IPC Design Chapter By-Laws

Revision 04.13.2020

ARTICLE I  NAME

The Name of this organization shall be the ___________ Chapter of IPC Design.

ARTICLE II  PURPOSE

To organize printed board design engineers so that they may achieve IPC Design’s key goals:

- Provide the global printed board design engineering community with opportunities for technical networking,
- Provide the global printed board design engineering community with opportunities for continuous learning,
- Engage with academia to advocate for the printed board design engineering industry, and
- Advance the art and science of printed board design engineering.

ARTICLE III  AFFILIATION

This Chapter is affiliated with IPC, a New York not-for-profit corporation headquartered in Illinois (IPC), and is chartered through the IPC Design, a program of the IPC.

As an affiliate of IPC, this Chapter agrees to abide by the policies of IPC Design and shall not act in any way contrary to the affiliation agreement or code of conduct signed by its members.

Nor shall this chapter charter any affiliate association which may act contrary to IPC. Failure to comply with this Article shall be just cause for appropriate action by IPC, including but not limited to revocation of this chapter’s charter and termination of its affiliation with IPC.

ARTICLE IV  MEMBERSHIP

(A) Membership consists of Individuals only.

(B) Individual members may be any person involved in the printed circuit board technology industry or relevant related industries.

(C) Active members are any members who regularly attend Chapter events and meetings.

(D) Inactive members any members who do not attended any chapter meeting or event for longer than a period of six (6) months.
(E) After 24 months of inactivity, an inactive member shall be removed from the membership register (below).

(F) The Membership Register shall be kept in the cloud database provided by IPC. It shall be maintained by the vice-chair of the Leadership Committee. This register shall be updated quarterly to reflect changes in membership.

(G) Active Members shall have all the privileges of membership including voting and holding elective office at the chapter level.

ARTICLE V LEADERSHIP COMMITTEE

(A) The Leadership Committee of this Chapter shall consist of four (4) individuals: one (1) chairperson, one (1) vice-chairperson, one (1) content manager, and one (1) events manager. They shall be elected by a majority vote by ballot of the members in good standing present at the annual meeting of the chapter. They shall hold office for two years or until their successors are elected.

(B) *Should the Chapter choose to incorporate*, an additional Financial Manager shall be elected to the Leadership Committee. In this case, the Leadership Committee shall consist of these five (5) individuals.

(C) The Leadership Committee shall have general supervision and control of all activities of the Chapter except where otherwise controlled by IPC.

(D) Meetings of the Leadership Committee shall be held regularly at such time and place as the Committee may determine. Special meetings may be held at any time on the call of the chairperson or on demand, in writing to the vice-chairperson, by three members of the committee.

(E) Three members of the Leadership Committee shall constitute a quorum.

(F) Resignation of any officer may be accepted by a majority vote of the remaining members of the Leadership Committee.

(G) A vacancy in the Leadership Committee may be filled by a majority vote of the remaining members of the Committee. 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 meeting as provided in paragraph (A) above.

(H) The Leadership Committee shall prepare a quarterly report to be provided to the IPC liaison to the Chapter. This report shall include:

   (i) A schedule of the previous quarter’s special or regular meetings,
   (ii) Any bills contracted by the Leadership Committee on behalf of the Chapter, and if the Chapter has
   (iii) A schedule and summary of any materials submitted to the IPC collaborative cloud platform,
   (iv) A schedule and summary of any events coordinated or attended by the Chapter or Chapter membership, and
   (v) A summary of the well-being of the Chapter.

(I) *Should the Chapter choose to incorporate*, the Leadership Team shall act as board of directors of that corporation.

ARTICLE VI DUTIES OF LEADERSHIP COMMITTEE MEMBERS

(A) Chairperson
   The chairperson shall preside at all meetings of the Chapter and of the
Leadership Committee. They shall be a member ex-officio of all regular and special committees and shall perform all such other duties as usually pertain to their office.

(B) Vice-Chairperson
The vice-chairperson shall perform the duties of the chairperson in their absences or upon request. The vice-chairperson shall maintain the Chapter membership register as required in Article IV. They shall notify all members of special and annual meetings, as required in Article V. They shall keep minutes of all Chapter meetings and distribute these minutes to Chapter membership via the collaborative cloud platform.

(C) Content Manager
The content manager shall determine which Chapter events and activities are suitable for distribution to the IPC Design affiliate network. They shall prepare content for digital distribution and upload to the collaborative cloud platform. The content manager may create committees as necessary to assist in the preparation of content.

(D) Events Manager
The events manager shall plan and implement educational events and activities for the Chapter and the greater IPC Design affiliate network. The events manager may create committees as necessary to assist in planning of events.

(E) Financial Manager
Should the Chapter choose to incorporate, the Financial manager shall have charge of all funds of the Chapter and place the same in such bank or banks as may be approved by the Leadership Committee. Such money may be withdrawn by any two signatures of either of the chairperson, vice-chairperson, or financial manager for the payment of those bills approved by the Leadership Committee.

(F) All individuals defined in Article VI shall contract no bills without consensus of the Leadership Committee.

ARTICLE VII  SUSPENSION OR EXPULSION OF CHAPTER MEMBERS

(A) Any member of the Chapter, including a member of the Leadership Committee, may be expelled or suspended as follows:

i. Any member in good standing (accuser) may deliver an accusation of wrongdoing to the Leadership Committee in writing. The petition shall include all affidavits or exhibits that may be used as supporting documentation for the expulsion or suspension of the accused.

ii. The Leadership Committee shall review the accusation and contact the accused to provide a written statement of rebuttal.

iii. The Chapter shall review the statement of accusation and the statement of rebuttal.

iv. The accused may be removed by a majority vote of the Chapter membership.
ARTICLE VIII  NOMINATIONS AND ELECTION OF LEADERSHIP COMMITTEE MEMBERS

(A) The nomination of Leadership Committee membership shall proceed as follows:

i. A nomination meeting shall be convened during the third business quarter of an election year.

ii. At the nomination meeting, Chapter members may self-nominate for Leadership Committee positions, or they may nominate other members for Leadership Committee positions (nominees). Nominations may be accepted so long as they satisfy the Leadership Committee requirements set forth in section (B) below.

iii. The vice-chairman will distribute the list of nominees to the full Chapter membership for review.

iv. An election meeting shall be convened no sooner than 30 days after the above nomination meeting.

v. Nominees shall be elected to the Leadership Committee by way of simple majority of all votes cast during a secret ballot.

(B) To qualify for election to the Leadership Committee, nominees must meet the following restrictions:

i. All nominees shall be active members,

ii. All nominees must be in good standing with the chapter (i.e., not currently expelled or suspended from the Chapter),

iii. All nominees must be willing to serve,

iv. To the extent practicable, the nominees shall be representative of the entire geographic area served by the chapter, and

v. To the extent practicable, no more than two representatives from a company shall be elected the Leadership Committee.

ARTICLE IX  COMMITTEES

(A) The chairperson may appoint committees as appropriate for carrying out the function of the chapter.

(B) The content manager and the events manager may appoint committees as appropriate as defined by their roles in Article V.

ARTICLE X  FINANCES AND FEES

(A) The Chapter shall collect no dues, fees, or other monies that otherwise restrict membership to the Chapter.

(B) Should the Chapter choose to incorporate, and if agreed upon by the Leadership Committee, the financial manager may direct the events manager to charge admission fees to events, where appropriate, that may be stored in those accounts referenced in Article VI.

ARTICLE XI  MEETINGS

(A) The Annual Meeting

The annual meeting of the Chapter shall be held during the first business quarter of the fiscal year. All Chapter members in good standing shall attend the annual meeting, if possible.
(B) **General Membership Meetings**
General Membership meetings shall be held for the transaction of normal business of the chapter or to facilitate any events scheduled by the Chapter.

(C) **Leadership Committee Meetings.**
Leadership Committee meetings shall occur at least twice per year or as determined by the Leadership Committee. Leadership Committee meetings are open to all active chapter members unless otherwise previously voted-upon by Leadership Committee members.

(D) **Special Meetings**
A special meeting of the Chapter may be held at any time upon the call of the chairperson as requested by the Leadership Committee. Notice of the time and place of such special meeting shall be fixed by the Leadership Committee and distributed to the Chapter.

(E) All meetings may be face-to-face, virtual, or both.

(F) **Quorum**
Quorum shall be considered one-third of the total Chapter membership.

**ARTICLE XII** **COMPENSATION**

(A) Leadership Committee members, committee members, or Chapter members shall not receive any compensation but may be reimbursed by the Leadership Committee for pre-approved expenses incurred on behalf of the chapter.

**ARTICLE XIII** **AMENDMENTS AND INTERNATIONAL DEVIATIONS**

(A) Any proposed amendments 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 Chapter will notify the IPC of any amendments to the by-laws.

(B) The power to alter, amend, or repeal the by-laws or adapt new by-laws shall be vested in the Leadership Committee, but subject always to ratification by IPC. Such action may be taken at a regular, Leadership Committee, or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent which the law or Articles of Incorporation.

(C) Upon its creation, any international IPC Design Chapter (a Chapter not operating in the United States or its territories) may submit in writing to IPC any necessary deviations to these bylaws so that the Chapter may operate within laws, customs, traditions, or other societal norms relevant to that region. All deviations shall be agreed upon between IPC and the Chapter prior to the signing of the Chapter’s Affiliation Agreement. Upon signing, these deviations are considered part of these bylaws and can only be amended via the processes outlined in sections (A) and (B) of this Article. These deviations are included in Article IXX of this document.

**ARTICLE IXX** **SUMMARY OF DEVIATIONS**

(A) There are no deviations to these bylaws.
ARTICLE xx  DISSOLUTION OF THE CHAPTER

(A) IPC holds the exclusive right to dissolve the Chapter under the following conditions:

i. Chapter membership falls below five (5) members not including the Leadership Committee, except within one (1) year of the formation of the Chapter or due to circumstances outside of the Chapter’s control;

ii. The Chapter becomes inactive after not holding at least one meeting during a six month period, unless such inactivity is due to circumstances outside of the Chapter’s control;

iii. Its closure is requested by the Leadership Committee of the Chapter as determined by a two-thirds vote of all Chapter members in good standing,

iv. The Chapter is found to be in violation of these bylaws, the Chapter Affiliation Agreement, or both;

v. The Chapter is found to be in violation of local, state, or national law, or

vi. The Chapter is found by IPC to be operating in a manner that is out of line with IPC or IPC Design’s goals and mission.

(B) When the chapter ceases to exist as defined above, any funds remaining shall be distributed to IPC.