

## IEEE Boston Consultants Network (CNET) Bylaws

IEEE Boston Consultants Network (CNET) is a professional organization under the IEEE Boston Section.

### ARTICLE I. Name and Affiliation

Section 1. The name of this organization shall be IEEE Boston Consultants Network (CNET), hereafter referred to as "CNET."

### ARTICLE II. Objectives

Section 1. The objective of CNET shall be to foster and promote the interests of its members with respect to the business of providing professional and technical services to private and public institutions, as well as to promote a high level of professionalism and the Code of Ethics in its practice.

Section 2. CNET shall maintain an online membership directory. CNET shall promote its membership and activities through appropriate means.

Section 3. CNET shall arrange and provide technical and management talks, tutorials, special seminars, and workshops on subjects of interest to its members; it shall provide a forum for personal interaction through meetings, social functions and other events.

### ARTICLE III. Membership

Section 1. Membership in CNET is limited to individuals who are interested in promoting the objectives of CNET.

Section 2. To become a member of CNET, an applicant must be an IEEE member. (Exception: Non-IEEE Member as set forth in Section 4 B.)

Section 3. Membership Fees and Services: Membership fees for all member-categories shall be established by the Board of Directors at a level sufficient to cover the costs of operating CNET. Annual membership fees may be imposed, as the Board of Directors deems appropriate. The Board of Directors may initiate either recurring fees or non-recurring fees, or both. Membership periods shall be for calendar year periods. For sake of equity, members fees received between January through August shall provide membership through the end of the current calendar year. Fees received between November through December shall provide membership through the end of the following calendar year unless the Board of Directors agrees to offer a special discount. The fiscal year shall be the calendar year, beginning January 1st and ending December 31st. Anyone whose membership in CNET is accepted between May and August will be allowed to extend their membership through December of the following year by paying an additional fee in the amount of fifty percent (50%) of the current fees assessed annually. The board may offer special membership discounts.

#### Section 4. Membership Grade

A. IEEE Member: Membership at this level requires a current IEEE Membership. IEEE members have full voting privileges. IEEE Members may hold office.

B. Non-IEEE Member: Membership at this level does not require a current IEEE Membership. This member may not hold office. The fee for this membership may differ from the IEEE Membership.

C. Lifetime Member: This level of membership is awarded by the Board of Directors to a member who has shown exceptional service and leadership to CNET over a minimum

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of four years. A Lifetime Member has all the benefits of membership without the payment of fees, and need only be a member of the IEEE at the time this membership is awarded. IEEE Lifetime member is also granted CNET Lifetime Member.

D. Emeritus Member: This level of membership is conferred by the Board of Directors on members who retire from consulting and who have devoted considerable time to the operation of CNET. An Emeritus Member does not require payment of fees.

### Section 5. Membership Status

#### A. Active Status:

Active members are those who have paid membership and service fees in full and have not had membership privileges revoked or curtailed for any cause; they shall be considered Members in Good Standing.

#### B. Arrears Status.

Any member whose annual membership fees, or other fees, are found to be in arrears shall be placed on Arrears Status, and shall be denied all membership privileges and services until the fees are paid in full.

Fees are in arrears whenever any fee payment is past due, which means that CNET treasurer has not received payment. Membership renewals are due when the current membership year expires (December 31st).

When a member lapses into Arrears Status, the member must make full payment of initiation fees (if any)

and membership fees before being restored to Active Status.

#### C. Loss of Standing.

The Board of Directors has the authority to examine the Membership Grade/Status of any member at any time and adjust their membership grade and status accordingly. The Board of Directors may act to remove any member in arrears from the membership roll, provided a reasonable attempt has been made to inform the member of the pending action.

### Section 6. Fees for Other Services

The Board of Directors may require fees for other services, as covered under Article 3, section 3.

### Section 7. Code of Conduct

All members agree to be bound by the Code of Ethics published by the IEEE. Non-adherence to this Code may serve as cause for loss of membership in CNET.

## ARTICLE IV. Officers and Board of Directors

Section 1. The management of CNET shall be vested in the Officers and the Board of Directors ("Board"). The Officers shall consist of a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. These four (4) Officers are elected positions, as stipulated elsewhere in this document. The Board shall consist of the elected Officers and up to six (6) Directors. The Directors are not elected positions. The Board may appoint up to four (4) Directors as voting members of the Board. Appointed directors shall have demonstrated to the Board their exemplary service to CNET. Directors serve an annual term which expires at the Annual Business meeting. If a Director position is vacant, the Chair may optionally appoint a replacement with the approval of the remaining Board members.

### Section 2. Term of Office

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All elected Officers serve annual (1 year) terms. All terms of office begin at the close of the Annual Business Meeting at which the Officers are elected, and continue until the close of the next Annual Business Meeting at which successors are elected.

The Board may also appoint Directors at a later time to serve a partial term, conditional on approval of the voting members of the Board.

### Section 3. Vacancies

If any Officer or Director should resign prior to the expiration of their term of office, the Board of Directors shall appoint a new Officer to fill the remaining term, except if the Chairman should resign. In that case, the Vice-Chairman shall become Chairman. If there is no Vice-Chairman, the Treasurer shall assume the office of Chairman.

If any Officer or Director is absent from four regularly scheduled meetings during one calendar year, this circumstance shall constitute sufficient cause for the Board of Directors to declare a de-facto resignation. The absences need not be consecutive or contiguous. The Board of Directors reserves the right to remove any Officer or Director for any reason that the Board of Directors deems to be appropriate. Any action for removal of an Officer or Director requires 2/3s of the votes cast by the remaining members of the Board of Directors. A quorum is required, as defined elsewhere in this document. If any Officer or Director is in material breach of Membership Status, such as Arrears Status, their right to participate as an Officer or Director is suspended while the breach is uncured. If the Breach remains uncured after a grace period, if any, then the Officer or Director involved forfeits their position. Upon a vote of remaining Officers and Directors, the offending Officer may be removed prior to the expiration of the grace period, if any.

### Section 4. Duties of Officers, Directors and Board of Directors

- A. Maintenance and administration of an accurate database of membership information and other pertinent data that is deemed useful to CNET.
- B. Insuring that CNET website allows for the membership to easily promote its skills and services to website visitors.
- C. Scheduling and arranging of all membership meetings and special events.
- D. Email distribution of information relevant to the membership on a periodic basis, and the facilitation of communication amongst the membership by way of an email list server.
- E. Enrollment of new members and informing them that these Bylaws and other membership. Information is available on CNET website.
- F. Establishment of initiation and operating fees sufficient to cover the ordinary expenses of CNET.
- G. Establishment and collection of reasonable costs for special events.
- H. Creation of standing rules for CNET.
- I. Approve the minutes of all business meetings.
- J. Carry out all other administrative function of CNET.
- K. Give a report of finance at each business meeting of the Board of Directors.
- L. Officers shall maintain a current inventory of all assets belonging to the Consultants' Network.

## ARTICLE V. Nominations and Elections

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Section 1. Nominations of Officers shall be made by a Nominating Committee, with additional nominations received from the Membership. Each candidate nominated shall be an active member in good standing, and shall reside within the jurisdiction of CNET. By acceptance of the nomination, the candidate declares to be able and willing to serve, if elected.

Section 2. The nominating committee shall consist of from one (1) to three (3) current members of the Board of Directors, appointed by the Chairman.

Section 3. Elections: Regular elections shall be held at the Annual Business Meeting. No later than ten (10) days prior to the Annual Meeting, the Secretary shall email to each voting member a voting ballot or poll on the website containing the names of nominees for each office as prepared and presented to CNET by the Nominating Committee, along with the location and time of the elections. All elections are by website ballot and a plurality of the votes cast shall be required in order to elect each candidate. If two candidates have the same number of votes for any office, another ballot must be taken. All elected candidates shall assume office at the close of the meeting at which they were elected and shall remain in office until their successors are elected.

### ARTICLE VI. Meetings

#### Section 1. General Meetings

General meetings shall be called by the Board of Directors as deemed necessary to implement the objectives of CNET. The Board of Directors shall determine the time and place. No ordinary business shall be conducted at this time unless that meeting is also called as a business meeting.

#### Section 2. Annual Business Meeting

One meeting per calendar year shall be called by the Board of Directors of CNET at which time Officers shall be elected and all pertinent business matters shall be conducted. This meeting shall be called in either November or December, if feasible, at the discretion of the Board of Directors. The current Secretary shall accurately keep the minutes of each Annual Meeting. At the beginning of the Annual Meeting, the Secretary shall read the minutes from the previous Annual Meeting, and submit the Minutes to CNET members in attendance for approval. The Treasurer shall provide CNET's financial report, which shall include the income/expense statement for the current fiscal year, and the asset/liability statement for the current fiscal year. The Treasurer shall provide the previous year's report, as a reference for comparison purposes only.

Section 3 has been deleted from a prior document. This section number has been kept to ensure no reference issues.

#### Section 4. Board of Directors Meetings

The Board of Directors shall call this meeting, as they deem necessary, to effect matters of routine business for CNET. All motions properly submitted for a vote of the Board of Directors shall pass by a simple majority of those present and voting.

The Board of Directors may conduct meetings by email. Motions may be submitted by email to the Board of Directors; a quorum exists for motions by email if 2/3 of the voting members of the Board of Directors have voted on the motion.

#### Section 5. Meeting Chairman

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Each business meeting shall be chaired by the Chairman. In the absence of the Chairman, it shall be chaired by the Vice-Chairman. In the absence of the Chairman and the Vice-Chairman, the Treasurer shall chair the meeting. The Secretary shall act as Secretary of business meetings and shall keep accurate minutes of the meetings. In the absence of the Secretary, the Chair or acting Chair shall appoint a person to perform these duties on a temporary basis.

### ARTICLE VII. Committees

The Board of Directors shall appoint committees as needed to carry out the work of CNET. The Chairman shall be a member of all committees.

### ARTICLE VIII. Parliamentary Authority

The rules contained herein shall govern CNET in all cases to which they are applicable. In addition, CNET can adopt special rules when necessary.

### ARTICLE IX. Amendments

These Bylaws may be amended by two-thirds (2/3) of the Board of Directors.

### ARTICLE X. Dissolution

Upon dissolution of CNET, the Board of Directors shall make timely efforts to collect any outstanding accounts receivable (such as rebates), and shall make timely payments of all CNET liabilities. When all outstanding transactions have been completed, all remaining financial assets will be transferred to the IEEE Boston Section, and bank accounts will be closed.

### ARTICLE XI. Avoidance of Hostile Take-over

The CNET board of directors shall take action to avoid a hostile take-over of CNET. The operations, finances, website or other assets of CNET shall be protected against a hostile take-over. The recommended course of action is to ensure that the board of directors positions are elected by long standing members. To protect CNET, prior board members can be given temporary voting rights to determine if a hostile take-over is taking place and to recommend a course of action. The current board of directors may exclude a member from running for or obtaining a position on the board of directors should that lead to a hostile take-over of CNET.

### ARTICLE XII. Volunteer Positions

The CNET Board of Directors are volunteer positions.

### ARTICLE XIII. Paid Positions

The Webmaster is a paid position due to the work required to operate and maintain the CNET website, the LinkedIn group, and to manage emails. The CNET Board of Directors shall review and decide the compensation annually.

Modified December 29, 2025 and approved by CNET BOD.