

Bylaws of the RTP Chapter of the IPC Designers Council

Date of last revision: 2009_04_15

ARTICLE I NAME

The Name of this organization shall be the Research Triangle Park Chapter of the IPC Designers Council.

ARTICLE II PURPOSE

To encourage, facilitate, coordinate and promote the orderly interchange and integration of design concepts concerning printed board, printed board assembly, and related technologies through communication, workshops, and seminars, to:

- a) Promote and disseminate information regarding current activities and new developments in design technology.
- b) Encourage and develop coordinated input and response to existing and proposed design related standards and publications.
- c) Achieve maximum industry awareness of design standardization issues in printed board, printed board assembly and related design technologies.
- d) Establish and maintain a formal structure for member education and certification to ensure designer competency and consistent implementation of design principles.

ARTICLE III AFFILIATION

This organization is affiliated with and a member of the IPC, a New York not-for-profit corporation (National Association), and is chartered through the IPC Designers Council, a program of the IPC.

As an affiliate of the National Association, this organization agrees to abide by the policies of the National Association and shall not act in any way contrary to the Articles of Incorporation, Bylaws, rules, regulations, policies, or Code of Ethics of the National Association, or any agreement entered into for and on behalf of this organization either with the National Association or any of its predecessors.

Nor shall this organization charter any affiliate association, which acts contrary to the National Association. Failure to comply with this Article shall be just cause for appropriate action by the National Association, including but not limited to: revocation of this organization's charter and termination of its membership in the National Association.

ARTICLE IV MEMBERSHIP

- a) Definition: membership consists of individuals only. Any individual may become a member of this organization after payment of the yearly dues. An individual member may be any person involved in the printed circuit board technology industry.
- b) Privileges: Each member shall have all the privileges of membership including voting and holding elective office at the chapter level.
- c) Dues: Dues, fees and assessments shall be as determined by the Board of Directors. Any member of the chapter in arrears shall not be eligible to vote nor shall he/she

enjoy any of the privileges or benefits offered by this chapter. To rejoin, he/she must pay the full yearly dues.

- d) Register: A register of all members shall be kept by the Membership Officer of the Chapter.

ARTICLE V OFFICERS (BOARD OF DIRECTORS)

- a) The officers of this chapter shall be President, Vice-President, Secretary, Treasurer, Webmaster and Membership. Officers shall be elected by a majority vote of the members in good standing present at the annual meeting of the chapter.
- b) Officers may not serve more than two consecutive years in the same office. This rule is waived if no other candidate chooses to run for that office.
- c) The Board of Directors shall have general supervision and control of all activities of the Chapter.
- d) Meetings of the Board of Directors shall be held regularly at such time and place as the Board may determine. Special meetings may be held at any time on the call of the President or on demand, in writing to the Secretary, by three members of the Board of Directors.
- e) Three elected officers of the Board of Directors shall constitute a quorum.
- f) Resignation of any officer may be accepted by a majority vote of the remaining members of the Board of Directors.
- g) A vacancy in the Board of Directors may be filled by a majority vote of the remaining Board members of the. However, if more than one vacancy exists a special meeting of the Chapter shall be called and new officers shall be elected to fill the vacancies until the date of the next annual election meeting as provided in paragraph (a) above.

ARTICLE VI DUTIES OF OFFICERS

- a) *President*
The President shall preside at all meetings of the Chapter and of the Board of Directors. He/she shall be a member ex-officio of all regular and special committees, and shall perform all such other duties as usually pertain to his/her office. He/she shall contract no bills without the authorization of the Board of Directors.
- b) *Vice-President*
The Vice-President shall perform the duties of the President in his/her absences or at his/her request. He/she shall contract no bills without the authorization of the Board of Directors.
- c) *Secretary*
The Secretary shall conduct all official correspondence pertaining to the proper preparation and forwarding of all reports required of the Chapter by the IPC. He/she shall notify the members of the Board of Directors of all meetings and shall notify all members of special and annual meetings, as required in Article V. He/she shall keep a true record of all meetings of the Board of Directors and of the Chapter, and have custody of the books and papers of the Chapter, except for the Treasurer's books of the account. He/she shall contract no bills without the authorization of the Board of Directors.
- d) *Treasurer*
The Treasurer shall have charge of all funds of the Chapter and place the same in such bank or banks as may be approved by the Board of Directors. Such money may be withdrawn by any authorized signature of either the President, Vice-President, or Treasurer for the payment of those bills approved by the Board of

Directors. Withdrawal of any amount in excess of \$500.00 requires majority approval of the Board of Directors. He/she shall contract no bills without the authorization of the Board of Directors.

e) *Webmaster*

The Webmaster is in charge of maintaining the chapters Web site on the World Wide Web. The webmaster is responsible for ensuring the Web site is easy to navigate and that it addresses the needs of the chapter. Although the webmaster often assumes the role of a web designer, the main job of a webmaster is to monitor, improve, and update the performance of the chapter web site as required so that it remains a valuable resource for the chapter and its members.

f) *Membership*

The Membership officer shall have charge of all activities regarding communication to current and potential members and coordinate all chapter member-oriented activities with the national association. He/she shall contract no bills without the authorization of the Board of Directors.

ARTICLE VII SUSPENSION OR EXPULSION

- a) Any officer may be removed by a two-thirds vote of the members in good standing present at any special meeting called for this purpose. No vote on suspension or removal may be taken unless at least fifteen-calendar days notice in writing shall have been given to the officer of the reasons for this removal and the time and place of the special meeting at which such ballot on this removal is to be taken. At such a special meeting, the officer under charges shall be accorded a full hearing prior to the vote.
- b) Any member may be suspended or expelled from the Chapter for any cause deemed sufficient by the Board of Directors by a majority vote of the members of the Board of Directors present at any regular or special meeting. No vote on suspension or expulsion may be taken unless at least fifteen-calendar days notice in writing shall have been given to the member of the charges preferred and of the time and place of the meeting of the Board of Directors at which such charge will be considered. At such meeting, the member under charges will be accorded a full hearing prior to the vote.
- c) Any member in good standing may refer charges against any officer or member. They shall be in writing clearly stating the facts relied upon and accompanied by all affidavits or exhibits, which are to be used in their support. Such charges shall be filed with the Secretary who will immediately notify the President. The President will call a meeting of the Board of Directors to hear the charges. The Secretary will give at least fifteen-calendar days notice of the meeting to each member of the Board of Directors, the accuser and to the accused, which notice shall be in writing and will include a true copy of the charges and of the supporting affidavits and exhibits.
- d) Any member suspended or expelled by the Board of Directors may appeal to the full membership of the Chapter. Such appeal shall be made in writing to the Secretary who will notify the President. The President will call a special meeting of the Chapter for the purpose of acting on the appeal. The Secretary shall give at least fifteen calendar days notice in writing to all members of the Chapter in good standing stating the date, time, place and reason for such special meeting. At the meeting of the full Chapter the Secretary will read the original charges, the supporting affidavits, and will read or display the accompanying exhibits, and will read the minutes of the special meeting of the Board of Directors at which the charges were heard and action taken. A full hearing shall be given the accuser and the accused prior to the vote. A vote will be taken by ballot of the members in good standing present and a two-thirds vote shall be required to overturn the action of the Board of Directors.

- e) The IPC shall be given a complete report whenever a member of the Chapter is suspended or expelled, showing charges and action taken.

ARTICLE VIII NOMINATIONS AND ELECTION OF OFFICERS

- a) The nomination of officers shall be named and seconded by any member in good standing. The Board of Directors shall prepare and submit to the Secretary a slate of at least one candidate for each office, subject to the following:
 - 1) Each candidate must be a member of the chapter.
 - 2) Each candidate must have expressed a willingness to serve.
- b) In the event of an unopposed contest for any office, the Secretary or designee shall call for an election by acclamation.
- c) In the event of a contest between two or more candidates for any office, the Secretary or designee shall ask the candidates to leave the room. After the candidates have left the room, the office shall be elected by a show of hands or paper ballot system at the discretion of the Board of Directors. The results shall be announced immediately after the candidates return to the room.

ARTICLE IX MEETINGS

- a) *The Annual Meeting*
The annual meeting of the Chapter shall be held during the third week of January of each year. If the annual meeting does not take place at the time fixed it shall be held within a reasonable time thereafter and the officers shall hold over until their successors have been elected.
- b) *General Membership Meetings*
The general membership meetings of the Chapter for the transaction of ordinary business shall normally be five times a year. Membership shall be notified by electronic mail.
- c) *Board of Directors Meetings*
The Board of Directors meetings of the Chapter for the transaction of planning and project coordination shall normally be five times a year. Board of Directors members shall be notified by electronic mail.
- d) *Special Meetings*
A special meeting of the Chapter may be held at any time upon the call of the President or upon the call of the Board of Directors or upon demand in writing, stating the objective of the proposed meeting, and signed by not less than 20% of the members in good standing. Notice of the time, place and objective of any special meeting shall be given all officers and members in good standing by electronic mail. The place of such special meeting shall be fixed by the Board of Directors.
- e) *Quorum*
A simple majority of the members of the Chapter entitled to vote shall constitute a quorum at any general meeting.

ARTICLE X COMPENSATION

Chapter officers or chapter members shall not receive any compensation, but may be reimbursed by the Board of Directors for approved expenses incurred on behalf of the organization.

ARTICLE XI AMENDMENTS AND CHANGES

Any proposed amendments and changes to these by-laws may be introduced by any member of the Chapter at any regular meeting or special meeting called for this purpose.

The power to change, amend, or repeal the by-laws or adapt new by-laws shall be vested in the Board of Directors. Such action may be taken at a regular, Board of Directors, or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the organization not inconsistent with the law.

As soon as changes to the bylaws occur, the Secretary shall transmit the revised document to the chapter Webmaster for publication on the chapter website as a PDF file for public download and viewing.

The Secretary shall notify the Design Council Coordinator of the National Association as soon as changes to the bylaws occur, in order for the National Association to verify that the changes do not violate the trade association legal status.

ARTICLE XII DISSOLUTION OF THE CHAPTER

This chapter may be dissolved by the Board of Directors if its membership falls below five members, or if it becomes inactive by not holding at least one meeting during a six-month period, unless such non-holdings of meetings have been due to factors beyond the control of the chapter.

When the chapter ceases to exist as defined above, any funds remaining shall be distributed to one or more regularly organized and qualified tax-exempt professional society, trade association, charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.