



THE INSTITUTE OF ELECTRICAL  
AND ELECTRONICS ENGINEERS, INC.

IEEE

345 East 47th Street  
New York, N.Y. 10017-2394, U.S.A.

# BYLAWS

JANUARY 1987

I N D E X

<p>100 MEMBERSHIP 200 ASSEMBLY 300 MANAGEMENT 400 GEOGRAPHICAL ORGANIZATION OF MEMBERS</p>	<p>500 TECHNICAL ORGANIZATION OF MEMBERS 600 CONVENTIONS AND MEETINGS 700 PUBLICATIONS</p>																																																																																																																																																																																		
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BYLAWS

OF  
THE INSTITUTE OF ELECTRICAL  
AND ELECTRONICS ENGINEERS, INC.

*Adopted by the IEEE Board of Directors January 8, 1963, and incorporating subsequent revisions through December 31, 1986.*

100. MEMBERSHIP

101. Grades

1. The grades of IEEE membership are:

- (a) Honorary Member
- (b) Fellow
- (c) Senior Member
- (d) Member
- (e) Associate
- (f) Student
- (g) Exchange

The term "member" when printed without an initial capital, where used in these Bylaws, includes all grades of membership.

102. Categories.

Categories of membership may be established, or modified, by two-thirds of all votes cast at a regular meeting of the Board of Directors, and all such categories shall be listed hereunder by the General Manager.

1. **Life Members.** The designation "Life Member" is applicable only to a member who has attained the age of 65 years and who has been a member of IEEE or one of its predecessor societies for such period that the sum of his/her age and his/her years of membership equals or exceeds 100 years. All members having the designation "Life Member" or "Member-for-Life" in the predecessor societies shall be designated as a "Life Member" in the IEEE. Any member who would have been qualified on or before December 31, 1963, to be a Member-for-Life of AIEE, under the rules of eligibility of AIEE, or to be a Life Member of IRE, under the rules of the IRE, shall be qualified to be a Life Member of IEEE. (See IEEE Bylaws 104.8 and 109.2.)

2. **Other Categories.** The following list provides cross-references to other Bylaws:

- General 502.9
- Low Income 109.7
- Retired 109.3
- Unemployed 109.5

103. 1.

**Affiliates.** The designation "Affiliate of IEEE Society" refers to individuals who are not members but who are entitled to participate in certain activities under provisions established by the Executive Committee as specified in the Bylaws. (See Bylaws 502.6, 502.9, 502.17.)

104. Rights and Privileges

1. Honorary Members shall be entitled to all rights and privileges of the IEEE except the right to hold office therein.
2. Fellows shall be entitled to all rights and privileges of the IEEE.
3. Senior Members shall be entitled to all rights and privileges of the IEEE except the right to serve on the Fellow Committee.
4. Members shall be entitled to all rights and privileges of the IEEE except the right to hold (1) any corporate office, (2) the office of Director, (3) membership on the Admission and Advancement Committee, the Awards Board, or the Fellow Committee.
5. Associates shall be entitled to attend meetings of IEEE members, to vote only on matters presented to groups of members (such as Societies and Sections), and to be appointed on committees with the right to vote when specifically approved by the Board of Directors or the Executive Committee. (See Bylaw 317.)
6. Student member rights and privileges are defined in the Student Branch Operations Guide.
7. Exchange Members shall have the rights and privileges of the Member grade, except the right to vote and the right to hold any IEEE office. The term of membership of any Exchange Member shall be limited to three years.
8. Life Members have those privileges associated with their grade immediately before becoming a Life Member or with such higher grade to which they may be advanced.

9. The emblem of IEEE will be protected by legal registration. The guidelines for the use of the emblem and "IEEE" are set forth under the section entitled Publication Activities in the IEEE Policy and Procedures Manual, and the emblem and "IEEE" shall be used only in connection with official business of the IEEE.

10. Emblems to be worn by members are to be purchaseable only from IEEE Headquarters.

11. Assertion of IEEE membership by members for purely personal purposes is authorized, including the right to use the following abbreviations:

Hon. Mem. IEEE	Mem. IEEE
Fel. IEEE	Assoc. IEEE
Sen. Mem. IEEE	Exch. Mem. IEEE

12. Every member of the IEEE shall receive those publications of the IEEE specified by the Board of Directors.

#### 105. Qualifications

Membership qualifications pertain to designated fields of interest to IEEE, including electrical engineering, electronics, computer engineering and computer sciences, and the allied branches of engineering and related arts and sciences.

1. Honorary Members are elected by the Board of Directors from among those who have rendered meritorious service to mankind in IEEE's designated fields of interest and who are not members of the IEEE. An affirmative vote of three-fourths of all voting members of the Board of Directors is required for election, which shall be by secret ballot of members present at a regularly constituted meeting. Nominees shall be proposed to the Board of Directors by the Awards Board. The election of an Honorary Member shall be deemed invalid if acceptance is not received within six months from the date of election.

2. Fellow: The grade of Fellow recognizes unusual distinction in the profession and shall be conferred only by invitation of the Board of Directors upon a person of outstanding and extraordinary qualifications and experience in IEEE designated fields, who has made important individual contributions to one or more of these fields. The year of election to the grade of Fellow is the year following affirmative action by the Board of Directors in conferring the grade of Fellow. The candidate shall hold Senior Member grade at the time the nomination is submitted. Normally the candidate shall have been a member in any grade for a period of five years or more preceding January 1 of the year of election; however, the five-year membership requirement may be waived for a Fellow candidate who has been engaged in professional practice (as needed to qualify for Senior Member grade) in a geographical area where, in the judgment of the Board of Directors, it was difficult to become a member previously, as evidenced by the absence of a Section previously and the recent formation of a new Section to cover

that geographical area. In such case, membership of five years or more in a recognized local electrical, electronics or computer engineering society may substitute for the five-year IEEE membership requirement, when the nomination is submitted within two years after the formation of the new Section.

3. Senior Member: The grade of Senior Member is the highest for which application may be made and shall require experience reflecting professional maturity. For admission or transfer to the grade of Senior Member, a candidate shall be an engineer, scientist, educator, technical executive or originator in IEEE designated fields.

The candidate shall have been in professional practice for at least ten years and shall have shown significant performance over a period of at least five of those years, such performance including one or more of the following:

- Substantial engineering responsibility or achievement, or
- Publication of engineering or scientific papers, books or inventions, or
- Technical direction or management of important scientific or engineering work with evidence of accomplishment, or
- Recognized contributions to the welfare of the scientific or engineering profession, or
- Development or furtherance of important scientific or engineering courses in a "recognized educational program," or
- Contributions equivalent to those of (a) to (e) above in areas such as technical editing, patent prosecution or patent law, provided these contributions serve to advance progress substantially in IEEE designated fields.

4. Member: The grade of Member is limited to those who have demonstrated professional competence in IEEE designated fields. For admission or transfer to the grade of Member, a candidate shall be either:

- An individual engaged in IEEE designated fields (1) who shall have received a baccalaureate degree or its equivalent in those fields from a "recognized educational program," or (2) who shall have had at least three years of experience in a position normally requiring the qualification listed under (1), which may be accepted in lieu of the educational requirements at the discretion of the Admission and Advancement Committee.
- A teacher of a subject in an IEEE designated field who shall have received a baccalaureate degree or its equivalent in those fields from a "recognized educational program," or who has had at

least three years of professional teaching experience and shall have participated in planning and conducting courses.

(c) A person regularly employed in IEEE designated fields for at least six years who, by experience, has demonstrated competence in work of a professional character.

(d) An executive who, for at least six years, has had under his/her direction important technical, engineering or research work in IEEE designated fields.

5. Associate: The grade of Associate is designed for technical and nontechnical applicants who do not presently meet the qualifications for Member grade, but who would benefit through membership and participation in the IEEE and for those who are progressing, through continuing education and work experience, towards the qualifications for Member grade.

6. Student:

(a) A Student member must carry at least 50 percent of a normal full-time academic program as a registered undergraduate or graduate student in a regular course of study in IEEE designated fields.

(b) Student members, upon graduation with at least a baccalaureate degree or its equivalent from a "recognized educational program," shall be transferred to Member grade.

(c) Student members other than those qualifying under subparagraph (b), upon graduation with at least a two-year degree, shall be transferred to Associate grade.

7. Graduation from a course of at least eighteen months duration of study in a curriculum related to IEEE fields of interest but in a program not approved as a "recognized educational program" may be accepted as equivalent to one year's professional experience in those fields.

8. Full-time graduate work, or part-time graduate work with teaching or research, in IEEE designated fields, may be accepted as equivalent to professional experience.

9. The time requirements for admission or transfer to any grade of membership may be satisfied by applying pro rata the experience of the candidate under the various alternative requirements for the grade.

10. The Educational Activities Board shall be responsible to the Board of Directors for the development of policies and criteria pertaining to the term "recognized educational program," in accordance with Bylaw 307.1. The term "recognized educational program" refers to programs of a university, university system or a college (including

bona fide junior and community colleges or a technical institute) which meet accreditation standards of the appropriate national, regional, or professional accrediting bodies. Because of the wide variety of educational situations in the Regions outside the United States, those respective Regional Committees shall be responsible, working through their Regional Directors and the Regional Activities Board, for assisting the Educational Activities Board in the applications of these policies and criteria to insure that there be a fair and proper judgment on the equivalence of seemingly disparate educational programs. Reports on such joint efforts, including a complete listing of all designated "recognized educational programs," shall be forwarded at least annually to the Board of Directors and other appropriate entities.

11. Exchange Member: To qualify for admission as an Exchange Member, the applicant shall be a member in good standing of a technical or scientific society recognized by the IEEE Executive Committee for Exchange Membership privileges, provided such privileges are reciprocally offered to IEEE by the society so recognized.

12. Admission to membership in IEEE in any grade shall not be affected by the race, religion, nationality or sex of the applicant.

#### 106. Application - Requirements

Applications for admission to IEEE membership, or for advancement to a higher grade of membership, shall be made on a form provided by IEEE and shall embody a record of the applicant's technical education and career. The names of references shall be provided as specified in Bylaw 106.1. References shall be requested to complete and submit the confidential form prescribed by IEEE, commenting on the qualifications of the applicant.

1. Applicants for membership shall furnish names of references as follows:

For Senior Member - Three Fellows, Senior Members or Honorary Members.

For Member - One IEEE member holding Fellow, Senior Member, Member, or Honorary Member grade for an applicant who automatically meets the educational requirements for Member grade as specified in Bylaw 105.4(a), or

- Three Fellows, Senior Members, Members, or Honorary Members for any applicant who does not automatically meet the educational requirements specified in Bylaw 105.4(a) and whose application for membership must be considered by the Admission and Advancement Committee.

For Associate - One IEEE member in any of the following grades: Member, Senior Member, Fellow, Honorary Member.

For Student - The Counselor at the applicant's institution, if such Counselor exists; otherwise, a member of the faculty of the applicant's institution who must be an IEEE member.

2. If an applicant is not known by the number of IEEE members specified above who would have sufficient personal knowledge of the applicant's accomplishments to serve as a reference, the IEEE at its discretion may accept other references who are familiar with the applicant's professional work; such references preferably should be engineers and scientists of standing.

#### 107. Applications - Procedures

The Senior Member grade is the highest grade for which application may be made for admission or advancement. Elections to Honorary Member and Fellow grades are by the Board of Directors, following nomination and review procedures given in Bylaws 305.1 and 313.2, respectively.

1. The Regional Activities Board is authorized to act for the Board of Directors to coordinate, encourage, and support membership development and to administer admissions and grade advancements, all in accordance with policies, rules, and procedures approved by the Board of Directors and excepting matters pertaining to the Honorary Member and Fellow grades. Questions of interpretation, waivers of requirements, and issues involving two or more major Boards shall be referred to the Executive Committee for adjudication, or review and recommendation to the Board of Directors.
2. An application may be submitted by a candidate, or on behalf of a candidate by an IEEE member or an IEEE entity such as a Chapter, Section, or Society. In the first case, the candidate shall be notified of the action by the Admission and Advancement Committee; in the second case, the sponsor shall be notified and, if the action is affirmative, the candidate also shall be notified with a request for acceptance. Elections shall become effective on the date of action by the Admission and Advancement Committee unless an acceptance or payment of dues or fees is required (see Bylaw 108.4), in which case the date of receipt of response from the candidate shall be the effective date.

The requirement for an application, with references, shall be waived for the orderly progression from Student to Associate or Member grade (see Bylaw 109.1).

3. Applications for admission or advancement in grade shall be referred to the Admission and Advancement Committee. Procedures for elections shall be established by the Committee. The Admission and Advancement Committee may delegate to the General Manager, or the General Manager's appointed representative, authority to elect or transfer applicants to the grade of Student, Associate, or Member when there is evidence that the requirements

of Bylaw 105 have been fulfilled. When so authorized, the General Manager shall render regular reports to the Admission and Advancement Committee of the elections and transfers so processed. (See also Bylaw 106.)

4. A reapplication for admission or advancement in grade may be made after the expiration of one year from the date of a rejection.

#### 108. Fees and Dues Proration

1. An applicant for IEEE membership shall pay annual dues, and Regional assessment, if any, with the application submitted. Sponsors of membership applications are encouraged to make such payments when practical to avoid a delay in effective membership as defined in Bylaw 107.2. Should an application fail, the sum remitted with the application shall be refunded in full. Payments of annual dues, Regional assessment, if any, plus fees for any Society memberships and subscriptions selected by the applicant, except for the Student grade and those categories of membership eligible for other special considerations, may be made in two equal installments if for the full year; the first installment is due with the application and the second in accordance with Bylaw 110.1.

For new memberships and subscriptions, all applicable dues, assessments and fees shall apply as follows:

If payment is received in the period September 1 to December 31, inclusive, membership shall continue until December 31 of the following year.

If payment is received in the period January 1 to the last day of February, inclusive, membership shall continue until December 31 of the current year.

If payment is received in the period March 1 to August 31, inclusive, the dues, and Regional assessment, if any, payable shall be one-half of the annual dues, and Regional assessment, if any, and membership shall continue until December 31 of the current year.

2. Admission of Exchange Membership shall be granted upon receipt of certification by an officer of the society recognized for Exchange Membership privileges that the applicant is a member in good standing of that society. Exchange Membership shall terminate upon notification that the Exchange Member is no longer a member in good standing of that society, but in no event shall Exchange Membership extend beyond a term of three years.

The dues and fees payable by an Exchange Member shall be the same as those paid by members of the IEEE. The Membership Development Committee shall maintain a list of outside societies with which an Exchange Membership agreement has been negotiated.

negotiations may be initiated by any member of the Board of Directors but only after first coordinating the proposed action with the Executive Committee.

#### 109. Dues, Fees and Regional Assessments

1. The annual dues for all grades other than Student, except as noted in other paragraphs of this Bylaw, shall be fifty-two dollars (\$52.00), with an additional Regional assessment of fifteen dollars (\$15.00), two dollars (\$2.00) of which shall be reserved to support AAES and ABET dues for members residing in the United States, ten dollars (\$10.00) for members residing in Region 7, seven dollars (\$7.00) for members residing in Region 8, and one dollar (\$1.00) for members residing in Region 10. The dues for Student grade shall be seventeen dollars (\$17.00) per year for Students in Regions 1-6 and twelve dollars (\$12.00) per year for Students in Regions 7-10.

Student members transferring to a higher grade, without interruption of membership, shall pay fifty percent of the dues for higher grade membership for the first year following graduation, and full membership dues for the second and succeeding years following graduation.

An IEEE Student member may join as many of the IEEE Societies as serve the Student's personal, technical interests and may subscribe to as many Society periodical options as are available to the higher grade Society members. The Student fees for membership and for periodicals shall be established annually by the Technical Activities Board as percentages of the higher grade Society member fees. These percentages shall be uniformly applicable to all Societies, but need not be the same for memberships and periodicals. Rounding-off of individual fees is permitted.

2. Dues, and Regional assessment, if any, shall be waived on January 1st of the year following attainment of Life Member status as defined in Bylaw 102. In determining the required years of membership, the following rules shall apply: (a) Only years in which membership dues were paid shall be counted. (b) Student membership years shall be counted. (c) Years need not be consecutive. (d) Years in which membership dues were paid to AIEE or IRE shall be counted. (e) A year of concurrent membership in both AIEE and IRE shall be counted as one year only. An individual who has had not less than five years of Society membership immediately prior to attaining Life Membership may continue a Life Membership in the Society without fee payment. Each year the Life Member must confirm if the Society Transactions are desired.
3. A retired member, not gainfully employed and not qualifying for Life Member status, on attaining the age of 62 years may apply for

dues at \$12.00 per year. An individual who qualifies for the IEEE retired member category may continue any and all Society memberships held for not less than the five prior years, upon payment of the fees for publication options established for Student members.

4. Under exceptional circumstances, as provided for in the Constitution, such as inability of a member to remit dues due to wartime conditions, the Board of Directors may, if it waives dues, also declare that during the period of such waiver, the member has maintained continuous membership. The waiver of dues shall apply to Society fees, and the continuity of membership during the waiver period shall apply to the Society memberships held at the beginning of that period.
5. A fifty percent reduction in membership dues, Society fees, other subscriptions and Regional assessment shall be granted to a member who informs the IEEE Headquarters office that he/she: (1) has become involuntarily unemployed and is seeking reemployment, or (2) has become voluntarily unemployed for reasons of raising children. A statement of continued unemployment shall be provided with each annual dues payment. In the case of voluntary unemployment, the provisions of this Bylaw shall not exceed four years. The reduced payments may not be made in installments.
6. Any member above Student grade may elect to pay Institute dues, Regional assessments and Society fees in advance at the annual rate then in effect. The years for which dues and fees have been paid in advance shall be immediately credited to the record of the member in determining his/her eligibility to the designation of Life Member as provided in Bylaw 102. No refund will be made of dues or fees paid in advance.
7. A fifty percent reduction in all applicable IEEE dues and assessments is granted to a member or to an applicant for membership above the grade of Student, excluding those members eligible for other special membership considerations, who submits satisfactory evidence annually to IEEE Headquarters that the member's annual income for the prior year did not exceed the minimum income level established by the IEEE Executive Committee by July 1st of the preceding year. Such payment may not be made in installments. The minimum income level reduction does not apply to a member or an applicant whose dues and Regional assessment, if any, are funded by a third party, such as another individual, a company, an institution or a government agency. A member who qualifies under this Bylaw may join one Society upon payment of one-half the established fee for that Society. Additional memberships in other Societies and periodical subscriptions shall be

at the regular fees. For the purposes of this Bylaw, "annual income" shall mean a member's gross, unadjusted income including all benefits and services from any source, as distinguished from taxable income.

8. The membership dues and Regional assessment, if any, shall be waived for those elected to IEEE Honorary Membership.

#### 110. Billing, Termination and Reinstatement

1. The annual dues period is the calendar year. A billing covering dues, and Regional assessment, if any, Society fees, and subscription fees shall be mailed to every member not later than the beginning of the annual dues period. Except for Student members and members eligible for special considerations, this bill may be paid in two equal installments due January 1st and July 1st. The first installment for Regions 1 through 7 shall be paid not later than two months, the first installment for Regions 8, 9 and 10 shall be paid not later than four months, and the second installment for all Regions not later than eight months after the beginning of the annual dues period.

Student members transferring to a higher grade, without interruption of membership, upon written request with the return of the renewal notice to IEEE Headquarters, may defer entire payment of the annual dues, Regional assessment, if any, Society fees, and subscription fees, as specified in Bylaw 109, until no later than July 1st of the current billing year. This privilege is offered to Student members for payment of 1986 and 1987 annual dues, after which time it will be discontinued unless renewed by the Board of Directors.

2. After prior notification, if the bill for annual dues, and Regional assessment, if any, shall not have been paid on or before the time specified in Bylaw 110.1, it shall be the duty of the General Manager to notify the member that, in accordance with the Bylaws of the IEEE, his/her right to vote in any Institute election has been suspended and that, if the dues, and Regional assessment, if any, remain unpaid on December 31st of the then current year, his/her membership shall be terminated. Accompanying this notice shall be a final bill, with the suggestion that the member pay his/her dues, and Regional assessment, if any. The suspended membership privileges shall be restored upon receipt of such payment if received prior to December 31st of the then current year.
3. Membership so terminated may be resumed, with no loss of continuity, upon payment of all dues, and Regional assessment, if any, in arrears. Membership may be resumed after a lapse, without continuity of membership, upon payment of current dues, and Regional assessment, if any.

4. On resuming membership and paying dues, and Regional assessment, if any, in arrears, a mailing list and receive all issues from the date on. Publications that he/she would normally have received had his/her membership status been continuous shall be considered forfeited. However, upon written request these will be supplied if available.

5. When a membership is terminated, all subscriptions to IEEE publications that had been received by such person by reason of his/her former membership also terminate as of the same date.

6. The mailing of bills or statements to the last known address of the member on record to the IEEE shall be considered a valid notice of indebtedness.

#### 111. Resignation

1. A member in good standing may resign by submitting a written resignation to the Secretary.
2. Subject to the approval of the Admission and Advancement Committee, a resigned member may resume membership upon payment of the current dues, assessments, and fees, as appropriate. Continuity of membership(s) may be obtained by payment of the dues and any Regional assessments or fees pertaining to the lapsed years.

#### 112. Member Discipline and Support

1. A member of the IEEE may be expelled, suspended or censured for cause. Cause shall mean conduct which is determined to constitute a material violation of the Constitution, Bylaws, or Code of Ethics of IEEE, or other conduct which is seriously prejudicial to IEEE.

The Board of Directors at its discretion may notify the membership of any expulsion, suspension or censure. Any such notification may include a statement of the circumstances surrounding such action.

No person who has been expelled from membership and no member who has been suspended shall (during the period of the suspension) be allowed any of the rights or privileges of membership in the IEEE. Service on committees and boards, at all levels, shall be denied to a person expelled or suspended (during the period of the suspension) from the IEEE.

Notwithstanding anything in these Bylaws to the contrary, an affirmative vote of two-thirds of the members of the Board of Directors who vote on the question shall be required to approve the readmission to membership of a former member (a) who has been expelled under the provisions of this Bylaw,

or (b) who resigned after the Committee referred to in Bylaw 112.2 instituted proceedings against such member.

2. The Board of Directors shall appoint a committee, to be known as the Member Conduct Committee, composed of five members of the IEEE who are not members of the Board of Directors of the IEEE or employees of the IEEE, to serve for staggered five-year terms. The Committee shall consider instituting proceedings looking toward the expulsion, suspension or censure of a member upon receipt of a complaint in the form of an affidavit, notarized, and signed by any member in good standing of the IEEE, which sets forth with reasonable specificity the alleged conduct of the accused member which is alleged to constitute cause for expulsion, suspension or censure. No conduct alleged to have occurred more than two years prior to the date on which the complaint is received shall be considered by the Committee. Such proceedings shall be instituted if the Committee determines, after a preliminary investigation, that there is a reasonable basis for believing (1) that the facts alleged in the complaint, if proven, would constitute cause for expulsion, suspension or censure of the accused member, and (2) that the facts alleged in the complaint can be proven. In making such preliminary investigation, the Committee may act in its own behalf or through ad hoc committees appointed by and under the direction of the Chairman of the Member Conduct Committee. The Member Conduct Committee shall not be required to initiate an investigation unless the person(s) submitting a complaint agree in writing to attend any hearing instituted pursuant to Section 3 of this Bylaw, if so requested by the accused member or the Member Conduct Committee.

3. The Board of Directors shall appoint at least twenty members of the IEEE in good standing, none of whom is a Director or an employee of IEEE, to serve as a panel from which the Executive Committee shall select, as may be required, not fewer than five nor more than nine persons (a hearing board) to hear each complaint and make findings in proceedings instituted by the Committee. In addition, the Executive Committee shall designate a first and second alternate for each hearing board to serve in place of one or more hearing board members should such member(s) become disqualified after selection.

Individuals so appointed and selected shall serve on such panel no longer than two years from the date of their appointment, except that they shall continue to serve on a hearing board in any complaint proceeding not concluded prior to the date for termination of their appointment. Upon instituting any such proceeding, the Committee shall furnish the accused member with a copy of the complaint, shall give notice to such member of the time and place scheduled for hearing the complaint, and shall invite the member to

present at such time a defense either in person, in writing, or by an authorized representative. The Committee, or its authorized representative, shall present the case against the accused member at the hearing.

The board hearing the charges shall base its decisions only on testimony and other evidence presented at the hearing. The accused member or the member's authorized representative shall have an opportunity at such hearing to present testimony and other evidence and to confront the evidence supporting the complaint. A finding by the hearing board that the accused member's conduct constitutes cause, as set forth above, shall require an affirmative vote of a majority of the hearing board. The hearing board may recommend to the Board of Directors that the Board determine the sanction to be imposed, or, unless the Board of Directors or the Executive Committee requests that the question of sanction be determined by the Board of Directors, the hearing board may itself impose the sanction; provided, however, that any imposition of the sanction of expulsion or suspension by the hearing board shall require an affirmative determination by two-thirds of its members that the conduct not only constitutes cause for sanction, but also is seriously prejudicial to the best interests of IEEE or of the engineering profession. All findings and recommendations by the hearing board shall be in writing.

If the hearing board finds that the accused member's conduct constitutes cause, as set forth above, the Board of Directors shall review the findings and determinations or recommendations made by the hearing board. The complaint, all evidence submitted to the hearing board and the written findings and determinations or recommendations of the hearing board shall be made available to the Board of Directors. The final action of the Board of Directors shall be by recorded ballot at a meeting of the Board of Directors. If the complaint was signed by a Director, such Director shall not be eligible to vote. The Board of Directors shall notify the member of the decision taken and if the member is expelled, shall drop the member's name from the rolls of the IEEE.

An affirmative vote by a majority of the entire Board of Directors shall be required to sustain the hearing board's findings as to cause and determination as to sanction, and if the hearing board's determination as to sanction is to expel or suspend the member, an affirmative vote of two-thirds of the members of the Board of Directors who vote on the question shall be required to sustain the sanction.

In the event that the Board of Directors sustains a finding by the hearing board as to cause, but either the hearing board made no determination as to sanction, or the sanction determined by the hearing board is not sus-



tained by the Board of Directors, then the sanction shall be determined by the Board of Directors by an affirmative vote of a majority of the entire Board of Directors; provided, however, that an affirmative vote of two-thirds of the members of the Board of Directors who vote on the question shall be required to suspend or expel a member; and provided further, that the Board of Directors may reduce, but may not increase, the sanction determined by the hearing board.

Subject to the vote requirements set forth in the preceding sentences, the determination of whether to expel, suspend or censure an accused member shall be made by the hearing board or the Board of Directors, as the case may be, on the basis of the severity of the wrongful conduct of the accused member, the extent to which IEEE's interests were prejudiced as a result of such conduct, and other factors which the hearing board or the Board of Directors considers relevant in the circumstances of the particular case; provided, however, that the hearing board or the Board of Directors shall determine to expel or suspend a member only if it determines that such member's conduct not only constituted cause for sanctions, but also was seriously prejudicial to the best interests of IEEE or of the engineering profession.

4. The IEEE may offer support to any member involved in a matter of ethical principle which stems in whole or in part from such member's adherence to the Code of Ethics, and which can jeopardize the member's livelihood, compromise the discharge of such member's professional responsibilities, or which can be detrimental to the interests of IEEE or of the engineering profession. All requests for support containing allegations against persons not members of IEEE or against employers or others, requests for advice, and matters of information considered to be relevant to the ethical principles or ethical conduct supported by IEEE shall be submitted initially to the Member Conduct Committee. Requests for support shall not include requests that the Member Conduct Committee support a member who is the subject of a complaint as set forth in Section 2 of this Bylaw. IEEE support of members requesting intervention or amicus curiae participation in legal proceedings shall be limited to issues of ethical principle.

The Committee, following a preliminary investigation of any requests for support received, shall submit a report to the Executive Committee which shall include findings and recommendations for consideration by the Executive Committee. The Executive Committee may, if it deems it appropriate to do so, appoint an advisory board to assist it in considering such report. On the basis of information available, the Executive Committee may thereafter offer support to the

member as appropriate to the circumstances and consistent with Sections 7.9 and 7.10 of the current IEEE Policy and Procedures Manual. The Executive Committee shall make the final decision as to supporting the member, unless the Executive Committee or the Board of Directors determines that the Board of Directors should make such final decision.

The Board of Directors, or the Executive Committee upon approval of the Board of Directors, may publish findings, opinions or comments in support of the member, and take such further action as may be in the interests of the member, the IEEE, or the engineering profession.

5. If information is presented to the Executive Committee indicating that the applicant for membership or transfer to a higher grade has been elected on the basis of an application containing apparent material misrepresentations or false statements, the Executive Committee shall investigate and provide the member an opportunity to submit an explanation. If the Executive Committee concludes that such membership was obtained through material misrepresentations or false statements, the membership shall be terminated with notice mailed to the member.
6. To the maximum extent permitted by law, IEEE shall indemnify any member of the Member Conduct Committee and any member of a hearing board appointed pursuant to this Bylaw 112 against reasonable expenses, including attorney's fees and judgments actually incurred by him/her in connection with the defense of any action, suit or proceeding to which he/she is made a party by virtue of his/her actions while a member of such committee or board, provided that such actions are not found by the IEEE Board of Directors to have been taken in bad faith or in a manner otherwise inconsistent with the provisions of this Bylaw 112.

## 200. THE ASSEMBLY

### 301. How Constituted

1. The Assembly shall consist of twenty-four members, who shall be the President, the President-Elect, the Past President, the Executive Vice President, the ten Regional Delegates, and the ten Divisional Delegates, all of whom have been directly elected by the voting members.
2. The terms of the Delegates from even-numbered Divisions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Divisions shall begin in even-numbered years. A Delegate elected by a Division shall be a member of and maintain membership in at least one of the Societies within that Division and shall have a term of office of two years. A vacancy shall occur in the office of Divisional Delegate at such time as the incumbent ceases to maintain membership in at least one Society in the Division that elected such Delegate. Such vacancy shall be filled in accordance with Bylaw 301.15.
3. The Delegates elected by Regions shall be members of and reside in the Regions electing them and shall have terms of office of two years. In the case of Delegate-Elect, the term of office may be for one or two years and shall be consistent with the provisions of the Bylaws dealing with Nominations and Elections. The terms of the Delegates from even-numbered Regions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Regions shall begin in even-numbered years. A vacancy shall occur in the office of Regional Delegate at such time as the incumbent ceases to reside in the Region that elected that Delegate. Such vacancy shall be filled in accordance with Bylaw 301.15.
4. As stated in the Constitution, all Delegates shall be elected Directors by virtue of their election as Delegates, and shall serve terms as Directors concurrent with their terms as Delegates.
5. All Delegates shall be of Fellow or Senior Member grade.
6. The presiding officer of the Assembly, as provided by the Constitution, shall be the President.
7. The Executive Director shall provide the record-keeping and secretarial functions for the Assembly, serving in this capacity without vote. In the absence of the Executive Director, the President shall perform the above functions or may delegate these tasks to another person.

## 202. Meetings

1. The annual meeting of the Assembly of the IEEE, required by the Constitution to be held on the day of the last regularly scheduled meeting of the Board of Directors in each fiscal year of the IEEE, shall be held where that Board meeting is held. Notice of time and place shall be mailed not less than thirty days in advance.
2. Special meetings of the Assembly may be called by any five Delegates on notice to all other Delegates. Notice of such special meetings giving the time and place of meeting, the purpose of the meeting and the names of the Delegates calling the meeting shall be mailed to all Delegates not less than twenty days before the date set for the special meeting. The place of such special meeting may be only at IEEE Headquarters unless otherwise authorized by a majority vote of all Delegates, such vote to be secured by or transmitted to the Secretary.

A special meeting of the Assembly to fill a vacancy occurring among the Corporate Officers, as specified in Bylaw 301.15, must be called within ninety days following existence of such a vacancy. If a Region or Division fails to fill a vacancy in the office of Regional/Divisional Delegate within six months following notice of such vacancy, a special meeting of the Assembly shall be called within ninety days thereafter to fill such vacancy.

3. A quorum shall be one-half of the total membership of the Assembly; in the event this is a fractional number, it shall be rounded to the next higher whole number.
4. Any notice of meetings or other official business required by the Constitution or these Bylaws to be mailed to Delegates shall be sent by such routings as shall ensure prompt delivery.
5. A meeting of the Assembly may be held without notice if waivers of notice signed by all of the Delegates are filed with the Secretary, with notation thereof entered in the minutes of the meeting.
6. Any provision of these Bylaws to the contrary notwithstanding, the Assembly shall meet specially each year during or immediately following the first meeting of the Board of Directors at which are available certified financial statements for the preceding calendar year. At such special meeting the Assembly shall receive the report required by Section 519(a) of the Not-for-Profit Corporation Law, or any successor provision similar thereto. Notice of such meeting shall be mailed to each Delegate at least

twenty days in advance thereof and in accordance with Section 202.4 of these Bylaws. Such notice may be waived by the unanimous vote of the Assembly.

7. Reimbursement for actual and necessary expenses is authorized for Delegates for the purpose of attending any special or extraordinary meeting of the Assembly not associated with a meeting of the Board of Directors held contiguously with it.

## 203. Functions

1. The Assembly shall elect the following six Corporate Officers for terms of one year, who shall also thereby be elected Directors: the Vice President - Educational Activities (who shall serve as Chairman of the Educational Activities Board), the Vice President - Professional Activities (who shall serve as Chairman for Institute Professional Activities and Chairman of the United States Activities Board), the Vice President - Publication Activities (who shall serve as Chairman of the Publications Board), the Vice President - Regional Activities (who shall serve as Chairman of the Regional Activities Board), the Vice President - Technical Activities (who shall serve as Chairman of the Technical Activities Board), and the Secretary-Treasurer. In such years as the Assembly elects separate individuals to the offices of Secretary and Treasurer, the number of Directors to be elected by the Assembly shall be increased by one.

The Assembly shall also elect the Director - Standards Activities (who shall serve as Chairman of the Standards Board) and the Executive Director, who shall also thereby be elected Directors.

The Assembly shall take appropriate action to fill vacancies on the Board of Directors as specified in Bylaw 301.15.

2. The Assembly shall receive reports, verified by the President and Treasurer, or by the Board of Directors, showing the amount and status of real and personal property owned by the IEEE, its fiscal condition, changes in groups of members and other vital statistics, all of which are to be as of the most recent date available from the records kept by the officers. These reports shall be filed with the records of the IEEE and abstracts thereof entered in the minutes of the proceedings of the Assembly.

## 300. MANAGEMENT

1. Indemnification. IEEE shall indemnify each person (other than a Director or Officer, whose rights to indemnification are set forth in Bylaw 301.14) who serves as a duly authorized voluntary member or employee of a duly authorized IEEE activity against reasonable expenses, including without limitation attorneys' fees and judgments, actually 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 Executive Committee to have been duly authorized and is not found by the Executive Committee to have been taken in bad faith or in a manner inconsistent with the purposes or objectives of the IEEE as expressed in Bylaws, Statements of Policy and Procedure, or resolutions duly adopted by the Board of Directors or Executive Committee or in policies and procedures duly adopted by an IEEE body which are applicable to the activity at issue, and (ii) that such indemnification is not prohibited by law. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled.

## 301. Board of Directors

1. How Constituted. The Board of Directors shall comprise thirty-two members, who shall be the eight Directors elected by the Assembly and twenty-four Directors elected by the voting members. In such years as the Assembly elects separate individuals to the offices of Secretary and Treasurer, and then only, the number of members of the Board of Directors shall be increased to thirty-three. All Directors shall be of Fellow or Senior Member grade.
2. The Directors elected by the Assembly shall have Director-at-Large status.
3. Meetings. The annual meeting of the Board of Directors, required by the Constitution to be the last regularly scheduled meeting in each fiscal year of the IEEE, shall be held in conjunction with the annual meeting of the Assembly, which shall be scheduled at the same place. Notices thereof shall be mailed at the same time that notices are mailed for the annual meeting of the Assembly.
4. At its first meeting, the Board of Directors shall determine the time and place of other meetings to be held throughout the year. The total number of meetings during the year normally shall be not less than three.
5. The time and place of any scheduled Board meeting may be altered or the meeting canceled only 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 Secretary, not less than twenty days before the original date or the new date set for the meeting, whichever is the earlier. Notice of such approved change shall be mailed to all Directors not less than ten days before the original or the new date, whichever is the earlier.

6. 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 twenty days before the date set for the special meeting. The place of such special meeting may be only at IEEE Headquarters unless otherwise authorized by a majority vote of all Directors, such vote to be secured by or transmitted to the Secretary.
7. 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 Secretary, with notation thereof entered in the minutes of the meeting.
8. Unless otherwise provided in the Certificate of Consolidation, 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 promptly confirmed in writing. The written confirmation shall be filed with the minutes of the proceedings of the Board or Committee. In addition, the Board of Directors or any Committee thereof may meet and act upon the vote of its members through any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time. Minutes of the meetings of the Board of Directors shall be mailed to all Directors.
9. In the absence or at the direction of the Secretary, the Executive Director shall perform the secretarial functions.
10. 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.
11. A quorum shall be one-half of the total membership of the Board of Directors, provided that, of those present at the meeting, a majority shall be Delegates elected by the membership; in the event this is a fractional

number, it shall be rounded to the next higher whole number.

12. 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 Committee, and for Directors attending meetings at which Directors perform duties assigned to their offices.

13. Reimbursement for actual and necessary expenses is authorized for Regional Directors for the purpose of visiting the Sections and Subsections within their respective Regions.

14. Indemnification. In consideration of their serving as Directors or Officers, IEEE shall indemnify any Director or Officer or former Director or Officer of IEEE, or any person who shall have served at its request as a Director or Officer of another organization against reasonable expenses, including attorney's fees and judgments, actually incurred in connection with the defense of any action, suit or proceeding to which the Director or Officer is made a party by virtue of actions while such a Director or Officer, provided that such actions are not found by the Board of Directors to have been taken in bad faith. The foregoing right in indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled.

15. Vacancies.

(1) The incumbent Executive Vice President shall assume the duties of the President-Elect should the office of President-Elect become vacant, thereby vacating the office of Executive Vice President. Should the Executive Vice President be unable to serve in that capacity, the Assembly shall fill the vacancy in the office of President-Elect. 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.

(2) The incumbent Executive Vice President shall assume the duties of the President should the Presidential office become vacated, thereby vacating the office of Executive Vice President. Having served the remainder of the Presidential term, the President shall serve as Past President in the immediately succeeding year.

(3) The President-Elect shall immediately become the President should both the President and the Executive Vice President vacate their respective offices, thereby vacating the office of President-Elect.

(4) The next most recently retired Past President available to serve shall fill a vacancy occurring in the office of Past President.

(5) The incumbent Executive Vice President shall assume the duties of President-Elect-Elect should a vacancy occur in that position, thereby vacating the office of Executive Vice President. Should the Executive Vice President be unable to serve in that capacity, the Assembly shall fill the vacancy in the office of President-Elect-Elect.

(6) In the event that a candidate for President-Elect becomes incapacitated and subsequently wins the election, the incumbent Executive Vice President shall replace that individual, thereby vacating the office of Executive Vice President. Should the Executive Vice President be unable to serve in that capacity, the vacancy shall be filled by the Assembly.

(7) The Assembly shall fill a vacancy occurring in the office of Executive Vice President for the remainder of the current term.

(8) An individual elected to fill an unexpired term of a Corporate office which 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.

(9) 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 Regional or Divisional 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 sixty percent of the total number of Directors, provided, however, that any such Director elected by the Assembly, as opposed to the voting members, shall not be a Delegate.

(10) If a vacancy shall occur in the office of Regional Director-Elect, then the Region shall have the right to elect a Director-Elect to serve the remainder of such term. If such Region shall fail to elect a Director-Elect within six months after the notice of such vacancy, the vacancy may be filled by the Assembly.

(11) For any circumstance which has not been foreseen in these Bylaw provisions, the Assembly shall fill such a vacancy.

307. Executive Committee

1. How Constituted. The Executive Committee shall comprise the President, the President-Elect, the Executive Vice President, the five Vice Presidents elected by the Assembly, the Past President, the Treasurer, the Secretary, and the Executive Director. 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 from eleven to twelve. The President shall be Chairman, the Executive Vice President shall be Vice Chairman, and the Secretary shall be Secretary thereof.

The terms of office of members of the Executive Committee shall coincide with the fiscal year of the IEEE.

2. Meetings. At the first meeting of the newly appointed Executive Committee, it shall schedule other meetings throughout the year. In addition, the Committee may also meet and act upon the vote of its members through any means of telecommunication, under the conditions described in Bylaw 301.8. Minutes of the meetings of the Executive Committee shall be mailed to all Directors.

3. A majority of the voting members of the Executive Committee shall constitute a quorum.

4. Functions. The Executive Committee shall make such rules and regulations as from time to time it may deem proper for its own governance and for the duly authorized transaction of business of the Institute. 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 which the Board has, by resolution, expressly reserved to itself. All such powers and duties of the Board of Directors which the Executive Committee is authorized to exercise pursuant to this Bylaw 302.4, and all other powers and duties which 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, that the Board of Directors may by majority vote at any meeting overrule any act or decision of the Executive Committee;

(b) That the Board of Directors by a two-thirds vote cast 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.

5. The Executive Committee may divide its duties and responsibilities among its members as it sees fit and conduct its business as it finds necessary. It shall appoint certain of its members as "Coordinators" charged with functional supervision of activities such as membership, standards, etc. The Chairmen of the Educational Activities Board, the Publications Board, the Regional Activities Board, the Technical Activities Board, and the United States Activities Board shall be members of the Executive Committee in their capacities as Vice Presidents. The Executive Vice President will 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. The Executive Committee shall specify those activities to be administered by the General Manager.

6. The Executive Committee shall be responsible for the management of IEEE Headquarters. The Executive Committee shall prepare and present an annual budget to the Board of Directors for approval.

7. The Executive Committee shall be charged with broadly considering IEEE policies and making appropriate recommendations to the Board of Directors on its own initiative.

8. The Executive Committee shall appoint, direct, and coordinate the work of all standing administrative committees except those appointed directly by the Board of Directors.

9. The Executive Committee may authorize conventions, conferences, and meetings of the IEEE and approve their dates and locations.

10. The Executive Committee shall establish an office account, which must be specifically limited in amount, the funds for which shall be made available from the funds received by the IEEE by authorization of at least two Corporate Officers, as provided in the Constitution. Funds shall be withdrawn from the office account only by authorized bonded employees of the IEEE.

11. 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 Com-

mittee may select, and authorize the execution of contracts with, an investment advisor. Such contracts may provide that the investment advisor shall have discretionary authority over IEEE's investment portfolio.

12. 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 section, 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 which 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 cancelling 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 section, it shall continue to act until it determines that the election in question has been properly completed.

### 303. Corporate Officers

1. The Corporate Officers of the IEEE shall be the President, the President-Elect, the Executive Vice President, and the Corporate Officers elected by the Assembly, as defined in Bylaw 203.1.
2. There shall be six Vice Presidents of the IEEE. One of these shall be elected by the voting members for a term of office of one year and by virtue of such election shall be designated "Executive Vice President" and shall be a Delegate-at-Large and Director-at-Large. The Executive Vice President and the five Vice Presidents elected by the Assembly shall serve on the Executive Committee as coordinators of their respective activities. The Vice President - Technical Activities shall normally also serve as coordinator for standards activities.
3. An incapacity of the President which 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 Executive Vice President or, if the Executive

Vice President is unavailable or incapacitated, such person as designated by the Board of Directors shall assume the Presidential duties.

4. The Secretary shall prepare an Annual Report on membership, meetings and IEEE activities, to be submitted to the Board of Directors.
5. 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.
6. 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 301.15.
7. 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.

### 304. Boards and Committees

1. 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. The following Boards and Committees shall be established by and responsible to the Board of Directors:

Audit Committee  
Awards Board  
Conference Board  
Constitution, Bylaws and Policy Statements Committee  
Credentials Committee  
Educational Activities Board  
Fellow Committee  
Life Member Fund Committee  
Member Conduct Committee  
Nominations and Appointments Committee  
Publications Board  
Regional Activities Board  
Standards Board  
Strategic Planning Committee  
Technical Activities Board  
Tellers Committee  
United States Activities Board

The following Committees shall be established by and responsible to the Executive Committee:

Finance Committee  
History Committee

IEEE Employee Benefits Committee  
IEEE Facilities Committee  
Individual Benefits and Services Committee  
Investment Committee  
Public Information Committee

The following Committees of the Board of Directors are assigned, for administrative and operational support, to other Boards as indicated:

Admission and Advancement Committee - RAB  
Membership Development Committee - RAB  
Transnational Relations Committee - TAB

3. 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 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 Bylaws 304.4 and 304.5. Where the Bylaws provide for liaison appointments to Standing Committees and Boards, such appointments shall be made in consultation with the respective Chairman of the Committee or Board by the appointing authority.

4. Term of Appointment. Unless specified otherwise, the term of appointment for members, including the Chairman and any other officers of the above Boards and Standing Committees, shall be for the calendar year of appointment. However, acceptance of appointment will carry with it the understanding that a member would normally be reappointed annually to serve for no more than three consecutive years dependent on continued active participation and current requirements.

5. Duration of Service. Unless specified otherwise, the consecutive period of service of any member of any Board or Standing Committee listed in Bylaw 304.2 shall not extend beyond three years, except that a Chairman or Past Chairman 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 the Institute.

6. 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.

7. 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.

8. 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 General Manager for the approval of the Executive Committee and contained in a document titled "Committee Manual." Following appointment, each new member of a Committee shall be provided with a copy of the applicable Manual.

9. 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 Policy and Procedures Manual, Section 5). The Board may authorize the IEEE Executive Committee or other specified IEEE organizational entities to take all necessary actions to support such arrangements. These delegations of authority generally shall 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.

10. The purposes, activities, duties and composition of each Board and Standing Committee listed in Bylaw 304.2 shall be reviewed at intervals of five years in accordance with a schedule set by the Board of Directors. Following each such review, recommendation shall be made to the Board of Directors or to the Executive Committee concerning changes in such purposes, activities, duties and composition that best serve the purposes of the Institute and its membership. A response shall be obtained from the reviewed entity and presented concurrently with the recommendations of the ad hoc review committee. The Chairman of the Strategic Planning Committee shall exercise administrative control over the procedures for review of all committees except the Strategic Planning Committee.

### 305. Awards Board

1. The Awards Board shall be responsible to the Board of Directors for administering the awards listed in this Bylaw, for monitoring all other awards, scholarships and formal recognitions excluding Fellow grade elections, for recommending candidates for IEEE Honorary Membership, and for developing an adequate awards structure for recognizing excellence in activities in fields of interest to the Institute.

Composition of Awards Board. The Awards Board shall consist of the Chairman, Vice Chairman, the Chairmen of the Committees of the Awards Board listed below, and four members-at-large. Of the four members-at-

large, one shall be a Divisional Director and one shall be a Regional Director currently serving on the Board of Directors. In addition, the Chairman of the EAB Awards and Recognition Committee, the Chairman of the RAB Awards and Recognition Committee, the Chairman of the STB Awards and Recognition Committee, the Chairman of the TAB Awards and Recognition Committee, and the Chairman of the USAB Awards and Recognition Committee shall serve on the Awards Board as liaison members with voting privileges in all deliberations of the Awards Board except those involving selection of recipients of IEEE medals and awards.

Alexander Graham Bell Medal Committee  
Edison Medal Committee  
Founders Medal Committee  
Lamme Medal Committee  
IEEE Education Medal Committee  
Simon Ramo Medal Committee  
Field Awards Committee  
IEEE Prize Papers Committee  
Scholarship Awards Committee  
External Awards Committee  
Awards Planning and Policy Committee  
Candidate Search Committee for IEEE Awards  
Honorary Membership Committee

Appointments to Awards Board. The IEEE Board of Directors shall make all appointments to the Awards Board with the exception of the EAB, RAB, STB, TAB, and USAB Awards and Recognition Committee Chairmen.

Appointments to Committees of Awards Board. The members other than the Chairmen of the Committees of the incoming Awards Board shall be appointed by the outgoing Awards Board. At least one member of the Board of Directors shall serve as a member of each of the Major Annual Medals Committees.

Responsibilities of Awards Board. The Awards Board shall review annually the awards activities of the IEEE and shall recommend to the Board of Directors such changes as it deems desirable. Beginning in 1969 and thereafter during the last year of each decade, the Awards Board shall critically review each individual IEEE award and shall recommend to the Board of Directors changes in the awards structure (excluding Fellow awards) required to fulfill the intent that the awards be in recognition of excellence.

The Awards Board shall have policy supervision over all awards, scholarships, and formal recognitions of the IEEE other than Fellow Award, but may delegate to the appropriate body responsibility for administration, selection of candidates and presentation of all awards, other than those listed in this Bylaw.

2. IEEE Medal of Honor. The Medal of Honor is the highest IEEE award for a singular achievement in the fields of science and technology. It will be awarded only when a

candidate is identified as meeting the exceptional requirements of the award and not on a regular annual basis.

The Medal of Honor shall be awarded to a candidate (not necessarily a member of the IEEE) who shall have made an exceptional contribution to the fields of science and technology defined in Article I of the IEEE Constitution.

The Awards Board, as a Committee of the whole, shall recommend candidates for the IEEE Medal of Honor to the Board of Directors.

3. IEEE Major Annual Medals. There shall be three IEEE Major Annual Medals. These will be awarded annually when in the judgment of the Awards Board suitable candidates are available. Recipients of the IEEE Major Annual Medals shall be members of IEEE, except that, under exceptional circumstances, the Board of Directors may approve the presentation of one of the IEEE Major Annual Medals to a nonmember. The IEEE Major Annual Medals are:

Alexander Graham Bell Medal. The Alexander Graham Bell Medal shall be the principal annual award for exceptional contributions to the advancement of telecommunications.

Edison Medal. The Edison Medal shall be the principal annual award of the IEEE and shall be awarded to a candidate for a career of meritorious achievement in electrical science or electrical engineering or the electrical arts.

Founders Medal. The Founders Medal is given for major contributions in the leadership, planning, and administration of affairs of great value to the electrical and electronics engineering profession.

Lamme Medal. The Lamme Medal shall be the principal annual award for meritorious achievement in the development of electrical or electronic apparatus or systems.

IEEE Education Medal. The IEEE Education Medal shall be awarded to recognize outstanding contributions to education.

Simon Ramo Medal. The Simon Ramo Medal shall be awarded for significant achievement in systems engineering and systems science.

The designated committee of the Awards Board shall review all nominations and select a candidate to recommend for each of the Major Annual Medals.

Candidates for these Medals shall be approved by the Awards Board before submission to the Board of Directors for final approval.

4. Field Awards. The IEEE Field Awards are awarded for contributions in several fields of science and engineering and in particular classes of service. They are awarded annually when in the judgment of the Awards Board suitable candidates are available. The Field Awards are:

Cledo Brunetti Award, in the field of miniaturization in the electronic arts.

Control Systems Science and Engineering Award.

Harry Diamond Award, for outstanding technical contributions in the field of government service in any country, as evidenced by publication in professional society journals.

Herman Halperin Electric Transmission and Distribution Award.

IEEE Award in International Communication, in honor of Hernand and Sosthenes Behn.

Morris E. Leeds Award, in the field of electrical measurements.

Morris N. Liebmann Award, in an emerging technology.

Jack A. Morton Award, in the field of solid-state devices.

Frederik Philips Award, in management of research and development.

Emanuel R. Piore Award, in the field of information processing.

David Sarnoff Award, in the field of electronics.

Charles Proteus Steinmetz Award, for major contributions to the development of standards in the field of electrical and electronics engineering.

Nikola Tesla Award, in the field of generation and utilization of electric power.

The Field Awards Committee shall recommend candidates for these awards to the Awards Board.

New Field Awards can be established only by the Board of Directors on the recommendation of the Awards Board. Each Field Award so established shall automatically expire at the end of ten years. An expiring award can be re-established only by specific affirmative action of the Board of Directors, on the recommendation of the Awards Board, and then only for a specific term not exceeding ten years. In accordance with this principle, any donation or bequest will be accepted only with the provision that any residual balance

becomes a nonrestrictive donation to the IEEE Foundation upon expiration and nonre-establishment of the award.

The Board of Directors may, at its sole discretion, recommend to the Board of Directors of the IEEE Foundation the acceptance by the Foundation of donations and bequests for the purpose of endowing the IEEE Field Awards program. Such endowments may, with the approval of the Board, carry the name of an individual or individuals, e.g., the John J. Jones Endowment Fund. Restrictions on the technical scope of the awards, supported by such funds, shall not survive ten years. Support to the Field Awards received from such endowments shall be acknowledged by listing each such Endowment Fund, by name, in an appropriate IEEE publication or brochure associated with the announcement of each year's Field Award selections.

5. IEEE Service Award. The IEEE Service Award, bearing the name of Haraden Pratt, is awarded for outstanding service to the Institute. It may be awarded annually when in the judgment of the Awards Board a suitable candidate is available.

Haraden Pratt Award. The Haraden Pratt Award shall be awarded to recognize outstanding service to the Institute.

The Founders Medal Committee shall assume the duty of reviewing all nominations and select a candidate for the Haraden Pratt Award. The candidate must be approved by the Awards Board before submission to the Board of Directors for final approval.

6. Scholarship Awards. The IEEE Scholarship Awards are the Fortescue Fellowship Award and the Volta Scholarship Award. These, together with other scholarships or fellowships as may be established by the Board of Directors, are administered by the Scholarship Awards Committee.

7. IEEE Prize Papers. The IEEE Prize Paper Awards are:

W.R.G. Baker Award. This is presented annually for the most outstanding paper reporting original work in any of the IEEE TRANSACTIONS, JOURNALS, MAGAZINES or PROCEEDINGS.

Donald G. Fink Award, for the outstanding survey, review or tutorial paper in any of the IEEE TRANSACTIONS, JOURNALS, MAGAZINES or PROCEEDINGS.

Browder J. Thompson Award. This is presented annually for the most outstanding paper in any IEEE publication by an author or joint authors under thirty years of age.

The Prize Papers Committee shall recommend candidates for these awards to the Awards Board.

8. Awards Planning and Policy Committee. The Committee on Awards Planning and Policy shall be responsible to the Awards Board for proposing and reviewing policies and their compliance for all awards, scholarships and formal recognitions under the aegis of the Awards Board and including Board, Society, Section, Council, Region, Conference, and Committee awards. The representatives to the Awards Board from EAB, RAB, TAB, and USAB shall be members of this Committee.
9. IEEE Honorary Membership. The IEEE Honorary Membership Committee shall be responsible for recommending to the Awards Board candidates for IEEE Honorary Membership, pursuant to Bylaw 305.1. Neither the Awards Board nor any of its committees shall be involved with the selection of recipients of the Honorary Life Memberships of the IEEE Societies.
10. Candidate Search Committee for IEEE Awards. The Candidate Search Committee for IEEE Awards is charged with the task of helping to identify persons responsible for major contributions in electrical and electronics engineering who would be potential candidates for the Major Medals and Field Awards of the IEEE. The objective is to help ensure that the best qualified candidates are considered by the various award selection committees.
11. External Awards. External Awards are those awards not exclusive to IEEE but of interest to IEEE and its members.

The Committee on External Awards shall be responsible for reviewing and suggesting actions on outside sources of awards of interest to IEEE members, for recommending nominations for such external awards as may be assigned to it by the Awards Board, and for recommending IEEE candidates for service on joint society medals and awards committees to the Awards Board.

12. Authority for Awards. The IEEE awards administered by the Awards Board and its committees shall be presented with the approval and in the name of the IEEE. The Board of Directors may delegate its authority to the Executive Committee for the approval of scholarship and fellowship awards and for other specific awards except the Medal of Honor, the IEEE Major Annual Medals, and election to Honorary Membership, provided further that the Board of Directors may delegate to those respective Major Boards having chartered Awards and Recognition Committees and who have previously been delegated administrative authority by the Awards Board the approval authority within established monetary limitations for scholarships and fellowship awards and other educational recognitions falling within their respective scopes of operations.

13. Procedure for Nomination and Selection of Candidates. Except as expressly provided in these Bylaws, the procedure for the nomination and selection of candidates for awards shall be specified in the Manual of the Awards Board. No member of the Board of Directors, the Awards Board, or the Headquarters staff shall act as a sponsor or reference for any nomination for which the Awards Board is responsible, if he/she occupies any of these positions on the date of submission of the nomination or reference form.
14. Presentation of IEEE Awards. The Medal of Honor and the IEEE Major Annual Medals shall be presented at major IEEE meetings. All Institute awards shall be presented at times and places approved by the Awards Board. The Chairman of the Awards Board shall be responsible for the review and approval of plans and arrangements for the presentation of IEEE awards as well as for the format and content of IEEE awards brochures. The Chairman of the Awards Board shall inform the relevant Society, Region, and Section with which the Medalist is affiliated, requesting that the recipient be recognized at an appropriate meeting of the Society, Region, and Section and in their publications.

#### 306. Conference Board

1. The Conference Board shall be responsible to the Board of Directors for developing policies and procedures, for preparing guidelines, and for advising with respect to the resolution of disagreements in matters related to IEEE-sponsored and cosponsored conferences, conventions, and all other types of meetings conducted primarily for the exchange of information among participants. Such assemblages are differentiated from meetings called for the express purpose of conducting IEEE business. Except for its advisory and interpretative roles concerning policies, procedures, and guidelines, the Conference Board shall not be involved with the conference operations of IEEE Boards and other entities that have authority to sponsor or coordinate conferences.
2. The Conference Board shall comprise:
  - (a) A Chairman, who normally shall be the Executive Vice President, but another member of the Executive Committee may be appointed by the Board of Directors.
  - (b) The Chairman of the RAB Major Regional Conventions Committee.
  - (c) The Chairman of the TAB Meetings Committee.
  - (d) Two members, each selected for a two-year term in alternate years by the Board of Directors from two or more nominations by the Regional Activities Board.

- (e) Two members, each selected for a two-year term in alternate years by the Board of Directors from two or more nominations by the Technical Activities Board.
  - (f) A nonvoting member chosen by the Conference Board Chairman to serve during his own term to provide needed expertise and support for the activities of the Board.
  - (g) A nonvoting liaison member selected by the Board of Directors from two or more candidates nominated by the Nominations and Appointments Committee. These nominees shall be selected from past or present IEEE-appointed members of the board of a convention and exhibition management organization.
  - (h) A nonvoting Secretary shall be a member of the Headquarters staff designated by the General Manager.
3. The Conference Board may establish Committees as provided in Bylaw 304.3. After the Chairman has reported such actions to the Board of Directors, any such Committees shall be listed hereunder by the General Manager.

#### 307. Educational Activities Board

1. The Educational Activities Board will be responsible to the Board of Directors for policy recommendations on educational matters and for the broad planning of educational activities of the Institute, including the delivery of appropriate continuing education, the monitoring of accreditation activities, and the development of guidelines for IEEE representatives to accreditation committees.

The Chairman of the Educational Activities Board shall be a Director of the IEEE and shall serve on its Executive Committee.
2. The Educational Activities Board shall be chaired by the Vice President - Educational Activities and shall include the following additional persons:
  - (a) Two Divisional Directors designated by the Vice President - Technical Activities;
  - (b) Two Regional Directors designated by the Vice President - Regional Activities;
  - (c) The IEEE Computer Society Vice President for Educational Activities;
  - (d) The President of the IEEE Education Society;
  - (e) One person designated by the Vice President - Educational Activities from the IEEE representatives to the Accreditation Board for Engineering and Technology;

- (f) One person designated by the Vice President - Professional Activities;
- (g) The Chairman of the Student Activities Committee;
- (h) The Chairman of the Electrical Engineering Department Heads Association (if an IEEE member);
- (i) The Chairman of the Electrical/Electronics Engineering Technology Department Heads Association (if an IEEE member);
- (j) The most recent Past Chairman of the Educational Activities Board;
- (k) A representative designated by the Vice President - Publication Activities;
- (l) A representative designated by the Director - Standards Activities;
- (m) Three members-at-large, nominated by the Nominations and Appointments Committee and appointed by the Board of Directors;
- (n) The Chairman of the American Society for Engineering Education - Electrical Engineering Division (if an IEEE member);
- (o) The Chairman of each Educational Activities Board standing committee. The Educational Activities Board is encouraged to establish liaison with other Boards or Committees as may be deemed mutually desirable.

In those cases where the explicitly designated individuals listed above are not able to serve, suitable substitutes shall be selected by the affected entity, subject to concurrence by the Vice President - Educational Activities.

3. There shall be an EAB Operating Committee consisting of the EAB Chairman, the Chairman of the EAB Finance Committee, the Chairman of the EAB Accreditation Committee, the Chairman of the EAB Continuing Education Committee, and two members of EAB appointed by the Chairman with the consent of EAB. At least one of the five members shall be a member of the IEEE Assembly. The Staff Director for Educational Services serves on the OpCom as an ex officio member without vote. Four voting members shall constitute a quorum.
4. EAB OpCom shall function as the Executive Committee of the EAB between EAB meetings and shall deal with issues which are delegated to it by EAB or which arise between meetings and must be treated before the next meeting of the Board. The EAB may, by majority vote, at any meeting, overrule any act or decision of EAB OpCom.

5. EAB OpCom shall interpret relevant policies through organizational arrangements, guidelines, and scopes and may develop policy recommendations relating to the IEEE program of educational activities. The EAB OpCom shall review current EAB program status and recommend appropriate actions; shall prepare reports and proposals on the establishment of new programs or modifications and on relative support levels and program effectiveness; and shall undertake special assignments by the IEEE Board of Directors and Executive Committee. EAB OpCom actions, regulations, and procedures shall be published in the EAB OpCom minutes for the guidance of all concerned. In its operating function, the EAB OpCom shall report to the Educational Activities Board.

6. To facilitate the performance of its duties (see Policy and Procedures Manual, Section 3), the Educational Activities Board may establish committees and task forces, the officers and members of which are to be appointed by the Vice President - Educational Activities with the approval of the Educational Activities Board.

7. The following committees shall be appointed by and responsible to the Educational Activities Board:

Accreditation  
Awards and Recognition  
Continuing Education  
Continuing Technical Development  
Finance  
Issues in Electrical Engineering Education  
Operating Committee  
Precollege Guidance  
Technical Activities Advisory

Pursuant to the authorization delegated in Bylaw 304.3, any changes in the Educational Activities Board committee structure shall be entered herein by the General Manager after the changes are reported to the Board of Directors.

### 308. Publications Board

1. The Publications Board shall be responsible for formulating and recommending publication policies to the Executive Committee and the Board of Directors, ensuring that adequate standards and procedures are established and maintained by IEEE publications, and otherwise coordinating and assisting the publication activities of the IEEE and all its publishing units.

2. The Publications Board shall consist of the Vice President - Publication Activities as Chairman, a representative of the Technical Activities Board Operating Committee (TAB OpCom) as Vice Chairman, the Editor of the PROCEEDINGS OF THE IEEE, the Editor of the IEEE PRESS, the chairman of each standing committee as specified in Bylaw 308.3, one

representative of each Division of the Technical Activities Board, one representative of the Educational Activities Board, one representative of the Regional Activities Board, one representative of the United States Activities Board, and three members-at-large appointed by the Board of Directors. Serving as ex officio nonvoting members from the staff shall be the Staff Director of Publishing Services as Staff Secretary, the Editor of IEEE SPECTRUM, and the Staff Director of Technical Activities.

3. The following committees and boards shall be appointed by and responsible to the Publications Board:

Editorial Board, IEEE SPECTRUM  
Editorial Board, PROCEEDINGS OF THE IEEE  
Editorial Board, IEEE PRESS  
Editorial Board, THE INSTITUTE  
SPECTRUM/INSTITUTE Advisory Board  
Society Publications Committee  
Long-Range Publications Planning Committee  
Finance Committee

4. The Editors of the PROCEEDINGS OF THE IEEE and the IEEE PRESS shall be appointed by the Board of Directors. Each Editor shall be chairman of the Editorial Board of his/her respective publication. The Editor of IEEE SPECTRUM shall be the nonvoting Chairman of the SPECTRUM Editorial Board. The Editor of THE INSTITUTE shall be the nonvoting Chairman of THE INSTITUTE Editorial Board. The Chairman of the SPECTRUM/INSTITUTE Advisory Board shall be appointed by the Board of Directors. The Vice President - Publication Activities may authorize the reimbursement of actual and necessary expenses incurred by the Editors of PROCEEDINGS OF THE IEEE and IEEE PRESS in the performance of their duties as Editors.

5. There shall be a Panel of Technical Publications Editors, consisting of the Editors of IEEE SPECTRUM, PROCEEDINGS OF THE IEEE, the IEEE PRESS, the journals and magazines of Societies/Councils, and any other technical publications published by the Institute or its organizational units. The Chairman of the Society Publications Committee shall serve as the Chairman of this panel. The Panel of Technical Publications Editors shall provide a means for coordinating publication activities and for assisting the Publications Board in determining publication policy recommendations.

### 309. Regional Activities Board

1. The Regional Activities Board shall be responsible to the Board of Directors for the geographically organized activities of the Institute, including those of the Regions, Sections, Councils, Subsections, and Student Branches. It shall consist of the Vice President - Regional Activities as Chairman, the Regional Directors, and the Chairmen of the Standing Committees listed in Bylaw 309.2.

The Chairman may appoint liaison members without vote. The Secretary shall be a member of the Headquarters staff designated by the General Manager and shall serve ex officio, without vote.

2. The following Committees shall be appointed by and responsible to the Regional Activities Board, unless indicated otherwise herein:

Admission and Advancement (assigned and appointed by Board of Directors)  
Awards and Recognition  
Finance  
Major Regional Conventions  
Membership Development (assigned by Board of Directors, appointed by Regional Activities Board)  
Priorities and Planning  
Search and Nominations  
Student Activities  
Transnational Activities

The IEEE Nominations and Appointments Committee shall list candidates for appointment to the Admission and Advancement Committee as set forth in Bylaw 313.7 and in accordance with IEEE policy.

The Chairmen of the Regional Student Activities Committees shall be ex officio members of the Student Activities Committee.

3. The Regional Activities Board shall be responsible for the formulation and recommendation to the Board of Directors or the Executive Committee of policies, criteria and procedures to ensure (1) the adequacy and excellence of programs intended for member participation in their respective localities, (2) cooperation and constructive mutual action at the interfaces between the locally organized units of IEEE members, and (3) an adequate and reasonable allocation of the Institute's volunteer and staff personnel and financial resources to support the Regions and the locally organized units within the Regions. Approval by the Regional Activities Board shall be required for the creation or dissolution of any Section, Council, Subsection, or Student Branch, as further provided in these Bylaws. The Regional Activities Board shall undertake such functions and studies as may be assigned to it from time to time by the Board of Directors or Executive Committee.

4. The Chairman of the Regional Activities Board shall serve, in addition to the duties as Vice President - Regional Activities, as Coordinator of Regional Activities on the Executive Committee. The Regional Activities Board shall provide for liaison memberships with the Educational Activities Board, the Publications Board, the Standards Board, and the Technical Activities Board, or maintain active liaison by other means deemed appropriate by the respective Chairmen of these Boards. The Regional Activities Board shall

be represented on the Awards Board by the Chairman of the RAB Awards and Recognition Committee. The Regional Activities Board shall have two representatives serving as members of the Conference Board; one shall be the Chairman of the RAB Major Regional Conventions Committee and the other shall be selected by the Board of Directors from not less than two nominees of the Regional Activities Board.

### 310. Standards Board

1. The Standards Board (STB) is responsible on an Institute-wide basis for encouraging and coordinating the development and revision of IEEE standards, and for carrying out other standards-related activities in fields of interest to the Institute. It shall give final approval to IEEE standards prior to publication. It shall consider and investigate matters relating to standards and units in the fields covered by IEEE. It shall represent IEEE in standards-related matters in dealings with other organizations.

2. The Standards Board shall consist of not less than 18 nor more than 26 Institute members, who shall be of Member or higher grade, including a Chairman, who shall be the Director - Standards Activities elected by the Assembly; a Vice Chairman, elected by the Standards Board from among its general membership; the most recent Past Chairman available to serve; and a member appointed by the Vice President - Technical Activities. The remainder of the voting members shall be appointed by the Board of Directors for one-year terms, nominations of Institute members being provided by the IEEE Nominations and Appointments Committee. Due consideration shall be given to the degree of interest and standards activities within the various IEEE Societies, interests of government regulatory bodies, and requirements for balance for ANSI-accredited standards organizations. The staff STB Secretary, designated by the General Manager, shall serve ex officio without vote.

In addition to its voting members, the Standards Board includes the following nonvoting participants:

- (1) Liaison representatives from IEEE Societies and Technical Committees active in standards development;
- (2) Liaison representatives designated by organizations outside IEEE involved in standards and related activities;
- (3) Liaison representatives designated by other Standing Boards;
- (4) Members emeriti elected for life by the Standards Board, and ratified by the Board of Directors, based on long years of prior distinguished service on the Board and its committees.

3. When practical, proposed IEEE standards shall be developed in the IEEE Societies/Councils and their technical committees. However, when the scope of a proposed standard is too broad to be encompassed in a single IEEE Society/Council, or when a Society is not in a position to carry out the necessary work, the Standards Board shall establish its own standards developing or coordinating committees to perform this function.
4. The Standards Board may establish and appoint its own committees, subcommittees, and councils.
5. The Standards Board shall be the IEEE interface on standards-related matters with outside organizations, including government regulatory agencies, the American National Standards Institute (ANSI), other professional societies, trade associations, the International Electrotechnical Commission (IEC), and the International Organization for Standardization (ISO).

### 311. Technical Activities Board

1. There shall be a Technical Activities Board (TAB) consisting of the Chairman of TAB who shall be the IEEE Vice President - Technical Activities and a Director; the President of each Society and Council and the Divisional Directors, all of whom shall be voting members of TAB. The three Chairmen of TAB Committees Administration and the three Chairmen of TAB Operations Committees, as specified in Bylaw 311.5(4), none of whom are Directors, shall serve on TAB without vote. The TAB Chairman may appoint liaison members, without vote. The Director - Standards Activities shall serve ex officio without vote; the staff TAB Secretary, designated by the General Manager, shall also serve ex officio without vote.

The TAB Development Committees and the TAB Technology Committees, as specified in Bylaw 311.5(4), will report to TAB through their respective TAB Committees Administration Chairmen.

2. There shall be a TAB Operating Committee (OpCom) consisting of the TAB Chairman, the Divisional Directors, the three Chairmen of TAB Committees Administration, and the staff TAB Secretary. None of the members of OpCom shall be officers of Societies, Councils, or other entities under the jurisdiction of TAB.
3. The TAB shall perform functions delegated to it by the Board of Directors, including the recommendation of policies affecting the management and operation of the Societies and General Committees. The TAB OpCom shall be the implementing arm of TAB, responsible for developing plans, schedules, and procedures. The Societies shall operate in support of their assigned technical fields, as provided in their respective constitutions. In addition to his/her responsibilities to the IEEE

Board of Directors, the TAB Chairman, as the Technical Activities Coordinator for the Executive Committee, may bring before the Executive Committee reports, recommendations, or other actions by the individual Societies, the General Committees, OpCom and TAB.

4. TAB OpCom shall function as the Executive Committee of the Technical Activities Board (TAB) and shall have all the powers and duties of TAB at all times between TAB meetings. The Technical Activities Board may, by majority vote, at any meeting, overrule any act or decision of TAB OpCom taken as the Executive Committee of TAB.
5. TAB OpCom shall interpret relevant policies through organizational arrangements, guidelines, and scopes and shall develop policy recommendations relating to the IEEE program of technical activities. The TAB OpCom shall appraise IEEE technical activities; shall prepare reports and proposals on the establishment of new programs or modifications and on relative support levels and program effectiveness; and shall undertake special assignments by the IEEE Board of Directors and Executive Committee. Relevant policy statements, rules and regulations, and procedures shall be published in the TAB manual for the guidance of all concerned. In its operating function, the TAB OpCom shall report to the IEEE Executive Committee.

- (1) The TAB Chairman in consultation with TAB OpCom may establish standing committees and task forces to facilitate the performance of duties assigned to TAB and TAB OpCom and to encourage cooperative efforts among the Societies and Technical Councils; the TAB Chairman shall appoint the officers and members of each of the committees and task forces unless there has been an explicit delegation of authority by charter or TAB OpCom action; representatives of Regions and Sections may be included to the extent their technical activities are involved. The conditions and tenure of all such committee appointments shall be for one year starting January 1, unless otherwise specified, with reappointment permissible.

All committees and task forces shall be reviewed by TAB at intervals of no more than three years to ensure that their scopes and compositions continue to serve the best interests of the Institute and its membership.

- (2) TAB OpCom shall be responsible for monitoring the operations of the individual Societies. Each five years, in accordance with a schedule set by the Board of Directors, a critical review and evaluation shall be made of the total activities of each Society. TAB OpCom shall approve the transfer of Societies among

Divisions and shall make recommendations to the Board of Directors, through the Executive Committee, concerning proposals for the formation of a new Society, for the merger of Societies, and for the termination of Societies, including the distribution of all funds and assets in the custody of the Society at the date of termination.

- (3) There may be the following TAB Technical Councils which operate on behalf of the member Societies; the representatives on the Technical Councils are to be designated by the respective Societies and are to elect their own President and other officers:

Power Electronics  
Robotics and Automation  
Solid-State Circuits

- (4) The current standing committees, established in accordance with Bylaw 311.5-1), are as follows:

#### TAB Operations Committees

TAB Finance  
TAB Meetings  
TAB Periodicals

#### TAB Development Committees

TAB Awards and Recognition (TAB ARC)  
TAB Communications  
TAB New Technology Directions (NTDC)  
TAB Search  
Transnational Relations (TRC)  
(assigned by Board of Directors;  
appointed by Technical Activities Board)

#### TAB Technology Committees

Aerospace Research and Development  
Communications and Information  
Policy (CCIP)  
Defense Research and Development  
Energy  
Engineering Research and Development  
Health Care Engineering Policy  
Man and Radiation (COMAR)  
TAB Technology and Public Policy  
(TPP)  
U.S. Technology Policy Conference  
(USTPC)

There shall be two TAB representatives serving as members of the Conference Board; one shall be the Chairman of the TAB Meetings Committee and the other shall be selected by the Board of Directors from not less than two nominees by TAB.

### 312. United States Activities Board

1. The United States Activities Board (USAB) shall recommend policies and implement programs specifically intended to serve the members in the United States in appropriate

nontechnical professional areas of economic, ethical, legislative and social concern, supported by funds provided by the Regional assessment paid by such members. The USAB shall appoint standing and ad hoc committees to carry out such programs. The USAB will receive and make proposals and suggestions to other IEEE entities regarding appropriate educational and technical activities of concern to U.S. members, and may support such activities from funds provided by the said Regional assessment. In implementing programs that are predominantly within the scope of another IEEE Board, the USAB and the other Board shall concur in such implementation and the USAB shall operate through said other Board which shall assume project management and responsibility while keeping USAB informed at regular intervals of the program's progress.

2. The United States Activities Board shall consist of the Chairman (as specified in Bylaw 203.1), the six Regional Directors elected by the voting members in the United States, three Divisional Directors who shall be appointed for a period of one year by the Vice President - Technical Activities, two members-at-large elected for staggered terms of two years by the Board of Directors, the USAB Staff Director (as a nonvoting member), and the following six members (to be elected by USAB as specified in Bylaw 312.5): five USAB Council Chairmen who shall also act as USAB Vice Chairmen, and the USAB Controller. Each member of USAB shall have only one vote, even though a member may serve on USAB in more than one of the foregoing posts.

The United States Activities Board shall maintain active liaison with the other bodies of the IEEE such as the Regional Activities Board and the Technical Activities Board (as covered in Bylaw 312.3), the Awards Board (as covered in Bylaw 305.1), the Educational Activities Board (as covered in Bylaw 307.2), the Publications Board (as covered in Bylaw 308.2), the Public Information Committee, and others as necessary.

3. The United States Activities Board shall have a USAB Operating Committee (OpCom) selected from the membership of USAB consisting of the USAB Chairman, the five Council Chairmen, a Regional Director (who serves as the liaison to the Regional Activities Board), a Divisional Director (who serves as the liaison to the Technical Activities Board), the USAB Controller, and the USAB Staff Director (nonvoting).

The Regional Director (liaison to RAB) and the Divisional Director (liaison to TAB) shall be selected by the USAB Chairman.

The USAB OpCom is responsible for developing and planning the USAB programs, projects and budgets for implementation as approved by USAB. It is responsible for preparing and



monitoring each year's budget and presenting a financial report at meetings of USAB.

4. The USAB Chairman, as the Vice President - Professional Activities, shall report USAB activities to the Executive Committee and the Board of Directors.

Prior to January 1 of each year, the incoming USAB Chairman shall establish the line of succession to act in behalf of the USAB Chairman from among the five Council Chairmen. The successor shall act upon request of the USAB Chairman, or when two-thirds of USAB OpCom designates the Chairman as physically incapable of discharging the duties of office.

5. The term of office of the five Council Chairmen and the USAB Controller shall be for two years with the possibility of election to a second two-year term, subject to a maximum continuous service of four years in any combination of these positions. The Member Activities Council Chairman, the Technology Activities Council Chairman, and the Professional Activities Council for Engineers Chairman will be elected by the outgoing USAB in odd years. The Government Activities Council Chairman, the Career Activities Council Chairman and the USAB Controller will be elected by the outgoing USAB in even years.

If an officer of USAB should resign, or for any other reason be unable to complete the term of office, the vacancy will be filled for the duration of the term by a special USAB election.

6. The United States Activities Board shall have a Nominations and Appointments Committee whose duties shall be to seek out and recommend to USAB candidates for the several USAB offices to be filled by election by USAB. The USAB Nominations and Appointments Committee shall consist of the immediate Past Vice President - Professional Activities as Chairman, with the remaining members to be elected by USAB, one member from nominees of the Member Activities Council, one member from nominees of the Professional Activities Council for Engineers, one member from nominees of the Government Activities Council, one member from nominees of the Career Activities Council, and one member from nominees of the Technology Activities Council. Each Council shall nominate at least two candidates for each position to be filled. No member of the USAB Nominations and Appointments Committee may be included in the list of those nominated by that Committee for any of the six USAB positions for which nominations are submitted. However, when the elections are subsequently held by USAB, nominations may be made from the floor by a USAB member and may include the name of any eligible IEEE member, which can appropriately

include a member of the USAB Nominations and Appointments Committee.

7. The five USAB Councils shall be responsible for specific portions of the United States Activities Board activities. The five are:

- (1) Member Activities Council - Link the USAB program with members in Sections and Societies.
- (2) Government Activities Council - Coordinate the work to optimize the effectiveness of the IEEE interface with government entities.
- (3) Career Activities Council - Develop programs to ensure that members have the opportunity for a successful lifetime career as engineering and science professionals.
- (4) Technology Activities Council - Develop programs to support the solution of national technological policy related problems.
- (5) Professional Activities Council for Engineers - Develop and utilize an infrastructure for rapid and effective communication between the membership and USAB and its officers to provide input to USAB programs and to facilitate the implementation of the programs of the other four Councils.

8. A standing committee of the United States Activities Board shall be:

- (1) USAB Congressional Fellows Committee. The USAB Congressional Fellows Committee shall be responsible to USAB for:
  - (a) Administering the IEEE Congressional Fellows Program and the IEEE Congressional Fellows Fund according to USAB procedure and IEEE Policy;
  - (b) Publicizing the program and the fund;
  - (c) Receiving applications and selecting the Fellows;
  - (d) Recommending names of selected Fellows to the Vice President - Professional Activities for approval by USAB OpCom according to USAB procedures.

The USAB Congressional Fellows Committee shall comprise six members, who will be appointed by USAB. Members shall be appointed to serve for a term of three years, two new members being selected each year. The Committee shall select its own chairman each year. (When the Committee is first established, two of the members shall be appointed for one year, two for two years, and two for three years.) The Committee may invite other IEEE members, as appropriate, for assistance in the process of selecting the Congressional Fellows.

### 11.3. Standing Committees

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 111.2.

Members of the Admission and Advancement Committee shall be of Fellow or Senior Member grade.

2. 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 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 Institute membership, exclusive of Students and Associates, on record as of December 31 of the year preceding. Sources from which nominations of candidates and other useful information shall be obtained 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. Regional Committees shall not, as such, act as nominators or endorsers of nominations for Fellow grade.

The Fellow Committee shall consist of twenty-five members chosen from among those of Fellow grade, with consideration to representation from the geographical and technical divisions of IEEE.

3. Finance Committee. The Finance Committee shall be responsible for periodically reviewing the fiscal affairs of the IEEE, concerning which it is to take the initiative for making recommendations to the Executive Committee when warranted. It shall review the annual budget in advance of its submission to the Executive Committee and the Board of Directors.

The Finance Committee shall consist of the members of the Executive Committee and the Director - Standards Activities. The Treasurer shall act as Chairman.

4. 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. 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 Friends of the IEEE Center for the History of Electrical Engineering Committee in recommending historical projects to be carried out by or under the direction of the Center.

The History Committee shall consist of not more than fifteen members, who shall be chosen for knowledge of and interest in electrotechnical history. Serving as an ex officio nonvoting member shall be the Director of the Center for the History of Electrical Engineering as Staff Secretary. In view of the special expertise required, non-members of the IEEE shall be eligible for appointment as voting members of this Committee. The Chairman shall be an IEEE member.

5. Life Member Fund Committee. The Life Member Fund Committee is a committee both of IEEE and of the IEEE Foundation. It shall administer both the Life Member Fund carried on the accounts of IEEE and the Life Member Fund carried on the accounts of the IEEE Foundation to which all future Life Member Fund contributions are expected to be made. The purposes for which both funds may be used shall be consistent with the objectives of a 501(c)(3) organization, and withdrawals therefrom shall be under the control of the Life Member Fund Committee, subject to procedures established by the Boards of Directors of the IEEE and the IEEE Foundation.

The Life Member Fund Committee shall consist of a minimum of eight members. At least four shall be contributors to the Fund carried on the accounts of the IEEE Foundation, at least one shall be a member of the IEEE Board of Directors, and at least one shall be a member of the Board of Directors of the IEEE Foundation (see Policy Statement 12.4). The Life Member Fund Committee shall consider suggestions from IEEE members regarding activities of interest to older members and shall make recommendations to the IEEE Executive Committee and to the IEEE Foundation Board of Directors respecting such activities.

6. Strategic Planning Committee. The Strategic Planning Committee shall be responsible to the Board of Directors for evaluating the Institute's goals, objectives, organization, operations and strategic plans in the light of the state of the scientific, technological, economic and social environments, and for identifying strategic issues for attention by appropriate IEEE entities.

The Strategic Planning Committee shall consist of not more than twelve members. At least two members shall not have served or be currently serving on the IEEE Board of Directors, but a majority of the members shall have served previously or shall be currently

serving on that Board. The Chairman normally shall be the Past President currently serving on the IEEE Board of Directors in that capacity, and the Vice Chairman normally shall be the President-Elect.

7. 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 and Boards (as defined in Bylaw 304.2) for the ensuing year, excluding those persons who are nominated through other sources as provided elsewhere. The list shall be submitted in time for appointment before December 31 of the preceding year or as otherwise called for in the Bylaws;
- (2) 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 203.1;
- (3) Submit to the Board of Directors slates of candidates recommended for appointment to Review Committees, as defined in IEEE Policy Statement 9.13; and
- (4) Discharge responsibilities assigned to it pursuant to Bylaw 315.

The Nominations and Appointments Committee shall consist of fourteen members. The Chairman shall be the Past President currently serving on the Board of Directors in such capacity, who shall continue as Chairman until the chairmanship is assumed by the succeeding Past President. The immediate Past Chairman shall serve an additional year as a member of the Committee. The other twelve members shall serve two year terms commencing January 1; six shall be elected by the Board of Directors in even-numbered years and six in odd-numbered years, and shall not simultaneously serve on the Board of Directors.

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 Regional 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 Divisional 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 which excludes members of the then current Board of Directors. When fewer than

four Regional or Divisional Directors, as defined above, are prepared to serve, the slates submitted shall include other current (second year only) or past Regional/Divisional Directors to ensure a minimum of four candidates in each of those categories. To fill any future vacancies which may occur, the Board of Directors shall additionally designate four alternates from the combined slates (1), (2) and (3) above.

A member of the Nominations and Appointments Committee who does not resign from that Committee by May 1 is not eligible to be a petition candidate nor be recommended by the Nominations and Appointments Committee for any office to be filled by the Assembly or by Board nomination to the voting members in that year. Because they are nominated by entities other than the Nominations and Appointments Committee or the Board of Directors, candidates for the offices of Regional and Divisional Director are exempt from this provision.

The Regional Activities Board, the Standards Board, the Technical Activities Board, and the United States Activities Board shall solicit annually from their respective Sections and Societies, and from their other subordinate organizational units, proposed names for elective and appointive office. These Boards shall select from such proposals the names of nominees who in the opinion of the respective 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 315.

8. Tellers Committee. The Tellers Committee, consisting of not more than ten IEEE voting members, shall supervise the processing of ballots received and the tallying of the votes on questions required by the Constitution to be submitted to the membership of IEEE or to groups of members. It shall have such other related duties as are delegated to it by resolution of the Board of Directors. 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 315.15) or the final referendum ballot receipt date (as defined in Bylaw 316.2), as the case may be, in a report to the Board of Directors signed by the Chairman of the Tellers Committee.

9. IEEE 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 Institute's employees.

The Committee shall consist of a Chairman, the Treasurer, the General Manager, and at least three other members. Nonmembers of IEEE shall be eligible for appointment as voting members of this Committee. The Secretary shall be a member of the Headquarters staff designated by the General Manager.

Compensation of individuals shall be submitted by the General Manager for review and approval only to a subcommittee of the Executive Committee consisting of the President, the Past President, the President-Elect, the Executive Vice President, the Treasurer, and the Executive Director.

10. Public Information Committee. The Public Information Committee shall report to the Executive Committee. The Committee shall be responsible for recommending public relations objectives, policies and programs for the Institute with respect to its members, the professions and the public.

The Public Information Committee shall consist of not fewer than seven nor more than fifteen members, including the President of the IEEE Society on Professional Communication and five liaison members appointed for a one-year term by the Chairmen of the Educational Activities Board, Publications Board, Regional Activities Board, Technical Activities Board, and United States Activities Board. In view of the special expertise required, nonmembers of the IEEE shall be eligible for appointment as voting members of this Committee. The Chairman shall be an IEEE member.

11. Audit Committee. The Audit Committee shall be appointed by and responsible to the Board of Directors. It shall review policies and procedures which substantially impact the finances of the Institute, monitor conformance thereto, and recommend such changes as it considers desirable. The Audit Committee shall consist of not fewer than three nor more than five members of the Board of Directors, none of whom shall be a corporate officer or a candidate for member-elected office. The Audit Committee shall select its chairman.

12. 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. Entities of the Institute may develop and submit recommended programs for the Institute 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 Policy and Procedures Manual, and with regard to financial and other legal liabilities, before such new benefits and services are recommended to the Executive Committee.

The Individual Benefits and Services Committee shall consist of six members including the Chairman, the IEEE Treasurer, and a member appointed by the Vice President - Professional Activities. In addition, other Boards with an interest may designate a member of the Committee. The Secretary of the Committee shall be a member of the Headquarters staff designated by the General Manager.

13. Credentials Committee. The Credentials Committee shall consist of five IEEE voting members in good standing who are appointed for staggered terms of five years commencing July 1. 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.

The Credentials Committee shall determine whether any duly challenged membership 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 which took place prior to the final election ballot receipt date (as defined in Bylaw 315.15) or the final referendum ballot receipt date (as defined in Bylaw 316.2), 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 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 or the enactment or non-passage of any Constitutional amendment where such action reverses the result of the election or referendum under challenge. A successful candidate for office whose election is challenged shall not take office and any referendum decision shall not take effect until any challenge thereto has been resolved pursuant to this section.

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 which took place prior to the final election ballot receipt date and which is alleged to have materially compromised such 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 signed by at least 100 other voting members 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 which took place prior to the final referendum ballot receipt date and which 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 Procedure; (3) whether the challenged 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 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 302.12, this Bylaw 313.13 shall provide the sole and exclusive procedure for the challenge of any 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.

14. Investment Committee. The Investment Committee shall consist of the Treasurer, one member of the Assembly, the Chairman of the IEEE Employee Benefits Committee, and from four to six additional members. The members and

Chairman 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 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 investment advisors 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 Executive Committee shall periodically review the operation of the Investment Committee and shall require such notices and reports from the Investment Committee as the Executive Committee determines may be required to permit such review.

15. Constitution, Bylaws and Policy Statements Committee. The Constitution, Bylaws and Policy Statements Committee shall support the Board of Directors and other IEEE entities in a staff role, to maintain and improve a viable, useful, and internally consistent set of IEEE documents of governance, primarily the Constitution, Bylaws, and Policy and Procedures Manual. The principal function is the preparation of drafts in response to specific directions from the Board of Directors.

The Board of Directors shall appoint the Constitution, Bylaws and Policy Statements Committee members for terms of one year, with reappointments permitted. There shall be not less than three nor more than five voting members. One of these shall be designated Chairman. If not reappointed, the incumbent Chairman shall serve one additional term ex officio, with voice and vote. The Executive Committee Coordinator and the General Manager shall be ex officio members without vote. In preparing a slate for appointment by the Board of Directors, the Nominations and Appointments Committee shall consider the benefits of both continuity and the introduction of recent experience with one or more of the major Boards and for each candidate a personal demonstration of interest in and ability to work on the type of matters assigned to the Committee.

16. IEEE Facilities Committee. The IEEE Facilities Committee shall be appointed by and responsible to the Executive Committee. It shall review and make recommendations to the Executive Committee on IEEE facility requirements, including all IEEE owned and leased properties.

The Committee shall consist of not more than five members, including a Chairman, at least one IEEE Representative on the United Engineering Trustees Board of Trustees, and the General Manager. The Secretary shall be a member of the Headquarters staff designated by the General Manager.

#### 314. General Manager, Executive Director and Headquarters staff

1. The Executive Committee shall appoint a General Manager and shall fix his/her tenure of office and determine his/her salary. When elected by the Assembly, the General Manager shall serve as the Executive Director of IEEE.
2. The General Manager of the IEEE shall be the chief operating officer of the IEEE, shall be in charge of IEEE Headquarters, its staff and operations, and shall be the custodian of all property and equipment owned and used by the IEEE, for which he/she shall be responsible to the Executive Committee.
3. The General Manager shall, under the supervision of the Secretary, direct such of the functions as are necessary for meeting the responsibilities assigned to the Secretary.
4. The General Manager shall cooperate with the Finance Committee and, under the supervision of the Treasurer, execute IEEE fiscal policies and operations.
5. The General Manager shall cooperate with the Publications Board and, under the direction of the Vice President - Publication Activities, administer IEEE publication activities.
6. The General Manager shall assist the Tellers Committee in the performance of its work.
7. The General Manager shall attend such meetings of the IEEE, its units and related bodies, as may be required in the discharge of his/her duties.
8. No member of the Headquarters staff shall have any vote by reason of membership on any IEEE Board or Committee.

#### 315. Nominations and Elections

1. The Chairman of the Nominations and Appointments Committee shall circularize appropriate organizational units each year inviting the submission of suitable names to be considered by the Nominations and Appointments Committee for the various elective offices.
2. The Nominations and Appointments Committee shall submit to the Board of Directors the names of one or more candidates for the office of President-Elect and for the office of Executive Vice President.
3. 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. Each Regional Committee through its Regional Director, and each Divisional Nominating Committee through its Divisional Director, shall submit to the Board of Directors by March 1 of the Regional/Divisional election

year its slate of candidates for Delegate-Director, or Regional Delegate-Director-Elect, if applicable. Except as noted below, the slate shall include not fewer than two nor more than three qualified candidates for that office. To qualify, each candidate shall indicate to the Regional Committee/Divisional Nominating Committee acceptance of the nomination in writing.

In addition, the slate shall include candidates for those Regional Vice Chairman positions which under the provisions of Bylaw 315.5 could lead to the nomination of a single candidate for Regional Delegate-Director.

5. If provided for in the respective Region Bylaws, a Region may elect, instead of a Delegate-Director, a Delegate-Director-Elect as a result of a competitive election, who shall automatically become Delegate-Director without further election. The respective Region Bylaws shall specify whether the term of Delegate-Director-Elect is to be for one or for two years and the year of the election of Delegate-Director-Elect shall be scheduled accordingly.

If provided for in the respective Region Bylaws, a Region may elect a Regional Vice Chairman, who may become a single candidate for Regional Delegate-Director provided that the conditions of the following paragraphs (a), (b) and (c) are fulfilled:

- (a) The voting members of said Region shall be given a timely reminder (via THE INSTITUTE, Newsletter or other communication to all voting members) that nominations for the position of Delegate-Director may be placed on the ballot by petition. A copy shall be delivered to the General Manager for use by the Nominations and Appointments Committee at the same time it is given to the members.
- (b) At least two-thirds of the votes cast at a Regional Committee meeting having a quorum shall be needed to submit the Regional Vice Chairman as a single candidate; or in the case of a mail ballot, at least two-thirds of all voting Regional Committee members shall have voted to submit the Regional Vice Chairman as a single candidate.
- (c) The Regional Vice Chairman had been elected by the voting members of the Region as a consequence of a competitive election with not fewer than two qualified candidates.

6. In cases where a Society comprises more than one Division, the Society shall establish a Divisional Nominating Committee which shall submit a proposed slate including not fewer than two nor more than three qualified candidates for the office of Divisional Delegate-Director for each Division.

Submission by a Division of a proposed slate with a single nominee for the office of Divisional Delegate-Director is permitted if all of the conditions of the following paragraphs (a), (b) and (c) are fulfilled:

- (a) The voting members of each Division shall be given a timely reminder (via THE INSTITUTE, Newsletter, or other communication to all voting members) that nominations for the position of Delegate-Director may be placed on the ballot by petition. A copy shall be delivered to the General Manager for use by the Nominations and Appointments Committee at the same time it is given to the members.
  - (b) At least two-thirds of the Divisional Nominating Committee members shall have voted to submit a single candidate.
  - (c) 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 General Manager.
7. Submission by a Division/Region of a proposed slate with a single nominee for the office of Divisional Delegate-Director, Regional Delegate-Director or Regional Delegate-Director-Elect, whichever is applicable, may be accepted by the Board of Directors for extraordinary extenuating circumstances.
8. If a slate with one candidate for the office of Divisional/Regional Delegate-Director is proposed, it shall be accompanied by a written explanation of the circumstances indicating whether the requirements of applicable paragraphs 315.5 (a), (b) and (c) or 315.6 (a), (b) and (c) above have been met and shall be submitted to the IEEE Nominations and Appointments Committee for recommendation to the Board of Directors as to acceptance or rejection.
- If the Board of Directors accepts submission of a single nominee for the office of Divisional/Regional Delegate-Director, a timely communication shall be sent to the Region/Division membership explaining the circumstances of the single nominee. If the Board of Directors is not satisfied that the applicable conditions of paragraphs (a), (b) and (c) have been met, or that the extraordinary extenuating circumstances have been adequately explained, the IEEE Nominations and Appointments Committee shall be responsible to the Board of Directors for obtaining a second candidate in a timely fashion.
9. In accordance with Article XII of the Constitution, the Board of Directors shall submit to all voting members on or before May 1 of each year, a list of nominees for Delegate or Delegate-Elect, whichever is applicable, the President-Elect, the Executive Vice President,

and such other Officers to be elected by voting members for the coming term.

In addition, the list shall include the nominees for those Regional Vice Chairman positions which under the provisions of Bylaw 315.5 could lead to the nomination of a single candidate for Delegate.

10. Individual voting members may propose by petition names to be added to the ballot for the offices of President-Elect, Executive Vice President, Delegate-Director or Delegate-Director-Elect, whichever is applicable, and Regional Vice Chairman, if applicable. Such nominating petition, at the time it is signed by the petitioners, shall set forth the office, the term of the office (expressed in date form), and the name of the proposed candidate, and when completed 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 June 1. A petition for President-Elect or Executive Vice President must be signed by at least one percent of the total number of voting members, as listed in the official IEEE membership records at the end of the preceding year. For other offices the petition must be signed by at least one percent of the total number of voting members eligible to vote for the office, as listed in the official IEEE membership records at the end of the preceding year. However, each such nomination by petition must be in accordance with the intra-Regional or intra-Divisional rotation rules as may be specified in the Bylaws of the Region or Division. For the offices of Regional Delegate-Director, Regional Delegate-Director-Elect, and Regional Vice Chairman, the minimum number of signatures shall include at least one percent of the voting members in the Region, provided that a majority of the Sections in the Region shall each be represented on the petition by at least one percent of their voting members. For the office of Divisional Delegate-Director, the minimum number of signatures shall include at least one percent of the voting members of the Division, provided that a majority of the Societies in the Division shall each be represented on the petition by at least one percent of their voting members. An individual member belonging to more than one Society within a Division may sign such a petition only once, and he/she should select, and designate with his/her signature, one Society to which his/her signature shall apply in meeting the requirements of this Bylaw. 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.

Individual voting members may propose by petition names to be considered by the Assembly. Such nomination petition shall be signed by at least one percent of the total voting members, as listed in the official

IEEE membership records at the end of the preceding year. Each petition, at the time it is signed by the petitioners, shall set forth the office, the term of office (expressed in date form), and the name of the proposed candidate, and when completed shall be submitted in a letter to the IEEE General Manager to be received at IEEE Headquarters no later than twelve o'clock noon on the Friday preceding October 1. 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.

11. During the period between May 31 and September 1, the Executive Committee is authorized to take any necessary actions on any petitions and to approve the ballot.
12. On or before September 1, the Board of Directors shall submit to eligible voting members on record as of August 1 a ballot listing all nominees for the positions to be filled by election by the membership.
13. 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 315.16), he/she shall be so notified and requested to serve. If he/she declines to serve, the candidate receiving the next higher vote shall be declared to have won the election.
14. The list of nominees required to be submitted to all voting members by the Constitution shall contain at least one name for the office of President-Elect, and at least one name for the office of Executive Vice President.

The ballot presented to voting members of each of the Regions/Divisions where an election of Regional/Divisional Delegate-Director is to take place shall contain the names of not fewer than two nor more than three candidates submitted in accordance with Bylaw 315.4 unless an exception has been accepted by the Board of Directors as provided in Bylaw 315.4. In addition, the ballot shall contain the names of candidates nominated by valid petitions in accordance with Bylaw 315.10. The source of nomination of each candidate shall be identified. When desired, the Regional ballot may also contain names of candidates for other Regional office (other than Regional Delegate-Director) as determined by the Regional 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 Divisional election.

For those cases where more than one candidate is on the ballot for any single office,

the source of the nomination shall be identified adjacent to each name and the list shall be arranged in alphabetical order; the ballot shall carry a statement to the effect that the order of the names is alphabetical for convenience only and indicates no preference.

15. 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 October 31 (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 313.8, 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 Chairman of the Tellers Committee. Each nominee for office listed on the ballot and each write-in candidate having votes recorded in such report according to Bylaw 315.16 shall be advised promptly of the Tellers Committee tally of the votes applicable to their respective elections. Subject to Bylaws 302.12 and 313.13, 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.
16. For IEEE elections and elections of all 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. 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 315.13 shall be observed.
17. 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 two percent 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.

### 316. Amendments

1. Before an amendment to the Constitution is submitted to the voting members, it shall be reviewed by legal counsel designated by the Executive Committee.
2. Unless otherwise directed by the Board of Directors, the schedule for receipt of petitions for Constitutional amendments and statements of petitioners in support of petitions to accompany the ballot, the submission of Constitutional amendments (whether proposed by the Board of Directors or by petition) to the voting members and 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 315. Ballots for Constitutional amendments shall carry a statement of the final date for receipt of ballots at IEEE Headquarters or at a qualified organization designated by the Executive Committee (the "final referendum ballot receipt date").

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 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 313.8, 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 Chairman 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 313.13, 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 thirty days after adoption.

3. A ballot which 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.
4. As provided in the Constitution, proposed Bylaw changes and the reasons therefor shall be mailed to all Directors at least twenty 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.
5. A complete history of amendments shall be kept in the files of the IEEE.

### 317. Voting Privileges

1. At meetings of the Assembly, Executive Committee and Board of Directors, voting privileges are granted only to members elected to these entities 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 entities unless specifically approved otherwise in advance by the Executive Committee.

### 318. Fiscal Matters

1. The fiscal year for IEEE shall be the calendar year.
2. All IEEE organizational units that have cognizance of IEEE assets of any kind shall report annually the kind, amount and location of such assets held at the close of the Institute's fiscal year and the legal name under which the assets are carried. All such IEEE assets, regardless of the form and location in which they are kept, shall be maintained under a legal name that includes "IEEE." If any IEEE organizational unit shares a financial interest with an outside organization, the above-mentioned report shall identify the basis of sharing and (if known) the amount of IEEE's partial interest.

### 319. Pension Benefit Plan

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

## 400. GEOGRAPHICAL ORGANIZATION OF MEMBERS

### 401. Regions

1. A Region is a geographic unit consisting of a part of one, or of one or more countries established by the Board of Directors as a basic operating entity of IEEE for management and administrative purposes to represent and fulfill the needs of the members and the missions of the IEEE within the territory prescribed.
2. The United States of America shall be divided into six Regions. Region 1 shall cover Northeastern USA. Region 2 shall cover Eastern USA. Region 3 shall cover Southeastern USA and shall also embrace the Island of Jamaica as a part of its territory. Region 4 shall cover Central USA. Region 5 shall cover Southwestern USA. Region 6 shall cover Western USA. The territory comprising Canada shall be Region 7. Region 8 shall consist of Africa, Europe, Greenland, Iceland, the Union of Soviet Socialist Republics, and the Near and Middle East countries located west of Afghanistan and Pakistan. The territory comprising the Caribbean and Bahama Islands, South America, Central America and North America (except the United States, Jamaica and Canada) shall be designated Region 9. Areas not included in Regions 1 through 9 shall be designated Region 10. The boundaries of the Regions shall be established by the Board of Directors.
3. When new Regions are established, or when changes are made in Regional boundaries, the changes shall be made effective so that no Regional Delegate-Regional Director shall have his/her term shortened by such changes.
4. Regions failing to maintain reasonable activity may be dissolved and the Sections therein may be absorbed into other Regions, the boundaries of which are to be correspondingly altered.
5. Each Region shall have a Regional Committee, organized and operated in accordance with its Regional Bylaws that are responsive to the particular needs of the Region and are approved by the Regional Activities Board. Membership representation and participation shall be optimized within financial, organizational and/or other restraints. The Regional Director shall serve as the Regional Committee Chairman. The Regional Committee shall consist of voting members as follows:
  - (a) Officers: Regional Chairman, Regional Vice Chairman, Regional Secretary, Regional Treasurer, and Regional Past Chairman.
  - (b) Ex Officio: Each Section Chairman (or for a particular committee meeting, an alternate approved by the Section Executive Committee with prior notification

to the Regional Chairman); Regional Coordinator of Professional Activities, where applicable, and the Chairman of the Regional Student Activities Committee. Where Sections are formed into a Council, these Sections may collectively elect to be represented by the Council Chairman.

- (c) Appointive: The Regional Chairman may appoint additional voting members. These may include Area Chairmen, Council Chairmen, and the Chairmen of Regional standing committees such as Membership Development, Educational Activities, and Regional Awards and Recognition. These additional members shall not exceed by more than one-fourth the number of members specified in (a) and (b) above. Such additional members shall be appointed on a year-to-year basis by the Regional Chairman, subject to the approval of the Regional Committee.

6. The Regional Committee shall hold at least one meeting each year, at an appropriate time and place within the Region. A quorum for a Regional Committee meeting shall consist of a majority of the members of the Committee or their alternates and shall include representatives from at least half of the Sections in the Region. The Regional Director or, in the event of his/her unavailability, a Regional Committee Vice Chairman, shall be responsible for calling the necessary number of Regional Committee meetings and designation of the places of meeting. Under exceptional circumstances, the Executive Committee may authorize such meeting, for each specific instance, to be held without the Region.
7. Each Region shall establish a Regional Nominating Committee. Its Chairman shall be appointed by the Regional Director. The duties of the Regional Nominating Committee shall include the preparation of a slate of candidates recommended for the office of Regional Delegate-Director or Regional Delegate-Director-Elect, whichever is applicable, and Regional Vice Chairman, if applicable, to be submitted for approval by the Regional Committee. Except as noted in Bylaw 315.5, the slate shall include not fewer than two nor more than three candidates recommended for that office. The Regional Nominating Committee shall also be responsible for the annual solicitation within the Region of names of potential candidates to be considered by the IEEE Nominations and Appointments Committee for service on Institute Committees and Boards.

The Regional Committee shall participate generally in the development of the Institute through recommendations to the Board of Directors and/or the Executive Committee and to the Sections within the Region.

8. The Chairman of the Regional Committee may appoint a Vice Chairman and a Secretary-

Treasurer from the membership of the Region. The duties of the Vice Chairman shall include chairing Regional Committee meetings in the absence of the Chairman, conducting other Regional Committee business in the absence or inability of the Chairman to do so, and performing such other duties as assigned by the Chairman. The duties of the Secretary-Treasurer shall include correspondence, the keeping of the minutes of the Committee meetings, mailing notices, handling of funds, the keeping of financial records, the submission of a report to the Executive Committee at the end of each year to be sent to the General Manager, and such other duties as are assigned to him/her by the Chairman.

9. Pending installation of the first Regional Director of a Region, the President of the IEEE shall appoint a Chairman pro tem of the Regional Committee, with the approval of the Executive Committee, and the Chairman pro tem shall appoint a Secretary-Treasurer pro tem.

10. Each Region shall establish a Regional Student Activities Committee to be responsible to the Regional Committee. It shall be concerned with the encouragement of student activities in the Region including Student member and Student Branch operations, general supervision of student activities and meetings when held on a Regional basis, and the fostering and coordination of activities with the Sections. The Regional Student Activities Committee shall be composed of all Counselors in the Region, at least one Regional student appointee, and any Student Activities Committee members residing in the Region, ex officio. The Chairman of this Committee shall be appointed from the membership of the Regional Student Activities Committee by the Regional Director, for a two-year term of office that corresponds with or overlaps that of the Regional Director. The Chairman of the Regional Student Activities Committee shall serve, ex officio, on the IEEE Student Activities Committee.

11. Each Regional Committee shall conduct its activities within the Constitution, Bylaws, and other rules externally imposed which by law affect the membership and activities of the IEEE. Regions shall have the right to obligate their funds for all purposes necessary to promote their objectives except that no Region or any officer or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE for those activities specifically prohibited in the Manual for Regions.

12. Partial reimbursement of actual and necessary expenses, as authorized by the Regional Committee, will be provided to attend Regional Committee meetings and other authorized meetings. Reimbursement shall be at Regional expense, and the formula governing reimbursement shall be under the jurisdiction of the Regional Committee and consistent with over-

all Institute policies on reimbursement established by the IEEE Executive Committee. The Regional Committee, in determining the amount of such reimbursement, shall take into account circumstances which may affect Sections of small size or which are remotely located. Under exceptional circumstances, the Regional Committee may provide for partial reimbursement for more than one meeting per year.

13. Subject to budget limits approved by the Board of Directors, the Executive Committee shall authorize the transfer of funds to the respective Regional treasuries, the amounts thereof to be decided in consultation with the respective Regional Directors.

14. Upon approval by the Board of Directors, a voluntary or mandatory fee may be charged to members resident in a Region for specified services for the benefit of members within the Region. The Board of Directors will determine whether the fee is to be voluntary or mandatory in a particular circumstance depending on the nature of the specific services to be provided.

#### 402. Areas

1. An Area is a part of a Region, consisting of several Sections, states, provinces, or countries which may be established by the Regional Committee as a management and administrative entity of IEEE to fulfill the communication needs and management/administrative missions of the Region within the territory prescribed.

2. The Regional Director may appoint Area Chairmen to serve a one- or two-year term during the incumbency of the Director. The Area Chairman acts on behalf of the Director on specific assignments related to the management and administration of the Region. The Area Chairman may serve on the Regional Committee with the approval of the Regional Committee.

#### 403. Councils

1. A Council is a consortium of Sections constituting a basic operating entity of IEEE which may be established jointly by the Sections concerned, with the approval of the Regional Activities Board, to represent and fulfill the needs of the members and the missions of IEEE within the territory prescribed. The three basic types of Councils are:

(a) Metro Council - A consortium of Sections in a large metropolitan area or densely populated industrial/academic center.

(b) State/Province(s) Council - A consortium of Sections within a state or province.

(c) Country Council - A consortium of Sections within a country.

2. There shall be Council Bylaws for the purpose of governing the operations and administration of the Council.

The Council Bylaws shall name the Council and the territory it embraces in terms of a specific geographic area, as approved by the Regional Activities Board.

The Council Bylaws may provide for mutual support among the Sections in the Council for such activities as joint publications; joint meetings, conferences or symposia; joint Chapters and Chapter meetings; student activities; and business administration.

The Council Bylaws shall provide for the election of the Council Chairman either by direct membership election or by vote of the Section representatives.

3. A Region or a group of Sections may petition the Regional Activities Board to establish a Council. Such petition shall include petitions from those contiguous Sections within the Region supporting and opposing the formation of the Council. It shall also include the recommendations of the Regional Committee and the Regional Director. Approval by the Regional Activities Board is necessary for the establishment of a Council.

4. Each Council shall have a Council Committee which shall consist of at least the Council Chairman, the Council Past Chairman, the Council Vice Chairman, the Council Secretary-Treasurer, and the Council Student Activities Committee Chairman, if such Committee exists, and one representative of each Section in the Council appointed by the Section Executive Committee.

5. Each member of the Council Committee shall be of Member, Senior Member or Fellow grade in the IEEE. All officers shall be elected annually as provided in the Council Bylaws. The term of office for all officers shall normally be one year, but in any case shall continue until their successors are duly elected and take office. A plurality of the votes cast shall be necessary for election. The consecutive period of service in any one office shall not exceed three years except when the extension and written reasons therefor have been approved by the Regional Director and the Regional Activities Board. Each extension must not exceed a period of one year. The names of the newly elected officers shall be reported to IEEE Headquarters within twenty days following election.

6. The Council Committee shall hold at least one meeting each year, within the Region. A quorum for a Council Committee meeting shall consist of a majority of the members of the Committee or their alternates and shall include representatives from at least half of the Sections of the Council. The Council Chairman or, in the event of his/her unavailability, a Council Vice Chairman, shall be

responsible for calling the necessary number of Council Committee meetings.

7. The duties of the Council Committee shall include the annual election of all Council officers and the coordination of all Section activities within the Council.

8. The Council Chairman shall be Chairman of the Council Committee. The duties of the Secretary-Treasurer shall include correspondence, the keeping of the minutes of the Committee meetings, mailing notices, handling of funds, the keeping of financial records, the submission of a report at the end of each year and such other duties as are assigned to him/her by the Chairman.

9. Pending installation of the first Chairman of the Council, the Regional Director shall appoint a Chairman pro tem of the Council Committee, and the Chairman pro tem may appoint a Secretary-Treasurer pro tem.

10. Each Council Committee shall conduct its activities within the Constitution, Bylaws and other rules externally imposed which by law affect the membership and activities of the IEEE. Councils shall have the right to obligate their funds for all purposes necessary to promote their objectives except that no Council or any officer or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE for those activities specifically prohibited to individual Sections, as provided in Bylaw 404.7.

11. Councils failing to maintain a reasonable level of activity may be dissolved by the Regional Activities Board.

12. After a Section has been a part of a Council for two years, the Section Executive Committee may petition the Regional Activities Board through the Regional Director for permission to withdraw. This petition shall delineate the reasons for the withdrawal by the Section and the vote of the Section membership. The Regional Director shall be responsible for including, with the petition, the views of the Regional Committee as well as his/her own recommendations.

#### 404. Sections

1. A Section is a basic operating entity of IEEE constituted by a minimum of fifty (50) members and established with the approval of the Regional Activities Board by petition of those who live/work in relatively close proximity to be served by activities that meet their needs and further the missions of IEEE.

The territory of the Section is approved by the Regional Activities Board, and may be enlarged, reduced or otherwise altered by the Regional Activities Board at any time, in accordance with the IEEE Bylaws.

The Section shall have for its purpose the advancement of the theory and practice of IEEE designated fields and the maintenance of high professional standards among its members, with special attention to such aims within the territory of the Section, all in consonance with the IEEE Constitution and these Bylaws.

2. A petition for the formation of a Section shall be signed by not fewer than fifty members other than Students, having mailing addresses within the territorial limits proposed in the petition. The Regional Activities Board, acting on a petition bearing fewer than fifty names, may authorize the formation of a Section, especially when there is assurance that the formation of a Section will stimulate sufficient additional support. The territorial limits of the proposed Section shall be specifically delineated in the petition. The petition shall also list the concurring and nonconcurring Sections that are involved in the territory concerned.

The Regional Activities Board, upon receipt of a petition for the creation of a Section containing the recommendations of the Regional Director with comments of those Sections that may be involved in changes of their territory, may authorize its formation. Each Section so authorized shall abide by the IEEE Constitution, Bylaws and published interpretation of policy which by law affect the membership and activities of the IEEE and shall within no longer than a six-months period adopt Section Bylaws consistent with requirements set forth herein. After the Section is organized and Section Bylaws have been adopted, the Regional Activities Board may give final approval to its establishment.

The Board of Directors may dissolve any Section for any reason deemed sufficient by the Regional Activities Board and any remaining funds and assets in the custody of that Section shall revert to the IEEE.

3. Failure of a Section to maintain the required activities, which shall include the holding and reporting to the General Manager of at least five technical meetings each year and also the maintenance of a minimum membership of twenty-five members other than Students, shall place the Section on probation. Meetings held by a Society Chapter or Joint Society Chapter of a Section may be counted in fulfilling the requirements of this Bylaw. The Section Chairman and the Regional Director shall be informed of the probation by the General Manager who shall also call their attention to the requirements for maintaining the Section. If the delinquency of a Section in Regions 1 through 6 continues for a second year, and in the absence of plans to reactivate the Section acceptable to the Regional Director and the Regional Activities Board, the Section shall be automatically dissolved, with members in that Section territory reassigned to another Section approved by the Regional Director and the Regional Activities

Board. The General Manager shall so inform the members previously constituting the Section. If the delinquency of a Section in Regions 7 through 10 continues for a second year, the Regional Director, with the concurrence of the Regional Committee and the Regional Activities Board, shall take appropriate action in this matter.

The Regional Activities Board may waive the provisions herein regarding dissolution of a Section in case such Section becomes affected by war or any other force majeure, for the period of the duration thereof and for at least six months thereafter. Responsibility for waiving requirements for the activity level of Sections with respect to probation shall be assigned to the respective Regional Directors.

4. All Sections shall be exclusively those of the IEEE. Management of an IEEE Section shall be exclusively by IEEE members and not jointly with members of any other organization, society, or group. However, IEEE Sections may cooperate with other organizations in holding joint meetings and may invite members of such organizations and the public to their meetings.
5. There shall be Section Bylaws for the purpose of governing the operations and administration of the Section.

Proposed Bylaws or changes thereto, and sufficient reasons therefor, shall be delivered or mailed to the Section Executive Committee members at least twenty days before the stipulated meeting of the Section Executive Committee at which the vote shall be taken. Two-thirds of all votes cast at that meeting shall be required to approve any new Bylaws, amendments or revocation. Such Bylaws must be consonant with the IEEE Constitution, Bylaws and published interpretation of policy. A copy of the current Section Bylaws, and amendments thereafter which involve substantive changes, shall be submitted to the Regional Director for approval, with such approvals reported to the Regional Activities Board.

The Section Bylaws shall name the Section and the territory of the Section in terms of a specific geographic area, as approved by the Regional Activities Board.

The Section Bylaws shall specify the election procedure for balloting.

The Section Bylaws shall specify the fiscal year of the Section.

The officers of the Section as defined in the Section Bylaws shall be at least a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The Section may combine the offices of Secretary and Treasurer in one person.

All officers shall be elected annually as provided in the Section Bylaws. The term of office for all officers shall normally be one year, but in any case shall continue until their successors are duly elected and take office. A plurality of the votes cast shall be necessary for election. The consecutive period of service in any one office shall not exceed three years except when the extension and written reasons therefor have been approved by the Regional Director and the Regional Activities Board. Each extension must not exceed a period of one year. The names of newly elected officers shall be reported to IEEE Headquarters within twenty days following election.

The Section Bylaws shall provide for appointment by the Section Chairman of a Nominating Committee of three or more Section members not then officers of the Section. Specific provisions for nomination by petition shall be contained in the Section Bylaws. The nominations submitted by the Nominating Committee shall be furnished to each voting member sufficiently in advance to allow a minimum of 28 days for nominations by petition, with a minimum number of signatures of voting members required, before the nominations are closed. The slate presented to the voting Section members shall include the nominations submitted by the Nominating Committee as well as the names of eligible candidates submitted by petition when such additional names meet the requirements set forth in the IEEE and Section Bylaws. The duties of the Section Nominating Committee shall also include the submission of nominations for the office of Regional Director to the Regional Nominating Committee, and the annual solicitation of names of potential candidates to be considered by the IEEE Nominations and Appointments Committee for service on Institute Committees and Boards.

The Section Bylaws shall provide for the filling of vacancies in offices occurring during the year.

The Section Bylaws shall provide for the management of the Section affairs by an Executive Committee consisting of the elected officers, the Junior Past Chairman, and such other members as may be specified. All Chapters in the Section shall have representation either individually or collectively on the Executive Committee, and the Subsection Chairmen shall be ex officio members with voting power. Sections embracing one or more Student Branches may have Student representation on the Executive Committee through appointment of one Student member and/or the Chairman of the Section Student Activities Committee.

The Section Bylaws shall provide for prescribing the duties of the officers and establishing a quorum for business meetings which shall be conducted in accordance with a standard parliamentary authority.

The Section Bylaws shall provide for the establishment of Chapters and for administrative and financial management of them after formation.

6. Section or Subsection affiliation shall be determined by the member's mailing address, except that a member may affiliate with any contiguous Section or Subsection of his/her choice, upon notification to IEEE Headquarters. Unless otherwise requested, a change in mailing address shall cause the member's affiliation to revert to the Section or Subsection corresponding to his/her mailing address. The term "reside in" in these Bylaws which determines eligibility to serve as Regional Director shall mean the residence indicated by the member's Section affiliation, as defined in this Bylaw.

Allowances credited to any particular Section as defined in these Bylaws shall include credit for those members electing to affiliate with that particular Section.

7. There shall be no Section dues. Emergency or extraordinary expenses may be provided by voluntary contribution from the membership of the Section.

The ordinary expenses of the Section shall be defrayed by the funds supplied by the IEEE either directly or by allocation from the Council or the Region. Funds within the Section, from whatever source derived, are the property of the IEEE, and shall not be used for purposes other than the normal operations of the Section as defined in the Bylaws or published interpretation of policy, without prior authorization of the IEEE Executive Committee, unless otherwise provided.

Funds derived from member dues shall not be used for scholarships, fellowships and other education awards. The awards activities shall be supported by funds from activities all or in part specifically directed to such usage. Contributions may be accepted for such use and donorship should be encouraged by the use of tax exempt mechanisms. All funds derived from whatever permitted source designated for these purposes shall be deposited in properly authorized separate accounts, foundations, or other approved depositories under agreement, direction, or control of the entity, with adequate provisions for ensuring the proper use of the funds or proceeds therefrom. A properly executed agreement will include provisions for disposition of residual funds should any approved program be discontinued.

Sections shall have the right to obligate their funds for all purposes necessary to promote their objectives, except that no Section or any officer or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE for those activities specifically prohibited in these Bylaws or published interpretation of policy.

The Section may serve nonmembers or groups wishing to receive meeting announcements and other Section publications.

8. Sections shall submit a Financial Statement to the IEEE General Manager and to the Regional Director at the end of each fiscal year.
9. Section Secretaries shall forward to the General Manager a report of all meetings and activities held by the Section and its Subsections.
10. The Regional Activities Board shall be responsible for distributing rebate funds to the Sections in accordance with a stated set of objectives and a plan of distribution prepared by the Regional Activities Board and approved by the Executive Committee.
11. Local voluntary financial contributions may be accepted by Sections.
12. Any Section that publishes a periodical shall inform the Regional Activities Board of the establishment thereof and shall provide the Regional Director and IEEE Headquarters with copies thereof, as published.
13. With the approval of the Regional Director(s), two or more Sections may join in mutual support of the following activities: joint publications; joint meetings, conferences or symposia; joint Society Chapter meetings; student activities; business administration; and such related activities as may be approved from time to time by the Regional Activities Board. If in pursuing such joint activities it appears desirable to establish a formal aggregation of Sections, to be called a Council, and to be governed by Bylaws, this may be done under the provisions of Bylaw 403.

#### 405. Subsections

1. A Subsection is a part of a Section, constituted by a minimum of twenty (20) members, and established with the approval of the Regional Activities Board by petition to the Section Executive Committee, who live/work in relatively close proximity to be served by the activities that meet their needs and further the missions of IEEE.

A Section may establish Subsections of the Section, subject to the same limitation and control as the Section itself pursuant to the following conditions:

- (a) In the case of Subsections, a petition shall be submitted to the parent Section Executive Committee signed by not fewer than twenty members, other than Students, having mailing addresses within the territorial limits proposed in the petition. The territorial limits of the proposed Subsection shall be specifically delineated in the petition;

- (b) Approval of the petition by the parent Section Executive Committee and the Regional Director;
- (c) Notification to the General Manager of actions by a Section regarding Subsections with a copy of petition or petitions;
- (d) Approval by the Regional Activities Board.

2. Failure of a Subsection to maintain the required activities, which shall include the holding and reporting to the General Manager of at least five technical meetings each year and also the maintenance of a minimum membership of fifteen members, other than Students, shall place the Subsection on probation. The Section Chairman, the Subsection Chairman, and the Regional Director shall be informed of the probation by the General Manager who shall call their attention to the requirements for maintaining the Subsection. If the delinquency continues for a second year, and in the absence of plans to reactivate the Subsection acceptable to the Regional Activities Board and the Regional Director, the Subsection shall be automatically dissolved, with members in that Subsection reassigned to the parent Section or as determined by the Regional Director and the Regional Activities Board. The General Manager shall so inform the members previously constituting that Subsection.

The Regional Activities Board may waive the provisions herein regarding dissolution of a Subsection in case such Subsection becomes affected by war or any other force majeure, for the period of the duration thereof and for at least six months thereafter. Responsibility for waiving requirements for the activity level of Subsections with respect to probation shall be assigned to the respective Regional Directors.

3. Subsection affiliation shall be determined by the member's mailing address, except that a member may affiliate with any contiguous Section or Subsection of his/her choice, upon notification to IEEE Headquarters. Unless otherwise requested, a change in mailing address shall cause the member's affiliation to revert to the Section corresponding to his/her new mailing address.
4. All officers shall be elected annually as provided in the Subsection Bylaws, if any. The term of office for all officers shall normally be one year, but in any case shall continue until their successors are duly elected and take office. A plurality of the votes cast shall be necessary for election. The consecutive period of service in any one office shall not exceed three years except when the extension and written reasons therefor have been approved by the Regional Director and the Regional Activities Board. Each extension must not exceed a period of one

year. The names of the newly elected officers shall be reported to IEEE Headquarters within twenty days following election.

#### 406. Chapters

1. A Chapter is a technical subunit of one or more Sections, or a Council, constituted by a minimum of twelve (12) members of a Society and established by petition to the parent unit(s) and Societies concerned to represent and fulfill the needs of the members and the missions of IEEE. A Chapter functions in a manner similar to that of a committee of the Section.
2. A petition to establish a Chapter must contain the following:
  - (a) Name of the Section;
  - (b) Name of the sponsoring Society;
  - (c) Name of the organizer (who becomes interim Chairman pending election of a regular Chairman at a later organization meeting);
  - (d) Signatures of at least twelve IEEE members, other than Students, who are members of the Society and Section involved;
  - (e) Information on Section members who indicate they will join the Chapter, if established.
3. The petition for a Chapter shall be submitted to the Section Executive Committee for written approval and forwarded with this written approval to the General Manager. The Chapter shall be considered established after the General Manager has ascertained that the Regional Director and the Society President have no objection to its formation. The General Manager shall so notify the IEEE Executive Committee, the Regional Activities Board, the Society President, and the Section Chairman.
4. A Chapter shall be required to maintain a membership of not fewer than ten members, other than Students, and to hold not less than two technical meetings per year, or to maintain a level of activity acceptable to the Regional Director and the Society President.
5. With the concurrence of the Section Executive Committee, the Regional Director, and the Society President, a Chapter may be dissolved. A Chapter shall be dissolved automatically if it has failed to meet the requirements of the Bylaws for three consecutive years and annual notice of the delinquency has been given to all concerned. Such dissolution will be reported to the IEEE Executive Committee, the Regional Activities Board, and the Society President.
6. The responsibility for Chapter management shall rest with the Section, which shall have control of all financial and other assets of the Chapter in carrying out its activities. A

Chapter may maintain its own accounting of income and disbursements, either within separate subaccounts of the Section treasury or within a separate bank account as approved by the Section Executive Committee. These funds may include income received by the Chapter from Societies and Technical Councils and the Chapter's share of income and disbursements associated with programs sponsored or cosponsored by the Chapter and with operations of the Section. Those Chapters having separate bank accounts shall submit a year-end financial statement to the Section by January 15 for the previous fiscal year. The managing Section shall be responsible for auditing, proper accounting, and submitting, with its annual financial report, a Chapter financial statement to the IEEE General Manager and Regional Director.

7. A Joint Chapter comprised of the members of more than one Society may be established by the procedures defined in Bylaws 406.2 and 406.3, provided, however, that the petition to establish a Joint Chapter shall contain at least twelve signatures and that each Society involved shall be represented by at least three signatures.
  8. A Chapter or Joint Chapter may be established by the procedures defined in Bylaws 406.2, 406.3 and 406.7 to cover the territory of two or more contiguous Sections, or a Council, provided the necessary approval is obtained by all concerned. The petition shall identify the entity assuming responsibility for the Chapter management. That entity shall receive the Chapter member and Affiliate allowances and rebates for the Chapter meetings.
- In Regions 8, 9 and 10 a Chapter or a Joint Chapter may be established in the Region upon the recommendation of the Regional Director, provided that circumstances do not favor its formation in a Section or contiguous Sections of the Region.

9. The status of a Chapter may be changed from single to joint, or vice versa, or from one joint combination to another, without submission of a petition. The change in status will become effective following approval of the request for change by the Regional Director(s), Society President, Section Executive Committee, and other entities involved.
10. A Chapter or Joint Chapter may schedule a technical meeting only if it has received the prior approval of the Executive Committee of the Section within whose boundaries the meeting is to be held.
11. All Section members shall be advised of all meetings held in the Section, including those organized by Chapters. In addition, a special notice may be sent to the members of the Chapter that organizes a meeting. The Section shall receive the meeting allowance and credit for this activity.



12. All officers shall be elected annually as provided in the Chapter Bylaws, if any. The term of office for all officers shall normally be one year, but in any case shall continue until their successors are duly elected and take office. A plurality of the votes cast shall be necessary for election. The consecutive period of service in any one office shall not exceed three years except when the extension and written reasons therefor have been approved by the Society President, the Regional Director and the Regional Activities Board. Each extension must not exceed a period of one year. The names of the newly elected officers shall be reported to IEEE Headquarters within twenty days following election.

#### 407. Student Branches

1. A Student Branch is a basic operating entity of IEEE constituted by a minimum of twenty (20) IEEE Student members at a particular college, university or technical institute and established with approval of the Regional Activities Board by petition to the Region concerned to represent and fulfill the needs of the members and the missions of IEEE.
2. The establishment of an IEEE Student Branch may be authorized by the Regional Activities Board upon the approval of the Regional Director based on the recommendation of the Regional Student Activities Committee Chairman and upon receipt of a petition signed by twenty or more Student members and at least three IEEE members above Student grade who are faculty members teaching in IEEE designated fields. In certain instances, where there is assurance that formation of the Branch will stimulate additional membership, the Regional Director may approve the petition with fewer than the required number of member signatures.
3. At each Student Branch there shall be a Counselor who shall be an IEEE member and a faculty member teaching in IEEE designated fields and who shall be appointed by the Regional Director upon the recommendation of the Student members of the Branch, the Regional Student Activities Committee Chairman, and in accordance with the practices for the establishment of other student organizations at the educational institution involved. The appointment or reappointment shall normally be for two years, commencing July 1. Each Counselor is charged with promoting the welfare of the IEEE at his/her institution, particularly in matters relating to Student activities.
4. Each IEEE Student Branch shall adopt and conform to a Student Branch Constitution with a copy submitted to IEEE Headquarters. The Branch Constitution shall provide for the management of the Branch affairs by an Executive Committee consisting of the elected officers and any other members as may be

specified. The officers of the Branch shall be at least a Chairman, a Vice Chairman, a Secretary, and a Treasurer or a Secretary-Treasurer. Each Student Branch Chapter Chairman shall serve as an ex officio member of the Branch Executive Committee.

5. The IEEE, by action of the Regional Activities Board, may join with another engineering or technical society to cosponsor a Joint Student Branch upon the recommendation of the Regional Student Activities Committee Chairman with the approval of the Regional Director. The petition for the establishment of the Joint Branch must be signed by the IEEE Counselor, or a representative of the faculty (who must be an IEEE member) of the educational institution involved, in the event a Counselor has not been appointed, and by twenty or more Student members of the IEEE.
6. Each Joint Student Branch shall adopt and conform to a Joint Student Branch Constitution which shall have been submitted to and approved by both the Regional Activities Board and the cosponsoring Society.
7. The normal organizational unit for the conduct of IEEE Student activities is the Student Branch associated with an educational institution. However, when circumstances do not permit the normal organizational arrangements within the boundary of a Section, the Regional Activities Board may authorize the formation of a Section Student Branch open for membership to those Student members, attending institutions located within the Section having curricula which would normally qualify for Student member status, who are not members of an IEEE Student Branch. Such authorization shall be requested in a petition, signed by not fewer than twenty such Student members, endorsed by the Section Executive Committee, and approved by the Regional Director. Upon the establishment of the Section Student Branch, the Regional Director shall appoint a qualified Section Student Branch Advisor. The Section Executive Committee shall be responsible for the organization and activities of the Section Student Branch, in accordance with the applicable provisions of the Student Branch Constitution.
8. IEEE Student Branches and Joint Student Branches shall have the right to obligate their funds for all purposes necessary to promote their objectives, except that no IEEE Student Branch, Joint Student Branch, or any officer or representative thereof, shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE for those activities specifically prohibited in the Student Branch Constitution or in the Student Branch Operations Guide.
9. Each IEEE Student Branch, IEEE Section Student Branch, and Joint Student Branch shall forward an Annual Report and Financial Statement by May 1 to the Manager of Student Ser-

vices, the Regional Student Activities Committee Chairman, and Section Student Activities Committee Chairman. The next year's Annual Branch Activity Plan should be submitted with the Annual Report but no later than November 1.

10. An IEEE Student Branch, IEEE Section Student Branch, or Joint Student Branch may defray expenses by assessment of its members as provided in its Constitution and, in addition, may accept noncompulsory financial contributions. Nonmember students of the institution where a Student Branch is established may attend the Student Branch meetings under such conditions as may be prescribed by the Student Branch.
11. Failure of an IEEE Student Branch or IEEE Section Student Branch to maintain a minimum of ten IEEE Student members and to hold at least three meetings each year shall place the Branch on probation. The Regional Director, the Regional Student Activities Committee Chairman, and the IEEE Student Branch Counselor (or in the event a Counselor has not been appointed, a representative of the faculty of the educational institution or other institute involved) shall be informed of the probation by the General Manager who shall also call to their attention the requirements for maintaining the Branch. If the delinquency continues for a second year, the IEEE sponsorship shall be withdrawn automatically. The General Manager shall so report to the Executive Committee and the Regional Activities Board, the Regional Student Activities Committee Chairman, and the IEEE Counselor of the dissolved Branch.
12. Failure of a Joint Student Branch to maintain a minimum of ten IEEE members and to hold at least three meetings each year shall be reported by the General Manager to the Executive Committee and the Regional Activities Board, and similar action as for delinquencies of IEEE Student Branches shall be taken following formal notification to the cosponsoring society.
13. For maintenance of an IEEE Student Branch, IEEE Section Student Branch, or Joint Student Branch, upon timely receipt of an Annual Branch Activity Plan, endorsed by the IEEE Counselor, the IEEE shall issue to each such Branch, for one calendar year, twenty-five dollars (\$25.00) for Branches with fewer than fifty members and fifty dollars (\$50.00) for Branches with fifty or more members. Allotments for Annual Branch Activity Plans submitted with an Annual Report and Financial Statement are payable by September 1. All other allotments for Annual Branch Activity Plans are payable by December 15. Upon timely receipt of an Annual Report and Financial Statement, endorsed by the IEEE Counselor, the IEEE shall rebate to each such Branch, in good standing, \$1.00 per Student member of the Branch and an additional \$0.70

per Student Branch Chapter member based on membership count as of December 31 each year, this membership count to include those students who joined and upgraded during the calendar year. The rebate is payable by September 1. In case of a Section Student Branch, these amounts shall be paid to the Section sponsoring the Branch.

14. The Regional Activities Board may, after consultation with the Regional Director, dissolve an IEEE Student Branch or IEEE Section Student Branch or withdraw its sponsorship and support of a Joint Student Branch for any reason deemed sufficient. Any remaining funds in the custody of that Branch, or Joint Branch, attributable to IEEE sponsorship, shall revert to the IEEE.
15. The Executive Committee shall be informed of the establishment or dissolution of a Student Branch, Joint Student Branch, and Section Student Branch.
16. Each Branch shall conduct its activities within the Constitution, Bylaws, and other rules externally imposed which by law affect the membership and activities of the IEEE.
17. Within the budgetary conditions established by the Board of Directors, partial reimbursement of actual and necessary expenses may be authorized by the Regional Director for the Counselor of each Student Branch, for the Advisor of each Section Student Branch, for the Student Branch Chairman, and the Student paper first prize winner, if any, from any Branch to attend one meeting within his/her Region each year.

#### 408. Student Branch Chapters

1. A Student Branch Chapter is a technical sub-unit of a Student Branch constituted by a minimum of twelve (12) Student members of a Society and established by petition to the parent Student Branch and Society concerned to represent and fulfill the needs of the members and the missions of IEEE. A Student Branch Chapter functions in a manner similar to a committee of the Student Branch.
2. A petition to establish a Student Branch Chapter, in the required form supplied by IEEE, must contain at least:
  - (a) Name of Student Branch, signatures of its Student Branch officers, and signature of the Counselor;
  - (b) Name of the sponsoring Society;
  - (c) The signatures of at least twelve Students who are members of the Student Branch and of the Society involved, the signature of the Faculty Advisor of the Student Branch Chapter selected by the petitioning Students, who shall be a member of the Society, the name of one Student petitioner who will serve as

interim Chairman until establishment of the Student Branch Chapter is authorized.

3. The petition for the Student Branch Chapter shall be submitted to the Manager of Student Services at IEEE Headquarters. The Student Branch Chapter shall be considered established following approval of the petition by the Regional Student Activities Committee Chairman, the Regional Director, and the Society President.
4. The Student Branch Chapter membership shall elect a Student Branch Chapter Chairman and any other officers deemed necessary for its successful operation in accordance with the Branch Constitution.
5. The responsibility for Student Branch Chapter management rests with the Executive Committee of the Branch. The Student Branch Chapter Chairman shall serve as an ex officio member of the Branch Executive Committee in coordinating and planning activities and programs.
6. All Student Branch members shall be advised of all meetings held under the auspices of the Branch including those organized by a Student Branch Chapter.
7. A Student Branch Chapter is required to maintain a membership of not fewer than ten Student members, and to hold not less than two technical meetings per year, and maintain a level of activity acceptable to the Society President, the Regional Director, and the Regional Student Activities Committee Chairman.
8. With the concurrence of the Counselor, the Society President, the Regional Director, and the Regional Student Activities Committee Chairman, a Student Branch Chapter may be dissolved.

## 500. TECHNICAL ORGANIZATION OF MEMBERS

### 501. Divisions

1. A Division is composed of one or more Societies. If a Society, in the opinion of the Board of Directors, warrants representation by more than one Division, the voting members of that Society shall be designated as voting members of such Divisions. The specific composition of each Division is established by the Board of Directors.

The Divisional Directors shall be elected by the voting members as provided in Bylaw 201.2, who shall be members-at-large of the Technical Activities Board. Each shall serve as a coordinator for the technical interests of the Society members in the Division.

2. Each Division shall establish a Divisional Nominating Committee which, in the case of a Division comprising two or more Societies, shall consist of a chairman appointed by the Divisional Director and a representative appointed by each Society in the Division; or in the case of a Division comprising a single Society, shall be a Nominations (and Appointments) Committee of that Society acting as the Divisional Nominating Committee. Each Divisional Nominating Committee shall furnish to the incumbent Divisional Director(s) in time for submission to the Board of Directors by March 1 of the Divisional election year a slate of candidates for the office of Divisional Delegate-Director. Except as noted in Bylaw 315.4, the slate shall include not fewer than two nor more than three candidates recommended for that office. The Divisional Nominating Committee shall also solicit annually from the Societies within the Division names of potential candidates to be considered by the IEEE Nominations and Appointments Committee for service on Institute committees and boards.

### 502. Societies

1. Societies shall be established within the scope and objectives of the IEEE groups of members interested in specific technical fields or related subjects. For the purposes of these Bylaws, the terms "Society" and "Group" are equivalent and interchangeable unless specifically stated otherwise.
2. A petition for the formation of a Society shall be signed by not fewer than one hundred members, other than Students, shall state the proposed field of interest and shall be forwarded to the Executive Committee after review thereof by the Technical Activities Board.
3. The Executive Committee, upon receipt of a petition to form a Society, and subsequent to consultation with the Technical Activities Board, may authorize its formation. After

the Society is organized and a Constitution for it is approved by the Executive Committee, the Executive Committee may give final approval to its establishment.

4. Each Society authorized by the Executive Committee shall within not more than six months thereafter adopt and conform to a Society Constitution which shall have been submitted to and approved by the Executive Committee. A Society Constitution may be amended by the Society subject to the approval of the Executive Committee. Such Society Constitution or Bylaws shall provide for a Society President and a Secretary-Treasurer, and for appointment of a Nominating Committee.

The duties of the Nominating Committee shall include the submission of nominations for the office of Divisional Director to the Divisional Nominating Committee, and the annual solicitation of names of potential candidates to be considered by the IEEE Nominations and Appointments Committee for service on Institute Committees and Boards.

5. Each Society authorized by the Executive Committee may publish periodicals incorporating papers of lasting value to the profession in the field of interest of the Society and designated as the "IEEE Transactions on \_\_\_\_\_." Each Society having such a publication shall also establish a review procedure complying with a uniform IEEE policy.
6. All Societies shall consist exclusively of IEEE members and such Affiliates as may be recognized by the Executive Committee. No Society shall be recognized as joint with any other organization, society or group outside the IEEE. However, Societies may cooperate with other organizations in the holding of joint meetings and may invite members of such organizations and the public to their meetings.

7. The budgets, finances, and reserves of all technical entities are an integral part of IEEE under the ultimate authority of the Board of Directors. These operations are carried forward through administrative authorizations delegated to the Executive Committee and Technical Activities Board, as appropriate. In connection with the annual budget cycle, each Society may set fees to help defray operating expenses. Society fees shall be applied to membership in the respective Societies as follows:

Fees received in the period September 1 to December 31, inclusive, shall apply to membership to December 31 of the following year.

Fees received in the period January 1 to the last day of February, inclusive, shall apply to membership to December 31 of the then current year.

If Society fee payments are received in the period March 1 to August 31, inclusive, the amount payable shall be one-half of the annual fee, and the membership shall continue until December 31 of the then current year.

8. The IEEE annual budget shall delineate the amounts the various operating departments anticipate in payments from the Societies for services and materials and shall set the amount of direct support to be provided from IEEE general funds. This support shall be administered by the Vice President - Technical Activities. There shall be provided for each new Society matching funds of one dollar (\$1.00) for each dollar of income derived by the Society from the membership fees during the first two years.
9. All IEEE members, including those qualifying for special membership categories, may join any and all Societies upon payment of the appropriate fees. Affiliates do not qualify for any of these special categories.
10. All Society meetings shall be open to all members of the IEEE on an equal basis with Society members.
11. A Society by itself, or jointly with other organizations, may hold conferences, conventions, or offer lectures and may charge for registration, but any such charge must apply to the entire meeting and no separate registration charge shall be made for that portion of the meeting sponsored by the Society.
12. All publications of Societies, other than programs, notices, and the like, shall be subject to prior authorization of the Executive Committee and shall be made available to all IEEE members and Society Affiliates on equitable bases approved by the Executive Committee.
13. The Societies may prepare Standards recommendations, provided that advance approval for each such preparation is obtained from the Standards Board.
14. Each Society shall forward to the General Manager a copy of each meeting notice of the Society, an annual report and a financial statement for each IEEE fiscal year prepared immediately following the end thereof.
15. The officially constituted officers of a Society shall have the sole authority to obligate the funds and assets of the Society to promote the Society's activities, provided that no Society officer or representative shall have authority to contract debts for, pledge the credit of, or in any way bind the Institute for activities prohibited by the Bylaws of the Institute, the Constitution and Bylaws of the Society, or by regulations published in the Technical Activities Manual. Returns from investment of Society funds shall be credited to the Society.

16. Each Society shall conduct its activities within the Constitution, Bylaws and other rules externally imposed which by law affect the membership and activities of the IEEE.

17. Society Affiliates are non-IEEE members who have been admitted by a Society to some of the rights and privileges of Society activities. In general, a Society Affiliate must be a person whose technological activities do not justify full membership in the IEEE, but who may be helped by participation in Society activities and who may contribute benefits to Society members by his/her participation in their activities. The qualifications for Society Affiliates, limits in rights and privileges, and dues shall be established by the Executive Committee. The Society Affiliate dues shall be administered in accordance with the schedule and procedures that apply to IEEE membership dues, as given in Bylaws 108 and 110.

18. Each Society may, as specified in its Constitution or Bylaws, organize subentities to manage and administer the Society in fulfilling its objectives.

19. The Societies and Groups are officially titled IEEE ---- Society/Group or, optionally, IEEE Society on ----. The asterisk in the list that follows indicates Group status.

- Acoustics, Speech and Signal Processing
- Aerospace and Electronic Systems
- Antennas and Propagation
- Broadcast Technology
- Circuits and Systems
- Communications
- Components, Hybrids, and Manufacturing Technology
- Computer
- Consumer Electronics
- Control Systems
- Dielectrics and Electrical Insulation
- Education
- Electromagnetic Compatibility
- Electron Devices
- Engineering Management
- Engineering in Medicine and Biology
- Geoscience and Remote Sensing
- Industrial Electronics
- Industry Applications
- \*Information Theory
- Instrumentation and Measurement
- Lasers and Electro-Optics
- Magnetics
- Microwave Theory and Techniques
- Nuclear and Plasma Sciences
- Oceanic Engineering
- Power Engineering
- Professional Communication
- Reliability
- Social Implications of Technology
- Systems, Man, and Cybernetics
- Ultrasonics, Ferroelectrics, and Frequency Control
- Vehicular Technology

Additions or changes in the above list resulting from actions of the Executive Com-

mittee or Board of Directors shall be entered therein by the General Manager.

### 503. Technical Councils

1. Technical Councils may be established by TAB OpCom with the approval of TAB for the purpose of providing a continuing mechanism for two or more IEEE Societies to work together in a multidisciplinary technical area of mutual interest, primarily through conferences and publications. Publication of a periodical sponsored by a Technical Council is subject to the additional approval of the Executive Committee, subsequent to consultation with the Publications Board.

A Technical Council has no individual members, but in other respects it operates generally like a Society. The representatives on the Technical Councils are to be designated by the member Societies and are to elect their own President and other officers, as provided in Bylaw 311. Other policies and operational details shall be specified in the charter of each Technical Council.

### 504. Chapters

1. A Chapter is a technical subunit of one or more Sections, or a Council, constituted by a minimum of twelve (12) members of a Society and established by petition to the parent unit(s) and Societies concerned to represent and fulfill the needs of the members and the missions of IEEE. A Chapter functions in a manner similar to that of a committee of a Section.

Relevant procedures regarding Chapters are provided in Bylaw 406.

### 505. Student Branch Chapters

1. A Student Branch Chapter is a technical subunit of a Student Branch constituted by a minimum of twelve (12) Student members of a Society and established by petition to the parent Branch and Society concerned to represent and fulfill the needs of the members and the missions of IEEE. A Student Branch Chapter functions in a manner similar to a committee of the Branch.

Relevant procedures regarding Student Branch Chapters are provided in Bylaw 408.

601. Conference Board

1. The Conference Board (ref. Bylaw 306) is responsible to the Board of Directors for the development of policies, procedures, and guidelines applicable to all meetings (conferences, conventions, exhibits, exhibitions, seminars, symposiums, workshops, etc.) sponsored or cosponsored by IEEE or involving IEEE members in some officially recognized manner. The Board of Directors may delegate authority to various operating units for the review, approval, and management of appropriate meetings activities. Issues and questions that may arise with respect to the general IEEE policies and procedures (Section 10, Policy and Procedures Manual) should be referred to the Conference Board for resolution. The Conference Board may serve as an impartial arbitrator of operational issues that the principals cannot resolve among themselves.

602. Regional Meetings

1. Regionally organized and sponsored conferences and conventions may be held with the approval of the Executive Committee for the presentation of technical papers and exhibitions.

603. Institute Functions

1. Institute functions, such as the presentation of major awards and events sponsored by and/or participated in by the Board of Directors, may be held in conjunction with the Regional Meetings referred to in Bylaw 602.1, upon approval of the Executive Committee.

604. Special Technical Conferences

1. Special technical conferences may be held with the approval of the Executive Committee. These conferences shall be for the presentation of technical papers on a particular phase of the IEEE's technical activities.

605. Cooperation with National Engineering Societies

1. When IEEE-sponsored or -cosponsored technical conferences or meetings are to be held in countries outside the United States in which there exists one or more national technical societies devoted to IEEE designated fields, particular attention shall be given by the organizer of the meeting to obtaining through the Regional Director the cooperation of the appropriate national society or societies at the earliest practical stage of the organization process.

606. General Meeting of Members

1. Quorum. Fifteen percent of the total number of voting members as recorded in the official IEEE membership records at the end of the preceding year shall constitute a quorum at any general meeting of members, including, but not limited to, a general meeting held to vote on proposed amendments to IEEE's Certificate of Consolidation.

701. Periodicals

1. The IEEE shall publish a monthly publication entitled IEEE SPECTRUM which shall be distributed to all Honorary Members, Fellows, Senior Members, Members, and Associates. The Executive Committee may authorize distribution to Students.
2. The IEEE shall publish a monthly publication entitled PROCEEDINGS OF THE IEEE. This publication shall be available to all IEEE members at a subscription fee set by the Executive Committee.
3. The IEEE shall publish periodicals produced by the various Societies named TRANSACTIONS on ---, where specialized technical papers shall be published.
4. The IEEE may publish periodicals, other than the TRANSACTIONS defined in Bylaw 701.3, sponsored by one or more of the Societies, subject to the approval of the Executive Committee, subsequent to consultation with the Publications Board.
5. The IEEE may publish an annual Directory containing lists of its members, lists of manufacturers, supplies and products, subject to the approval of the Executive Committee.
6. Member subscriptions to all periodicals shall terminate on December 31 of each year. Subscription fees received in the period September 1 to December 31, inclusive, shall extend the subscription to the period ending December 31 of the following year. Fees received in the period from January 1 to the last day of February, inclusive, shall apply to the period ending December 31 of the then current year. If payment for a subscription is received in the period March 1 to August 31, inclusive, the fee charged shall be one-half the annual subscription fee, and shall apply to the period ending December 31 of the then current year.

702. Other Publications

1. The IEEE may issue other special publications such as convention and conference records, cumulative indexes, etc., when warranted.

703. Standards

1. The IEEE shall publish appropriate standards concerning technologies encompassed within the scope of the IEEE. Publication of standards shall be subject to the approval of the Standards Board.
2. With the approval of the Standards Board, non-IEEE members, who are representatives of standards-developing organizations or are invited experts, may hold membership on IEEE committees and subcommittees developing standards and shall be entitled to vote on matters relating to those standards.