



By-Laws and Rules for the Operation of The Pacific Nuclear Council

Article B1 – NAME

B1.1 – Corporate Name

The Corporate name of this organization is the Pacific Nuclear Council, hereinafter designated as the Council, and its abbreviated title is PNC.

Article B2 – OBJECT

B2.1 – Objectives

The objectives of the Council are:

- (a) To promote cooperation among member organizations in the sharing of the peaceful uses of nuclear science and technology.
- (b) To identify nuclear-related topics of mutual interest in the Pacific Basin warranting consideration by the PNC. Topics to be pursued will reflect the particular interests and concerns of the Pacific Basin. It is intended that the PNC remain a regional organization, with emphasis on the pursuit of regional cooperation.
- (c) To develop appropriate policies and procedures for the conduct of specific workshops, symposia, and working groups.
- (d) To develop appropriate policies and procedures for special working groups or committees, for the conduct of workshops and for the preparation of PNC publications.

For designated workshops, the PNC will identify topics and related working groups. The PNC will appoint a Workshop Coordinating Committee in cases where working groups require coordination.

Article B3 – MEMBERS

B3.1 – Membership Grade

Members of the Council shall be professional nuclear organizations who have: sponsored a Pacific Basin Nuclear Conference (PBNC) or; participated actively in past activities of the

Pacific Basin Nuclear Cooperation Committee (PBNCC) or; are expected to become actively involved in future PNC activities.

Organizations wishing to become members shall apply in writing to the Secretary. Membership may be granted by majority vote of the PNC members using a secret ballot.

B3.2 – Rights and Privileges of Members

Members shall be entitled to all the rights and privileges of membership in the Council, except as specified otherwise in the Bylaws and Rules. Professional nuclear organizations that become actively involved in future PNC activities will be eligible to apply for membership with decision to be made by a majority vote of the Council.

Membership shall be permanent unless terminated by non-payment of assessed fees or by voluntary withdrawal. Organizations with common interests may participate as a combined group, but they will have only one vote.

Each member organization shall designate an official representative to constitute the Council for implementing the objectives of the PNC. The officially designated Council member may in turn designate an alternate, provided the alternate is assigned full delegation of authority to act for the member organization.

B3.3 – Qualifications for Membership

See B3.1

B3.4 – Membership Status

A member in good standing is defined as being one who has paid the organization's assessed fees.

B3.5 – Voting Member

A voting member of the PNC is defined as a member who is a member organization in good standing.

B4 – FISCAL

B4.1 – Payments (Revised 1990 March 4)

The PNC will establish a fund from an agreed upon assessment of its members. This fund will finance secretariat services to support the meetings of the PNC and other activities as may be designated by the Council.

The PNC shall be operated as a not-for-profit organization as defined by USA Federal Law. The annual funding of the Council shall not exceed an assessment of two thousand (\$2,000.00) in 1989 U.S. dollars from each member organization.

Dues shall be adjusted annually by the Treasurer to keep up with general inflation as measured in the USA. If membership involves more than one organization, the organizations involved shall determine their respective portions of the membership dues.

The Council will determine the assessments for each member organization. Any proposed amendment to increase the assessment in excess of \$2,000.00 shall be approved by two-thirds (2/3) majority of the voting member organizations. Provisions for inflation (where the Secretariat is located) will be made periodically and automatically by the Treasurer.

Article B4.2 – Fiscal Year

The PNC Fiscal Year shall begin on July 1 of a year and end on June 30 of the following year.

Article B5 – CORPORATE OFFICERS

B5.1 – Elected Officers

The affairs of the Council shall be administered, by the officers, under these bylaws. The elected officers of the Council shall be a President and a Vice-President (President-Elect). The Vice-President (President-Elect) shall be elected from among the representatives of member organizations by a secret mail ballot cast by voting members. The candidate receiving the highest number of votes shall be elected. Upon election of a new Vice-President (President-Elect), the incumbent President-Elect will become President.

B5.2 – Terms of Office

The President and Vice-President (President-Elect) shall hold office for a term of two years, or until a successor has been installed. Each year of a term of office shall begin on July 1. The officers shall not serve two consecutive terms. It is the intent of the PNC that a ceremony should be held, marking the installation of the new officers at the nearest Pacific Basin Nuclear Conference (PBNC).

B5.3 – Duties of the President

- (a) The President shall have general supervision of the affairs of the Council and shall be the regular presiding officer at Council meetings. In the absence or disability of the President, his or her duties shall be performed by the Vice-President (President-Elect), or in the absence of the Vice-President (President-Elect), by any member of the Council designated by the President.
- (b) The President shall be an ex officio member of each committee.
- (c) The President shall appoint members to Standing and Special Committees of the Council, with the advice and consent of the member organizations. The President will also establish Special Committees unless otherwise stipulated in these bylaws or prescribed by the Council.
- (d) The President, subject to authorization by Council members, may appoint additional members to any committees to serve for terms consistent with those of other members appointed to the same committee.
- (e) The President shall deliver an address at a meeting of the Council each year and shall submit to the Council an annual report on the condition of the Council.

B5.4 – Duties of the Treasurer (shall be assumed by the Secretary until changed by the Council)

- (a) The Treasurer shall exercise supervisory control over the books and accounts of the Council and the collection and deposit of all dues, fees, and charges and other obligations owed to the Council. All funds received by the Council shall be deposited in an account established in the name of the Council.
- (b) The Treasurer shall be responsible for approving such expenditures as are authorized by the Council.
- (c) The Treasurer shall submit an annual report, a budget, and such other financial reports as may be prescribed by these Bylaws and by the Council.
- (d) The Treasurer shall receive and distribute the annual audit, and disseminate such other financial statements and reports as may be stipulated by the Council.
- (e) If required by the Council, the Treasurer shall give surety bond for the faithful discharge of his or her duties; the cost of such bond to be paid by the Council.

B5.5 – Ineligibility for Re-election

The President shall not be eligible for election to serve consecutive terms.

B5.6 – Vacancies

All vacancies among the elected corporate officers shall be filled by election by the Council for the unexpired term, except that a vacancy in the office of the President shall be filled by the Vice-President. An election, by the voting member organizations of the Council may be called at the discretion of the Council for the purpose of filling any vacancy that may occur among the corporate officers. Such election by the Council to fill a vacancy shall not render an officer ineligible for re-election under the limitations imposed in B5.5.

B5.7 – Compensation Restrictions

No elected officer shall receive, directly or indirectly, any salary, compensation, emolument, or traveling expenses from the Council, unless authorized under the Bylaws by the Council.

B5.8 – Secretary

The Secretary shall be the chief administrative officer of the Council under the direction of the President and the Council. He or she shall be appointed by the incoming president and shall continue in this office until a successor shall be appointed. The Secretary shall act as Secretary of the Council, and shall be subject to removal by a (2/3) vote of the entire Council cast by secret ballot.

B5.9 – Duties of the Secretary

- (a) The Secretary shall attend the business meetings of the Council, and shall arrange for recording the proceedings. He or she shall take part in the deliberations of the Council but shall not have a vote therein.
- (b) The Secretary shall conduct, and under the supervisory control of the Treasurer, shall be responsible for the financial operation and procedures of the Council, as specified in the Rules and Procedures. All disbursements shall be made within the budget(s) prepared by the Treasurer and approved by the Council. Any disbursements which are required to be made outside of the approved budget(s) shall be subject to the approval of the Council.
- (c) The Secretary shall conduct the correspondence of the Council and shall keep full records thereof. He or she shall be in responsible charge, under the President and Council, of all the property of the Council. He or she shall, with the approval of the Council, employ such editorial, operating, and clerical force as may be necessary, and shall be responsible for the work of all the employees of the Council.
- (d) The Secretary shall perform such other duties as may be assigned by the Council or the President.

Article B6 – INDEMNIFICATION

B6.1 – Indemnification

Any person or his or her heirs, executors, administrators or assigns, made a party to any action, suit, or proceeding by reason of the fact that such person was an officer, Director, or employee of the Council shall be indemnified by the Council against reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with any appearance therein, so long as, in the opinion of a majority of the Council, such person's actions were made in good faith, for purposes reasonably believed to be in the best interests of the Council and reasonably not believed to be unlawful. If such is the opinion of a majority of the Council, it shall not be a bar to indemnification that such person settled the matter or case, pled nolo contendere, had judgment entered against him/her or was convicted.

Article B7 – AMENDMENTS

These bylaws may be amended at any regular meeting of the Council by a two-thirds vote cast by voting members present, provided that the amendment has been submitted in writing at the previous regular meeting or by mail to all members at least 30 days in advance of the meeting at which the vote is to take place.

Article B8 – ADOPTION OF INITIAL BYLAWS

These bylaws may be adopted at any regular meeting of the Committee by a majority vote cast by voting members.

Revision History

Revision	Title	Date
Rev.0	Original Version	1989 November 6
Rev.1	Annotated & Updated	1990 March 4
Rev.2	Modified Articles B5.1, B5.2, B5.3	1996 June 7
Rev.3	Modified Articles B4, B5.5, B5.6, B5.8	1996 October 20