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Proposed by-laws change

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IEEE San Diego Section
 Bylaws Amendment Package
 Two-Year Officer Terms

This package is for the September 2026 executive committee meeting agenda and first round of voting. This work was requested by Section Chair Upal and completed with review and support from Region 6 volunteers.

Very high level summary of what has to happen:

1. Vote on proposed text changes at September excomm meeting (this package)
2. Publish to newsletter/list (this package)
3. Second vote in October excomm meeting (this package)
4. File with MGA (approved language)
5. Sort out annual compliance language (possibly fixed with distributed Members at Large elections, see below).

Part I

Process Memo

Summary

This package amends the Section Bylaws (23 January 1996) to change elected officer terms from one year to two years, with elections held every second year. The change aligns the Section with the current IEEE MGA Operations Manual, under which a Section defines its officer term as one or two years in its local operating procedures, and under which the term defaults to two years if not recorded. The package also corrects a term-limit provision that would conflict with two-year terms, it defines the previously unspecified term of Members-at-Large, it adds a lightweight vacancy mechanism for non-participating officers, and it makes the election calendar conditional on election years.

These amendments travel together

The current three-year consecutive-service cap (Art. II Sec. 06) doesn't work with two-year terms. A re-elected officer would go over the cap mid-term. The cap must move to four years (the current MGA norm) in the same action.

Longer terms slow the automatic correction that annual elections provide when an officer disappears or moves away or drops out. The new deemed-vacancy provision (Art. II new Sec. 07) makes for a mid-term fix without requiring the much more confrontational removal-for-cause process of Art. IX Sec. 03.

Members-at-Large currently have no defined term in the Bylaws. Moving to biennial elections without defining their term is fixed here.

Article V currently mandates an annual election calendar unconditionally. Without the conditional language, the Bylaws would still require ballots every November.

Voting requirements (Art. VII)

Origination: ExCom motion, or petition of 5% or more of Section members.

Approval: two-thirds majority of ExCom members present and voting, at two meetings not less than twenty days apart.

Notification: full amendment text published in the BULLETIN (Section newsletter and the big list) before the second vote.

No general membership ratification vote is required.

Quorum for ExCom business is eight (Art. IV Sec. 02). Abstentions do not count against the two-thirds threshold, which is computed on members present and voting at a meeting. This should not be a problem for us.

Proposed schedule

1. September ExCom meeting, introduce the package (please read it) and hold first vote (two-thirds of present and voting).
2. Newsletter/publish requirement met by publishing the the full amendment text, including the chosen effective-date option, before the second vote in the Newsletter section of the website and to the Big List (or members-only list, at list owner discretion).
3. October ExCom meeting is the second vote. The twenty-day minimum spacing is satisfied by the monthly meeting schedule.
4. File the amended Bylaws with MGA / Region 6 so the two-year term is formally recorded in the Section's local operating procedures, as the MGA Operations Manual requires.
5. Confirm the annual election-compliance report reflects the changeover. In non-election years the report states that officers are serving recorded two-year terms. Non-compliant election reporting places the Section rebate at risk, and we really do not want that.

Decisions required of ExCom

Decision 1 is the Members-at-Large structure. Option A elects all eight Members-at-Large to concurrent two-year terms. This is fully biennial elections and is the simplest. Option B does what a lot of organizations do, and staggers them, electing four each year to two-year terms. This preserves continuity across officer turnover, but retains an annual election for half the member at large seats.

Decision 2 is Effective Date. Option 1 applies two-year terms to officers elected in November 2026 (first biennial cycle begins January 2027. Elections in even-numbered years). This requires completing both bylaws votes before ballots mail in November, and requires the Nominating Committee to obtain each candidate's written re-confirmation of willingness to serve a two-year term, since the current slate was recruited under one-year assumptions. Option 2 runs the November 2026 election under existing rules and commences the first two-year terms on 1 January 2028 following the November 2027 election (elections in odd-numbered years). Option 2 avoids changing the terms of an election already in progress and is probably the better path.

Part II is Proposed Amendments

The struck and inserted language is shown as full current/proposed text for each affected section. All other Bylaws provisions are unchanged.

Amendment 1 Article II, Sec. 02 (Term of office)

Current text

The term of office shall be one year.

Proposed text

The term of office shall be two years. Elections shall be held in [even-numbered / odd-numbered] years.

[Select per Decision 2: even-numbered years under Effective-Date Option 1; odd-numbered years under Option 2.]

Amendment 2 Article II, Sec. 06 (Limits on service)

Current text

The consecutive period of service in any one office shall not exceed three years except when approved by the Regional Director and the Regional Activities Board.

Proposed text

The consecutive period of service in any one office shall not exceed four years, and total service in any one office shall not exceed six years, except when approved by the Region Director in accordance with the IEEE MGA Operations Manual.

Note: this amendment is required for internal consistency (three years is not divisible by two-year terms) and conforms the Section to the current MGA norms of four consecutive years and six years total. It also removes the reference to the Regional Activities Board, which no longer exists.

Amendment 3 Article II, new Sec. 07 (Deemed vacancy)

Current text

[No current provision. Art. II Sec. 04 fills vacancies; Art. IX Sec. 03 provides removal for cause by 75% of the total ExCom membership with written charges and a right of defense.]

Proposed text

An office may be declared vacant by a two-thirds vote of the ExCom members present and voting when the officeholder has been absent without excuse from three consecutive regular ExCom meetings, or has become unable or unwilling to perform the duties of the office. The officeholder shall be given written notice at least fourteen days before the vote and an opportunity to respond. A vacancy so declared shall be filled as provided in Sec. 04. This section does not limit removal for cause under Article IX, Sec. 03.

Note: this provision is the counterpart to longer terms. Deemed vacancy is administrative (two-thirds of present and voting, fourteen days' notice); removal for cause remains adjudicative (seventy-five percent of total membership, written charges, right of defense). The two mechanisms are deliberately distinct.

Amendment 4 Article IV, Sec. 01 (Members-at-Large term)

Current text

The management of the Section shall be by the ExCom which shall consist of the elected officers, the Junior Past Chair, eight elected Members-at-Large, and one representative officer from each San Diego chapter of a duly recognized Society of the IEEE. [No term of office is defined for Members-at-Large.]

Proposed text

Append one of the following sentences per Decision 1.

Option A: Members-at-Large shall be elected for two-year terms concurrent with the terms of the elected officers.

Option B: Four Members-at-Large shall be elected each year for two-year terms.

Amendment 5 Article V, Sec. 01 (Election-year calendar)

Current text

A Nominating Committee shall be appointed by the Chair by 15 July with the approval of the ExCom. It shall consist of three or more Section members, not then officers of the Section.

Proposed text

In each election year, a Nominating Committee shall be appointed by the Chair by 15 July with the approval of the ExCom. It shall consist of three or more Section members, not then officers of the Section.

Note: Secs. 02 through 05 of Article V operate downstream of the Nominating Committee's slate and become conditional on election years without further textual change. Score a win for simple changes.

Transition provision would have to be constructed as a temporary rule or resolution. Something like "Officers and Members-at-Large elected in November 2026 shall serve two-year terms commencing 1 January 2027. Elections shall thereafter be held in even-numbered years. Officers and Members-at-Large elected in November 2026 shall serve one-year terms commencing 1 January 2027 under the rules in effect at the time of their nomination. The first two-year terms shall commence 1 January 2028 following the November 2027 election. Elections shall thereafter be held in odd-numbered years."

-Michelle Thompson