Nominating Committee.

ARTICLE IX - Election of Officers Process

Section 1

At least six months prior to the date of election, the Council Nominating Committee Chair shall issue a "Call for Nominations" for all positions elected at-large to all voting members of the Council through an appropriate medium.

Section 2

Council Committee members and Section Chairs shall submit nominations within one month of the "Call for Nominations".

Section 3

The Council Nominating Committee shall verify the candidate's eligibility and willingness to serve. The Council Nominating Committee shall also gather position statements and biographies of the potential candidates, as appropriate.

Section 4

The Council Nominating Committee will select from all such submissions candidates for each position to be elected at large, and submit the slate of candidates to the Council Committee for ratification. In addition, provision shall be made in the communication for petition candidates for these offices.

Section 5

The entire slate of candidates for office shall be communicated to the voting members of the Council not less than four weeks prior to the election date.

Section 6

- a. The election process shall be by vote of Section Representatives.
- b. The Section representatives will be those representing the Sections in the Council Committee.
- c. The voting will be by secret ballot

Section 7

If required, the Chair of the Council shall submit the names of three members of the Council to serve as a Tellers Committee, to the Council Committee for approval. After the tally of votes, the Tellers Committee shall report the results of the election to the Council Chair.

Section 8

The President Elect will be that one from the nominated candidates that obtains at least half of issued votes plus one, if there is none a new voting will take place considering only the two candidates with the greater number of votes and in this case the President Elect will be that candidate that obtains majority of votes.

Section 9

The Council Chair shall inform each candidate for office of the results of the election

Section 10

The names of the newly elected/appointed officers of the Council shall be reported to IEEE Regional Activities Department within 20 days following election.

ARTICLE X - Finances

Section 1

There shall be no Council dues

Section 2

Activities of the Council must be pre-approved by the Council Committee in order for any related expense to be reimbursable.

Section 3

Council Treasurer or Chair must approve all expenditures of Council funds

Section 4

Without prior authorization of the IEEE Executive Committee, Council funds can be used only for normal operations of the Council. Those activities which fall outside of normal operations include donations, establishment of scholarship funds, and investment of funds outside of the IEEE Investment Program will require special approval from Council Committee and IEEE Financial Service Staff

Section 5

The Treasurer and Chair shall be authorized to draw funds as approved by the Council Executive Committee.

Section 6

If permitted by government and banking regulations, all unit bank accounts will provide for the signature authority of the IEEE Staff Director, Financial Services.

Section 7

Financial support for Council activities shall be obtained from the sections comprising the Council or from income producing activities sponsored by the Council or as otherwise provided by the Region.

Section 8

A summarized financial report Of the Council shall be annually published to inform the constituent members of the Council.

ARTICLE XI – Council Requirements for Activity

Section 1

CAPANA COUNCIL is required to submit to IEEE Financial Services staff a report of the previous year's financial activity by the third week of February each year. Failure to comply with this requirement shall be reported to the Chairs of the participating Sections and the Regional Director.

Section 2

If the CAPANA COUNCIL is sponsoring Society Chapters or Affinity Groups, it must also submit the meeting and officer reports of those units on an annual basis, in order to qualify for the rebate allowed for Chapters or Affinity Groups.

Section 3

The CAPANA COUNCIL exists at the pleasure of the Sections comprising it. A Section or Sections may petition the Regional Director to intervene in Council operations in the event of an insoluble dispute. The Regional Director, at his or her discretion, may ask RAB for assistance in resolving the dispute.

ARTICLE XII – 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 XIII – Dissolution

Section 1

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

Section 2

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

ARTICLE XIV - Amendments

Section 1

Proposals for amendments to these Bylaws may originate in the Council Executive Committee or by a petition signed by 4 or more voting member Sections.

Section 2

Amendments to or revocation of these Bylaws shall be in accordance with the IEEE Bylaws, RAB Bylaws and RAB Operations Manual. Council Bylaws shall be ratified by all of the member Sections. Such amendments must be reviewed by IEEE Staff, and approved by the Region Director and Regional Activities Board.

Section 3

Any amendment of these bylaws must receive the unanimous approval of the member Sections. The vote within the individual member Section Executive Committees need not be unanimous.

SUMMARY OF DUTIES AND RESPONSIBILITIES

COUNCIL CHAIR / VICE CHAIR (PRESIDENT ELECT)*

- A. In possession of and familiar with the IEEE Constitution, Bylaws, RAB Operations Manual, The Council and the Sections Bylaws.
- B. Presides at meetings of the Council and the Council Executive Committee.
- C. Operates the Council to maximize satisfaction of Council member needs with the resources available.
- D. Establishes and supports Sections in his/her Council for all Sections who reside in the Council territory.
- E. Develops and presents plans for meeting members' needs to the Council Executive Committee for review.
- G. Identifies appropriate volunteers and presents their appointments to the Executive Committee for review.
- H. Insures that all Council Officers and Committee Chairs are properly trained for their jobs.
- I. Signs L-50 financial report and confirm all reporting accurate and submitted in a timely manner.
- J. Insures satisfactory performance from the other Council Officers and the Council Committee Chairs.
- K. Appoints a Nominating Committee
- L. Prepares an annual report of Council Activities for submission to the Region.
- M. Represents the Council at all IEEE gatherings.
- N. Transfers Council records to the new Council Chair at the end of the year.

- The council Vice Chair fulfills the duties of the Chair in his or her absence,.
- The council Vice Chair assists and supports the Chair as required/assigned.
- The Council Vice Chair will take the Chair position when the current Council Chair finalice his or her term and thethe recently President Elect will take The Vice Chair position when the current Vice Chair becomes the Council Chair

COUNCIL SECRETARY-TREASURER

- A. Accurately records minutes of all Council meetings.
- B. Distributes agenda and meeting notices for all Council meetings.
- C. Reports all Council and subunit meetings to the IEEE Regional Activities Department using the proper forms.
- D. Maintains all Council records.
- E. Notifies the IEEE Regional Activities Department of all changes in Council and subunit Officers.

- F. Maintains an adequate supply of all forms, stationary, and other materials required by the Council.
- G. Submits Council Bylaws to the IEEE Regional Activities Department and reports any revisions to be made to them.
- H. Accurately maintains financial records for Council.
- I. Maintains bank accounts of Council funds.
- J. Processes bank account signature authority documentation for IEEE Staff Director, Financial Services' signature where local laws and regulations permit.
- K. Prepares the annual budget for submission to the Council Executive Committee.
- L. If a Finance Committee is in place, serves as Chair of that committee.
- M. Makes disbursements in accordance with the approved budget.
- N. Refers expenses outside the budget to the Council Chair for action.
- O. Insures that all Council expenditures and disbursements are made in accordance with IEEE policy.
- P. Is familiar with the relevant governance documents affecting financial operations, including but not limited to the RAB Operations Manual and the IEEE Policy & Procedures Manual.
- Q. Prepares financial reports for the Council Chair, Council Executive Committee and Regional Director.
- R. Transfers Council financial records at the beginning and end of each year.
- S. Submits annual report of financial activity to the IEEE Operations Center and provides follow-up where necessary to confirm that the report has been approved.

STUDENT ACTIVITIES COORDINATOR

- A. Become familiar with IEEE Student Activities-related programs through contact with the Regional Student Activities Chair (RSAC), Regional Student Representative (RSR), the Student Concourse web site at www.ieee.org/students and IEEE Student Services Staff.
- B. With the approval of the Section Executive Committee, plan and execute training programs to address the needs and concerns of Student members and promote active involvement with IEEE after graduation.
- C. Serve as liaison to Student Branch Counselors and Student Branch Chairs in the Section to maintain communication with the Section.
- D. Provide a regular report to the Section Executive Committee about the status of Student Activities programs in the Section and in the geographic area. Remind the Section that Sections receive a rebate for Student members.
- E. Pass on to successor all relevant records of office at the end of term.

MEMBERSHIP DEVELOPMENT COORDINATOR

- F. Receives monthly mailings of Section membership statistics from IEEE Operations Center.
- G. Maintains a current record of Section membership.
- H. Analyzes Section membership information and identifying membership problems and opportunities.
- I. Submits requests as needed for membership development materials, including posters and applications, to IEEE Operations Center staff.
- J. Communicates regularly with Regional Membership Development officer.
- K. Coordinates membership exhibits for local conferences, including but not limited to use of IEEE Cooperative Display program, soliciting materials for exhibits, identifying volunteers to staff booth.
- L. Maybe asked to manage Section membership database (SAMIEEE).
- M. Serves as resource to members seeking information on Senior member elevations.
- N. Communicates regularly with GOLD and Student representatives as well as Chapter Chairs about membership recruitment and development opportunities within those groupings.
- O. Identifies opportunities for recruitment and elevation within the Section.
- P. Provides regular membership status report with recommendations to Section Executive Committee.
- Q. Passes on to successor all relevant records of office at the end of term.

AWARDS & RECOGNITION COORDINATOR

- R. Is knowledgeable of IEEE governance documents as they relate to Awards & Recognition, including IEEE Bylaws, Policy & Procedures, and RAB Operations Manual.
- S. Maintains historical records of Section awards distributed. Passes records on to new chair at the end of the year.
- T. Submits any new Section award to RAB Awards & Recognition Committee for approval.
- U. Is knowledgeable of IEEE recognition products, including pins, plaques, certificates, etc., and process for ordering.
- V. Drafts letter for recognition of newly elevated Senior members and Fellows for signature of Section Chair, and distribution by Section Secretary.
- W. Presides at meetings of A&R Committee. Forwards recommendations to Section Executive Committee for approval.
- X. Provides regular report, including recommendations, to Section Executive Committee for information and, where appropriate, action.

Y. Passes on to successor all relevant records of office at the end of term.