

L. Council Dissolution

1. After one full year on probation a Council, which has not submitted the required financial reporting, will be subject to dissolution by the MGA Board at the recommendation of the Regional Director.
2. The MGA Board may dissolve any Council for any reason deemed sufficient by the MGA Board, and any remaining funds and assets in the custody of that Council shall revert to the IEEE.
3. The Region Director may request of the MGA Board that the dissolved Council's funds be divided equally among Sections which had been members of the Council.

**9.4. Sections**

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A. Definition

A Section is the basic operating organizational unit of IEEE constituted by a minimum of 50 IEEE voting members and established with the approval of the MGA Board by petition of those who live/work in relatively close proximity to be served by activities that meet their needs and further the missions of IEEE.

1. The Section shall have for its purpose the advancement of the theory and practice of IEEE designated fields and the maintenance of high professional standards among its members, with special attention to such aims within the territory of the Section, all in consonance with the IEEE Constitution, IEEE Bylaws, IEEE Policy Manual MGA Operations Manual and Region Bylaws.
2. All Sections shall be exclusively those of the IEEE. Management of an IEEE Section shall be exclusively by IEEE members and not jointly with members of any other organization, society, or group. However, IEEE Sections may cooperate with other organizations in holding joint meetings and may invite members of such organizations and the public to their meetings.
3. With the approval of the Regional Director(s), two or more Sections may join in mutual support of the following activities: joint publications; joint meetings, conferences or symposia; joint Society Chapter or Affinity Group meetings; student activities; and such related activities as may be approved from time to time by the MGA Board. If in pursuing such joint activities it appears desirable to establish a formal aggregation of contiguous Sections, to be called a Council, and to be governed by Bylaws, this may be done under provisions herein.

B. Section Territory

The territory of the Section is approved by the MGA Board, and may be enlarged, reduced or otherwise altered by the MGA Board at any time, in accordance with the IEEE Bylaws.

1. The territory of a Section shall be entirely within the territory of one region.
2. An IEEE member of a Section shall be determined by the preferred mailing address, except where such member requests membership in a contiguous Section.

C. Section Formation

1. A petition for the formation of a Section shall be signed by not fewer than fifty (50) IEEE voting members, having a mailing address within the territorial boundaries proposed in the petition. Each individual who signs the petition shall be an IEEE member, in good standing, of Graduate Student Member, Member, Senior Member or Fellow grade. In lieu of their signatures on the petition, IEEE will accept an email message from an IEEE member stating his/her agreement to the formation. These emails must include the name of the member, IEEE membership number and a brief statement of support of the petition. These messages are to be sent to the petition organizer who is requested to cut and paste these emails, preserving the email header information, into one document.
2. The petition shall include the following:
  - a. Proposed name and territorial boundaries of the Section.

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- b. The name, member number, membership grade and contact information of the organizer of the Section. The organizer shall be of an IEEE Graduate Student Member or of higher-grade status and must be an IEEE member in good standing.
  - c. A business plan that includes mission and goals, planned meetings and activities for initial six months. Following receipt of this information, MGA staff shall distribute to Region Director (or their designee) for review and feedback to be provided to organizer.
  - d. Endorsement from the Region Director (or their designee).
3. The petition shall be presented to the Managing Director, Member and Geographic Activities for verification prior to submission to the MGA Board. MGA Staff will confirm the validity of the petition, and concurrence of the surrounding Sections.
  4. Regional Director presents recommendation for approval of Section formation to the MGA Board.

### D. Section Management

1. The Section affairs shall be managed by an Executive Committee consisting of the elected officers. The number of voting members elected must be at least one greater than those appointed. Chapter and Affinity Group Chairs, as elected by their membership, are considered "elected" official, as is the Past Section Chair.
2. All Chapters and Affinity Groups in the Section shall have voting representation either individually or collectively on the Section Executive Committee, and the Subsection Chairs shall be ex-officio members with voting power.
3. Sections may have Student representation on the Executive Committee through appointment of one Student member and/or the Chair of the Section Student Activities Committee. It is recommended that every Section have a Section Student Representative (SSR), who is a voting member of the Section Committee, in Sections where there is at least one Student Branch.
4. A quorum is required for administrative meetings. A majority of the voting members the committee shall constitute a quorum. These meetings shall be conducted in accordance with Robert's Rules of Order (latest version) as the standard parliamentary authority.
5. Reasonable efforts should be made to notify all members of Section meetings and activities. Methods of communication could be, but are not limited to, email distributions (in keeping with IEEE email policies), postings on Section Web sites, social media venues, or hard copy distributions.

### E. Section Governing and Operating Documents

1. Section Bylaws: All Sections are required to operate in accordance with IEEE Constitution, Bylaws, Policies, and the MGA Operations Manual. The use of Section Bylaws shall be allowed when required to meet the requirements of local laws. All such required Section Bylaws shall be submitted for review to the Region Director, who will then forward to MGA staff for review and to obtain IEEE Legal Compliance Department legal approval before submission to the MGA Board for approval.
2. Local Operating Procedures: Sections may maintain local operating procedures documents, which may be used to record the administration and operational processes of the Section. These documents shall not contain any exceptions to the MGA Operations Manual.
3. Addendums: Sections requiring exceptions to the MGA Operations Manual shall submit an addendum request to the Region Director for review. If the request meets with the approval of the Region Director, it shall then be presented to MGA staff for review before submitting to the MGA Board for approval.

F. Section Officers

At a minimum the officers of the Section shall include a Chair, a Vice Chair, a Secretary, and a Treasurer. The Section may combine the offices of Secretary and Treasurer. A Section may define in its local operating procedures document if the Vice Chair shall automatically become the Chair at the conclusion of their term.

1. With the exception of the Student Branch Representative, each member of the Section Committee shall be an IEEE member, in good standing, of Graduate Student Member, Member, Senior Member or Fellow grade.
2. Pending election of the first officers of the Section, the Regional Director shall appoint a Chair pro tem of the Section Committee, and the Chair pro tem may appoint a Secretary and Treasurer pro tem.
3. The Section Chair shall serve as Chair for all meetings of the Section, the Section Committee and the Section ExCom where such ExCom exists.
4. The Section Vice Chair shall assist the Chair in the coordination of all Section activities. At the request of the Section Chair or in the absence of the Section Chair, the Section Vice Chair shall chair meetings of the Section, Section Committee or Section ExCom.
5. The duties of the Section Secretary shall include correspondence, the keeping of the minutes of the Committee meetings, mailing notices, and submission of meeting and officer reports to the Member and Geographic Activities Department at the end of each year and such other duties as are assigned to him/her by the Chair.
6. The duties of the Section Treasurer shall include the development of a Section budget for approval by the Section, accounting of all Section funds, keeping financial records, and submitting the Financial Operations Report of the Section to the IEEE Staff Director, Financial Services.
7.
  - a. All officers shall be elected by Section members of Graduate Student Member, Member, Senior Member and Fellow Grade. Elections for all officers shall take place every one or two years, in accordance with the term of office as defined by the Section.
  - b. The term of office for all officers shall be one or two years. A Section must define the officer term as one or two years and record it in its local operating procedures document; if the officer term is not recorded in the local operating procedures document, it shall be two year. An individual may continue in the position until a successor has been duly elected and takes office.
  - c. The term of office shall normally be from 1 January through 31 December.
  - d. The consecutive period of service in any one office shall normally not exceed four years. All officers shall not serve in any one position, in any single organizational unit, more than six years in total. Exceptions to this rule require approval by the Region Director who will annually report such exceptions to the MGA Board.
8. Any vacancy occurring during the year shall be filled by a majority vote of the Section Committee or Section Executive Committee (if applicable).
9. Removal from office. In order to proceed with the following options - a two-thirds vote of the Section Executive Committee is required or 15% of the Section voting members must submit a petition to the Region Director. An individual can only be removed from office in the same manner in which they were elected.
  - a. If the individual was elected at an annual General Meeting, they may be removed from office, with or without cause, by the affirmative vote of two-thirds of the members at duly constituted meeting. Prior to taking this action, the meeting must be announced to the general membership via their normal practice.
  - b. If the individual was elected via the general membership (paper or electronic) election, this individual may be removed from office, with or without cause, by the affirmative vote of two-thirds of the total votes cast of the recall election.

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10. Suspension. The authority to act as an officer of a Section may be suspended by the appropriate Region Director with the concurrence of the Region Director-elect and immediate past Director for cause, as follows:
  - a. Conduct that is determined to be a material violation of the IEEE Code of Ethics, or a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of the IEEE that is seriously prejudicial to the IEEE, or other conduct that is seriously prejudicial to the IEEE.
  - b. Has not complied in accordance to the policies as defined in this manual.
  - c. The Section has not met the minimum reporting requirements for at least one year
  - d. If an individual is suspended, the Region Director may appoint an individual to serve in the interim position until an election may be held within the Section.
  - e. Any action taken by the Region Director must be reported to Vice President-MGA and MGA Board Secretary.

### G. Section Nominating Committee

1. Each Section shall appoint a Nominating Committee of three or more Section members not then officers of the Section. A member of the Section Nominating Committee who does not resign from the committee prior to the meeting at which nominees are selected is not eligible to be nominated for any office to be filled by the Section Executive Committee.
2. The duties of the Section Nominating Committee shall include the preparation of a slate of candidates recommended for the offices of Section Chair, Vice Chair, Secretary, Treasurer (or Secretary/Treasurer), and such other members of the Section elected at-large, to be submitted for approval by the Section Executive Committee.
3. Except as noted in IEEE Bylaws, the slate shall include not less than two nor more than three candidates recommended for each office.
4. The Section Nominating Committee shall also be responsible for the annual solicitation within the Section of names of potential candidates to be considered for positions on Section Executive committees.
5. The Section Nominating Committee shall respond on behalf of the Section to calls for elected positions for Councils, and Regions as appropriate. Nominations for such positions shall be submitted to the Section Executive Committee or ExCom, as appropriate, for ratification.

### H. Section Election Process

1. Six months prior to the date of election, the Section Nominating Committee Chair shall issue a "Call for Nominations" for all positions elected at-large to all voting members of the Section through an appropriate medium.
2. Section members shall submit nominations within one month of the "Call for Nominations".
3. The Section Nominating Committee shall verify the candidates' eligibility and willingness to serve. A candidate must be a member of the Section to hold office in that Section. The Section Nominating Committee shall also gather position statements and biographies of the potential candidates, as appropriate.
4. The Section Nominating Committee will select from all such submissions at least two but not more than three candidates for each position elected at large, and submit the slate of candidates to the Section Committee for ratification.
5. The slate of candidates for elected office shall be communicated to the voting members of the Section not less than six weeks prior to the election date. In addition, provision shall be made in the communication for petition candidates for these offices.
6. In addition to the candidates nominated by the Section Nominating Committee, individual voting members eligible to vote in such election may nominate candidates by petition.

In accordance with IEEE Bylaw I-307.17, "the number of signatures required on a petition shall

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be determined as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters.

For all positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.”

The petition shall be completed at least 28 days before the date of the election.

7. The entire slate of candidates for office shall be communicated to the voting members of the Section not less than two weeks prior to the election date.
8. The election process shall be by secret ballot.
9. The Section Chair shall submit the names of up to three members of the Section to serve as a Tellers Committee, to the Section for approval. After the tally of votes, the Tellers Committee shall report the results of the election to the Section Chair. The Section Chair shall inform each candidate for office of the results of the election prior to announcing the results to the Section membership.

### I. Section Funds

The MGA Board shall be responsible for distributing rebate funds to the Sections in accordance with a stated set of objectives and a plan of distribution prepared by the Geographic Unit Operations Support Committee and submitted for approval to the MGA Board.

1. There shall be no Section assessments for Sections in Regions 1 - 7. Upon approval by IEEE Board of Directors, emergency or extraordinary expenses may be provided by voluntary contribution from the membership of the Section.
2. For Sections in Regions 8 - 10, an assessment may be established. A Section or group of Sections within a single country can apply to IEEE Board of Directors through the Regional Director for an assessment to fund an office and/or staff to improve interaction with the national society in that country. A business plan for the proposed expenditures and the results of a ballot sent to all members showing clear support for this action shall be included on the application.
3. Funds within the Section, from whatever source derived, are the property of the IEEE, and shall not be used for purposes other than the normal operations of the Section as defined in the IEEE Bylaws or published interpretation of policy, without prior authorization of the MGA Board and/or the IEEE Board of Directors, unless otherwise provided.
4. Funds derived from member dues (rebate funds) shall not be used for scholarships, fellowships and other education awards. The awards activities shall be supported by funds from activities all or in part specifically directed to such usage. Contributions may be accepted for such use and donations should be encouraged the use of tax-exempt mechanisms, where available.
5. Sections shall have the right to obligate their funds for all purposes necessary to promote their objectives, except that no Section or any officer or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE for those activities specifically prohibited in the governing documents of the IEEE or published interpretation of policy.
6. The Section may serve nonmembers or groups wishing to receive meeting announcements and other Section publications.
7. Sections may accept local voluntary financial contributions.
8. Chapter and Affinity Group funds provided to the Section through the annual rebate are intended for the support of those subunits. Chapters and Affinity Groups shall be funded at a minimum at the level of the annual Rebate.
9. Sections shall establish bank accounts for all IEEE funds.
  - a. Sections are encouraged to utilize the IEEE Concentration Banking Program as a depository for all IEEE funds, if possible.

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- b. Accounts established in the name of IEEE shall be reserved for the purpose for which they are established, without co-mingling of funds.
  - c. All Geographic Unit accounts shall have signature cards with at least two volunteer signatures, one volunteer as the primary signatory and one additional volunteer as an alternate. In addition, all IEEE Geographic Units accounts must have the IEEE Staff Director, Financial Services as a signatory thereon (Policy 11.3.A.3). Exemptions must be requested as part of the Geographic Unit Annual Financial Report, and approved by the Region Director.
10. Custody Accounts (Regions 8 – 10): The purpose of the Custody Account shall be to facilitate the payment of IEEE products and services in US funds through a direct deposit of the Section rebate, while supporting Section activities through the collection of funds in local currency. Services supported by the custody account include, but are not limited to, payment for initial membership application, membership renewal and the purchase of IEEE products.
  11. Reserves: Sections may establish a reserve fund at least equal to one half of the total budgeted yearly expenditures.
  12. All unit funds management must adhere to a fiscal year 1 January - 31 December except where government or banking regulations prohibit such a requirement such exceptions must be reported to the MGA Board through the Region Director.
  13. Sections shall submit a Financial Operations Report to the IEEE Staff Director, Financial Services. Upon request, staff shall provide the Regional Director with a summary of each Section's financial report.

### J. Section Expenses

1. Ordinary expenses of the Section shall be defrayed by the funds supplied by the IEEE either directly or by allocation from the Region.
2. Emergency or extraordinary expenses may be provided by voluntary contribution from the membership of the Section.

### K. Section Publications

Any Section that publishes a periodical shall inform the MGA Board of the establishment thereof and shall provide the Regional Director and IEEE Member and Geographic Activities Department with copies thereof, as published. (See Section 11 of this Manual and/or Section 6 of the IEEE Policies Manual)

### L. Section Reporting Requirements

1. A Section shall be required to maintain a membership of not fewer than twenty-five (25) IEEE members of Graduate Student Member, Member, Senior Member, or Fellow grade.
2. A Section shall be required to hold not less than five (5) meetings per year. Chapter and/or Affinity Group meetings may be counted in fulfilling Section meeting requirements.
3. The Section Secretary or Secretary/Treasurer shall submit an annual report of meeting activities and the roster of officers to the Member and Geographic Activities Department staff.
4. The Section Treasurer or Secretary/Treasurer shall submit the Geographic Unit Annual Financial Report to IEEE Member and Geographic Activities Department Staff. The incoming and outgoing Section Chair/Treasurer must sign this report. The incoming Section Chair and Treasurer shall also submit an IEEE Disclosure Statement.
5. Sections are required to submit their annual reports by 31 March to be eligible for the dues rebates. A 10% bonus will be paid for complete reports received by the third Friday in February. Exceptions for payment of the dues rebate to those units submitting the required reports after 31 March shall be at the discretion of the Region Director, and a 10% penalty shall be applied to all such exceptions.

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### M. Section Probation

1. Failure of a Section to meet the minimum required activities as described in 9.4.L for a period of one year shall result in the Section automatically being placed on probation, effective 1 January of the following year.
2. Probation means that in addition to a report to the MGA Board, the Section will not be eligible for Rebates until the Section comes into compliance with the minimum requirements. In addition, the MGA Board may take such action as deemed appropriate in the circumstances.
3. Funds in the possession of a Section that was under probation for more than one (1) year will be transferred by the MGA Board into a custody account until either;
  - a. Section comes into compliance with minimum requirements and repossesses the funds; or
  - b. Region Director has requested that the funds be dispensed to the Section for Rejuvenation; or
  - c. Section is dissolved (in accordance with 9.4.N)
4. The IEEE Managing Director, Member and Geographic Activities or the Vice President, Member and Geographic Activities shall inform the Section Chair and the Regional Director of the probation.

### N. Section Dissolution

1. The MGA Board may dissolve any Section for any reason deemed sufficient by the MGA Board and take the necessary action to transfer any remaining funds and assets in the possession of that Section under the custody of IEEE Member and Geographic Activities. If appropriate, the funds of the dissolved Section shall be divided proportionally among the Sections to which the membership is reassigned.
2. If the probation of a Section continues for a second year, and in the absence of plans to reactivate the Section acceptable to the Regional Director and the MGA Board, the Regional Directors with the concurrence of the MGA Board shall dissolve the Section, with Members in that Section territory reassigned to another Section approved by the Regional Director and the MGA Board. The Managing Director, Member and Geographic Activities shall so inform the members previously constituting the Section.
3. The MGA Board may waive the provisions herein regarding dissolution of a Section in case war or any other force majeure affects such Section, for the period of the duration thereof and for at least six months thereafter. Responsibility for waiving requirements for the activity level of Sections with respect to probation shall be assigned to the respective Regional Directors.

## 9.5 Subsections

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### A. Definition

A Subsection shall be a part of a Section or Region, constituted by a minimum of twenty (20) IEEE voting members, and established with the approval of the MGA Board by petition of those who live/work in relatively close proximity to be served by the activities that further the mission of IEEE.

### B. Subsection Petition for Establishment

A subsection may be established subject to the same limitation and control pursuant to the following conditions:

1. A petition for the formation of a subsection shall be signed by not fewer than twenty (20) IEEE members, in good standing, of Graduate Student Member, Member, Senior Member, or Fellow grade, having mailing addresses within the territorial boundaries proposed in the petition. In lieu of their signatures on the petition, IEEE will accept an email message from an IEEE member stating his/her agreement to the formation. These emails must include the name of the member, IEEE membership number and a brief statement of support of the petition. These messages are to be sent to the petition organizer who is requested to cut and paste these emails, preserving the email header information, into one document.