



IEEE Canada



IEEE Canada Bylaws

Approved by IEEE Canada/Region7
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Table of Contents

Explanatory Notes for the Bylaws	1
1.0 Name and Mission	1
1.1 Name	1
1.2 Mission	1
1.3 Governance	1
2.0 Management	1
2.1 President	2
2.2 President-Elect	2
2.3 Past President	2
2.4 Secretary	2
2.6 Other Positions	3
2.7 Presence	3
3.0 IEEE Canada Board of Directors	3
3.1 Membership	3
3.2 Meetings of the Board and ExCom	3
4.0 IEEE Canada Steering Committee (SteerCom)	4
4.1 Membership	4
4.2 Duties	4
5.0 IEEE Canada Executive Committee (ExCom)	5
5.1 Membership	5
5.2 Duties	5
6.0 IEEE Canada Terms of Appointment	5
7.0 IEEE Canada Standing Committees	6
7.1 Nominations and Appointments (N&A) Committee	6
7.2 Conference Advisory Committee (CONAC)	8
7.3 Awards and Recognition Committee	8
8.0 IEEE Canada Board Group Committees	8
8.1 External Relations Group	9
8.2 Member Services Group	10
8.3 Publications and Communications Group	10
8.4 Educational Services Group	11
8.5 Operational Support Group	11
9.0 IEEE Canada Areas	12
9.1 Geographic Areas	12
10.0 IEEE Canada Liaison Committees	13
11.0 IEEE Canada Finance	13
11.1 Fiscal Year	13
11.2 Budget	13

11.3	Management of Funds.....	13
11.4	Audit Committee.....	14
12.0	IEEE Canada Conferences and Symposia.....	14
12.1	Approval of Conference Policies and Procedures.....	14
12.2	Approval of Conferences	14
13.0	IEEE Canada Amendments to Bylaws	15

EXPLANATORY NOTES FOR THE BYLAWS

1. In the following, IEEE means the Institute of Electrical and Electronics Engineers, Inc, CSECE means the Canadian Society for Electrical and Computer Engineering and EIC means the Engineering Institute of Canada, and MGA means Member and Geographic Activities Board.
2. These Bylaws describe the organization formed by the merger of IEEE Region 7 and CSECE in 1994. This organization shall be known as IEEE Canada and shall have a membership comprising all members of the two predecessor organizations. The organization shall act as both the Canadian national society for electrical, electronics, and allied fields of interest and as Region 7 of the IEEE.
3. The approved Bylaws are presented in both official languages of Canada.
4. These Bylaws are based on the understanding that IEEE Canada is not incorporated in Canada.
5. These Bylaws shall conform to the applicable IEEE bylaws as amended from time to time and more applicably referenced herein.
6. These Bylaws were approved by a vote of the IEEE Canada Board at the 2021 Fall Meeting and amended prior to the 2021 Fall IEEE Canada Board meeting.
7. MGA Approval: these IEEE Canada Bylaws were approved on Feb 16, 2019. Further amendments to these Bylaws are submitted for approval by a vote of the IEEE Canada Board at the 2020 Spring Meeting.
8. These Explanatory Notes form part of the IEEE Canada Bylaws.

1.0 NAME AND MISSION

1.1 NAME

This organization shall be known as IEEE Canada. The organization shall act as Region 7 of the Institute of Electrical and Electronics Engineers, Inc. (IEEE) and as the Canadian national society for electrical and computer engineering. Within the IEEE, the words "IEEE Canada" and "Region 7" shall be considered equivalent.

1.2 MISSION

Through the leadership of its volunteers, IEEE Canada shall be a nationally recognized organization in which members and the public hold IEEE membership in the highest esteem. The mission of IEEE Canada shall be consistent with the Member and Geographic Activities Board (MGA) mission as stated in the MGA Operations Manual.

1.3 GOVERNANCE

When not in conflict with the Laws of Canada, the IEEE Canada Bylaws shall not conflict with the IEEE Constitution, IEEE Bylaws and the MGA Operation Manual. When questions of procedure remain, the IEEE Constitution, IEEE Bylaws and MGA Operations Manual shall take precedence in that order. Question of interpretations shall first be resolved by the IEEE Canada Board, and if required by the MGA Board. If the IEEE MGA Board action is requested, inquiries shall be directed to the MGA Board Secretary.

2.0 MANAGEMENT

There shall be an IEEE Canada Board, hereinafter called the Board that shall be equivalent to the Regional Committee as defined in the MGA Operations Manual. There shall also be an Executive Committee, hereinafter called ExCom, and a Steering Committee, hereafter called SteerCom, of the Board as defined in these Bylaws. Except for the Group Committee Chairs, as defined later in these bylaws, no Member shall Chair more than one office on any Board or

Committee of IEEE Canada. Interpretation of this requirement shall be the responsibility of the Steering Committee of IEEE Canada.

2.1 PRESIDENT

The Regional Delegate and Director of IEEE Region 7 shall serve concurrently as both the IEEE Canada President (hereinafter called the President,) Chair of the IEEE Canada Board and the representative of IEEE Canada on the Council of the Engineering Institute of Canada (EIC). The President shall serve as an ex-officio, voting member of all committees of the Board. The President, with the advice and consent of the Board, may establish ad hoc committees to facilitate the furtherance of IEEE Canada goals and activities.

When acting as Chair, the President shall vote only when the vote is by secret ballot or when the Chair's vote shall affect the outcome.

In the event that the President shall become incapable of continuing in office or otherwise vacate the office of President, the President-Elect shall assume these duties.

2.2 PRESIDENT-ELECT

The Regional Delegate-Elect and Director-Elect of IEEE Region 7 shall serve as the IEEE Canada President-Elect (hereinafter called the President-Elect) and shall represent the President in any IEEE Canada activities when requested to do so by the President. The President-Elect shall be elected by the voting members of the organization as specified in Bylaw 7.1, and in accordance with IEEE Bylaw I-307.5, as Regional Delegate/Director-Elect.

In the event that the President-Elect is called upon to fill the office of the President on an ongoing basis, the President-Elect shall serve the remaining Presidential term, as well as the term for which elected. In addition, there shall be an election to fill the office of President-Elect within six months, in accordance with IEEE Bylaw 301.12, Articles 6 and 8.

2.3 PAST PRESIDENT

The IEEE Canada Past President (hereinafter called the Past President) shall serve a two-year term of office after the two-year term as President. The Past President shall represent IEEE Canada on the IEEE Canada Foundation (ICF) Board of Directors. The Past President shall serve as Chair of the IEEE Canada Nominations and Appointments (N&A) Committee and shall report to the Steering Committee the activities of the N&A Committee. The Past President shall review the current IEEE Canada Bylaws and Operations Manual and propose revisions as needed.

2.4 SECRETARY

The IEEE Canada Secretary, hereinafter called the Secretary, shall be responsible for confirming the presence of a quorum at all meetings of the IEEE Canada Board, the Steering Committee and the Executive Committee and for maintaining the minutes of meetings of these bodies. The President, on recommendation from the Nominations and Appointment Committee and The Steering Committee, shall appoint the Secretary.

2.5 TREASURER

The IEEE Canada Treasurer, hereinafter called the Treasurer, shall be responsible for financial matters pertaining to IEEE Canada, for the preparation of the annual budget, for submitting required financial reports, for monitoring financial reports for adherence to the IEEE Canada annual budget including oversight of IEEE Canada Investments. The President, on recommendation from the Nominations and Appointment Committee and The Steering Committee, shall appoint the Treasurer.

2.6 OTHER POSITIONS

Past IEEE Presidents residing within the jurisdiction of IEEE Canada shall be appointed Directors Emeriti of IEEE Canada and shall serve until they elect to retire.

2.7 PRESENCE

The IEEE Canada Board shall maintain a presence in Canada through the use of contracted staff or other means to provide administrative support and continuity for the Board. The Steering Committee shall review annually the terms and conditions of the contracted staff and the President or in the absence of the President, the Treasurer shall be authorized to sign the contractual agreement. The contract to be established in accordance with IEEE Policies and within applicable Canadian Laws.

3.0 IEEE CANADA BOARD OF DIRECTORS

The IEEE Canada Board (hereinafter called the Board) shall act as the governing body of IEEE Canada.

3.1 MEMBERSHIP

The Board shall consist of the following voting members:

- a) The Officers, which shall comprise the President, President-Elect, Past President, Secretary and Treasurer,
- b) The Chair of each Section in IEEE Canada,
- c) The Group Committee Chairs (as defined in Section 8),
- d) The Regional Student Representative.

The Board shall consist of the following non-voting members:

- a) The Directors Emeriti,
- b) IEEE Canadian Foundation (ICF) President,
- c) Those members of the IEEE Board of Directors residing within Canada,
- d) Three Area Chairs,
- e) Additional members from the membership, appointed by the President, subject to confirmation by a majority vote of the members of the Board and within the limitations set by the IEEE Bylaws. Such members shall serve for one year, starting January 1, with reappointment possible for a maximum tenure of three consecutive years.

3.2 MEETINGS OF THE BOARD AND EXCOM

The Board shall hold a minimum of two meetings annually, at least one of which shall be in person. The decision regarding which meetings will be held face to face shall be made by the IEEE Canada Board. The location and time of the meetings shall be recommended to the President by the Executive Committee. The President will make the final decision as to location and date. The selection of the location and time of the meetings shall be made in a manner that balances cost and the needs of the Region.

The Spring Board Meeting, or General Meeting, shall review the IEEE Canada Budget and make any mid-course corrections. The Group, Area and, if present, the Committee Chairs shall report on their plans and goals, and the progress made towards fulfilling those goals. All Committee Chairs are invited to one face-to-face meeting each year. This will generally be the Spring Meeting, but the designated meeting may be changed by the Executive Committee if the consensus of the ExCom is that the Region shall be best served by having the Committee Chairs at another meeting, such as a meeting held in conjunction with Sections Congress or another significant event.

At the last Board meeting of the year, typically the Fall Meeting, the Board shall approve the budget for the ensuing year, ratify any appointments made by the Executive Committee that are not yet ratified, and elect the Area Chairs if they have not yet been elected.

If an additional Board meeting is held in between the Spring and the last (typically Fall) Board meeting, such as a meeting in conjunction with Sections Congress, the Board shall present the working budget for the following year, ratify any (interim) appointments made by the Executive Committee, and, if it is an in-person meeting, and the affected Area and Section Chairs are present, the Area Chairs for the following year may be elected.

At the request of the President or the Board, additional Region meetings may be held via teleconference or any other available electronic means that allows all participants to communicate with each other interactively, provided at least one meeting each year is face-to-face.

The quorum for a meeting of the Board shall consist of a majority of the voting members of the Board, or their alternates (when permitted). The quorum shall include representatives from at least half of the Sections of IEEE Canada. A simple majority of all votes cast is required to pass all motions except for the case of revisions to the Bylaws or other motions affecting the rights of members, which require a two thirds majority. In the absence of a quorum, or if there is insufficient time to call a meeting of the Board, the President may submit any item to all members of the Board for e-mail ballot or e-vote ballot. In recognition that interactive debate on the item is not possible, approval by two-thirds of the voting members is required for a motion proposed in an e-mail ballot or e-vote ballot. E-mail ballots or e-vote ballots shall be returned to the President, Secretary and Administrator. The Secretary shall announce the result by e-mail.

The ExCom shall meet by conference call, except for the ExCom Planning Session which is an annual in-person meeting. This meeting shall develop the goals and measurables for the following year along with the budget that shall enable the IEEE Canada Plan to be fulfilled. Actions from the ExCom Planning Session shall be presented to the Board for approval. The ExCom shall not normally meet during the Spring and Fall Board meetings.

Meetings shall be open to members of IEEE as observers. When not in conflict with the Laws of Canada, IEEE Constitution and Bylaws, meetings shall be conducted in accordance with the current edition of "Robert's Rules of Order." Notice of such meetings shall be sent to all members of the Board at least 30 days in advance of the meeting. The Chair shall retain the right to declare agenda items of a sensitive or personal nature to be debated in Executive Session.

4.0 IEEE CANADA STEERING COMMITTEE (STEERCOM)

4.1 MEMBERSHIP

The Steering Committee of the Board shall consist of the President as Chair, President-Elect, Immediate Past President, Secretary, Treasurer and Directors Emeriti. The Parliamentarian shall be a non-voting member.

4.2 DUTIES

The Steering Committee shall be responsible for:

- a)
 - (i) Nominating the candidates for President-Elect (Director-Elect), out of the list received from the Nominations and Appointments Committee,
 - (ii) Except as noted in IEEE Bylaw I-307.7, recommend a slate of not fewer than two or more than three candidates for that office,
 - (iii) Submit the names approved to the IEEE Board of Directors by March 15th in the year of the election.

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- b) Approving the compensation of the IEEE Canada Administrator as recommended by the Immediate Past President and in accordance with IEEE Policies; and
 - c) The approval of all appointments to the Groups and Committees, including their Chairs, as well as confirmation of Area Chairs and elected Group Committee Chairs.

In the case where one person is elected to more than one leadership position in the Region, the Steering Committee shall decide which position must be vacated and the Steering Committee shall fill the vacancy so created. A member of the Board may appeal a decision of the Steering Committee to the Board, who shall have the final say in the matter. A two-thirds majority of the Board is required to overturn a Steering Committee decision. Following the Board's decision, no further appeals are permitted.

The IEEE Canada Administrator shall provide support to the Steering Committee. Procedurally, the conduct of Steering Committee meetings shall be similar to that described in Bylaw 3.2.

All meetings of the Steering Committee shall be held in Executive Session. The President shall report the decisions taken at the Steering Committee meetings to the Board.

5.0 IEEE CANADA EXECUTIVE COMMITTEE (ExCom)

5.1 MEMBERSHIP

The Executive Committee (ExCom) shall consist of the President as Chair, President-Elect, Past President, Secretary, Treasurer, the Area Chairs, the Group Committee Chairs and the Directors Emeriti. The CONAC Chair, Parliamentarian and the Administrator shall serve as non-voting members.

5.2 DUTIES

The ExCom shall be responsible for the management of IEEE Canada affairs between Board meetings. The ExCom shall, through the Area Chairs, monitor the progress of the IEEE Canada Sections in meeting the approved goals and measurables. The Area Chairs shall carry out other duties as assigned by the ExCom or the President.

The ExCom shall set the annual IEEE Canada Goals and Deliverables, and the budget enabling the achieving of such by the Sections. Procedurally, the conduct of ExCom meetings shall be similar to that described in Bylaw 3.2. The ExCom shall be responsible to the Board, and the President shall report the decisions taken by the ExCom to the next regular meeting of the Board.

6.0 IEEE CANADA TERMS OF APPOINTMENT

Appointment of the Secretary and in most cases Committee Chairs and membership shall be for one year, starting January 1, with reappointment possible for a maximum tenure of three consecutive years. Exceptions are Treasurer, CJECE Editor, Canadian Review Editor, Electronic Newsletter Editor, Life Member Chair, members of the Nominations and Appointments (N&A) Committee, Translation, and Webmaster, whose terms are as specified in the Operations Manual.

The Steering Committee, on recommendation from the Nominations and Appointments (N&A) Committee, shall appoint Standing Committee Chairs. All appointments shall be affirmed by the Board.

All members of standing committees, except the Student Activities Committee, shall be IEEE members of Graduate Student Member grade or higher. At the discretion of the President,

student members may be appointed to other standing committees and may be granted voting privileges.

7.0 IEEE CANADA STANDING COMMITTEES

To facilitate IEEE Canada activities, Standing Committees with specific mandates may be established and/or terminated by the Executive Committee as required.

The ExCom shall assign each Standing Committee to an appropriate Group Chair or the President-Elect or the Past President. The Board shall review all standing committees at intervals of no more than five years to ensure that their respective scopes and compositions continue to serve the best interests of IEEE Canada. The Secretary shall maintain a schedule of standing committee reviews.

The Nominations and Appointments Committee and The Awards and Recognition Committee report through the President-Elect or the Past President to the IEEE Canada Steering Committee; the Conference Advisory Committee reports to the Board and between Board meetings to the Executive Committee.

7.1 NOMINATIONS AND APPOINTMENTS (N&A) COMMITTEE

Purpose

The Nominations and Appointments Committee (N&A) shall be responsible for recommending qualified candidates for the position of President-Elect; assisting the President in identifying qualified candidates for IEEE Canada appointed positions and committees; and assisting the President in identifying qualified candidates for MGA and other IEEE positions.

President-Elect Nominations Process

To ensure representation from all sections within IEEE Canada, in each odd numbered year, candidates for the position of President-Elect shall be drawn from a single Area in the following order – Canada West Area, Canada Central Area, and Canada East Area.

The Chair of the N&A Committee, at the Fall Meeting in even numbered years, shall:

- a) Issue a Call for Nominations for the office of President-Elect to all Sections in Canada by e-mail stating that the candidates must be from the designated Area for that year's election, outlining the qualifications required are Senior Member grade or higher, and shall agree to serve for two years as President-Elect and IEEE Regional Delegate/Director-Elect before assuming the office for two years as President of IEEE Canada, the representative to the Engineering Institute of Canada (EIC), and IEEE Region 7 Delegate/Director, and for two years as Past IEEE Canada President. The Chair shall also notify the membership via the IEEE Canada Website, and/or the IEEE Canada Electronic Newsletter of the Call for Nominations.
- b) Receive the names and qualifications of the nominee (s), by January 31, in the Year of the Election
- c) Investigate the qualifications and confirm acceptance by the nominee(s), and after screening, forward the names to the Steering Committee.

Petition candidates for the positions of President-Elect are permitted under the terms defined in the MGA Operations Manual.

Petition candidates should:

- a) Be from the designated Area for that years' election.
- b) Meet the requirements Region Director/IEEE Canada President Elect, and

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- c) Meet the requirements for Petition Candidate process as per IEEE Bylaws and Policies.

7.2 CONFERENCE ADVISORY COMMITTEE (CONAC)

Purpose

The Conference Advisory Committee (CONAC) shall provide leadership, encouragement and support to Sections and Chapters interested in sponsoring conferences. CONAC shall oversee all Region 7 sponsored and co-sponsored conferences. The current listing of Region 7 conferences can be found in the IEEE Canada CONAC Manual.

7.3 AWARDS AND RECOGNITION COMMITTEE

Purpose

The Awards and Recognition Committee shall be responsible for administering all IEEE Canada Awards. The Area Chairs shall assist the Awards Chair in sourcing and nominating eligible award recipients. The Awards and Recognition Committee shall review each nomination and be the judge of the candidate's qualifications. Voting shall be by e-mail ballot and shall be secret. The Award Committee, through the Chair, will make recommendations to the Steering Committee in early January for approval.

8.0 IEEE CANADA BOARD GROUP COMMITTEES

IEEE Canada Board Committees shall be grouped so that all committees are represented at the Board and ExCom. The five Committee Groupings are External Relations, Member Services, Publications and Communications, Educational Services, and Operational Support. These are organized around functions that are designed to mirror the major member populations served by the IEEE.

The populations and functions intended for each group of committees are as follows:

- External Relations: Professionals and Professional Societies (in line with TAB's and Standards' strategic plans)
- Member Services: Members at large (focused on membership development and member benefits, in line with MGA's strategic plan)
- Publications and Communications: The Membership and/or Public (in line with IEEE Canada communication needs)
- Educational Activities: (Life-Long) Students (in line with EAB's strategic plan and educational activities, in general)
- Operational Support: Volunteers (support at both Section and Region levels)

The Nominations and Appointments Committee shall be responsible for making recommendations to the Board in Executive Session during the Region Meetings for Group Chairs, Committee Chairs and Committee Members. IEEE Canada Board confirms and approves the recommendations. IEEE Canada Board members to be included in Executive Session will be the President (as Chair of the Executive Session), President Elect, Past President, Treasurer, Secretary, Section Chairs within IEEE Canada or their official delegate, Parliamentarian, and the Administrator. Candidates for Group Chair may be selected or nominated by their respective group membership and may come from either the current or past Committee Chairs. The approval of the recommendations will be conducted using Roberts Rules of Order. If needed, the IEEE Canada President can cast a vote to change the outcome of the election.

In between IEEE Canada Board Meetings, to fill vacancies, the Nominations and Appointments Committee shall make recommendations to the Steering Committee. The Steering Committee confirms and approves these recommendations. The approval of the recommendations will be conducted using Roberts Rules of Order. If needed, the IEEE Canada President can cast a vote to change the outcome of the election. Appointments made by the Steering Committee will be reviewed and approved by the Board at the next Region Meeting.

Other ad-hoc committees may be created and assigned by the Board and/or the President to the groups as the need arises, on a temporary basis, for mandates not exceeding one year. If necessary, the Board and/or the President can request the mandate be extended for a period not exceeding one year. If the ad-hoc committee's mandate is extended a second time, the Board should consider making it a Standing Committee.

The full group structures, as well as the responsibilities of each committee and coordinator, is defined in the operations manual.

The Group Committee Chairs shall be responsible for maintaining communication with their respective Committee Chairs. The Group Committee shall conduct its business by teleconference, and all Committee Chairs shall attend one IEEE Board Meeting each year, which would be the Spring Board Meeting unless the IEEE Canada Board decides otherwise. Committee Chairs shall apply through the budgeting process for additional funds to attend meetings of interest conducted by the IEEE.

The Group Committee Chairs shall be members of the ExCom. The Group Committee Chair shall represent the interests of all Committees in their group to the ExCom and the interests of ExCom back to the Committees within their Group. The Group Committee Chair shall coordinate the activity plan and budget preparation for their committees and present the budget to the ExCom Fall planning meeting for approval.

IEEE Canada operates through Committees. For effective function, each Chair of a committee may have a Vice-Chair who shall:

- a) Be appointed by the IEEE Canada Board, on recommendation by the IEEE Canada Nominations and Appointment Committee (NAC).
- b) Serve as the Acting Chair for a period not exceeding the remainder of the term of the serving Chair, with the same powers and duties as the Chair, if the Chair of the Committee is unable to carry out the functions of that office.
- c) Assist the Chair in providing guidance to the Committee, if necessary, on implementation of the IEEE Canada Committee's Annual Operating Plan.
- d) Perform other duties as directed by the Chair.

If a new Committee Chair or Coordinator has been appointed for the upcoming calendar year, the current Chair or Coordinator of the committee becomes the Past Chair of the Committee and shall serve as a member of that Committee.

8.1 EXTERNAL RELATIONS GROUP

The External Relations Groups shall be made up of a number of IEEE Canada Committees and Coordinators appointed by the IEEE Canada Board to support those professional Societies and/or industry professionals whose needs and/or interests are not met by any other IEEE Canada committees.

Furthermore, the External Relations Group shall include be all committees and coordinators related to the support of member activities external to IEEE Canada, but not be limited to, the following:

- Industry Relations Committee (IRC),
- Outreach and Partnership Committee (OPC),

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- Humanitarian Initiatives Committee (HIC)
 - Standards Association Liaison (SAL)
 - Partnership Group for Science and Engineering (PAGSE) representative.

The External Relations Group shall be all committees and coordinators related to the support of member activities external to IEEE Canada, but not be limited to, the following committees: Industry Relations (IRC), Outreach and Partnership Committee (OPC), and the Humanitarian Initiatives Committee (HIC). The following outlines composition, structure, and function:

- a) In addition, the External Relations Group shall include a Standards Association Liaison (SAL) and a representative at the Partnership Group for Science and Engineering (PAGSE).
- b) At the discretion of the Board, the SAL may chair a standard working group or standards committee and the PAGSE representative may chair a special actions committee.

8.2 MEMBER SERVICES GROUP

The Member Services Group shall be all committees and coordinators related to the support of members including, but not limited to, committees that support the IEEE Affinity Groups (YP, WIE, LIFE), students, and membership development in Region 7. The following outlines composition, structure, and function:

- a) The Member Services Group includes but is not limited to the following committees: Young Professionals (YPC), Life Member (LMC), Student Activities (SAC), and Women in Engineering (WIE).
- b) The Member Services group also includes a regional Membership Development Chair (MDC) and a Regional Student Representative (RSR). The RSR does not have a vote during the Member Services Group Chair election.

At the discretion of the Board, the MDC will Chair the Region Membership Development Committee and/or may serve as the coordination point of contact between MGA Membership Development and the Section Chairs and/or Section Membership Development Chairs.

8.3 PUBLICATIONS AND COMMUNICATIONS GROUP

The Publications and Communications Group is responsible for overseeing all publications, print or electronic that are sponsored by Region 7 and shall be made up of all committees and coordinators related to such publications. The following outlines composition, structure, and function:

- a) The Publications and Communications Group shall include a Translation Committee and an Advertising Committee Chair. At the discretion of the Board, the Translation and Advertising Committees may have more members than the chair/coordinator.
- b) The Publications and Communications Group includes the Editor (in-Chief) of any publication officially sponsored by Region 7. This shall include, at a minimum, the following Editors (in-Chief) among its membership: the CJECE Editor-in-Chief, the ICR Editor-in-Chief, and the Editor-in-Chief for each official Newsletter published by Region 7, including the Region newsletter and any newsletter from a committee the Region has authorized to publish a newsletter (such as YP, WIE, and TISP). These newsletters are defined in the operations manual or may be assigned to the Publications and Communications Group by the Board as needed.

8.4 EDUCATIONAL SERVICES GROUP

The Educational Services Group shall be responsible for overseeing all internal and external education activities in Region 7 and shall be all committees and coordinators related to such activities. The following outlines composition, structure, and function:

- a) The Educational Services Group shall include, but not be limited to, the following committees: STEM Outreach Committee, Educational Activities, and Volunteer Training.
- b) At the discretion of the Board, the committees within the Educational Services Group may have more members than the chair/coordinator.

8.5 OPERATIONAL SUPPORT GROUP

The Operational Support Group shall be responsible for organizing the various committees and coordinators whose purpose is to support Region 7 operations. The following outlines composition, structure, and function:

- a) The Operational Support Group shall include, but not be limited to, the following committees: Chapter (& Student Branch Chapter) Coordination and Web Committee.
- b) The Operational Support Group shall also include a Publicity Committee Chair, a Region Vitality Coordinator, an IEEE Canada Volunteer Tools Committee (ICVTC) Chair, and a Historian. The Historian will also act as the Chair of the History Committee.
- c) At the discretion of the Board, the committees within the Operational Support Group may have more members than the chair/coordinator.

9.0 IEEE CANADA AREAS

9.1 GEOGRAPHIC AREAS

IEEE Canada shall have three geographic Areas identified as:

- a) **Canada East Area:** All Sections in the Provinces of Newfoundland and Labrador, Nova Scotia, Prince Edward Island, New Brunswick, Quebec and the Ottawa area of Ontario.
- b) **Canada Central Area:** All Sections in the Province of Ontario except the Ottawa area, Thunder Bay and west of Thunder Bay.
- c) **Canada West Area:** Thunder Bay and west of Thunder Bay in Ontario Province, and all Sections in Provinces of Manitoba, Saskatchewan, Alberta, British Columbia, Yukon, the Northwest Territories and Nunavut.

Each of the Areas Chairs shall be elected by the Section Chairs or their official delegates that come from the respective Areas. The election of the Area Chairs shall normally be held the IEEE Canada Fall Board meeting during the Area meetings. The Area Chair election will be conducted using Roberts Rules. The IEEE Canada President may cast a vote to change the outcome of the election.

The Area Chairs shall:

- a) Represent the IEEE Canada President and ExCom to the Sections within their Area.
- b) Represent the Sections within their Area to the IEEE Canada President and ExCom.
- c) Participate in the ExCom conference calls, the Fall ExCom Planning Meeting and attend the IEEE Canada Board meetings as non-voting members.
- d) Provide a coordinating link between Sections.
- e) Monitor and report to the ExCom on the Sections' goals and measurables as approved by the IEEE Canada Board.
- f) Recommend corrective action to ensure that Sections can meet the Region's goals.
- g) Assist, as required, the IEEE Canada Committee Chairs in their duties.
- h) Coordinate the Distinguished Lecturer Tour among at least two and ideally three Sections in their respective Area.
- i) Coordinate the training of Section Executive as directed by the ExCom.
- j) Coordinate any budget requests and bring to the ExCom Fall planning meeting.
- k) Support the Nominations and Appointments Committee with nominations and on providing further background on nominees if needed.

10.0 IEEE CANADA LIAISON COMMITTEES

Liaison Coordinators, with specific mandates, may be established to facilitate interactions of IEEE Canada with other professional groups. The Coordinators may be tasked with chairing a committee to help them achieve their objectives. The Board shall approve the charters of all Liaison Committees and shall appoint the Liaison Coordinators. Liaison Coordinators and Liaison Committees shall serve during the calendar year of the appointment. These appointments may be renewed for up to two additional one-year terms, but no appointment shall exceed three consecutive years, unless otherwise specified by IEEE Canada Board.

All Liaison Coordinators and members of Liaison Committees shall be IEEE members of higher grade.

The Board shall review all Liaison Coordinator and Liaison Committees at intervals of no more than five years to ensure that their respective scopes and compositions continue to serve the best interests of the Board and the IEEE Canada membership.

Liaison Coordinators and Committees shall be assigned to a Group Committee or to the ExCom and shall report through the Group Committee Chair or a specified Executive Committee member.

11.0 IEEE CANADA FINANCE

11.1 FISCAL YEAR

The fiscal year of IEEE Canada shall be the calendar year.

11.2 BUDGET

The Treasurer shall issue budget guidelines that shall be approved by the ExCom at its first conference call following the spring IEEE Canada Board meeting. The Group and Area Chairs shall prepare Goals and Measurables along with a budget for the activities under their Goals and Measurables for the ensuing calendar year.

The Goals and Measurables and the associated budget shall be approved at the Fall Meeting. Final approval of the Goals and Deliverables, and budget for the ensuing year shall be by the Board at its Fall Meeting.

11.3 MANAGEMENT OF FUNDS

All IEEE Canada funds shall be deposited in accordance with IEEE guidelines.

Funds of IEEE Canada shall be expended as determined by a vote of the Board; and with respect to financial matters, the President and the Treasurer shall serve only as agents of the Board.

All expenditures shall be in accordance with the current Annual Budget. The Board shall individually approve expenditures not in accordance with the current Annual Budget.

Withdrawals from the Bank Account(s) shall require the signature of one of the Treasurer, the President, or the President-Elect. Financial statements as of December 31st each year shall also be prepared in accordance with IEEE requirements with copies forwarded to the IEEE Operations Centre by February 28th of the following year.

An independent examination and audit of the financial records of IEEE Canada shall be conducted by the IEEE Audit Department at the request of the President. At a minimum, such an audit shall be conducted when there is a change in the IEEE Canada Treasurer or when there is a substantial change in IEEE Canada accounting policies.

11.4 AUDIT COMMITTEE

The Nominations and Appointments (N&A) Committee shall propose to the Steering Committee an Audit Committee that shall, on an annual basis, review policies and procedures which substantially impact the finances and operations of the Region, monitor conformance thereto, and recommend such changes as it considers desirable, in addition to their review of the Treasurer's financial records for the previous calendar year. The Audit Committee shall consist of one Treasurer or other qualified member from each of the three Areas and one Past President who shall chair the committee. The Audit Committee shall meet during the Spring Meeting and conduct an overview of the budget, income and expenditure together with such policies and procedures as it deems necessary. The Audit Committee shall make a report to the Board at its Spring Meeting and recommend any changes to the Region policies and Procedures, or any remedial actions arising from its review of the financial records. The Board shall approve any recommendations of the Audit Committee. The ExCom shall report on the implementation of all recommendations made by the Audit Committee, and approved by the Board, to the Board, as well as to the Chair of the Audit Committee.

12.0 IEEE CANADA CONFERENCES AND SYMPOSIA

Conferences shall be held in accordance with the IEEE Policies Manual, the MGA Operations Manual and the IEEE Canada CONAC Manual. In addition to these requirements, the following shall govern the activities for conferences organized by IEEE Canada or IEEE Sections within Canada.

12.1 APPROVAL OF CONFERENCE POLICIES AND PROCEDURES

The Board approves conference policies and procedures that are additional to, but not conflicting with, IEEE policies.

CONAC is responsible for the creating and updating the CONAC Manual. After the CONAC Manual or any other policies are approved by the Board, they will be mandated to CONAC to oversee their implementation and management.

12.2 APPROVAL OF CONFERENCES

The Executive Committee of any organizational unit of IEEE Canada, with the approval of the organizational unit involved, shall request approval from the President for the organization of any Conference. The Conference Advisory Committee (CONAC) shall provide such information and/or assistance as directed by the President.

Approval of all activities that require administrative and/or financial support shall be sought first from the President who, having given approval, shall then transmit the request for final approval to the Board.

The Chair of the Committee organizing a Board Sponsored Conference, shall send one copy of the minutes of all Committee meetings to the Chair of CONAC.

The Chair of a Conference Committee may correspond directly with the Chair of CONAC in all matters concerning the Conference once the approval for holding the Conference has been granted.

13.0 IEEE CANADA AMENDMENTS TO BYLAWS

The Board may add to, amend, or revoke any of the Bylaws, subject to approval by IEEE Member and Geographic Activities Board.

Proposed changes and reasons therefore shall be distributed to all members of the Board at least twenty calendar days (20) before the meeting at which the vote shall be taken. Approval of any Bylaw change shall require the assenting vote of two-thirds of all Board members present at the meeting who are entitled to vote.