



CONSTITUTION
and
BYLAWS
2001

THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.

3 Park Avenue, 17th Floor
New York, N.Y. 10016-5997, U.S.A.

Please Note: This document incorporates changes to the IEEE Bylaws approved by the IEEE Board of Directors through the 11 March 2001 meeting.

IEEE CONSTITUTION

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THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.

3 Park Avenue, 17th Floor
New York, N.Y. 10016-5997, U.S.A.

CONSTITUTION*

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ARTICLE I - NAME, PURPOSE AND TERRITORY

Sec. 1. The name of this society is The Institute of Electrical and Electronics Engineers, hereinafter called the IEEE.

Sec. 2. Its purposes are: (a) scientific and educational, directed toward the advancement of the theory and practice of electrical engineering, electronics, radio and the allied branches of engineering and the related arts and sciences; means to these ends include, but are not limited to, the holding of meetings for the reading and discussion of professional papers, and the publication and circulation of works of literature, science and art pertaining thereto; (b) professional, directed toward the advancement of the standing of the members of the professions it serves; means to this end include, but are not limited to, the conduct and publication of surveys and reports on matters of professional concern to the members of such professions, collaboration with public bodies and with other societies for the benefit of the engineering professions as a whole, and the establishment of standards of qualification and ethical conduct. The IEEE shall not engage in collective bargaining on such matters as salaries, wages, benefits, and working conditions, customarily dealt with by labor unions.

The IEEE shall strive to enhance the quality of life for all people throughout the world through the constructive application of technology in its fields of competence. It shall endeavor to promote understanding of the influence of such technology on the public welfare.

* Amended to 15 December 1998

Sec. 3. The character of its scope is transnational and the territory in which its operations are to be conducted is the entire world. In addition to its world-wide operations, the IEEE may engage in activities directed to the interests and needs of members residing in a particular country or area of the world. The procedure for undertaking such activities shall be specified in the Bylaws. The IEEE shall have its principal offices in the State of New York from which it shall carry out its general administrative functions in accordance with the New York Not-for-Profit Corporation Law. Its publication activities are to be principally in the United States, as well as its largest membership meetings.

ARTICLE II - BYLAWS

Sec. 1. Bylaws shall be established as hereinafter set forth, for the purposes of governing the operations and administration of the IEEE. The term "Bylaws" as used in this Constitution refers only to IEEE Bylaws.

Sec. 2. Proposed Bylaw changes and reasons therefore shall be mailed to all IEEE Directors at least twenty days before the stipulated meeting of the Board of Directors at which the vote shall be taken. Two-thirds of all votes cast at the meeting shall be required to approve any new Bylaw, amendment or revocation.

ARTICLE III - MEMBERSHIP

Sec. 1. The grades of membership of the IEEE, the member qualifications, privileges and the

requirements for admission, transfer and severance pertaining to each grade shall be specified in the Bylaws.

Sec. 2. The term "member" when printed without an initial capital, where used in this Constitution, includes all grades of membership.

Sec. 3. The term "voting member" as used in this Constitution means those members of Member grade or above as defined in the Bylaws.

ARTICLE IV - DUES AND FEES

Sec. 1. Dues and fees shall be specified in the Bylaws.

Sec. 2. Under exceptional circumstances, the payment of dues and fees may be deferred or waived in whole or in part by the Board of Directors.

ARTICLE V - GROUPS OF MEMBERS

Sec. 1. The Board of Directors may authorize the establishment of groups of members for promoting the objectives and interests of the IEEE. The Board of Directors may terminate the existence of any such group. The Bylaws shall provide for specifications and operating rules for any groups that may be established.

ARTICLE VI - DELEGATES AND DIRECTORS

Sec. 1. The voting members of the IEEE shall elect Delegates-at-large who shall also by virtue of such election be Directors-at-large. The number and method of election of Delegates-at-large and Directors-at-large shall be specified in the Bylaws.

Sec. 2. The territory of the IEEE shall be divided, at the discretion of the Board of Directors, into geographical areas known as Regions, which shall be specified in the Bylaws. The voting members of each Region shall elect a Delegate to the Assembly designated as its Regional Delegate who shall also by virtue of such election be a Director designated as its Regional Director. The method of election of Regional Delegates shall be specified in the Bylaws.

Sec. 3. Certain of the technical areas covered by the IEEE shall be grouped into Divisions. The voting members of each Division shall elect a Delegate to the Assembly, designated as its Divisional Delegate, who shall also by virtue of such election be a Director, designated as its Divisional Director. The method of election of such Divisional Delegates shall be specified in the Bylaws.

Sec. 4. The term of office of the President as a Delegate-at-large and Director-at-large shall be three years beginning with the office of President-Elect. The Bylaws shall provide the term of other Delegates elected by the voting members which shall be identical with the term of office as Director. All shall coincide with the fiscal year of the IEEE.

Sec. 5. The terms of office of Directors elected by the Assembly shall be specified in the Bylaws.

Sec. 6. If the Directors shall not be elected on the day designated by law or fixed in the Bylaws, the corporation shall not for that reason be dissolved; but every Director shall continue to hold office and discharge duties until a successor has been elected.

ARTICLE VII - PRESIDENT

Sec. 1. The President shall be elected by the voting members, by virtue of which election the President shall also be a Delegate-at-large and a Director-at-large for a period of three years. Following the term of one year as President-Elect, the holder of that office shall serve as President in the subsequent year and shall serve as Past President in the year subsequent thereto. The President shall be ineligible to serve a second full term in that office.

ARTICLE VIII - THE ASSEMBLY

Sec. 1. An Assembly composed of Delegates, including Delegates-at-large, shall receive reports and perform such functions as required by law or specified in the Bylaws. The Assembly shall, at its annual meeting, elect Directors-at-large who are not Delegates.

Sec. 2. The annual meeting of the Assembly shall be held in conjunction with the last regularly scheduled meeting of the Board of Directors in each fiscal year of the IEEE. The President of the IEEE shall preside.

Sec. 3. All of the Delegates shall be of full age and shall be IEEE members of the grades specified in the Bylaws.

Sec. 4. Meetings of the Assembly may be held elsewhere than in the State of New York. Additional meetings and provision for special meetings of the Assembly and the manner of giving notice of annual, additional and special meetings shall be specified in the Bylaws.

ARTICLE IX - BOARD OF DIRECTORS

Sec. 1. The Board of Directors shall be the governing body of the IEEE and shall consist of Directors, including Directors-at-large, elected by the

voting members and Directors-at-large elected by the Assembly. The President of the IEEE shall preside.

Sec. 2. The number of Directors elected by the voting members together with the number of Directors elected by the Assembly shall be not less than nine nor more than fifty. Except for the filling of interim vacancies as provided in the Bylaws, the number of Directors elected by the voting members shall be not less than sixty percent of the total number of Directors.

Sec. 3. All of the Directors elected by the Assembly shall be of full age and shall be IEEE members of the grades specified in the Bylaws.

Sec. 4. At least one Director shall be a citizen of the United States and a resident of the State of New York.

Sec. 5. There shall be an annual meeting of the Board of Directors which shall be the last regularly scheduled meeting in each fiscal year of the IEEE. This annual meeting may be held elsewhere than in the State of New York.

Sec. 6. Additional meetings and provision for special meetings of the Board of Directors and the manner of giving notice of annual, additional and special meetings shall be specified in the Bylaws.

Sec. 7. The Board of Directors may designate or appoint one or more Committees and Boards, which shall have such powers of the Board of Directors as it may confer upon them from time to time.

ARTICLE X - CORPORATE OFFICERS

Sec. 1. The Corporate Officers of the IEEE shall be the President, the President-Elect, the Vice Presidents as specified in the Bylaws, the Secretary, and the Treasurer. At the discretion of the Assembly, the offices of Treasurer and Secretary may be held concurrently by one person.

Sec. 2. The Bylaws shall specify those Corporate Officers, other than the President, and the President-Elect, to be elected by the Assembly. Those elected by the Assembly, by virtue of such election, shall be Directors-at-large but not Delegates. Other Officers shall be appointed by the Board of Directors and as such will be neither Directors nor Delegates.

Sec. 3. Except for the President-Elect, whose term of office as such shall be for one year and who shall thereafter hold the office of President for the subsequent year and the office of Past President for the year subsequent thereto, the term of office for all Corporate Officers shall be for one year and shall

terminate at the end of the fiscal year of IEEE, or at such later time as their successors are elected and accepted.

Sec. 4. No Corporate Officer or Director shall receive, directly or indirectly, any salary, traveling expenses, compensation, or emolument from the IEEE either as such Officer or Director or in any other capacity, unless authorized by the Bylaws or by the concurring vote of two-thirds of all the Directors present at a regularly constituted meeting.

Sec. 5. No Corporate Officer or Director shall be interested, directly or indirectly, in any contract relating to the operations of the IEEE, nor in any contract for furnishing supplies thereto, unless authorized by the Bylaws or by the concurring vote of two-thirds of the Directors present at a regularly constituted meeting.

ARTICLE XI - VACANCIES

Sec. 1. The existence of a vacancy in the Board of Directors or among the Corporate Officers shall be determined by the Board of Directors or in accordance with the Bylaws.

Sec. 2. Vacancies on the Board of Directors or among the Corporate Officers shall be filled in accordance with the Bylaws.

ARTICLE XII - NOMINATIONS AND ELECTIONS

Sec. 1. The Board of Directors shall submit annually to all voting members a list of nominees for Delegates, the President-Elect, and such other Officers as may be specified in the Bylaws to be elected by the voting members for the coming term. Submission may be by notice in an IEEE publication which goes to all voting members.

Sec. 2. The method of making nominations and the schedule for elections shall be specified in the Bylaws.

Sec. 3. Nominations by petition for the offices named in Section 1 of this Article may be made by letter to the Board of Directors setting forth the name of the proposed candidate and the office for which the candidate is desired to be nominated. The required number of signatures on such petition and the date of receipt shall be specified in the Bylaws.

Sec. 4. The Bylaws shall specify the annual closing date for the list of voting members entitled to vote, and shall specify the date by which the ballots are to be mailed.

Sec. 5. For elective offices of the IEEE other than those named in Section 1 of this Article, methods of nomination and election, including alternate means of nomination by individual voting members, shall be specified in the Bylaws.

ARTICLE XIII - MANAGEMENT

Sec. 1. The President shall be the principal Officer of the IEEE and shall preside at meetings of the Assembly, all meetings of the Board of Directors and at meetings of any other bodies as may be specified in the Bylaws, at which the President may be present. The President shall be an ex-officio member of every committee. The President may visit groups of IEEE members and promote the objectives of the IEEE.

Sec. 2. The President-Elect shall perform such tasks as are delegated by the President or as may be specified in the Bylaws.

Sec. 3. In the absence of the President, the President-Elect shall preside and shall perform such tasks as are delegated by the President or as may be specified in the Bylaws.

Sec. 4. The Secretary, under the direction of the Board of Directors, shall have general supervision of the keeping of records of meetings, activities, membership and any other records required by law, and shall be responsible for arrangements for all meetings of the Board of Directors, the Assembly, and all other principal meetings of the IEEE.

Sec. 5. The Treasurer, under the direction of the Board of Directors, shall have general supervision of the fiscal affairs of the IEEE, and shall be responsible for the keeping of records thereof.

Sec. 6. All funds received by the IEEE shall be deposited in a depository approved by the Board of Directors in an account requiring the signatures of at least two of the Corporate Officers for withdrawal, who shall be bonded. The Board of Directors shall designate those Corporate Officers authorized to execute such withdrawals.

Sec. 7. The number of Directors required to constitute a quorum at meetings of the Board of Directors shall be stated in the Bylaws.

Sec. 8. The number of Delegates required to constitute a quorum at meetings of the Assembly shall be stated in the Bylaws.

Sec. 9. The Chairman of the Board of Directors shall have no vote on the Board unless the votes of the other Directors present are equally divided.

Sec. 10. The Chairman of the Assembly shall have no vote on the Assembly unless the votes of the other Delegates present are equally divided.

Sec. 11. The fiscal year of the IEEE shall be defined in the Bylaws.

ARTICLE XIV - AMENDMENTS

Sec. 1. Amendments to this Constitution shall be made by ballot of the voting members. They may be proposed by the Board of Directors or by petition. A resolution adopted by vote of at least two-thirds of those present at a regularly constituted meeting of the Board of Directors is necessary to place a proposed amendment on the ballot. A petition must be signed by at least one-third percent of the total number of voting members as listed in the official membership records of the IEEE at the end of the previous year, but in no case shall the number be less than one hundred. A copy of such proposed amendment or amendments, if lawful, shall be mailed with a ballot to each voting member at least sixty days before the date designated for counting the ballots. Balloting shall be in accordance with the Bylaws.

Sec. 2. A vote of at least two-thirds of all ballots cast, provided the total number of those voting is not less than ten percent of the total number of voting members, in favor of an amendment is necessary for adoption. Voting members shall be notified as soon as practicable by notice in a publication going to all voting members.

Sec. 3. Amendments to this Constitution shall take effect thirty days after adoption, but if by amendment Officers and Officers-elect are changed in status or the number of Directors is reduced, each Officer and each Director shall continue to serve until the term expires.

BYLAWS
OF
THE INSTITUTE OF ELECTRICAL
AND ELECTRONICS ENGINEERS, INC.

Adopted by the IEEE Board of Directors 8 January 1963, and incorporating subsequent revisions through 11 March 2001.

I-100. MEMBERSHIP

I-101. Grades

1. The grades of IEEE membership are

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

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

I-102. Categories

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

1. Life Members. The designation "Life Member" is applicable only to a member who has attained the age of 65 years and who has been a member of IEEE or one of its predecessor societies for such a 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 31 December 1963 to be a Member-for-Life of AIEE, under the rules of eligibility of AIEE, or to be a Life Member of IRE, under the rules of the IRE, shall be qualified to be a Life Member of IEEE. The Executive Director shall grant Life Membership status to any member who would qualify for Life Membership during the remainder of the transition period prior to 1998 under the previous IEEE Bylaw.
2. Other Categories. The following list provides cross-references to other Bylaws:

General T-402.3
Low Income I-110.10
Retired I-110.6
Unemployed I-110.8

I-103. Affiliates

1. Definition. 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 these Bylaws. (See Bylaws T-402.3 and T-402.4)

I-104. Rights and Privileges

1. Honorary Members. Honorary Members shall be entitled to all rights and privileges of the IEEE except the right to hold office therein.
2. Fellows. Fellows shall be entitled to all rights and privileges of the IEEE.
3. Senior Members. Senior Members shall be entitled to all rights and privileges of the IEEE except the right to serve on the Fellow Committee.
4. Members. Members shall be entitled to all rights and privileges of the IEEE except the right to hold (1) any corporate office, (2) the office of Director, (3) membership on the Admission and Advancement Committee, the Awards Board, or the Fellow Committee.
5. Associates. Associates shall be entitled to attend meetings of IEEE members, to vote only on matters presented to groups of members (such as Societies and Sections), and to be appointed on committees with the right to vote when specifically approved by the Board of Directors or the Executive Committee. (See Bylaw I-312.)
6. Student Members. Student Members shall have the rights and privileges of the Member grade, except the right to vote. Additional rights and privileges or limitations thereof, if any, shall be specified by the Regional Activities Board.
7. Exchange Members. 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.
8. Life Members. 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. Use of Emblem. The emblem of IEEE will be protected by legal registration. The guidelines for the use of the emblem and "IEEE" are set forth under Section 6 of

the IEEE Policy and Procedures Manual, and the emblem and "IEEE" shall be used only in connection with official business of the IEEE.

10. Purchase of Emblem. Emblems to be worn by members are to be purchasable only from IEEE Headquarters.
11. Grade Abbreviations. Assertion of IEEE membership by members for purely personal purposes is authorized, including the right to use the following abbreviations:

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

12. Specified Publications. Every member of the IEEE shall receive those publications of the IEEE specified by the Board of Directors.
13. Members' Personal Use of Subscriptions. Subscriptions purchased by IEEE members at the member price, are intended for members' personal use only.

I-105. Qualifications

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

1. Honorary Members. Honorary Members are elected by the Board of Directors from among those individuals, not members of IEEE, who have rendered meritorious service to mankind in IEEE's designated fields of interest, and whose recognition will bring honor to the Institute. An affirmative vote of two-thirds of the voting members of the Board of Directors is required for election at a regularly constituted meeting. Nominees shall be proposed to the Board of Directors by the Awards Board. The election of an Honorary Member shall be deemed invalid if acceptance is not received within six months from the date of election.
2. Fellow. The grade of Fellow recognizes unusual distinction in the profession and shall be conferred only by invitation of the Board of Directors upon a person with an extraordinary record of accomplishments in any of the IEEE fields of interest. The accomplishments that are being honored should contribute importantly to the advancement of engineering science and technology, bringing the realization of significant value to society. The year of election to the grade of Fellow is the year following affirmative action by the Board of Directors in conferring the grade of

Fellow. The candidate shall hold Senior Member grade at the time the nomination is submitted. Normally, the candidate shall have been a member in any grade for a period of five years or more preceding January 1 of the year of election; however, the five-year membership requirement may be waived for a Fellow candidate who has been engaged in professional practice (as needed to qualify for Senior Member grade) in a geographical area where, in the judgment of the Board of Directors, it was difficult to become a member previously, as evidenced by the absence of a Section previously and the recent formation of a new Section to cover that geographical area. In such case, membership of five years or more in a recognized local electrical, electronics, or computer engineering society may substitute for the five-year IEEE membership requirement, when the nomination is submitted within four years after the formation of the new Section.

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

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

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

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

- (a) An individual engaged in IEEE-designated fields (1) who shall have received a baccalaureate degree or its equivalent in those fields from a "recognized educational program," (see Bylaw I-105.10) or (2) who shall have had at least three years of experience in a position normally requiring the qualification listed under (1), which may be accepted in lieu of the educational requirements at the discretion of the Admission and Advancement Committee.
- (b) A teacher of a subject in an IEEE-designated field who shall have received a baccalaureate degree or its equivalent in those fields from a "recognized educational program," or who has had at least three years of professional teaching experience and shall have participated in planning and conducting courses.
- (c) A person regularly employed in IEEE-designated fields for at least six years who, by experience, has demonstrated competence in work of a professional character.
- (d) An executive who, for at least six years, has had under his/her direction important technical, engineering, or research work in IEEE-designated fields.

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

6. Student.

- (a) A Student Member must carry at least 50% of a normal full-time academic program as a registered undergraduate or graduate student in a regular course of study in IEEE designated fields.
- (b) Student Members, upon graduation with at least a baccalaureate degree or its equivalent from a "recognized educational program," shall be transferred to Member grade.
- (c) Student Members other than those qualifying under subparagraph (b), upon graduation with at least a two-

year degree, shall be transferred to Associate grade.

7. Course Completion Equivalent. Graduation from a course of at least 18 months duration of study in a curriculum related to IEEE fields of interest but in a program not approved as a "recognized educational program" may be accepted as equivalent to one year's professional experience in those fields.
8. Graduate Work Equivalent. Full-time graduate work, or part-time graduate work with teaching or research, in IEEE designated fields, may be accepted as equivalent to professional experience.
9. Time Requirements. 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. Reference list of Educational Programs (REP List). The Educational Activities Board shall be responsible to the Board of Directors for the development of policies and criteria pertaining to the "Reference list of Educational Programs." The term Reference list of Educational Programs refers to programs of a university, university system, or a college (including bona fide junior and community colleges or a technical institute) that meet accreditation standards of the appropriate national, regional, or professional accrediting bodies. Because of the wide variety of educational situations in the Regions outside the United States, those respective Region Committees shall be responsible, working through their Region Directors and the Regional Activities Board, for assisting the Educational Activities Board in the applications of these policies and criteria to insure that there is a fair and proper judgment on the equivalence of seemingly disparate educational programs. Reports on such joint efforts will be reported to the Educational Activities Board and the Regional Activities Board annually. The Reference list of Educational Programs (REP List) is an internal job aid for exclusive use of IEEE staff in determining admission and advancement qualification for membership based on education. As such, the REP List shall not be used for any other purposes without the advance approval of the Executive Director.
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. Statement of Nonprejudice. Admission to membership in IEEE in any grade shall not be affected by the race, religion, nationality or sex of the applicant.

13. Member Obligations. Membership in IEEE in any grade shall carry the obligation to

(a) Abide by the IEEE Constitution, Code of Ethics, Bylaws, and Policies and Procedures; and,

(b) Support the enhancement of IEEE principles, objectives, and activities.

14. Suspended Member Privileges. Members under IEEE suspension shall be regarded as members not in good standing and, for the period of their suspension, denied normal member privileges with the exception of Member insurance benefits.

I-106. Application/Nominations-Requirements

Applications and nominations for admission to IEEE membership, or for advancement to a higher grade of membership, shall be made on forms provided by IEEE and shall embody a record of the applicant's technical education and career. The names of references shall be provided as specified in Bylaw I-106.1 and I-106.2. References shall be requested to complete and submit the confidential form prescribed by IEEE, commenting on the qualifications of the applicant or nominee, as the case may be.

1. Reference Requirements. Applications for membership shall indicate names of references as follows:

For admission or elevation to Senior Member grade--Three Fellows, Senior Members, or Honorary Members.

For admission to Member grade -- none required.

For elevation from Associate to Member Grade -- none required.

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

2. References by Non-members. If an applicant or nominee for admission to Senior Member grade or elevation to Member or Senior Member grade is not known by the number of IEEE members specified in Bylaw I-106.1 who would have sufficient personal knowledge of the applicant's accomplishments to serve as a reference, the IEEE at its discretion may accept other references who are familiar with the applicant's professional work; such references preferably should be engineers and scientists of standing.

I-107. Applications/Nominations-Procedures

1. Regional Activities Board Scope of Action. The Regional Activities Board is authorized to act for the Board of Directors to coordinate, encourage, and support membership development and to administer admissions and grade advancements, all in accordance with policies, rules, and procedures approved by the Board of Directors and excepting matters pertaining to the Honorary Member and Fellow grades. Questions of interpretation, waivers of requirements, and issues involving two or more major organizational units shall be referred to the Executive Committee for adjudication, or review and recommendation to the Board of Directors for their final approval.

2. Submission of Application/Nomination. An application or nomination for admission or elevation may be submitted (1) by a candidate, or (2) on behalf of a candidate by a sponsor, such as an IEEE member or an IEEE organizational unit (such as a Chapter, Section, or Society).

(a) When an application or nomination is submitted for admission to Associate or Member grade, the candidate shall be notified of the action by or on behalf of the Admission and Advancement Committee.

(b) When the application or nomination for admission or elevation to Senior Member grade, or elevation to Member grade is submitted by a sponsor, the sponsor shall be notified of the action by or on behalf of the Admission & Advancement Committee and, if the action is affirmative, the candidate also shall be notified.

Elections shall become effective on the date of action by the Admission and Advancement Committee unless payment of dues or fees is required (see Bylaw I-108.1), in which case the date of receipt of response from the candidate shall be the effective date.

The requirement for an application, with references, shall be waived for the orderly progression from Student to Associate or Member grade. (See Bylaw I-110.4.)

3. Senior Member grade is the highest grade for which application may be made for admission or advancement. Elections to Fellow and Honorary Member grades are by the Board of Directors, following nomination and review procedures given in Bylaws I-307.1 and I-308.2, respectively.

4. Admission and Advancement Committee. Applications for admission or advancement in grade shall be referred to the Admission and Advancement Committee. Procedures for elections shall be established by the Admission and Advancement Committee. The Admission and Advancement Committee may delegate to the Executive Director, or the Executive Director'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 I-105 have been fulfilled. When so authorized, the Executive Director shall render regular reports to the Admission and Advancement Committee of the elections and transfers so processed. (See also Bylaw I-106.)

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

6. Appeal Committee. A candidate whose application for admission or grade advancement is denied by the Admission and Advancement Committee may appeal the decision through an Admission and Advancement Appeal Committee. Notification of the appeal and its rationale are to be sent to the Vice President-Regional Activities, with a copy to the RAB Staff Secretary.

The Appeal Committee will be comprised of the Vice President-Regional Activities, the Vice President-Technical Activities, and the Vice President-Educational Activities.

I-108. Fees and Dues Proration

1. New Applicants Schedule. An applicant for IEEE membership shall pay annual dues, and any assessments, with the application submitted. Sponsors of membership applications are encouraged to make such payments when practical to avoid a delay in effective membership as defined in Bylaw I-107.2. Should an application fail, the sum remitted with the application shall be refunded in full. Payments of annual dues, assessments if any, plus dues for any Society memberships and fees for subscriptions selected by the applicant, except for the Student grade and those categories of membership eligible for other special considerations, may be made in two equal installments if for the full year; the first installment is due with the application and the second in accordance with Bylaw I-111.1. For new memberships and subscriptions, all applicable dues, assessments and fees shall apply as follows:

If payment is received in the period 16 August to 31 December, inclusive, membership shall continue until 31 December of the following year.

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

If payment is received in the period 1 March to 15 August, inclusive, the dues and assessment, if any, payable shall be one-half of the annual dues and assessment, if any, and membership shall continue until 31 December of the current year.

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

The dues and fees payable by an Exchange Member shall be the same as those paid by members of the IEEE. The Membership Development Committee shall maintain a list of all outside societies with which an Exchange Membership agreement has been negotiated. Such negotiations may be initiated by any member of the Board of Directors but only after first coordinating the proposed action with the Executive Committee.

I-109. Organizational Units

1. Definition. An IEEE organizational unit is a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law.

2. Hierarchy. Each IEEE organizational unit shall be an integral part of the IEEE and not a separate organization.

3. Membership. Membership in an organizational unit may be automatic, that is, by virtue of being an IEEE member, or it may be by member choice.

4. Requirement. Membership in an organizational unit may require dues, assessments, or other forms of payment.

5. Structure. An organizational unit may contain other organizational units. (See Bylaw I-304.2 for a definition of major IEEE organizational units.)

I-110. Dues, Assessments, and Fees

1. Definitions. Institute Dues are the basic (core) costs for membership in the IEEE and must be paid by all members. They can only be levied or changed by the Board of Directors.

Organizational unit Dues are "member choice" payments for membership in an organizational unit to which it is not mandatory for an IEEE member to belong.

Assessments are payments required of members by virtue of their automatic membership in an organizational unit.

Fees are "member choice" payments for products and services offered to the membership on an optional basis (e.g., subscriptions to periodicals.)

Institute Dues and Assessments shall be specified elsewhere in these Bylaws.

2. Assessments and Changes Thereto. Assessments shall be capped at their 1996 levels.

Assessments that apply to all IEEE members shall be approved by a two-thirds majority of the Board of Directors.

Changes in assessments for ABET, AAES, and UET shall be approved by a two-thirds majority of the Board of Directors.

Changes in assessments other than those named above, and that apply to a specific organizational unit, and not to all IEEE members, shall be brought to the Board of Directors for consideration. The Board of Directors may either approve the change by a two-thirds majority vote or require, by a majority vote, that all IEEE voting members of the organizational unit be given the opportunity to express their opinion. If their opinion is required, all eligible members of the organizational unit shall be sent written notice and ballots at least 30 days in advance of the close of balloting. If a majority of those members voting on the issue are in favor of the new assessment, the change may be brought back to the Board of Directors and approved by a two-thirds majority vote.

3. Payments. Any "member choice" payments shall be handled in accordance with the bylaws of the organizational unit receiving them. Other payments, except as noted in other paragraphs of these Bylaws, shall be set by the Board of Directors.

4. Annual Dues and Assessments: The Institute dues for all grades other than Student, except as noted in other paragraphs of this Bylaw, shall be eighty-six dollars (\$86.00), with an additional Regional Assessment of twenty-seven dollars (\$27.00) for members residing in Regions 1-6 and in the United States, two dollars and fifty-cents (\$2.50) of which shall be reserved for IEEE United States Activities Board (IEEE-USA) to support AAES dues and associated operating expenses, and one dollar (\$1.00) of which shall be reserved for the Educational Activities Board (EAB) to support ABET dues, a one dollar (\$1.00) assessment for members residing in Region 4, and a two dollar (\$2.00) assessment for members residing in Region 5, fifteen dollars (\$15.00) for members residing in Region 7, eleven dollars (\$11.00) for members residing in Region 8, and four dollars (\$4.00) for members

in Region 9. The Regional assessment for members residing in Region 10 shall be five dollars (\$5.00). The Institute dues for Student Grade shall be nineteen dollars (\$19.00) per year for Students in Regions 1-7 and fourteen dollars (\$14.00) for Students in Regions 8-10.

Student Members in good standing transferring to any other grade upon graduation from the first degree that would make them eligible for such a grade, shall pay graduated dues, assessments, and Society dues over the five consecutive years following graduation as follows, provided membership is maintained without loss of continuity during these years:

First Year	35%
Second Year	50%
Third Year	65%
Fourth Year	80%
Fifth Year	100%

Student Members continuing their education beyond this first degree will phase into the graduated schedule above on a prorated basis from the date of this first degree.

An IEEE Student Member may join as many of the IEEE Societies as serve the Student's interests and may subscribe to Society periodical options available to higher grade Society members. The Student membership dues and optional periodical prices shall be established annually by the individual Societies/Councils/Committees. If no specific rates are provided, Student Society dues will not exceed 50% of Member dues and Student subscription rates for optional periodicals will not exceed 75% of Member rates. Individual dues will be rounded up to the next whole dollar.

5. Life Members-Dues Waived. Dues and assessments, if any, shall be waived on 1 January of the year following attainment of Life Member status as defined in Bylaw I-102.1. In determining the required years of membership, the following rules shall apply:

- Only years in which membership dues were paid shall be counted.
- Student membership years shall be counted.
- Years need not be consecutive.
- Years in which membership dues were paid to AIEE or IRE shall be counted.
- 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 or IEEE-SA membership, immediately prior to attaining Life Membership, or completes such five-

year membership while a Life Member, may continue a Life Membership in such Society or IEEE-SA, respectively, without dues payment. Life Membership in a Society or IEEE-SA entitles the member to receive, free of charge, the services and publication(s) provided for the basic Society dues or IEEE-SA dues, on the condition that the Life Member confirms each year that such services/publication(s) are still desired.

6. Retired Members-Dues Reduced. A retired member, not gainfully employed and not qualifying for Life Member status, on attaining the age of 62 years may apply for a 50% reduction in dues and assessments. 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.

7. Exceptional Circumstances-Dues Waived. 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 shall apply to Society dues, and the continuity of membership during the waiver period shall apply to the Society memberships held at the beginning of that period.

8. Unemployed Members-Dues Reduced. A 50% reduction in membership dues, Society dues, other subscriptions and assessments shall be granted to a member or applicant who informs the IEEE Headquarters office that he/she: (1) has become involuntarily unemployed and is seeking reemployment, or (2) has become voluntarily unemployed for reasons of raising children. A statement of continued unemployment shall be provided with each annual dues payment. In the case of voluntary unemployment, the provisions of this Bylaw shall not exceed four years. The reduced payments may not be made in installments.

9. Advance Payment. Any member above Student grade may elect to pay Institute dues, assessments, and Society dues in advance at the annual rate in effect at the time of payment. 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 I-102.1. No refund will be made of dues or fees paid in advance.

10. Minimum Income-Reduced Dues. A 50% reduction in all applicable IEEE dues and assessments is granted to a member or to

an applicant for membership above the grade of Student, 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. Minimum income special consideration is not applicable in combination with any other special dues program.

The minimum income level shall be 100 times the amount of the basic IEEE dues. Such payment may not be made in installments. A member who qualifies under this Bylaw may join one Society upon payment of one-half the established dues for that Society and may also subscribe to those periodical subscriptions offered through that society at one-half of the regular rates.

Additional memberships in other Societies and periodical subscriptions shall be at the regular rates. For 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.

11. Honorary Members-Dues Waived. The IEEE membership dues and assessments, if any, shall be waived for those elected to IEEE Honorary Membership.
12. Permanently Disabled Member-Dues Waived. The IEEE membership dues and assessments, if any, shall be waived for those members who become permanently disabled. "Permanent disability" shall mean a medically determinable physical or mental impairment which (i) renders the individual incapable of performing any substantial gainful employment, (ii) can be expected to be of long-continued and indefinite duration or result in death, and (iii) is evidenced by a certification to this effect by a doctor of medicine approved by the Executive Director. The Executive Director shall determine the date on which the permanent disability shall have occurred if such determination is necessary.

I-111. Billing, Termination, and Reinstatement

1. Annual Dues Period-Billing Cycle. The annual dues period is the calendar year. A billing covering dues, assessments, if any, and 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 1 January and 1 July. 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.

2. Nonpayment/Arrears. After prior notification, if the bill for annual dues and assessments, if any, shall not have been paid on or before the time specified in Bylaw I-111.1, it shall be the duty of the Executive Director 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 assessment, if any, remain unpaid on 31 December 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 assessments, if any. The suspended membership privileges shall be restored upon receipt of such payment if received prior to 31 December of the then-current year.
3. Membership Resumption. Membership so terminated may be resumed, with no loss of continuity, upon payment of all dues and assessments, if any, in arrears. Membership may be resumed after a lapse, without continuity of membership, upon payment of current dues and assessments, if any.
4. Periodicals Resumption. On resuming membership and paying dues and assessments, 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. Subscription Termination. 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. Mailing of Bills. 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.

I-112. Resignation

1. Written Notice. A member in good standing may resign by submitting a written resignation to the IEEE Secretary.
2. Approval to Resume Membership. Subject to the approval of the Admission and Advancement Committee, a resigned member may resume membership upon payment of the current dues, assessments, and fees, as appropriate. Continuity of membership(s)

may be obtained by payment of the dues and any assessments or fees pertaining to the lapsed years.

I-113. Member Discipline and Support

1. Cause for Expulsion, Suspension, or Censure. A member of the IEEE may be expelled, suspended, or censured for cause. Cause shall mean conduct that is determined to constitute a material violation of the Constitution, Bylaws, or Code of Ethics of IEEE, or other conduct that 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 I-113.2 instituted proceedings against such member.

2. Member Conduct Committee. The Board of Directors shall appoint a committee, to be known as the Member Conduct Committee, composed of six members of the IEEE who are not members of the Board of Directors nor employees of the IEEE. The Member Conduct Committee shall have broad experience in IEEE activities and shall be appointed annually by the Board of Directors. The Chair shall be appointed by the Board of Directors from the committee membership for a one-year term and shall serve no more than two terms in this position. The tenure on this committee shall consist of no more than five years total membership including, if applicable, the term of office of Chair. In addition, the committee shall have at least one member who obtained his or her first collegiate degree within the last ten years at the time of appointment and who holds IEEE membership at the Member, Senior Member, or Fellow grade. The Member Conduct Committee shall consider instituting proceedings looking toward the expulsion, suspension, or censure of a member upon receipt of a complaint in the form of an affidavit, notarized, and

signed by any member in good standing of the IEEE, which sets forth with reasonable specificity the alleged conduct of the accused member that 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 Member Conduct Committee. Such proceedings shall be instituted if the Member Conduct 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 Member Conduct Committee may act in its own behalf or through ad hoc committees appointed by and under the direction of the Chair 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 Bylaw I-113.3, if so requested by the accused member or the Member Conduct Committee.

Neither the Member Conduct Committee nor any of its members shall solicit or otherwise invite complaints.

3. Hearing Panel. The Board of Directors shall appoint at least 20 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 Member Conduct 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 Member Conduct 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 Member Conduct 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 in Bylaw I-113.1, 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 in Bylaw I-113.1, the Board of Directors shall review the findings and determinations or recommendations made by the hearing board. The complaint, all evidence submitted to the hearing board, and the written findings and determinations or recommendations of the hearing board shall be made available to the Board of Directors. The final action of the Board of Directors shall be by recorded ballot at a meeting of the Board of Directors. If the complaint was signed by a Director, such Director shall not be eligible to vote. The Board of Directors shall notify the member of the decision taken and, if the member is expelled, shall drop the member's name from the rolls of the IEEE.

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

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

Subject to the vote requirements set forth in the preceding sentences, the determination of whether to expel, suspend, or censure an accused member shall be made by the hearing board or the Board of Directors, as the case may be, on the basis of the severity of the wrongful conduct of the accused member, the extent to which IEEE's interests were prejudiced as a result of such conduct, and other factors that 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. Requests for Support. The IEEE may offer support to engineers and scientists involved in matters of ethical principle that stem in whole or in part from adherence to the principles embodied in the IEEE Code of Ethics, and that can jeopardize a person's livelihood, can compromise the discharge of the person's professional responsibilities, or that 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 Bylaw I-113.2. IEEE support of persons requesting intervention or amicus curiae participation in legal proceedings shall be limited to issues of ethical principle.

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

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

5. Misrepresentation. 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. Member Indemnification. 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 Bylaw I-113.1 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 Board of Directors to have been taken in bad faith or in a manner otherwise inconsistent with the provisions of this Bylaw.

I-114. Removal or Suspension of Delegates, Directors, and Officers

1. Vote to Remove Delegate/Director-Officer. A Delegate/Director-Officer elected by the voting members of IEEE may be removed, with or without cause, by vote

of the voting members of IEEE, as follows:

- (a) Within thirty days following either (i) the affirmative vote of two-thirds of the members of the Board of Directors who vote on a motion to remove such Delegate/Director-Officer, or (ii) the receipt by IEEE Headquarters of a petition signed by at least 10% of the total number of voting members of IEEE moving for the removal of such Delegate/Director-Officer, a ballot on such motion shall be submitted to the voting members of IEEE.
 - (b) If a majority of the ballots cast for or against such motion are to remove such Delegate/Director-Officer, such Delegate/Director-Officer shall be removed from such positions.
2. Vote to Remove Delegate/Director-Officer of an Organizational Unit. A Delegate/Director Officer elected by the voting members of an IEEE organizational unit may be removed from office, with or without cause, by a vote of the voting members of the IEEE organizational unit who elected that person, as follows:
 - (a) Within thirty days following either (i) the affirmative vote of two-thirds of the members of the Board of Directors who vote on a motion to remove such Delegate/Director, or (ii) the receipt by IEEE Headquarters of a petition signed by at least 10% of the total number of voting members in such an organizational unit moving for the removal of such Delegate/Director, a ballot on such motion shall be submitted to the voting members of such an organizational unit.
 - (b) If a majority of the ballots cast for or against such motion are to remove such Delegate/Director, such Delegate/Director shall be removed from such positions.
 - (c) Bylaws specific to each IEEE organizational unit may define any further procedures beyond this Bylaw I-114.2.
3. Recall Election Procedures. Written ballots will be valid only when received in an envelope marked "Ballot" and when the voting member's signature is furnished in accordance with the instructions accompanying the ballot. Only ballots arriving in IEEE Headquarters, or received by an organization delegated by the Executive Committee, before twelve o'clock noon on the first working day following the sixtieth day after the ballots were mailed (the "final recall election ballot receipt date") shall be valid. Ballots

shall be checked, opened, and validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the fifth working day following the final recall election ballot receipt date. As provided in Bylaw I-308.8, the Tellers Committee shall announce the result of the tally of the votes no later than the eighth working day following the final recall election ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee, a copy of which shall be sent to the person who is the subject of the recall election. Subject to Bylaw I-308.13, the removal of such person shall be effective 15 days after the date of such report.

4. Vote to Remove Assembly-Elected Director. A Director or Director-Officer elected by the Assembly may be removed from the position as Director or Director-Officer, with or without cause, by affirmative vote of two-thirds of the members of the Assembly who vote on a motion to remove such Director or Director-Officer, such removal to be effective at the time specified in such motion.

5. Suspension by the Board of Directors. An Officer elected by the Assembly or the voting members may not be removed from the position as an Officer by the Board of Directors, but his/her authority to act as an Officer may be suspended by the Board of Directors for cause, as follows:

- (a) Cause shall mean conduct that is determined to constitute a material violation of the Constitution, Bylaws, or Code of Ethics of IEEE, or other conduct that is seriously prejudicial to IEEE.
- (b) Upon receipt by the members of the Board of Directors of a complaint in the form of an affidavit, notarized and signed by at least three members of the Board of Directors, which sets forth with reasonable specificity the alleged conduct of an Officer occurring during the term as Officer that is alleged to constitute cause for the suspension of such Officer's authority to act as an Officer, such complaint shall be promptly transmitted to the Member Conduct Committee. In the discretion of the Board of Directors, the authority of the accused Officer to act as an Officer may be temporarily suspended pending further proceedings, but only if the Board of Directors concludes, by affirmative vote of two-thirds of its members who vote on the question, that the alleged misconduct, if proven, is so seriously prejudicial to IEEE that such temporary suspension pending further proceedings is necessary in the best interests of IEEE. The members of

the Board of Directors who signed the complaint shall not vote on the question.

(c) The Member Conduct Committee shall institute proceedings looking towards the suspension of such Officer's authority to act as an Officer if the Member Conduct 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 such suspension, and (2) that the facts alleged in the complaint can be proven. In making such preliminary investigation, the Member Conduct Committee may act in its own behalf or through ad hoc committees appointed by and under the direction of the Chair of the Member Conduct Committee. The Member Conduct Committee shall not be required to initiate an investigation unless the persons submitting a complaint agree in writing to attend any hearing instituted pursuant to subdivision (d) of this Bylaw I-114.3, if so requested by the accused Officer or the Member Conduct Committee.

(d) Any proceedings instituted by the Member Conduct Committee shall be heard by a hearing board selected in the manner provided in Bylaw I-113.3. Upon instituting any such proceeding, the Member Conduct Committee shall furnish the accused Officer with a copy of the complaint; shall give notice to such Officer of the time and place scheduled for hearing the complaint; and shall invite the Officer to present at such time a defense either in person, in writing, or by an authorized representative. The Member Conduct Committee, or its authorized representative, shall present the case against the accused Officer at the hearing. The hearing board shall base its decision only on testimony and other evidence presented at the hearing. The accused Officer or the Officer'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 Officer's conduct constitutes cause shall require an affirmative vote of a majority of the hearing board. All findings by the hearing board shall be in writing.

(e) If the hearing board finds that the accused Officer's conduct constitutes cause, the Board of Directors shall review the findings made by the hearing board. The complaint, all evidence submitted to the hearing

board, and the written findings of the hearing board shall be made available to the Board of Directors. An affirmative vote by a majority of the members of the Board of Directors who vote on the question shall be required to affirm the hearing board's finding that the accused Officer's conduct constitutes cause. If such a finding is affirmed, a separate affirmative vote by two-thirds of the members of the Board of Directors who vote on the question shall be required to determine the period of time during which the Officer's authority to act as an Officer shall be suspended. The members of the Board of Directors who signed the complaint shall not vote on either of the foregoing questions.

6. Suspension of an Officer. An Officer's authority to act in any official capacity shall automatically be suspended for any period during which his/her authority to act as an Officer is suspended as provided in Bylaw I-114.5.

7. Vote to Remove Member of an IEEE Standing Board or Committee. A member of an IEEE Standing Board or Committee may be removed as a member of that Board or Committee, with or without cause, by affirmative vote of two-thirds of the members of the appointing body who vote on a motion to remove such Board or Committee member, such removal to be effective at the time specified in such motion.

8. Vote to Remove IEEE Representatives. An IEEE Representative appointed to an outside organization by the Board of Directors, Executive Committee, or major board may be removed from the position as an IEEE Representative, with or without cause, by affirmative vote of two-thirds of the members of the appointing body who vote on a motion to remove such IEEE Representative, such removal to be effective at the time specified in such motion.

I-200. THE ASSEMBLY

I-201. How Constituted

1. Officers Elected by Voting Members. The Assembly shall consist of 23 delegates, who shall be the President, the President-Elect, the Past President, the ten Region Delegates, and the ten Division Delegates.

2. Term of Division Delegates. The terms of the Delegates from even-numbered Divisions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Divisions shall begin in even-numbered years. A Delegate elected by a Division shall be a member of and maintain membership in at least one of the Societies within that Division and shall have a term of office of two years. In the case of Delegate-Elect, the term of office may be for one or two years and shall be consistent with the provisions of the Bylaws dealing with Nominations and Elections. A vacancy shall occur in the office of Division Delegate at such time as the incumbent ceases to maintain membership in at least one Society in the Division that elected such Delegate. Such vacancy shall be filled in accordance with Bylaw I-301.13.

3. Term of Region Delegates. The Delegates elected by Regions shall be members of and reside in the Regions electing them and shall have terms of office of two years. In the case of Delegate-Elect, the term of office may be for one or two years and shall be consistent with the provisions of the Bylaws dealing with Nominations and Elections. The terms of the Delegates from even-numbered Regions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Regions shall begin in even-numbered years. A vacancy shall occur in the office of Region Delegate at such time as the incumbent ceases to reside in the Region that elected that Delegate. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.13.

4. Terms of Directors. As stated in the Constitution, all Delegates shall be elected Directors by virtue of their election as Delegates, and shall serve terms as Directors concurrent with their terms as Delegates. All Delegates-Elect shall be elected as Directors-Elect by virtue of their election as Delegates-Elect, and shall serve the same terms as Directors-Elect concurrent with their terms as Delegates-Elect.

5. Grade. All Delegates shall be of Fellow or Senior Member grade.

6. President. The presiding officer of the Assembly, as provided by the Constitution, shall be the President.

7. Executive Director. The Executive Director shall serve as Staff Secretary for the Assembly and provide the recordkeeping and secretarial functions. In the absence of the Executive Director, the President shall perform the above functions or may delegate these tasks to another person.

I-202. Meetings

1. Notice of Special Meeting. 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 20 days before the date set for the special meeting. The place of such special meeting may be only at IEEE Headquarters unless otherwise authorized by a majority vote of all Delegates, such vote to be secured by or transmitted to the Secretary.

A special meeting of the Assembly to fill a vacancy occurring among the Corporate Officers, as specified in Bylaw I-301.13, must be called within 90 days following existence of such a vacancy. If a Region or Division fails to fill a vacancy in the office of Region/Division Delegate within six months following notice of such vacancy, a special meeting of the Assembly shall be called within 90 days thereafter to fill such vacancy.

2. Action of the Assembly. Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-for-Profit Corporation Law of the State of New York, a majority of the votes cast at a meeting of the Assembly by the members entitled to vote shall be the act of the Assembly.

3. Quorum. A majority of the voting members of the Assembly shall constitute a quorum.

4. Notice of Meetings. Any notice of meetings or other official business required by the Constitution or these Bylaws to be mailed to Delegates shall be sent by such routings as shall ensure prompt delivery.

5. Waiver of Meeting Notice. A meeting of the Assembly may be held without notice if waivers of notice signed by all of the Delegates are filed with the Secretary,

with notation thereof entered in the minutes of the meeting.

6. Financial Statements Received. Any provision of these Bylaws to the contrary notwithstanding, the Assembly shall meet specially each year during or immediately following the first meeting of the Board of Directors at which are available certified financial statements for the preceding calendar year. At such a special meeting, the Assembly shall receive the report required by Section 519(a) of the Not-for-Profit Corporation Law, or any successor provision similar thereto. Notice of such meeting shall be mailed to each Delegate at least 20 days in advance thereof and in accordance with Bylaw I-202.4. Such notice may be waived by the unanimous vote of the Assembly.

7. Reimbursement of Expenses. 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.

I-203. Functions

1. Duties. The Assembly shall elect the following three Corporate Officers for terms of one year, who shall also thereby be elected Directors: the Vice President-Educational Activities (who shall serve as Chair of the Educational Activities Board), the Vice President-Publications, Products, and Services (who shall serve as Chair of the Publications, Products, and Services Board) and the Secretary-Treasurer. In such years as the Assembly elects separate individuals to the offices of Secretary and Treasurer, the number of Directors to be elected by the Assembly shall be increased by one.

The Assembly shall take appropriate action to fill vacancies on the Board of Directors as specified in Bylaw I-301.13.

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

3. Elections. The procedures listed below will govern election of Corporate Officers elected by the Assembly.

1. Neither (i) a candidate nominated for an Assembly elected position nor (ii)

a person who has been elected to serve for the same year as IEEE-SA President, IEEE-USA President, Vice President-Regional Activities or Vice President-Technical Activities can be considered for another Assembly elected position.

2. No nominations from the floor shall be permitted during the Assembly meeting at which elections governed by IEEE Bylaw I-203.1 are held.

3. Candidates, in addition to those on the Nominations and Appointments Committee slate, may be nominated no later than ten days prior to the Assembly meeting, if the signatures of five Assembly members accompany the nomination. Biographies and position statements for such candidates shall accompany the nomination. Nominations may be submitted by e-mail, fax, or written document to a designee specified by the Assembly Chair who will promptly inform the Assembly of nominees qualifying under this provision.

4. The Assembly Chair may appoint a Parliamentarian.

5. The Assembly Chair shall appoint no fewer than two nor more than three Tellers of Election.

6. The order of election of the various offices will be determined by a random drawing conducted at the Assembly meeting.

7. Assembly elections shall be conducted by secret ballot. The Chair will participate in all secret balloting. The Chair will announce the outcome of votes without divulging tallies.

8. A simple majority vote of those Assembly members voting is required to elect. When there are three or more candidates for an office, approval voting shall be used. Provided that a simple majority of the ballots cast is obtained, the candidate receiving the most votes shall be elected. Should no candidate receive a majority of the ballots cast, the two candidates with the most votes will be retained on the slate and a subsequent vote shall be taken. If the top two candidates cannot be determined because three or more candidates are tied for first place, an approval vote shall be taken to determine which two candidates remain on the slate. Similarly, if two or more candidates are tied for second place, an approval vote shall be taken to determine which candidate remains on the slate.

I-300. MANAGEMENT

I-300. Indemnification

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

2. Indemnification. IEEE shall indemnify each person (other than a Director or Officer, whose rights to indemnification are set forth in Bylaw I-301.12) who serves as a duly authorized voluntary member or employee of a duly authorized IEEE activity against reasonable expenses, including without limitation attorney's fees and judgments, actually incurred by such person in connection with the defense of any action, suit, or proceeding to which such person is made or threatened to be made a party by virtue of such service; provided (i) that such service is found by the Executive Committee to have been duly authorized and is not found by the Executive Committee to have been taken in bad faith or in a manner inconsistent with the purposes or objectives of the IEEE as expressed in Bylaws, Statements of Policy and Procedure, or resolutions duly adopted by the Board of Directors or Executive Committee or in policies and procedures duly adopted by an IEEE body which are applicable to the activity at issue, and (ii) that such indemnification is not prohibited by law. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled.

I-301. Board of Directors

1. How Constituted. The Board of Directors shall comprise the three Directors elected by the Assembly (the Vice President-Educational Activities, the

Vice President-Publications, Products, and Services, and the Secretary-Treasurer), the Vice President-Regional Activities, elected by the RAB Assembly, and the 26 Directors elected by the IEEE voting members (the President, the President-Elect, the Past President, the IEEE-USA President, the IEEE-SA President, the Vice President-Technical Activities, the ten Division Directors, and the ten Region Directors). In such years as the Assembly shall elect separate individuals to the offices of Secretary and Treasurer, the number of members of the Board of Directors shall be increased by one.

All Directors shall be of Fellow or Senior Member grade.

2. Directors-at-Large. The Directors elected by the Assembly, the IEEE-SA President, and the IEEE-USA President shall have Director-at-Large status. In addition, in accordance with Article VII, Section 1 of the IEEE Constitution, the President, Past President, and President-Elect of the IEEE are Directors-at-Large.

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 distributed at the same time that notices are mailed for the annual meeting of the Assembly.

4. Approval of Meeting Schedule. The total number of regular meetings during the year normally shall be three. Meeting dates shall be approved by the Board of Directors five years in advance. Locations for approved meetings shall be according to the criteria set forth in IEEE Policy and Procedures. Once scheduled, a meeting date or location may be altered or canceled only for sufficient cause by majority vote at a regularly constituted meeting of the Board of Directors or by consent of a majority of all Directors secured by or transmitted to the IEEE Secretary, not less than 20 days before the original date or the new date set for the meeting, whichever is 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 of said scheduled meeting, whichever is the earlier.

5. Notice of Special Meetings. Special meetings of the Board of Directors may be

- called by the President or by any five Directors on notice to all other Directors. Notice of such special meetings, giving the time and place of meeting, the purpose of the meeting, and the names of the Directors calling the meeting, shall be mailed to all Directors not less than 20 days before the date set for the special meeting. The place of such special meeting may be only at IEEE Headquarters unless otherwise authorized by a majority vote of all Directors, such vote to be secured by or transmitted to the IEEE Secretary.
6. Waiver of Meeting Notice. A meeting of the Board of Directors may be held without notice if waivers of notice signed by all of the Directors are filed with the IEEE Secretary, with notation thereof entered in the minutes of the meeting.
7. Action of the Board of Directors.
- (1) Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-For-Profit Corporation Law of the State of New York, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors.
 - (2) 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.
 - (3) Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-For-Profit Corporation Law of the State of New York, any action required or permitted to be taken by the Board of Directors or any Committee thereof may be taken without a meeting if all members of the Board or Committee vote unanimously on the action, with the vote to be confirmed promptly in writing. The written confirmation shall be filed with the minutes of the proceedings of the Board or Committee.
8. Notices of Meetings. Notices of meetings and any other documents required to be sent to Directors pursuant to provisions of the Constitution and these Bylaws shall be sent by such routings as shall ensure prompt delivery.
9. Minutes of Meetings. Minutes of all meetings of the Board of Directors shall be distributed to all Directors. In the

- absence of extenuating circumstances, minutes of all meetings of the Board of Directors shall be distributed within 45 days of the meeting.
10. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum.
11. Parliamentary Procedures. Robert's Rules of Order (latest revision) shall be used to conduct business at meetings of the IEEE Board of Directors, Executive Committee, Major Boards, Standing Committees and other organizational units of the IEEE unless other rules of procedure are specified in the New York Not-For-Profit Corporation Law, the IEEE Certificate of Incorporation, the IEEE Constitution, these Bylaws, the IEEE Policy and Procedures Manual, resolutions of the IEEE Board of Directors, or the applicable governing documents of those organizational units provided such organizational documents are not in conflict with any of the foregoing.
12. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for Directors for the purpose of attending meetings of the Board of Directors and for Directors-Elect when invited to attend a meeting of the Board of Directors as observers. Similar reimbursement is authorized for members of the Executive Committee for the purpose of attending meetings of the Executive Committee, and for Directors attending meetings at which Directors perform duties assigned to their offices.
13. Indemnification. In consideration of their serving as Directors or Officers, to the extent permitted by law, 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 taken 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.
14. Vacancies.
- (1) The incumbent President-Elect shall assume the duties of the President should the Presidential office become vacated, thereby vacating the office of President-Elect. Having served the remainder of the Presidential

term, and the term to which he/she had been elected, the President shall serve as Past President. The Past President who is in office when the vacancy in the office of the President occurs shall serve one additional year.

- (2) The next most recently retired Past President available to serve shall fill a vacancy occurring in the office of Past President.
- (3) Should a vacancy occur in the office of the President-Elect or the President-Elect-Elect, the Assembly shall fill the vacancy. The individual assuming the office of President-Elect shall complete the remainder of the three-year term in the consecutive positions of President-Elect, President, and Past President.
- (4) In the event that a candidate for President-Elect becomes incapacitated and subsequently wins the election, the vacancy shall be filled by the Assembly.
- (5) An individual elected to fill an unexpired term of a Corporate office that normally is filled by a Delegate-at-Large does not become a Delegate-at-Large unless already a Delegate-at-Large or unless confirmed as such at the next general election.
- (6) The incumbent Region or Division Delegate-Elect/Director-Elect shall assume the duties of the respective Region or Division Delegate/Director should that office become vacated, thereby vacating the office of Region or Division Delegate-Elect/Director-Elect. The person assuming such vacated office of Region or Division Delegate-Elect/Director-Elect shall complete the remainder of the term of the office that was vacated, followed by the term to which that person was elected to be Region or Division Delegate/Director.
- (7) The Assembly shall fill other vacancies occurring in the Board of Directors or among the Corporate Officers for a period not to exceed the unexpired term of the office becoming vacant, provided that, if a vacancy shall occur in the office of a Region or Division Director, for which there is no provision in these Bylaws for a Delegate-Elect/Director-Elect who shall automatically assume the office of Delegate/Director, then the Region or Division that elected such Director shall have the right to elect a Director to serve the remainder of such term. If such Region or Division shall fail to

elect a Director within six months after notice of such vacancy, the vacancy may be filled by the Assembly even if, by reason of such election, the number of Directors elected by the voting members shall be less than 60% of the total number of Directors, provided, however, that any such Director elected by the Assembly, as opposed to the voting member, shall not be a Delegate.

- (8) Bylaws pertaining to IEEE organizational units shall specify detailed methods by which vacancies in the offices of Director or Director-Elect shall be filled. A Director-Elect may fill the unexpired term without a further election. Vacancies in the office of Director-Elect shall be filled by a membership election. In the event that an organizational unit fails to elect a Director-Elect or fill the Director vacancy within six months, the vacancy shall be filled by the Assembly.
- (9) For any circumstances that have not been foreseen in these Bylaw provisions, the Assembly shall fill such a vacancy.

I-302. Executive Committee

1. How Constituted. The Executive Committee shall comprise the President, the President-Elect, the Past President, the two Vice Presidents elected by the Assembly, the IEEE-SA President, the IEEE-USA President, the Vice President-Regional Activities, the Vice President-Technical Activities, the Divisional Director of the Computer Society who is in the second year of his/her term, and the Secretary-Treasurer. In such years as the Assembly shall elect separate individuals to the offices of Secretary and Treasurer, the number of members of the Executive Committee shall be increased by one. The President shall be Chair, and the IEEE Secretary shall be Secretary thereof.

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

2. Action of the Executive Committee. Unless otherwise provided in the Not-For-Profit Corporation Law of the State of New York, the proportion of votes of the members of the Executive Committee that shall be necessary for transaction of any item of business shall be the same as the proportion applicable to the Board of Directors for the same item of business.
3. Meetings. Meeting dates shall be approved by the Executive Committee five

years in advance. Once scheduled, a meeting date or location may be altered or canceled only for sufficient cause by majority vote at a regularly constituted meeting of the Executive Committee, or by consent of a majority secured by or transmitted to the Secretary not less than 20 days before the original date or the new date set for the meeting, whichever is earlier. Notice of such approved change shall be mailed to all members of the Executive Committee not less than ten days before the original or the new date of said scheduled meeting, whichever is earlier. Locations for approved meetings shall be according to the criteria set forth in IEEE Policy and Procedures. In addition, the Executive Committee may also meet and act upon the vote of its members by teleconference, under the conditions described in Bylaw I-301.7. Minutes of the meetings of the Executive Committee shall be mailed to all Directors.

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

5. 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 that the Board has, by resolution, expressly reserved to itself. All such powers and duties of the Board of Directors that the Executive Committee is authorized to exercise pursuant to this Bylaw, and all other powers and duties that the Executive Committee is authorized to exercise pursuant to other provisions of these Bylaws, shall be subject to the following limitations:

(a) Except if and to the extent otherwise expressly provided in other provisions of these Bylaws, that the Board of Directors may by majority vote at any meeting overrule any act or decision of the Executive Committee;

(b) That the Board of Directors by a two-thirds vote cast at any meeting may suspend a Bylaw or any other resolution conferring power upon the Executive Committee, such suspension to remain in effect pending amendment of any Bylaw conferring such powers; or

(c) That the Board of Directors may direct any action or plan of the Executive Committee.

6. Duties and Responsibilities. The Executive Committee may divide its duties and responsibilities among its members as it sees fit and conduct its business as it finds necessary. It shall appoint certain of its members as "Coordinators" charged with functional supervision of activities such as membership. The President-Elect shall be responsible for broad corporate matters, including administration, and may appoint such ad hoc committees as may be required from time to time in the discharge of his/her duties. The Executive Committee shall specify those activities to be administered by the Executive Director.

7. Management of IEEE Headquarters. 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.

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

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

10. Conventions, Conferences, and Meetings. The Executive Committee may authorize conventions, conferences, and meetings of the IEEE and approve their dates and locations.

11. Office Account. 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.

12. Investment of Assets. Responsibility for the prudent investment of major IEEE assets shall rest in the Executive Committee with the advice and assistance of the Investment Committee. The Executive Committee may select, and authorize the execution of contracts with one or more asset managers and or asset management consultants. Such contracts may provide that the asset managers shall have discretionary authority over IEEE's investment portfolio.

13. Election. The Executive Committee shall have the power to act with the full authority of the entire Board of Directors whenever the Executive Committee shall determine that irregularities, the incapacity or death of a candidate, or other unforeseen circumstances have delayed or are likely to delay or otherwise affect any election of Delegates/Directors so as to prevent the election from being completed in a timely manner, fairly, or with the full participation of the members. In carrying out its powers under this Bylaw I-302.13, the Executive Committee may temporarily assign to other persons or positions the duties of any corporate office or position that is vacant because of such an election, and it may do any and all other acts proper under law and that it determines are reasonable and necessary to permit a fair and proper election, including delaying an election and accepting additional nominations for any position, and canceling any voting already completed and requiring that voting begin again. Once the Executive Committee has made the determination required to give it power to act under this Bylaw I-302.13, it shall continue to act until it determines that the election in question has been properly completed.

14. Compensation Committee. Compensation of individuals shall be submitted by the Executive Director for review and approval only to the Compensation Committee. The Committee also shall serve as Administrator for the IEEE Employee Pension Plan and for the IEEE Employee 401(k) Savings Plan.

The Committee shall consist of the President, the Past President, the President-Elect, the Treasurer, and the Executive Director. The President is empowered to add two additional members to represent operational organizational units within the Institute.

15. IEEE President's Award. The IEEE President, with the consent of the Executive Committee, may name individuals to receive the IEEE President's Award. Normally, no more than two awards will be bestowed in any given year. This recognition may be given to individuals, not necessarily members of the IEEE, whose careers have exhibited distinguished leadership and contributions to the public. To those recipients not already members of the IEEE, this recognition shall carry an entitlement of the privileges of the IEEE except the right to vote and hold office therein.

16. IEEE Strategic Plan. The Executive Committee shall have oversight responsibility for the implementation of the IEEE Strategic Plan. (Reference IEEE Bylaw I-308.6)

I-303. Corporate Officers

1. How Constituted. The Corporate Officers of the IEEE shall be the President, the President-Elect, the Past President, the IEEE-SA President, the IEEE-USA President, the Vice President-Regional Activities, the Vice President-Technical Activities, and the Corporate Officers elected by the Assembly as defined in Bylaw I-203.1.

2. Incapacity of President. An incapacity of the President that does not constitute a vacancy of office shall be determined by the Board of Directors, or by the Executive Committee if the incapacity occurs at a time when it is not feasible to convene a meeting of the Board and there is need for action. In addition, the President may declare a condition of incapacity and the duration thereof by written communication to the Secretary.

During such incapacity of the President, the President-Elect or, if the President-Elect is unavailable or incapacitated, such person as designated by the Board of Directors shall assume the Presidential duties.

3. Annual Report of the Secretary. The Secretary shall prepare an Annual Report on membership, meetings, and IEEE activities, to be submitted to the Board of Directors.

4. Treasurer's Report and Annual Audit. The Treasurer shall cause to be prepared an annual audit of the affairs of the IEEE by certified public accountants and a report thereof submitted to the Board of Directors. The Treasurer shall also make a report to the Executive Committee semiannually concerning the status of the IEEE investments.

5. Vacancies. A vacancy among the Corporate offices and the duration thereof shall be determined by the Board of Directors. Any vacancy in the Corporate offices shall be filled as provided in Bylaw I-301.13.

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

I-304. Major Boards

1. Appointment by Board of Directors or Executive Committee. The activities of the IEEE shall be conducted wherever possible through voluntarily associated groups of members organized by (1) geographic area (i.e., Sections, etc.) and (2) field of interest (i.e., Societies). To provide for activities of the IEEE not adequately fulfilled by the

voluntarily associated groups, committees of members shall be appointed by the Board of Directors or by the Executive Committee.

2. Major Boards. The Board of Directors of the IEEE establishes the following major organizational units. These major organizational units as defined in this bylaw shall also be known as the Major Boards of the IEEE.

IEEE Educational Activities Board (EAB)
IEEE Publications, Products, and Services Board (P2SB)

IEEE Regional Activities Board (RAB)
IEEE Standards Association (SA)
IEEE Technical Activities Board (TAB)
IEEE United States of America (IEEE-USA)

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

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

4. Publications, Products, and Services Board (P2SB). The IEEE Publications, Products, and Services Board shall be responsible for formulating and recommending information dissemination and related products and services policies to the Executive Committee and the Board of Directors, establishing and maintaining standards and procedures for IEEE information dissemination, and otherwise coordinating and assisting those activities of the IEEE and its various organizational units. It is expected that the IEEE organizational units will fulfill their obligations for their products and services. Once approved by the Board of Directors, these

procedures become part of the policy and procedures of the Institute. Other organizational units shall be responsible for administering those policies set by P2SB as they relate to the publications, products and services for which they are responsible.

(a) The IEEE shall provide products and services which disseminate information on technical, scientific, professional, and newsworthy topics of interest to members, the engineering and scientific community, and the general public.

(b) The IEEE shall publish a magazine entitled IEEE SPECTRUM, which contains technical and scientific articles of general interest to the entire membership.

(c) The IEEE shall publish a newspaper entitled THE INSTITUTE, which contains news of current events in the IEEE itself, the industry, and the engineering and scientific community.

(d) IEEE SPECTRUM and THE INSTITUTE shall be distributed to all Honorary Members, Fellows, Senior Members, Members, and Associates. The Executive Committee may authorize distribution to Student Members.

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

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

7. Technical Activities Board. The IEEE Technical Activities Board (TAB) shall be responsible for encouraging and facilitating the advancement of theory, practice, and understanding of electrical engineering and related science and technologies, and their application for the benefit of IEEE members worldwide and for the general public. TAB shall encourage and support its Societies,

Councils, and Committees to develop and deliver to their global customers appropriate and timely intellectual products, in either printed or electronic form, or through meetings on current or emerging technologies.

8. IEEE United States of America. The IEEE United States of America (IEEE-USA) shall recommend policies and implement programs specifically intended to serve and benefit the members, engineering professionals, and general public in the United States. IEEE-USA shall be the organizational unit that represents the professional interests of the IEEE before U.S. governmental bodies. It shall also be responsible for coordinating and reporting, under federal disclosure laws, all official communications with government.
9. Major Board Bylaws. The Major Boards shall adopt Bylaws that are responsive to the needs of the organizational unit for the purpose of governing the operations and administration of those organizational units.

Major Board bylaws shall contain, at a minimum, the following:

- (a) Mission of the organizational unit.
- (b) Specification of the nomination and appointments process for election of officers.
- (c) A petition process for addition of other officer candidates that requires signatures of no more than 1% of the membership in that organizational unit.
- (d) How business is to be conducted between meetings.
- (e) How key vacancies are to be filled.
- (f) An approval and amendment process. The amendment process should require, at a minimum, a majority vote of the governing body of the organizational unit, with advance notice thereof.
- (g) A process for the generation of a plan that responds to the goals and objectives of the IEEE Strategic Plan that are related to the mission of that organizational unit.
- (h) Financial processes within the organizational unit.

Proposed organizational unit bylaws and/or changes thereto shall follow the process of approval for bylaw changes as specified in Bylaw I-311.5.

10. Major Board Policy and Procedures. The Major Boards shall have their own written

policies and procedures that elucidate the principles of the Major Board bylaws. Major Board policy and procedures shall be consistent with the bylaws of that organizational unit.

The policy and procedures of each Major Board shall specify an approval and amendment process. The amendment process should be, at a minimum, a majority vote of their governing board, with advance notice thereof.

I-305. Other Boards and Committees

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

Audit Committee
Awards Board
Credentials Committee
Ethics Committee
Fellow Committee
Life Members Committee
Member Conduct Committee
Nominations and Appointments Committee
Strategic Planning Committee
Tellers Committee
Women in Engineering Committee

2. Committees of the Executive Committee. The following Committees shall be established by and are responsible to the Executive Committee:

Corporate Communications Advisory Committee
Employee Benefits Committee
Facilities Committee
Finance Committee
History Committee
Individual Benefits and Services Committee
Industry Relations Committee
Infrastructure Oversight Committee
Insurance Committee
Investment Committee

3. Committees Assigned to Major Boards. The following Committees of the Board of Directors are assigned, for administrative and operational support, to other major boards as indicated:

Admission and Advancement Committee - RAB
Membership Development Committee - RAB
Meetings and Services Committee - TAB

4. Appointment of Committee Chairs and Members. The chairs and members of the standing committees shall be appointed by the body to which they are responsible, i.e., the Board of Directors or the Executive Committee.

I-306. Boards and Standing Committees

1. Subcommittees. Each Board and Standing Committee shall have the right to create subcommittees of its own selection. Voting members of all Boards, Standing Committees, and subcommittees thereof shall be members of the IEEE and must be of Member, Senior Member or Fellow grade, unless specified otherwise in these Bylaws. Qualified individuals, who need not be members of IEEE, may be appointed to serve as nonvoting consultants to make their expertise available to these bodies. The term of appointment and duration of service for such consultants shall conform to the requirements of Bylaws I-306.1 and I-306.2. Where the Bylaws provide for liaison appointments to Standing Committees and Boards, such appointments shall be made by the respective appointing authorities in consultation with the respective Chairs of the Committees or Boards, subject to ratification by the Board of Directors at its next meeting.
2. Term of Appointment. Unless specified otherwise, the term of appointment for members, including the Chair and any other officers of the Boards and Standing Committees listed in Bylaw I-305, 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.
3. Duration of Service. Unless specified otherwise, the consecutive period of service of any member of any Board or Standing Committee listed in Bylaw I-305 shall not extend beyond three years, except that a Chair or Past Chair may serve one additional year. The limitations of tenure may be waived in individual cases for reasons deemed by the Board of Directors or Executive Committee to be in the best interests of the Institute.
4. 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.
5. Additional Appointments. Additional appointments may be made to any Board or Standing Committee to fill vacancies or to care for special cases as the need arises, but such appointments shall expire with the expiration of the calendar year.
6. Committee Manual. The functions, scopes, and responsibilities of each Committee, together with rules for operation and

guidance, as recommended by the Committee, shall be compiled by the Executive Director for the approval of the 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.

7. Involvement With Outside Organizations. In support of IEEE purposes and objectives, there may be both ad hoc and continuing working arrangements with other not-for-profit organizations that may be of a local, national, or international nature. The Board of Directors shall be responsible for establishing policies, procedures, and guidelines for the conduct of such arrangements (see Section 5 of the IEEE Policy and Procedures Manual). The Board of Directors may authorize the Executive Committee or other specified IEEE organizational units to take all necessary actions to support such arrangements. These delegations of authority generally shall be to the highest level within the IEEE organizational structure consistent with the nature of the outside organization and the joint programs. Such IEEE representatives or delegates shall vote in these bodies as instructed by the Executive Committee or Board of Directors when a position has been taken by the Executive Committee or Board of Directors.
8. Review of Committees and Boards. The Board of Directors or Executive Committee may appoint committees to review their respective Boards and Standing Committees as listed in Bylaw I-305. The charge and operation of these committees shall be specified at the time of appointment. Following each such review, recommendation shall be made to the Board of Directors or to the Executive Committee, as the case may be, concerning such areas as, among other things, purposes, activities, duties, and composition that best serve the Institute, its membership, and the public.

I-307. Awards Board

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

appointed by the Board of Directors, the Past Chair, and the Chairs of the Committees and Councils of the Awards Board listed below all of whom are appointed by the outgoing Awards Board:

IEEE Medals Council
IEEE Technical Field Awards Council
IEEE Recognitions Council
Finance Committee
Presentations and Publicity Committee

In addition there shall be six members-at-large: four to be appointed by the Board of Directors, one Division Director and one Region Director serving on the Board of Directors during their term of office to be appointed by their respective Vice Presidents. No other members of the Board of Directors shall be members of the Awards Board. The Chairs of the EAB Awards and Recognition Committee, the RAB Awards and Recognition Committee, the IEEE-SA Awards and Recognition Committee, the TAB Awards and Recognition Committee, and the IEEE-USA Awards and Recognition Committee shall serve with vote and shall be appointed by their respective Vice Presidents.

The Vice Chair of the Awards Board shall chair the Awards Planning and Policy Committee. The Past Chair of the Awards Board shall chair the IEEE Medal of Honor Committee, the Awards Board Nominations and Appointments Committee, and the Awards Board Awards and Recognition Committee.

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

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

The Awards Board shall recommend policies to the IEEE Board of Directors for awards, scholarships, and formal recognitions of the Institute other than Fellow awards, under its administrative purview. It may delegate to the appropriate body responsibility for administration, selection of candidates, and presentation of all awards, other than those listed in this Bylaw.

4. IEEE Medal of Honor. The IEEE Medal of Honor is the highest IEEE award for a

singular achievement or extraordinary career in the IEEE fields of interest. It may be awarded only when a candidate is identified as meeting the exceptional requirements of the award and not on a regular annual basis.

The IEEE Medal of Honor shall be awarded to a candidate for an exceptional contribution or an extraordinary career in the IEEE fields of interest defined in Article I of the IEEE Constitution. The candidate need not be a member of IEEE.

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

5. IEEE Medals. IEEE Medals may be awarded annually when in the judgment of the Awards Board suitable candidates are available. The IEEE Medals are

IEEE Edison Medal. The IEEE 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.

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

IEEE Founders Medal. The IEEE 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.

IEEE James H. Mulligan, Jr. Education Medal. The IEEE James H. Mulligan, Jr. Education Medal shall be awarded to recognize a career of outstanding contributions to education.

IEEE Alexander Graham Bell Medal. The IEEE Alexander Graham Bell Medal shall be the principal annual award for exceptional contributions to the advancement of communication sciences and engineering.

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

IEEE Medal for Engineering Excellence. The IEEE Medal for Engineering Excellence shall be awarded for the achievement of exceptional application engineering in the technical disciplines of the IEEE, for the benefit of the public and the engineering profession.

IEEE Richard W. Hamming Medal. The IEEE Richard W. Hamming Medal shall be awarded for exceptional contributions to information sciences and systems.

IEEE Heinrich Hertz Medal. The IEEE Heinrich Hertz Medal shall be awarded for outstanding achievements in Hertzian (radio) waves.

IEEE John von Neumann Medal. The IEEE John von Neumann Medal shall be awarded for outstanding achievements in computer-related science and technology.

IEEE Jack S. Kilby Signal Processing Medal. The IEEE Jack S. Kilby Medal shall be awarded for outstanding achievements in signal processing.

IEEE Dennis J. Picard Medal for Radar Technologies and Applications. The IEEE Dennis J. Picard Medal for Radar Technologies and Applications shall be awarded for outstanding accomplishments in advancing the fields of radar technologies.

IEEE Robert N. Noyce Medal. The IEEE Robert N. Noyce Medal shall be awarded for exceptional contributions to the microelectronics industry.

The IEEE Medals Council shall recommend candidates to the Awards Board for each of the IEEE Medals.

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

New IEEE Medals may be established only by the Board of Directors on the recommendation of the Awards Board.

6. IEEE Technical Field Awards. The IEEE Technical Field Awards are awarded for contributions in specific technical fields of science and engineering, and in several areas of leadership. They may be awarded annually when in the judgment of the Awards Board suitable candidates are available.

The IEEE Technical Field Awards are

IEEE Cleo Brunetti Award, for contributions in the field of miniaturization in the electronic arts.

IEEE Control Systems Award, for contributions in the areas of control systems engineering, science, or technology.

IEEE Electromagnetics Award, for outstanding contributions to

electromagnetics in the areas of theory, application or education.

IEEE Herman Halperin Electric Transmission and Distribution Award, for contributions in that field.

IEEE Masaru Ibuka Consumer Electronics Award, for contributions in the field of consumer electronics technology.

IEEE Award in International Communication, for contributions in that field.

IEEE Internet Award, for exceptional contributions to the advancement of Internet technology for network architecture, mobility and/or end-use applications.

IEEE Richard Harold Kaufmann Award, for contributions in the field of industrial systems engineering.

IEEE Reynold B. Johnson Information Storage Award, for contributions in the field of information storage, with emphasis on computer storage.

IEEE Koji Kobayashi Computers and Communications Award, for contributions to the integration of computers and communications.

IEEE Award in Instrumentation and Measurement, given in memory of Joseph F. Keithley, for outstanding contributions in the field of electrical measurements.

IEEE Daniel E. Noble Award, for contributions to emerging technologies recognized within recent years.

IEEE Andrew S. Grove Award, for outstanding contributions in the field of solid-state devices and technology.

IEEE Frederik Philips Award, for contributions in the management of research and development.

IEEE Emanuel R. Piore Award, for contributions in the field of information processing in relation to computer science.

IEEE Judith A. Resnik Award, for outstanding contributions to space engineering, within the fields of interest of the IEEE.

IEEE David Sarnoff Award, for contributions in the field of electronics.

IEEE Solid-State Circuits Award, for outstanding contributions in the field of solid-state circuits.

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

IEEE Graduate Teaching Award, for inspirational teaching of graduate students.

IEEE Undergraduate Teaching Award, for inspirational teaching of undergraduate students.

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

IEEE Eric E. Sumner Award, for outstanding contributions to communications technology.

IEEE Kiyo Tomiyasu Award, for contributions to technologies holding the promise of innovative applications during the early to mid-career of an individual(s) or team, within fifteen years of their highest academic degree and not more than age forty-five at the time of the nomination, to any areas of IEEE interest that promise innovative applications.

The IEEE Technical Field Awards Council shall recommend candidates to the Awards Board for each of the IEEE Technical Field Awards.

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

New IEEE Technical Field Awards can be established only by the Board of Directors on the recommendation of the Awards Board. Under normal circumstances, any donation or bequest will be accepted only with the provision that any residual balance becomes a donation to the IEEE Foundation, designated for the IEEE awards program, upon termination of the IEEE Technical Field Award.

The Board of Directors may, in 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 Technical 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 IEEE Technical 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 IEEE Technical Field Award selections.

7. IEEE Recognitions. IEEE awards, in addition to the IEEE Medal of Honor, the IEEE Medals, and the Technical Field Awards are

A. IEEE Service Awards. There shall be two IEEE Service Awards, which may be awarded annually when in the judgment of the Awards Board suitable candidates are available.

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

IEEE Richard M. Emberson Award. The IEEE Richard M. Emberson Award shall be awarded to recognize distinguished service to the development, viability, advancement, and pursuit of the technical objectives of the IEEE.

B. IEEE Corporate Recognitions. There shall be two IEEE Corporate Recognitions which may be awarded annually when in the judgment of the Awards Board suitable candidates are available.

IEEE Corporate Innovation Recognition. The IEEE Corporate Innovation Recognition shall be awarded to recognize outstanding and exemplary contributions by an industrial entity, governmental or academic organization, or other corporate body, which have resulted in major advancement of the arts and sciences of electrotechnology.

IEEE Ernst Weber Engineering Leadership Recognition. The IEEE Ernst Weber Engineering Leadership Recognition shall be awarded to recognize exceptional managerial leadership in the fields of interest to the IEEE.

C. IEEE Prize Papers/Scholarship Awards. The IEEE Prize Papers/Scholarship Awards Committee shall recommend candidates for these awards to the Awards Board.

The IEEE Prize Paper Awards are

IEEE 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.

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

IEEE Leon K. Kirchmayer Award. This is presented annually for the most outstanding paper in any IEEE publication by an author or joint authors under 30 years of age.

The IEEE Scholarship Awards are the

IEEE Life Members Graduate Study Fellowship in Electrical Engineering. The IEEE Life Members Graduate Study Fellowship in Electrical Engineering will be awarded annually for full-time graduate work in any area of electrical engineering at an engineering school/program of recognized standing worldwide.

Frank A. Cowan Fellowship. The Frank A. Cowan Fellowship may be awarded for graduate study in the field of communications, to the extent of available funds, when the Frank A. Cowan Fund is not used to support the IEEE Medal of Honor for accomplishments in the field of communications.

The IEEE Recognitions Council shall recommend candidates for these awards to the Awards Board. Candidates for these IEEE Recognitions shall be endorsed by the Awards Board before submission to the Board of Directors for final approval.

New IEEE Recognitions can be established only by the Board of Directors on the recommendation of the Awards Board.

8. IEEE Honorary Membership. The IEEE Honorary Membership Committee shall be responsible for recommending to the Recognitions Council who shall make a recommendation to the Awards Board candidates for IEEE Honorary Membership, pursuant to Bylaw I-307.1. Neither the Awards Board nor any of its committees shall be involved with the selection of recipients of the Honorary Life Memberships of the IEEE Societies.

9. External Awards. External Awards are those awards not exclusive to IEEE but of interest to IEEE and its members. The External Awards Committee 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. The Chair of the

Awards Board, in consultation with the Chair of the External Awards Committee, shall be delegated the authority to make appointments to External Awards Committees when such requirements exist.

10. Awards Board Finance Committee. The Awards Board Finance Committee shall provide guidance to the Awards Board on both current fiscal status and forecasts of future needs.

11. Awards Planning and Policy Committee. The Awards Planning and Policy Committee shall be responsible to the Awards Board for proposing and reviewing policies and their compliance for all awards, scholarships, and formal recognitions under the aegis of the Awards Board and including Board, Society, Section, Council, Region, Conference, and Committee awards. The representatives to the Awards Board from EAB, RAB, TAB, IEEE-SA, and IEEE-USA shall be members of this Committee.

12. Awards Presentation and Publicity Committee. The Awards Presentation and Publicity Committee shall be responsible to the Awards Board for proposing and reviewing policies related to the presentation and publicity of all awards, scholarships, and formal recognitions under the aegis of the Awards Board and including Board, Society, Section, Council, Region, Conference, and Committee awards.

13. Authority for Awards. The IEEE awards administered by the Awards Board and its committees shall be presented with the approval and in the name of the IEEE. The Board of Directors may delegate its authority to the Executive Committee for the approval of awards except the Medals, Awards, and Recognitions under the direct supervision of the Awards Board. Further, the Board of Directors may delegate to those respective major boards having chartered Awards and Recognition Committees, and who have previously been delegated administrative authority by the Awards Board, the approval authority within established limitations for awards and recognitions falling within their respective scopes of operations, in accordance with policy established by the Board of Directors.

14. 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, staff members of IEEE or any of its organizational units, or candidates for Assembly- or member-elected office in the year of nomination of the award recipient shall act as a sponsor or reference for

any nomination for which the Awards Board is responsible, if he/she occupies any of these positions on the date of submission of the nomination or reference form.

15. Presentation of IEEE Awards. The IEEE Medal of Honor and the IEEE Medals shall be presented at an IEEE Medals Presentation. All Institute awards shall be presented at times and places approved by the Awards Board. The Chair of the Awards Board shall be responsible for the review and approval of plans and arrangements for the presentation of IEEE awards as well as for the format and content of IEEE awards brochures. The Chair of the Awards Board shall inform the relevant Society, Region, and Section with which the IEEE Award recipient is affiliated, requesting that the recipient be recognized at an appropriate meeting of the Society, Region, and Section and in their publications.

I-308. Standing Committees

Unless specified otherwise in these Bylaws, all committees of the Board of Directors and the Executive Committee shall have at least one member who obtained his or her first collegiate degree within the last ten years at the time of appointment and who is at Member grade or higher. This includes those committees assigned to other major boards for administrative support. The following Committees shall be exempt from this requirement: the Admission and Advancement Committee, the Audit Committee, the Awards Board, the Credentials Committee, the Employee Benefits Committee, the Fellow Committee, the Finance Committee, the Infrastructure Oversight Committee, the Insurance Committee, the Investment Committee, and the Life Members Committee.

1. Admission and Advancement Committee. The Admission and Advancement Committee shall implement IEEE policies, rules, and procedures in acting on applications for membership and advancement in the Member and Senior Member grades and for reinstatement of membership in accordance with Bylaw I-112.2.

The Admission and Advancement Committee shall be composed of the Chair and 10 members who shall be of Fellow or Senior Member grade, appointed by and responsible to the Board of Directors. The Admission and Advancement Committee shall select a Vice Chair from among its members to provide assistance to the Chair and to act on behalf of the Chair in the event of his/her incapacity.

2. Fellow Committee. The Fellow Committee shall be responsible for making recommendations to the Board of Directors for nominees to be conferred the grade of Fellow. The Fellow Committee shall also

provide a citation for each such nominee. The total number of Fellow recommendations in any one year must not exceed one-tenth percent of the total Institute membership, exclusive of Students and Associates, on record as of 31 December of the year preceding. Sources from which nominations of candidates and other useful information shall be obtained and shall be set forth in the Fellow Manual.

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

The Fellow Committee shall consist of 31 members chosen from among those of Fellow grade, with consideration to representation from the geographical and technical divisions of IEEE, appointed by and responsible to the Board of Directors. Appointments shall be annual. The Fellow Committee shall name a Vice Chair from among its members to assist the work of the Chair and to act on behalf of the Chair in the event of his/her incapacity.

3. Finance Committee. The Finance Committee shall report to the Executive Committee and shall consist of the Treasurer, past Treasurer and the financial representative from the Awards Board, Educational Activities Board, Publications, Products, and Services Board, Regional Activities Board, Standards Association, Technical Activities Board and IEEE-USA. Travel support for these representatives shall be the responsibility of the appointing organizational unit. All members of the Finance Committee shall have voting rights. The Treasurer shall act as Chair.

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

4. History Committee. The History Committee shall be responsible for promoting the collection, writing, and dissemination of historical information in the fields covered by IEEE technical and

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

The History Committee shall consist of not more than 15 members, who shall be chosen for knowledge of and interest in electrotechnical history. Serving as an ex-officio nonvoting member shall be the Director of the IEEE History Center as Staff Secretary. In view of the special expertise required, nonmembers of the IEEE shall be eligible for appointment as voting members of this Committee. The Chair shall be an IEEE member.

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

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

The Life Members Committee members and Chair shall be appointed by the IEEE Board of Directors in accordance with Bylaws I-306.2 and I-306.3, except one member, who need not be a Life member, shall be appointed by the IEEE Foundation. The Committee shall consist of a Chair and a minimum of eight members who shall normally have Life Member status. At least one member, who need not have Life Member status, shall be a member of the IEEE Board of Directors. The Life Members Committee shall elect a Vice Chair from among its members who

shall assist the work of the Chair and who shall act on behalf of the Chair in the event of his/her absence or incapacity.

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

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

The Committee Staff Secretary shall be appointed by the IEEE Executive Director.

7. Nominations and Appointments Committee. The Nominations and Appointments Committee shall

- (1) Submit to the Executive Committee and Board of Directors a list of candidates recommended for appointment to all Standing Committees, Boards, and Major Boards (as defined in Bylaws I-304 and I-305) for the ensuing year, excluding those persons who are nominated through other sources as provided elsewhere. The list shall be submitted in time for appointment before 31 December of the preceding year or as otherwise called for in the Bylaws.

- (2) Discharge responsibilities assigned to it pursuant to Bylaw I-310.

- (3) Submit to the Assembly, prior to its annual meeting, a list of candidates recommended for election by that body for the positions set forth in Bylaw I-203.1, in accordance with the following:

- (a) The Nominations and Appointments Committee shall submit at least

three candidates for each Assembly-elected position.

- (b) No candidate may be nominated by the Nominations and Appointments Committee for more than one position.
- (c) If a candidate for President-Elect is also nominated by the Nominations and Appointments Committee for an Assembly-elected position, the Nominations and Appointments Committee slate for that office shall have at least three additional candidates.
- (d) If a candidate on the IEEE Annual Election ballot is also nominated by the Nominations and Appointments Committee for an Assembly-elected position, the Nominations and Appointments Committee slate for that office shall have at least three additional candidates.
- (e) The Nominations and Appointments Committee slate of candidates, including biographies and position statements, shall be mailed to all Delegates at least four weeks before the Assembly meeting at which the election shall take place. The order of names for each position will be selected by lottery.

- (f) Each candidate for an Assembly-elected position shall have a Delegate as an advocate. The advocate shall present the candidate's background and qualifications to the Assembly. The Nominations and Appointments Committee shall solicit from each Nominations and Appointments Committee nominee a list of potential advocates from among the Assembly membership. The Nominations and Appointments Committee Chair and Assembly Chair, with the agreement of the nominee, shall identify the advocate for each nominee. The list of advocates shall be supplied to the Assembly with the list of nominees.

The Nominations and Appointments Committee shall consist of 14 members, including a Chair and Vice Chair. The Past President currently serving on the Board of Directors in such capacity shall serve as Vice Chair of the Nominations and Appointments Committee and shall assume the position of Chair at the end of the last regular Committee meeting of the year. In the event of the incapacity of the Chair, the most recent Past Chair available shall serve as Acting Chair for the duration of the period of incapacity. In the

event of the incapacity of the Vice Chair, the vacancy thus created shall be filled by the most recent Past Chair available, and the current Chair shall serve an additional term as Chair. The other 12 members shall serve two-year terms commencing 1 January; six shall be elected by the Board of Directors in even-numbered years and six in odd-numbered years, and they shall not simultaneously serve on the Board of Directors.

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

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

The Educational Activities Board, the Regional Activities Board, the IEEE-SA, the Technical Activities Board, and the IEEE-USA shall solicit annually from their respective Sections and Societies, and from their other subordinate organizational units, proposed names for elective and appointive office. These major boards shall select from such proposals the names of nominees who in the

opinion of the respective major boards are properly qualified and shall submit such names to the Nominations and Appointments Committee in accordance with the schedule and procedures in this Bylaw and in Bylaw I-310.

8. Tellers Committee. The Tellers Committee, consisting of not more than ten IEEE voting members, shall supervise the processing of ballots received and the tallying of the votes on matters normally on the annual election ballot submitted to the membership of IEEE or to groups of members for a vote. The Tellers Committee shall announce the tally of the votes not later than the eighth working day following the final election ballot receipt date (as defined in Bylaw I-310.15), the final recall election ballot receipt date (as defined in Bylaw I-114) or the final referendum ballot receipt date (as defined in Bylaw I-311.3), as the case may be, in a report to the Board of Directors signed by the Chair of the Tellers Committee.

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

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

The Employee Benefits Committee shall consist of a Chair, the Treasurer, the Executive Director, a volunteer member from the Computer Society, designated by the Computer Society, and at least three other members. Nonmembers of the IEEE should be professionals in the field of human resources and/or employee benefits and shall be eligible for appointment as voting members, including the Chair of this Committee. The Secretary shall be a member of the staff designated by the Executive Director.

10. Corporate Communications Advisory Committee. The Corporate Communications Advisory Committee shall report to the Executive Committee and shall, as needed, counsel the Corporate Communications

staff in matters relating to the public relations effort.

The Corporate Communications Advisory Committee shall consist of not fewer than nine nor more than eleven members. Six of these members shall be members-at-large who are professionals in the field of public relations and/or corporate communications, with at least one from Regions 8, 9 or 10, if feasible. Ex-officio members shall be the President-Elect or another officer of the Institute; three additional members, one each appointed by the Vice Presidents of IEEE United States of America (IEEE-USA), Regional Activities (RAB), and Technical Activities (TAB); and a nonvoting Secretary who shall be a member of the Headquarters staff designated by the Executive Director.

The Chair and members-at-large shall be appointed by the Executive Committee on the recommendation of the President-Elect. Normally, the Chair shall be currently employed as a working professional in the field of public relations or corporate communications. Because of the expertise required, membership in the IEEE shall not be a requirement for members-at-large on the Corporate Communications Advisory Committee, or for voting privileges.

11. Audit Committee. The Audit Committee shall be appointed by and be responsible to the Board of Directors. It shall review policies and procedures which substantially impact the finances and operations of the Institute, monitor conformance thereto, and recommend such changes as it considers desirable. The Audit Committee shall consist of four members. Members shall be chosen from those who will be serving the first year of a two-year term on the Board of Directors, none of whom shall be a corporate officer. Members shall be appointed for two-year staggered terms, providing for reasonably balanced representation from RAB and TAB. The Board shall appoint the Committee's Chair, normally from those who will be serving the second year of their term on the Committee. The Committee shall select its Secretary.

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

12. Individual Benefits and Services Committee. The Individual Benefits and Services Committee shall be responsible for formulating and recommending to the Executive Committee programs for individual member benefits and services. The Committee shall also be responsible for monitoring, coordinating, and

advising on such programs. Organizational units of the Institute may develop and submit recommended programs for the Institute membership, which shall require review and coordination by the Individual Benefits and Services Committee.

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

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

Other Subcommittees may be established by the Individual Benefits and Services Committee.

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

The Credentials Committee shall determine whether any duly challenged membership election, recall election, or vote on a Constitutional amendment ("referendum") was materially compromised by activity in violation of the IEEE Constitution, Bylaws, or Statements of Policy and Procedure that took place prior to the final election ballot receipt date (as defined in Bylaw I-310.13), the final recall election ballot receipt date (as defined in Bylaw I-114) or the final referendum ballot receipt date (as defined in Bylaw I-311.3), as the case may be, and if so, what remedial action should be taken. Remedial action may include, but is not limited to, mandating

a new election, recall election, or referendum as promptly as practicable under guidelines then established by the Executive Committee, but shall not include mandating the appointment to office of any candidate, the removal from office of any person who is the subject of a recall election, or the enactment or nonpassage of any Constitutional amendment where such action reverses the result of the election, recall election, or referendum under challenge. A successful candidate for office whose election is challenged shall not take office, a person who is the subject of a recall election shall not be removed from office, and any referendum decision shall not take effect until any challenge thereto has been resolved pursuant to this Bylaw.

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

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

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

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

Subject to the Executive Committee's power to take action with respect to an election on its own initiative pursuant to Bylaw I-302.13, this Bylaw shall provide the sole and exclusive procedure for the challenge of any election, recall election, or referendum, the challenge of which is within the jurisdiction of the Credentials Committee. If there is an appeal of the Credentials Committee determination, the Executive Committee shall consider the report of the Credentials Committee, the appeal, and all evidence deemed to be relevant thereto, and shall make the final determination, which shall not be subject to review by the Board of Directors.

14. Investment Committee. The Investment Committee shall consist of the IEEE Treasurer; two members of the Board of Directors appointed by the IEEE President, one of whom shall be a member of the Executive Committee and one of whom shall be a member of the Assembly; a Chair; and from four to seven members-at-large. The members-at-large, including the Chair, shall be appointed by the Executive Committee on the recommendation of the Treasurer. In view of the

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

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

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

The Facilities Committee shall consist of not more than four members, including a Chair, an IEEE Past Treasurer, and the Executive Director. The Secretary shall be a member of the IEEE staff designated by the Executive Director.

16. Ethics Committee. The IEEE Ethics Committee is an advisory committee, which shall be appointed by and responsible to the Board of Directors, and shall make recommendations for policies and/or educational programs to promote the ethical behavior of members and staff.

The Ethics Committee shall consist of six members who shall have broad experience in IEEE activities and who shall be appointed for a three-year term. The terms of the membership will be staggered. The Chair shall be appointed annually by the Board of Directors for a

one-year term, and shall serve no more than two terms in this position. Maximum service on this committee shall not exceed six years.

The Ethics Committee shall not be involved in the processing of complaints or providing advice to individuals.

17. Industry Relations Committee. The IEEE Industry Relations Committee shall report to the Executive Committee and shall provide a focused, ongoing effort aimed at strengthening relationships between the Institute and corporations, with the goal of enhancing corporate perception of the value of employees' IEEE activities and ascertaining the competitive needs of IEEE members' corporate employers.

The Industry Relations Committee shall consist of a Chair, appointed by the Executive Committee; one member each nominated by the Vice Presidents for Educational, Regional, Publications, Products, and Services and Technical Activities, and Presidents for IEEE-USA and Standards Association and approved by the Executive Committee; an IEEE Executive Committee Coordinator appointed by the President; and two members-at-large appointed by the Industry Relations Committee Chair. The Staff Secretary of the Industry Relations Committee shall be designated by the Executive Director.

The Chair may establish ad hoc committees to be chaired by members of the Industry Relations Committee. The membership of such committees may be Industry Relations Committee members, other IEEE volunteers, IEEE staff, or non-IEEE members, as appropriate.

18. Insurance Committee. The IEEE Insurance Committee shall consist of the IEEE Treasurer, Chair of the IEEE Individual Benefits and Services Committee, Chair of the IEEE Employee Benefits Committee, and three to five additional members-at-large. The Chair of the Insurance Committee and members-at-large shall be appointed by the Executive Committee on the recommendation of the Treasurer. The Staff Secretary of the Insurance Committee shall be designated by the Executive Director. In view of the expertise required, non-members of IEEE shall be eligible for appointment as voting members of this Committee. The function of the IEEE Insurance Committee is to advise and assist the Executive Committee on matters relating to IEEE corporate and member insurance programs. The Insurance Committee shall act pursuant to such rules as it shall determine. The Executive Committee shall periodically review the operation of the Insurance Committee and shall require such notices and reports from the Insurance Committee as the Executive

Committee determines may be required to permit such a review.

19. Women in Engineering Committee. The IEEE Women in Engineering Committee (WIEC) is a Standing Committee of, and reports to, the IEEE Board of Directors. The WIEC shall be responsible for, but not limited to, promoting membership, gathering and disseminating appropriate information about the status of women in IEEE and the profession, and facilitating the development of mentoring and educational programs within IEEE to promote the retention of IEEE women members.

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

The WIEC Chair may create subcommittees to address specific issues. The Chair of each subcommittee must be a member of the WIEC and shall be appointed by the WIEC Chair.

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

The Committee Staff Secretary shall be designated by the IEEE Executive Director.

In accordance with Bylaw I-109, the WIEC may establish an IEEE WIE membership organizational unit. Membership in WIE shall be open to any member of IEEE, and requires payment of WIE dues approved by the IEEE Board of Directors in the amount of twenty-five dollars (\$25). Dues adjustments specified in I-110 shall not apply to dues for membership in WIE, except that dues shall be waived for Life Members. Furthermore dues shall be waived for students.

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

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

The Meetings and Services Committee shall consist of voting and nonvoting members as specified below.

Voting: Chair; one representative each from the Standards Association, Publications, Products, and Services Board, Educational Activities Board, and IEEE-USA; two representatives of the Regional Activities Board; five Division Directors or Society/Council Presidents currently serving on the Technical Activities Board; immediate past Chair of the Committee; two members-at-large.

Nonvoting: Managing Directors, Technical Activities and Regional Activities.

The Chair and members shall be appointed in accordance with Bylaw I-306.2 and I-306.3. The representatives of the major boards will be appointed by their respective Chairs.

The Technical Meetings Development Committee shall report to the IEEE Meetings and Services Committee. The members of the Technical Meetings Development Committee shall be appointed by the IEEE Meetings and Services Committee Chair and the Regional Activities Board Regional Conference Committee Chair.

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

The IEEE Membership Development Committee shall consist of 14 voting members as follows: Chair appointed by and responsible to the IEEE Board of Directors, Vice Chair appointed by the IEEE MDC Chair, the Past MDC Chair, the

RAB Student Activities Committee Chair, the RAB Vice Chair - Member Activities, the IEEE Admission and Advancement Committee Chair, two (2) liaisons from the Regional Activities Board appointed by the Vice President, Regional Activities, two (2) liaisons from the Technical Activities Board appointed by the Vice President, Technical Activities, one (1) liaison from the IEEE-USA appointed by the President of IEEE-USA, one (1) liaison from the RAB/TAB Transnational Committee appointed by Transnational Committee Chair, the Vice President, Regional Activities and the Vice President, Technical Activities.

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

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

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

I-309. Executive Director and IEEE Headquarters Staff

1. Appointment of Executive Director. The Executive Committee shall appoint an Executive Director and determine the salary for the position.

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

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

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

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

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

The Staff Executive, Business Administration, or another individual designated by the Executive Director, shall act as Assistant Treasurer. The Executive Committee shall confirm such appointment annually.

5. Role With Respect to Publications. The Executive Director shall cooperate with the Publications, Products, and Services Board and, under the direction of the Vice President-Publication Activities, administer IEEE publication activities.

6. Role With Respect to Tellers Committee. The Executive Director shall assist the Tellers Committee in the performance of its work.

7. Meeting Attendance. The Executive Director shall attend such meetings of the IEEE, its units, and related bodies as may be required in the discharge of his/her duties.

8. Voting Privileges. No member of the staff shall have any vote by reason of membership on any IEEE Board or Committee.

9. IEEE Corporate Seal. The IEEE Corporate Seal shall be circular in form and have inscribed thereon the name of The

Institute of Electrical and Electronics Engineers, Incorporated, and the words "Founded" and "New York" and "1884." The seal shall be in the charge of the Executive Director or his/her designees. The seal may be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

I-310. Nominations and Elections

1. Nominations and Appointments Committee Chair. The Chair of the IEEE Nominations and Appointments Committee shall invite the submission of suitable names to be considered by the IEEE Nominations and Appointments Committee for the various elective offices of the organizational units.

2. President-Elect Candidates. The Nominations and Appointments Committee shall submit to the Board of Directors the names of at least two candidates for the office of President-Elect.

3. Submission of Proposed Nominees. The Nominations and Appointments Committee shall transmit its list of proposed nominees to all Directors in time to permit the Board of Directors to fulfill the requirements of Article XII of the IEEE Constitution.

4. Delegate-Elect/Director-Elect. Each Region and Division may propose a Delegate-Elect/Director-Elect slate rather than a Delegate/Director slate. A Delegate-Elect/Director-Elect shall automatically become the Delegate/Director without further election on the expiration of the incumbent Delegate/Director's term or upon vacancy of the office. The term of office of a Delegate-Elect/Director-Elect may be one or two years.

5. Submission of Slates. Slates of candidates submitted by IEEE organizational units for inclusion on the annual election ballot must be submitted to the Board of Directors by 15 March of each year. Slates shall be accompanied by each candidate's written acceptance of his or her nomination.

6. Single Nomination Slates. Submission by a Region or Division Nominating Committee of a slate containing a single nominee for a Delegate/Director or a Delegate-Elect/Director-Elect position may be accepted by the Board of Directors under special circumstances. The nature of possible allowable circumstances and conditions to be met shall be specified in the RAB section of these Bylaws for Region Delegate/Director positions and in the TAB section of these Bylaws for Division Delegate/Director positions.

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

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

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

A petition for President-Elect, Delegate/Director, or Delegate-Elect/Director-Elect shall be signed by at least 1% of the voting members, as listed in the official IEEE membership records at the end of the preceding year, who are eligible to vote for the office in question. Within these general guidelines, organizational units may set further conditions such as, for example, distribution of petitioners among Societies in a multi-Society Division.

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

on any petitions and to approve the ballot.

Verification that a petition has fulfilled the conditions of Bylaw I-310.8 and that the petition candidate meets the qualifications of the office for which he or she is being nominated shall be confirmed by the Tellers Committee. Certification of the petition candidate by the Tellers Committee shall be made known to the Board of Directors promptly.

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

11. Candidature Withdrawal. Each proposed nominee named by the Board of Directors shall be consulted and, if he/she so requests, his/her name shall be withdrawn. If any write-in candidate shall be declared to have won an election (see Bylaw I-310.14), he/she shall be so notified and requested to serve. If he/she declines to serve, the candidate receiving the next highest vote shall be declared to have won the election.

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

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

For those cases where more than one candidate is on the ballot for any single office, the source of the nominations shall be identified adjacent to each name and the order of the list of names on the

ballot for each office shall be randomized or determined by a lottery process conducted by the Tellers Committee. The ballot shall carry a statement to the effect that the order of the names was randomized or selected by lottery and indicates no preference.

13. Ballot Marking; Approval Voting; Tellers Committee Announcement; Election Results. Written ballots will be valid only when received in an envelope marked "Ballot" and when the voting member's signature is furnished in accordance with the instructions accompanying the ballot. Only ballots arriving in IEEE Headquarters, or received by a qualified organization delegated by the IEEE Executive Committee, before twelve o'clock noon on the first working day following 31 October (the "final election ballot receipt date") shall be valid. Ballots shall be checked, opened, and validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the fifth working day following the final election ballot receipt date. As provided in Bylaw I-308.8, the Tellers Committee shall announce the result of the tally of the votes not later than the eighth working day following the final election ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee. The results of the vote shall become official upon acceptance by the Board of Directors of the Tellers Committee report, and if applicable the Credentials Committee report. Each nominee for office listed on the ballot and each write-in candidate having votes recorded in such report according to Bylaw I-310.14 shall be advised promptly of the Tellers Committee tally of the votes applicable to their respective elections. In any election in which two or more nominees' names appear for election to the same office on the ballot, any eligible voting member shall be permitted to vote for (and thereby to approve of) as many or as few of the nominees for such office as the eligible voting member chooses to vote for, without limitation, except that the eligible voting member may not vote more than once for the same nominee in such election for election to such office. Subject to Bylaws I-302.13 and I-308.13, the nominee, for each office for which the election is being held, receiving the greatest number of qualified votes shall be declared elected. In the event of a tie vote, the Board of Directors shall choose between the nominees involved.

14. Write-in Votes; Election Report. For IEEE elections and elections of all organizational units where mail ballots are used, the ballots shall include and

identify, for each office in said election, space in which the voter may write the name of any person he/she desires to elect to that office, provided the individual is not already on the official ballot for the intended position. For such names to be counted in the election, each person so indicated shall meet such qualifications as may be specified for the office by the Constitution or Bylaws of the organizational unit conducting the election. The number of votes so cast for any such person shall have the same effect on the outcome of the election as if his/her name had been submitted on the ballot. The tally of such votes shall be included in the election report whenever the number of votes is sufficient to affect the order of preference of the candidates for the office. The provisions of Bylaw I-310.13 shall be observed.

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

I-311. Amendments

1. Review by Legal Counsel. Before an amendment to the Constitution is submitted to the voting members, it shall be reviewed by IEEE legal counsel.

2. Proposed Amendment Petitions. Proponents of petitions for Constitutional Amendments shall submit in writing to IEEE a copy of the exact wording of the proposed Constitutional Amendment petition the proponent wishes to circulate for signature. In order to be effective, such submission must be received at the office of the Executive Director no later than twelve noon on the Friday preceding 15 January of the year in which the petition, if qualified, will appear on the ballot. The wording of this proposed amendment petition, once reviewed and approved by legal counsel, shall be considered the official petition. If the wording of a circulated petition deviates from the official petition as defined above, such petition shall be disqualified. Only signatures for the official petition will

be counted toward qualification of a proposed amendment to be placed on the ballot. Petitions for Constitutional Amendments may be circulated and signed no earlier than 1 June of the year preceding the submission of Constitutional Amendments to the voting members.

3. Schedule. Except as described in Bylaw I-311.1, or unless otherwise directed by the Board of Directors, the schedule for (i) receipt of petitions for Constitutional Amendments and statements of petitioners in support of petitions to accompany the ballot, (ii) the submission of all Constitutional Amendments (including those initiated by the Board of Directors) to the voting members, and (iii) the counting of the ballots and tallying of votes with respect to proposed Constitutional Amendments shall conform to the schedule relating to the nomination and election of officers elected by the voting members set forth in Bylaw I-310. Ballots for Constitutional Amendments shall carry a statement of the final date for receipt of ballots at IEEE Headquarters or at a qualified organization designated by the Executive Committee (the "final referendum ballot receipt date").

Written ballots shall be valid only when received in an envelope marked "Ballot" and when the voting member's signature is furnished in accordance with the instructions accompanying the ballot. Only ballots arriving at IEEE Headquarters, or received by a qualified organization designated by the Executive Committee, prior to the final referendum ballot receipt date, shall be valid. Ballots shall be checked, opened, and validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the fifth working day following the final referendum ballot receipt date. As provided in Bylaw I-308.8, the Tellers Committee shall announce the result of the tally of the votes not later than the eighth working day following the final referendum ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee. The known principal proponents and opponents of each such proposed Constitutional Amendment shall be advised promptly of the Tellers Committee tally of votes applicable to their respective Constitutional Amendment proposals. Subject to Bylaw I-308.13, the date of adoption of a proposed Constitutional Amendment that has been voted upon favorably by the membership shall be the date of the first meeting of the Board of Directors taking place after the date of the Tellers Committee report and, as provided in Article XIV, Section 3, of the Constitution, such Amendment shall take effect 30 days after adoption.

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

I-312. Voting Privileges

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

I-313. General Meeting of Members

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

I-314. Fiscal Matters

1. Fiscal Year. The fiscal year for IEEE shall be the calendar year.
2. IEEE Assets. Assets within each IEEE organizational unit, from whatever source derived, are the property of IEEE. All such assets, regardless of the form and location in which they are kept, shall be maintained under a legal name that includes "IEEE." If any IEEE organizational unit shares a financial interest with an outside organization, the organizational unit shall maintain an up-to-date record with IEEE Headquarters

identifying the outside organization(s) and the basis of sharing.

3. Report of IEEE Assets. 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. IEEE organizational units sharing a financial interest with an outside organization shall identify the basis of sharing and the monetary value of IEEE's partial interest at the end of the fiscal year.

I-315. Pension Benefit Plan

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

I-316. Allotments

1. Per-Member Allotments. The Board of Directors of IEEE may, annually, include in the IEEE general fund budget a per-member allotment, which shall constitute the annual financial support to the annual budgets of certain major boards.
2. Regional Activities Board Allotment. Annually the IEEE general fund budget shall include a per member allotment, which shall constitute the annual financial allotment in support of the Regional Activities budget. The allotment for year (X+2) will be based upon the equivalent membership of year X, which is calculated based upon the 31 December year-end membership statistics. The following weighting factors will be used: Higher Grade Member (1.0), Affiliate (0.5), Student Member (0.25). Life members will be excluded from the equivalent member base. The per member allotment for the 1997 (base year) budget will be \$25.33. The allotment per member will be determined annually by RAB at an amount not to exceed the base year allotment indexed cumulatively by the U.S. Consumer Price Index from 31 December 1995 to year X.
3. Educational Activities Board Allotment. Educational Activities shall receive an annual financial allotment based on equivalent membership. The allotment for year (x+2) will be based on the equivalent membership of year x, which is calculated on the 31 December year-end membership statistics.

The following weighting factors will be used in the calculation of equivalent membership: Associates and higher grade members (1.00), Student Members (0.25).

Life Members will be excluded from the calculation.

The Educational Activities per-member allotment for the 1994 (base year) budget shall be \$4.00. The allotment per member will be determined annually by EAB at an amount not to exceed the base-year allotment indexed cumulatively by the U.S. Consumer Price Index from 31 December 1992 through 31 December of year X. Should this allotment exceed requirements, the excess will be placed in a dedicated Educational Activities Board reserve account for support of the Educational Activities Board budgets in future years.

4. Technical Activities Board Allotment.

The Technical Activities Board shall receive an annual financial allotment based on equivalent membership. The allotment for year (x+2) will be based on the equivalent membership of year x, which is calculated on the 31 December year-end membership statistics.

The following weighting factors will be used: a higher grade member equals 1, an Affiliate equals 0.5, and a Student Member equals 0.25. Life Members will be excluded from the calculation.

The Technical Activities per-member allotment for the 1994 budget shall be \$4.44. The allotment per member will be determined annually by TAB at an amount not to exceed the (1993) base amount indexed by the U.S. Consumer Price index for the 12-month period ending 31 December of year x.

IEEE EDUCATIONAL ACTIVITIES BOARD (EAB) BYLAWS

E-100. GENERAL

E-101. Name

This organizational unit shall be known as the Institute of Electrical and Electronics Engineers Educational Activities Board (IEEE-EAB).

E-102. Mission

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

The EAB shall be the IEEE interface in education-related matters with all external bodies.

E-103. Governance

The policies, procedures, and regulations by which the IEEE and IEEE educational activities are governed are embodied in the following documents. The IEEE Certificate of Incorporation legally establishes the Institute. The IEEE Constitution, which can be approved and amended only by the voting members of the Institute, contains IEEE's fundamental objectives and organization. Implementation of the constitutional provisions, in specific organizational structures and policies, is contained in the IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The IEEE Bylaws applying to the Educational Activities Board are published herewith. Their purpose is to provide specific objectives and policies that relate to educational activities in the Institute. The IEEE Bylaws applying to the Educational Activities Board are proposed and amended by the IEEE

Educational Activities Board, with final approval by the IEEE Board of Directors. The precedence of these documents should be remembered by all those engaged in IEEE management duties. The IEEE Bylaws may not be in conflict with the IEEE Constitution, and the IEEE Bylaws applying to the Educational Activities Board shall conform to the provisions of both the IEEE Constitution and the IEEE Bylaws. If, having consulted these documents, questions of procedure or interpretation remain, inquiries should be addressed to the Managing Director, Educational Activities or the Executive Director at the IEEE.

E-104. Definitions

1. **Concurrence of the EAB.** Whenever the term "concurrence of the EAB (or EAB OpCom)" is used, it shall mean approval by the EAB (or EAB OpCom) by a simple majority of the votes of those present.
2. **Affirmed and Affirmation.** Whenever the term "affirmed" is used, it shall mean to ratify; to accept an action which is done or proposed. "Affirmation" shall mean the act of affirming.

E-105. Education Policy

See IEEE Policy and Procedures, Section 3 (Educational Activities - Objectives)

E-200. ORGANIZATION

E-201. Membership

1. The voting membership of the IEEE Educational Activities Board shall be annually submitted to the IEEE Board of Directors for affirmation and shall consist of:
 - a. The IEEE Vice President-Educational Activities.
 - b. The Immediate Past IEEE Vice President-Educational Activities.
 - c. Two members having strong interest in engineering education from Technical Activities, selected by the Vice President-Technical Activities, with the concurrence of the Vice President-Educational Activities.

d. Two members having strong interest in engineering education from Regional Activities; one from Regions 1 - 6, and one from Regions 7 - 10, selected by the IEEE Vice President-Regional Activities with the concurrence of the Vice President-Educational Activities.

e. The Chairs of each Educational Activities Board council, and the chairs of each standing committee which is not part of a council. Standing committees which are not part of a council are Finance, Planning and Review, Nominations and Appointments, Awards and Recognition and Pre-College Education Coordinating.

f. Up to three other persons, prominent and respected in engineering education, appointed by the Vice President-Educational Activities and affirmed by the EAB, by a simple majority of the votes cast on the issues. These and the four resulting from (c) and (d), and those resulting from (e) should represent a balance of experience and knowledge of industry, government, and academe.

The term of office for members and officers of the EAB shall be one year unless otherwise specified in these bylaws, beginning on 1 January. Re-appointments may be made by the parties making the initial appointment.

2. The EAB Secretary shall serve ex-officio without vote.

E-202. Officers

1. The officers of the Educational Activities Board shall be the EAB Chair, the EAB Vice Chair, the EAB Treasurer and the EAB Secretary.
2. The EAB Chair shall be the IEEE Vice President-Educational Activities who shall serve for a term of one year.
3. The EAB Vice Chair shall be the Immediate Past IEEE Vice President-Educational Activities.
4. EAB Treasurer. The EAB Chair shall, with the advice of the EAB Nominations and Appointments Committee, appoint the EAB Treasurer. The EAB Treasurer shall also be the Chair of the EAB Finance Committee.
5. The EAB Secretary shall be the IEEE Managing Director, Educational

Activities who shall serve ex-officio without vote.

E-203. Operating Committee

1. Function: There shall be an EAB Operating Committee (OpCom) which shall function as the Executive Committee of the EAB between EAB meetings and shall deal with operational and administrative issues that are delegated to it by EAB or which arise between meetings and must be treated before the next meeting of the EAB. The EAB Chair shall chair the OpCom. In the absence of the EAB Chair, the EAB Vice Chair shall chair the OpCom.

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

The EAB may, by a majority of those present at any meeting, overrule any act or decision of EAB OpCom.

2. Membership: The EAB OpCom shall consist of the EAB Chair, the Vice Chair, the Chair of the EAB Finance Committee and the Chair of the EAB Planning and Review Committee. The Managing Director-Educational Activities is a member ex-officio, without vote.
3. Quorum: Three voting members shall constitute a quorum.

E-204. Educational Activities Board (EAB) Councils

1. Establishment: EAB may establish EAB councils to facilitate the performance of operational and administrative duties assigned to EAB and to encourage cooperative efforts and communication among EAB entities.

2. Membership: The membership of the councils shall consist of the chairs of the standing committees and ad hoc committees assigned to the council, as well as other members designated by the EAB Chair, with the concurrence of EAB. The chairs of all councils shall be appointed by the EAB Chair with the concurrence of EAB.

3. EAB councils include the committees as follows:

- a. Accreditation Policy Council (APC):
Committee on Engineering Accreditation Activities
Committee on Technology Accreditation Activities
- b. Life Long Learning Council (LLC):
Continuing Education Committee
Educational Activities Products Committee
Professional Development Committee
- c. Outreach Council (OC):
Region Education Committee
Society Education Committee

E-205. Joint Education Coordinating Councils

1. Establishment: The EAB Chair, with the concurrence of EAB, and the affirmation of the IEEE Board of Directors, may establish joint education coordinating councils for the purpose of coordinating educational activities among IEEE organizational units and providing a continuing mechanism for two or more IEEE organizational units to work together in developing and implementing educational programs of mutual interest. The functions and charters of such councils, along with the procedure for organizing a new education coordinating council, shall be contained in the EAB Operations Manual.
2. Membership: A joint education coordinating council shall be composed of members designated by the principal officer of the organizational unit they represent. The choice of chairs of such councils shall be selected jointly by the EAB Chair and the chairs of the other IEEE organizational units involved with each such council. The EAB members shall be appointed by the EAB Chair with the affirmation of the EAB by a simple majority of the vote cast on the issue.

E-206. Standing Committees

1. Establishment: To facilitate the performance of its duties, the EAB may establish standing committees. The chairs of the EAB standing committees shall be appointed by the EAB Chair with the concurrence of the EAB.

Pursuant to the authorization delegated by IEEE Bylaw I-306 on Boards and Standing Committees, any changes in the EAB committee structure shall be entered herein by the IEEE Executive Director after the changes are reported to the IEEE Board of Directors.

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

Awards and Recognition
Committee on Engineering Accreditation Activities
Committee on Technology Accreditation Activities
Continuing Education
Educational Activities Products
Finance
Nominations and Appointments
Planning and Review
Pre College Education Coordinating
Professional Development
Region Education
Society Education

3. Membership and Administration: The functions, charters and composition of the standing committees shall be included in the EAB Operations Manual.

E-207. Joint Standing Committees

1. Establishment: The EAB Chair, with the concurrence of EAB, and the affirmation of the IEEE Board of Directors, may establish joint standing committees with other IEEE organizational units. Joint standing committee charters shall be included in the EAB Operations Manual.
2. Membership: A joint standing committee shall be composed of members designated by the principal officer of the organizational unit they represent. The choice of chairs of such committees shall be made jointly by the EAB Chair and the chairs of the other IEEE organizational units involved. The EAB members shall be appointed by the EAB Chair with the affirmation of the EAB by a simple majority of votes cast on the issue.

3. Current Joint Standing Committees:

a. Educational Activities Board/Regional Activities Board Reference list of Educational Programs Committee (REPCOM). The Reference list of Educational Programs Committee (REPCOM), consists of EAB representatives appointed by the EAB Chair with the concurrence of the EAB, a Regional appointee each in Regions 7-10, and the Chair or Past-Chair of the Admission and Advancement (A&A) Committee. REPCOM operates as a joint standing committee of the Educational Activities Board and the Regional Activities Board. REPCOM efforts are closely coordinated with the A&A Committee, an IEEE Board of Directors committee assigned to RAB for administrative and operational support.

The IEEE Reference list of Educational Programs (REP List) is maintained in accordance with the IEEE Bylaw on Membership Qualifications (I-105.10) by the joint efforts of EAB and the Regional Committees of Regions 7-10, in support of the work of the IEEE Admission and Advancement Committee. The EAB is responsible for the development of policies and criteria, and the Regional Committees are responsible for assisting in their application in Regions outside the United States. Coordination of these activities is provided by REPCOM, which develops criteria for use in determining which educational programs worldwide should be included on the REP List. The functions and procedures of REPCOM are described in IEEE Policy and Procedures, Educational Activities, Section 3.3, Reference list of Educational Programs.

E-208. Ad Hoc Committees

The EAB Chair, with the concurrence of the EAB OpCom, may appoint ad hoc committees and task forces to facilitate the duties assigned to the EAB. The conditions and tenure of all such committee appointments shall be for no longer than that of the EAB Chair who appoints the committee.

E-300. MEETINGS

E-301. Number and Location

The total number of regular EAB meetings during the year should normally be three.

Locations for meeting shall be according to the criteria set forth in IEEE Policy and Procedures, Section 9, Activities of IEEE Organizational Units.

E-302. Notices

Notices of meetings and any other documents required to be sent to EAB members pursuant to provisions of the Constitution, IEEE Bylaws, and these Bylaws shall be sent by such routings as shall ensure prompt delivery.

E-303. Actions of the Educational Activities Board

Unless otherwise provided in the IEEE Certificate of Incorporation, the IEEE Constitution, the IEEE Bylaws (including these Bylaws), or the Not-for-Profit Corporation Law of the State of New York, the vote of a majority of the voting members of the Educational Activities Board present at the time of the vote, if a quorum is present at such time, shall be the act of the Educational Activities Board.

E-304. Quorum

A quorum of the EAB shall be one - half of the voting members.

E-305. Schedule Change

Once scheduled, a meeting date or location may be altered or canceled by majority vote at a regularly constituted EAB meeting or by consent of a majority of all EAB members secured by or transmitted to the EAB 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 distributed to all EAB voting members not less than ten days before the original or the new date of said scheduled meeting, whichever is the earlier.

E-306. Special

Special meetings of EAB may be called by the EAB Chair or by 25% of EAB voting members on notice to all other EAB Members. Notice of such special meetings, giving the time and place of meeting, the purpose of the meeting and the names of the EAB voting members calling the meeting, shall be distributed to all EAB members not less than twenty days before the date set of the special meeting.

E-307. By Telecommunications

EAB, EAB OpCom, an EAB council, or an EAB Committee 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 systems allowing all persons participating in the meeting to hear one another and have adequate provisions for debate.

E-308. Action Allowed Without Meeting

Unless otherwise provided in the Certificate of Incorporation, the Constitution, the IEEE Bylaws, these Bylaws or the Not-for-Profit Corporation Law of the State of New York, any action required or permitted to be taken by EAB, EAB OpCom, an EAB council, or an EAB committee may be taken without a meeting if all members of the corresponding EAB organizational unit 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 EAB, EAB council, or EAB committee.

E-400. FUNCTIONS

E-401. Policies

As delegated by the IEEE Board of Directors, EAB shall establish practices and procedures affecting the management and operation of its councils and committees. EAB shall be responsible for developing its plans, schedules and procedures. The EAB councils and committees shall operate in support of their assigned educational fields, as provided in their respective charters. The EAB through the EAB Chair may bring reports, recommendations or other actions by the individual councils and committees to the IEEE Board of Directors.

E-402. Policy Interpretation

EAB shall interpret IEEE Bylaws and Policies through organization arrangements, guidelines, and scopes and shall develop policy recommendations relating to the IEEE program of educational activities. Relevant policy statements and procedures shall be published in an EAB Operations Manual for the guidance of all concerned.

E-403. Monitoring Councils and Committees

EAB shall be responsible for monitoring the operations of the individual councils and committees for adherence to the EAB Bylaws, and Operations Manual. At intervals no longer than five years, in accordance with a schedule set by EAB, a review and evaluation shall be made of the total activities of each council and committee.

E-500. FINANCES

E-501. Administration

The administration of EAB finances shall be in accordance with the EAB Operations Manual.

E-502. Budget

The EAB Treasurer or an appropriate designee shall annually recommend to EAB an EAB budget for the subsequent year. The EAB shall annually approve the EAB budget.

E-503. Allotment

The Board of Directors of IEEE may, annually, include in the IEEE general fund budget a per-member allotment which shall constitute the annual financial support to the annual budgets of certain major boards. The EAB allotment is described in the IEEE Bylaw on Allotments (I-316.3)

E-504. Regional Assessment for Accreditation

The EAB shall be responsible for administration of the annual assessment paid to the Accreditation Board for Engineering Technology (ABET). This assessment is paid from the regional assessment for members residing in the United States as described in the IEEE Bylaw on Dues, Assessments and Fees (I-110.1)

E-600. STRATEGIC PLAN

E-601. Development

The EAB Planning and Review Committee shall be responsible for developing a strategic plan that is responsive to the goals and objectives of the IEEE Strategic Plan and related to the missions of the EAB.

E-602. Adoption

Prior to implementation, any EAB Strategic Plan shall be adopted by the EAB by a simple majority vote cast on this issue at an EAB meeting.

E-700. NOMINATIONS AND APPOINTMENTS

E-701. By Committee

The EAB Nominations and Appointments Committee shall be responsible to seek out and recommend to the EAB Chair candidates for chairs of EAB councils and standing committees. This committee shall also propose for concurrence by EAB, candidates for IEEE elective and appointive offices to be recommended for consideration by the BoD Nominations and Appointments Committee. The EAB Vice Chair shall serve as chair of the EAB Nominations and Appointments Committee.

E-702. By Petition

Individual EAB voting members may propose a candidate to be considered for the offices appointed by the EAB Chair by petition. Prior to submission of a nomination petition, the petitioner shall have determined that the candidate named in the petition is willing to serve, if elected. Evidence of such willingness to serve shall be submitted with the petition. The petition shall be signed by three or more EAB voting members. Additional petition requirements shall be contained in the EAB Operations Manual.

E-703. For IEEE Representative Directors On The Abet Board of Directors

The procedure for selecting IEEE Representatives to serve on the Board of Directors of the Accreditation Board for Engineering and Technology, Inc. (ABET) shall be as follows:

A Nominating Committee, consisting of the following five individuals, shall be chosen each year:

- a. One of the Technical Activities members on the EAB
- b. One of the Regional Activities members on the EAB
- c. The Accreditation Policy Council Chairman
- d. One of the current IEEE Representatives to ABET
- e. A Member-at-Large

These individuals shall be chosen by the Vice President-Educational Activities. The Vice President shall inform the EAB of these appointments.

No member of the Nominating Committee can be considered as a candidate for ABET Director.

The Nominating Committee shall submit to the EAB two or more candidates for each ABET Director position to be filled and shall include individuals with industrial as well as academic experience. In the event that the nominee is an incumbent member of the ABET Board of Directors, only one candidate shall be required. Additional candidates may be added to the slate of candidates for an ABET Director position by the majority vote of the EAB.

The EAB shall select each ABET Director from this slate of candidates, for recommendation to the Board of Directors for appointment.

The term of office of those selected as ABET Directors shall normally be three years. An individual may be considered for a second term.

E-800. VACANCIES

E-801. Vice President (EAB CHAIR)

Should a vacancy occur in the office of Vice President-Educational Activities, the IEEE Assembly shall fill the vacancy. The Past Vice President-Educational Activities, who is in office when the vacancy in the office of the Vice President-Educational Activities occurs shall serve until a new Vice President-Educational Activities is elected by the Assembly.

E-802. Past Vice President (EAB VICE CHAIR)

The next most recent Past Vice President available to serve shall fill a vacancy occurring in the office of the Past Vice President.

E-803. Other Vacancies

Other vacancies shall be filled by the EAB Chair upon recommendations by the EAB Nominations and Appointments Committee.

E-900. GOVERNING DOCUMENT REVISIONS

E-901. Bylaws

Proposed changes to the Bylaws of the EAB and reasons therefore shall be distributed to all voting members of EAB at least three weeks before the stipulated EAB meeting at which the vote shall be taken. Two-thirds of all votes cast at the meeting shall be required to approve any new EAB Bylaw or to

amend or repeal any existing EAB Bylaw. The EAB Bylaws shall not be adopted, amended, or repealed without approval by the IEEE Board of Directors.

E-902. Operations Manual

Proposed changes to the Operations Manual of the EAB and reasons therefore shall be distributed to all voting members of EAB prior to the EAB meeting at which the vote shall be taken. A simple majority of the votes cast at the EAB meeting shall be required to approve any revisions to the EAB Operations Manual.

E-1000. EDUCATION CONFERENCES

EAB, or EAB with other IEEE organizational units may organize and sponsor meetings, seminars, symposia, conferences, workshops, exhibits and other programs on matters related to the interests of IEEE members, the engineering and scientific community and the general public with regard to education and professional vitality. The purpose of these conferences is to provide mechanisms for effective interaction among members, educators, employers, and representatives of government to exchange information, share expertise and develop the synergism necessary to create and implement educational programs for life long learning.

E-1100. EDUCATION PROGRAMS

Educational programs are conducted throughout the IEEE to address members professional vitality needs, to serve the engineering and scientific community and to increase public understanding of electro-technology. To help fulfill its mission with respect to Institute-wide educational activities, the Educational Activities Board shall coordinate and manage, as appropriate, educational programs as follows:

1. Accreditation: Administer accreditation of college and university educational programs of interest to the IEEE in engineering, technology, and science. The Educational Activities Board is the unit within the IEEE responsible for interaction with ABET and for all activities pertaining to engineering and technology accreditation. Coordinate matters with other accreditation organizations in related fields of engineering and science. Assist other organizations worldwide with the establishment and

review of academic program accreditation processes.

2. Pre-College: Coordinate pre-college education programs Institute-wide and serve as liaison to other associations and teacher organizations with interests in pre-college education.
3. Undergraduate/Graduate (Pre-professional): Contribute to the development of curricula for preparing engineering professionals and coordinate pre-professional educational experiences. Promote excellence in undergraduate/graduate education and the development of curricula and programs that meet the evolving needs of students.
4. Lifelong Learning: Coordinate development and coordination of programs for continuous professional development. Ensure that affordable, high-quality educational opportunities are available to aspiring electro-technology professionals worldwide. Cultivate a lifelong learning system, including programs, planning tools and recognition, that will maintain and enhance the professional vitality of IEEE members worldwide.

IEEE PUBLICATIONS, PRODUCTS, AND SERVICES BOARD (P2SB) BYLAWS

P-100. THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.

P-101. Incorporation.

IEEE is incorporated under the New York State Not-for-Profit Corporation Law. The text of that law changes from time to time; the IEEE Executive Director should be consulted prior to taking any action that relates to that law.

P-102. Governance.

The policies, procedures, and regulations by which the IEEE and IEEE publications activities are governed are embodied in the following documents. The IEEE Certificate of Incorporation legally establishes the Institute. The IEEE Constitution, which can be approved and amended only by the voting members of the Institute, contains IEEE's fundamental objectives and organization. Implementation of the constitutional provisions, in specific organizational structures and policies, is contained in the IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The IEEE Bylaws applying to the Publications, Products, and Services Board are published herewith. Their purpose is to provide specific objectives and policies that relate to publication activities in the Institute. The IEEE Bylaws applying to Publications, Products, and Services are proposed and amended by the IEEE Publication, Products, and Services Board, with final approval by the IEEE Board of Directors.

The precedence of these documents should be remembered by all those engaged in IEEE management duties. The IEEE Bylaws may not be in conflict with the IEEE Constitution, and the IEEE Bylaws applying to the Publications, Products, and Services Board shall conform to the provisions of both the IEEE Constitution and the IEEE Bylaws. If, having consulted these documents, questions of procedure or interpretation remain, inquiries should be addressed to the Staff Executive, Publications or the Executive Director at the IEEE.

P-200. IEEE PUBLICATIONS, PRODUCTS, AND SERVICES BOARD

P-201. Mission (Quoted from Bylaw I-304.4)

The Publications, Products, and Services Board (P2SB) shall be responsible for formulating and recommending information dissemination and related products and services policies to the Executive Committee and the Board of Directors, establishing and maintaining standards and procedures for IEEE information dissemination, and otherwise coordinating and assisting those activities of the IEEE and its various organizational units. It is expected that

the IEEE organizational units will fulfill their obligations for their products and services. Once approved by the Board of Directors, these procedures become part of the policy and procedures of the Institute. Other organizational units shall be responsible for administering those policies set by P2SB as they relate to the publications, products and services for which they are responsible.

(a) The IEEE shall provide products and services which disseminate information on technical, scientific, professional, and newsworthy topics of interest to members, the engineering and scientific community, and the general public.

(b) The IEEE shall publish a magazine entitled IEEE SPECTRUM, which contains technical and scientific articles of general interest to the entire membership.

(c) The IEEE shall publish a newspaper entitled THE INSTITUTE, which contains news of current events in the IEEE itself, the industry, and the engineering and scientific community.

(d) IEEE SPECTRUM and THE INSTITUTE shall be distributed to all Honorary Members, Fellows, Senior Members, Members, and Associates. The Executive Committee may authorize distribution to Student Members.

P-202. Membership

1. Voting Members. The voting members of the Publications, Products, and Services Board shall consist of:

The Chair of the Publications, Products, and Services Board, who is the IEEE Vice President-Publications, Products, and Services.

The Vice Chair, who is a member of, and appointed by, the Technical Activities Board.

Nine members-at-large appointed by the IEEE Board of Directors. Candidates for such members-at-large may be proposed by the Publications, Products, and Services Board to the IEEE Nominations and Appointments Committee who shall submit a slate of candidates to the IEEE Board of Directors, for three-year, staggered terms.

One member-at-large who obtained his or her first collegiate degree within the last ten years at the time of appointment, selected by the Chair of the Publications, Products, and Services Board for a one-year term.

The lead volunteers for publications and classes of publications available to all members of the Institute:

Editor-in-Chief, IEEE Press
Editor-in-Chief, PROCEEDINGS OF THE IEEE
IEEE SPECTRUM Editorial Advisory Board Representative
THE INSTITUTE Editorial Advisory Board Representative
Editor-in-Chief, POTENTIALS

One current or past member of the Computer Society Board of Governors to be appointed by that Board.

An additional representative from each of the following major boards (who shall either be a member of such organizational unit or, in the case of Regional and Technical Activities may be a Director-Elect) to be named by, and at the option of, the respective Chairs of these Major Boards:

Educational Activities Board
Regional Activities Board
Standards Association
Technical Activities Board
IEEE United States of America

The Chair of each P2SB Standing Committee.

2. Staff Secretary. The Staff Executive, Publications shall serve as a nonvoting member and Staff Secretary to the Publications, Products, and Services Board.

P-203. Meetings

There shall be at least three meetings per year of the Publications, Products, and Services Board. The meetings should normally be held in conjunction with the Board of Directors meeting series.

P-204. Actions of the Publications, Products, and Services Board

Unless otherwise provided in the IEEE Certificate of Incorporation, the IEEE Constitution, the IEEE Bylaws (including these Bylaws), or the Not-for-Profit Corporation Law of the State of New York, the vote of a majority of the voting members of the Publications Board present at the time of the vote, if a quorum is present at such time, shall be the act of the Publications Board.

P-205. Quorum

A majority of the voting members of the Publications, Products, and Services Board shall constitute a quorum.

P-300. STANDING COMMITTEES

P-301. Establishment

To facilitate the performance of its duties, the Publications, Products, and Services Board may establish standing committees, the members of which shall be appointed by the P2SB Chair with the concurrence of the Publications, Products, and Services Board.

P-302. Current Standing Committees

The current Standing Committees reporting to the Publications, Products, and Services Board are: Strategic Planning Committee, Finance Committee, Nominations and Appointments Committee, Operating Committee (OpCom)

1. Strategic Planning Committee. The members of the P2SB Strategic Planning Committee shall be IEEE members appointed by the P2SB Chair and approved by the Publications, Products, and Services Board. The majority of the members shall be members-at-large of the Publications, Products, and Services Board. The P2SB Strategic Planning Committee shall be responsible for originating and recommending to the Publications, Products, and Services Board a plan that responds to the goals and objectives of the IEEE Strategic Plan that are related to the mission of the Publications, Products, and Services Board. The Committee shall also monitor and report upon progress in implementing the plan as approved by the Publications, Products, and Services Board.

2. Finance Committee. The members of the P2SB Finance Committee shall be IEEE members appointed by the P2SB Chair and approved by the Publications, Products, and Services Board. The majority of the voting members of the Finance Committee shall be members-at-large of the Publications, Products, and Services Board. Serving as ex-officio, nonvoting members of the P2SB Finance Committee shall be the Staff Executive for Publications and those staff whom that person designates in consultation with the Finance Committee Chair. The P2SB Finance Committee shall be responsible for budget review and endorsement for IEEE SPECTRUM, THE INSTITUTE, the IEEE Press, THE PROCEEDINGS OF THE IEEE, the Publications Department, and the charge rates for services provided to other IEEE organizational units.

3. Nominations and Appointments Committee. The P2SB Nominations and Appointments Committee shall be chaired by the immediate Past P2SB Chair. The members of the P2SB Nominations and Appointments Committee shall be IEEE members appointed by the Publications, Products, and Services Board. The P2SB Chair shall name two members, and the Publications, Products, and Services Board shall elect two members. The majority of the P2SB

Nominations and Appointments Committee members shall be voting members of the Publications, Products, and Services Board. The P2SB Nominations and Appointments Committee is responsible for managing the nominations and appointments process of the Publications, Products, and Services Board.

4. Operating Committee. The members of the Publications, Products, and Services Board Operating Committee (P2SB OpCom) shall be the P2SB Chair and Vice-Chair; the Chairs of the P2SB Standing Committees; and the Secretary of the Publications, Products, and Services Board, who serves as an ex-officio, nonvoting member. The P2SB OpCom shall function as the executive committee of the Publications, Products, and Services Board between P2SB meetings. As such, it shall deal with issues delegated to it by the Publications, Products, and Services Board or that arise between meetings that must be dealt with before the next P2SB meeting. The P2SB OpCom shall name replacements to complete the term of office for positions left vacant because of illness, death, or inability to serve for whatever reason. The Publications, Products, and Services Board may, by majority vote, rescind any act or decision of the P2SB OpCom.

P-400. JOINT STANDING COMMITTEES

P-401. Establishment.

The Publications, Products, and Services Board may establish Joint Standing Committees with other IEEE organizational units. The choice of the chairs of such committees shall be made jointly by the P2SB Chair and the Chairs of the other IEEE organizational units involved with each such committee. The P2SB members of such Joint Standing Committees shall be appointed by the P2SB Chair with the concurrence of the Publications, Products, and Services Board.

P-402. Current Joint Standing Committees.

The current Joint Standing Committee reporting to the Publications, Products, and Services Board is the P2SB/TAB Electronic Products Committee (in collaboration with the Technical Activities Board).

P-403. P2SB/TAB Electronic Products and Services Committee.

1. Voting Members. The voting members of the P2SB/TAB Electronic Products and Services Committee shall be members of the IEEE, shall serve one-year terms with reappointment possible, and shall consist of:

-A Chair (appointed jointly by the Vice President-Publications, Products, and Services and the Vice President-Technical Activities)

-Up to four members appointed by the Technical Activities Board, one of whom shall be a representative of the IEEE Computer Society
-Up to three members appointed by the Publications, Products and Services Board
-One member appointed by each of the following: EAB, RAB, Standards, and IEEE-USA.

2. Responsibility. The responsibility of the P2SB/TAB Electronics Products and Services Committee is to work in partnership with staff to define and recommend to the Publications, Products and Services Board and the Technical Activities Board proposals for electronic dissemination of information and related products and services that are either freely available or offered for sale to members and nonmembers; this information includes, but is not limited to, material contained in the transactions, journals, magazines, and conference proceedings.

P-500. P2SB EDITORIAL BOARDS

P-501. Establishment

In order to help fulfill its mission with respect to Institute-wide publication activities, the Publications, Products, and Services Board may establish volunteer Editorial Boards. The Editorial Boards shall be appointed by the Publications, Products, and Services Board on the advice of the individual Editorial Boards as given to the P2SB Nominations and Appointments Committee.

P-502. Current P2SB Editorial Boards

The current Editorial Boards reporting to the Publications, Products, and Services Board are

-PROCEEDINGS of the IEEE Editorial Board
-IEEE Press Editorial Board
-IEEE SPECTRUM Editorial Advisory Board
-THE INSTITUTE Editorial Advisory Board

P-503. Appointment of Editors-in-Chief

The Editor-in-Chief of the PROCEEDINGS OF THE IEEE and the Editor-in-Chief of the IEEE Press shall be appointed by the Publications, Products, and Services Board Chair in consultation with the Publications, Products, and Services Board for two-year terms, which are renewable by mutual consent.

P-504. PROCEEDINGS OF THE IEEE Editorial Board

1. Duties. The PROCEEDINGS OF THE IEEE Editorial Board shall be responsible for overseeing the mission of the PROCEEDINGS, as defined in Section 6.4.1 of the IEEE Policy and Procedures Manual.

2. Membership. Board members may be proposed to the P2SB Nominations and Appointments Committee by the Board itself, by the Editor-in-Chief, or by the managing editor, and shall be approved by the Publications, Products, and Services Board. The minimum number shall be seven. The term of service shall be three years, renewable by mutual consent. Members shall be chosen from any technical area of the IEEE. The Board shall be chaired by the Editor-in-Chief, who shall represent the PROCEEDINGS Editorial Board on the Publications, Products, and Services Board.

The Vice President-Publications, Products, and Services and the Staff Executive, Publications shall serve as ex-officio, nonvoting members of the PROCEEDINGS OF THE IEEE Editorial Advisory Board.

3. Meetings. Meetings shall occur at least once per year and be chaired by the Editor-in-Chief.

P-505. The IEEE Press Editorial Board

1. Duties. The IEEE Press Editorial Board shall be responsible for defining and overseeing the mission of the Press, as specified in Section 6.4.4 of the IEEE Policy and Procedures Manual.

2. Membership. Board members may be proposed to the P2SB Nominations and Appointments Committee by the Board itself, by the Editor-in-Chief, or by the publisher, and shall be approved by the Publications, Products, and Services Board. The minimum number shall be seven. The term of service shall be three years, renewable by mutual consent. All technical areas of the IEEE shall be considered when choosing members. The Board shall be chaired by the Editor-in-Chief, who shall represent the Press Board on the Publications, Products, and Services Board.

The Vice President-Publications, Products, and Services and the Staff Executive, Publications shall serve as ex-officio, nonvoting members of the IEEE Press Editorial Advisory Board.

3. Meetings. Meetings shall occur at least once per year and be chaired by the Editor-in-Chief.

P-506. IEEE SPECTRUM Editorial Advisory Board

1. Duties. The IEEE SPECTRUM Editorial Advisory Board shall be responsible for overseeing the editorial mission of IEEE SPECTRUM, as defined in Section 6.4.2 of the IEEE Policy and Procedures Manual.

2. Membership. Board members may be proposed to the P2SB Nominations and Appointments Committee by the Board itself or by the Editor of IEEE SPECTRUM

and shall be approved by the Publications, Products, and Services Board. The number of members shall be between 18 and 27. They should reflect the diversity of the IEEE membership. In consultation with the Editor of IEEE SPECTRUM, the P2SB Chair shall appoint one member of the Editorial Board as the Board's liaison to the Publications, Products, and Services Board. Members shall serve for a maximum of three consecutive one-year terms. After a year or more off the Board, they may be nominated for a new term. There is no limit to the number of terms an individual may serve.

The Vice President-Publications, Products, and Services and the Staff Executive, Publications shall serve as ex-officio members of the IEEE SPECTRUM Editorial Advisory Board.

3. Meetings. The Board shall meet at least once each year in the spring, along with the editorial staff of IEEE SPECTRUM. The Editor of IEEE SPECTRUM shall be the nonvoting Chair of the Editorial Advisory Board meetings. During meetings, Editors and Board members exchange ideas on present and future content and format of IEEE SPECTRUM.

P-507. THE INSTITUTE Editorial Advisory Board

1. Duties. THE INSTITUTE Editorial Advisory Board shall provide advice and counsel to the editor of THE INSTITUTE through individual discussion and during Editorial Board meetings. The editorial mission of THE INSTITUTE is defined in Section 6.4.3 of the IEEE Policy and Procedures Manual.

2. Membership. THE INSTITUTE Editorial Advisory Board shall consist of three members serving ex-officio and nine serving by appointment.

Three members are to be appointed annually to three-year terms at the last P2SB meeting of the year. Board members may be proposed by the Board itself or by the editor of THE INSTITUTE subject to approval by the Publications, Products, and Services Board. An effort should be made to assemble a Board that reflects many different elements of the IEEE membership.

Ex-officio, nonvoting members of the Board shall be the Vice President-Publications, Products, and Services; the editor of IEEE SPECTRUM; and the Staff Executive, Publications. The editor of THE INSTITUTE shall serve as the nonvoting Chair of the Editorial Advisory Board.

3. Meetings. THE INSTITUTE Editorial Advisory Board shall hold at least one meeting a year.

P-600. PUBLICATIONS

P-601. Periodicals

1. PROCEEDINGS OF THE IEEE. The Publications, Products, and Services Board shall oversee the publication of a monthly publication entitled PROCEEDINGS OF THE IEEE. This publication shall be available to all IEEE members at a subscription fee set during the P2SB annual budget development process.
2. Transactions, Journals, and Letters. The IEEE should publish periodicals incorporating papers of lasting value to the profession and produced by the various IEEE organizational units named TRANSACTIONS ON _____ or JOURNAL OF _____ or _____ LETTERS, as defined in Section 6.3.2 of the IEEE Policy and Procedures Manual.
3. Magazines. The IEEE and its organizational units may publish magazines incorporating papers on technical and professional topics as well news articles, as defined in Section 6.3.3 of the IEEE Policy and Procedures Manual.
4. Newsletters. The IEEE and its organizational units may publish newsletters, as defined in Section 6-3.5 of the IEEE Policy and Procedures, for circulation to their members.
5. Other Periodicals. The IEEE may publish periodicals, other than the transactions, magazines, and letters, as defined in Sections 6-3.2 and 6-3.3 of the IEEE Policy and Procedures, sponsored by one or more IEEE organizational units and subject to the approval of the Publications, Products, and Services Board. Proposals for new categories of publications must be submitted to the Publications, Products, and Services Board for review and approval.

P-602. Other Publications

1. IEEE Press. The IEEE shall establish an IEEE Press to publish books and monographs, as described in Section 6.4.4 of the IEEE Policy and Procedures Manual.
2. Conference Records. The IEEE may publish convention and conference records, as described in Section 6.3.4 of the IEEE Policy and Procedures Manual.
3. Annual Directory. The IEEE may publish an annual Directory containing lists of its members, subject to the approval of the Executive Committee.
4. Special Publications. The IEEE may issue other special publications, such as abstracts and indexes, when warranted.

P-700. SUBSCRIPTION PERIODS

P-701. Specification

Member subscription periods shall be in compliance with the IEEE Policy and Procedures.

P-800. PANEL OF EDITORS

P-801. Composition

There shall be a Panel of Technical Publications Editors, consisting of the Editors of IEEE SPECTRUM; PROCEEDINGS OF THE IEEE; the IEEE PRESS; the transactions, journals, magazines, and newsletters of Societies and Technical Councils; and any other technical publications published by the IEEE or its organizational units. The Vice Chair of the Publications, Products, and Services Board shall serve as the Chair of this panel. The Panel of Technical Publications Editors shall provide a means for coordinating publication activities, consult with the P2SB Nominations and Appointments Committee concerning candidates for P2SB members-at-large, and assist the Publications, Products, and Services Board in determining general publication policy and procedures recommendations.

P-900. DOCUMENT REVISION

P-901. Bylaws

Proposed changes to the Bylaws of the Publications, Products, and Services Board and reasons therefor shall be distributed to all voting members of the Publications, Products, and Services Board at least 20 days before the stipulated meeting of the Publications, Products, and Services Board at which the vote shall be taken. Two-thirds of all votes cast at the meeting shall be required to approve any new bylaw, amendment, or revocation. In order for such changes to take effect, approval of the Board of Directors is required.

P-902. Policy and Procedures

Proposed changes to the IEEE Policy and Procedures pertaining to the Publications, Products, and Services Board and the reasons therefor shall be distributed to all voting members of the Publications, Products, and Services Board at least 15 days before the stipulated meeting of the Publications, Products, and Services Board at which the vote shall be taken. A simple majority of the votes cast at the meeting shall be required to approve any new policy or procedure or to amend or revoke any existing policy or procedure. In order for such changes to take effect, approval of the Board of Directors is required.

IEEE REGIONAL ACTIVITIES BOARD (RAB) BYLAWS

R-100. THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.

R-101. IEEE Incorporation.

IEEE is incorporated under the Not-for-Profit Corporation Law of the State of New York. The text of that law changes from time to time; the IEEE Executive Director should be consulted prior to taking any action which relates to that law.

R-102. Governance.

The policies, procedures, and regulations by which the IEEE and IEEE regional activities are governed are embodied in the following documents. The IEEE Certificate of Incorporation legally establishes the Institute. The IEEE Constitution, which can be approved and amended only by the voting members of the Institute, contains IEEE's fundamental objectives and organization. Implementation of the constitutional provisions, in specific organizational structures and policies, is contained in the IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The IEEE Bylaws applying to the Regional Activities Board are published herewith. Their purpose is to provide specific objectives and policies that relate to regional activities in the Institute. Proposed and amended IEEE Bylaws applying to regional activities shall be endorsed by the Regional Activities Board and forwarded to the IEEE Board of Directors for final approval and adoption.

The precedence of these documents should be remembered by all those engaged in IEEE management duties. The IEEE Bylaws may not be in conflict with the IEEE Constitution, and the IEEE Bylaws applying to regional activities shall conform to the provisions of both the IEEE Constitution and the IEEE Bylaws. If, having consulted these documents, questions of procedure or interpretation remain, inquiries should be addressed to the Managing Director, Regional Activities or the Executive Director at the IEEE.

RAB Operations Manual. Except as otherwise set forth in these RAB Bylaws, membership requirements, reporting structure and financial and administrative considerations for each RAB organizational unit shall be included in a RAB Operations Manual.

R-200. IEEE REGIONAL ACTIVITIES BOARD

R-201. Vision.

Through the leadership of its volunteers and by providing the very best management

structure geographically, RAB will enable the 21st century IEEE to be a globally relevant organization in which members and nonmembers hold IEEE membership in the highest esteem.

R-202. Mission.

The mission of the Regional Activities Board (RAB) is to fulfill IEEE's educational and scientific goals for the benefit of the public by maintaining, enhancing and supporting the geographic organizational units of the IEEE. RAB recognizes the intimate relationship between Sections and Societies and their Chapters and will work with other organizational units of the IEEE to foster improved interaction. RAB is also responsible for all aspects of membership and membership development, including recruitment, retention, elevation and service, as well as the related operational and budget issues.

R-203. Membership.

The Regional Activities Board shall consist of the following voting members:

Chair of the Regional Activities Board, who is the Vice President-Regional Activities
Immediate Past RAB Chair
RAB Treasurer
Regional Delegate/Directors from IEEE Regions 1-10
Vice Chair, Member-Activities
Vice Chair, Region, Section and Chapter Activities
Vice Chair, Student Activities
Vice Chair, Strategic Planning
RAB Secretary, ex-officio member without vote
GOLD Committee Chair, ex-officio member without vote

A majority of RAB will be directly elected by the IEEE membership. With the exception of the GOLD Committee Chair, to be eligible for any of the offices of RAB, the member shall be at IEEE Senior Member grade or Fellow. In addition, the Vice Chair - Strategic Planning shall be a current or past Region Director. Individuals holding more than one office on RAB shall be limited to one vote.

R-204. Officers.

The officers of RAB shall be the RAB Chair, the immediate Past RAB Chair and the RAB Treasurer. The RAB Secretary shall be an ex-officio Officer without vote.

1. RAB Chair. The Chair of the Regional Activities Board shall be the IEEE Vice President- Regional Activities. The Vice President-Regional Activities shall be

elected by the RAB Assembly in accordance with these Bylaws.

The RAB Chair shall be an IEEE Corporate Officer and serve as Vice President and Coordinator of Regional Activities on the IEEE Executive Committee (ExCom) and IEEE Board of Directors. The RAB Chair shall serve as an ex-officio, voting member of all RAB Committees, except as noted in the RAB Bylaws or Committee's charter.

The RAB Chair, with the advice and consent of RAB, may establish ad hoc committees to facilitate the performance of RAB activities.

The RAB Chair shall serve a term of one year and shall be eligible to serve one additional year as the RAB Chair, if re-elected. Upon completion of the term of office, the RAB Chair unless re-elected, shall serve as Past RAB Chair.

2. The Immediate Past RAB Chair. The Immediate Past RAB Chair, shall serve as Chair of the RAB Nominations & Appointments Committee. Additional responsibilities may be assigned by the RAB Chair.

3. RAB Treasurer. The RAB Treasurer shall be the chief financial officer of RAB. The RAB Treasurer shall be responsible for all financial matters pertaining to RAB, for the preparation of an annual budget, and for monitoring financial reports for adherence to the budget of RAB. The RAB Treasurer shall provide periodic reporting on financial matters to RAB and the RAB Operating Committee for securing their approval on financial actions when necessary.

The RAB Treasurer shall be elected by the RAB Assembly in accordance with these Bylaws. The term of office of the RAB Treasurer shall be for one year. The RAB Treasurer having served one term shall be eligible to be re-elected for up to two additional one-year terms, not to exceed 3 consecutive years of total service in this position. In addition, the RAB Treasurer shall serve as Chair of the RAB Finance Committee.

4. RAB Secretary. The Secretary shall be the Managing Director, Regional Activities Department. The Secretary shall be an ex-officio nonvoting member of all RAB Committees.

R-205. RAB Vice Chairs.

The RAB Vice Chairs shall be elected by the RAB Assembly in accordance with these Bylaws. The term of office of Vice Chairs shall be for one year. A Vice Chair, having served one term, shall be eligible to be re-elected for up to two additional one-year terms, not to exceed 3 consecutive years of total

service in this position. Vice Chairs shall fulfill the responsibilities as defined herein and report to RAB on their committees' activities (See R-404 Coordination of RAB Standing Committees).

1. Vice Chair - Member Activities. The Vice Chair, Member Activities, shall be responsible for planning, leadership, and guidance for activities relating to IEEE programs for membership activities, in the areas of membership development, admission and advancement, and awards and recognition. The Vice Chair, Member Activities, shall coordinate the activities of assigned committees to effectively execute these activities.

The Vice Chair, Member Activities, shall be responsible for coordinating the review of assigned staff functions to ensure their alignment with the RAB goals and objectives.

In addition, the following staff functions shall be the responsibility of the Vice Chair, Member Activities:

Member Services
Renewal Processing
Regional Activities Information
Technology
Brussels Office
Singapore Office

2. Vice Chair - Region, Section and Chapter Activities. The Vice Chair - Region, Section and Chapter Activities, shall be responsible for planning, leadership, and guidance for RAB activities relating to guidelines and programs for management and administration of Regions, Sections and Chapters. The Vice Chair, Region, Section and Chapter Activities, shall also be responsible for guidelines and programs for Regional Conferences. In addition, the Vice Chair, Region, Section and Chapter Activities shall serve as Chair of the RAB/TAB Section/Chapter Support Committee.

3. Vice Chair - Student Activities. The Vice Chair - Student Activities, shall be responsible for planning, leadership, and guidance for RAB activities relating to student activities. The Vice Chair, Student Activities will provide coordination of activities for the Student Activities Committee, and the Potentials Advisory Committee in carrying out the RAB goals and objectives with respect to Student Activities. In addition, Vice Chair - Student Activities shall serve as Chair of the RAB Student Activities Committee.

4. Vice Chair - Strategic Planning. The Vice Chair, Strategic Planning shall oversee the development and execution of the RAB strategic and operating plans. He/she will coordinate the internal plans of RAB

to meet the RAB goals and objectives and advise RAB on their alignment with the IEEE Strategic Plan. The Vice Chair, Strategic Planning shall serve as Chair of the RAB Strategic Planning Committee.

R-206. Region Directors.

In accordance with Bylaws I-201.3 and I-201.4, the 10 Region Delegate/Directors shall serve on the Regional Activities Board.

R-207. Liaisons.

RAB shall provide for liaison members to serve on other IEEE Boards or Committees, or maintain active liaison by other means deemed appropriate by the respective Chairs of these Boards/Committees. A list of RAB Liaison representative shall be provided in the RAB Operations Manual.

R-208. RAB Meetings.

The number of regular RAB meetings during the year shall normally be three. Locations for meetings shall be according to the criteria set forth in the RAB Operations Manual. Except in executive session, RAB Meetings shall be open to all IEEE members.

1. Meeting Schedule Changes. Once scheduled, a meeting date or location may be altered or canceled only for sufficient cause by majority vote at a regularly constituted RAB meeting or by consent of a majority of RAB members secured by or transmitted to the Secretary, not less than thirty (30) days before the original date or the new date set for the meeting, whichever is the earlier. Notice of such approved change shall be distributed to all RAB voting members not less than fifteen (15) days before the original or the new date of said scheduled meeting, whichever is the earlier.

2. Special Meetings. Special meetings of RAB may be called by the RAB Chair or by one-third of RAB voting members on notice to all other RAB members. Notice of such special meetings, giving the time and place of the meeting, the purpose of the meeting and the names of the RAB voting members calling the meeting, shall be distributed to all RAB members not less than thirty (30) days before the date set for the special meeting.

3. Meetings Without Notice. A RAB meeting may be held without notice if waivers of notice signed by all RAB voting members are filed with the Secretary, with notation thereof entered in the minutes of the meeting.

4. Actions Without Meeting. Unless otherwise provided in the Certificate of Incorporation or Constitution, or the IEEE Bylaws, or the Not-for-Profit Corporation Law of the State of New York,

any action required or permitted to be taken by RAB, RAB OpCom or a RAB Committee thereof may be taken without a meeting if all members of RAB, RAB OpCom or a RAB 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 RAB, RAB OpCom, or a RAB Committee.

5. Meetings By Telecommunications. The Regional Activities Board or a RAB Committee 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. Given these conditions, normal RAB meeting procedures will apply. All actions shall be ratified at a duly constituted meeting. Minutes of such meetings shall be distributed to all members.

6. Notice of Meetings. Notices of meetings and any other documents required to be sent to RAB members pursuant to provisions of the Constitution, IEEE Certificate of Incorporation, IEEE Bylaws, and these Bylaws shall be sent by such routings as shall ensure prompt delivery.

7. Actions of the Regional Activities Board. Unless otherwise provided in the Certificate of Incorporation, the Constitution, the IEEE Bylaws (including these Bylaws), or the Not-for Profit Corporation Law of the State of New York, the vote of a majority of the voting members of the Regional Activities Board present at the time of the vote, if a quorum is present at such time, shall be the act of the Regional Activities Board.

8. Quorum. A quorum for a meeting shall consist of a majority of the voting members of RAB, provided that a majority shall be Regional Directors.

R-300. FUNCTIONS/FINANCIAL MATTERS

R-301. Interpretation.

To the extent delegated by the IEEE Board of Directors, the Regional Activities Board shall interpret relevant policies and shall develop policies relating to the IEEE program of geographic organizational units. Guidelines for the operations, functions and administration of geographic organizational units shall be contained in the RAB Operations Manual.

R-302. Operational Procedures.

To the extent delegated by the IEEE Board of Directors, RAB shall recommend policies affecting the management and operation of its geographic organizational units. RAB shall be responsible for developing its plans, schedules, and procedures. The geographic organizational units shall operate in support of their assigned geographic area, as provided in their respective Bylaws. RAB shall apprise IEEE geographic activities of RAB policies. The Regional Activities Board through the VP-Regional Activities/RAB Chair may bring reports, recommendations, or other actions by the Geographic Organizational Units, the RAB Standing Committees, the RAB Ad Hoc Committees, and the Regional Activities Board, to the IEEE Board of Directors and IEEE Executive Committee.

R-303. Monitoring IEEE Geographic Organizational Units.

To the extent delegated by the IEEE Board of Directors, the Regional Activities Board shall be responsible for monitoring the operations of the IEEE Geographic Organizational Units for adherence to the Not-for-Profit Corporation Law of the State of New York, the IEEE Certificate of Incorporation, IEEE Constitution, IEEE Bylaws, IEEE Policies and Procedures and the guidelines contained in the RAB Operations Manual.

R-304. RAB Finances.

RAB activities shall be supported by funds derived from several sources and will primarily consist of three components:

- An annual financial allotment to support the Regional Activities Board and Department budget as approved by the IEEE BoD. Should this allotment exceed requirements, the excess may be placed in a dedicated RAB reserve account for support of the RAB budgets in future years. (See Bylaw I-316.2)
- A fixed component derived from a required Region and/or Section assessment paid by all members other than students, within that geographic organizational unit, as defined by the IEEE Bylaws and IEEE Policy and Procedures.
- A variable, or member choice component.

Other funds shall be derived by the general sale of products and services offered from time-to-time or through other fund-generating activities.

The variable, member choice component, and general sale component shall be derived from voluntary fees for services and products provided by or through RAB. Fees for such services and products shall be determined by RAB.

1. Assessments. Additional mandatory assessments for the support of RAB operations may be levied upon the members of a particular RAB geographic organizational unit (as defined herein) following approval by a majority of those voting in a vote of the members of that particular RAB organizational unit, subject to RAB endorsement and approval by the IEEE Board of Directors (Bylaw I-110.2)

R-400. STANDING COMMITTEES

R-401. Establishment.

The RAB Chair, with the advice and consent of the Regional Activities Board, may establish standing committees to facilitate the performance of duties assigned. RAB shall approve the charters of all RAB standing committees which are contained in the RAB Operations Manual. The charter for each standing committee shall specify the processes by which its Chair and membership are selected. Appointments made to committee membership shall be for one year, starting 1 January, with reappointment possible for a maximum tenure of three consecutive years, unless otherwise specified in the standing committee charter.

R-402. Member Eligibility Requirements.

To be eligible to be a Chair or a voting member of any RAB committee, except the Student Activities Committee, the member shall be at IEEE Member, Senior Member or Fellow grade. At the discretion of RAB, Student members, when appointed to other RAB committees, may be granted voting privileges.

R-403. Review.

All RAB standing committees shall be reviewed by the Regional Activities Board at intervals of no more than three years to ensure that their respective scopes and compositions continue to serve the best interests of the Regional Activities Board and its membership.

R-404. Coordination of RAB Standing Committees.

The activities of the following standing committees shall be coordinated and reported to RAB by the responsible RAB member:

RAB Awards & Recognition Committee
RAB Vice Chair - Member Activities
RAB Finance Committee
RAB Treasurer
RAB Graduates of the Last Decade, (GOLD) Comm.
RAB Vice Chair - Region, Section and Chapter Activities
RAB Nominations & Appointments Committee
Past RAB Chair
RAB Potentials Advisory Committee
RAB Vice Chair - Student Activities
RAB Regional Conferences Committee

RAB Vice Chair - Region, Section and Chapter Activities
RAB Strategic Planning Committee
RAB Vice Chair - Strategic Planning
RAB Student Activities Committee
RAB Vice Chair - Student Activities
EAB/RAB Reference list of Educational Programs Committee
RAB Vice Chair - Member Activities
RAB/TAB Transnational Committee
RAB Vice Chair - Strategic Planning
RAB/TAB Section/Chapter Support Committee
RAB Vice Chair - Region, Section and Chapter Activities
IEEE Admission & Advancement Committee
RAB Vice Chair - Member Activities
IEEE Membership Development Committee
RAB Vice Chair - Member Activities

R-405. RAB Standing Committees.

1. RAB Awards & Recognition Committee. Develops and implements award and recognition programs and procedures designed for sponsorship by RAB. Responsible to promote, recognize and reward excellence in the operations of the Regions and their organizational units: Councils, Areas, Sections, Subsections, Chapters, Student Branches and Student Branch Chapters.
2. RAB Finance Committee. The RAB Finance Committee shall provide guidance to RAB management on both current fiscal status and forecasts of future needs.
3. RAB Graduates of the Last Decade (GOLD). Serves the interests of the IEEE affinity group characterized by members in their first ten years (approximate) of graduation with this first professional, technical degree.
4. RAB Nominations & Appointments Committee. The RAB Nominations and Appointments Committee shall be responsible for managing the nominations and appointments process and identifying qualified candidates for elected and appointed positions of RAB and its Committees.
5. Potentials Advisory Committee. The Potentials Advisory Committee shall advise the Potentials Editor and RAB on all policy aspects in the development, publishing and distribution of IEEE Potentials.
6. RAB Regional Conferences Committee. Facilitates the planning, development, implementation, coordination, and to monitor and provide oversight for those horizontal (multi-disciplinary) conferences, conventions and technical shows as appropriate.
7. RAB Strategic Planning Committee. The RAB Strategic Planning Committee is responsible for developing and recommending strategic and long-range

plans, goals and objectives. It shall be responsible for developing plans for educational and scientific programs of interest to members which are consistent with the goals and objectives of the IEEE Strategic Plan and the RAB Strategic Plan, which are related to the mission of RAB.

8. RAB Student Activities Committee. The Student Activities Committee shall be responsible for providing undergraduate and graduate students studying in the fields of interest to the IEEE with opportunities for educational and technical development in preparation for entry into such fields.

R-406. Joint Standing Committees.

The RAB Chair, with the advice and consent of the Regional Activities Board, may establish joint standing committees with other IEEE organizational units. The charter for each joint standing committee shall specify the processes by which its Chair and membership are selected. Appointments made to committee membership shall be for one year, starting 1 January, with reappointment possible for a maximum tenure of three consecutive years, unless otherwise specified in the standing committee charter. The charters of joint standing committees shall be contained in the RAB Operations Manual.

1. EAB/RAB Reference list of Educational Programs Committee. The EAB/RAB Reference list of Educational Programs Committee (REPCOM) is a joint standing committee of the Educational Activities Board (EAB) and the Regional Activities Board (RAB) established for the purpose of implementing the responsibilities assigned to EAB and RAB in accordance with Bylaw I-105.10 - Reference list of Educational Programs and Section 3 of the IEEE Policy and Procedures.
2. RAB/TAB Section/Chapter Support Committee. The RAB/TAB Section/Chapter Support Committee is a joint Standing Committee of the Regional Activities Board and the Technical Activities Board (TAB). It serves as an action body reporting to both RAB and TAB, relating to Section and Chapter operational programs; and act as an information source on Institute policies pertaining to Section and Chapter operations. (See Bylaw T-803.3)
3. RAB/TAB Transnational Committee. The RAB/TAB Transnational Committee shall be jointly appointed by and responsible to the Regional Activities Board and the Technical Activities Board. It shall develop and promote policies and procedures to enhance the international character of IEEE. (See Bylaw T-803.1)

R-407 IEEE Committees

As per Bylaw I-308, the following committees are appointed by the IEEE Board of Directors and assigned to RAB for administrative purposes.

1. IEEE Admission and Advancement (A&A) Committee. The IEEE Admission and Advancement Committee shall act in accordance to IEEE Bylaw I-308.1. In addition, it shall be responsible for the processing and disposition in accordance with the IEEE Bylaws of all applications for admission to membership for Student, Associate, Member or Senior Member grade, and for advancement in grade except to Honorary member and Fellow grades. The Committee may delegate to the Managing Director, Regional Activities authority to elect or transfer applicants to the grade of Associate or Member when there is sufficient evidence that admission requirements have been fulfilled.

- (a) A&A Guidelines. The Committee shall adhere to guidelines on member qualifications as specified in IEEE Bylaws I-105.3, I-105.4, I-105.5, I-105.6, I-105.10, I-106, I-107 and I-112.2.

The A&A Committee shall also give approval where appropriate for reinstatement such that a resigned member may resume membership upon payment of the current dues, assessments and fees as required. Continuity of membership may be preserved by payment of the dues and any regional assessments or fees pertaining to the lapsed years.

2. IEEE Membership Development Committee. The IEEE MDC shall be responsible for the creation, promotion and monitoring of appropriate and effective membership development programs.

- (a) MDC Guidelines The Committee shall adhere to guidelines on member qualifications as specified in IEEE Bylaws I-105.3, I-105.4, I-105.5 and I-106. Due regard shall also be given to Bylaws I-107, Applications Procedures, I-108, Fees and Dues Proration, I-110, Dues, Assessments and Fees and I-111, Billing Termination and Reinstatement.

R-500. RAB OPERATING COMMITTEE

R-501. Mission.

The RAB Operating Committee will formulate, prepare and submit policies for consideration by RAB. It will make recommendations as a result of its studies and serve as a knowledgeable and experienced source for advice and counsel on matters affecting

Regional Activities. In addition, it will serve as the internal review authority and resource on organizational matters, resources and programs.

R-502. Membership.

The RAB Operating Committee shall consist of the following voting members:

Chair of the RAB Operating Committee who shall be RAB Chair
Immediate Past RAB Chair
RAB Treasurer
Vice Chair, Member Activities
Vice Chair, Region, Section and Chapter Activities
Vice Chair, Strategic Planning
Vice Chair, Student Activities
RAB Secretary, ex-officio without vote

R-503. Functions.

The RAB Operating Committee shall have all the functions and duties of RAB between Board meetings and those designated by other provisions in these Bylaws, except those that may be reserved exclusively to RAB by other provisions of these Bylaws. Actions of RAB OpCom shall be presented to RAB for ratification. RAB may, by majority vote of members present at any meeting, overrule any act or decision of the RAB Operating Committee.

Subject to ratification by RAB, The RAB Operating Committee has the authority to approve the formation, dissolution, transfer, merger or change of boundaries of any Section, geographic Council, Subsection, Student Branch, or Affinity Groups including the distribution of all funds and assets in the custody of that geographic organizational unit at the date of termination, as further provided in the IEEE Bylaws and the RAB Operations Manual.

R-504. Meetings.

The RAB Operating Committee shall meet at least two times per year between the meetings of RAB. Locations for meeting shall be according to the criteria set forth in the RAB Operations Manual. Meetings of the RAB Operating Committee shall usually be open to all IEEE members. Unless stated below the RAB Operating Committee shall adhere to the requirements as shown in Bylaw R-207 (RAB Meetings).

1. Special Meetings. Special meetings of the RAB Operating Committee may be called by the RAB Chair or by any four voting members of the RAB OpCom on notice to all other RAB Operating Committee members. Notice of such special meetings shall give the place, time and purpose of the meeting, and the names of those calling the meeting. The meeting notice shall be sent to all members not less than thirty

(30) days prior to the date set for the special meeting.

2. Meetings Without Notice. A RAB Operating Committee meeting may be held without notice if waivers of notice signed by all the voting members of RAB Operating Committee are filed with the Secretary, with notation thereof entered in the minutes of the meeting.
3. Actions Without Meeting. Unless otherwise provided in the Certificate of Incorporation or Constitution, or the IEEE Bylaws, or the Not-for-Profit Corporation Law of the State of New York, any action required or permitted to be taken by the RAB Operating Committee thereof may be taken without a meeting if all members of the RAB Operating 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 RAB Operating Committee.
4. Meeting By Telecommunications. The RAB Operating Committee 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. Given these conditions, normal RAB Operating Committee meeting procedures will apply. All actions shall be ratified at a duly constituted meeting. Minutes of such meetings shall be distributed to all members.
5. Notice of Meetings. Notices of meetings and any other documents required to be sent to RAB Operating Committee members pursuant to provisions of the Constitution, IEEE Certificate of Incorporation, IEEE Bylaws, and these Bylaws shall be sent by such routings as shall ensure prompt delivery.
6. Quorum. A quorum for a RAB Operating Committee meeting shall consist of a majority of the voting members of RAB Operating Committee.

R-600. RAB ASSEMBLY

Except as otherwise set forth in these Bylaws or Bylaws of the IEEE Assembly, the administrative guidelines of the RAB Assembly shall be provided in the RAB Operations Manual.

R-601. Function.

The RAB Assembly shall elect those members of the RAB who are not directly elected by the members of the IEEE. This includes the Vice President - Regional Activities, the RAB Vice

Chairs and the RAB Treasurer. For these elections, the RAB Assembly shall receive nominations from the RAB Nominations and Appointments Committee. (See Bylaw R-700 - Nominations & Appointments/Succession & Vacancies)

The RAB Assembly shall hold special elections as needed to fill vacancies occurring on RAB as set forth in Bylaw R-704 - Vacancies.

R-602. Membership.

The RAB Assembly is composed of the Region Delegates and the IEEE President, as a Delegate-At-Large, who shall chair the Assembly.

R-603. Meetings.

The RAB Assembly shall meet annually prior to the final RAB meeting of the year. The RAB Secretary, shall provide the record-keeping and secretarial functions for the RAB Assembly, serving in this capacity without vote. In the absence of the Secretary, the IEEE President shall perform this task or appoint a member of the RAB Assembly to perform this task.

1. Special Meetings. Special meetings of the RAB Assembly may be called by the IEEE President, Vice President, Regional Activities or by any four delegates on notice to all other delegates. Notice of such special meetings giving the time and place of the meeting, the purpose of the meeting, and the names of those calling the meeting shall be sent to all the delegates not less than thirty (30) days before the date set for the meeting.
2. Meetings Without Notice. A meeting of the RAB Assembly may be held without notice if waivers of notice are signed by all the members and are filed with the RAB Secretary, with notations thereof entered into the minutes of the meeting.
3. Quorum. A quorum for a RAB Assembly meeting shall consist of a majority of the voting members of the RAB Assembly.

R-604. Voting Process.

The RAB Assembly shall vote in accordance with the IEEE Bylaws pertaining to the IEEE Assembly. A simple majority of the votes cast is required to determine the winner. During RAB Assembly elections, all votes shall be conducted by secret ballot. The Chair will participate in all secret balloting. The Chair will announce the outcome of votes without divulging tallies.

R-700. NOMINATIONS & APPOINTMENTS/SUCCESSION & VACANCIES

Except as otherwise set forth in these Bylaws, the administrative guidelines of the

Nominations and Appointments Process shall be provided in the RAB Operations Manual.

R-701. Nominations & Appointments Process.

RAB shall provide processes for identifying candidates for elected and appointed positions.

1. Soliciting Candidates. Each year, the Chair of the RAB Nominations and Appointments Committee shall invite RAB and organizational units to submit qualified candidates to be considered by the RAB N&A Committee for the various elective and appointed offices.

a. RAB Standing Committee. The RAB N&A Committee shall submit to the RAB Assembly a list of candidates recommended for appointment to all Standing Committees (as defined in Bylaw R-404 & R-405) for the ensuing year, excluding those persons who are nominated through other sources as provided elsewhere. The list shall be submitted in time for appointment before 31 December of the preceding year or as otherwise called for in these Bylaws.

2. Selection of Candidates. The process by which RAB N&A Committee selects candidates for consideration by RAB is provided in the RAB Operations Manual.

A member of the RAB N&A Committee who does not resign from the Committee by 1 May is not eligible to be nominated by the RAB N&A Committee for any office to be filled by the RAB Assembly. In addition, RAB N&A Committee members shall not be eligible to be a petition candidate for any office to be nominated by organizational units other than the RAB N&A Committee or RAB.

3. Number of Candidates. The RAB N&A Committee shall submit not less than two or more than three candidates for each elected and appointed position.

a. No candidate may be nominated by the RAB Nominations & Appointments Committee for more than one position.

b. The RAB N&A Committee shall have an alternate candidate(s) approved for each position for which the RAB N&A Committee nominated only two candidates. The alternate(s) will be presented to the Assembly by the RAB N&A Committee Chair, only in the event of the unavailability of a candidate from the formal RAB N&A slate. The RAB N&A slate of candidates, including biographies and position statements, shall be mailed to all members of RAB at least four weeks before the RAB Assembly meeting at which the election shall take

place. The order of names for each position will be selected by lottery.

c. Each candidate for a RAB Assembly-elected position shall have an Assembly Delegate as an advocate. The advocate shall present the candidate's background and qualifications to the RAB Assembly. The RAB N&A shall solicit from each RAB N&A nominee a list of potential advocates from among the Assembly membership. The RAB N&A Chair and RAB Assembly Chair, with the agreement of the nominee, shall identify the advocate for each nominee. The list of advocates shall be supplied to the Assembly with the list of nominees.

R-702. Vice President, Regional Activities, Treasurer and Vice Chair Candidates.

The RAB N&A Committee shall send to the RAB Assembly lists containing not less than two or more than three candidates each which they recommend for consideration for the positions of Vice President - Regional Activities, RAB Treasurer and for each of the RAB Vice Chairs. These recommendations should reach the RAB Assembly at least thirty (30) days prior to the final meeting of the year of the RAB Assembly.

Candidates, in addition to those on the N&A slate, can be nominated no later than ten days prior to the Assembly meeting, if the signatures or e-mail endorsement of five Assembly members accompany the nomination. Biographies and position statements for such candidates should accompany the nomination. Nominations may be submitted by e-mail, fax or written document to a designee specified by the Assembly Chair who will promptly inform the Assembly of nominees qualifying under this provision.

R-703. Regional Delegate-Elect/Director-Elect Nominations.

Unless otherwise indicated in these IEEE Regional Activities Bylaws, the IEEE Bylaws with respect to elections shall apply (Reference Bylaw I-301.13)

Each Region shall establish a Region Nominating Committee. Each Region Nominating Committee shall furnish to the IEEE Board of Directors by 15 March of the Region election year a slate of Region Committee approved candidates for the office of Region Delegate-Elect/Director-Elect. At the same time a copy of the slate shall be submitted to the RAB Nominations and Appointments Committee for information. The slate shall include not fewer than two nor more than three candidates recommended for that office. The Region Nominating Committee shall also solicit annually from the Sections within the Region a list of potential candidates to be

considered by RAB N&A Committee for service on RAB Committees.

Each Region must allow for a petition candidate process in its Bylaws. Such petition candidates shall obtain the signature of at least 1% of the voting members of 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.

1. Terms of Office. The current Regional Delegate-Elect/Director-Elect positions and the terms of their office are as follows:

Region 1	-	2 Years
Region 2	-	2 Years
Region 3	-	2 Years
Region 4	-	2 Years
Region 5	-	2 Years
Region 6	-	2 Years
Region 7	-	2 Years
Region 8	-	1 Year
Region 9	-	2 Years
Region 10	-	2 Years

2. Single Candidates. Submission by a Region of a proposed slate with a single nominee for the office of Region Delegate-Elect/Director-Elect shall be permitted under extraordinary extenuating circumstances, (See Bylaw I-310.6) if all of the conditions of the following paragraphs (a), (b) and (c) are fulfilled:

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

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

(c) The Bylaws of the Region explicitly allow for the submission of a single candidate. A copy is to be on file with the Managing Director, Regional Activities Department.

R-704. Vacancies

For any circumstance under the purview of RAB that have not been foreseen in the IEEE Bylaws or Operations Manual, the RAB Assembly shall resolve any personnel unavailability, which may consist of absence (temporary),

incapacitation (known condition of limited duration) or vacancy (permanent)

1. Vice President-Regional Activities. Should a vacancy occur in the office of the Vice President, Regional Activities, the RAB Assembly shall fill the vacancy. The individual assuming the office of the Vice President shall serve the remainder of the term and complete the term of Past Vice President.

2. RAB Chair. In the event of the incapacity of the Chair, the most recent Past Chair available shall serve as Acting Chair until such time as the RAB Assembly elects a successor.

3. Past RAB Chair. The next most recent Past RAB Chair available to serve shall fill a vacancy occurring in the office of Past RAB Chair.

4. RAB Vice Chairs/RAB Treasurer. Should a vacancy occur in any Assembly elected position, the Assembly shall fill the vacancy. The individual assuming one of these offices shall serve the remainder of the term and complete the term of that office.

5. Region Directors. A vacancy shall occur in the office of Region Director at such time as the incumbent ceases to reside in the Region that elected that Director. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.13.

6. RAB Committee Chair/Member. A vacancy shall occur in the office of a RAB Committee Chair/Member at such time as the incumbent resigns or they can no longer perform the duties as specified in the RAB Operations Manual. If it is not specified in the Committee charter and the individual is not elected by the RAB Assembly, upon recommendations by the RAB Nominations and Appointments Committee the appropriate RAB Vice Chair shall appoint the successor.

R-800. AWARDS AND RECOGNITION

RAB and its geographic organizational units may establish and implement award and recognition programs. Proposals for the establishment of new awards or revision of existing awards by Regions, Areas, Councils, Sections, Chapters, or Student Branches within the organization of the Regional Activities Board, shall be forwarded to the Regional Activities Board Awards and Recognition Committee (RABARC) for review and endorsement of the specifications of the award and to RAB for approval. RAB shall abide by the existing policies and procedures as indicated in the IEEE Policy and Procedures Manual.

R-900. GEOGRAPHIC ORGANIZATION OF MEMBERS

The geographic organizational units of the IEEE are Regions, Areas, Councils, Sections, Subsection, Chapters, Student Branches, Student Branch Chapters, and Affinity Groups. In addition to the information noted in these Bylaws, relevant functions, composition and administrative guidelines regarding IEEE geographic organizational units are provided in RAB Operations Manual.

R-901. Regions.

A Region shall be a geographical organizational unit consisting of a part of one, or of one, or of more than one country established by RAB in accordance with the IEEE Constitution as an operating organizational unit of IEEE for management and administrative purposes to represent and fulfill the missions of the IEEE within the territory prescribed.

1. Region Bylaws. There shall be individual Region Bylaws for the purpose of governing the operations and administration of each Region. Such Bylaws shall be consistent with the IEEE Bylaws. A current copy of the Region Bylaws, and any revisions thereafter, shall be submitted by the Region Director for RAB approval. A copy of all Region Bylaws and subsequent revisions shall be on file in the Regional Activities Department and shall not be effective until approved by RAB.
2. Region Administrative Organizational Units. For purposes of administrative efficiency Regions can form administrative organizational units which may be joint with other IEEE organizational units, to administer various programs and operations. (See Bylaw I-109)
3. Region Boundaries. When appropriate, the Regional Activities Board shall recommend to the IEEE Board of Directors the formation, dissolution, transfer, merger or change of boundaries of any Region including the distribution of all funds and assets in the custody of that Region at the date of termination.

In intent, all parts of the world are in a Region. The boundaries of the Regions are as follows:

Region 1 shall comprise Northeastern USA, and as further specified in Region 1 Bylaws.
Region 2 shall comprise Eastern USA, and as further specified in Region 2 Bylaws.
Region 3 shall comprise Southeastern USA and the island of Jamaica as a part of its territory, and as further specified in Region 3 Bylaws.
Region 4 shall comprise Central USA, and as further specified in Region 4 Bylaws.

Region 5 shall comprise Southwestern USA, and as further specified in Region 5 Bylaws.

Region 6 shall comprise Western USA, including Alaska and Hawaii, and as further specified in the Region 6 Bylaws.

Region 7 shall comprise the territory of Canada, and as further specified in Region 7 Bylaws.

Region 8 shall comprise Africa, Europe, Greenland, Iceland, the Republics of the former USSR, and the Near and Middle East countries located west of Afghanistan and Pakistan, and as further specified in Region 8 Bylaws.

Region 9 shall comprise the territory encompassing the Caribbean and Bahamas Islands, South America, Central America and North America (except the United States, Jamaica and Canada), and as further specified in Region 9 Bylaws.

Region 10 shall comprise Australia, New Zealand, Asia, and related islands, and as further specified in Region 10 Bylaws.

4. Region Committee. Each Region shall have a Region Committee, organized and operated in accordance with its Region Bylaws that are responsive to the particular needs of the Region and are approved by the Regional Activities Board.

The Region Committee shall hold at least one meeting each year, at an appropriate time and place.

5. Region Funds. The Regional Activities Board shall authorize the transfer of funds to the respective Regional treasuries, the amounts thereof to be decided in consultation with the respective Region Directors. In addition, RAB shall authorize the transfer and distribution of all funds and assets in the custody of the Region at the date of dissolution, as further provided in the IEEE Bylaws and the RAB Operations Manual.

R-902. Areas.

Areas may be established as parts of a Region. An Area shall generally consist of several Sections, states, provinces, or countries which may be established by the Regional Committee as a management and administrative organizational unit of IEEE to fulfill the communication needs and management/administrative missions of the Region within the territory prescribed. Financial resources required for the operation of the Area are the responsibility of the Region creating the Area.

R-903. Councils.

A Council may be formed by agreement of a group of contiguous Sections and it exists at their pleasure. It is intended to act as a subordinate committee of the Sections and

they have the right to direct its operation. It is formed by the Sections to do only those delegated tasks that can be best done together by the Sections rather than singly by each Section. The Sections retain their recognition as the basic operating, executive, administrative and geographic unit of the IEEE. The formation of a Council must be approved by the Regional Director and the Regional Activities Board.

1. Council Bylaws. There shall be Councils Bylaws for the purpose of governing the operations and administration of each Council. Such Bylaws shall be consistent with the IEEE, RAB and Region Bylaws. A current copy of the Council Bylaws, and any amendments thereafter, as approved by the Council, shall be submitted to the Region Director and the Regional Activities Department for review prior to forwarding to RAB for approval. A copy of all Council Bylaws and subsequent amendments shall be on file in the Regional Activities Department and shall not be effective until approved by RAB.
2. Dissolution. The Regional Activities Board may dissolve any Council for any reason deemed sufficient by RAB including Councils failing to maintain a reasonable level of activity with any remaining funds and assets in the custody of that Council reverting to the IEEE.

R-904. Sections.

A Section shall be the basic operating geographic organizational unit of IEEE and shall be constituted by a minimum of fifty (50) members. A Section shall be established with the approval of RAB by petition of those who live/work in relatively close proximity to be served by activities that further the missions of IEEE.

1. Section Bylaws. There shall be Section Bylaw for the purpose of governing the operations and administration of each Section. Such Bylaws shall be consistent with the IEEE and RAB Bylaws. A current copy of the Section Bylaws, and any revisions thereafter, shall be submitted to the Region Director and the Regional Activities Department for review prior to forwarding to RAB for approval. A copy of all Section Bylaws and subsequent revisions shall be on file in the Regional Activities Department and shall not be effective until approved by the Regional Activities Board (RAB).
2. Reporting Requirements. At the end of each calendar year, Sections shall submit a Meeting Report and a Section Financial Operations Report to the appropriate department(s) at the IEEE Operations Center. A copy of the Meeting Report shall be submitted to the appropriate Region Director.

3. Section Probation. Failure of a Section to maintain the required activities, which shall include the holding and reporting to the Regional Activities Department of at least five technical, educational, professional or administrative meetings each year and also the maintenance of a minimum membership of twenty-five (25) members other than Students, shall place the Section on probation. Meetings held by a Society Chapter or Joint Society Chapter of a Section may be counted in fulfilling the requirements of this Bylaw.

4. Dissolution. The Regional Activities Board may dissolve any Section for any reason deemed sufficient by RAB including Sections failing to maintain a reasonable level of activity with any remaining funds and assets in the custody of that Section reverting to the IEEE.

5. Section Funds. The Regional Activities Board shall be responsible for distributing operating funds to the Sections in accordance with a stated set of objectives and a plan of distribution. These funds shall be known as rebates. The Section Rebate Schedule shall be prepared by the RAB/TAB Section/Chapter Support Committee and approved by RAB.

The distribution of rebates and other operating funds to Sections shall be subject to the receipt by the Regional Activities Department of appropriate and timely reports as outlined in the RAB Operations Manual.

R-905. Subsections.

Sections may have Subsections. A Subsection shall be a part of a Section, constituted by a minimum of twenty (20) members, and established with the approval of RAB by petition to the Section Executive Committee, who live/work in relatively close proximity to be served by the activities that further the mission of IEEE. Financial resources required for the operation of the Subsection are the responsibility of the Section creating the Subsection.

R-906. Chapters.

A Chapter shall be a technical subunit of one or more Sections, or a Council, and is constituted by a minimum of twelve (12) members of a Society or group of Societies and established by petition to the parent organizational unit(s) and Societies concerned to fulfill the mission of IEEE

1. Chapter Funds.

Chapters may receive funds directly from Societies and Technical Councils and/or the share of income and disbursements associated with programs sponsored or cosponsored with Sections. Chapters shall have autonomy in

the use of such funds, subject to the guidelines of the IEEE Bylaws, IEEE P&P, RAB Bylaws and RAB Operations Manual.

R-907. Student Branches.

A Student Branch shall be an operating organizational unit of IEEE constituted by a minimum of twenty (20) IEEE Student members at a particular college, university, technical institute, or, in unusual circumstances attached to a Section, and established with approval of RAB by petition to the Region concerned to fulfill the mission of IEEE.

1. Student Branch Funds. The Regional Activities Board shall be responsible for distributing funds to the Student Branches in accordance with a stated set of objectives and a plan of distribution. The Student Branch Rebate Plan shall be prepared by the Student Activities Committee and approved by RAB.

R-908. Student Branch Chapters.

Student Branches may have Student Branch Chapters. A Student Branch Chapter shall be a technical subunit of a Student Branch constituted by a minimum of twelve (12) Student members of a Society or group of Societies and established by petition to the parent Student Branch and Society concerned to fulfill the mission of IEEE. A Student Branch Chapter functions in a manner similar to a committee of the Student Branch.

R-909. Affinity Groups.

An affinity group shall be a local non-technical unit of an IEEE organizational unit or standing committee established by petition to the parent organizational unit to fulfill the purposes of IEEE.

R-1000. GEOGRAPHICALLY ORGANIZED CONFERENCES

RAB and its geographic organizational units may organize and sponsor meetings, seminars, symposia, conferences, and other educational and scientific programs to benefit the public on matters related to the interests of the IEEE membership. Guidelines for conferences are maintained in the IEEE Policy and Procedures and the RAB Operations Manual.

R-1100. PUBLICATIONS

RAB may authorize newsletters, periodicals, magazines, proceedings and other publications as it may deem necessary for effectively disseminating and publicizing its activities. Guidelines for publications are maintained in the RAB Operations Manual. RAB shall abide by the existing policies and procedures as established by the Publications, Products, and Services Board (P2SB) and referenced in the IEEE Policy & Procedures Manual.

R-1200. REVISION OF RAB BYLAWS AND OPERATIONS MANUAL

R-1201. Bylaw Revisions.

Proposed changes to the Bylaws of RAB and reasons therefore shall be distributed to all voting members of the Regional Activities Board at least twenty days (20) before the stipulated RAB meeting at which the vote shall be taken. Two-thirds of the members present at the meeting shall be required to recommend a new Bylaw or to amend or revoke any existing RAB Bylaw. Proposed and amended IEEE Bylaws applying to regional activities shall be endorsed by the Regional Activities Board and forwarded to the IEEE Board of Directors for final approval and adoption. (See IEEE Bylaw I-311.5)

R-1202. Operations Manual Revisions.

Proposed changes to the RAB Operations Manual and the reasons therefore shall be distributed to all voting members of RAB at least fifteen (15) days before the stipulated RAB meeting at which the vote shall be taken. A majority of the votes cast of the members present at the meeting shall be required to approve of any new RAB operation guideline revision or to amend or revoke any existing RAB operation guideline. The RAB Operations Manual will be forwarded to the IEEE Board of Directors for information purposes.

IEEE STANDARDS ASSOCIATION (SA) BYLAWS

S-100. IEEE Standardization

S-101. Scope

The scope of IEEE standardization activities falls within the technological fields stated in the IEEE Constitution: the advancement of the theory and practice of electrical engineering, electronics, radio and the allied branches of engineering, and the related arts and sciences. This scope includes the defined scopes of the Societies and their technical Committees. As a global organization, IEEE generates standards publications that will have the broadest potential international acceptance.

The IEEE Standards Association (IEEE-SA) has the responsibility to pursue programs on an Institute-wide basis that enhance globalization of IEEE standards. This responsibility includes recommending policy, providing financial oversight, encouraging and coordinating the development and revision of IEEE standards and standards information, and conducting other standards-related activities in fields of interest to the Institute. The IEEE-SA shall be the IEEE interface on standards-related matters with all external bodies.

When appropriate, the IEEE-SA will cooperate with standardizing groups throughout the world in the preparation of standards involving an area of interest within the scope of the IEEE. Approval of a standard by the IEEE-SA signifies that the IEEE believes the document to be consistent with good engineering practice and that it represents a consensus of representatives from materially affected industries, governments, or public interests.

S-102. Authority

The IEEE Standards Association is established by IEEE Bylaw I-304.6. It is represented on the IEEE Executive Committee and the IEEE Board of Directors and major Boards as specified in applicable provisions of the Bylaws of the Institute. Its organization beyond that specified in the IEEE Bylaws is governed by these bylaws.

S-103. Organization

The IEEE Standards Association (IEEE-SA) shall be directed by a Board of Governors (BOG). The IEEE-SA BOG may establish and appoint boards, committees, and other organizational units as required to carry on the work of IEEE-SA and promote its purposes.

S-104. Finances

The IEEE-SA is intended to be operated on an expense-neutral basis to the Institute. It shall be financed by the revenue from the sale of documents, royalties from intellectual property, contracts, fundraising, and participatory fees for standards-related products and services. A five-year budget will be prepared and revised annually. Fees for services shall be subject to periodic adjustment.

S-105. Conformance of Products or Systems to IEEE Standards

1. Conformance. With the approval of the IEEE Board of Directors and as authorized by Bylaw S-101, the IEEE-SA BOG may establish groups
 - a) To act for the Institute in product testing or in certification of products or systems to comply with IEEE standards, or
 - b) To offer opinion in the name of the Institute on the conformance of products or systems to the requirements of IEEE standards for their intended use and safe operation.
2. IEEE Standard Designations. The unauthorized use of IEEE standards numbers to convey conformance with a corresponding IEEE standard shall constitute a declaration of conformance solely by the party using the number, and such party shall indicate that the Institute has not certified, endorsed, or approved any such product.

S-200. Governance.

The policies, procedures, and regulations by which the IEEE and IEEE standards activities are governed are embodied in the following documents. The IEEE Certificate of Incorporation legally establishes the Institute. The IEEE Constitution, which can be approved and amended only by the voting members of the Institute, contains IEEE's fundamental objectives and organization. Implementation of the constitutional provisions, in specific organizational structures and policies, is contained in the IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The IEEE Bylaws applying to the Standards Association are published herewith. Their purpose is to provide specific objectives and policies that relate to standards activities in the

Institute. The IEEE Bylaws applying to the Standards Association are proposed and amended by the IEEE-SA BOG, with final approval by the IEEE Board of Directors.

The precedence of these documents should be remembered by all those engaged in IEEE management duties. The IEEE Bylaws may not be in conflict with the IEEE Constitution, and the IEEE Bylaws applying to the Standards Association shall conform to the provisions of both the IEEE Constitution and the IEEE Bylaws. If, having consulted these documents, questions of procedure or interpretation remain, inquiries should be addressed to the Managing Director, Standards, or to the Executive Director at IEEE.

S-300. IEEE-SA BOARD OF GOVERNORS ORGANIZATION

Unless otherwise indicated in these IEEE Standards Association Bylaws, the IEEE Bylaws with respect to elections shall apply. (Reference Bylaw I-310.13.)

S-301. Responsibility

The IEEE-SA Board of Governors (BOG) shall establish policy, provide for financial oversight, and conduct standards-related activities within the technological fields stated in the IEEE Constitution.

S-302. Membership

The IEEE-SA BOG shall consist of up to 13 voting members of Member, Senior Member, or Fellow grade who reflect the technical standards activity of the Institute. IEEE-SA membership is a requirement for membership on the IEEE-SA BOG.

The membership of the IEEE-SA BOG shall include the IEEE-SA President; the IEEE-SA President-Elect; and the most recent Past IEEE-SA President willing to serve. Other voting members shall be the current Chair of the IEEE-SA Standards Board; the most recent past chair of the IEEE-SA Standards Board willing to serve; and eight members-at-large. The Managing Director, IEEE Standards Activities, shall serve without vote on the BOG as Secretary.

The IEEE-SA BOG may appoint nonvoting individuals to the IEEE-SA BOG to facilitate its work. These individuals shall be members of IEEE-SA and represent specific needs. Subject to Bylaw I-306.1, all individuals shall be appointed by a majority vote of the IEEE-SA BOG on an annual basis.

S-303 IEEE-SA President

1. Duties

The term of office for the IEEE-SA President shall be one year. The IEEE-SA President shall serve as a member of the IEEE Board of Directors and the IEEE Executive Committee.

Duties of the IEEE-SA President shall include but not be limited to:

- Commitment to IEEE's goals and strategic directions
- The efficient organization of committees and work programs to assure achievement of IEEE-SA objectives
- Serving as the IEEE contact on standards for both national and international interests
- Establishing contacts with government and industrial leaders to assure IEEE-SA responsiveness to standards needs
- Chairing the IEEE-SA BOG.

Duties of the IEEE-SA President-Elect shall include but not be limited to:

- Serving as Vice-Chair of the IEEE-SA BOG.

2. Election Process

Every year, there shall be an election to fill the position of IEEE-SA President-Elect. Following a term of one year as IEEE-SA President-Elect, the holder of that office shall serve as IEEE-SA President in the subsequent year and shall serve as IEEE-SA Past President in the year subsequent thereto.

At least two nominees for IEEE-SA President-Elect shall be proposed by the IEEE-SA Nominations and Appointments Committee and submitted to the IEEE-SA BOG for their endorsement or modification at the scheduled final meeting of the year. All nominees shall be members of IEEE-SA and of IEEE Senior Member or Fellow grade.

Upon nomination by the IEEE-SA BOG, the list of candidates for IEEE-SA President-Elect shall be sent to the IEEE Corporate Office to be put forward for election by the members of the IEEE-SA who are also members of the IEEE. The IEEE-SA President-Elect shall be elected by a plurality of the votes cast by the eligible members of the IEEE-SA who are also members of the IEEE.

3. Election Tellers

The counting of the tally of votes will be a part of the IEEE Annual election process and shall follow the procedure specified in IEEE Bylaw I-310.13.

4. Credentials and Disputes

Any dispute or appeal connected with the election of the IEEE-SA President-Elect shall be submitted to the IEEE Credentials Committee for a review of the complaint and for action in accordance with IEEE Bylaw I-308.13.

S-304 IEEE-SA BOG Members-at-Large

1. Duties

Except as noted in Bylaw S-304.2, the term of office of the IEEE-SA BOG members-at-large shall be two years. Duties shall include but not be limited to:

- Supporting IEEE-SA programs to fulfill global standards needs
- Assuring that activities reflect both the current technical and regional interests of the IEEE
- Providing financial oversight for the IEEE-SA
- Participating in committees and work programs to assure achievement of IEEE-SA objectives

2. Election Process

One or more nominees for a vacancy in an IEEE-SA BOG member-at-large position shall be proposed by the IEEE-SA BOG Nominations and Appointments Committee and submitted to the IEEE-SA BOG for their endorsement or modification at the scheduled final meeting of the year. No individual IEEE Society or industry shall be overrepresented in the structure of the IEEE-SA BOG. Candidates for an IEEE-SA member-at-large position shall be members of the IEEE-SA and of IEEE Member, Senior Member, or Fellow grade.

Each of the eight members-at-large of the IEEE-SA BOG shall represent one particular membership profile as defined in the *IEEE Standards Association Operations Manual*. All eight profiles shall be represented by the members-at-large of the IEEE-SA BOG. All profiles shall be approved by the IEEE-SA BOG. All profiles applicable to an election shall be approved in the calendar year prior to the election.

Upon nomination by the IEEE-SA BOG, the list of candidates for IEEE-SA BOG members-at-large shall be sent to the IEEE Corporate Office to be put forward to election by the members of IEEE-SA.

Every year, there shall be an election to fill the open positions for IEEE-SA BOG member-at-large for two-year terms. The members-at-large shall be elected by a plurality of the votes cast by the eligible members of IEEE-SA.

3. Election Tellers

The counting of the tally of votes will be a part of the IEEE Annual election process and shall follow the procedure specified in IEEE Bylaw I-310.13.

4. Credentials and Disputes

Any dispute or appeal connected with the election of the IEEE-SA BOG members-at-large shall be submitted to the IEEE Credentials Committee for a review of the complaint and for action in accordance with IEEE Bylaw I-308.13.

S-305 Petition Candidates

Members of the IEEE-SA may propose, by petition, names to be added to the ballot for the offices of IEEE-SA President-Elect and member-at-large of the IEEE-SA BOG. Petitions may be circulated and signed no earlier than 15 June of the calendar year preceding the year in which the election is held. Such nominating petition, at the time it is signed by the petitioners, shall set forth the office and membership profile (for member-at-large candidates), the term of the office (expressed in date form), the name of the proposed candidate, and, when completed, shall be submitted in a letter to the IEEE Board of Directors to be received at the IEEE Corporate Offices no later than 12:00 noon on the Friday preceding 15 June of the calendar year of the election. The number of signatures required to have a candidate placed on the ballot for a member-at-large position shall be at least 5%, but no less than 150 individuals, of the eligible members of the IEEE-SA. The number of signatures required to have a candidate placed on the ballot for IEEE-SA President-Elect shall be at least 5%, but no less than 150 individuals, of the eligible members of the IEEE-SA who are also members of the IEEE. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is qualified and is willing to serve if elected; evidence of qualifications and willingness to serve shall be submitted with the petition. Only those membership profile positions open for election that particular year shall be eligible for petition candidates in that year.

S-306. Meetings.

Dates for regular meetings shall be approved by the IEEE-SA BOG. Special meetings of the IEEE-SA BOG may be called by the IEEE-SA President if necessary. The agendas of regular meetings shall be made available to all IEEE-SA BOG members prior to the meeting date.

Meetings may be held in person, by telephone, or by videoconference, or by any combination of these three means. Members of the IEEE-SA BOG are responsible for the costs of attending meetings.

1. Action of the IEEE-SA Board of Governors. Unless otherwise provided in the IEEE Certificate of Incorporation, the IEEE Constitution, the IEEE Bylaws (including these Bylaws), or the Not-For-Profit Corporation Law of the State of New York, the vote of a majority of the voting members of the IEEE-SA BOG present at the time of the vote, if a quorum is present at such time, shall be the act of IEEE-SA BOG.
2. Quorum. A majority of voting members of the IEEE-SA BOG shall constitute a quorum.

S-307. Action Between Meetings

1. Ad-Hoc Council. If action needs to be taken between meetings, an ad-hoc council consisting of the IEEE-SA President; the IEEE-SA Past President; the Chair of the IEEE-SA Standards Board; the Managing Director, IEEE Standards Activities; and one member-at-large shall have the authority to take such action. Use of the ad-hoc council shall not be made unless unavoidable. The Managing Director, IEEE Standards Activities, shall serve as an ex-officio member of the council without vote.

The member-at-large on the ad-hoc council shall be selected from among the eight members-at-large on the IEEE-SA BOG. The member-at-large on the ad-hoc council shall be determined at the final meeting of the IEEE-SA BOG during the calendar year. The term of service shall be for the following year.

Meetings of the ad-hoc council may be held in person, by telephone, or by videoconference, or by any combination of these three means.

2. Functions of the Ad-Hoc Council. The ad-hoc council shall have all the powers and duties of the IEEE-SA BOG except for such matters not permitted to be delegated to the ad-hoc council pursuant to Section 712(a) of the New York Not-for-Profit Corporation Law and for other matters that the BOG has, by resolution, expressly reserved to itself. All such powers and duties of the IEEE-SA BOG that the ad-hoc is authorized to exercise pursuant to this Bylaw, and all other powers and duties that the ad-hoc council is authorized to exercise pursuant to other provisions of these Bylaws, shall be subject to the following limitations:

- a) Except if and to the extent otherwise expressly provided in other provisions of these Bylaws, that the BOG may by majority vote of those present and eligible to vote at any meeting overrule any act or decision of the ad-hoc council.

- b) The IEEE-SA BOG may direct any action or plan of the ad-hoc council.

3. Ballots. The IEEE-SA BOG may use ballots to take action between meetings. Such ballots shall be sent via mail, electronic mail, or fax to each IEEE-SA BOG member. Unanimous written consent of those members of the IEEE-SA BOG eligible to vote shall be received by the date specified on the ballot in order for the action to be taken between the meeting. If all ballots are not returned by the date specified on the ballot, the IEEE-SA President may elect to extend the ballot two times to receive the returned ballots. Notification of such extensions shall be sent to all IEEE-SA BOG members by mail, electronic mail, or fax.

S-308. Unexpired Terms

If the IEEE-SA President is unable to complete his or her term of office, the Past President of the IEEE-SA shall serve out the term. If a member-at-large is unable to complete his or her term of office, the IEEE-SA President shall have the discretion of deciding whether to hold a special election or to appoint a person to serve out the term.

S-400. IEEE-SA Standing Boards and Committees

S-401. IEEE-SA Standards Board

1. Scope. The BOG shall establish and appoint a Standards Board to encourage and coordinate the development and revision of IEEE standards; to approve the initiation of IEEE standards projects; and to review them for consensus, due process, openness, and balance. The IEEE-SA Standards Board shall give final approval to IEEE standards prior to publication and shall process all necessary appeals. The Chair of the IEEE-SA Standards Board shall be appointed by the BOG.

The rules and procedures for the IEEE-SA Standards Board are contained in the IEEE-SA Standards Board Bylaws and the IEEE-SA Standards Operations Manual. The BOG shall approve proposed changes to IEEE-SA Standards Board Bylaws unless there is a conflict with its governing documents (see Bylaw S-200). Any conflict shall be resolved by a task force appointed by the IEEE-SA President.

2. Membership. The IEEE-SA Standards Board shall consist of no fewer than 18 nor more than 26 voting members, who shall be of Member or higher grade of the Institute and members of the IEEE Standards Association. Included in the membership are a:

- a) Chair: The Chair of the IEEE-SA Standards Board shall be elected for a term of one year by the IEEE-SA BOG. Subject to Bylaw I-306, the Chair is eligible for re-election.
- b) Vice Chair: The Vice Chair of the IEEE-SA Standards Board shall be elected by the IEEE-SA Standards Board from among the voting members for a term of one year. Subject to Bylaw I-306, the Vice Chair is eligible for re-election.
- c) Past Chair: The most recent Past Chair of the IEEE-SA Standards Board available shall serve.
- d) Secretary: The Managing Director of Standards, or another member of the IEEE staff as designated by the IEEE Executive Director, is the Secretary of the IEEE-SA Standards Board. The Secretary shall serve *ex officio* without vote.

Other voting members of the IEEE-SA Standards Board shall be appointed by the IEEE-SA BOG. The representative of the IEEE Technical Activities Board (TAB) shall be a voting member. In addition, the IEEE-SA Standards Board may include nonvoting participants as described below:

- 1) Liaison representatives to provide coordination and communication between the IEEE-SA Standards Board and other IEEE organizational units as well as other organizations involved in standards activities.
- 2) Members emeriti elected for life by the IEEE-SA BOG, based on long years of prior distinguished service on the IEEE-SA Standards Board and its committees. Only those members emeriti currently named to this position as of 31 December 1997 shall serve on the IEEE-SA Standards Board.
3. Liaison Representatives. The following persons serve as nonvoting (unless already voting members) liaison representatives to the IEEE-SA Standards Board and its standing committees to assist in coordinating standardization work with their respective organizations:

- a) The chair of each IEEE Standards Coordinating Committee (SCC) appointed by the IEEE-SA Standards Board.
- b) Representatives of IEEE Societies and Councils (and their Technical Committees), appointed by the Presidents or Chairs of these bodies. Sponsor Committees may also designate liaison representatives where committee standards activity indicates the need for representation.
- c) Liaison representatives designated by other major IEEE Boards.
- d) Such other liaison representatives as the IEEE-SA Standards Board may authorize.

The responsibilities of the liaison representatives are given in the IEEE-SA Standards Board Operations Manual.

4. Tenure. Members of the IEEE-SA Standards Board may serve up to three consecutive one-year terms, except that chairs of standing committees or members of the Administrative Committee may be appointed to additional terms to provide experience and continuity.

S-402. Awards and Recognition Committee

This committee shall be responsible for the administration and issuance of all awards presented by the IEEE Standards Association. It shall act on behalf of the IEEE-SA BOG to approve nominations for IEEE standards awards. It shall submit nominations for standards awards sponsored by other organizations. The organization of this committee is given in the IEEE Standards Association Operations Manual.

S-403. Corporate Advisory Group

This group shall be responsible for procuring industry input concerning the IEEE standards process and strategic direction and for recommending appropriate action to the IEEE-SA BOG. The organization of this group is given in the IEEE Standards Association Operations Manual.

S-404. Nominations and Appointments Committee

This committee shall submit a list of candidates to the IEEE-SA BOG for the eligible member-at-large positions on the IEEE-SA BOG and for the office of IEEE-SA President-Elect as stated in Bylaw S-302. This committee shall also submit a list of candidates for the IEEE-SA Standards Board to the IEEE-SA BOG. The organization of this

committee shall be set forth in the *IEEE Standards Association Operations Manual*.

S-405. Finance Committee

This committee shall provide the financial oversight for the IEEE-SA. It shall report its information to the IEEE-SA BOG. The organization of this committee is given in the *IEEE Standards Association Operations Manual*.

S-406. Strategic Planning Committee

This committee shall generate plans to respond to the goals and objectives of the IEEE Strategic Plan that are related to the mission of the IEEE-SA and recommend to the IEEE-SA BOG actions to achieve this purpose. The organization of this committee is given in the *IEEE Standards Association Operations Manual*.

S-407. Registration Authority Committee (RAC)

The IEEE-SA Registration Authority Committee shall assign globally unique addresses for implementation in a variety of computer and electronic applications. The RAC shall provide the IEEE-SA with guidance on how global addresses should be used within these multiple application environments. Any unusual situations concerning Organizationally Unique Identifiers (OUIs) or Company_id shall be resolved by this committee. The organization of this committee is given in the *IEEE Standards Association Operations Manual*.

S-500. IEEE-SA MEMBERSHIP QUALIFICATIONS

Membership in the IEEE-SA shall be drawn from

- Individuals
- Not-for-profit enterprises
- For-profit enterprises

Individuals include IEEE members, IEEE Society affiliates, and individuals who are not otherwise affiliated with the IEEE, all of whom shall have shown a demonstrated interest in IEEE standards activities.

Not-for-profit enterprises include but are not limited to organization, such as a government agency (federal, state or local), user group, or trade association, that have shown a demonstrated interest in IEEE standards activities.

For-profit enterprises include but are not limited to business corporations, partnerships, limited liability companies, and other forms of business associations.

Controlled groups of enterprises shall be entitled to a single membership in IEEE-SA except as otherwise provided for by the IEEE-SA BOG.

An organization is an entity that represents broad-based membership interest. This includes not only standards-development organizations but also other types of organizations such as a government agency (federal, state or local), user group, or trade association.

Membership in the IEEE-SA requires submission of a completed application, acceptance that the application fulfills the criteria for membership as established by the IEEE-SA Board of Governors, and payment of dues. A demonstrated interest in IEEE standards activities shall be shown by all applicants.

The IEEE-SA may charge dues for membership and fees for services appropriate for the efficient operation and to assure financial stability of the IEEE-SA. Requirements for participation by IEEE Life Members in IEEE-SA are stipulated in IEEE Bylaw I-110.5.

Further details about IEEE-SA membership are given in the *IEEE-Standards Association Operations Manual*.

S-501. Suspension or Expulsion of Members

Any IEEE-SA member may be suspended or expelled from membership by a two-thirds vote of the IEEE-SA BOG for any of the following reasons:

- a) Failure to conform with the provisions of the IEEE Bylaws or IEEE-SA Bylaws
- b) Any unethical or unlawful conduct unbecoming a member of IEEE-SA or calculated to bring the IEEE or IEEE-SA into disrepute
- c) Failure to continue to meet membership or eligibility requirements

The IEEE-SA BOG President may suspend or expel a member for failure to pay membership dues or assessments that are 60 days or more past due.

The procedure for removal is outlined in the *IEEE Standards Association Operations Manual*.

S-502. Suspended and Expelled Members

Any member suspended from the IEEE-SA under Bylaw S-501 shall have no claim against IEEE or IEEE-SA or vote in the IEEE-SA. Any member expelled from the IEEE-SA under Bylaw S-501 shall have no further interest in the property of, or claim against, the IEEE-SA, and shall be entitled to re-apply only through reconsideration by the IEEE-SA BOG as

set forth in these Bylaws and upon payment in full of all obligations to the IEEE-SA outstanding at the time of expulsion.

S-600. APEALS

Appeals to the IEEE-SA BOG shall only be considered if the basis of the complaint is an action, or lack of action, on the part of the IEEE-SA BOG or an IEEE-SA Standards Board appeals panel.

S-601. Appeals Board

At the first IEEE-SA BOG meeting of the year, the IEEE-SA President shall appoint, subject to ratification by the IEEE-SA BOG, one of its voting members to serve as Vice-Chair for Appeals. The Vice-Chair for Appeals shall form appeals panels to hear specific appeals.

S-700. MODIFICATIONS TO THE IEEE STANDARDS ASSOCIATION BYLAWS

Proposed modifications to these bylaws may be submitted to the IEEE-SA BOG for its consideration. The IEEE-SA BOG shall examine any proposals to determine the scope of the request. If the request is more appropriate to the scope of a board or committee of the IEEE-SA, the IEEE-SA may elect to forward the proposal to that board or committee. All changes to any IEEE-SA Bylaws shall be submitted by the IEEE-SA BOG to the IEEE Board of Directors for approval.

Modifications to these bylaws and the reasons therefor shall be mailed to all members of the IEEE-SA BOG at least 30 days before the IEEE-SA BOG meeting where the vote on these modifications shall be taken. The agreement of two-thirds of the voting members of the BOG present at the meeting is necessary to recommend any proposed modifications for submission to the IEEE Board of Directors for final approval.

Changes to these bylaws shall be reviewed by legal counsel.

S-701. Interpretations of the IEEE Standards Association Bylaws

Requests for interpretations of this document shall be directed to the IEEE-SA BOG. The Secretary of the BOG shall respond to the request within 30 days of receipt. Such response shall indicate either an interpretation or a specified time limit when such an interpretation will be forthcoming. The time limit shall be no longer than is reasonable to allow consideration of and recommendations on the issue. Interpretations of the IEEE-SA Bylaws shall be submitted to

the IEEE Board of Directors for final approval.

IEEE TECHNICAL ACTIVITIES BOARD (TAB) BYLAWS

T-100. THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.

T-101. IEEE Incorporation

IEEE is incorporated under the New York State Not-for-Profit Corporation Law. The text of that law changes from time to time; the IEEE Executive Director should be consulted prior to taking any action that relates to that law.

T-102. Governance

The policies, procedures, and regulations by which the IEEE and IEEE technical activities are governed are embodied in the following documents. The IEEE Certificate of Incorporation legally establishes the Institute. The IEEE Constitution, which can be approved and amended only by the voting members of the Institute, contains IEEE's fundamental objectives and organization. Implementation of the constitutional provisions, in specific organizational structures and policies, is contained in the IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The IEEE Bylaws applying to the Technical Activities Board are published herewith. Their purpose is to provide specific objectives and policies that relate to technical activities in the Institute. The IEEE Bylaws applying to the Technical Activities Board are proposed and amended by the IEEE Technical Activities Board, with final approval by the IEEE Board of Directors.

The precedence of these documents should be remembered by all those engaged in IEEE management duties. The IEEE Bylaws may not be in conflict with the IEEE Constitution, and the IEEE Bylaws applying to the Technical Activities Board shall conform to the provisions of both the IEEE Constitution and the IEEE Bylaws. If, having consulted these documents, questions of procedure or interpretation remain, inquiries should be addressed to the Managing Director, Technical Activities or the Executive Director at the IEEE.

T-200. IEEE TECHNICAL ACTIVITIES BOARD

T-201. Mission

To promote and facilitate the technical activities of the IEEE and to represent the interests of IEEE Societies and Technical Councils within the IEEE.

T-202. Vision

To ensure that the IEEE, is the leading global professional organization in

electrotechnology, information technologies and allied sciences.

T-203. Membership

The voting membership of the Technical Activities Board shall consist of

- The Chair of the Technical Activities Board, who shall be the IEEE Vice President-Technical Activities;
- The President of each Society and Technical Council;
- The Division Delegate/Directors;
- The TAB Vice Chair, as specified in Bylaw T-205.2;
- The TAB Treasurer, as specified in Bylaw T-205.3;
- The immediate Past Chair of the Technical Activities Board;
- The Chairs of the TAB Standing Committees, specified in Bylaw T-703; and the Chair of the IEEE Meetings and Services Committee (see IEEE Bylaw I-308.20)

The TAB Secretary shall be the Managing Director, Technical Activities Department, and shall serve as an ex-officio member without vote.

T-204. Vice President-Elect - Technical Activities

1. Election of Vice President-Elect. Every year, there shall be an election by all voting members of the IEEE to fill the position of Vice President-Elect of Technical Activities. The Vice President-Elect shall serve a one-year term and succeed, without further election, to the position of Vice President of Technical Activities. The Vice President-Elect shall serve as the Vice Chair of TAB.

2. Duties of Vice President - Technical Activities. The Vice President - Technical Activities, who also serves as the Chair of the Technical Activities Board, shall be an IEEE Corporate Officer (refer to IEEE Bylaw I-303 - Corporate Officers), a member of the IEEE Board of Directors, and a member of the IEEE Executive Committee.

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

3. TAB Approval of Candidates. At the second regular TAB meeting of the year, the TAB Nominations and Appointments Committee (N&A) shall offer for discussion a slate of at least two candidates for the position of Vice President-Elect, Technical Activities. All candidates shall fulfill the requirements for election as a Division Director as

specified in Bylaw I-201. At the last regular TAB meeting of the year, the TAB N&A Chair shall submit the slate of candidates to TAB for their approval. A petition, signed by at least twenty percent (20%) of the voting members of TAB, may add a name to those on the N&A slate. TAB shall approve at least two names to appear on the IEEE ballot as "TAB approved nominees."

4. Petition Candidates. Petition candidates for the position of TAB Chair-Elect may be placed directly on the IEEE ballot providing that the petition is in accordance with the applicable IEEE bylaws for petition candidates. The petition shall contain the signatures of at least 1% of the voting members of the IEEE as reported in the most recent Annual Report of the Secretary. Signers of the petition shall indicate one, and only one, Society of which they are a member as their Primary Society. Those who are not a member of any Society shall indicate "none" for their Society membership. A majority of the Divisions shall each provide signatures from at least 1% of their members whose Primary Society, as defined above, is in that Division. Those who list their primary society as "none" shall count as a Division for these purposes, and no one may sign a given petition more than once.
5. Recall Provision. Refer to IEEE Bylaw I-114 - Removal or Suspension of Delegates, Directors and Officers.
6. TAB Election Process. Unless otherwise indicated in these IEEE-Technical Activities Bylaws, the IEEE Bylaws with respect to elections shall apply. (Reference IEEE Bylaw I-310.13.)

T-205. TAB Officers

1. TAB Officers. The Officers of the Technical Activities Board shall be the IEEE Vice President-Technical Activities, the immediate Past TAB Chair, the TAB Vice Chair, and the TAB Treasurer. The TAB Secretary shall be an ex-officio TAB Officer without vote.
2. TAB Vice Chair. The TAB Vice Chair shall preside at TAB meetings in the absence of the TAB Chair and shall perform duties assigned by the TAB Chair. The TAB Vice Chair shall also serve as the Society Presidents' Forum Chair.
3. TAB Treasurer. The TAB Chair shall, with the advice of the TAB Nominations and Appointments Committee, appoint the TAB Treasurer. The TAB Treasurer shall be the chief financial officer of the Technical Activities Board and shall serve for a term of two years with a maximum of six years.

T-206. Meetings

The Technical Activities Board shall hold at least two meetings during the year. Locations for meetings shall be according to the criteria set forth in IEEE Policy and Procedures. Minutes of TAB meetings shall be distributed to all TAB members.

1. Meeting Schedule Changes. Once scheduled, a meeting date or location may be altered or canceled only by majority vote at a regularly constituted TAB meeting or by consent of a majority of all TAB members secured by or transmitted to the TAB Secretary not less than 20 days before the original date or the new date set for the meeting, whichever is the earlier. Notice of such approved change shall be distributed to all TAB voting members not less than ten days before the original or the new date of said scheduled meeting, whichever is the earlier.
2. Special Meetings. Special meetings of the Technical Activities Board may be called by the TAB Chair or by 20% of TAB voting members on notice to all other TAB members. Notice of such special meetings, giving the time and place of meeting, the purpose of the meeting, and the names of the TAB voting members calling the meeting, shall be distributed to all TAB members not less than 20 days before the date set for the special meeting.
3. Actions Without Meeting. Unless otherwise provided in the Certificate of Incorporation, the Constitution, the IEEE Bylaws, these TAB Bylaws, or the Not-for-Profit Corporation Law of the State of New York, any action required or permitted to be taken by the Technical Activities Board, or a TAB Committee thereof may be taken without a meeting if all members of the corresponding TAB organizational unit 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 Technical Activities Board, or a TAB Committee.
4. Meeting Alternatives. The Technical Activities Board and TAB organizational units may conduct meetings other than in person provided that (1) there is unanimous consent of all members of the organizational unit as to the procedure for debate, and (2) there is unanimous consent of all voting members as to the voting procedure. Given these conditions, normal TAB meeting procedures will apply. All actions shall be ratified at a duly constituted meeting.
5. Notices of Meetings. Notices of meetings and any other documents required to be sent to TAB members pursuant to

provisions of the Constitution, IEEE Bylaws, and these TAB Bylaws shall be sent by such routings as shall ensure prompt delivery.

6. Action of the TAB. Unless otherwise provided in the IEEE Certificate of Incorporation, the IEEE Constitution, the IEEE Bylaws (including these Bylaws), or the Not-For-Profit Corporation Law of the State of New York, the vote of a majority of the voting members of the TAB present at the time of the vote, if a quorum is present at such time, shall be the act of TAB.
7. Quorum. A quorum shall be one-half of the total voting membership of the Technical Activities Board.

T-300. FUNCTIONS

T-301. Interpretation

The Technical Activities Board shall interpret relevant IEEE Bylaws and policies through organization arrangements, guidelines, and scopes, and shall develop policy relating to the IEEE program of technical activities. Relevant policy statements, rules and regulations, and procedures shall be published in a TAB Operations Manual for the guidance of all concerned.

T-302. Operational Procedures

As delegated by the IEEE Board of Directors, the Technical Activities Board shall establish operational procedures assisting the management and operation of the Societies and Technical Councils. The Technical Activities Board shall be responsible for developing its plans, schedules, and procedures. The Societies and Technical Councils shall operate in support of their assigned technical fields, as provided in their respective constitutions. The Technical Activities Board through the TAB Chair may bring reports, recommendations, or other actions by the individual Societies and Technical Councils, the TAB Standing Committees, the TAB Ad Hoc Committees, and the Technical Activities Board, to the Board of Directors.

T-303. Monitoring Societies and Technical Councils

The Technical Activities Board shall be responsible for monitoring the operations of the individual Societies and Technical Councils for adherence to the New York Not-for-Profit Corporation Law and the IEEE Certificate of Incorporation, Constitution, Bylaws, and Policies and Procedures. At intervals no longer than five years, in accordance with a schedule set by the Technical Activities Board, a critical review

and evaluation shall be made of the total activities of each Society and TAB Technical Council and shall be reported to TAB.

T-304. Societies and Divisions

When appropriate, the Technical Activities Board shall recommend to the IEEE Board of Directors the transfer of Societies among Divisions, the formation of new Societies, the merger of Societies, and the termination of Societies, including the distribution of all funds and assets in the custody of the Society at the date of termination.

T-305. TAB Finances

The TAB Treasurer or an appropriate designee shall annually recommend to the Technical Activities Board a TAB budget for the subsequent year. The Technical Activities Board shall annually approve the TAB Budget. The administration of TAB finances shall be in accordance with the TAB Operations Manual.

T-400. TECHNICAL ORGANIZATION OF IEEE MEMBERS

T-401. Divisions

1. Division Composition. A Division is typically composed of one or more Societies. The establishment of the specific composition of each Division is recommended by the Technical Activities Board to the IEEE Board of Directors. If a Society warrants representation by more than one Division, the voting members of that Society shall be voting members of all those Divisions.
2. Divisions. The Divisions and constituent Societies and Technical Councils are

<u>Division</u>	<u>Societies (Technical Councils)</u>
Division I	IEEE Circuits and Systems; IEEE Components, Packaging, and Manufacturing Technology Society; IEEE Electron Devices Society; IEEE Lasers and Electro-Optics Society; IEEE Sensors Council; IEEE Solid-State Circuits Society
Division II	IEEE Dielectrics and Electrical Insulation Society; IEEE Industry Applications Society; IEEE Instrumentation and Measurement Society; IEEE Power Electronics Society
Division III	IEEE Communications Society
Division IV	IEEE Antennas and Propagation Society; IEEE Broadcast Technology Society;

IEEE Consumer Electronics Society;
 IEEE Electromagnetic Compatibility Society;
 IEEE Magnetics Society;
 IEEE Microwave Theory and Techniques Society;
 IEEE Nuclear and Plasma Sciences Society
 IEEE Council on Superconductivity
 Division V IEEE Computer Society
 Division VI IEEE Education Society;
 IEEE Engineering Management Society;
 IEEE Professional Communication Society;
 IEEE Reliability Society;
 IEEE Society on Social Implications of Technology
 Division VII IEEE Power Engineering Society
 Division VIII IEEE Computer Society
 Division IX IEEE Aerospace and Electronic Systems Society;
 IEEE Geoscience and Remote Sensing Society;
 IEEE Oceanic Engineering Society;
 IEEE Signal Processing Society;
 IEEE Ultrasonics, Ferroelectrics, and Frequency Control Society;
 IEEE Vehicular Technology Society
 Division X IEEE Control Systems Society;
 IEEE Engineering in Medicine and Biology Society;
 IEEE Industrial Electronics Society;
 IEEE Information Theory Society;
 IEEE Intelligent Transportation Systems Council;
 IEEE Robotics and Automation Society;
 IEEE Systems, Man, and Cybernetics Society;
 IEEE Neural Networks Council

3. Division Delegate/Directors. The Division Delegate/Directors shall be elected by the voting members as provided in the IEEE Bylaws and shall be members-at-large of the Technical Activities Board. Division Delegate/Directors also serve on the IEEE Board of Directors and as Delegates to the IEEE Assembly. Each shall serve as a coordinator for the technical interests of the Society members in that Division.

T-402. Societies

1. Definition. A Society provides a forum and community for the exchange of technical information among members in the respective discipline and industries of electrical and electronics engineering and related arts and sciences. Societies may represent either an identifiable

segment of the electrical and electronics industries, or a discipline having applicability in different industries and functions. A Society's scope or mission shall be approved by TAB.

2. Society Establishment and Operation. Societies shall be established within the scope and objectives of the IEEE groups of members interested in specific technical fields or related subjects. The procedures for organizing a new Society and operating an existing Society shall be contained in the TAB Operations Manual.

3. Society Membership. 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 operation of joint committees and the holding of joint meetings and may invite members of such organizations and the public to their meetings.

All IEEE members, including those qualifying for special membership categories, may join any and all Societies upon payment of the appropriate dues. Affiliates do not qualify for any of these special categories.

4. Society Affiliates. Society Affiliates are non-IEEE members who have been admitted by a Society to some of the rights and privileges of Society activities. The qualifications for Society Affiliates, limits in rights and privileges, and dues are established by the Executive Committee.

5. Society Finances. The budgets, finances, and reserves of all technical organizational units 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 Technical Activities Board, as appropriate. In connection with the annual budget cycle, each Society may set organizational unit dues and fees to help defray operating expenses. Society dues shall be applied to membership in the respective Societies as specified in IEEE Bylaw I-108.1 - Fees and Dues Proration.

6. Society Adherence to IEEE Rules. Each Society shall conduct its activities within the IEEE Certificate of Incorporation, Constitution, Bylaws, Policy and Procedures Manual, Operations Manuals and other internal and external rules and regulations that affect the membership and activities of the IEEE.

7. Society Titles. The Societies are officially titled IEEE _____

Society or, optionally, IEEE Society on _____ . The current Societies are:

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

Additions or changes in this list resulting from actions of the Technical Activities Board shall be entered therein by the Managing Director, Technical Activities Department, and forwarded to the IEEE Executive Director.

8. Delegation of Authority. The Technical Activities Board can delegate certain operational and administrative matters to Societies that achieve criteria for autonomous operations. Responsibilities and criteria shall be specified in the TAB Operations Manual. Matters of fundamental policy or governance shall not be delegated.

T-500. TECHNICAL COUNCILS

T-501. Establishment

Technical Councils may be established by the Technical Activities Board for the purpose of providing a continuing mechanism for two or more IEEE Societies, called Member Societies, to work together in a multi-disciplinary technical area of mutual interest, primarily through conferences and publications. The procedures for organizing a new Technical Council and operating an existing Technical Council shall be contained in the TAB Operations Manual Manual.

T-502. Membership

A Technical Council has Member Societies but no individual members. In all respects except membership, a Technical Council 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. Other policies and operational details shall be specified by each Technical Council.

T-503. Current Technical Councils

The following Technical Councils currently operate on behalf of its member Societies:

Intelligent Transportation Systems Council
 Neural Networks Council
 Sensors Council
 Council on Superconductivity

T-600. TAB FORUMS

T-601. Society Presidents' Forum

There shall be a Society Presidents' Forum comprised of the incumbent Society and Technical Council Presidents and the TAB Vice Chair as Chair.

T-602. Division Delegate/Directors' Forum

There shall be a Division Delegate/Directors' Forum comprised of the incumbent Division Directors and the IEEE Vice President-Technical Activities, who shall serve as Chair and preside at meetings of the Forum.

T-700. TAB STANDING COMMITTEES

T-701. Establishment

The TAB Chair, with the advice and consent of the Technical Activities Board, may establish Standing Committees to facilitate the performance of duties assigned. The Charters of all TAB Standing Committees shall be contained in the TAB Operations Manual. The Charter for each Standing Committee shall

specify the processes by which its Chair and membership are selected. Appointments made to Committee membership shall be for one year, starting 1 January, with reappointment possible for a maximum tenure of three years, unless otherwise specified in the Standing Committee charter.

T-702. Review

All TAB Standing Committees, along with the IEEE Meetings and Services Committee, shall be reviewed by the Technical Activities Board at intervals of no more than three years to ensure that their respective scopes and compositions continue to serve the best interests of the Technical Activities Board and its membership.

T-703. TAB Standing Committees

The TAB Standing Committees reporting to TAB are as follows:

TAB Management
TAB Nominations and Appointments
TAB Periodicals
TAB Products
TAB Strategic Planning and Review

1. TAB Management Committee. The TAB Management Committee shall function as the executive committee of the Technical Activities Board between TAB meetings. As such, it shall deal with issues that are delegated to it by the Technical Activities Board or that arise between TAB meetings that must be handled before the next TAB meeting. The TAB Management Committee shall name replacements to complete the term of office for TAB-elected positions left vacant because of illness, death, or inability to serve for whatever reason. TAB may by majority vote rescind any act or decision of the TAB Management Committee.
2. TAB Nominations and Appointments Committee. The TAB Nominations and Appointments Committee shall be responsible for managing the nominations and appointments process of the Technical Activities Board as specified in the TAB Operations Manual.
3. TAB Periodicals Committee. The TAB Periodicals Committee shall encourage and support the periodical publications of the Societies and Technical Councils and have such oversight responsibilities as are specified in the TAB Operations Manual.
4. TAB Products Committee. The TAB Products Committee shall have oversight responsibility for TAB activities such as Conference Publications, New Ventures, Tutorial Products, and TAB Publication Packages.
5. TAB Strategic Planning and Review Committee. The TAB Strategic Planning and

Review Committee shall be responsible for developing and recommending strategic and long-range plans and goals for the Technical Activities Board. The developed plan shall respond to the goals and objectives of the IEEE Strategic Plan that are related to the mission of the Technical Activities Board. The Committee shall also be responsible for performing the critical review of each Society, TAB Technical Council and Standing Committee, in accordance with the schedule set by the Technical Activities Board.

T-800. JOINT STANDING COMMITTEES

T-801. Establishment

The TAB Chair, with the advice and consent of the Technical Activities Board, may establish Joint Standing Committees with other IEEE organizational units. The choice of the Chairs of such committees shall be made jointly by the TAB Chair and the Chairs of the other IEEE organizational units involved with each such committee. The TAB members of such Joint Standing Committees shall be appointed by the TAB Chair. The charters of Joint Standing Committees shall be contained in the TAB Operations Manual.

T-802. Review

All Joint Standing Committees shall be reviewed by sponsoring organizational units at intervals of no more than three years to ensure that their scopes and compositions continue to serve the best interests of the Technical Activities Board and its membership.

T-803. Joint Standing Committees

The following Committees shall be jointly appointed by and responsible to the Technical Activities Board and other IEEE organizational units.

1. RAB/TAB Transnational Committee. The RAB/TAB Transnational Committee shall be jointly appointed by and responsible to the Regional Activities Board and the Technical Activities Board.
2. P2SB/TAB Electronic Products Committee. The TAB/P2SB Electronic Products Committee shall be jointly appointed by and responsible to the Publications, Products, and Services Board and the Technical Activities Board.
3. RAB/TAB Section/Chapters Support Committee. The RAB/TAB Section/Chapters Support Committee shall be jointly appointed by and responsible to the Regional Activities Board and the Technical Activities Board.

T-900. TAB NOMINATIONS AND APPOINTMENTS

T-901. TAB Elective-Position Nominations

1. Soliciting Candidate Names. Each year, the Chair of the TAB Nominations and Appointments Committee shall invite appropriate organizational units to submit suitable names to be considered by the TAB Nominations and Appointments Committee for the various elective and appointed TAB positions.
2. Selection of Candidates. The process by which the TAB Nominations and Appointments Committee selects candidates for consideration by the Technical Activities Board shall be included in the TAB Operations Manual.
3. Number of Candidates. The TAB Nominations and Appointments Committee shall submit to the Technical Activities Board the names of at least two candidates for each elected TAB position.
4. Notification to TAB Members. The TAB Nominations and Appointments Committee shall transmit its list of proposed nominees to all TAB voting members in time to permit the Technical Activities Board to fulfill its election requirements.

T-902. Division Delegate/Director Nominations

Each Division shall establish a Division Nominating Committee. Committee membership and involvement in the TAB and IEEE nominations and appointment process shall be included in the TAB Operations Manual.

1. Division Delegate-Elect/Director-Elect. If all of its constituent Societies so choose, a Division may elect, instead of a Delegate/Director, a Delegate-Elect/Director-Elect as a result of a competitive election, who shall automatically become Delegate/Director without further election. The decision taken to elect a Delegate-Elect/Director-Elect shall be reported to the Managing Director, Technical Activities Department, for use by the TAB and IEEE Nominations and Appointments Committees, indicating whether the term of the Director-Elect is to be for one or two years, and the year of the election shall be scheduled accordingly. Any subsequent change to a Division's election system shall be approved by the Technical Activities Board.
2. Current Division Delegate-Elect/Director-Elect Positions. The current Delegate-Elect/Director-Elect positions and the terms of their office for Divisions are as follows:

Division III - 1 Year, effective in 2003
Division IV - 1 Year

Division V - 1 Year
Division VIII - 1 Year
Division IX - 1 Year

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

- (a) A timely reminder shall be communicated to all Division voting members that nominations for the position of Director may be placed on the ballot by petition. A copy shall be delivered to the Managing Director, Technical Activities Department, for use by the TAB and IEEE Nominations and Appointments Committees, at the same time it is given to the members.
- (b) At least two-thirds of the Division Nominating Committee members shall have voted to submit a single candidate.
- (c) The Constitutions and Bylaws of all Societies within the Division explicitly allow for the submission of a single candidate.

T-903. Candidate Petitions

Individual IEEE voting members, who are also members of at least one Society, may propose names to be added to the ballot for the offices elected by the Technical Activities Board by petition. 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. The petition must be signed by at least 1% of the eligible voting members for the office, as listed in the official IEEE membership records at the end of the preceding year, provided that a majority of the Societies in the Division shall each be represented on the petition by at least 1% of their voting membership. An individual member belonging to more than one Society may sign such a petition only once, and that person should select, and designate with that person's signature, only one Society. Additional petition requirements shall be contained in the TAB Operations Manual.

T-1000. CHAPTERS

T-1001. Chapters

A Chapter is a technical subunit of one or more Sections, or a Regional Council, constituted by a minimum of 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 information regarding Chapters is provided in the TAB Operations Manual.

T-1002. Student Branch Chapters

A Student Branch Chapter is a technical subunit of a Student Branch constituted by a minimum of 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 information regarding Student Branch Chapters is provided in the TAB Operations Manual.

T-1100. TECHNICAL CONFERENCES

T-1101. Technical Conferences

Technical conferences may be held in accordance with the IEEE Policy and Procedures Manual and the TAB Operations Manual.

T-1200. PUBLICATIONS

T-1201. Periodicals

1. Transactions, Journals, and Letters. Societies and Technical Councils, as authorized by the Technical Activities Board, should publish periodicals incorporating specialized technical papers of lasting value to the profession. These periodicals shall be named IEEE TRANSACTIONS ON _____ or IEEE JOURNAL OF _____ or IEEE _____ LETTERS, as defined in Section 6.3.2 of the IEEE Policy and Procedures Manual.
2. Magazines. Societies and Technical Councils, as authorized by the Technical Activities Board, may publish magazines incorporating papers on technical and professional topics, as well as news articles, as defined in Section 6.3.3 of the IEEE Policy and Procedures Manual.
3. Newsletters. Societies and Technical Councils, upon notifying the Technical Activities Board, may publish Newsletters, as defined in Section 6.3.5 of the IEEE Policy and Procedures Manual.
4. New Categories of Publications. Proposals for a Society or Technical Council to offer a new category of publications, other than those defined in

Sections 6.3.2, 3.3, or 3.5 of the IEEE Policy and Procedures Manual, must be submitted to the Technical Activities Board for review and endorsement for submission to the Publications, Products, and Services Board for approval.

T-1202. Other Publications

Societies and Technical Councils or the Technical Activities Board may issue other special publications, such as conference proceedings, cumulative indexes, etc., when warranted.

T-1300. REVISION OF TAB BYLAWS AND OPERATIONS

T-1301. TAB Bylaws

Proposed changes to the Bylaws of the Technical Activities Board and reasons therefore shall be distributed to all voting members of the Technical Activities Board at least four weeks before the stipulated TAB meeting at which the vote shall be taken. Two-thirds of all votes cast at the meeting shall be required to approve any new TAB Bylaw or to amend or revoke any existing TAB Bylaw. Any amendment or repeal of the TAB Bylaws is subject to approval of the IEEE Board of Directors.

T-1302. TAB Operations Manual

Proposed changes to the Operations Manual of the Technical Activities Board and the reasons therefore shall be distributed to all voting members of the Technical Activities Board at least four weeks before the stipulated TAB meeting at which the vote shall be taken. A simple majority of the votes cast at the meeting shall be required to approve any revisions to the TAB Operations Manual. Any amendment or repeal of the TAB Operations Manual is subject to final approval of the Technical Activities Board.

IEEE UNITED STATES OF AMERICA (IEEE-USA) BYLAWS

U-100. NAME AND PURPOSE

This organizational unit shall be known as the Institute of Electrical and Electronics Engineers-United States of America (IEEE-USA). Its purposes shall be consistent with the IEEE Constitution and the IEEE Bylaws. The mission of IEEE-USA shall be to recommend policies and implement programs specifically intended to serve and benefit the members, the profession, and the public in the United States in appropriate professional areas of economic, ethical, legislative, social and technology policy concern. In recognition of its partnership with the other IEEE organizational units in providing services to U.S. members, IEEE-USA will provide liaisons, as appropriate, to those other IEEE organizational units.

U-101. Governance.

The policies, procedures, and regulations by which the IEEE and IEEE-USA activities are governed are embodied in the following documents. The IEEE Certificate of Incorporation legally establishes the Institute. The IEEE Constitution, which can be approved and amended only by the voting members of the Institute, contains IEEE's fundamental objectives and organization. Implementation of the constitutional provisions, in specific organizational structures and policies, is contained in the IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The IEEE Bylaws applying to the IEEE-USA activities are published herewith. Their purpose is to provide specific objectives and policies that relate to United States member activities in the Institute. The IEEE Bylaws applying to IEEE-USA are proposed and amended by the IEEE-USA Board, with final approval by the IEEE Board of Directors.

The precedence of these documents should be remembered by all those engaged in IEEE management duties. The IEEE Bylaws may not be in conflict with the IEEE Constitution, and the IEEE Bylaws applying to IEEE-USA shall conform to the provisions of both the IEEE Constitution and the IEEE Bylaws. If, having consulted these documents, questions of procedure or interpretation remain, inquiries should be addressed to the Managing Director, IEEE-USA or the Executive Director at the IEEE.

U-200. MANAGEMENT

Affairs of IEEE-USA shall be managed by an IEEE-USA Board of Directors, as defined in Section U-300., and herein known as the "IEEE-USA BoD", and an IEEE-USA Operating Committee, as described in Section U-400., and herein known as the "IEEE-USA OpCom", in a manner not inconsistent with the Certificate of Incorporation, the Constitution and Bylaws of IEEE. Persons holding more than one office in either of

these management bodies shall be limited to one vote on that body. To be eligible for any of the offices of the IEEE-USA BoD or the IEEE-USA OpCom, the member must be at IEEE senior member grade or higher. To be eligible to be a Chair or a voting member of any IEEE-USA Committee, the member must be at IEEE member grade or higher.

The senior staff person designated by the IEEE Executive Director to be responsible for providing support to IEEE-USA shall be herein known as "Managing Director".

1. Actions of IEEE-USA Organizational Units.

Unless otherwise provided in the IEEE Certificate of Incorporation, the IEEE Constitution, the IEEE Bylaws, (including these Bylaws) or the Not-for-Profit Corporation Law of the State of New York, the vote of a majority of the voting members of the IEEE-USA BoD, the IEEE-USA OpCom, the IEEE-USA Assembly and the committees of IEEE-USA present at the time of the vote, if a quorum is present at such time, shall be the act of that body.

Meetings of the IEEE-USA Assembly, as defined in Bylaw U-500, and of the IEEE-USA Nominations & Appointments Committee, as defined in Bylaw U-601, will be in Executive Session when such meetings pertain to the elections process and involve discussions of the qualifications of individual members.

Any notices of meetings or any other official business required by these bylaws shall be sent by such routings as shall ensure prompt delivery.

U-201. The IEEE-USA President

The IEEE-USA President shall be the Chair of the IEEE-USA BoD, the IEEE-USA OpCom, and the IEEE-USA Assembly. Following a term of one year as IEEE-USA President-Elect, the holder of that office shall serve as IEEE-USA President in the subsequent year and shall serve as IEEE-USA Past President in the year subsequent thereto. An IEEE-USA President having served one term shall be ineligible to serve again at any future time as any of the three Presidents of IEEE-USA, except as provided in Section U-1500.(b). The IEEE-USA President may serve on other IEEE Boards or Committees, as requested, and must serve if required by IEEE Bylaw.

U-202. The IEEE-USA President-Elect

The IEEE-USA President-Elect shall serve as Vice-Chair of the IEEE-USA BoD, the IEEE-USA OpCom and the IEEE-USA Assembly.

U-203. The IEEE-USA Secretary/Treasurer

The IEEE-USA Secretary/Treasurer shall be responsible for all financial matters pertaining to IEEE-USA, for the preparation of an annual budget, and for monitoring financial reports for adherence to the budget of IEEE-USA. The IEEE-USA Secretary/Treasurer shall provide periodic reporting on financial matters to the IEEE-USA BoD and to the IEEE-USA OpCom, for securing their approval on financial actions when necessary, and shall act as the Chair for the IEEE-USA Finance and Budget Committee. The IEEE-USA Secretary/Treasurer shall also be responsible for the preparation of the IEEE-USA Annual Report. The IEEE-USA Secretary/Treasurer shall be elected by the IEEE-USA Assembly to serve a term as defined in Section U-205.

U-204. The IEEE-USA Vice Presidents

There shall be four (4) IEEE-USA Vice Presidents. Each IEEE-USA Vice President shall be elected by the IEEE-USA Assembly to serve a term as defined in Bylaw U-205.

1. The IEEE-USA Vice Presidents shall be:

- (a) IEEE-USA Vice President - Career Activities
- (b) IEEE-USA Vice President - Member Activities
- (c) IEEE-USA Vice President - Technology Policy Activities
- (d) IEEE-USA Vice President - Professional Activities

The areas of responsibility and the functions of the several IEEE-USA Vice Presidents are described in the IEEE-USA Operations Manual.

U-205. Term of Office

The term of office of the IEEE-USA Secretary/Treasurer and each of the IEEE-USA Vice-Presidents shall be for one year with the possibility for election to a second successive one-year term, subject to a maximum continuous service of six years in any combination of these positions.

U-206. The IEEE-USA Members-At-Large

There shall be two IEEE-USA Members-at-Large elected in alternate years for two-year terms. IEEE-USA Members-at-Large will not be eligible for a second successive term.

U-207. IEEE-USA Technical Activities Representative

There shall be one IEEE-USA Technical Activities Representative appointed for a one-year term by the IEEE-USA President, subject to the approval of the IEEE Vice President - Technical Activities. The Technical Activities Representative shall be the current IEEE Vice President - Technical Activities or an IEEE Director who is also a Divisional Delegate.

U-300. THE IEEE-USA BOARD OF DIRECTORS

The IEEE-USA Board of Directors shall consist of eighteen (18) members as follows:

- IEEE-USA President
- IEEE-USA President-Elect
- IEEE-USA Past President
- The IEEE Directors who are Delegates for Regions 1-6
- The Technical Activities Representative
- Two IEEE-USA Members-at-Large
- Four IEEE-USA Vice Presidents
- IEEE-USA Secretary/Treasurer
- Managing Director (ex-officio without vote)

U-301. Meetings of the IEEE-USA Board of Directors

For meetings of the IEEE-USA BoD, whether they are regular meetings as provided for in Bylaw U-302., special meetings as provided for in Bylaw U-303., or meetings by means of telecommunication as provided for in Bylaw U-305., a quorum will be a majority of the voting members of IEEE-USA BoD.

The Chair shall have the right to declare an agenda item to be of a sensitive or personal nature to be debated in Executive Session.

U-302. Regular Meetings of the IEEE-USA Board of Directors

Regular meetings of the IEEE-USA BoD will be held at the call of the IEEE-USA President. Normally, three meetings will be held each year. Notices of such meetings shall be given to all members of the IEEE-USA BoD, at least 20 days in advance of the meeting.

U-303. Special Meetings of the IEEE-USA Board of Directors

Special meetings of the IEEE-USA BoD may be called by the IEEE-USA President or by any six members of the IEEE-USA BoD on notice to all other IEEE-USA BoD members. Notice of such special meetings shall give the place, time and purpose of the meeting; the method for holding the meeting (i.e. in person,

teleconference, or other means); and the names of those calling the meeting. The meeting notice shall be sent to all members not less than 20 days before the date set for the special meeting.

U-304. Waivers

A meeting of the IEEE-USA BoD may be held without notice if waivers of notice signed by all the IEEE-USA BoD members are filed with the Managing Director, with notation thereof entered in the minutes of the meeting.

U-305. Voting Without a Face-to-Face Meeting

Unless otherwise provided in the IEEE Constitution, the IEEE Bylaws, or the IEEE-USA Bylaws, any action required or permitted to be taken by the IEEE-USA BoD, 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 IEEE-USA BoD or the committee. In addition, the IEEE-USA BoD or any committee thereof, may meet and act upon the votes of its members through any means of telecommunication. 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 such meetings shall be mailed to all members of the IEEE-USA BoD or of the committee.

U-400. IEEE-USA OPERATING COMMITTEE

The IEEE-USA Operating Committee shall consist of twelve (12) members as follows:

- IEEE-USA President
- IEEE-USA President-Elect
- IEEE-USA Past President
- One of the IEEE Directors of Regions 1-6 (selected by the IEEE-USA President)
- One IEEE-USA Member-at-Large (serving the second year of the two-year term)
- The Technical Activities Representative
- Four IEEE-USA Vice Presidents
- IEEE-USA Secretary/Treasurer
- Managing Director (ex-officio without vote)

The IEEE-USA OpCom shall have all the functions and duties of the IEEE-USA BoD between meetings of the IEEE-USA BoD, except those that may be reserved exclusively to the IEEE-USA BoD by other provisions of these Bylaws. The IEEE-USA BoD, by majority vote at any meeting, may overrule any act or decision of the IEEE-USA OpCom.

U-401. Meetings of the IEEE-USA Operating Committee

For meetings of the IEEE-USA OpCom, whether they are regular meetings as provided for in Section U-402., special meetings as provided for in Section U-403., or meetings by means of telecommunication as provided for in Section U-405., a quorum will be a majority of the voting members of IEEE-USA OpCom.

The Chair shall have the right to declare an agenda item to be of a sensitive or personal nature to be debated in Executive Session.

U-402. Regular Meetings of the IEEE-USA Operating Committee

Meetings of IEEE-USA OpCom shall be held at the call of the IEEE-USA President and customarily will be held at times between the regular meetings of the IEEE-USA BoD.

U-403. Special Meetings of the IEEE-USA Operating Committee

Special meetings of the IEEE-USA OpCom may be called by the President or by any four voting members of the IEEE-USA OpCom on notice to all other IEEE-USA OpCom members. Notice of such special meetings shall give the place, time and purpose of the meeting; the method for holding the meeting (i.e. in person, teleconference, or other means); and the names of those calling the meeting. The meeting notice shall be sent to all members not less than 20 days before the date set for the special meeting.

U-404. Waivers

A meeting of the IEEE-USA OpCom may be held without notice if waivers of notice signed by all the IEEE-USA OpCom members are filed with the Managing Director, with notation thereof entered in the minutes of the meeting.

U-405. Voting Without a Face-to-Face Meeting

Unless otherwise provided in the IEEE Constitution, the IEEE Bylaws, or the IEEE-USA Bylaws, any action required or permitted to be taken by the IEEE-USA OpCom may be taken without a meeting if all members 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 IEEE-USA OpCom. In addition, IEEE-USA OpCom may meet and act upon the votes of its members through any means of telecommunication. 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 such meetings shall be mailed to all members of IEEE-USA OpCom.

U-500. IEEE-USA ASSEMBLY

The function of the IEEE-USA Assembly is to act for the U.S. members as their representatives to elect those members of the IEEE-USA BoD who are not directly elected by the voting members of the IEEE U.S. regions, and to act on behalf of the IEEE members in the U.S. regions as their duly elected delegates on other issues as may be required by applicable law.

The delegates to the IEEE-USA Assembly shall be the eleven (11) directly elected members of the IEEE-USA BoD as follows:

IEEE-USA President
IEEE-USA President-Elect
IEEE-USA Past President
The Directors of the IEEE U.S.
Regions
Two IEEE-USA Members-at-Large

U-501. Meetings of the IEEE-USA Assembly

The IEEE-USA Assembly shall meet annually prior to the final meeting of the year of the IEEE-USA BoD. At that time, the IEEE-USA Assembly shall elect by majority vote of those present the IEEE-USA Vice Presidents and the IEEE-USA Secretary/Treasurer to take office in the ensuing year. For these elections, it receives recommendations from the IEEE-USA Nominations and Appointments Committee. The IEEE-USA Assembly may also, if it wishes to do so, provide mechanisms for accepting nominations from the floor and/or for petition candidates. In such cases, it shall establish its own rules for these processes.

The IEEE-USA Assembly shall also hold special elections as needed, wherein by majority vote of those present it will fill vacancies occurring on the IEEE-USA BoD as set forth in the Vacancies section of these bylaws, Bylaw U-1500.

For meetings of the IEEE-USA Assembly, a quorum will be a majority of the members of the IEEE-USA Assembly.

The Managing Director shall provide services to the IEEE-USA Assembly.

U-502. Special Meetings of the IEEE-USA Assembly

Special meetings of the IEEE-USA Assembly may be called by the IEEE-USA President or by any four delegates on notice to all other delegates. Notice of such special meetings shall give the place, time and purpose of

the meeting; the method for holding the meeting (i.e. in person, teleconference, or other means); and the names of those calling the meeting. The meeting notice shall be sent to all members not less than 20 days before the date set for the special meeting.

U-503. Waivers

A meeting of the IEEE-USA Assembly may be held without notice if waivers of notice signed by all the delegates are filed with the Managing Director, with notation thereof entered in the minutes of the meeting.

U-504. Voting Without a Face-to-Face Meeting

Unless otherwise provided in the IEEE Constitution, the IEEE Bylaws, or the IEEE-USA Bylaws, any action required or permitted to be taken by the IEEE-USA Assembly may be taken without a meeting if all members of the IEEE-USA Assembly 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 IEEE-USA Assembly. In addition, the IEEE-USA Assembly may meet and act upon the votes of its members through any means of telecommunication. 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 such meetings shall be mailed to all members of the IEEE-USA Assembly.

U-600. IEEE-USA ELECTION PROCESS

Unless otherwise indicated in these IEEE-USA bylaws, the IEEE bylaws with respect to elections shall apply. (Reference Bylaw I-310.13)

U-601. Voting.

Any eligible voting member of the IEEE U.S. regions shall be permitted to vote for the IEEE-USA President-Elect and IEEE-USA Members-at-Large. In the event of a tie vote, the IEEE-USA Assembly shall choose between the nominees involved.

U-602. IEEE-USA Nominations & Appointments Committee

Selection of the IEEE-USA N&A Committee

The IEEE-USA Nominations & Appointments Committee, hereinafter known as the "IEEE-USA N&A Committee," shall consist of six members, including a Chair and Vice-Chair. The IEEE-USA Past President, currently serving on the IEEE-USA Board of Directors (BoD) in such capacity, shall serve as Vice

Chair of the Committee and shall assume the position of Chair at the end of the last regular Committee meeting of the year. In the event of the incapacity of the Chair, the most recent Past Chair available shall serve as acting chair for the duration of the period of incapacity. In the event of the incapacity of the Vice Chair, the vacancy thus created shall be filled by the most recent Past Chair available, and the current Chair shall serve an additional term as Chair. The other four members shall serve two-year terms, commencing 1 January; two shall be elected by the IEEE-USA BoD in even-numbered years, and two in odd-numbered years, and shall not simultaneously serve on the IEEE-USA BoD. All members of the IEEE-USA N&A Committee are ineligible during the years in which the members serve on the IEEE-USA N&A Committee for election to any of the positions for which nominations are submitted.

The IEEE-USA N&A Committee shall submit to the IEEE-USA BoD, for consideration at its final meeting each year, the following two slates of candidates for service on the IEEE-USA N&A Committee:

1. A slate of at least two drawn from the U.S. Regional Directors, or IEEE-USA Members-at-Large who have completed their terms in that office, or who are serving the second year in that office;
2. A slate of at least two drawn from the IEEE-USA Vice Presidents, or IEEE-USA Secretary/Treasurers, who have completed their terms or who are serving in the second year of that term, or from members who have had experience as an IEEE-USA Committee Chair.

In considering each of these two slates of candidates, the IEEE-USA BoD may add others of its own choice to the consideration, and shall make a choice of one from each slate. To fill a vacancy which may occur, the IEEE-USA BoD shall additionally designate one alternate from the combined slates (1. and 2.) above.

Duties of the IEEE-USA N&A Committee

The IEEE-USA N&A Committee shall be responsible for sending annually to the IEEE-USA BoD at its final meeting of the year a slate containing two or more names of candidates which the IEEE-USA N&A Committee recommends for each of the positions of IEEE-USA President-Elect and one IEEE-USA Member-at-Large. The IEEE-USA BoD will consider the recommendations, and may add others of its own choice for consideration. It shall select one or more names for each of the two positions which they will send to the IEEE Corporate Office for inclusion on the ballot for the next year's election.

The IEEE-USA N&A Committee shall also send forward annually to the IEEE-USA Assembly lists containing two or more names each, which they recommend for consideration for the positions of IEEE-USA Secretary/Treasurer and for the IEEE-USA Vice Presidents as required by the IEEE-USA election schedule set forth in IEEE-USA Bylaw U-205. Term of Office. These recommendations should reach the IEEE-USA Assembly at least 30 days prior to the meeting of the IEEE-USA Assembly.

U-603. Petition Candidates

Individual voting members in the IEEE U.S. regions may propose, by petition, names to be added to the ballot for the offices of IEEE-USA President-Elect and IEEE-USA Member-at-Large. Petitions may be circulated and signed no earlier than June 15 of the calendar year preceding the year in which the election is held. 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), the name of the proposed candidate, and, when completed, shall be submitted in a letter to the IEEE Board of Directors to be received at IEEE Corporate Offices no later than 12:00 noon on the Friday preceding June 15 of the calendar year of the election. The number of signatures required to have a candidate placed on the ballot shall be one-half of one percent of the voting U.S. membership as of the end of the prior year. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is qualified and is willing to serve if elected; evidence of such willingness to serve shall be submitted with the petition.

U-604. Election Tellers

The counting of the tally of votes will be a part of the IEEE annual election process and shall follow the procedure specified in IEEE Bylaw I-310.13.

U-605. Credentials and Disputes

Any dispute or appeal connected with the election of the IEEE-USA President-Elect, the IEEE-USA Member-at-Large, or any other member elected IEEE-USA officer shall be submitted to the IEEE Credentials Committee for a review of the complaint and for action in accordance with IEEE Bylaw I-308.13.

U-700. IEEE-USA STANDING COMMITTEES

The IEEE-USA BoD may establish committees as necessary to perform the functions of IEEE-USA. Such committees shall be assigned by the IEEE-USA President for coordination,

guidance, and oversight to one of the IEEE-USA Vice Presidents, or to the IEEE-USA Secretary/Treasurer, unless they are designated as reporting directly to the IEEE-USA BoD.

The following IEEE-USA standing committees shall report directly to the IEEE-USA BoD:

Awards & Recognition Committee
Finance & Budget Committee
Long Range Planning/Strategic Planning
Nominations & Appointments Committee

A standing committee of IEEE-USA shall have a charter which describes, at a minimum, the scope of the committee and its functions, and the organization and membership of the committee. All committee charters and any changes thereto require the approval of the IEEE-USA BoD.

The chair of each IEEE-USA standing committee is appointed by the IEEE-USA Vice President with the approval of the IEEE-USA President. For those committees reporting directly to the IEEE-USA BoD and assigned for coordination, guidance, and oversight to one of the IEEE-USA Vice Presidents, or to the IEEE-USA Secretary/Treasurer, the selection of committee chair(s) and vice-chair(s) shall be made by the IEEE-USA President with the advice of the IEEE-USA Vice President, or the IEEE-USA Secretary/Treasurer, to which that committee is assigned. IEEE-USA standing committees shall cease to exist after five (5) years unless specifically re-established by the IEEE-USA BoD. The standing committees which report directly to the IEEE-USA BoD are not subject to this requirement.

U-701. IEEE-USA Ad Hoc Committees

Ad hoc Committees are appointed by the IEEE-USA President to perform specific short-term tasks. Any ad hoc Committee which has not already completed its task shall cease to exist when the term of the IEEE-USA President which appointed that ad hoc committee ends.

U-702. Special Interest Groups

The IEEE-USA BoD may also establish organizational units to respond to the special interests of groups of its members. These organizational units, referred to herein as "special interest groups (SIGs)," may be given titles as they are formed which are more descriptive of their interests. A SIG shall have a charter and bylaws which describe, as a minimum, the scope of the SIG, its functions, its organization, its membership, and its relationship with other IEEE organizational units, if any. A SIG shall develop an annual budget and in addition may develop a fee structure to cover some or all of the costs of its

operation. The charter, the bylaws, the budget, the fee structure, and any changes thereto require the approval of IEEE-USA BoD.

U-800. DUES, FEES, AND REGIONAL ASSESSMENTS

IEEE-USA activities will be supported by funds derived from several sources and will primarily consist of two components; a fixed component, derived from a required assessment paid by all members, other than student, in the United States Regions, and a variable, or member choice, component. Other funds may be derived by the general sale of products and services offered from time-to-time or through other fund generating activities.

The IEEE BoD approved mandatory assessment upon members in the IEEE U.S. Regions for support of IEEE-USA operations shall be the base assessment. To this is added the IEEE BoD approved mandatory assessment for the support of the American Association of Engineering Societies (AAES) dues and associated operating expenses.

The variable, member choice, component and general sale component will be derived from voluntary fees for services and/or products provided by or through IEEE-USA. Fees for such services and products are determined by the IEEE-USA BoD.

Changes to the mandatory assessment on members in the IEEE U.S. Regions for the support of IEEE-USA operations shall be made in accordance with the approval process set forth in the IEEE bylaw.

U-900. CONTACTS WITH THE UNITED STATES FEDERAL, STATE AND LOCAL GOVERNMENT BODIES

The IEEE-USA shall be the designated IEEE point of contact with all government bodies insofar as the professional interests of the United States membership of the IEEE are involved.

U-901. Contacts With Governmental Bodies

The IEEE is organized as a non-profit organization under section 501(c)(3) of the United States Internal Revenue Code. It is required to disclose its contacts with the U.S. Congress biannually and is subject to strict limits on the permissible methods and amounts of money that may be used to influence legislation and/or regulations and other government policies at the state and/or federal level. Consistent with these rules, IEEE-USA has the authority to present policy positions, testimonies, and related communications or engage in activities designed to advance the legislative or regulatory interests of IEEE's U.S. members.

In the interest of protecting this 501(c)(3) tax status, IEEE-USA is also designated as the IEEE point of contact and coordinator for all activities and/or communications (e.g. testimonies, letters, position statements, visits, etc.) with any branch of the government.

IEEE-USA will coordinate such activities as appropriate with other Boards and the committees of other Boards of IEEE. Other Boards and committees of other Boards of IEEE shall coordinate with IEEE-USA on any information which they may intend to transmit directly from such board or committee to any governmental body. The IEEE-USA Operations Manual provides specific information on procedures to be followed in such matters.

U-902. Amicus Curiae Briefs

IEEE-USA, on its own behalf, has the authority to submit statements, *amicus curiae*, to U.S. federal and state courts and related judicial bodies. *Amicus curiae* briefs shall be confined to the presentation of relevant facts and arguments judged to be objective, verifiable, and properly within the purview of IEEE-USA for issues of interest to the IEEE U.S. members. The IEEE-USA BoD empowers and directs the IEEE-USA President, with the concurrence of two-thirds of the members of the IEEE-USA BoD present and voting at a regular or special meeting, to decide whether such a statement shall be filed in any specific instance. Such statements shall be forwarded for the information of the IEEE-USA BoD immediately after submission to the appropriate court or its representative.

U-1000. MEETINGS, SEMINARS, SYMPOSIUMS, CONFERENCES, AND OTHER PROGRAMS AND PRODUCTS

IEEE-USA and its organizational units may organize and sponsor meetings, seminars, symposia, conferences, and other programs on matters related to the interests of IEEE U.S. members, subject to the approval of IEEE-USA OpCom. The financial arrangements for such projects will be a part of the normal budgeting process of IEEE-USA.

U-1100. PUBLICATIONS, PRODUCTS, AND SERVICES

IEEE-USA and its organizational units may authorize primarily professional newsletters, periodicals, magazines, proceedings, and other publications as it may deem necessary for effectively disseminating and publicizing its activities. In so doing, it shall administer the policies and standards set by the Publications, Products, and Services Board as they relate to IEEE-USA publications.

U-1200. IEEE-USA OPERATIONS MANUAL

IEEE-USA shall develop and maintain an operations manual. The purpose of the operations manual is to provide more detailed statements of operations than are appropriate for inclusion in the bylaws. The IEEE-USA Operations Manual, and any amendments thereto, require the approval of the majority of those present of the voting members of the IEEE-USA.

U-1300. AMENDMENTS TO IEEE-USA BYLAWS

Proposed bylaw changes and reasons therefore shall be mailed to all members of the IEEE-USA BoD at least 20 days before the meeting of the IEEE-USA BoD at which the vote is to be taken. The vote of two-thirds of the voting members present shall be required to approve any new bylaw, amendment, or revocation. A complete history of amendments shall be kept in the files of IEEE-USA. All changes to the bylaws shall be reported to IEEE Corporate Office.

Following approval by IEEE-USA, proposed IEEE-USA bylaws and or changes thereto shall be submitted for approval to the IEEE Board of Directors (BoD) prior to implementation. Any such requests for approval shall be submitted and delivered to the IEEE Corporate Headquarters in time to be incorporated in the IEEE BoD agenda so as to be in the hands of the members of the IEEE BoD at least 20 days in advance of the regularly scheduled IEEE BoD meeting at which the approval is sought.

U-1400. TERM LIMITS

Unless specified otherwise in these bylaws, term limits are as set in IEEE Bylaw I-306.2.

U-1500. VACANCIES

- (a) The IEEE-USA incumbent President-Elect shall assume the duties of the IEEE-USA President should the Presidential office become vacated, thereby vacating the office of President-Elect. Having served the remainder of the Presidential term, and the term to which he/she had been elected, the IEEE-USA President shall serve as IEEE-USA Past President. The IEEE-USA Past President, who is in office when the vacancy in the office of the IEEE-USA President occurs, shall serve one additional year.
- (b) The next most recently retired IEEE-USA Past President available to serve shall fill a vacancy occurring in the office of IEEE-USA Past President.

(c) Should a vacancy occur in the office of IEEE-USA President-Elect or IEEE-USA President-Elect-Elect (the person to become IEEE-USA President-Elect for the next calendar year), the IEEE-USA Assembly shall fill the vacancy. The individual assuming the office of the President-Elect shall complete the remainder of the three-year term in the consecutive positions of President-Elect, President, and Past President, except if the vacancy occurs under Section U-1500. (a), in which case the person elected shall only serve for the year, or remainder thereof, that the replaced person would have served as IEEE-USA President-Elect.

(d) In the event that a candidate for IEEE-USA President-Elect becomes incapable of performing the duties of the office and subsequently wins the election, the vacancy shall be filled by the IEEE-USA Assembly.

(e) Should a vacancy occur in the office of IEEE-USA Member-at-Large, the IEEE-USA Assembly shall fill the vacancy for the balance of the term.

(f) Should a vacancy occur in the office of the IEEE-USA Secretary/Treasurer, the IEEE-USA Assembly shall fill the vacancy for the remainder of the term.

(g) Should a vacancy occur in the office of IEEE-USA Vice President, the IEEE-USA Assembly shall fill the vacancy for the remainder of the term.

(h) An individual elected by the IEEE-USA Assembly to fill a vacancy occurring in the position of IEEE-USA President Elect or IEEE-USA President-Elect-Elect as in IEEE-USA Bylaw U-1500.(c) or U-1500.(d), or in the position of IEEE-USA Member-at-Large as in IEEE-USA Bylaw U-1500.(e), both of which are positions customarily filled through popular election, does not become a member of the IEEE-USA Assembly unless already in a position filled by popular election on IEEE-USA or unless confirmed in the next general election.

U-1600. REPRESENTATION IN THE AMERICAN ASSOCIATION OF ENGINEERING SOCIETIES (AAES)

The Institute of Electrical and Electronics Engineers, Inc. (IEEE's) involvement as a member of the American Association of Engineering Societies (AAES) shall be coordinated through IEEE-USA. The IEEE-USA President (or by proxy the President-Elect

or Past-President of IEEE-USA) shall serve as IEEE's volunteer governor on the AAES Board of Governors. The IEEE-USA President is responsible for appointing IEEE U.S. members and staff to serve as representatives to AAES councils, committees, task forces, and other bodies as opportunities for appointments arise. The IEEE-USA President shall consult with the IEEE Board of Directors and Executive Director on all matters concerning IEEE's financial or legal liability as a member society of AAES. The IEEE-USA President shall consult with other IEEE organizational units on AAES programs or activities that concern their respective areas of responsibility (e.g. standards, technical matters, etc.).

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