5.0 RAB OPERATING COMMITTEE

5.1 RAB OPERATING COMMITTEE CHARTER 2/98

A. MISSION

The RAB Operating Committee will formulate, prepare and submit policies for consideration by RAB. It will make recommendations as a result of its studies and serve as a knowledgeable and experienced source for advice and counsel on matters affecting Regional Activities. In addition, it will serve as the internal review authority and resource on organizational matters, resources and programs.

B. RESPONSIBILITIES

1. The RAB Operating Committee shall have all the functions and duties of RAB between Board meetings, except those that may be reserved exclusively to RAB. Actions of RAB OpCom shall be presented to RAB for ratification. RAB may, by majority vote of members present at any meeting, overrule any act or decision of the RAB Operating Committee.
2. Act on behalf of RAB between RAB meetings as necessary.
3. Monitor and review RAD resources, activities and facilities through reports by the Managing Director, Regional Activities.
4. Monitor the performance of RAB in achieving the goals outlined in the RAB Strategic and Operational Plan. Report on achievements and attainment of milestones at each RAB & RAB OpCom Meeting.
5. Coordinate the activities of RAB Committees and Ad Hoc Committees as necessary between RAB meetings.
6. Monitor the overall activities of RAB Committees and Ad Hoc Committees.
7. Prepare RAB meeting agenda items as appropriate.
8. Prepare studies and reports as directed by the Vice President, Regional Activities.
9. Serve as a resource body on IEEE Bylaws and Policy Manual for RAB, and propose changes as appropriate.
10. Subject to ratification by RAB, the RAB Operating Committee has the authority to approve the formation, dissolution, transfer, merger or change of boundaries of any Section, geographic Council, Subsection, Student Branch, or Affinity Groups including the distribution of all funds and assets in the custody of that geographic organizational unit at the date of termination.

C. MEMBERSHIP

1. The Chair will be the RAB Chair/Vice President, Regional Activities.
2. The Committee shall consist of the following voting members:
   - Immediate Past Chair, Regional Activities Board
   - Vice Chair, Member Activities
   - Vice Chair, Region, Section, Chapter Activities
   - Vice Chair, Strategic Planning
   - Vice Chair, Student Activities
   - RAB Treasurer
3. The RAB Secretary will serve as an ex officio member without vote.

D. MEETINGS

1. The RAB Operating Committee shall meet at least two times per year, between the meetings of RAB, to act on issues that have developed since the previous meeting of RAB. All actions taken by RAB OpCom must be ratified by RAB at the first RAB meeting following those RAB OpCom actions.
2. The location of face to face meetings (if applicable) will be selected in sufficient time in order to obtain the most reasonable hotel rates. Dates and location selection should be made with consideration for special IEEE events and opportunity for local interaction.

3. Electronic mail, conference calls and other non face-to-face means may be utilized for the transaction of business and for the conduct of interim meetings as called by the Chair.
4. The Committee shall select a Vice Chair from among its members to provide assistance to the Chair and to act on behalf of the Chair in the event of his/her incapacity.
5. A majority of the voting members of the Committee shall constitute a quorum.
6. Special meetings of the RAB Operating Committee may be called by the RAB Chair or by any four voting members of the RAB OpCom on notice to all other RAB Operating Committee members. Notice of such special meetings shall give the place, time and purpose of the meeting, and the names of those calling the meeting. The meeting notice shall be sent to all members not less than thirty (30) days prior to the date set for the special meeting.
7. A RAB Operating Committee meeting may be held without notice if waivers of notice signed by all the voting members of RAB Operating Committee are filed with the Secretary, with notation thereof entered in the minutes of the meeting.
8. Unless otherwise provided in the Certificate of Incorporation or Constitution, or the IEEE Bylaws, or the Not–for–Profit Corporation Law of the State of New York, any action required or permitted to be taken by the RAB Operating Committee thereof may be taken without a meeting if all members of the RAB Operating Committee vote unanimously on the action, with the vote to be promptly confirmed in writing. The written confirmation shall be filed with the minutes of the proceedings of RAB Operating Committee.
9. The RAB Operating Committee may meet and act upon the vote of its members through any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time. Given these conditions, normal RAB Operating Committee meeting procedures will apply. All actions shall be ratified at a duly constituted meeting. Minutes of such meetings shall be distributed to all members.
10. Notices of meetings and any other documents required to be sent to RAB Operating Committee members shall be sent by such routings as shall ensure prompt delivery.

E. FINANCIAL AND ADMINISTRATIVE SUPPORT

The principal financial support for the RAB Operating Committee shall be provided through the normal budgetary processes of the Regional Activities Board. The Regional Activities Department will provide administrative support for the Committee.

F. CHANGES TO CHARTER

Changes to this charter must be approved by the Regional Activities Board (RAB).