

The Institute of Electrical and Electronics Engineers, Inc.

Japan Council Bylaws

1. Name and Territory

1.1 Organization

The organization shall be known as the Japan Council, as approved by the Regional Activities Board.

1.2 Membership

The membership and territory of the Japan Council, as approved by the Regional Activities Board, shall include all IEEE Sections whose membership includes IEEE members residing in Japan.

The constituent Sections in effect at the time of this organization are:

Fukuoka	Hiroshima	Kansai	Nagoya
Sapporo	Sendai	Shikoku	Tokyo

1.3 Precedence

In all instances, the IEEE Bylaws, Constitution, Policies and Procedures shall prevail when there is a conflict between these documents and the Council Bylaws.

2. Basis and Objectives

The Council is formed pursuant to Section R-903 of the IEEE Bylaws and Section 9.3 of the RAB Operations Manual for the purpose of providing a centralized coordinating organization of all Sections in Japan.

The Council is formed by agreement of the Sections, and it exists at their pleasure. It is intended to act as a subordinate committee of the Sections and they have the right to direct its operation. It is formed by the Sections to do only those delegated tasks that can be best done together by the Sections rather than singly by each Section.

The primary objectives of the Council are to:

- a) Further the aims and objectives of the IEEE.
- b) Coordinate the inter-Sectional activities of the constituent Sections.
- c) Provide effective representation and support for the constituent Sections.
- d) Promote countrywide IEEE activities.
- e) Assist with development of activities, especially the development of inter-Section Chapters.
- f) Provide for joint meetings of Sections, conferences and symposia within the Council, coordinate student activities within the Council and assist Sections and Chapters in the administration and documentation of activities within the Council.

3. Council Officers

The Council officers are the Council Chair, Vice Chair, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined. All officers shall be elected annually as provided in these Bylaws.

The Council Chair shall be Chair of the Council Committee. The Council Chair shall serve as Chair for all meetings of the Council and Council Committee.

The Council Vice Chair shall assist the Chair in the coordination of all Council activities. At the request of the Council Chair or in the absence of the Council Chair, the Council Vice Chair shall chair meetings of the Council and Council Committee.

The duties of the Council Secretary shall include correspondence, the keeping of the minutes of the Committee meetings, mailing notices, and submission of meeting reports to the Regional Activities Department at the end of each year and such other duties as are assigned to him/her by the Chair.

The duties of the Council Treasurer shall include the development of a Council budget for approval by the Council Committee, accounting of all Council funds, keeping financial records, and submitting the Financial Report of the Council to the IEEE Staff Director, Financial Services.

The term of office of all officers shall normally be one year, but may continue until a successor has been duly elected and takes office.

The term of office will date from 1 January through 31 December. The consecutive period of service in any one office shall not exceed two years. There shall be no extensions beyond this two-year term.

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

4. Council Committee

The Council shall have a Council Committee, which shall consist of the Council Chair, the Council Vice Chair, the Council Secretary, the Council Treasurer, or the Council Secretary & Treasurer, Council Student Activities Committee Chair, Council Chapter Operations Committee Chair, and the representatives of each Section in the Council appointed by the Section Executive Committee as delimited below. In no case shall the aggregate number of Council officers plus appointed voting members, exceed two-thirds the number of Section Representatives, except where a Council officer is a Section Representative.

Each Section shall appoint one representative to the Council Executive Committee for each two thousand members in the Section or fraction thereof.

The duties of the Council Committee shall include the annual election of all Council officers and the coordination of those delegated tasks that can be best done together by the Sections rather singly by each Section.

Council Committee shall appoint Committee Chairs as follows:

Council Chapter Operations Committee Chair, voting member

Council Student Activities Committee Chair, voting member

The Council Committee may appoint additional members of the Council, except that such additional members shall be without vote.

In addition, members of the IEEE Board of Directors and the IEEE Regional Committee Officers who reside within the Council shall be ex-officio non-voting members of the Council Committee.

Each member of the Council Committee shall be an IEEE member of Member, Senior Member or Fellow grade.

5. Management

5.1 Quorum

A majority of the Council Committee shall constitute a quorum, except that the number of Section representatives present must exceed by at least two the number of other voting members present. A majority vote of the members present is necessary to approve any item of Council business except as specifically noted herein.

5.2 Meetings

The Council Committee shall hold at least two meetings each year, called by the Council Chair, or by a request from at least three members of the Council Committee.

5.3 Standing Committee

The following standing committees of the Council shall be established:

- a) Council Chapter Operations Committee: the Chapter Operations Committee shall consist of the Chair plus the Chapter Operations Chair of each Section in the Council.
- b) Council Student Activities Committee: the Student Activities Committee shall consist of the Chair plus the Student Activities Committee Chair from each Section.

5.4 Finances

The funds necessary to promote the objectives of the Council shall be agreed and assigned by the constituent Sections, according to the membership in each Section. The Council shall conduct its financial operation in accordance with IEEE Bylaws and Section 9.3J of the RAB Operations Manual.

6. Council Nominating Committee

The Council shall establish a Council Nominating Committee. The Council Chair, in accordance with these bylaws, shall appoint the Nominating Committee Chair. The duties of the Nominating Committee shall include 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 these Bylaws, to be submitted for approval by the Council Committee.

Except as noted in the IEEE Bylaws, the slate shall include not less than two nor more than three candidates recommended for each office. The Council Nominating Committee shall also be responsible for the annual solicitation of names of potential candidates to be considered by the Council Nomination Committee.

7. Council Election Process

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 Committee through an appropriate medium.

All voting members of the Council Committee must submit nominations within one month of the "Call for Nominations". The Council Nominating Committee must 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.

The Council 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 Council Committee for ratification. The slate of candidates for elected office shall be communicated to the voting members of the Council Committee not less than six weeks prior to the election date.

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. The Council Chair shall inform each candidate for office of the results of the election prior to announcing the results to the Council.

8. Council Dissolution

A Section or Sections may petition the Region Director to intervene in Council operations in the event of an insoluble dispute. The Region Director, at his or her discretion, may ask RAB for assistance in solving the dispute.

In the event that RAB should find it necessary to dissolve the Council any remaining funds within the custody of the Council shall revert to IEEE for disbursement.

9. Amendments

Amendments to these Bylaws may be proposed by any member of the Council Committee or any Section Chair, provided that the proposal is ratified by that Section's Executive Committee. A two thirds majority vote of the Council Committee is required to approve the proposed Bylaws change for submission to the Region Committee, provided that at least one half the Section representatives vote in favor of the amendment.