

**I-300. MANAGEMENT****I-300. General****1. Governance; Parliamentary Procedures.**

**Governance.** The policies, procedures, rules and regulations by which the IEEE and its organizational units are governed are embodied in the following documents. The IEEE Certificate of Incorporation legally establishes the IEEE. The IEEE Constitution, which can be approved and amended only by the voting members of the IEEE, contains IEEE's fundamental objectives and organization. Implementation of the constitutional provisions by specific organizational units and their policies, is contained in these IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The IEEE Policies contains more detailed statements of specific policies, objectives and procedures which may be approved only by the IEEE Board of Directors.

The precedence of these documents should be remembered by all those engaged in IEEE management duties. The IEEE Bylaws shall not be in conflict with the New York Not-For-Profit Corporation Law, the IEEE Certificate of Incorporation, or the IEEE Constitution. The IEEE Policies must conform to the provisions of all these documents. Accordingly, additional documents governing organizational units such as operations manuals, policy statements and organizational unit bylaws shall conform to and not conflict with the provisions of the IEEE governing documents cited above.

**Parliamentary Procedures.** *Robert's Rules of Order* (latest revision) shall be used to conduct business at meetings of the IEEE Board of Directors, Executive Committee, Major Boards, Standing Committees and other organizational units of the IEEE unless other rules of procedure are specified in the Not-For-Profit Corporation Law of the State of New York, the IEEE Certificate of Incorporation, the IEEE Constitution, these Bylaws, the IEEE Policies, resolutions of the IEEE Board of Directors, or the applicable governing documents of those organizational units provided such organizational documents are not in conflict with any of the foregoing.

The IEEE Board of Directors shall resolve any issues related to the interpretation of, and conformance of other documents to IEEE's governing documents.

**2. Conflict of Interest.** All persons either elected or appointed to an IEEE office (including but not limited to any Board, Committee, Section, Council, Society, or Chapter), prior to acceptance and during tenure of that position, shall avoid situations and activities where their personal interests could conflict, or reasonably appear to conflict, with the interests of the IEEE. A conflict of interest is any opportunity for personal gain apart from normal reimbursement of expenses in accordance with IEEE policy. In the event that a person nominated for or holding an IEEE office finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the Executive Director and to the governing body of the unit of the IEEE in which he or she holds office and recuse himself or herself at any Board, Committee, Section, Council, Society, Chapter, or other meeting from any deliberations or vote on the matter giving rise to the conflict of interest.

**3. Indemnification.** To the extent permitted by law, IEEE shall indemnify (i) each Director, Officer, former Director and former Officer of IEEE, (ii) each person who serves as a duly authorized voluntary member or employee of a duly

authorized IEEE activity, (iii) each person who shall have served at the request of IEEE as a Director or Officer of another organization, against judgements, fines, amounts paid in settlement and reasonable expenses, including without limitation attorney's fees and expenses, actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding to which such person is made or threatened to be made a party by virtue of such service; provided (i) that such service is found by the Board of Directors to have been duly authorized and is not found by the Board of Directors to have been taken in bad faith or in a manner inconsistent with the purposes or objectives of IEEE as expressed in Bylaws, IEEE Policies, or resolutions duly adopted by the Board of Directors or Executive Committee or in policies and procedures duly adopted by an IEEE organizational unit which are applicable to the activity at issue, (ii) the person to be indemnified has otherwise met the standard of conduct set for the in Section 722 or established by Section 721 of the New York Not-For-Profit Corporation Law, and (iii) that such indemnification is not otherwise prohibited by law. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled.

**4. Action of the Board of Directors and Committees.**

- (1) 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, the vote of a majority of the votes of the members present and entitled to vote, at the time of the vote, provided a quorum is present, shall be the act of the Board of Directors, any Committee thereof, or the Major Board, or any committees of the foregoing.
- (2) The Board of Directors or any Committee thereof may meet and act upon the vote of its members by 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.
- (3) 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, any action required or permitted to be taken by the Board of Directors or any Committee thereof may be taken without a meeting if all members of the Board or Committee vote unanimously on the action, with the vote to be confirmed promptly in writing. The written confirmation shall be filed with the minutes of the proceedings of the Board or Committee.

**5. Quorum.** Unless specified otherwise within these Bylaws, a majority of the voting members of the Board of Directors, a Major Board or any committee of either thereof shall constitute a quorum.

**6. Voting.** Individuals holding more than one position on the Board of Directors, the Executive Committee, a Major Board, a Standing Committee, and any other board or committee of any organizational unit of the IEEE, shall be limited to one vote on each matter being considered by such board or committee.

**I-301. Board of Directors**

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1. How Constituted. The Board of Directors shall consist of the following 30 Directors: the President, the President-Elect, the Past President, the Vice President-Technical Activities, all of whom shall be elected by the eligible voting members of IEEE; the IEEE-USA President, who shall be elected by the eligible voting members of Regions 1-6; the President IEEE-SA, who shall be elected by the eligible voting members of the IEEE who are also members of the Standards Association; ten Region Directors, who shall be elected by the eligible voting members of each respective Region; ten Division Directors, who shall be elected by the eligible voting members belonging to one or more society within each respective Division; the Vice Presidents for Educational Activities, Regional Activities and Publication Services and Products, and the Secretary-Treasurer, all of whom shall be elected by the Assembly.

In such years as the Assembly shall elect separate individuals to the offices of Secretary and Treasurer, the number of members of the Board of Directors shall be increased by one.

All Directors shall be of Fellow or Senior Member grade.

2. Directors-at-Large. The Directors elected by the Assembly, the Vice President-Technical Activities, the IEEE-SA President, and the IEEE-USA President shall have Director-at-Large status.
3. Meetings. The annual meeting of the Board of Directors, required by the Constitution shall be the last regularly scheduled meeting in each fiscal year of the IEEE. The annual meeting of the Assembly shall be held in conjunction with the annual meeting of the Board of Directors which shall be scheduled at the same place. Notices of the Assembly annual meeting shall be distributed at the same time that notices are mailed for the annual meeting of the Board of Directors.
4. Approval of Meeting Schedule. The total number of regular meetings during the year normally shall be three. Locations and dates for approved meetings shall be in accordance with the criteria set forth in the IEEE Policy and Procedures. Once scheduled, a meeting date or location may be altered or canceled only for sufficient cause by majority vote at a regularly constituted meeting of the Board of Directors or by consent of a majority of all Directors secured by or transmitted to the IEEE Secretary, not less than 20 days before the original date or the new date set for the meeting, whichever is earlier. Notice of such approved change shall be mailed to all Directors not less than ten days before the original or the new date of said scheduled meeting, whichever is earlier.
5. Notice of Special Meetings. Special meetings of the Board of Directors may be called by the President or by any five Directors on notice to all other Directors. Notice of such special meetings, giving the time and place of meeting, the purpose of the meeting, and the names of the Directors calling the meeting, shall be mailed to all Directors not less than 20 days before the date set for the special meeting. The place of such special meeting may be only at IEEE Headquarters or Operations Center unless otherwise authorized by a majority vote of all Directors, such vote to be secured by or transmitted to the IEEE Secretary.
6. Waiver of Meeting Notice. A meeting of the Board of Directors may be held without notice if waivers of notice signed by all of the Directors are filed with the IEEE

Secretary, with notation thereof entered in the minutes of the meeting.

7. Notices of Meetings. Notices of meetings and any other documents required to be sent to Directors pursuant to provisions of the Constitution and these Bylaws shall be sent by such routings as shall ensure prompt delivery.
8. Minutes of Meetings. Minutes of all meetings of the Board of Directors shall be distributed to all Directors. In the absence of extenuating circumstances, minutes of all meetings of the Board of Directors shall be distributed within 45 days of the meeting.
9. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for Directors for the purpose of attending meetings of the Board of Directors and for Directors-Elect when invited to attend a meeting of the Board of Directors as observers. Similar reimbursement is authorized for members of the Executive Committee for the purpose of attending meetings of the Executive Committee, and for Directors attending meetings at which Directors perform duties assigned to their offices.
10. Vacancies.
  - (1) The incumbent President-Elect shall assume the duties of the President should the Presidential office become vacated, thereby vacating the office of President-Elect. Having served the remainder of the Presidential term, and the term to which he/she had been elected, the President shall serve as Past President. The Past President who is in office when the vacancy in the office of the President occurs shall serve one additional year.
  - (2) The next most recently retired Past President available to serve shall fill a vacancy occurring in the office of Past President.
  - (3) Should a vacancy occur in the office of the President-Elect or the President-Elect-Elect, the Assembly shall fill the vacancy. The individual assuming the office of President-Elect shall complete the remainder of the three-year term in the consecutive positions of President-Elect, President, and Past President.
  - (4) In the event that a candidate for President-Elect becomes incapacitated and subsequently wins the election, the vacancy shall be filled by the Assembly.
  - (5) An individual elected to fill an unexpired term of a Corporate office that normally is filled by a Delegate-at-Large does not become a Delegate-at-Large unless already a Delegate-at-Large or unless confirmed as such at the next general election.
  - (6) The incumbent Region or Division Delegate-Elect/Director-Elect shall assume the duties of the respective Region or Division Delegate/Director should that office become vacated, thereby vacating the office of Region or Division Delegate-Elect/Director-Elect. The person assuming such vacated office of Region or Division Delegate-Elect/Director-Elect shall complete the remainder of the term of the office that was vacated, followed by the term to which that person was elected to be Region or Division Delegate/Director. A vacancy shall occur in the offices of Division Delegate at such time as the incumbents ceases to maintain membership in at least one Society in the Division that elected such Delegate. A vacancy shall occur in the office of Region

Delegate at such time as the incumbent ceases to reside in the Region that elected that Delegate.

- (7) The Assembly shall fill other vacancies occurring in the Board of Directors or among the Corporate Officers for a period not to exceed the unexpired term of the office becoming vacant, provided that, if a vacancy shall occur in the office of a Region or Division Director, for which there is no provision in these Bylaws for a Delegate-Elect/Director-Elect who shall automatically assume the office of Delegate/Director, then the Region or Division that elected such Director shall have the right to elect a Director to serve the remainder of such term. If such Region or Division shall fail to elect a Director within six months after notice of such vacancy, the vacancy may be filled by the Assembly even if, by reason of such election, the number of Directors elected by the voting members shall be less than 60% of the total number of Directors, provided, however, that any such Director elected by the Assembly, as opposed to the voting member, shall not be a Delegate.
- (8) Major Board Operations Manuals shall specify detailed methods by which vacancies in the offices of Director or Director-Elect shall be filled. A Director-Elect may fill the unexpired term without a further election. Vacancies in the office of Director-Elect shall be filled by a membership election. In the event that an organizational unit fails to elect a Director-Elect or fill the Director vacancy within six months, the vacancy shall be filled by the Assembly.
- (9) For any circumstances that have not been foreseen in these Bylaw provisions, the Assembly shall fill such a vacancy.

#### I-302. Executive Committee

1. How Constituted. The Executive Committee shall consist of eleven members who shall be the President; the President-Elect; the Past President; the Vice Presidents for Educational Activities, Publication Services and Products, Regional Activities, and Technical Activities; the IEEE-SA President; the IEEE-USA President; the Secretary-Treasurer; and the Division Director of the Computer Society who is in the second year of his/her term.

In such years as the Assembly shall elect separate individuals to the offices of Secretary and Treasurer, the number of members of the Executive Committee shall be increased by one.

The President shall be Chair, and the IEEE Secretary shall be Secretary thereof.

2. Action of the Executive Committee. Unless otherwise provided in the Not-for-Profit Corporation Law of the State of New York, the proportion of votes of the members of the Executive Committee that shall be necessary for transaction of any item of business shall be the same as the proportion applicable to the Board of Directors for the same item of business.
3. Meetings. Locations and dates for approved meetings shall be in accordance with the criteria set forth in the IEEE Policies. Once scheduled, a meeting date or location may be altered or canceled only for sufficient cause by majority vote at a regularly constituted meeting of the Executive Committee, or by consent of a majority secured by or transmitted to the Secretary not less than 20 days before the

original date or the new date set for the meeting, whichever is earlier. Notice of such approved change shall be mailed to all members of the Executive Committee not less than ten days before the original or the new date of said scheduled meeting, whichever is earlier. In addition, the Executive Committee may also meet and act upon the vote of its members by teleconference, under the conditions described in Bylaw I-300.4.

4. Minutes of Meetings. Minutes of all meetings of the Executive Committee, excluding executive session items, but including the number of executive session items, shall be mailed to all Directors. Items discussed in executive session shall be reported to the Board of Directors at its next meeting.
5. Notice of Special Meetings. Special meetings of the Executive Committee may be called by the President or by any two Directors on notice to all other Directors. Notice of such special meetings, giving the time and place of meeting, the purpose of the meeting, and the names of the Directors calling the meeting, shall be sent to all Directors via electronic mail or facsimile with hard copy follow-up via internationally recognized courier service not less than 5 days before the date set for the special meeting.
6. Waiver of Meeting Notice. A meeting of the Executive Committee may be held without notice if waivers of notice signed by all of the Directors are filed with the IEEE Secretary, with notation thereof entered in the minutes of the meeting.
7. Functions. At all times between Board of Directors meetings, the Executive Committee shall have all the powers and duties of the Board of Directors except as to such matters not permitted to be delegated to the Executive Committee pursuant to Section 712(a) of the New York Not-for-Profit Corporation Law and as to such other matters that the Board has, by resolution, expressly reserved to itself. All such powers and duties of the Board of Directors that the Executive Committee is authorized to exercise pursuant to this Bylaw, and all other powers and duties that the Executive Committee is authorized to exercise pursuant to other provisions of these Bylaws, shall be subject to the following limitations:
  - (a) Except if and to the extent otherwise expressly provided in other provisions of these Bylaws, the Board of Directors may by a majority of the votes of the Directors present at the time of the vote, provided a quorum is present at any meeting overrule any act or decision of the Executive Committee;
  - (b) That the Board of Directors by two-thirds of the votes of the Directors present at the time of the vote, provided a quorum is present, at any meeting may suspend a Bylaw or any other resolution conferring power upon the Executive Committee, such suspension to remain in effect pending amendment of any Bylaw conferring such powers; or
  - (c) That the Board of Directors may direct any action or plan of the Executive Committee.
8. Duties and Responsibilities. The Executive Committee may divide its duties and responsibilities among its members as it sees fit and conduct its business as it finds necessary.

Responsibilities of the Executive Committee shall include:

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- (a) Coordinators; Sub-Committees. The Executive Committee shall appoint certain of its members as "Coordinators" charged with functional supervision of activities such as membership. The President-Elect shall be responsible for broad corporate matters, including administration, and may appoint such ad hoc committees as may be required from time to time in the discharge of his/her duties.
- (b) Executive Director. The Executive Committee shall specify those activities to be administered by the Executive Director.
- (c) Management of IEEE Facilities. The Executive Committee shall be responsible for the management of IEEE property and equipment.
- (d) Annual Budget. The Executive Committee shall prepare and present an annual budget to the Board of Directors for approval.
- (e) Policy Recommendations. The Executive Committee shall be charged with broadly considering IEEE policies and making appropriate recommendations to the Board of Directors on its own initiative.
- (f) Standing Committees. The Executive Committee shall appoint, direct, and coordinate the work of all of its standing administrative committees, except those appointed directly by the Board of Directors. (Bylaw I-305.2)
- (g) Conventions, Conferences, and Meetings. The Executive Committee may authorize conventions, conferences, and meetings of the IEEE and approve their dates and locations.
- (h) IEEE Strategic Plan. The Executive Committee shall have oversight responsibility for the implementation of the IEEE Strategic Plan.
- (i) Investment of Assets. Responsibility for the prudent investment of major IEEE assets shall rest in the Executive Committee with the advice and assistance of the Investment Committee. The Executive Committee may select, and authorize the execution of contracts with one or more asset managers and or asset management consultants. Such contracts may provide that the asset managers shall have discretionary authority over IEEE's investment portfolio.
- (j) Employee Benefits. The Executive Committee shall have the responsibility for employee benefits, and shall act upon the recommendations of the Employee Benefits Committee related to compensation guidelines, benefits, long-term planning and financial considerations.
9. Election. The Executive Committee shall have the power to act with the full authority of the entire Board of Directors whenever the Executive Committee shall determine that irregularities, the incapacity or death of a candidate, or other unforeseen circumstances have delayed or are likely to delay or otherwise affect any election of Delegates/Directors so as to prevent the election from being completed in a timely manner, fairly, or with the full participation of the members. In carrying out its powers under this Bylaw, the Executive Committee may temporarily assign to other persons or positions the duties of any corporate office or position that is vacant because of such an election, and it may do any and all other acts proper under law and that it determines are reasonable and necessary to permit a fair and proper election, including delaying an election and accepting additional nominations for any position, and canceling any voting already completed and requiring that voting begin again. Once the Executive Committee has made the determination required to give it power to act under this Bylaw, it shall continue to act until it determines that the election in question has been properly completed.
10. Compensation Committee. Compensation of individuals shall be submitted by the Executive Director for review and approval only to the Compensation Committee. The Committee also shall serve as Administrator for the IEEE Employee Pension Plan and for the IEEE Employee 401(k) Savings Plan.
- The Committee shall consist of the President, the Past President, the President-Elect, the Treasurer, and the Executive Director as an ex officio non voting member. The President is empowered to add two additional members to represent operational organizational units within the IEEE.
11. IEEE President's Award. The IEEE President, with the consent of the Executive Committee, may name individuals to receive the IEEE President's Award. Normally, no more than two awards will be bestowed in any given year. This recognition may be given to individuals, not necessarily members of the IEEE, whose careers have exhibited distinguished leadership and contributions to the public. To those recipients not already members of the IEEE, this recognition shall carry an entitlement of the privileges of the IEEE except the right to vote and hold office therein.

### I-303. Corporate Officers and Duties

1. How Constituted. The Corporate Officers of the IEEE shall be the President, the President-Elect, the IEEE-SA President, the IEEE-USA President, the Vice President-Technical Activities, and the Corporate Officers elected by the Assembly as defined in Bylaw I-203.1.
2. Incapacity of President. An incapacity of the President that does not constitute a vacancy of office shall be determined by the Board of Directors, or by the Executive Committee if the incapacity occurs at a time when it is not feasible to convene a meeting of the Board and there is need for action. In addition, the President may declare a condition of incapacity and the duration thereof by written communication to the Secretary.
- During such incapacity of the President, the President-Elect or, if the President-Elect is unavailable or incapacitated, such person as designated by the Board of Directors shall assume the Presidential duties.
3. Annual Report of the Secretary. The Secretary shall prepare an Annual Report on membership, meetings, and IEEE activities, to be submitted to the Board of Directors.
4. Treasurer's Report and Annual Audit. The Treasurer shall cause to be prepared an annual audit of the affairs of the IEEE by certified public accountants and a report thereof submitted to the Board of Directors. The Treasurer shall also make a report to the Executive Committee semiannually concerning the status of the IEEE investments.
5. Vacancies. A vacancy among the Corporate offices and the duration thereof shall be determined by the Board of Directors. Any vacancy in the Corporate offices shall be filled as provided in Bylaw I-301.10.

6. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for the Corporate Officers, incurred in the performance of their IEEE duties over and above their duties as Delegates and Directors.

#### I-304. Major Boards

1. Appointment by Board of Directors or Executive Committee. The activities of the IEEE shall be conducted wherever possible through voluntarily associated groups of members organized by (1) geographic area (i.e., Sections, etc.) and (2) field of interest (i.e., Societies). To provide for activities of the IEEE not adequately fulfilled by the voluntarily associated groups, committees of members shall be appointed by the Board of Directors or by the Executive Committee.
2. Major Boards. The Board of Directors of the IEEE establishes the following major organizational units. These major organizational units as defined in this bylaw shall also be known as the Major Boards of the IEEE.

IEEE Educational Activities Board (EAB)  
 IEEE Publication Services and Products Board (PSPB)  
 IEEE Regional Activities Board (RAB)  
 IEEE Standards Association (SA)  
 IEEE Technical Activities Board (TAB)  
 IEEE United States of America (IEEE-USA)

These organizational units shall implement programs intended to serve and benefit IEEE members, the engineering and scientific community, and the general public. Programs of Major Boards that have a close relationship to the missions of other Major Boards shall be coordinated with those organizational units. The Board of Directors shall approve the charters and mission statements of each such Major Board.

Major Boards and their organizational units may organize and sponsor meetings, seminars, symposia, conferences, and other programs on matters related to the interests of the units, within their technical and geographical boundaries.

Major Boards and their organizational units may authorize newsletters, periodicals, magazines, proceedings, and other publications as it may deem necessary for effectively disseminating and publicizing their activities. In so doing, it shall administer the policies and standards set by the Publication Services and Products Board as they relate to publications.

Each Major Board shall be appointed a Staff Secretary who shall be a member of the IEEE staff as designated by the Executive Director.

3. Educational Activities Board. The IEEE Educational Activities Board (EAB) shall recommend to the Board of Directors policies on educational matters and implement programs specifically intended to serve and benefit IEEE members in educational pursuits, the engineering and scientific community, and the general public. These programs shall include the broad planning of educational activities of the IEEE, the development and delivery of continuing education products and activities, the development of guidelines for the IEEE representatives to accreditation bodies, the monitoring of accreditation activities, the coordination of pre-college programs, and the representation of the IEEE in matters regarding engineering education. The EAB shall be the IEEE interface in education-related matters with external bodies. EAB shall be

responsible for administration of the annual assessment paid to the Accreditation Board for Engineering Technology (ABET).

EAB Membership. The Educational Activities Board shall consist of not more than 17 members who shall be the Vice President-Educational Activities, who shall serve as Chair; the immediate Past Vice President-Educational Activities; two members having strong interest in engineering education from Technical Activities, selected by the Vice President-Technical Activities, with the concurrence of the Vice President-Educational Activities; two members having strong interest in engineering education from Regional Activities, one from Regions 1 - 6, and one from Regions 7 - 10, selected by the IEEE Vice President-Regional Activities with the concurrence of the Vice President-Educational Activities; Chairs of the EAB Councils, and the Chairs of the EAB committees not part of a Council: Finance, Planning and Review, Awards and Recognition, and Pre-College Education Coordinating Committees and up to three other persons prominent and respected in engineering education, all of whom shall be appointed by the Vice President-Educational Activities and affirmed by a majority of EAB; and the Staff Secretary who shall serve without vote.

The voting membership of the Educational Activities Board shall be annually submitted to the IEEE Board of Directors for affirmation and shall represent a balance of experience and knowledge of industry, government, and academe.

4. Publication Services and Products Board (PSPB). The IEEE Publication Services and Products Board shall be responsible for formulating and recommending information-related, published services and products policies to the Executive Committee and the Board of Directors, establishing and maintaining standards and procedures for IEEE information dissemination, and otherwise coordinating and assisting those activities of the IEEE and its various organizational units. It is expected that the IEEE organizational units will fulfill their obligations for their services and products. Once approved by the Board of Directors, these procedures become part of the policy and procedures of the IEEE. Other organizational units shall be responsible for administering those policies set by PSPB as they relate to the publications, services and products for which they are responsible.
- The IEEE shall provide services and products which disseminate information on technical, scientific, professional, and newsworthy topics of interest to members, the engineering and scientific community, and the general public.
  - The IEEE shall publish a magazine entitled IEEE SPECTRUM, which contains technical and scientific articles of general interest to the entire membership.
  - The IEEE shall publish a newspaper entitled THE INSTITUTE, which contains news of current events in the IEEE itself, the industry, and the engineering and scientific community.
  - IEEE SPECTRUM and THE INSTITUTE shall be distributed to all Honorary Members, Fellows, Senior Members, Members, Student Members and Associates.

PSPB Membership. The Publication Services and Products Board shall consist of not more than 29 members, which shall include the Vice President of PSPB, who shall serve as Chair; nine Members-at-Large appointed by the IEEE Board of Directors for three-year staggered terms; one GOLD

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member appointed by the Chair for a one-year term; the Editors-in Chief of IEEE Press, Proceedings, and Potentials; one representative each from the Spectrum and Institute Advisory Boards; one current or past member of the Computer Society Board of Governors, appointed by that Board; one representative from each of the other Major Boards; the Chairs of the Standing Committees and other appointments, as specified in the PSPB Operations Manual; and the Staff Secretary, who shall serve without vote.

5. Regional Activities Board. The IEEE Regional Activities Board (RAB) shall serve the needs of the members of the IEEE by maintaining, enhancing, and supporting the geographical organizational units of the IEEE. RAB shall be responsible for IEEE membership and membership development, including recruitment, administration of admissions, retention, elevation, and service, as well as related operational and budget issues.

RAB Membership. The Regional Activities Board shall consist of not more than 19 members including the Vice President-Regional Activities who shall be Chair; the immediate Past Chair; the RAB Treasurer, who shall be elected by the RAB Assembly; the ten Region Directors; four Vice Chairs who shall be specified in the RAB Operations Manual, and who shall be elected by the RAB Assembly; the GOLD Committee Chair, who shall be appointed by the Vice Chair-Region, Section and Chapter Activities and the Staff Secretary, both of whom shall serve without vote.

With the exception of the GOLD Committee Chair, members of RAB shall be of Fellow or Senior Member grade.

Individuals holding more than one position on RAB shall be limited to one vote.

Quorum. A majority of the voting members of the Regional Activities Board, provided that among those a majority shall be Regional Directors, shall constitute a quorum.

6. Standards Association. The IEEE Standards Association (IEEE-SA) shall be responsible for standards programs that enhance the strategic initiatives of the IEEE. The IEEE-SA shall establish, coordinate, develop, approve, and revise IEEE standards and conduct other standards-related activities in fields of interest to the IEEE. The IEEE-SA shall be the IEEE interface in standards-related matters with external bodies. IEEE-SA Board of Governors shall be the governing body of the Standards Association and it shall reflect the technical standards activity of the IEEE.

IEEE-SA Board of Governors (IEEE-SA BOG) Membership. The IEEE-SA BOG shall consist of not more than 14 members who shall be the IEEE-SA President, who shall be elected by the eligible voting members of the IEEE who are also members of the Standards Association; the IEEE-SA President-Elect; the most recent Past IEEE-SA President willing to serve; the Chair of the Standards Board, who shall be elected by the IEEE-SA BOG; the most recent Past Chair of the Standards Board willing to serve; and eight Members-at-Large, as specified in the SA Operations Manual, who shall be elected by the eligible voting members of the IEEE-SA; and the Staff Secretary who shall serve without vote.

All voting members of the IEEE-SA-BOG shall be of Member, Senior Member, or Fellow grade, and shall have membership in the IEEE-SA, as specified in the Standards Association Operations Manual.

The IEEE-SA BOG may appoint nonvoting individuals to the IEEE-SA BOG to facilitate its work. These individuals shall

be members of IEEE-SA and represent specific needs. Subject to Bylaw I-305.5, all individuals shall be appointed by a majority vote of the IEEE-SA BOG on an annual basis.

7. Technical Activities Board. The IEEE Technical Activities Board (TAB) shall be directed toward the advancement of the theory and practice, of electrical, electronics, communications and computer engineering, as well as computer science, and the allied branches of engineering and the related arts and sciences and technologies, and their application for the benefit of IEEE members worldwide and for the general public. TAB shall encourage and support its Societies, Councils, and Committees to develop and deliver to their global customers appropriate and timely intellectual property products, in either printed or electronic form, or through meetings on current or emerging technologies.

TAB Membership. The Technical Activities Board shall consist of not more than 59 members including the Chair, who shall be the Vice President-Technical Activities; the 37 Society Presidents, who shall be elected in accordance with the bylaws of each respective Society; the four Technical Council Presidents, who shall be elected by the Board of Governors of each respective council; the ten Division Delegate/Directors; the Vice Chair, who shall be the TAB Vice President-Elect; the TAB Treasurer, who shall be appointed by the Chair; the immediate Past Chair; the Chairs of the TAB Periodicals and TAB Products Committees, each of whom shall be elected by TAB for a two year term; the Chair of the IEEE Meetings and Services Committee; and the Staff Secretary who shall serve without vote.

The Vice President-Technical Activities shall be ineligible to serve a second full term.

8. IEEE United States of America. The IEEE United States of America (IEEE-USA) shall recommend policies and implement programs specifically intended to serve and benefit the members, engineering professionals, and general public in the United States. IEEE-USA shall be the organizational unit that represents the professional interests of the IEEE before U.S. governmental bodies. It shall also be responsible for coordinating and reporting, under federal disclosure laws, all official communications with government.

IEEE-USA Board Membership. The IEEE-USA Board of Directors shall consist of not more than 18 members, which shall include the IEEE-USA President, who shall be Chair; the IEEE-USA President-Elect; the IEEE-USA Past President; the Directors for Regions 1-6; one Technical Activities representative, who shall be appointed by the IEEE-USA President with the concurrence of the Vice President-Technical Activities; two IEEE-USA Members-at-Large, who shall be elected by the eligible voting members within Regions 1-6, serving staggered two year terms; four IEEE-USA Vice Presidents and the Secretary/Treasurer all of whom shall be elected by the IEEE-USA Assembly; and the Staff Secretary who shall serve without vote.

The IEEE-USA President shall be ineligible to serve a second full term. IEEE-USA Members-at-Large will not be eligible for a second successive term.

9. Major Board Operating Procedures. Each Major Board shall adopt operating procedures that are responsive to the needs of such Major Board for the purpose of governing its operations and administration. These operating procedures shall be maintained in an Operations Manual and shall conform to and not conflict with the IEEE governance documents described in Bylaw I-300. The Operations Manuals or any amendments to its procedures shall not be

adopted until such Operations Manuals or any amendments have been submitted to and reviewed by the Executive Director or his/her designee and, when appropriate, IEEE's legal counsel. The minimum required information to be contained in the Major Board Operations Manuals shall be specified in the IEEE Policies.

#### I-305. Other Boards and Standing Committees

1. Committees of the Board of Directors. The following additional Boards and Committees shall be established by and responsible to the Board of Directors:
  - Audit Committee
  - Awards Board
  - Credentials Committee
  - Ethics and Member Conduct Committee
  - Fellow Committee
  - Life Members Committee
  - Nominations and Appointments Committee
  - Strategic Planning Committee
  - Tellers Committee
  - Women in Engineering Committee
2. Committees of the Executive Committee. The following Committees shall be established by and are responsible to the Executive Committee:
  - Employee Benefits Committee
  - Finance Committee
  - History Committee
  - Individual Benefits and Services Committee
  - Infrastructure Oversight Committee
  - Insurance Committee
  - Investment Committee
3. Committees Assigned to Major Boards. The following Committees of the Board of Directors are assigned, for administrative and operational support, to other major boards as indicated:
  - Admission and Advancement Committee - RAB
  - Membership Development Committee - RAB
  - Meetings and Services Committee - TAB
4. Appointment of Committee Chairs, Members, and Staff Secretaries.
  - (a) Unless specified otherwise the chairs and members of the standing committees shall be appointed by the body to which they are responsible, i.e., the Board of Directors or the Executive Committee.
  - (b) The following committees shall have at least one member who obtained his or her first collegiate degree within the last ten years at the time of appointment and who is at Member grade or higher.
    - Ethics and Member Conduct Committee
    - History Committee
    - Individual Benefits and Services Committee
    - Meetings and Services Committee
    - Membership Development Committee
    - Nominations and Appointments Committee
    - Strategic Planning Committee
    - Tellers Committee
    - Women in Engineering Committee

- (c) Staff secretaries shall be designated by the Executive Director, when appropriate, to assist the committees in their work.
5. Subcommittees. Each Board and Standing Committee shall have the right to create subcommittees of its own selection. Voting members of all Boards, Standing Committees, and subcommittees thereof shall be members of the IEEE and must be of Member, Senior Member or Fellow grade, unless specified otherwise in these Bylaws. Qualified individuals, who need not be members of IEEE, may be appointed to serve as nonvoting consultants to make their expertise available to these bodies. The term of appointment and duration of service for such consultants shall conform to the requirements of this Bylaw and I-305.6. Where the Bylaws provide for liaison appointments to Standing Committees and Boards, such appointments shall be made by the respective appointing authorities in consultation with the respective Chairs of the Committees or Boards, subject to ratification by the Board of Directors at its next meeting.
6. Term of Appointment. Unless specified otherwise, the term of appointment for members, including the Chair and any other officers of the Boards and Standing Committees listed in Bylaw I-305 and I-304, shall be for the calendar year of appointment. However, acceptance of appointment will carry with it the understanding that a member would normally be re-appointed annually to serve for no more than three consecutive years.
7. Duration of Service. Unless specified otherwise, the consecutive period of service of any member of any Board or Standing Committee listed in Bylaw I-305 shall not extend beyond three years, except that a Chair or Past Chair may serve one additional year. The limitations of tenure may be waived in individual cases for reasons deemed by the Board of Directors or Executive Committee to be in the best interests of IEEE.
8. Distribution of Appointments. Unless specified otherwise, appointments shall normally be distributed so as to avoid the termination of more than about one-third of the membership of any Board or Standing Committee in any calendar year.
9. Additional Appointments. Additional appointments may be made to any Board or Standing Committee to fill vacancies or to care for special cases as the need arises, but such appointments shall expire with the expiration of the calendar year.
10. Committee Operations Manual. The functions, scopes, and responsibilities of each Committee, together with rules for operation and guidance, as recommended by the Committee, shall be compiled by the Executive Director for the approval of the body to which they are responsible, the Board of Directors or Executive Committee, and contained in a document titled "Committee Operations Manual." Following appointment, each new member of a Committee shall be provided with a copy of the applicable Manual.
11. Involvement with Outside Organizations. In support of IEEE purposes and objectives, there may be both ad hoc and continuing working arrangements with other not-for-profit organizations that may be of a local, national, or international nature. The Board of Directors shall be responsible for establishing policies, procedures, and guidelines for the conduct of such arrangements (see Section 5 of the IEEE Policies). The Board of Directors may authorize the Executive Committee or other specified IEEE organizational units to take all necessary actions to support such arrangements. These delegations of authority generally shall

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be to the highest level within the IEEE organizational structure consistent with the nature of the outside organization and the joint programs. Such IEEE representatives or delegates shall vote in these bodies as instructed by the Executive Committee or Board of Directors when a position has been taken by the Executive Committee or Board of Directors.

12. Review of Committees and Boards. The Board of Directors or Executive Committee may appoint committees to review their respective Boards and Standing Committees as listed in Bylaw I-305. The charge and operation of these review committees shall be specified at the time of appointment. Following each such review, recommendation shall be made to the Board of Directors or to the Executive Committee, as the case may be, concerning such areas as, among other things, purposes, activities, duties, and composition that best serve the IEEE, its membership, and the public.

### I-306. Functions and Membership of the Standing Committees and Board

1. Admission and Advancement Committee. The Admission and Advancement Committee shall implement IEEE policies, rules, and procedures in acting on applications for membership and advancement in the Member and Senior Member grades and for reinstatement of membership in accordance with Bylaw I-109.2.

Membership. The Admission and Advancement Committee shall consist of not more than 11 members including the Chair, all of whom shall be of Fellow or Senior Member grade, appointed by and responsible to the Board of Directors. The Admission and Advancement 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.

2. Audit Committee. The Audit Committee shall be appointed by and be responsible to the Board of Directors. It shall review policies and procedures which substantially impact the finances and operations of the IEEE, monitor conformance thereto, and recommend such changes as it considers desirable.

Membership. The Audit Committee shall consist of not more than four members. Members shall be chosen from those who will be serving the first year of a two-year term on the Board of Directors, none of whom shall be a corporate officer. Members shall be appointed for two-year staggered terms, providing for reasonably balanced representation from RAB and TAB. The Board of Directors shall appoint the Chair, normally from those who will be serving the second year of their term on the Committee.

One or more immediate past members of the Audit Committee may be appointed by the Board of Directors to serve one-year terms as consultants.

3. Awards Board. The Awards Board shall be responsible to the Board of Directors for administering the awards specified in the IEEE Policies; for monitoring all other awards, scholarships, and formal recognitions excluding Fellow grade elections; for recommending candidates for IEEE Honorary Membership; and for developing an awards structure for recognizing excellence in activities within the fields of interest to the IEEE. The Awards Board shall recommend policies to the IEEE Board of Directors for awards, scholarships, and formal recognitions of the IEEE other than Fellow awards, under its administrative purview. It may delegate to the appropriate

body responsibility for administration, selection of candidates, and presentation of all awards, other than those listed in IEEE Policies .

Membership. The Awards Board shall consist of not more than 19 members who shall be the Chair and Vice Chair, appointed by the Board of Directors, the Past Chair; Chairs of the Medals Council, Technical Field Awards Council, Recognitions Council, Awards Finance Committee and Presentation and Publicity Committee, all of whom shall be appointed by the outgoing Awards Board; six members-at-large, four of whom shall be appointed by the Board of Directors, one Division Delegate/Director and one Region Delegate/Director who shall be appointed by their respective Vice Presidents, and whom shall be the only members of the Awards Board who are also members of the Board of Directors; the Chairs of the Awards and Recognition Committees of EAB, RAB, IEEE-SA, TAB and IEEE-USA , all of whom shall be appointed by their respective Vice Presidents.

Individuals anticipating or seeking nomination for officer or officer-elect may not serve on the Awards Board during the year of their candidacy.

4. Credentials Committee. The Credentials Committee shall determine whether any duly challenged membership election, recall election, or vote on a Constitutional amendment ("referendum") was materially compromised by activity in violation of the IEEE Constitution, Bylaws, or Statements of Policy and Procedure that took place prior to the final election ballot receipt date (as defined in Bylaw I-308.13), the final recall election ballot receipt date (as defined in Bylaw I-111) or the final referendum ballot receipt date (as defined in Bylaw I-309.3), as the case may be, and if so, what remedial action should be taken. Remedial action may include, but is not limited to, mandating a new election, recall election, or referendum as promptly as practicable under guidelines then established by the Executive Committee, but shall not include mandating the appointment to office of any candidate, the removal from office of any person who is the subject of a recall election, or the enactment or nonpassage of any Constitutional amendment where such action reverses the result of the election, recall election, or referendum under challenge. A successful candidate for office whose election is challenged shall not take office, a person who is the subject of a recall election shall not be removed from office, and any referendum decision shall not take effect until any challenge thereto has been resolved pursuant to this Bylaw.

A challenge of an election may be made by a candidate in such election provided that, not later than 15 days after the date of the announcement of the tally of votes in such election in the Tellers Committee report to the Board of Directors, a written complaint from such candidate is received at IEEE Headquarters setting forth the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Statements of Policy and Procedure that took place prior to the final election ballot receipt date and that is alleged to have materially compromised such election. A challenge of a recall election may be made by the person who is the subject of the recall election provided that, not later than 15 days after the date of the announcement of the tally of votes in such recall election in the Tellers Committee report to the Board of Directors, a written complaint from such person is received at IEEE Headquarters setting forth the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Statements of Policy and Procedure that took place prior to

the final recall election ballot receipt date and that is alleged to have materially compromised such recall election.

A challenge of a referendum may be made by any voting member provided that, not later than 30 days after the date of the announcement of the tally of votes in such referendum in the Tellers Committee report to the Board of Directors, a written complaint of such voting member and an accompanying petition are received at IEEE Headquarters and such complaint sets forth the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Statements of Policy and Procedure that took place prior to the final referendum ballot receipt date and that is alleged to have materially compromised such referendum.

The Credentials Committee shall make such investigation with respect to the complaint as it deems appropriate and shall make its determination as soon as feasible and in any event within 30 days after copies of such complaint are sent to its members, at which time the Credentials Committee shall submit a written report to the Executive Committee setting forth: (1) whether the complaint was timely filed and otherwise complied with the requirements of this Bylaw; (2) whether the alleged activity set forth in the complaint violated the IEEE Constitution, Bylaws, or Statements of Policy and Procedures; (3) whether the challenged election, recall election, or referendum was materially compromised by such activity; (4) its determination as to any remedial action that should be taken; (5) the evidence relied on in connection with the foregoing findings and determination; and (6) any reasoning or other information deemed appropriate for inclusion in such report. Copies of such report shall also be promptly submitted to all candidates in the challenged election, to the person who is the subject of the recall election, or to the complainant and known principal proponents and opponents with respect to the challenged referendum, as the case may be.

A determination by the Credentials Committee shall become final ten days after the date of such report unless notice of an appeal of such determination is received at IEEE Headquarters within such ten-day period.

Subject to the Executive Committee's power to take action with respect to an election on its own initiative pursuant to Bylaw I-302.8, this Bylaw shall provide the sole and exclusive procedure for the challenge of any election, recall election, or referendum, the challenge of which is within the jurisdiction of the Credentials Committee. If there is an appeal of the Credentials Committee determination, the Executive Committee shall consider the report of the Credentials Committee, the appeal, and all evidence deemed to be relevant thereto, and shall make the final determination, which shall not be subject to review by the Board of Directors.

Membership. The Credentials Committee shall consist of five IEEE voting members in good standing who are appointed for staggered terms of five years commencing 1 July. No Credentials Committee member shall at the same time be a candidate for IEEE office. Any vacancy arising on the Credentials Committee shall be filled through interim appointment by the Board of Directors at its next meeting.

5. Employee Benefits Committee. The IEEE Employee Benefits Committee shall be appointed by and responsible to the Executive Committee. It shall review and make recommendations for approval to the Executive Committee on compensation guidelines, benefits, and related matters, including policies, long-term planning, and financial considerations regarding the IEEE's employees.

Membership. The Employee Benefits Committee shall consist of not more than seven members including the Chair; the Treasurer; the Executive Director serving ex officio without vote; a volunteer member from the Computer Society, designated by the Computer Society; and three other members. Nonmembers of the IEEE should be professionals in the field of human resources and/or employee benefits and shall be eligible for appointment as voting members, including the Chair of this Committee.

6. Ethics and Member Conduct Committee. The Ethics and Member Conduct Committee shall make recommendations for policies and/or educational programs to promote the ethical behavior of members and staff, and shall consider instituting proceedings, as defined in IEEE Bylaws I-110 and I-111, related to matters of member and officer discipline and requests for support.

Neither the Ethics and Member Conduct Committee nor any of its members shall solicit or otherwise invite complaints, nor shall they provide advice to individuals.

Membership. The IEEE Ethics and Member Conduct Committee shall be appointed by and responsible to the Board of Directors and shall consist of not more than six members of IEEE, including the Chair, who are not members of the Board of Directors.

7. Fellow Committee. The Fellow Committee shall be responsible for making recommendations to the Board of Directors for nominees to be conferred the grade of Fellow. The Fellow Committee shall also provide a citation for each such nominee. The total number of Fellow recommendations in any one year must not exceed one-tenth percent of the total IEEE membership, exclusive of Students and Associates, on record as of 31 December of the year preceding. Sources from which nominations of candidates and other useful information shall be obtained and shall be set forth in the Fellow Manual.

No member of the Board of Directors, the Fellow Committee, or the Headquarters Staff shall act as nominator or reference for any nomination for Fellow grade, if he/she occupies any of these positions on the date of submission of the nomination or reference form. Region Committees shall not, as such, act as nominators or endorsers of nominations for Fellow grade.

Membership. The Fellow Committee shall consist of not more than 31 members chosen from among those of Fellow grade, with consideration to representation from the geographical and technical divisions of IEEE, appointed by and responsible to the Board of Directors. The Fellow Committee shall name a Vice Chair from among its members to assist the work of the Chair and to act on behalf of the Chair in the event of his/her incapacity.

8. Finance Committee. The Finance Committee shall report to the Executive Committee and shall be responsible for annually providing a statement concerning the IEEE's short-term and long-term financial strategy; providing a list of all financial issues affecting the IEEE; developing the Capital and Operating Budgets; and providing a statement of allocated and unallocated operating and capital reserves of the IEEE, subdivided by individual organizational unit.

Membership. The Finance Committee shall consist of not more than nine members including the Treasurer, past Treasurer and the financial representative from the Awards Board, Educational Activities Board, Publication Services

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and Products Board, Regional Activities Board, Standards Association, Technical Activities Board and IEEE-USA. Travel support for these representatives shall be the responsibility of the appointing organizational unit. All members of the Finance Committee shall have voting rights. The Treasurer shall act as Chair.

9. History Committee. The History Committee shall be responsible for promoting the collection, writing, and dissemination of historical information in the fields covered by IEEE technical and professional activities, as well as historical information about the IEEE and its predecessor organizations. It shall provide assistance to all major boards, work with institutions of a public nature such as the Smithsonian Institution when helpful information is requested and can be secured, and provide information and recommendations to the Executive Committee when appropriate. The History Committee also works with the Trustees of the IEEE History Center in recommending historical projects to be carried out by or under the direction of the Center.

Membership. The History Committee shall consist of not more than 15 members, who shall be chosen for knowledge of and interest in electrotechnical history. In view of the special expertise required, nonmembers of the IEEE shall be eligible for appointment as voting members of this Committee. The Chair shall be an IEEE member.

The Staff Secretary shall serve as an ex-officio nonvoting member.

10. Individual Benefits and Services Committee. The Individual Benefits and Services Committee shall be responsible for formulating and recommending to the Executive Committee programs for individual member benefits and services. The Committee shall also be responsible for monitoring, coordinating, and advising on such programs. Organizational units of the IEEE may develop and submit recommended programs for the IEEE membership, which shall require review and coordination by the Individual Benefits and Services Committee.

Proposed new benefits or special services shall be reviewed and evaluated by the Committee to determine their conformity to the Committee Guidelines established in the IEEE Policies, and with regard to financial and other legal liabilities, before such new benefits and services are recommended to the Executive Committee.

Membership. The Individual Benefits and Services Committee shall consist of the Chair and three members-at-large appointed by the Executive Committee; the IEEE Treasurer; one member appointed by the IEEE-USA President; and one member each from Regions 7,8,9, and 10, appointed by the Executive Committee on the recommendation of the Chair. In addition the Membership Development Committee may appoint one of its' members to serve as a non-voting member of the Committee, and other Vice Presidents representing Boards with an interest may designate a non-voting member of the Committee. Such members, if subsequently approved by the Executive Committee, will have voting privileges.

The Secretary shall be a member of the IEEE staff as designated by the Executive Director.

11. Infrastructure Oversight Committee. The IEEE Infrastructure Oversight Committee shall be responsible to the IEEE Executive Committee for the oversight of infrastructure units of the IEEE. Such infrastructure units shall include, but are

not limited to, Business Administration, Controller's Office, Corporate Activities, Member Services, Customer Service, Human Resources, Information Technology, and Sales & Marketing. In addition, the IEEE Infrastructure Committee shall have oversight responsibility for the administration and activities of IEEE travel services. The Infrastructure Oversight Committee shall review such infrastructure units and recommend, to the Executive Committee changes in such infrastructure units. Such changes may include, but are not limited to, the budgets, the sizes of the operations, capital equipment and other aspects of such infrastructure unit's operations.

Membership. The IEEE Infrastructure Oversight Committee shall consist of not more than five members who shall be the IEEE Past Past President, who shall be Chair; the IEEE Past President, who shall be Vice Chair; the most recently retired IEEE Past Treasurer, not currently a member of the Board of Directors; one Director appointed by the Executive Committee on the recommendation of the Directors who are also Regional Delegates; one Director appointed by the Executive Committee on the recommendation of the Directors who are also Divisional Delegates. The IEEE Executive Director shall designate the Staff Secretary.

Vacancies shall be filled by the Executive Committee on the recommendation of the Chair.

12. Insurance Committee. IEEE Insurance Committee shall advise and assist the Executive Committee on matters relating to IEEE corporate and member insurance programs. The Insurance Committee shall act pursuant to such rules as it shall determine. The Executive Committee shall periodically review the operation of the Insurance Committee and shall require such notices and reports from the Insurance Committee as the Executive Committee determines may be required to permit such a review.

Membership. The IEEE Insurance Committee shall consist of not more than eight members who shall be the IEEE Treasurer; Chairs of the IEEE Individual Benefits and Services Committee and IEEE Employee Benefits Committee; and three to five additional members-at-large. The Chair of the Insurance Committee and members-at-large shall be appointed by the Executive Committee on the recommendation of the Treasurer. In view of the expertise required, non-members of IEEE shall be eligible for appointment as voting members of this Committee.

13. Investment Committee. The Investment Committee shall advise and assist the Executive Committee on matters relating to IEEE investments. The Investment Committee shall meet and act pursuant to such rules as it shall determine, but no report or recommendation shall be implemented without the approval of the Treasurer. The Investment Committee may recommend to the Executive Committee the appointment of one or more asset managers who shall have the authority to invest, manage, or control IEEE assets subject to the terms of their appointment, and to restrictions and specifications therein. The Investment Committee Chair may create subcommittees to address specific issues. The Chair and the members-at-large of each subcommittee must be members of the Investment Committee.

Membership. The Investment Committee shall consist of not more than eleven members including a Chair; the IEEE Treasurer; two members of the Board of Directors appointed by the IEEE President, one of whom shall be a member of the Executive Committee and one of whom shall be a member of the Assembly; and from four to seven members-

at-large. The members-at-large, including the Chair, shall be appointed by the Executive Committee on the recommendation of the Treasurer. In view of the expertise required, nonmembers of IEEE shall be eligible for appointment as voting members of this Committee. The Chair of the Investment Committee shall be appointed for an initial one-year term, with the possibility for reappointment for up to four additional one-year terms. Members-at-large of the Investment Committee shall be appointed for an initial one-year term, with the possibility for re-appointment for two additional three-year terms, for a maximum of seven years of service. When deemed in the best interest of the IEEE, the Executive Committee may reappoint a member-at-large for an additional three-year term. The maximum term of service for any member of the Investment Committee shall be ten years.

14. Life Members Committee. The Life Members Committee is a joint committee of IEEE and of the IEEE Foundation. It shall authorize disbursements from the Life Members Fund, which is an account of the IEEE Foundation, in accordance with the objectives and procedures of the IEEE and the IEEE Foundation. Projects which receive Life Members funds are to be consistent with the interests of IEEE Life Members. The Life Members Committee shall be responsible to the IEEE Foundation for stimulating and monitoring contributions to the Life Members Fund.

The Life Members Committee shall be responsible to the IEEE Board of Directors for promoting the interests of Life Members and other older members of IEEE. It shall be responsible for disseminating information useful to such members and for encouraging their continued participation in IEEE. It shall consider suggestions for activities of interest for older members, and it may make recommendations to other IEEE organizational units and to the IEEE Foundation for policies and activities appropriate for such members.

Membership. The Life Members Committee shall consist of not more than nine members who shall be the Chair and seven members who shall normally have Life Member status all of whom shall be appointed by the Board of Directors; and one member, who need not be a Life Member, appointed by the IEEE Foundation Board. At least one member, who need not have Life Member status, shall be a member of the IEEE Board of Directors. The Life Members Committee shall elect a Vice Chair from among its members who shall assist the work of the Chair and who shall act on behalf of the Chair in the event of his/her absence or incapacity.

15. Meetings and Services Committee. The IEEE Meetings and Services Committee formulates and recommends policy for IEEE meetings and provides oversight for meeting related activities. The oversight responsibility applies to the Technical Activities Department (TAD) Conference Services, IEEE Conference Management Services, IEEE Technical Activities Guide (TAG), and responsibility for the IEEE Meetings Organization Manual. The Committee makes recommendations on meetings to the IEEE Board of Directors for possible action; monitors compliance and recommends changes to the IEEE Bylaws and IEEE Policies on meetings.

Membership. The Meetings and Services Committee shall consist of not more than seventeen members including the Chair; one representative each from the IEEE-SA, PSPB, EAB, and IEEE-USA all of whom shall be appointed by their respective Chairs; two representatives of the Regional Activities Board and five Division Delegate/Directors or Society/Council Presidents currently serving on the Technical Activities Board, appointed by their respective

Chairs; the immediate past Chair; two members-at-large; and the Staff Secretaries for Technical Activities and Regional Activities who shall serve without vote.

16. Membership Development Committee. The IEEE Membership Development Committee shall create, promote, and monitor appropriate and effective membership development programs to increase IEEE Membership.

Membership. The IEEE Membership Development Committee shall consist of not more than 14 voting members including the Chair, appointed by the IEEE Board of Directors; the Vice Chair, appointed by the IEEE MDC Chair; the Past MDC Chair; the RAB Student Activities Committee Chair; the RAB Vice Chair – Member Activities; the IEEE Admission and Advancement Committee Chair; two (2) liaisons from the Regional Activities Board, appointed by the Vice President, Regional Activities; two (2) liaisons from the Technical Activities Board appointed by the Vice President, Technical Activities; one (1) liaison from the IEEE-USA appointed by the President of IEEE-USA, one (1) liaison from the RAB/TAB Transnational Committee appointed by Transnational Committee Chair, the Vice President, Regional Activities and the Vice President, Technical Activities.

17. Nominations and Appointments Committee. The Nominations and Appointments Committee shall

- (1) Submit to the Executive Committee and Board of Directors a list of candidates recommended for appointment to all Standing Committees, Boards, and Major Boards (as defined in Bylaws I-304 and I-305) for the ensuing year, excluding those persons who are nominated through other sources as provided in these Bylaws. The list shall be submitted in time for appointment before 31 December of the preceding year or as otherwise called for in these Bylaws.
- (2) Discharge responsibilities assigned to it pursuant to Bylaw I-308.
- (3) Submit to the Assembly, prior to its annual meeting, a list of candidates recommended for election by that body for the positions set forth in Bylaw I-203.1, in accordance with the following:
  - (a) The Nominations and Appointments Committee shall submit at least three candidates for each of the positions of Vice President-Educational Activities, Vice President-Publication Services and Products, and Secretary-Treasurer.
  - (b) No candidate may be nominated for more than one position.
  - (c) If a candidate for President-Elect is also nominated by the Nominations and Appointments Committee for an Assembly-elected position, the Nominations and Appointments Committee slate for that office shall have at least three additional candidates.
  - (d) If a candidate on the IEEE Annual Election ballot is also nominated by the Nominations and Appointments Committee for an Assembly-elected position, the Nominations and Appointments Committee slate for that office shall have at least three additional candidates.
  - (e) The Nominations and Appointments Committee slates of candidates, along with the slate of

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candidates for the position of Vice President-Regional Activities, as provided by the RAB Assembly, including biographies and position statements, shall be mailed to all Delegates at least four weeks before the Assembly meeting at which the election shall take place. The order of names for each position will be selected by lottery.

- (f) The N&A Past Chair shall present the background and qualifications of all candidates being considered for IEEE Assembly elected positions. In the event the N&A Past Chair is unable to perform this function, the N&A Chair and the Assembly Chair shall select another member of the Nominations and Appointments Committee to perform this function.

Membership. The Nominations and Appointments Committee shall consist of not more than 14 members, including the Chair; the Vice Chair, who shall be the Past President currently serving on the Board of Directors in such capacity and shall assume the position of Chair at the end of the last regular Committee meeting of the year; six members who shall be appointed in even-numbered years and six members who shall be appointed in odd-numbered years, all of whom shall serve for two years and none of whom shall be concurrently serving on the Board of Directors..

In the event of the incapacity of the Chair, the most recent Past Chair available shall serve as Acting Chair for the duration of the period of incapacity. In the event of the incapacity of the Vice Chair, the vacancy thus created shall be filled by the most recent Past Chair available, and the current Chair shall serve an additional term as Chair.

The Nominations and Appointments Committee shall submit to the Board of Directors, for consideration at its final meeting each year, the following three slates of candidates for service on the Nominations and Appointments Committee from which the Board of Directors will make appointments as indicated: (1) two members from a slate of four Region Directors who are serving the second year in office or have completed their term in the preceding year; (2) two members from a slate of four Division Directors who are serving the second year in office or have completed their term in the preceding year; and (3) two members-at-large from a slate of four candidates who have never served as Region or Division Directors, nor are serving on the Board of Directors at the time of election of the following year's Nominations and Appointments Committee. When fewer than four Region or Division Directors, as defined above, are prepared to serve, the slates submitted shall include other current (second year only) or past Region/Division Directors to ensure a minimum of four candidates in each of those categories. To fill any future vacancies that may occur, the Board of Directors shall additionally designate four alternates from the combined slates (1), (2), and (3) in this paragraph.

A member of the Nominations and Appointments Committee who does not resign from that Committee by 1 May is not eligible to be nominated by the Nominations and Appointments Committee for any office to be filled by the Assembly. Neither may such member of the Nominations and Appointments Committee be eligible to be recommended by the Nominations and Appointments Committee for any office to be nominated by the Board to the voting members for election, nor is such member eligible to be a petition candidate for any office to be filled by the Assembly. Because they are nominated by organizational units other than the Nominations and Appointments Committee or the Board of Directors, candidates for the

offices of Region and Division Director are exempt from this provision.

The Educational Activities Board, the Regional Activities Board, the IEEE-SA, the Technical Activities Board, and the IEEE-USA shall solicit annually from their respective Sections and Societies, and from their other subordinate organizational units, proposed names for elective and appointive office. These major boards shall select from such proposals the names of nominees who in the opinion of the respective major boards are properly qualified and shall submit such names to the Nominations and Appointments Committee in accordance with the schedule and procedures in this Bylaw and in Bylaw I-308.

18. Strategic Planning Committee. The Strategic Planning Committee (SPC) shall be responsible to the Board of Directors for providing assistance with the development and preparation of an IEEE Strategic Plan.

Membership. The Strategic Planning Committee shall operate on a three-year cycle. During the first two years the membership shall consist of not more than four members, including the Chair, one Past Region Director, one Past Division Director, and one GOLD Member, all appointed by the Board of Directors. They shall observe and gather information on the long-range goals throughout the IEEE as preparation for the Committee's development of an IEEE Strategic Plan. In the third year they shall generate a strategic plan and the SPC membership shall consist of not more than eleven voting members including the Chair; the Vice Chair who shall be the IEEE Past President; four Past Region Delegates and four Past Division Delegates not currently serving on the Board of Directors, and one GOLD member all of whom shall be appointed by the Board of Directors. The Executive Director shall serve as an ex-officio member without vote.

19. Tellers Committee. The Tellers Committee shall be appointed by and responsible to the Board of Directors. They shall supervise the processing of ballots received and the tallying of the votes on matters normally on the annual election ballot submitted to the membership of IEEE or to groups of members for a vote. The Tellers Committee shall announce the tally of the votes not later than the eighth working day following the final election ballot receipt date (as defined in Bylaw I-308.13), the final recall election ballot receipt date (as defined in Bylaw I-111) or the final referendum ballot receipt date (as defined in Bylaw I-309.3), as the case may be, in a report to the Board of Directors signed by the Chair of the Tellers Committee.

The Tellers Committee shall also supervise the processing and tallying of any petitions received that are to be part of the IEEE annual election ballot. The Tellers Committee shall announce the tally of the petition signatures, not later than 15 working days following the deadline for receipt of petitions, in a report to the Board of Directors signed by the Chair of the Tellers Committee. The committee shall have such other related duties as are delegated to it by resolution of the Board of Directors.

Membership. The Tellers Committee, shall consist of not more than ten IEEE voting members, including the Chair.

20. Women in Engineering Committee. The IEEE Women in Engineering Committee (WIEC) is a Standing Committee of, and reports to, the IEEE Board of Directors. The WIEC shall be responsible for, but not limited to, promoting membership, gathering and disseminating appropriate information about the status of women in IEEE and the profession, and

facilitating the development of mentoring and educational programs within IEEE to promote the retention of IEEE women members.

Membership. The IEEE WIEC shall consist of not more than eight members, including the Chair, appointed by the IEEE Board of Directors. Seven of these members shall serve for three-year staggered terms and one member shall be an IEEE Student Member who shall serve in a nonvoting capacity for a one-year term, beginning 1 June through 31 May. Based upon special expertise required, up to two of these appointees may be non-members of IEEE. Members may serve a maximum of two consecutive terms. The Chair, who must be an IEEE member, shall serve no more than two consecutive one-year terms.

Each of the six IEEE Major Boards (Educational Activities Board, IEEE-USA, Publication Services and Products Board, Regional Activities Board, Standards Association, Technical Activities Board) and the Awards Board may appoint a nonvoting liaison member. Additional IEEE organizational units with interest in coordinating joint activities and facilitating programs and other professional organizations with similar interests and programs may appoint a liaison. Travel expenses for such liaison members shall be the responsibility of the appointing organizational unit.

In accordance with Bylaw I-107, the WIEC may establish an IEEE WIE membership organizational unit. Membership in WIE shall be open to any member of IEEE, and requires payment of WIE dues approved by the IEEE Board of Directors in the amount of twenty-five dollars (\$25). Dues adjustments specified in the IEEE Policies shall not apply to dues for membership in WIE, except that dues shall be waived for Life Members. Furthermore dues shall be waived for students.

WIE may establish chapters, the requirements for which shall be specified in the WIE Operations Manual and which shall be approved by the IEEE Board of Directors.

I-307. IEEE Executive Director and Other Staff

1. Appointment of Executive Director. The Executive Committee shall appoint an Executive Director and determine the salary for the position.
2. Responsibilities of Executive Director. The Executive Director of the IEEE shall be the chief operating officer of the IEEE; shall be in charge of IEEE Headquarters, IEEE's staff and operations; and shall be responsible for all property and equipment owned and used by the IEEE, for which he/she shall be responsible to the Executive Committee.

The Executive Director shall attend meetings of the Board of Directors and the Executive Committee and shall be an active participant in their deliberations. When issues related to the employment of the Executive Director are to be discussed, the Executive Director shall absent himself or herself at the request of the Chair.

3. Secretarial Functions. The Executive Director shall, in the absence of or under the supervision of the IEEE Secretary, direct such functions as are necessary for meeting the responsibilities assigned to the IEEE Secretary.

The Executive Director shall act as Assistant Secretary. The Executive Committee shall confirm such appointment annually.

4. Fiscal Responsibilities. The Executive Director shall cooperate with the Finance Committee and, under the supervision of the Treasurer, execute IEEE fiscal policies and operations.

A member of the staff as designated by the Executive Director, shall act as Assistant Treasurer. The Board of Directors shall confirm such appointment annually, starting in 2003.

5. Role With Respect to Publications. The Executive Director shall cooperate with the Publication Services and Products Board and, under the direction of the Vice President-Publication Services and Products, administer IEEE publication activities.
6. Role With Respect to Tellers Committee. The Executive Director shall assist the Tellers Committee in the performance of its work.
7. Meeting Attendance. The Executive Director shall attend such meetings of the IEEE, its units, and related bodies as may be required in the discharge of his/her duties.
8. Voting Privileges. No member of the staff shall have any vote by reason of membership on any IEEE Board or Committee.
9. IEEE Corporate Seal. The IEEE Corporate Seal shall be circular in form and have inscribed thereon the name of The Institute of Electrical and Electronics Engineers, Incorporated, and the words "Founded" and "New York" and "1884."

I-308. Nominations and Elections

1. Call for Nominations. The Chair of the IEEE Nominations and Appointments Committee shall invite the submission of suitable names to be considered by the IEEE Nominations and Appointments Committee for the various elective offices of the organizational units.
2. President-Elect Candidates. The Nominations and Appointments Committee shall submit to the Board of Directors the names of at least two candidates for the office of President-Elect.
3. Submission of Proposed Nominees. The Nominations and Appointments Committee shall transmit its list of proposed nominees to all Directors in time to permit the Board of Directors to fulfill the requirements of Article XII of the IEEE Constitution.
4. Delegate-Elect/Director-Elect. Each Region and Division through their respective Nominating Committees may propose a Delegate-Elect/Director-Elect slate rather than a Delegate/Director slate. A Delegate-Elect/Director-Elect shall automatically become the Delegate/Director without further election on the expiration of the incumbent Delegate/Director's term or upon vacancy of the office. The term of office of a Delegate-Elect/Director-Elect may be one or two years.
  - (a) Region Delegate-Elect/Director-Elect Positions. The current Regional Delegate-Elect/Director-Elect positions and the terms of their office are as follows:

Region 1	-	2 Years
Region 2	-	2 Years
Region 3	-	2 Years
Region 4	-	2 Years

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Region 5	-	2 Years
Region 6	-	2 Years
Region 7	-	2 Years
Region 8	-	1 Year
Region 9	-	2 Years
Region 10	-	2 Years

- (b) Division Delegate-Elect/Director-Elect Positions. The current Delegate-Elect/Director-Elect positions and the terms of their office for Divisions are as follows:

Division III	- 1 Year, effective in 2003
Division IV	- 1 Year
Division V	- 1 Year
Division VIII	- 1 Year
Division IX	- 1 Year

5. Submission of Slates. Slates of candidates submitted by IEEE organizational units for inclusion on the annual election ballot must be submitted to the Board of Directors by 15 March of each year. Slates shall be accompanied by each candidate's written acceptance of his or her nomination.
6. Single Nomination Slates. Submission by a Region or Division Nominating Committee of a slate containing a single nominee for a Delegate/Director or a Delegate-Elect/Director-Elect position may be accepted by the Board of Directors under special circumstances as specified in this Bylaw.

Single-candidate slates, if any, shall also be submitted to the IEEE Nominations and Appointments Committee by 15 March of each year. They shall be accompanied by a written explanation of the reasons for submitting such a slate, along with evidence that all the relevant bylaws have been followed. The IEEE Nominations and Appointments Committee shall forward each such slate onto the Board of Directors with a recommendation for or against its acceptance. If the Board of Directors does not accept a single-candidate slate, the IEEE Nominations and Appointments Committee shall be responsible to the Board of Directors for obtaining a second candidate in a timely fashion.

- (a) Region and Division Provisions for Single Candidates. Submission by a Region or Division of a proposed slate with a single nominee for the office of Region or Division Delegate/Director or Delegate-Elect/Director-Elect shall be permitted under extraordinary extenuating circumstances, if all of the conditions of the following paragraphs (i), (ii) and (iii) are fulfilled:

(i) The voting members of said Region or Division shall be given a timely reminder (via THE INSTITUTE, newsletter, or other communication to all voting members) that nominations for the position of Director or Director-Elect may be placed on the ballot by petition. A copy shall be delivered to the Managing Director for RAB or TAB for use by the RAB or TAB Nominations & Appointments Committee, and to the IEEE Executive Director for use by the IEEE Nominations & Appointments Committee at the same time it is given to the members.

(ii) At least two-thirds of the Region or Division Nominating Committee members shall have voted to submit a single candidate.

(iii) The Bylaws of the Region, or the Constitutions and Bylaws of all Societies within the Division explicitly allow for the submission of a single candidate. A copy is to

be on file with the Managing Director, Regional Activities Department.

7. Voting Members Candidate Notification. In accordance with Article XII of the IEEE Constitution, the Board of Directors shall submit to all voting members on or before 1 May of each year a list of nominees for President-Elect; Delegate/Director or Delegate-Elect/Director-Elect, whichever is applicable; and such other officers to be elected by voting members for the coming term.

8. Petition Candidates. Individual voting members may propose, by petition, names to be added to the ballot for the offices of President-Elect, Delegate/Director or Delegate-Elect/Director-Elect, Director or Director-elect, whichever is applicable. Petitions may be circulated and signed no earlier than 15 June of the year preceding the election. Such nominating petitions shall, at the time they are signed by the petitioners, set forth the office, the term of the office (expressed in date form), and the name of the proposed candidate. The completed petition shall be submitted in a letter to the Board of Directors, to be received at IEEE Headquarters no later than twelve o'clock noon on the Friday preceding 15 June of the year of the election. Evidence that the petition candidate is willing to serve if elected shall accompany the petition.

A petition for President-Elect, Vice President-Technical Activities, Delegate/Director, or Delegate-Elect/Director-Elect shall be signed by at least 1% of the voting members, as listed in the official IEEE membership records at the end of the preceding year, who are eligible to vote for the office in question. Petitions for IEEE-USA President-Elect shall be signed by one-half of 1% of the voting members of Regions 1-6, as listed in the official IEEE membership records at the end of the preceding year, who are eligible to vote for the office in question. Petitions for IEEE-SA President shall be signed by at least 5%, but not less than 150 individuals, as listed in the official IEEE membership records at the end of the preceding year, who are eligible to vote for the office in question. Within these general guidelines, organizational units may set further conditions such as, for example, distribution of petitioners among Societies in a multi-Society Division. Such conditions shall be specified in the IEEE Policies.

9. Approval of Ballot. During the period between the Friday preceding 15 June and 1 September, the Executive Committee is authorized to take any necessary actions on any petitions and to approve the ballot.

Verification that a petition has fulfilled the conditions of Bylaw I-308.8 and that the petition candidate meets the qualifications of the office for which he or she is being nominated shall be confirmed by the Tellers Committee. Certification of the petition candidate by the Tellers Committee shall be made known to the Board of Directors promptly.

10. Ballot Submission Schedule. On or before 1 September, the Board of Directors shall submit to eligible voting members on record as of 1 August, a ballot listing all nominees for the positions to be filled by election by the membership.

11. Candidature Withdrawal. Each proposed nominee named by the Board of Directors shall be consulted and, if he/she so requests, his/her name shall be withdrawn. If any write-in candidate shall be declared to have won an election (see Bylaw I-308.14), he/she shall be so notified and requested to serve. If he/she declines to serve, the candidate receiving

the next highest vote shall be declared to have won the election.

12. Ballot Presentation. The list of nominees required to be submitted to all voting members by the Constitution shall contain one or more names for the office of President-Elect.

The ballot presented to voting members of each of the Regions/Divisions where an election of Region/Division Delegate/Director or Region/Division Delegate-Elect/Director-Elect is to take place shall contain the names of not fewer than two nor more than three candidates submitted in accordance with the RAB and TAB sections of these Bylaws. In addition, the ballot shall contain the names of candidates nominated by valid petitions in accordance with the RAB and TAB sections of these Bylaws. The source of nomination of each candidate shall be identified. When desired, the Region ballot may also contain names of candidates for other Region office (other than Region Delegate/Director) as determined by the Region Committee. If an individual is a voting member in Societies in more than one Division, that individual may participate in the election of each such Division. Regardless of how many Society memberships may be held within any one Division, an individual shall have only one vote in each Division election.

For those cases where more than one candidate is on the ballot for any single office, the source of the nominations shall be identified adjacent to each name and the order of the list of names on the ballot for each office shall be randomized or determined by a lottery process conducted by the Tellers Committee. The ballot shall carry a statement to the effect that the order of the names was randomized or selected by lottery and indicates no preference.

13. Ballot Marking; Voting; Tellers Committee Announcement; Election Results. Written ballots will be valid only when received in an envelope marked "Ballot" and when the voting member's signature is furnished in accordance with the instructions accompanying the ballot. Only ballots arriving in IEEE Headquarters, or received by a qualified organization delegated by the IEEE Executive Committee, before twelve o'clock noon on the first working day following 31 October (the "final election ballot receipt date") shall be valid. Ballots shall be checked, opened, and validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the fifth working day following the final election ballot receipt date. As provided in Bylaw I-306.19, the Tellers Committee shall announce the result of the tally of the votes not later than the eighth working day following the final election ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee. The results of the vote shall become official upon acceptance by the Board of Directors of the Tellers Committee report, and if applicable the Credentials Committee report. Each nominee for office listed on the ballot and each write-in candidate having votes recorded in such report according to Bylaw I-308.14 shall be advised promptly of the Tellers Committee tally of the votes applicable to their respective elections. Eligible voting members shall be permitted to vote in each election for one nominee for each office appearing on the ballot. Subject to Bylaws I-302.8 and I-306.4, the nominee, for each office for which the election is being held, receiving the greatest number of qualified votes shall be declared elected. In the event of a tie vote, the Board of Directors shall choose between the nominees involved.
14. Write-in Votes; Election Report. For IEEE elections and elections of all organizational units where mail ballots are used, the ballots shall include and identify, for each office in

said election, space in which the voter may write the name of any person he/she desires to elect to that office, provided the individual is not already on the official ballot for the intended position. For such names to be counted in the election, each person so indicated shall meet such qualifications as may be specified for the office by the Constitution or Bylaws of the organizational unit conducting the election. The number of votes so cast for any such person shall have the same effect on the outcome of the election as if his/her name had been submitted on the ballot. The tally of such votes shall be included in the election report whenever the number of votes is sufficient to affect the order of preference of the candidates for the office. The provisions of Bylaw I-308.13 shall be observed.

15. Unit Nominations and Petition. For elective office in any unit of the IEEE, individual voting members eligible to vote in such election may nominate candidates either by a written petition signed by at least 2% of the eligible voting members or by majority vote at a nomination meeting of the unit, provided such nominations are made at least 28 days before the date of election. Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

#### I-309. Amendments to IEEE Constitution and Bylaws

##### 1. Constitutional Amendments

- (a) Review by Legal Counsel. Before an amendment to the Constitution is submitted to the voting members, it shall be reviewed by IEEE legal counsel.
- (b) Proposed Amendment Petitions. Proponents of petitions for Constitutional Amendments shall submit in writing to IEEE a copy of the exact wording of the proposed Constitutional Amendment petition the proponent wishes to circulate for signature. In order to be effective, such submission must be received at the office of the Executive Director no later than twelve noon on the Friday preceding 15 January of the year in which the petition, if qualified, will appear on the ballot. The wording of this proposed amendment petition, once reviewed and approved by legal counsel, shall be considered the official petition. If the wording of a circulated petition deviates from the official petition as defined above, such petition shall be disqualified. Only signatures for the official petition will be counted toward qualification of a proposed amendment to be placed on the ballot. Petitions for Constitutional Amendments may be circulated and signed no earlier than 1 June of the year preceding the submission of Constitutional Amendments to the voting members.
- (c) Schedule. Except as described in Bylaw I-309.1, or unless otherwise directed by the Board of Directors, the schedule for (i) receipt of petitions for Constitutional Amendments and statements of petitioners in support of petitions to accompany the ballot, (ii) the submission of all Constitutional Amendments (including those initiated by the Board of Directors) to the voting members, and (iii) the counting of the ballots and tallying of votes with respect to proposed Constitutional Amendments shall conform to the schedule relating to the nomination and election of officers elected by the voting members set forth in Bylaw I-308. Ballots for Constitutional Amendments shall carry a statement of the final date for receipt of ballots at IEEE Headquarters or at a qualified

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organization designated by the Executive Committee (the "final referendum ballot receipt date").

Written ballots shall be valid only when received in an envelope marked "Ballot" and when the voting member's signature is furnished in accordance with the instructions accompanying the ballot. Only ballots arriving at IEEE Headquarters, or received by a qualified organization designated by the Executive Committee, prior to the final referendum ballot receipt date, shall be valid. Ballots shall be checked, opened, and validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the fifth working day following the final referendum ballot receipt date. As provided in Bylaw I-306.19, the Tellers Committee shall announce the result of the tally of the votes not later than the eighth working day following the final referendum ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee. The known principal proponents and opponents of each such proposed Constitutional Amendment shall be advised promptly of the Tellers Committee tally of votes applicable to their respective Constitutional Amendment proposals. Subject to Bylaw I-306.4, the date of adoption of a proposed Constitutional Amendment that has been voted upon favorably by the membership shall be the date of the first meeting of the Board of Directors taking place after the date of the Tellers Committee report and, as provided in Article XIV, Section 3, of the Constitution, such Amendment shall take effect 30 days after adoption.

- (d) Ballot Marking Instructions. A ballot that is marked neither for nor against a proposed Constitutional Amendment shall not be counted either as a "vote" or as a "ballot cast" for purposes of Article XIV, Section 2, of the Constitution, and the instructions accompanying the ballot shall so specify.
2. Procedures to Change Bylaws. As provided in the Constitution, proposed Bylaw changes and the reasons therefore shall be mailed to all Directors at least 20 days before the stipulated meeting of the Board of Directors at which the vote shall be taken. Two-thirds of the votes of the members present at the meeting shall be required to approve any new Bylaw, amendment, or revocation.
  3. History of Amendments. A complete history of amendments shall be kept in the files of the IEEE.

### I-310. Voting Privileges

1. At meetings of the Assembly, Executive Committee, and Board of Directors, voting privileges are granted only to members elected to these bodies when participating in such meetings; voting privileges at meetings of Standing Committees of the Executive Committee, Board of Directors, and subcommittees thereof are limited to those serving on such bodies unless specifically approved otherwise in advance by the Executive Committee.

### I-311. Fiscal Matters

1. Fiscal Year. The fiscal year for IEEE shall be the calendar year.
2. IEEE Assets. Assets within each IEEE organizational unit, from whatever source derived, are the property of IEEE. All

such assets, regardless of the form and location in which they are kept, shall be maintained under the legal name the Institute of Electrical and Electronics Engineers, Incorporated.

### I-312. Pension Benefit Plan

The IEEE shall have a Pension Benefit Plan for the full time paid employees, operated under the control of the Executive Committee.