

# **AUDIO ENGINEERING SOCIETY PACIFIC NORTHWEST SECTION BYLAWS draft 1.8**

A subset of and consistent with the Bylaws of the Audio Engineering Society, Inc.

## **Article I Name**

1-The name of this organization shall be AUDIO ENGINEERING SOCIETY, INC. PACIFIC NORTHWEST SECTION (acceptably abbreviated as PNW AES or AES PNW Section or similar).

## **Article II Objectives**

The purpose and objectives of the AUDIO ENGINEERING SOCIETY, INC. PACIFIC NORTHWEST SECTION (“the Section”) shall be:

1-The dissemination and increase of educational and scientific knowledge in audio engineering, and the promotion and advancement of this science and its allied arts in both theoretical and practical applications.

2-The stimulation of interest in audio engineering, the encouragement of the interchange and intercourse of ideas among its members, and the promotion and maintenance of high professional standards among its members in the Section.

3-To this end it shall be the purpose of the Section to hold meetings for the reading or discussion of papers, publications, communications, and for such other activities as shall properly fulfill the objectives and purposes of the Audio Engineering Society (“the Society”).

## **Article III Area of Section**

The geographical area of the Section shall be set by the Board of Governors of the Society (“the Board”), and shall encompass the American States of Washington, Idaho, Montana, and any parts of Oregon that wish to associate with us, without wishing to interfere with any AES Sections that may exist now or in the future.

## **Article IV Government and Officers**

1-The governing body of the Section shall be an Executive Committee (“the Committee”), which shall consist of Officers: Chair, Vice Chair, Secretary, Treasurer; and at least 3 Committee members. Any change to the current number of Committee members will be set by vote of the Committee before the next election, and that change will be reflected in the number of Committee members to be elected at that next election.

2-The Chair, or a delegate appointed by the Section, shall be the Section’s representative to the Society, and each representative shall report to the Society through the Vice President, Western Region.

- 3-The term of office of all Section officers shall be for two years.
- 4-The terms of the elected Committee shall be for two years. Half of the Committee members will be up for election in even years, and the other half in odd years.
- 5-The Chair and the Vice Chair shall not qualify for the same office for more than one additional term in succession, except with the expressed written approval of the Western Regional Vice President.
- 6-Each year of a term of office of any officer or Committee member shall begin at the end of the Annual Meeting of the Section (“the Annual Meeting”) and terminate at the end of the subsequent Annual Meeting.
- 7-More than one half of the Committee (not including any Ex-Officio members) shall constitute a quorum.
- 8-The Chair will preside at the regular meetings of the Section and the Committee.
- 9-The Vice Chair shall assume the duties of the Chair in the event of absence or incapacity, and shall otherwise assist the Chair.
- 10-The Secretary, or a chosen alternate, shall be required to attend all meetings of the Section and the Committee, and have charge of the records of the Section. They shall also conduct the correspondence of the Section and the Committee. All Section activities shall be reported to the Regional Vice President and AES Headquarters.
- 11-The Treasurer, under direction of the Committee, shall generally supervise the financial affairs of the Section and books of account, and shall cause all funds received by the Section to be deposited in an account or accounts designated by the Committee, requiring the signature of the Treasurer and Chair for withdrawal.
- 12-A quorum of the Committee shall be necessary in the conduct of its business, except as otherwise provided in the Bylaws.
- 13-By the choice of the Committee, there may be up to 6 Committee Ex-Officio members, who are selected to accomplish specific tasks required by the Committee, such as Webmaster, Assistant Webmaster, Mailing List Manager, Technical Advisor, etc. These members will have a full vote in Committee business, but they do not count towards a quorum at Committee meetings. They do count towards a quorum at the Annual Meetings. The list of Ex-Officio members will be approved as a group at each Section election by a majority of the voters in that election.
- 14- If a Committee vacancy occurs after an election and more than three months before the next election, the Chair will submit a nominee to the Committee within 30 days, and be voted on by the Committee within 30 days of submission. Approval of the nominee will be by a 2/3 vote of the Committee.
- 15- Committee members shall serve the Committee as directed to accomplish Special Events or Projects.

16- At least one meeting per elected term will be planned and carried out by each Committee member. Failure to do so will result in loss of eligibility for re-election, unless a majority of the Committee votes to disregard that circumstance.

### **Article V Membership:**

1-All members of any grade of the Society residing within the confines or area of the Section as determined in Article III, are members of the Section by reason of their membership in the Society. Additionally, Society members who live in other locations are welcome to declare their membership in the Section (Primary or Secondary) in the appropriate part of the Society's online Membership Management area (currently the Member Profile in the Member Portal of [www.aes.org](http://www.aes.org))

2-All Society Members and Associate members in good standing are privileged to attend and participate in meetings, vote, and hold office within the Section, but there shall be no grades of membership in the Section. All normal Section meetings shall be free and open to attendance by any interested person. All office-holders must be current members of the Society. Note that the Society uses "Members" (capitalized) to denote those awarded Member grade who can vote in global Society elections, and "members" to denote Associate member or Student members who cannot vote in Society elections. Those differentiations are meaningless in Section business.

3-Student members are privileged to attend meetings but shall not have the right to vote or hold office.

### **Article VI Dues, Income, and Expenses**

1-There shall be no Section dues.

2-The ordinary expenses of the Section shall be defrayed by funds supplied by the Society as determined by the Board, and may be increased or reduced from time to time by action of the Board.

3-Rules and regulations for Section funding and reporting shall be set by the Board, on recommendations of the Regions & Sections Committee of the Society.

4-Expenses of a Section above and beyond budgeted allocations from the Society may be provided for by voluntary contributions from Section membership or sponsors. A majority vote of the Committee is required before such requests may be solicited, but is not required before any approved solicitations are accepted.

### **Article VII Meetings**

1-There shall be regular meetings of the Section, generally once every month except during the months of July and August. At least five meetings shall be held during every year, one of which shall be the Annual Meeting which is primarily for the purpose of electing the Committee and Officers. A written report of each meeting shall be sent to the Vice President, Western Region.

2-Upon five days prior written notice to all members of the Committee, meetings of the Committee may be held at such times and places as are necessary to carry on the functions of the Committee and purposes and provisions of these Bylaws.

3-A quorum at the Annual Meeting shall consist of at least fifteen voting members, but a higher number may be set by the Committee with 30 days notice to the membership in advance of the next meeting.

4-Section Meeting Planning:

-A) Complexity and variety of topics and forums -diversity- should be reflected in our meeting subject matter and presentation when looked at over time.

-B) We welcome all interested people to our meetings and will strive to make them feel welcome.

-C) While there are a variety of approaches to meeting planning that can be taken by any Committee, to make the planning of meetings more predictable and clear to all involved in the planning the Committee shall have a planning meeting after the Annual Meeting/Election and before the first meeting month.

-i) Each meeting month of the upcoming year can be assigned to a different Committee member who is then tasked to come up with a topic they are interested in, whether they will be the presenter or will ask someone in their professional circle to be the presenter.

-ii) Committee members tasked with a specific meeting month shall be responsible to communicate regularly with the Committee of the whole about the progress and specific needs of the meeting.

-iii) In the event that a meeting ceases to be viable, the responsible Committee member shall immediately communicate with the Committee of the whole and seek an alternative option.

-D) All meetings need to be planned far enough in advance to give the presenters time to prepare, and to do enough publicity to have an audience at the meeting.

## **Article VIII Nomination and Election of Officers**

1-A Nominations Committee, duly appointed by the Chair of the Section, shall present a slate of candidates for office in the Section to be elected at the Annual Meeting. Announcement of nominations shall be made in the Notice of the Annual Meeting, which shall be sent to the Section at least one month before the Annual Meeting.

2-Nominations may also be made from the floor at the Annual Meeting, after approval of a motion to open the Floor for Nominations by a majority of voting members present. The Annual Meeting is to be held at least one month prior to the Annual Meeting of the Society, which is usually at the Fall Convention.

3-If a quorum is not present at the Annual Meeting, or if the Committee of the Section so orders, a ballot by physical or electronic means may be taken. A report of the results of the election must be passed on to its Section Secretary and transmitted to the Regional Vice President, AES Headquarters, and the Journal of the AES. An electronic ballot must be designed to ensure anonymity and security of all votes, as well as an accurate count. A plurality of the votes cast is necessary for the election of officers and committee.

4-Upon petition of the Committee, signed by a minimum of fifteen members of the Section, recommendations may be made for a change in the governing body of the Section. The Committee shall call a Special Meeting of the Section for the sole purpose of acting upon such recommendations. Notice of the Special Meeting shall be sent to the Section at least one month before the Special Meeting.

5-A two-thirds vote of members present at such a Special Meeting shall be required to declare an office vacated. Similarly, upon a vote of two-thirds of the members present, the vacated office may be filled for the unexpired term.

#### **Article IX Amendments**

1-These Bylaws may be amended upon a two-thirds vote of Section members participating in the next election held at the Annual Meeting, provided that written notice of the proposed changes have been sent to the Section at least one month prior to the meeting and they are not inconsistent with the Certificate of Incorporation and Bylaws of the Society.

2-A copy of all amendments shall be promptly filed by the Secretary of the Section with the Secretary of the Audio Engineering Society.

#### **Article X Legal Contracts**

The Section, or any persons thereof, shall not enter into any contracts in the name of the Audio Engineering Society, Inc. or allow unauthorized use of the name of the Audio Engineering Society, Inc., nor the AES Shield (registered) in dealings with others without the written consent and authorization of the Board of Governors of the Audio Engineering Society. Upon official recognition of a Section by the AES Board of Governors, approval is granted for the use of the name Audio Engineering Society, Inc., the name of the approved Section, and use of the AES Shield (registered) in official correspondence and conduct of official activities of the Section only.

—————End of Bylaws—————