

BYLAWS: IEEE WNC Local Consultants Network

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ARTICAL I. NAME AND AFFILIATION**A. Name**

This organization shall be known as the IEEE Western North Carolina Local Consultants Network, IEEE WNC LCN. (hereinafter referred to as the "LCN").

B. Affiliation

The LCN is an unincorporated association, located in the western portion of North Carolina. It is sponsored by the Western North Carolina Section of IEEE and operates on a nonprofit basis as limited by the policies of the Institute of Electrical and Electronics Engineers, Inc. (IEEE). Objectives and activities are as stated in Article II.

ARTICLE II. OBJECTIVES AND ACTIVITIES**A. OBJECTIVES**

1. The purpose and goal of the LCN is to provide technical support to the development of high technology businesses in Western North Carolina, as well as further the professional and technical well-being of the membership and to promote high standards of professional practice.
2. The LCN shall encourage and promote the use of independent technical and engineering consultants by industry and business.
3. The LCN shall encourage and provide the framework by which members can communicate with one another to exchange mutually beneficial technical, business and other related information.
4. The LCN shall encourage participation in continuing educational activities by its members.

B. ACTIVITIES

To achieve the objectives listed in Article IIA, the LCN shall engage in the activities listed below and others as may be deemed appropriate:

1. The LCN shall set appropriate standards for admission to membership.
2. The LCN shall engage in publicity and advertising to enhance the public perception of engineering and the promotion of the practice of consulting.
3. The LCN shall hold meetings with programs having significant technical or business interest to its members or businesses potentially using consulting services.
4. The LCN shall promote adherence to a code of professional ethics. All members must pledge to uphold and follow the IEEE Code of Ethics.

5. The LCN shall engage in joint, mutually advantageous projects with other professional, technical, business and community organizations.

ARTICLE III. MEMBERSHIP, GRADES, QUALIFICATIONS AND FEES

A. MEMBERSHIP

Memberships shall be in the names of individuals and not in the names of, or as the representatives of, other groups, companies or other organizations. This does not preclude members of groups, companies or organizations from being members of the LCN.

B. MEMBER GRADES

There shall be three (3) grades of membership. All applicants must be approved by the Executive Board for acceptance to any grade. Members of each grade shall possess the credentials listed below. The Executive Board may grant membership to appropriate individuals for honorary or exceptional reasons.

1. IEEE LCN Member - Membership at this level requires membership in the IEEE at the Member, Senior Member, or Fellow Member grades with requirements as established by IEEE. IEEE LCN Members shall have full voting privileges, are eligible to be elected to office and to the LCN Executive Board and shall be eligible to be listed on the LCN Consultants Directory. Only IEEE LCN Members shall be eligible to serve as the LCN Representative to the IEEE Western North Carolina Section.

2. LCN Member - Membership at this level shall have full voting privileges and are eligible to be elected to Office and to the LCN Executive Board and shall be eligible to be listed on the LCN Consultants Directory.

Membership at this level requires one of the following:

A. A minimum of a Bachelor's Degree in engineering or other technical or scientific area of specialization.

B. Non degreed individuals shall have a minimum of six years applicable professional experience and must be reviewed and approved by the Executive Board.

C. Holders of a current Professional Engineering (P.E.) license.

3. LCN Associate Member - Individuals not qualifying for either of the member grades above may join as an Associate Members. Organizations or companies which perform technical functions that are deemed beneficial to the LCN may qualify as Associate Members. Associate Members must use the term "Associate Member" when referring to their membership status in the LCN. This group shall be eligible to participate in all LCN activities except:

A. Not eligible to vote on amendments to this document.

B. Not eligible to be elected to office or to the Executive Board.

C. Not eligible to be listed in the Consultants Directory as a consultant.

D. May be eligible to be listed in the LCN directory of Associate members and or technical services provided.

D. APPLICATION FOR MEMBERSHIP (For All Grades)

Applicants for membership shall make written application to the Executive Board, accompanied by any fees that may apply. Formal application shall be regarded as an expression of the applicant's support of the objectives and purposes of the LCN and shall constitute the applicant's agreement to abide by the LCN Bylaws, rules, regulations and code of ethics.

E. QUALIFICATION

The Executive Board shall examine each application and qualifying data therein to determine the applicants eligibility, appropriate membership grade and status of the applicant. The Executive Board may, at its discretion, deny the application and return the application along with the fees paid to the applicant. Should any significant dispute arise between the Executive Board and the applicant concerning qualification, membership grade or fees payable, the applicant may appeal to the IEEE WNC Section Executive Committee for review.

F. MEMBERSHIP INITIATION AND SERVICE FEES

1. Membership initiation and service fees for all membership categories shall be established by the Executive Board at a level sufficient to cover the estimated costs of operating the LCN. Changes are subject to approval by the eligible voting members at any business meeting, provided that at least 15 days notice of intent to establish the level of fees is given. The Executive Board shall also establish the membership period and the schedule for payment of fees.

2. As appropriate, the Executive Board may establish fees based upon membership grade and degree of benefit expected.

3. The Executive Board may also establish separate fees for participation in special projects such as publication of a Consulting Network Directory and/or special seminars, workshops, or conferences.

4. All LCN funds shall be held in the IEEE WNC Section treasury. The IEEE WNC Section treasurer shall make all disbursements.

5. Members fees must be paid in full and current to be eligible to:

- A, Vote on any LCN activities.
- B, Use the LCN name in any reference or advertising.
- C, Be listed in any LCN directories.

G. CODE OF CONDUCT

All members agree to be bound by the Code of Ethics published by the IEEE for all activities

associated with the LCN as well as any technical consulting activity. A copy of this code of ethics shall be made available on the WNC LCN website.

H. NON COMPLIANCE AND DISCIPLINARY ACTION

Any member who conducts themselves in any manner that is in not compliant with the objectives and purposes of the LCN or does not abide by the Bylaws, rules, regulations and code of ethics of the LCN, shall be subject to disciplinary action by the LCN Executive Board. The LCN Executive Board shall have the authority to take any action necessary to correct the conduct of the member and cure the situation. This may include revocation of membership. Fees will not be refunded. The member shall be informed of the violation in writing. The member must correct their conduct to be compliant immediately.

ARTICLE IV. OFFICERS, DIRECTORS AND EXECUTIVE BOARD, AND DUTIES

A. OFFICERS

The elected Officers shall be Chairperson, Vice Chairperson, Secretary, Treasurer and IEEE WNC Section Representative. The IEEE WNC Section Treasurer may serve as the LCN Treasurer. The IEEE WNC Section Representative may also serve in the capacity of any Officer or Director position. The LCN Officers shall be elected by the eligible LCN membership.

B. EXECUTIVE BOARD

The Executive Board shall consist of the LCN Officers and two Directors. One of the Directors shall be the immediate past LCN Chairperson. The other Director shall be appointed by the LCN Executive Board and approved by the WNC Executive Committee.

If the immediate past LCN Chairperson is not available to serve in Director's position, then this Director position shall appointed by the Executive Board and approved by the WNC Executive Committee.

If any Officer and or Director positions are vacant, LCN business activities shall continue to function. The remaining active Executive Board members shall be allowed to operate as usual and execute LCN decisions. The Executive Board shall actively pursue filling the vacant positions as soon as possible. All appointed Committee Chair and Director positions shall be approved by the WNC Section Executive Committee.

B. TERM OF OFFICE

Officers shall be elected for a term of one year. Director term shall be for one year. Officers and Directors shall hold their position for the full term or until successors are elected or appointed. Any vacancy shall be filled for the remainder of the term by the Executive Board, except that a vacancy in the office of Chairperson shall be filled by the immediate succession thereto of the Vice Chairperson.

C. REMOVAL FROM OFFICE

Any Officer or Director deemed not to be performing the duties of their office may by simple majority vote of the existing members of executive board, be removed from his/her office or directorship. The IEEE WNC section Executive Committee shall be informed of the situation

and allowed 15 days to review the situation and approve the removal.

D. 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 or those using the services of the membership.
2. Upon approval of membership, to publish and distribute a directory of members and services.
3. To schedule and arrange for all membership meetings and special events.
4. To publish, via electronic and other means, a newsletter on a periodic basis and to maintain communication with all members.
5. To enroll new members, providing each with an electronic copy of these Bylaws, Code of Ethics and other membership information as appropriate.
6. To establish operating and initiation fees, subject to the approval of the membership, sufficient to cover the ordinary expenses of administering the LCN;
7. To establish and collect reasonable fees for special events;
8. To establish rules and policies for operation of the LCN; To carry out all other administrative functions of the LCN.
9. To generate materials, directories and other items and initiate programs that support and promote the listed objectives of the LCN.

E. DUTIES OF OFFICERS

1. Chairperson - Presides over all meetings of the Executive Board and LCN, serves as ex officio member of all committees other than the Nominating Committee, appoints chairpersons and members of committees other than Nominating Committee, coordinates time and location of regularly scheduled meetings, appoints a Membership committee, authorizes payment of bills as approved by Executive Board and in conjunction with Treasurer, and is responsible for monitoring expenditure of funds versus availability.
2. Vice Chairperson - Presides over meetings of the Executive Board and LCN in absence of the Chairperson, performs other duties as provided under the direction of the Chairperson, serves as Newsletter/Correspondence Editor of the LCN, and serves as Program Chair until it is appropriate to appoint a Program Chair.
3. Program Chair - Serves as Chair of the Program, Activities, and Education Committee. This committee is responsible for providing all programs, including those of special events, unless otherwise agreed upon by the Executive Committee, shall preside over meetings of the Executive Board and LCN in absence of the Chairperson and Vice Chairperson, and, as appropriate, provides program information to the IEEE WNC Section Newsletter Editor.
4. IEEE Representative - Represents the organization in official contact with the IEEE WNC Section and IEEE-USAB, serves as a liaison between the LCN and other IEEE organizations and performs other duties as designated by the Chairperson.

5. Secretary - Records the minutes of Executive Board and LCN business meetings. Provides copies of minutes for review and approval and makes revisions as required. Maintain copies of minutes, treasurer reports, and program descriptions for LCN archive purposes.

6. Treasurer – Receives all fees and funds and authorizes payment of bills as directed by the Chairperson. Responsible for maintaining the LCN financial accounting and working with IEEE WNC Treasurer for deposit and disbursement of funds as directed, prepares and presents treasury report for annual and business meetings of the LCN and for the Executive Board and prepares annual budget in keeping with forecast of fee collections, provides the financial information needed to the WNC section treasurer for the section annual financial report. This information must be complete and presented to the section by January 24 for the previous years.

ARTICLE V. NOMINATIONS AND ELECTIONS

A. NOMINATIONS

Nomination of Officers and Directors shall be made by a Nominating Committee appointed by the Executive Board two (2) months prior to the Annual Elections Meeting. Nominations may be made from the floor at the regularly scheduled LCN meeting. Each person nominated shall be an active member in good standing and shall possess the minimum membership grade required for the identified position. By acceptance of the nomination, the candidate declares his/her ability and willingness to serve, if elected. The Nominating Committee shall prepare a ballot for consideration by the voting members. The voting members of the LCN shall be informed of the slate of candidates at a regular meeting preceding the Annual election Meeting by at least one (1) month. Any vacancy caused by withdrawal of any nominee before the vote at the Annual Meeting shall be filled by the nominating committee. Voting shall be by secret ballot, available electronically, and mailed to the Nominating Committee or personally presented at the Annual Election Meeting.

B. NOMINATING COMMITTEE

The Nominating Committee shall consist of three (3) members, none of whom shall be an Officer or Director or a candidate. The committee shall elect one of its members to be its chairperson. Vacancies which occur on the Nominating Committee shall be filled through appointment by the Executive Board.

C. BALLOTS

No later than three (3) weeks prior to the Annual Election Meeting, the Secretary shall transmit ballots electronically to each voting member. The ballots are prepared and presented to the Secretary by the Nominating Committee. This communications shall also include a notice of the time and place of the Annual Elections Meeting.

D. ELECTIONS

The Annual Election Meeting maybe a part of a regular LCN business meeting but must occur no later than one month prior to the beginning of the term of office. The election to all contested offices shall be by secret ballot. Ballots may be returned by mail or delivered in person at the Annual Election Meeting. All ballots sent by mail must be received by the Nominating Committee no later than three (3) days before the Annual Election Meeting. The Chairperson shall appoint a committee of at least three (3) Tellers who shall count the ballots. A vote cast for a person not nominated in accordance with the previous provisions

of this Article shall be void. A vote cast for more than one nominee for each position shall also be void. The nominee for any contested office who receives the most votes shall be declared elected.

E. START OF TERM

Officers elected at the Annual Election Meeting shall assume office on the first (1st) day of month following the Annual Election Meeting. The start date of terms of office may be modified by the Executive Board as deemed appropriate.

ARTICLE VI. COMMITTEES

A. STANDING COMMITTEES

There shall be three (3) standing committees: Membership; Referrals; Program Activities,

Committee Chairperson and members of each standing committee shall be promptly appointed by the LCN Chairperson after the Annual Election Meeting. Appointees shall serve during the annual term of office or until their successors are appointed.

1. The Membership Committee shall be responsible for maintaining current database on all members. They shall be responsible for collection the members fees and maintaining a database of member fee paid status. This database report shall be available to the executive board and other standing committees for this discharge of their responsibilities.

2. The Referrals Committee shall be responsible for creating, maintaining, and administering a system of referrals between the LCN and its members, between the WNC LCN and other consultants networks affiliated with the IEEE, and between the LCN and the business community within the IEEE WNC section. This committee shall be the point of contact for requests coming in from other consultant networks and the business community at large and shall except and distribute any requests received.

3. The Program, Activities, and Education Committee shall be responsible for developing and arranging the program for regularly scheduled meetings of the LCN, conducting any special activities that may be undertaken by the LCN, and developing and conducting any educational programs and seminars sponsored by the LCN.

B. OTHER COMMITTEES

Other committees shall be form by the LCN Chairperson as required.

ARTICLE VII. MEETINGS

The LCN shall have its headquarters located within the area of the IEEE WNC Section in Western North Carolina. Meetings shall typically be held in the Asheville area at a place selected by the Executive Board, but may be held on occasion elsewhere.

A. GENERAL MEETINGS

General meetings of the LCN shall be established by the Executive Board as needed at which the normal functions and purposes of the LCN shall be executed. No business shall be conducted 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.

B. ANNUAL ELECTION MEETING

One meeting per calendar year shall be called by the Executive Board as the Annual Election Business Meeting of the LCN at which the Executive Board for the following term shall be elected and all business matters properly belonging to the membership shall be considered. The Annual Election Business Meeting shall be held in the month of May at the latest. The LCN calendar shall coincide with IEEE WNC Section Calendar, to the extent practical. At least 30 days notice of the time, date and place of the meeting and all business items requiring advance notice shall be given to all members. Each Business Meeting shall be chaired by the Chairperson of the LCN; or in the absence of the Chairperson, by the Vice-Chairperson. The Secretary shall keep accurate minutes of the meeting. The IEEE WNC Section representative must also attend or if not available the WNC section shall designate a temporary representative.

C. SPECIAL BUSINESS MEETINGS

The Executive Board shall call a Special Business Meeting whenever business must be considered that cannot wait for the next Annual Election Meeting, provided that at least 15 days notice is posted to the address of record of all members. Notification is to indicate the nature and scope of the business to be considered.

D. PLANNING MEETINGS

The Executive Board and or the officers may conduct separate planning meetings as necessary.

E. BUSINESS

After these LCN bylaws have been officially approved and recorded in the minutes, Business matters shall be any issue or item which directly and significantly impacts the LCN operation such as setting annual fees, special fees, bylaw amendments, and elections.

F. QUORUM

Attendance at any business meeting of 20 percent of the members eligible to vote shall constitute a quorum. If the business items are urgent and a quorum is available the eligible members in attendance proceed as necessary.

G. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the LCN in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the LCN may adopt, the IEEE bylaws and procedures, or applicable law.

ARTICLE VIII. AMENDMENTS

Amendments to this document may be proposed at any meeting by a majority of the members present and eligible to vote. The proposed amendments shall be referred to the Executive Board. If approved by a majority of the Executive Board or if submitted by petition signed by fifteen (15) percent or more of the members entitled to vote, the proposed amendment shall be presented to the membership and shall be read at the next two successive business meetings. At least three (3) weeks prior to the second meeting, a copy of the proposed amendment together with a ballot shall be electronically transmitted by the Secretary to each member at least three (3) days prior to the second meeting. All

ballot replies must be returned the official address of the LCN in an envelope marked "Ballot". Alternatively, the ballot may be delivered in person at the second meeting. At that time, the vote shall be tallied.

These bylaws may be amended by an affirmative vote of two thirds of those voting, provided, however, that these affirmative votes constitute at least twenty (20) percent of the membership eligible to vote.

ARTICLE IX OVERVIEW

The IEEE WNC Section Executive Committee shall serve as an advisor to the LCN with regard to the LCN objectives and activities. It is most important the LCN shall conduct all functions and activities and consulting activities in a professional manner and follow the highest ethical standards of the IEEE Code of Ethics. All LCN business and public policies and activities must promote the stated Objectives and Activities of the LCN and be in consort with the Objectives, Rules, Regulations and Code of Ethics of the IEEE. If the IEEE WNC Executive Committee deems any LCN policy or activity to be not within these guide lines they shall have the authority to enforce any changes necessary to assure compliance.

ARTICLE X DISCLAIMER

IEEE is a not for profit organization, it will not be involved in the negotiations between the businesses and the individual consultants. In providing contact information for IEEE WNC Consultants Network IEEE and WNC Section makes no representation regarding the experience, competency, or qualifications of individual LCN members or others who offer their services as consultants.

ARTICLE XI. DISSOLUTION

Upon dissolution of the LCN, the Executive Board shall, after payment of all liabilities of the LCN, transfer all remaining assets to the IEEE WNC Section.

IEEE WNC Section Local Consultants Network Bylaws; final version; dated: 04/05/2006

Issued as approved and recorded in the Minutes of the IEEE WNC Local Consultants Network Meeting held 04/05/2006.