

The Institute of Electrical and Electronics Engineers, Inc.

IEEE Africa Council Bylaws

1. Name and Territory

1.1. Organization

The organization shall be known as the “IEEE Africa Council”, as approved by the Institute of Electrical and Electronics Engineers (IEEE) Region 8 Committee and the IEEE Member and Geographic Activities Board (MGAB).

1.2. Membership

- a. The membership and territory of the IEEE Africa Council, as approved by the Member and Geographic Activities, shall include IEEE Sections and Subsections whose membership includes IEEE members residing in the African continent.
- b. In June 2018, the IEEE Board of Directors approved the exception of the Sections and Subsections of the Africa Council not needing to be contiguous to each other.
- c. The constituent Sections in effect at the time of the formation of this organization are: Algeria Section, Ghana Section, Kenya Section, Morocco Section, Nigeria Section, South Africa Section, Tunisia Section, and Zambia Section.
- d. Any current or future Sections and Subsections whose membership includes IEEE members residing in the African continent can join the Africa Council in agreement with the IEEE Member and Geographic Activities (MGA) Operations Manual, 9.3, I.1. A Section or Subsection wishing to join the Council may do so with the approval of its own Executive Committee, the Council Committee, the Region 8 Committee, and the MGA Board. The recommendation for approval of the Section or Subsection joining the Council is presented to the MGA Board by the Region Director.

1.3. Precedence

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

2. Basis and Objectives

- 2.1. The Council is formed pursuant to Section I-402.3, of the IEEE Constitution and Bylaws and Section 9.3 of the MGA Operations Manual for the purpose of providing a centralized coordinating organization of Sections and Subsections in the African continent.
- 2.2. The Council is formed by agreement of Sections and Subsections, and it exists at their pleasure. It is intended to act as a subordinate committee of the Sections and Subsections and they have the right to direct its operation. It is formed by Sections and Subsections to do only those delegated tasks that can be best done together by the Sections and Subsections rather than singly by each Section or Subsection.
- 2.3. 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 and Subsections.
 - c. Provide effective representation and support for the constituent Sections and Subsections.
 - d. Promote IEEE activities in Africa.

- e. Assist with development of activities in Africa including developing new Sections, Subsections, Chapters and Affinity Groups.
- f. Provide for joint meetings of Sections, Subsections, conferences and symposia within the Council, coordinate student activities within the Council and assist Sections, Subsections, Chapters and Affinity Groups in the administration and documentation of activities within the Council.

3. Council Committee

- 3.1. The Council shall have a Council Committee, which shall consist of at least the Council Chair, the Council Vice-Chair, the Council Secretary, the Council Treasurer, the Council Past Chair, and one representative of each Section and Subsection in the Council appointed by the Section Executive Committee or Subsection Executive Committee. All of these members have voting rights for Council business.
- 3.2. The Council Committee may appoint additional members of the Council, except that such additional members shall be without vote.

4. Council Officers

- 4.1. The Council officers are the Council Chair, Chair-Elect (Vice-Chair), Secretary and Treasurer. The Chair-Elect, Secretary and Treasurer shall be elected every two years as provided in these Bylaws.
 - a. Each member of the Council Committee shall be an IEEE member of Graduate Student Member, Member, Senior Member, or Fellow grade.
 - b. Pending election of the first Chair of the Council, the Region 8 Director shall appoint a Chair *pro tem* of the Council Committee, and the Chair *pro tem* may appoint a Secretary and Treasurer *pro tem*.
 - c. 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.
 - d. 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.
 - e. 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 MGA at the end of each year and such other duties as are assigned to him/her by the Chair.
 - f. 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.
- 4.2. The term of office of all officers shall be two years, but may continue until a successor has been duly elected and takes office.
- 4.3. The term of office will date from 1 January of the year after the elections through 31 December of the second year after the elections. The consecutive period of service in any one office shall not exceed two terms. There shall be no extensions beyond these two terms.
- 4.4. Any vacancy occurring during the term shall be filled by a nominee who receives a majority vote of the Council Committee. The term of any such officer so filled terminates at the end of the term.
- 4.5. The names of the newly elected/appointed officers of the Council shall be reported by the Council Chair to IEEE MGA within 20 days following election/appointment.

5. Management

5.1. Quorum

A quorum for a Council Committee meeting shall consist of a majority of the members of the Committee and shall include representatives from at least half of the Sections and Subsections of the Council. 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. At least one of these meetings should be an in person meeting.

One of these meetings could be along side lines of IEEE Region 8 Committee meeting.

The Council Committee shall hold at least one meeting each year within the Council geographic boundaries.

5.3. Finances

5.3.1. The funds necessary to promote the objectives of the Council shall be agreed and assigned by the constituent Sections and Subsections. The Council shall conduct its financial operation in accordance with IEEE Bylaws and Section 9.3 of the MGA Operations Manual. Other sources for funds will be as follows:

- a. Financial support for Council activities (other than travel and meeting expenses) shall be negotiated and eventually obtained from the IEEE Region 8 and IEEE.
- b. The Council may also use income from other activities, such as symposia and conferences, sponsored by the Council, or as otherwise provided by the Region.

5.3.2. The Council shall consider and approve the budget for the annual term by 31 March of each year. The Treasurer shall spend money as per approved budget. Expenditure outside of the approved budget shall need the prior approval of the Council.

5.3.3. The Council will establish and use the IEEE Concentration Banking account as its only bank account. This account shall have signature cards with at least two volunteer signatures, including the Treasurer and the Chair in addition to the IEEE Staff Director, Financial Services. A summarized financial report of the Council shall be published annually to better inform the constituent members.

5.4. Reporting financial and other activities

- a. A financial report shall be submitted annually.
- b. A roster of current officers shall be submitted annually.
- c. If the Council establishes Chapters or Affinity Groups reporting to it, the Council shall provide for the administrative and financial management of such Chapters or Affinity Groups, and will submit reports on the activities to Region 8.

5.5. Fiscal year

The fiscal year of the Council shall be the calendar year.

6. Council Nominating Committee

- 6.1. The Council shall establish a Council Nominating Committee. The Council Chair shall appoint the Nominating Committee Chair. With the consent of the Council, the most recent Council Past Chair shall serve as Nominating Committee Chair. All constituent Sections and Subsections shall have a representative on the Nominating Committee.
- 6.2. The duties of the Nominating Committee shall include the preparation of a slate of candidates recommended for the offices of Council Chair-Elect, Council Treasurer and Council Secretary, to be submitted for approval by the Council Committee.
- 6.3. Except as noted in the IEEE Constitution and Bylaws, the slate shall include not less than two or more than three candidates recommended for each office.
- 6.4. The Council Nominating Committee shall also be responsible for the solicitation within the Council of names of potential candidates to be considered by the Council Nominating Committee.

7. Council Election Process

- 7.1. In agreement with one of the options mentioned in the MGA Operations Manual, 9.3 C.5, the election of the Council officers will be done by vote of the Section and Subsection representatives of the Council Committee. To ensure fairness so that every Section and Subsection gets one vote each, the Council officers do not have any voting rights for the election of the officers. The Section and Subsection representatives have to be present during the voting process in order to vote. No voting by proxy is allowed.
- 7.2. Six months prior to the date of election, the Council Nominating Committee Chair shall issue a "Call for Nominations" for all positions elected at-large to all voting members of the Council through an appropriate medium.
- 7.3. Council Committee members and Section and Subsection Chairs must submit nominations within one month of the "Call for Nominations". Council voting members may send nominations directly to the Council Nominating Committee, or to the Council Committee members or Section and Subsection Chairs, who will submit them to the Nominating Committee.
- 7.4. 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.
- 7.5. 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.
- 7.6. In addition, provision shall be made in the communication for petition candidates for these offices. Petition candidates shall require the signatures of a minimum of one percent of the voting members of the Council, with at least 10% of the signatures coming from each constituent Section and Subsection. No more than 25 signatures shall be required from each constituent Section and Subsection.
- 7.7. The entire slate of candidates for office shall be communicated to the voting members of the Council not less than two weeks prior to the election date.
- 7.8. The election process shall be by secret ballot.

- 7.9. 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.
- 7.10. The Council Chair shall inform each candidate for office of the results of the election prior to announcing the results to the Council Committee.
- 7.11. For the first elections of the Council, four officers should be elected, the Chair, the Vice-Chair (Chair-Elect), the Treasurer, and the Secretary. For subsequent elections the officers to be elected are the Chair-Elect, the Treasurer, and the Secretary. The Chair-Elect will become the Chair for the following two-year term.
- 7.12. The Council Past Chair for the incoming two year term is the Council Chair of the immediate term.

8. Council Dissolution

- 8.1. After one full year on probation, if the Council has not submitted the required financial reporting, it will be subject to dissolution by the MGA Board at the recommendation of the Region 8 Director.
- 8.2. The MGA Board may dissolve the 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 IEEE.
- 8.3. The Region Director may request the MGA Board that the dissolved Council's funds be divided among Sections and Subsections which had been members of the Council.

9. Amendments

Amendments to these Bylaws may be proposed by any member of the Council Committee or any Section or Subsection Chair, provided that the proposal is ratified by that Section's or Subsection'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 8 Committee, provided that at least one half of the Section or Subsection representatives vote in favor of the amendment.

IEEE Africa Council Committee approved on