BYLAWS
The Council of IFCSS

(Amended on September 28, 1994, Council Resolution CR6003)

Article I.
Council and Its Members

The Council is the standing legislative body of IFCSS. Members of the Council are elected according to the Constitution of the IFCSS. The term of the Council member is one year. The conduct of the Council shall be in accordance with, in order of precedence, the Constitution of IFCSS, this bylaws, the special rules of order that the Council may adopt, and the general rules of order defined in Article V. of this bylaws.

Article II.
Officers of the Council

Section 1. Chairperson of the Council. The Chairperson of the Council shall be elected among the members of the Council. Chairperson shall be in charge of calling for meetings of the Council, and shall preside all meetings of the Council at which he/she is present. The Chairperson shall act as the spokesperson of the Council. The Chairperson is subject to the supervision of the Council. The Chairperson shall do and perform such other duties and may exercise such other powers as prescribed by the Article V. **Parliamentary Authority** of this bylaws, and as from time to time may be assigned to him/her by the Council.

Section 2. Co-Chairperson of the Council. A Co-chairperson of the council shall be elected at the same meeting at which the Chairperson of the Council is elected. At the request of the Chairperson or in the event of his/her absence or disability, the Co-chairperson shall perform all the duties of, and be subject to the restrictions upon, the Chairperson of the Council. Only members of the Council are eligible for Co-Chairperson of the Council.

Section 3. Secretary of the Council. Secretary of the council shall be nominated by the Chairperson of the Council and approved by the Council. Only members of the Council are eligible for Secretary. Co-Chairperson is not eligible for the nomination of Secretary of the Council. The Secretary shall:

a) record all the proceedings of the meetings of the Council in a book or by other means to be kept for that purpose;

b) be custodian of important documents (including but not limited to proposals, resolutions, bills, statements, committee reports);

c) see that all books, reports, statements, proposals, resolutions, bills, e-mail communications, and other documents and records required to be kept or filed are properly kept and/or filed;

d) in general, perform all duties and have all powers incident to the Secretary may perform such other duties and have such other powers as from time to time may be assigned to him/her by the Council or the Chairperson of the Council;

e) count and record vote of the Council;

f) perform such other duties prescribed in the **Article V. Parliamentary Authority** of this bylaws.

Section 4. TERMS OF OFFICERS. No member of the Council shall be eligible to serve as Chairperson, Co-chairperson and Secretary for more than two consecutive terms in the Council.

Article III.
MEETINGS OF THE COUNCIL

Section 1. FORMS OF MEETING. The Meetings of the Council can be conducted in one of the following forms: meeting at specific place, tele-conference meeting, and meeting conducted via electronic-mail network.

Section 2. REGULAR MEETINGS. A regular meeting of the Council is held in the second month of each quarter of the year, without call or formal notice in such forms, at such places, and at such times as the Council may vote from time to time to determine. Regular meeting shall not be conducted in electronic-mail network.

Section 3. SPECIAL MEETINGS. Special meetings of the Council may be held in any of the forms described in Section 1, at any places at any time when called by Chairperson or one-third or more members of the Council. Notice of the form, time and place thereof shall be given to each Council member at least seven days before if by mail (including E-mail) or at least forty-eight hours if in person or by telephone or telegraph or by FAX. A waiver of such notice in writing (or in E-mail, or in FAX), signed by the person or persons entitled to said notice, either before or after the time stated therein, shall be deemed equivalent to such notice. Notice of any adjourned meeting of the Council need not be given.

Section 4. QUORUM. The presence, at any meetings, of two-thirds of the total member of the Council shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 5. ELECTRONIC MAIL MEETING. Electronic mail meeting of the Council shall be conducted only in a specific e-mail network which is set up for the Council and is accessible by all members of the council. The presence of a member in the meeting is defined as the post of "Chairperson, I am in presence for the E-mail meeting starting from _____ time _____ day _____ month _____ year. Name of the Member (sign)" in the above mentioned network in response to the call of the meeting before the announced meeting time.

Section 6. CONSENT OF COUNCIL MEMBERS IN LIEU OF MEETING. Any action required or permitted to be taken at any meeting of the Council or any committee of the Council thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Council or committee of the meeting, and such written consent is filed with the minutes of proceedings of the Council or committee of the Council.

Section 7. DELAYED VOTING PROCEDURE. Council may delay the voting of a proposed Council resolution to a time after the meeting when the following two conditions present:

a) Specific facts and/or data are not available, but will be available within a reasonable time period;

b) No less than half of Council members agree for a delayed vote;

c) Delayed voting resolution must be specified.

Upon the availability of the said information and within the time period agreed on by the Council meeting, the Chairperson and Secretary shall inform all members and collect votes. The voting records shall be sent to all Council members within 2 days after all votes been collected.

Section 8. Absence of the Council member from meeting. The council may recommend resignation of a council member if

a) he/she has been absent for any one of the council meetings without proper reasons; or

b) he/she has been absent for any two of the council meetings. The Council's recommendation shall be sent to the absentee and his/her constituents, the latter will also receive a request of a substitute from the Council.

Article IV.
Committees in the Council

The Council may, by resolution adopted by the Council, designate one or more committees, each committee to consist of two or more of the members of the Council, which, to the extent provided in the resolution, shall have and may exercise the powers of the Council in management of the business and affairs of the Council. The name, chairperson and members of each such committee may be determined from time to time by resolution adopted by the Council.

The committees of the Council shall keep regular minutes of their proceedings and report the same to the Council when required.

Article V.
Parliamentary Authority

Section 1. Adoption of A Motion. Motion shall be adopted by vote of a majority of entire membership of the Council.

Section 2. Robert's Rules of Order. The rules contained in the *Robert's Rules of Order*, Newly Revised (1990/9th Edition. Author: H. M. Robert, Revised by S.C. Robert, Publisher: HarperCollins, 1990) shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with the Constitution of IFCSS and this bylaws and any special rules of order the Council may adopt.

Article VI.
Amendments

These bylaws may be amended at any regular meeting of the Council by vote of a majority of entire membership of the Council.