



THE INSTITUTE OF  
ELECTRICAL AND  
ELECTRONICS  
ENGINEERS, INC.

345 EAST 47th STREET, NEW YORK, NEW YORK 10017

# BYLAWS

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THE INSTITUTE OF  
ELECTRICAL AND ELECTRONICS ENGINEERS  
INCORPORATED

BYLAWS

100. MEMBERSHIP

100. 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.

2. 1. 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 the 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.

2. 1. 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.

100. 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.

The term "Society" is used throughout these Bylaws with the understanding that it also applies to "groups" unless specifically stated otherwise.

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), to be appointed on committees with the right to vote when specifically approved by the Board of Directors or the Executive Committee, but shall not have the right to hold any office.
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 and shall be reproduced only in connection with official business of the IEEE.
10. Emblems to be worn by members are to be purchasable 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
  - Fel. IEEE
  - Sen.Mem. IEEE
  - Mem. IEEE
  - Assoc. 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

1. Honorary Members are elected by the Board of Directors from among those who have rendered meritorious service to mankind in engineering or other allied fields. Election is by the unanimous affirmative vote, by secret ballot, of all of the members of the Board of Directors 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 is one of unusual professional distinction and shall be conferred only by invitation of the Board of Directors upon a person of outstanding and extraordinary qualifications and experience in the fields of electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences, 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 and shall have been a member in any grade for a period of five years or more preceding January 1 of the year of election.

3. Senior Member is the highest professional grade 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 the fields of electrical or electronics engineering and science, radio, allied branches of engineering or related arts and sciences.

The candidate shall have been in active 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:

- (a) Publication of engineering or scientific papers, books or inventions, or
  - (b) Technical direction with evidence of accomplishment of important scientific or engineering work, or
  - (c) Recognized contributions to the welfare of the scientific or engineering profession, or
  - (d) Development or furtherance of important scientific or engineering courses in a "school of recognized standing," or
  - (e) Contributions equivalent to those of (a) to (d) above in areas such as technical editing, patent prosecution or patent law, provided these contributions serve to advance progress substantially in the fields of electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences.
4. Member grade is a professional grade limited to those who have demonstrated professional competence in the fields of electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences. For admission or transfer to the grade of Member, a candidate shall be either:
    - (a) An individual in the fields of electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences, (1) who shall have graduated from a course of study of at least four academic years duration, in those fields, in a "school of recognized standing" or its equivalent, or (2) who shall have had at least three years of

experience, in a position normally requiring the qualifications listed under (1), which may be accepted in lieu of the educational requirements at the discretion of the Admission and Advancement Committee.

- (b) A teacher of electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences, who shall have graduated from a course of study of at least four academic years duration, or its equivalent, in those fields, in a "school of recognized standing," 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 the fields of electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences 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 the fields of electrical or electronics engineering, radio, allied branches of engineering, or the related arts and sciences.
5. Associate: For admission or transfer to the Associate grade, an applicant must have graduated from a course of study of at least two academic years duration or its equivalent in the fields of electrical, electronics or radio technology or an allied branch of engineering or related arts and sciences in a "school of recognized standing" or the applicant must satisfy the IEEE that he/she is interested in and capable of rendering service to electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences and that his/her admission to this grade will contribute to the welfare of the IEEE.
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 electrical or electronics engineering, radio, an allied branch of engineering, engineering technology or the related arts and sciences.
    - (b) Student members, upon graduation with at least a bachelor's degree or its equivalent from a "school of recognized standing," 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 in an institution not approved as a "school of recognized standing" 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 the fields of electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences, in a "school of recognized standing," 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 term "school of recognized standing" refers only to schools which are a part of a university, university system or a college (including bona fide junior and community colleges or a technical institute) and which meet accreditation standards of the appropriate national, regional or professional accrediting bodies and are so designated by the Regional Activities Board.

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. Applications

1. Applications for admission to the IEEE or for transfer to a higher grade shall be made on a form provided by IEEE and shall embody a record of the general technical education of the applicant and his/her technical career. The applicant shall provide the names of references as specified in Bylaw 106.2. References for admission or transfer to Member or Senior Member grade shall be requested to fill out a prescribed confidential form commenting on the qualifications of the applicant.

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

For Senior Member - Three Fellows or Senior Members.

For Member - One IEEE member holding Fellow, Senior Member or 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 or 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.

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.

Should an applicant for admission or transfer certify that he/she is not personally known to the above specified number of IEEE members who are sufficiently familiar with the applicant's experience to justify him/her in using their names as references, the Admission and Advancement Committee may, in its discretion, accept other references who are familiar with the applicant's professional work, preferably engineers or scientists of standing.

3. Applications for admission or transfer to any grade of membership, except the grades of Honorary Member and Fellow, shall be addressed to the Board of Directors and submitted to IEEE. Recommendation of election or transfer of an applicant to any grade, except the grades of Honorary Member and Fellow, shall be by a three-quarters affirmative vote of the Admission and Advancement Committee, provided, however, that 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 106.1.)

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

5. The Executive Committee is authorized to act for the Board of Directors in electing members, readmitting members or transferring their membership grades, except where involving Honorary Member and Fellow grades, and may waive application and reference requirements in the transfer of members from Student to Associate or Member grade. (See also Bylaw 302.1.a.)

#### 107. Proposals

1. Each year, the Fellow Committee shall recommend to the Board of Directors nominees for Fellow grade. A citation summarizing the accomplishments of the nominee shall be a part of each recommendation.

- Admission or transfer to any grade except Fellow may be proposed by any member or organizational unit of the IEEE acting as sponsor by supplying to the Admission and Advancement Committee a completed application form and testimonials as to the applicant's qualifications from the prescribed number of references. When favorably acted upon by the Admission and Advancement Committee, election to this membership grade shall be effective upon receipt at IEEE of the candidate's acceptance of the proposed membership grade and payment of any necessary dues and fees.

#### 108. Admissions and Transfers

- The entrance fee for all grades shall be ten dollars (\$10.00) except that there shall be no entrance fee for the Student grade or from members of another society with which there is a reciprocal agreement. The Board of Directors may, under special circumstances, waive the entrance fee.
- No entrance fee shall be charged a non-IEEE member of a Joint Student Branch who is a student member of another national engineering society which is a sponsor with IEEE of the Joint Student Branch and who applies for membership in the IEEE within six months after the termination of his/her student member status.
- There shall be no transfer fees. A notice of approval of a transfer shall be sent to the member.
- The membership period shall be dated as of the first day of the month after election. A notice that he/she has been elected shall be sent to every newly admitted member. Each new member shall receive the first publication routinely mailed after receipt of his/her application.
- The entrance fee, annual dues, and Regional assessment, if any, shall be payable with the application for admission to membership. Should the applicant fail of admission to membership, the sum remitted with the application shall be refunded. Payments of annual dues, Regional assessment, if any, Society fees, and subscription fees by newly elected members except Student members and except those members eligible for other special membership considerations may be made in two equal installments, the first upon application for membership and the second in accordance with Bylaw 110.1.

Annual dues, and Regional assessment, if any, shall be applied to membership 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.

- 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.

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

- The annual dues for all grades other than Student, except as noted in other paragraphs of this Bylaw, shall be thirty-five dollars (\$35.00) with an additional Regional assessment of ten dollars (\$10.00) for members residing in the United States and seven dollars (\$7.00) for members residing in Canada. The dues for Student grade shall be ten dollars (\$10.00) per year. An IEEE Student member may join any of the Societies upon payment of the fee which is established by the Technical Activities Board to apply uniformly to all Society publication options. Student members in Regions 1 through 7 transferring to a higher grade, without interruption of membership, shall pay dues of twenty dollars (\$20.00) for the first year following graduation and thirty dollars (\$30.00) for the second year following graduation. Student members in Regions 8 through 10 transferring to a higher grade, without interruption of membership, shall pay dues of twenty dollars (\$20.00) for the first year following graduation, twenty-five dollars (\$25.00) for the second year following graduation, and thirty dollars (\$30.00) for the third year following graduation. Where levied, the Regional assessment for recent graduates shall be forty percent of the total assessment for the first, eighty percent for the second, and one hundred percent for the third year following graduation.
- Dues, and Regional assessment, if any, shall be waived on January first 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.

- 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 \$10.00 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.
- 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 memberships during the waiver period shall apply to the Society memberships held at the beginning of that period.
- When a member, having informed the IEEE Headquarters office that he/she has become unemployed through involuntary termination and that he/she is seeking re-employment, requests a reduction in dues and other fees, he/she shall be entitled to receive the privileges and services of membership upon payment of (1) one-half of the member dues, (2) one-half of the applicable fees, if the member desires to continue Society memberships from the preceding year, and one-half of other subscriptions, if any, and (3) one-half of Regional assessment.
- 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.
- A fifty percent reduction in annual membership dues and Regional assessment, if any, 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 June first of the preceding year. Such payment may not be made in installments. A member who qualifies under this Bylaw may join any and all Societies upon payment of one-half the established 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.

- When an IEEE member, in any grade including Student, submits evidence to IEEE Headquarters that he/she has entered compulsory military service on a full-time basis, he/she may thereafter continue his/her membership and receive the privileges thereof for a period not to exceed four years, by payment of annual dues equal to the Student dues. Evidence of continued compulsory military service shall be provided with each annual dues payment. Alternatively, a member providing evidence of entrance into full-time compulsory military service may request that he/she be placed in inactive status, without payment of dues, for a period not to exceed four years, and his/her membership shall be recorded as uninterrupted for such period. Members on inactive status shall not be entitled to receive publications, member services or voting privileges.

#### 110. Billing, Termination and Reinstatement

- 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 first and July first. 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.
- 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 thirty-first 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 thirty-first of the then current year.
- 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. If the lapse of membership equals or exceeds two years, a new entrance fee shall be paid upon renewing membership.
- On resuming membership and paying dues, and Regional assessment, if any, in arrears, a member shall be restored to the publication

mailing list and receive all issues from that 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 in 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 Executive Committee, a resigned member may resume his/her membership upon payment of current dues, and Regional assessment, if any.

#### 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 a 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 cen-

sure of a member upon receipt of a complaint in the form of an affidavit, notarized, and signed by any member in good standing, and 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 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 sustained 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, a 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 that 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 a 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 by 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

##### 201. How Constituted

1. The Assembly shall consist of twenty-one members, who shall be the President, the Senior Past President, the Junior Past President, the Executive Vice President, the ten Regional Delegates and seven Divisional Delegates, all of whom have been elected by the voting members.
2. The seven Delegates elected by Divisions shall have terms of office of two years, the Delegates from even-numbered Divisions being chosen and elected in even-numbered years and those from odd-numbered Divisions in odd-numbered years. The election of Divisional Directors shall be as provided in Bylaw 309.2.
3. The ten Delegates elected by Regions shall be members of and reside in the Regions electing them and shall have terms of office of two years, the Delegates from even-numbered Regions being chosen and elected in even-numbered years and those from odd-numbered Regions in odd-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 by the Director selected to fill the corresponding vacancy as provided in Article XI, Section 2, of the Constitution.
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.
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 notices 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 seven 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 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), the Secretary-Treasurer, and the Executive Director. 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), who shall also thereby be an elected Director.

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 membership, 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

##### 301. Board of Directors

1. How Constituted. The Board of Directors shall comprise twenty-nine members, who shall be the eight Directors elected by the Assembly and twenty-one 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. 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 fewer than three.
5. The time and place of any scheduled Board meeting may be altered or the meeting cancelled 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 provision 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.

### 302. Executive Committee

1. How Constituted. The Executive Committee shall comprise the President, the Executive Vice President, the five Vice Presidents elected by the Assembly, the Junior Past President, the Treasurer, the Secretary, and the Executive Director. By the Constitution and Bylaw 203.1, the offices of Secretary and Treasurer may be held concurrently by one person. 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. Five 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, subject to the following limitations:

- (a) 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 power; 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 Publications Board, the Regional Activities Board, the Technical Activities Board, the Educational 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 Committee 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 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 ballot 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 Executive Vice President, and the seven Corporate Officers elected by the Assembly, as defined in Bylaw 203.1.
2. As provided in the Constitution, the President shall be elected by the voting members for a one-year term, by virtue of which election the President shall also be a Delegate-at-Large and a Director-at-Large and shall be forever ineligible to serve any additional term as President. The term of the President as Delegate-at-Large and Director-at-Large shall be three years.
3. 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.

4. 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.

5. The Executive Vice President shall take precedence as regards assumption of presidential duties. In the event of incapacity of the President and Executive Vice President, the most junior Past President available shall become the acting President until such incapacity is removed, or until the next meeting of the Board of Directors which shall decide who shall serve as acting President until the next regularly scheduled election.
6. The Secretary shall prepare an Annual Report on membership, meetings and IEEE activities, to be submitted to the Board of Directors.
7. 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.

8. A vacancy among the Corporate Officers and the duration thereof shall be determined by the Board of Directors which may fill such vacancy as provided by the Constitution. If a vacancy occurs among the Corporate Officers at a time when it is not feasible to convene a meeting of the Board of Directors and there is need for action, the Executive Committee shall make such determination and fill such vacancy if the approval of a majority of all the Directors is secured by mail or telephone, such approval to be recorded by the Secretary with the names of the approving Directors.
9. 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 or 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) geo-

graphic 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.

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

Audit Committee  
Awards Board  
Credentials Committee  
Educational Activities Board  
Fellow Committee  
Life Member Fund Committee  
Long Range Planning Committee  
Member Conduct Committee  
Nominations and Appointments Committee  
Publications Board  
Regional Activities Board  
Technical Activities Board  
Tellers Committee  
United States Activities Board

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

Admission and Advancement Committee  
Finance Committee  
History Committee  
IEEE Employee Committee  
Individual Benefits and Services Committee  
Investment Committee  
Public Relations Committee

- 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.
- 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.
- 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.

- 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.
- 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.
- 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.
- The Board of Directors may appoint or direct the appointment of representatives of the IEEE on joint committees, boards, and other local, national and international bodies.
- 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.

### 305. Awards Board

- The Awards Board shall be responsible to the Board of Directors for administering the awards listed in this Bylaw, for monitoring all other awards 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, four members-at-large, and the Chairmen of the Committees of the Awards Board listed below. In addition, the Chairman of the RAB Awards and Recognition Committee, the Chairman of the USAB 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	IEEE Prize Papers
Edison Medal	Scholarship Awards
Founders Medal	External Awards
Lamme Medal	Society and Other Awards
IEEE Education Medal	Candidate Research
Field Awards	Honorary Membership

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

Appointments to Committees of the 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.

- 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.

- IEEE Major Annual Medals. There shall be five 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 any 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.

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

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

- 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.

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

William M. Habirshaw Award, in the field of transmission and distribution of electric power.

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.

Vladimir K. Zworykin Award, in the field of electronic television.

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.

The Awards Board shall have policy supervision over all awards 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.

8. Society and Other Awards. The Society Awards Committee shall be responsible for policy supervision of all awards administered by the Societies. Policy supervision of all other awards, excepting those listed in this Bylaw and Fellow awards but including Section, Council, Region and Conference awards, shall be also the responsibility of the Society Awards 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 105.1.

10. 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.

11. Authority for Awards. The IEEE awards administered by the Awards Board and its committees shall be presented with the approval of and in the name of the IEEE Board of Directors. 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 and the IEEE Major Annual Medals.

12. 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 occupies any of these positions on the date of submission of the nomination or reference form.

13. Presentation of IEEE Awards. The Medal of Honor and the IEEE Major Annual Medals shall be presented at major IEEE meetings. All other 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.

#### 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 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.

The Vice President - Educational Activities chairs the Educational Activities Board. The President of the IEEE Society on Education, the Chairman of the Electrical Engineering Department Heads Association (if an IEEE member), the Chairman of the EAB Technology Appreciation Committee, and one person designated by the Vice President - Educational Activities from among the IEEE representatives to the ECPD Board of Directors shall be members of the Educational Activities Board. The Chairmen of the Regional Activities Board, the Technical Activities Board, the Publications Board, and the United States Activities Board shall each appoint a liaison member to the Educational Activities Board. Ten additional members will be appointed to the Educational Activities Board by the Board of Directors. (See Bylaw 304.3).

2. 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 Educational Activities Board Chairman after consultation with the voting members of the Educational Activities Board.

#### 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 307.3, 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  
SPECTRUM and PROCEEDINGS Committee  
Society Publications Committee  
Long Range Publications Planning 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 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 Publication Editors, consisting of the Editors of IEEE SPECTRUM, PROCEEDINGS OF THE IEEE, the IEEE PRESS, the TRANSACTIONS and JOURNALS of the Societies, 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 Publication Editors shall provide a means for coordinating publication activities and for assisting the Publications Board in determining publication policy recommendations.

#### 308. 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 Presi-

dent - Regional Activities as Chairman, the Regional Directors, and the Chairmen of the Standing Committees listed in Bylaw 308.2. 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:

Committee on Major Regional Conferences  
Finance Committee  
Membership Development Committee  
Priorities and Planning Committee  
Student Activities Committee

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 insure (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 Technical Activities Board, the Educational Activities Board, and the Publications Board, or maintain active liaison by other means deemed appropriate by the respective Chairmen of these Boards.

### 309. Technical Activities Board

1. There shall be a Technical Activities Board (TAB) consisting of the President of each Society and Council; the Chairman of each standing committee or other permanent entity under the jurisdiction of TAB as specified in Bylaw 309.4(3); the Chairman of TAB who shall be the IEEE Vice President for Technical Activities and a Director; the Director - Standards Activities; seven Divisional Directors; and the three Chairmen of TAB Committee Administration, none of whom are Directors. The TAB Chairman may appoint liaison members,

without vote; the staff TAB Secretary, designated by the General Manager, shall serve ex officio without vote.

The Chairman of TAB and the Director - Standards Activities shall be Directors - Standards Activities elected by the annual Assembly for one year terms. Seven Divisional Directors elected by the voting members of the respective Divisions, large of TAB; each shall serve as the coordinator for a Technical Division. The three Chairmen of TAB Committee Administration are appointed by the Vice President for Technical Activities with the approval of TAB.

2. There shall be a TAB Operating Committee (OpCom) consisting of the TAB Chairman, the Director - Standards Activities, the seven Divisional Directors, the three Chairmen of TAB Committee 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.

Even-numbered Divisions shall nominate and elect Divisional Directors in even-numbered years and odd-numbered Divisions shall similarly act in odd-numbered years, as provided in Bylaw 201.2. Each Division shall establish a Nominating Committee which shall consist of a chairman appointed by the Divisional Director and a representative appointed by each Society in the Division. The duties of the Divisional Nominating Committee shall include the preparation for the incumbent Divisional Director of its slate of candidates for the office of Divisional Delegate-Divisional Director. Except as noted below, the slate shall include not fewer than two nor more than three candidates recommended for that office. To qualify, each candidate shall indicate to the Divisional Nominating Committee his acceptance of the nomination in writing. Each Divisional Director shall submit the slate to the Board of Directors by March 1 of the election year. Any Division proposing but a single candidate for the office of Divisional Director shall submit to the Nominations and Appointments Committee by March 1 a written explanation of its rationale for so doing.

On or before September 1, a ballot shall be mailed to each individual holding a voting membership in at least one Society in the Division. Only ballots arriving at IEEE Headquarters before twelve o'clock noon on the first working day following October 31 shall be counted. The candidate receiving the greatest number of such votes shall be declared elected. If an individual is a voting member in Societies in more than one Division, that individual may participate in the election of each Division. Regardless of how many Society memberships may be held within a Division, an individual shall have only one vote in each Divisional election.

The Divisional Nominating Committee shall also solicit annually from 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.

5. The TAB shall perform the 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 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.

Oceanic Engineering  
Solid-State Circuits

- (4) The current standing committees, established in accordance with Bylaw 309.4(1), are as follows:

TAB Development Committees:  
TAB Awards and Recognition Committee  
TAB Search Committee  
Technical Appraisal Committee  
Transnational Relations Committee

TAB Operations Committees:  
TAB Finance Committee  
TAB Meetings Committee

TAB Technology Committees:  
Committee on Large Scale Systems  
Committee on Man and Radiation  
Committee on Social Implications  
of Technology  
Energy Committee  
Environmental Quality Committee

- (5) The Standards Board shall operate in conjunction with TAB and TAB OpCom, of which the Chairman of the Standards Board is a member. The Standards Board shall consist of not more than twenty-six Institute members, including a Chairman, who shall be the Director - Standards Activities, a Vice Chairman, and the immediate Past Chairman, plus a Secretariat assigned from the Headquarters staff by the General Manager.

The Standards Board is responsible on an Institute-wide basis for encouraging and coordinating the work of formulating and revising IEEE standards. The Standards Board must have given final approval to IEEE standards prior to publication. It shall consider and investigate all matters relating to units and standards in the fields of electrical engineering, electronics, radio and allied branches of engineering or the related arts and sciences. It shall represent the IEEE in cooperation with other standardizing bodies in matters related to units and standards.

The Standards Board shall be empowered to establish and appoint its committees, subcommittees and councils.

### 310. 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 303.3), two USAB Vice Chairmen (as specified in Bylaw 310.4), the staff USAB Secretary (as a nonvoting member), 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, six members at large elected for staggered terms of two years by the Board of Directors. Each member of USAB shall have only one vote.

The USAB Chairman shall appoint a USAB Professional Activities Committee Chairman and a USAB Treasurer. If these individuals are not selected from the above listed members of USAB, they then shall serve as nonvoting members.

The selection of the USAB PAC Chairman and the USAB Treasurer shall be subject to the review and approval of USAB at the first USAB meeting of the year.

3. The United States Activities Board shall have a USAB Operating Committee (OpCom) selected from the membership of USAB consisting of the USAB Chairman, two USAB Vice Chairmen, the staff USAB Secretary, the USAB Treasurer, 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 Professional Activities Committee Chairman, and two USAB members at large.

The Regional Director (liaison to RAB), Divisional Director (liaison to TAB), and the two USAB members at large of the USAB OpCom shall be selected by the USAB Chairman subject to the review and approval of USAB.

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 two USAB Vice Chairmen shall be appointed by the USAB Chairman subject to review and approval of USAB.

5. The USAB Chairman, as the Vice President - Professional Activities, shall report USAB activities to the Executive Committee and the Board of Directors. At the direction of the USAB Chairman, one of the USAB Vice Chairmen shall act in behalf of the USAB Chairman whenever the latter is absent from a meeting of USAB OpCom and/or USAB.

### 311. Standing Committees

1. Admission and Advancement Committee. The Admission and Advancement Committee shall be responsible for advising the Executive Committee as to the admission and transfer of applicants to the professional grades of Senior Member and Member. It shall be concerned with determining whether the applicants meet the requirements of the Constitution and the Bylaws, functioning primarily as a jury and acting as a guardian of the membership standards of the IEEE. As far as possible, its meetings shall be held just prior to the scheduled meetings of the Executive Committee in the interest of expediting the processing of applications.

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 number of Fellow recommendations in any one year may not exceed six-tenths percent of the number of Senior Members enrolled as of December 31 of the year preceding, with a further limitation of 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 seventeen 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 the collection, writing and dissemination of historical information in the fields covered by IEEE technical and professional activities, including assistance to the Publications Board, assisting institutions of a public nature such as the Smithsonian Institution where helpful information is requested and can be secured, and for providing information and recommendations to the Executive Committee when pertinent.

The History Committee shall consist of not more than fifteen members, who shall be chosen for knowledge of and interest in technological history.

5. Life Member Fund Committee. The Life Member Fund Committee shall administer a "Life Member Fund" carried on the accounts of IEEE, made up of contributions by Life Members and to which contributions may be made in the future. The purposes for which the fund may be used and withdrawals therefrom shall be under the control of the Life Member Fund Committee.

The Life Member Fund Committee shall consist of a minimum of eight members. At least four shall be contributors to the Fund, 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 IEEE Policy Statement 11.4). The Life Member Fund Committee shall consider suggestions from Institute members regarding activities of interest to older members and shall make recommendations to the Executive Committee of the Board of Directors respecting such activities.

6. Long Range Planning Committee. The Long Range Planning Committee shall be responsible to the Board of Directors for reviewing the trends of science and technology as they may concern the Institute, the profession and the public, and for recommending such changes in the Institute's objectives, organization and operations as may be indicated by those trends.

7. Nominations and Appointments Committee. The Nominations and Appointments Committee shall recommend candidates for office to the annual Assembly. Prior to the fall meeting of the annual Assembly, the Nominations and Appointments Committee shall mail to the Delegates a list of candidates for the offices defined in Bylaw 203.1.

A list of candidates to fill vacancies expected to exist among the chairmen and members of all Standing Committees and Boards for the ensuing year, as defined in Bylaw 304.2 (except the Technical Activities Board, whose members shall be nominated as provided in Bylaw 309, and except for the EAB, RAB, TAB, USAB appointees to the Publications Board), shall be submitted for appointment by the Board of Directors or the Executive Committee before December 31 of the preceding year.

The Nominations and Appointments Committee shall consist of not more than twelve members to serve for a term of one year commencing April 1. Except for the ex-officio members, no members of the Committee shall normally be eligible for nomination to positions on the Executive Committee for the succeeding year. The Chairman shall be the Junior Past President, who shall continue as Chairman until the Chairmanship is assumed by the succeeding Junior Past President. The President and the Senior Past President then in office shall be members. A member of the Nominations and Appointments Committee who does not resign from that Committee before July 1 may not become a petition candidate nor be recommended by the Nominations and Appointments Committee for any elective office. Since they are nominated by entities outside the purview of the Nominations and Appointments Committee and the Board of Directors, candidates for the office of Regional or Divisional Director are exempt from this provision.

The remainder of the Committee shall be elected by the Board of Directors. This group shall normally comprise three members from among the Regional Directors, elected by the voting members, who are serving the second year in office or have completed their term in the preceding year, three members from among the Divisional Directors who are serving the second year in office or have completed their term in the preceding year, and three members from a slate of six candidates submitted by the Nominations and Appointments Committee, said slate to exclude members of the then current Board of Directors and those otherwise not qualified to serve on the Nominations and Appointments Committee.

When fewer than six such eligible Regional or Divisional Directors are prepared to serve, the slate submitted by the Nominations and Appointments Committee shall be increased by selecting additional eligible serving or past Regional or Divisional Directors (as appropriate) to ensure a minimum of six candidates in each category.

To fill any vacancies which may occur, the Board of Directors shall additionally designate three alternates (in priority order) to the Nominations and Appointments Committee selected from the slate of nominees presented to the Board for appointment to the Committee.

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 313.

8. Tellers Committee. The Tellers Committee, consisting of not more than ten members, shall be responsible to the Board of Directors for the supervision of the counting of ballots required

to be obtained by the Constitution on questions submitted to the membership of IEEE or to groups of members. Reports by the Committee to the Board of Directors shall be signed by the Chairman of the Committee.

9. IEEE Employee Committee. The IEEE Employee 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 Junior Past President, the Executive Vice President, the Treasurer, and the Executive Director.

10. Public Relations Committee. The Public Relations 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 Relations Committee shall consist of not fewer than seven nor more than ten members, including the President of the IEEE Society on Professional Communication. 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 Institute policies and procedures, 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 monitoring and advising on all aspects of IEEE programs for individual member benefits and special services, including insurance programs. The Committee shall be concerned with purpose, policy and procedures as they might relate to the principal IEEE objectives and financial or other legal liabilities. Proposed new benefits or special services shall be reviewed and evaluated by the Committee and reported, with recommendations, to the Executive Committee for approval before such new benefits or services are initiated.

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 members in good standing who are appointed by the Board of Directors. Each member's term of office shall be five years, beginning July 1 of the year in which the member is appointed, provided, however, that the respective terms of office of the first five members appointed by the Board shall expire on June 30 of 1978 through 1982. No Credentials Committee member shall at the same time be a candidate for IEEE office, any vacancy arising on the Committee shall be filled through interim appointment by the Board at its next meeting.

The Credentials Committee shall determine whether any challenged election or vote on any Constitutional amendment ("referendum") was materially compromised by activity in violation of the Constitution, Bylaws or Statements of Policy and Procedure and, if so, what remedial action should be taken. Remedial action may include, but is not limited to, mandating a new election 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 nonpassage of any Constitutional amendment where such action reverses the result of the election or referendum under challenge. Any successful candidate for office whose election is challenged shall not take office, and, notwithstanding section 315.2 of these Bylaws, any referendum decision shall not take effect until any challenge thereto has been resolved pursuant to this section.

A challenge of any election or referendum shall be by written complaint (a) of any candidate in such election, or (b) of any other IEEE member in good standing who is eligible to vote in such election ("eligible member"), if that eligible member's complaint is accompanied by a supporting petition signed by not fewer than 100 other eligible members. Such written complaint shall set forth the specific activity in violation of the Constitution, Bylaws or Statements of Policy and Procedure which materially compromised the challenged election or referendum, along with substantiating evidence thereof, and shall be received by the Credentials Committee at IEEE Headquarters no later than 15 days after the Tellers Committee's announcement of the result of the challenged election or referendum. Within 45 days after such announcement date, the Credentials Committee shall, after such investigation as it deems appropriate, make its determination.

Determinations by the Credentials Committee shall become final ten days after they are made, unless notice of their appeal to the Executive Committee is received at IEEE Headquarters within such ten-day period. Prior to the first regularly scheduled Board of Directors

meeting held thereafter, the Executive Committee shall review all evidence before the Credentials Committee when such determinations were made. If the Credentials Committee's determinations are supported by substantial evidence, they shall be affirmed and thereby made final; if not so supported by substantial evidence, the Executive Committee shall reverse such determinations and make its own final determinations in lieu thereof.

No appeal may be taken from any final determination. This section 311.13 shall provide the sole and exclusive procedure for the challenge of any election or referendum.

14. Investment Committee. The Investment Committee shall consist of the Treasurer and at least three other individuals, at least one of whom must be a member of the Board of Directors. The members and Chairman shall be appointed by the Executive Committee on the recommendation of the Treasurer. 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.

#### III. 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.

#### 313. 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 and for the office of Executive Vice President to be elected by the voting members.
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 shall submit to the Board of Directors by March 1 of the Regional election year its slate of candidates for the office of Regional Delegate-Regional Director. 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 acceptance of the nomination in writing. Any Regional Committee proposing but a single candidate for the office of Regional Director shall submit to the Nominations and Appointments Committee by March 1 a written explanation of its rationale for so doing.
5. Individual voting members may by petition propose names to be added to the ballot for the offices of President, Executive Vice President, and Delegate-Director. 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 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 previous 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 office of Regional Delegate-Director, 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 in 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 by petition propose names to be considered by the Assembly. Such nomination petitions 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 previous 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 1st. 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.

6. 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.
7. 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 313.10), he/she shall be so notified and requested to serve. If he/she declines to serve, the candidate receiving the next highest vote shall be declared to have won the election.
8. 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, and at least one name for the office of Executive Vice President.

The ballot presented to voting members of each of the Regions where an election of Regional 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 313.4, unless the submission of only one name has been accepted by the Board of Directors as provided in Bylaw 313.4. In addition, the ballot shall contain the names of candidates nominated by valid petitions in accordance with Bylaw 313.5. The source of nomination for each candidate shall be identified. Where desired, the ballot may also contain names of candidates for the Regional office (other than Regional Delegate-Director) as determined by the Regional Committee.

The ballot presented to voting members of each of the technical Divisions in which an election of 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 309.2, unless the submission of only one name has been accepted by the Board of Directors as provided in Bylaw 309.2. In addition, the ballot shall contain the names of candidates nominated by valid petitions in accordance with Bylaw 313.5. The source of nomination for each candidate shall be identified.

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.

9. 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 delegated by the IEEE Board of Directors, before twelve o'clock noon on the first working day following October 31 shall be counted. Ballots shall be checked, opened and counted under the supervision of the Tellers Committee not later than the fifth working day following the above stated date for closing the ballot. The result of the count shall be announced not later than the eighth working day following the above stated date for closing the ballot. The result of the count shall then be reported to the Board of Directors at its next succeeding meeting and the nominees 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.

10. 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 313.7 shall be observed.

11. 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.

#### 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.

#### 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. Ballots for Constitutional amendments shall carry a statement of the time limit for return to IEEE Headquarters or to a qualified organization delegated by the Board of Directors. The ballots after marking shall be placed within mailing envelopes marked "Ballot" and bearing the member's written signature. Only ballots within signed envelopes shall be counted. Only ballots arriving at IEEE Headquarters or received by a qualified organization delegated by the IEEE Board of Directors prior to the stated time limit shall be counted. The votes will be counted under the supervision of the Tellers Committee not later than the fifth working day following the date set as the time limit for return of such ballots. The result will be announced not later than the eighth working day following the above stated date for return of the ballots and reported to the Board of Directors at its next meeting. When voted upon favorably by the membership, the date of adoption of a Constitutional

amendment shall be not earlier than seventeen days after the Tellers Committee announcement of the results of the membership vote. Unless otherwise directed by the Board of Directors, the schedule for the receipt of petitions for Constitutional amendments and statements of petitioners in support of petitions to accompany the ballot, their submission to the voting members, and the counting of ballots shall conform to the schedule for petitions for nomination of Officers and Directors, as provided in these Bylaws and in Section 4 of Article XII of the Constitution of the IEEE.

3. 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.
4. A complete history of amendments shall be kept in the files of the IEEE.

#### 316. 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.

#### 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. The territory comprising Canada shall be Region 7. Region 8 shall consist of Greenland, Europe, the Union of Soviet Socialist Republics, and the following countries in North Africa and the Near East: Aden Protectorate, Algeria, Bahrain, Chad, Eritrea, Ethiopia, Iran, Iraq, Israel, Jordan, Kuwait, Lebanon, Libya, Mali, Mauritania, Morocco, Muscat, Oman, Niger, Qatar, Saudi Arabia,



Somalia, Spanish Sahara, Sudan, Syria, Trucial Coast, Tunisia, Turkey, the United Arab Republic, and Yemen. The territory comprising the Caribbean and Bahama Islands, South America, Central America and North America (except the United States 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-Regional Director, to be submitted for approval by the Regional Committee, and the annual solicitation within the Region of the 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 comprising 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.

11. The Chairman of the Regional Student Activities Committee shall serve, ex officio, on the IEEE Student Activities Committee.

12. 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.

13. Partial reimbursement of actual and necessary expenses, as authorized by the IEEE Executive 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.

The Executive 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 Executive Committee may provide for partial reimbursement for more than one meeting per year.

14. 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.

15. 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.

#### 403. 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(s).

(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. The term of office of each member shall be not more than three years, as determined by the particular Council Bylaws.

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.

#### 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 electrical engineering, electronics, radio, allied branches of engineering and of the related arts and sciences, 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 recommendation 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 meeting 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 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 as approved by the Regional Director and the Regional Activities Board. The General Manager shall so inform the members previously constituting the Section.

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 any 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. 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 provide 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 interpretations of policy, without prior authorization of the IEEE Executive Committee.

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 calendar 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. For the maintenance of a Section the IEEE shall credit the Section for each calendar year:

Basic allowance - There shall be an allowance of two hundred dollars (\$200.00) per Section.

Rebate allowance - The rebate schedule for Sections shall be prepared annually by the Regional Activities Board in consultation with the Operating Committee of the Technical Activities Board, and submitted to the Finance Committee for review and to the Executive Committee for approval and incorporation in the proposed IEEE budget.

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 established with 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 Subsections 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.

#### 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 sub-accounts 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 recommendations 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, the 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.

#### 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 electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences. 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 electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences 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 prior to the end of each school year to the Manager of Student Services, the Regional Student Activities Committee Chairman, and Section Student Activities Committee Chairman. The next year's Annual Branch Activity Plan may be submitted with the Annual Report but no later than 45 days after the start of the new school year. The term "school year" in most cases will mean the two semester/three quarter period of nine months duration.
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 meeting 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, all officers of the Branch and the IEEE Counselor, or a representative of the faculty of the educational institution or other institute involved, in the event a Counselor has not been appointed, 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, and so inform the former officers of the dissolved Branch and the IEEE Counselor.
  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 receipt of an Annual Branch Activity Plan, endorsed by the IEEE Counselor, the IEEE shall issue to each such Branch upon request, for one calendar year, the sum of twenty-five dollars (\$25.00) for Branches with fewer than fifty members and fifty dollars (\$50.00) for Branches with fifty or more members. Each Branch meeting the provisions of the Bylaws shall be entitled to receive an annual rebate of \$1.00 per Student member of the Branch and an additional \$0.70 per Student Branch Chapter member based on membership as of December 31 each year. In the 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 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 established by the Board of Directors as a basic operating entity of IEEE for management and administrative purposes.

There shall be seven Divisional Directors elected by the voting members of the respective Divisions, as provided in Bylaws 201 and 309.2, who shall be members-at-large of the Technical Activities Board. Each shall serve as a coordinator for a Division.

##### 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 term "Societies" is used throughout these Bylaws with the understanding that it also applies to "Groups" unless specifically stated otherwise.

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 otherwise 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 asterisks in the list that follows indicate Group status.

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

Additions or changes in the above list resulting from actions of the Executive Committee 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 309. 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.

### 600. CONVENTIONS AND MEETINGS

#### 601. 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.

#### 602. 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 601.1, upon approval of the Executive Committee.

#### 603. 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.

#### 604. 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 electrical engineering,

electronics, and allied arts, 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 stages of the organization process.

#### 605. 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 previous 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.

### 700. PUBLICATIONS

#### 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 may publish from time to time standards concerning technologies encompassed within the scope of the purposes of the IEEE. Publication of standards shall be subject to the approval of the Standards Board of the Technical Activities 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.