

Audio Engineering Society Pacific Northwest Section Bylaws

Article I

Name:

1-The name of this organization shall be AUDIO ENGINEERING SOCIETY, INC. PACIFIC NORTHWEST SECTION.

Article II

Objectives :

The purpose and objectives of the AUDIO ENGINEERING SOCIETY, INC. PACIFIC NORTHWEST SECTION shall be:

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

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.

3-To this end it shall be the purpose of the Section to hold meetings for the reading or discussion of professional papers, publications, communications, and for such other [professional activities as shall properly fulfill the objectives and purposes of the SOCIETY.

Article III

Area of Section:

The geographical area of the Section shall be set by the Board of Governors, and shall encompass approximately a 75 mile radius.

Article IV

Government and Officers:

1-The governing body of the Section shall consist of an Executive Committee, which shall consist of the Chairman, Vice Chairman, Secretary, Treasurer, and three elected Committeemen. (which we amended in 1996 to say "...at least three...")

2-The Chairman, or a delegate appointed by the Section Executive Committee, shall be the Section representative to the SOCIETY, and such representative shall report to the SOCIETY through the Vice President, Western Region.

3-The terms of office of all Section officers shall be for one year.

4-The terms of the elected Committeemen shall be for two years, with the exception that for the first election two committeemen shall be elected for one year and one other shall be elected for two years, or until their successors are chosen.

5-The Chairman and the Vice Chairman shall not be eligible to succeed themselves in their respective offices, nor shall either qualify for the same office for more than one complete term in succession, except with the expressed written approval of the appropriate Regional Vice President.

6-Each year of a term of office of any officer or Executive Committeeman shall begin at the end of the meeting of the Executive Committee at its annual meeting and terminate at the end of the meeting of the Executive at its following meeting.

7-Four members of the Executive Committee shall constitute a quorum.

8-The Chairman shall preside at the regular meetings of the Section and the Executive Committee.

9-The Vice Chairman shall assume the duties of the Chairman in his absence or incapacity, and shall otherwise assist the Chairman.

10-The Secretary shall be required to attend all meetings of the Section and the Executive Committee, and have charge of the records and books of account of the Section. He shall also conduct the correspondence of the Section and the Executive Committee.

11-The Treasurer, under direction of the Executive Committee, shall generally supervise the financial affairs of the Section, and shall cause all funds received by the Section to be deposited in an account or accounts designated by the Executive Committee, requiring the signature of at least two of the following for withdrawal: Chairman, Vice Chairman, Secretary, Treasurer.

12-A majority vote of the Executive Committee shall be necessary in the conduct of its business, except as otherwise provided in the Bylaws.

Article V

Membership:

1-All members of the AUDIO ENGINEERING SOCIETY, INC 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.

2-There shall be no grades of membership in a Section, and all grades of SOCIETY members, except Student members, shall be privileged to attend meetings, vote, and hold office in the Section.

3-Student members are privileged to attend meetings but shall not have the right to vote or hold office. However, when the number of student members equals one-third that of the voting membership of the Section, that such student members elect from among themselves one additional member of the Executive Committee, who shall have as such, equal power in all respects as other Executive Committeemen. When the number of student members exceeds one-half that of the voting membership, the student members shall elect a second additional member of the Executive Committee who shall have the same full power as such.

Article VI

Dues:

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 of Governors of the SOCIETY, 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 of Governors, on recommendations of the Finance 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. A unanimous vote of the Section Executive Committee is required before such requests may be solicited.

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 5 meetings shall be held during every year (one of which shall be an annual meeting). 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 Section's Executive 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 business meetings of a Section shall consist of at least fifteen voting members, but a higher number may be set by the Section Executive Committee with the approval of the Section voting membership.

Article VIII

Nomination and Election of Officers:

1-At least two months before the Section's Annual Meeting, a Nominations Committee, duly appointed by the Chairman of the Section, shall present a slate of candidates for office in the Section.

Announcement of nominations shall be made in the Notice of Annual Meeting of the Section.

2-Nominations may also be made from the floor at the Annual Meeting of the Section, which is to be held at least one month prior to the Annual Meeting of the AUDIO ENGINEERING SOCIETY, INC. The election may be conducted at the Annual Meeting of the Section, provided a quorum is present.

3-If a quorum is not present at the Annual Meeting, or if the Executive Committee of the Section so orders, a letter ballot may be taken. If a letter ballot is taken, an Election Committee, duly appointed by the Chair of the Section, shall tally the votes and a report must be made to the Secretary in sufficient time to allow its transmittal to the Secretary of the SOCIETY before the Annual Meeting of the SOCIETY. A plurality of the votes cast is necessary for the election of officers and committeemen.

4-Upon petition to the Executive 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 Executive Committee shall call a Special Meeting of the Section for the sole purpose of acting upon such recommendations.

5-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 all Section members present at any Annual Meeting of the Section, provided that written notice of the proposed changes have been sent to all Section members at least one month prior to the meeting and they are not inconsistent with the Certificate of Incorporation and the 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 SOCIETY.

Article X

The Section, or any persons thereof, shall not enter into any contracts in the name of the SOCIETY, or use the name of the SOCIETY in dealings with others without the written consent and authorization of the Board of Governors of the SOCIETY.