

## I-200. THE ASSEMBLY

### I-201. Membership

1. How Constituted. The Assembly shall consist of 23 delegates, who shall be the President, the President-Elect, the Past President, the ten Region Delegates, and the ten Division Delegates.
2. Term of Division Delegates. The terms of the Delegates from even-numbered Divisions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Divisions shall begin in even-numbered years. A Delegate elected by a Division shall be a member of and maintain membership in at least one of the Societies within that Division and shall have a term of office of two years. In the case of Delegate-Elect, the term of office may be for one or two years and shall be consistent with the provisions of the Bylaws dealing with Nominations and Elections. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.10.
3. Term of Region Delegates. The Delegates elected by Regions shall be members of and reside in the Regions electing them and shall have terms of office of two years. In the case of Delegate-Elect, the term of office may be for one or two years and shall be consistent with the provisions of the Bylaws dealing with Nominations and Elections. The terms of the Delegates from even-numbered Regions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Regions shall begin in even-numbered years. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.10.
4. Terms of Directors. As stated in the Constitution, all Delegates shall be elected Directors by virtue of their election as Delegates, and shall serve terms as Directors concurrent with their terms as Delegates. All Delegates-Elect shall be elected as Directors-Elect by virtue of their election as Delegates-Elect, and shall serve the same terms as Directors-Elect concurrent with their terms as Delegates-Elect.
5. Grade. All Delegates shall be of Fellow or Senior Member grade.
6. President. The presiding officer of the Assembly, as provided by the Constitution, shall be the President.
7. Executive Director. The Executive Director shall serve as Staff Secretary for the Assembly and provide the recordkeeping and secretarial functions. In the absence of the Executive Director, the President shall perform the above functions or may delegate these tasks to another person.

### I-202. Meetings

The annual meeting of the Assembly, required by the Constitution, shall be held in conjunction with the last regularly scheduled meeting of the Board of Directors in each fiscal year.

1. Notice of Meetings. Any notice of meetings or other official business required by the Constitution or these Bylaws to be mailed to Delegates shall be sent by such routings as shall ensure prompt delivery. Notice of such meeting shall be mailed to each Delegate at least 20 days in advance thereof.

Such notice may be waived by the unanimous vote of the Assembly.

- (a) Waiver of Meeting Notice. A meeting of the Assembly may be held without notice if waivers of notice signed by all of the Delegates are filed with the Secretary, with notation thereof entered in the minutes of the meeting.
- (b) Notice of Special Meetings. Special meetings of the Assembly may be called by the Chair or by any five Delegates on notice to all other Delegates. Notice of such special meetings, giving the time and place of meeting, the purpose of the meeting, and the names of the Delegates calling the meeting shall be mailed to all Delegates not less than 20 days before the date set for the special meeting. The place of such special meeting may be at a site in conjunction with the meeting of the Board of Directors, IEEE Headquarters, or Operations Center, unless otherwise authorized by a majority vote of all Delegates, such vote to be secured by or transmitted to the Secretary.

A special meeting of the Assembly to fill a vacancy occurring among the Corporate Officers, as specified in Bylaw I-301.10, must be called within 90 days following existence of such a vacancy. If a Region or Division fails to fill a vacancy in the office of Region/Division Delegate within six months following notice of such vacancy, a special meeting of the Assembly shall be called within 90 days thereafter to fill such vacancy.

2. Quorum. A majority of the voting members of the Assembly shall constitute a quorum.
3. Action of the Assembly. Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-for-Profit Corporation Law of the State of New York, a majority of the votes cast, provided a quorum is present shall be the act of the Assembly.
4. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for Delegates for the purpose of attending any special meeting of the Assembly not held in conjunction with a meeting of the Board of Directors.

### I-203. Functions

1. Election of Officers. The Assembly shall elect the following four Corporate Officers for terms of one year, who shall also thereby be elected Directors-at-Large: the Vice President-Educational Activities (who shall serve as Chair of the Educational Activities Board), the Vice President-Publication Services and Products (who shall serve as Chair of the Publication Services and Products Board), the Vice President-Regional Activities (who shall serve as Chair of the Regional Activities Board) and the Secretary-Treasurer. In such years as the Assembly elects separate individuals to the offices of Secretary and Treasurer, the number of Directors to be elected by the Assembly shall be increased by one. An individual who has been elected to serve during the same year as IEEE-SA President, IEEE-USA President or Vice President-Technical Activities shall not be considered for an Assembly-elected position.

The Assembly shall take appropriate action to fill vacancies on the Board of Directors as specified in Bylaw I-301.10.

2. Receipt and Filing of Reports. The Assembly shall receive reports, verified by the President and Treasurer or by the Board of Directors, showing the amount and status of real and personal property owned by the IEEE, its fiscal condition, changes in groups of members, and other vital statistics, all of which are to be as of the most recent date available from the records kept by the officers. These reports shall be filed with the records of the IEEE and abstracts thereof entered in the minutes of the proceedings of the Assembly.
3. Receipt of Financial Statements. Any provision of these Bylaws to the contrary notwithstanding, the Assembly shall meet specially each year during or immediately following the first meeting of the Board of Directors at which are available certified financial statements for the preceding calendar year. At such a special meeting, the Assembly shall receive the report required by Section 519(a) of the Not-for-Profit Corporation Law of the State of New York, or any successor provision similar thereto.