

701. Publications

701. Periodicals

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

702. Other Publications

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

703. Standards

1. The IEEE shall publish standards and standards documents concerning technology within the domain of the IEEE, subject to the approval of the Executive Committee.
2. With the approval of the Executive Committee, the IEEE may publish standards developed by non-IEEE entities, and may participate in IEEE committees and subcommittees for the development of standards, and may act as an editor or reviewer of such standards.



THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.

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BYLAWS

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INDEX

<p>100 MEMBERSHIP 200 ASSEMBLY 300 MANAGEMENT 400 GEOGRAPHICAL ORGANIZATION OF MEMBERS</p>	<p>500 TECHNICAL ORGANIZATION OF MEMBERS 600 CONVENTIONS AND MEETINGS 700 PUBLICATIONS</p>	
<p>ADMISSION AND ADVANCEMENT COMMITTEE 312.1 Composition and Duties 107.3 " 107.2 Proposals for Admission/Transfer 304.2 Administratively Responsible to RAB</p> <p>AMENDMENTS 315 Bylaws 315.2 Constitution</p> <p>APPROVAL VOTING 314.15</p> <p>ASSEMBLY 200 201.1 Composition 201.2 Divisional Delegates - Term 301.15 Filling of Vacancies 203 Functions 202 Meetings 314.10 Petitions 202.3 Quorum 201.3 Regional Delegates - Term 202.6 Reports 203.2 " 202.2 Special Meetings 316 Voting Privileges</p> <p>APPLICATIONS FOR MEMBERSHIP 106 Requirements 107 Procedures</p> <p>AREAS 402 Appointment of Area Chairmen 402.1 Definition</p> <p>ASSOCIATE 101 Grade 105.5 Qualifications 106.1 References 104.5 Rights and Privileges</p> <p>AUDIT COMMITTEE 312.11 Composition and Duties 304.2 Responsible to Board of Directors</p> <p>AWARDS BOARD 305 Authority for Awards 305.1 " 305.12 Awards Planning and Policy Committee 305.9 Composition and Duties 305.1 Donations, Bequests 305.4 External Awards 305.11 Honorary Membership 305.10 IEEE Service Awards 305.5 IEEE Medals 305.3 IEEE Medals 305.2 IEEE Medal of Honor 305.8 IEEE Prize Papers 305.14 Presentation of IEEE Awards</p>	<p>AWARDS BOARD (continued) 305.13 Procedure for Nomination and Selection of Candidates 304.2 Responsible to Board of Directors 305.7 Scholarship Awards 305.4 Technical Field Awards</p> <p>BAKER AWARD, IEEE 305.8</p> <p>BELL MEDAL, IEEE 305.3</p> <p>BILLING, TERMINATION AND REINSTATEMENT 110</p> <p>BOARD OF DIRECTORS 301 301.7 Actions Authorized in Lieu of Meeting 301.3 Annual Meeting 301.1 Composition 301.6 Meeting Notice Waiver 301.9 Meeting Notices 301.4 Meeting Schedule 301.10 Quorum 113 Removal or Suspension of Delegates/Directors/Officers 301.5 Special Meetings 316 Voting Privileges</p> <p>BOARDS AND COMMITTEES 304 301.7 Actions Authorized in Lieu of Meeting 304.3 Appointment of Consultants 304.6 Distribution of Appointments 304.5 Duration of Service 304.3 Eligibility for Appointment 304.3 Liaison Appointments 304.2 Listing 304.8 Manuals 304.10 Periodic Review 304.3 Subcommittees 304.4 Term of Appointment 304.3 Voting Privileges 313.8 " 316 "</p> <p>BRUNETTI AWARD, IEEE 305.4</p> <p>BYLAWS 315.4 Amendments 315.4 Procedures for Approval</p> <p>CHAPTERS 406 406.3 Approval 406.1 Definition 504.1 " 406.5 Dissolution 406.12 Election of Officers; Term of Office 404.5 Financial Operation</p>	<p>CHAPTEES AND BOARDS 304</p> <p>COMPENSATION COMMITTEE 302.13</p> <p>CONSTITUTION, AMENDMENTS 315.2</p> <p>CONTROL SYSTEMS SCIENCE AND ENGINEERING AWARD 305.4</p> <p>CONVENTIONS AND MEETINGS 600 604 Cooperation with National Engineering Societies 602 Institute Functions 601 Regional Meetings 603 Special Technical Conferences</p> <p>CORPORATE INNOVATION RECOGNITION, IEEE 305.6</p> <p>CORPORATE OFFICERS OF IEEE 303 203.1 Election 113 Removal or Suspension of Officers 301.14 Vacancies in Office 303.6 "</p> <p>CORPORATE RECOGNITIONS, IEEE 305.6</p> <p>COUNCILS 403 Regional Councils 503 Technical Councils</p> <p>CREDENTIALS COMMITTEE 312.13 Composition and Duties 304.2 Responsible to Board of Directors</p> <p>DIRECTOR-AT-LARGE 301.2 Board of Directors 203.1 Election by Assembly</p> <p>DIVISIONS OF IEEE SOCIETIES 501 501.1 Composition 314.4,6 Division Nominating Committee 501.2 " 310.5(2) Transfer of Societies among Divisions</p> <p>DIVISIONAL DELEGATES/DIVISIONAL DIRECTORS 201.1 Assembly 314.4,5,6 Ballot 301.1 Board of Directors 501.1 Division Coordinator 201.2 Election; Term of Office 301.14 Filling Vacancy in Office 314.4,5,6 Nomination 113 Removal or Suspension of Delegates/Directors/Officers 310.2 TAB Operating Committee 310.1 Technical Activities Board 311.2 United States Activities Board</p> <p>DUES, FEES AND REGIONAL ASSESSMENT 109.6 Advance Payment for Life Membership</p>

<p>CHAPTEES (continued) 406.7-9 Joint Chapters 406.6 Management 406.11 Meeting Notices 406.10 Meetings 406.2 Petition 406.4 Required Activities</p> <p>COMMITTEES AND BOARDS 304</p> <p>COMPENSATION COMMITTEE 302.13</p> <p>CONSTITUTION, AMENDMENTS 315.2</p> <p>CONTROL SYSTEMS SCIENCE AND ENGINEERING AWARD 305.4</p> <p>CONVENTIONS AND MEETINGS 600 604 Cooperation with National Engineering Societies 602 Institute Functions 601 Regional Meetings 603 Special Technical Conferences</p> <p>CORPORATE INNOVATION RECOGNITION, IEEE 305.6</p> <p>CORPORATE OFFICERS OF IEEE 303 203.1 Election 113 Removal or Suspension of Officers 301.14 Vacancies in Office 303.6 "</p> <p>CORPORATE RECOGNITIONS, IEEE 305.6</p> <p>COUNCILS 403 Regional Councils 503 Technical Councils</p> <p>CREDENTIALS COMMITTEE 312.13 Composition and Duties 304.2 Responsible to Board of Directors</p> <p>DIRECTOR-AT-LARGE 301.2 Board of Directors 203.1 Election by Assembly</p> <p>DIVISIONS OF IEEE SOCIETIES 501 501.1 Composition 314.4,6 Division Nominating Committee 501.2 " 310.5(2) Transfer of Societies among Divisions</p> <p>DIVISIONAL DELEGATES/DIVISIONAL DIRECTORS 201.1 Assembly 314.4,5,6 Ballot 301.1 Board of Directors 501.1 Division Coordinator 201.2 Election; Term of Office 301.14 Filling Vacancy in Office 314.4,5,6 Nomination 113 Removal or Suspension of Delegates/Directors/Officers 310.2 TAB Operating Committee 310.1 Technical Activities Board 311.2 United States Activities Board</p> <p>DUES, FEES AND REGIONAL ASSESSMENT 109.6 Advance Payment for Life Membership</p>	<p>DUES, FEES AND REGIONAL ASSESSMENT (continued) 110 Billing 109.4 Dues Waivers 109.1 Rates 109.7 Reduction, Minimum Income Members 109.3 Reduction, Retired Members 109.5 Reduction, Unemployed Members 109.2 Waiver, Life Members 109.8 Waiver, Honorary Members</p> <p>EDITORS OF IEEE PUBLICATIONS 307.4 Appointment 307.5 Member, Panel of Technical Publications Editors 307.2 Member, Publications Board</p> <p>EDISON MEDAL, IEEE 305.3</p> <p>EDUCATION MEDAL, IEEE 305.3</p> <p>EDUCATIONAL ACTIVITIES BOARD 306.6,7 Committees 306.2 Composition 306.1 Duties 306.3-5 Operating Committee 304.2 Responsible to Board of Directors 105.10 Responsibility re Recognized Educational Programs</p> <p>EMERSON AWARD, IEEE 305.5</p> <p>EMBLEM OF IEEE 104.9 Registration 104.10 Use by Members</p> <p>ENGINEERING LEADERSHIP RECOGNITION, IEEE 305.6</p> <p>EXCHANGE MEMBER 101 Grade 108.2 Limitations; Dues and Fees 105.11 Qualifications 104.7 Rights and Privileges</p> <p>EXECUTIVE COMMITTEE 302 302.1 Composition; Term of Office 302.5 Coordinators 303.2 " 308.4 " 302.4-14 Duties 312.3 Finance Committee 302.2 Meetings 318.1 Pension Benefit Plan 302.4 Powers; Limitations 302.12 " 302.3 Quorum 316 Voting Privileges</p> <p>EXECUTIVE DIRECTOR 301.1 Board of Directors 203.1 Election by Assembly; Term 313.1 Election by Assembly 302.1 Executive Committee 201.7 Secretarial Functions 301.8 "</p> <p>FEES AND DUES PRORATION 108 108.1 Schedule of Payment, New Applications</p>	
---	--	--

312.2	FELLOW COMMITTEE Composition and Duties	312.4	HISTORY COMMITTEE Composition and Duties
304.2	Responsible to Board of Directors	304.2	Responsible to Executive Committee
	FELLOW MEMBER		HONORARY MEMBER, IEEE
101	Grade	101	Grade
105	Nominations	105.1	Qualifications
312.2	Nominations	305.1,10	Recommended by Awards Board
"	Nominator/References	104.1	Rights and Privileges
105.2	Qualifications	109.8	Waiver of Dues and Regional Assessment
104.2	Rights and Privileges		
	FINANCE COMMITTEE	305.4	IBUKA AWARD, IEEE
312.3	Composition and Duties		
304.2	Responsible to Executive Committee	312.9	IEEE EMPLOYEE BENEFITS COMMITTEE Composition and Duties
305.8	FINK AWARD, IEEE	312.9	Employee Compensation
		304.2	Responsible to Executive Committee
317	FISCAL MATTERS		
317	Financial Records and Reports-All Organizational Units	312.15	IEEE FACILITIES COMMITTEE Composition and Duties
317.1	Fiscal Year of IEEE	304.2	Responsible to Executive Committee
305.3	FOUNDERS MEDAL, IEEE		
	GENERAL MANAGER	312.5	IEEE FOUNDATION, INC. (See Policy 12.4) Life Member Fund Account
313	Appointment, Duties	312.5	Life Member Fund Committee
304.8	Committee and Board Manuals	305.4	Support to New Field Awards
308.1	Designation of Staff Secretaries		
309.2	"	300.1	INDEMNIFICATION Volunteers and Employees
310.1	"	301.13	Board of Directors
312.9	"	112.6	Member Conduct Committee
312.12	"		
312.16	"	305.4	INTERNATIONAL COMMUNICATION AWARD
406.3	Establishment of Chapters		
312.9	Member, IEEE Employee Benefits Committee	312.12	INDIVIDUAL BENEFITS AND SERVICES COMMITTEE Composition and Duties
312.15	Member, IEEE Facilities Committee	304.2	Responsible to Executive Committee
107.3	Membership Applications		
110.2	Notice of Membership Termination	312.14	INVESTMENT COMMITTEE Composition and Duties
302.5	Responsibilities	304.2	Responsible to Executive Committee
404.3	Section Dissolution		
407.11	Student Branch Dissolution	302.11	INVESTMENTS
407.12	"		
405.2	Subsection Dissolution	305.4	KAUFMANN AWARD, IEEE
313	GENERAL MANAGER, EXECUTIVE DIRECTOR AND HEADQUARTERS STAFF	305.4	KOBAYASHI AWARD, IEEE
605	GENERAL MEETING OF MEMBERS	305.3	LAMME MEDAL, IEEE
605.1	Quorum	305.4	LEEDS AWARD, IEEE
400	GEOGRAPHICAL ORGANIZATION OF MEMBERS	305.4	LIEBMANN AWARD, IEEE
402	Areas		
406	Chapters	109.6	LIFE MEMBER Advance Payment for Life Membership
403	Councils	102.1	Designation
401	Regions	104.8	Rights and Privileges
404	Sections	109.2	Society Life Member
407	Student Branches	109.2	Waiver of Dues and Regional Assessment
408	Student Branch Chapters		
405	Subsections	312.5	LIFE MEMBER FUND COMMITTEE Composition and Duties
101	GRADES OF MEMBERSHIP	304.2	Responsible to Board of Directors
305.4	HALPERIN AWARD, IEEE		
305.3	HAMMING MEDAL, IEEE	305.4	LILLY AWARD, IEEE
305.3	HERTZ MEDAL, IEEE		

300	MANAGEMENT OF IEEE	314.4,6	NOMINATIONS & ELECTIONS (continued) Divisional Director
305.3	MEDAL FOR ENGINEERING EXCELLENCE, IEEE	314.7,8	"
		314.14	"
305.2	MEDAL OF HONOR, IEEE	314.4,5,6,8	Divisional Director-Elect
		314.7,8	"
202.1	MEETINGS Annual Meeting of Assembly	312.13	Election Challenge
301.3	Annual Meeting of Board of Directors	302.12	Election Irregularities
605	General Meeting of Members	314.2	Elective Offices of IEEE
406.10	Meetings of Chapters	314.14	"
302.2	Meetings of Executive Committee	314.17	Organizational Units
401.6	Regional Committee Meetings	314.10	Petitions for IEEE Elective Office
601	Regional Meetings	314.11	Preparation of IEEE Ballot
502.10	Society Meetings	314.14	"
202.2	Special Meetings of Assembly	314.4,5	Regional Director
301.5	Special Meetings of Board of Directors	314.7,8	"
		314.14	"
301.7	Teleconferences	401.7	"
		314.4,5,7,8	Regional Director-Elect
		314.4,5,9	Regional Vice Chairman
112.2	MEMBER CONDUCT COMMITTEE Composition and Duties	312.7	Soliciting Names of Proposed Candidates
113.5	Duties		"
304.2	Responsible to Board of Directors	314.1	"
		314.15-17	Voting Procedures
112	MEMBER DISCIPLINE AND SUPPORT		OFFICERS (See "Corporate Officers")
112.1	Cause for Expulsion, Suspension or Censure		
112.3	Hearing Board	201.1	PAST PRESIDENT Assembly
112.4	IEEE Support-Matters of Ethical Principle	301.1	Board of Directors
112.5	Involuntary Termination of Membership	312.7	Chairman, Nominations and Appointments Committee
		302.1	Executive Committee
		301.14	Filling Vacancy in Office
106	MEMBERSHIP Applications - Requirements	318	PENSION BENEFIT PLAN FOR IEEE EMPLOYEES
107	Applications - Procedures		
104.11	Assertion of Grade		PETITIONS
110	Billing, Termination and Reinstatement	315.2	Constitutional Amendments
102	Categories	314.10	Elective Offices of IEEE
109	Dues and Regional Assessments	314.17	Offices in Organizational Units
108	Fees and Dues Proration		
101	Grades	305.4	PHILIPS AWARD, IEEE
102	Life Member		
109.2	"	305.4	PIORE AWARD, IEEE
109.6	Life Member - Advance Dues Payment		
112	Member Discipline and Support	305.5	PRATT AWARD, IEEE
108.1	Membership Period		
107.2	Proposals		PRESIDENT
105	Qualifications	201.1	Assembly
109.7	Reduced Dues, Minimum Income Members	201.6	"
111	Resignations	301.1	Board of Directors
109.3	Retired Members	303.1	Corporate Officer
104	Rights and Privileges	302.1	Executive Committee
110.2	Suspension - Nonpayment of Dues	301.14	Filling Vacancy in Office
109.5	Unemployed Members	303.3	Incapacity to Perform Duties
305.4	MORTON AWARD, IEEE		
		201.1	PRESIDENT-ELECT Assembly
312.7	NOMINATIONS AND APPOINTMENTS COMMITTEE Composition and Duties	301.14	Assuming Presidential Duties
314.2,3	Duties	303.1	Corporate Officer
304.2	Responsible to Board of Directors	314.14	Election
		302.1	Executive Committee
		314.2	Nomination
314	NOMINATIONS AND ELECTIONS Approval of IEEE Ballot	314.9	"
314.11	Constitutional Amendments		
315.2		107.2	PROPOSALS FOR MEMBERSHIP Proposals for Admission/Transfer

PUBLIC RELATIONS ADVISORY COMMITTEE
 312.10 Composition and Duties
 304.2 Responsible to Executive Committee

700 PUBLICATIONS
 701.6 Directory
 307.8 Finance Committee
 307.4,5 IEEE Press
 701.1 IEEE Spectrum
 701.4 Magazines
 307.6 Nominations & Appointments Committee
 701.5 Other Periodicals
 702 Other Publications
 701.2 Proceedings of the IEEE
 104.12 Publications Received by Members
 502.13 Standards
 703 "
 307.7 Strategic Planning Committee
 701.7 Subscriptions
 701.3 Transactions of IEEE Societies

PUBLICATIONS BOARD
 307.3 Committees
 307.2 Composition
 307.1 Functions
 304.2 Responsible to Board of Directors

105 QUALIFICATIONS FOR MEMBERSHIP

QUORUM
 202.2 Assembly
 301.10 Board of Directors
 302.3 Executive Committee
 605.1 General Meeting of Members
 401.6 Regional Committee
 404.5 Section Meetings

305.3 RAMO MEDAL, IEEE

RECOGNIZED EDUCATIONAL PROGRAMS
 105.10 Definition
 105.10 EAB/Regional Committee
 Responsibilities
 105.4 Member Grade Qualifications
 105.7,8 Membership Applications
 105.3 Senior Member Grade Qualifications
 105.6 Student Membership

106.1 REFERENCES - MEMBERSHIP APPLICATIONS
 106.2 "

REGIONAL ACTIVITIES BOARD
 308.2 Committees
 308 Composition and Scope
 304.2 Responsible to Board of Directors

REGIONAL ASSESSMENTS
 401.14 Authorization
 110 Billing
 108.1 Payment with Initial Application
 109.1 Payment with Annual Dues Renewal
 109.5 Reduction for Unemployed Members
 109.2 Waiver for Life Members
 109.8 Waiver for Honorary Members

REGIONAL COMMITTEES
 401.5 Composition
 314.4 Duties
 401.7,8 "

REGIONAL COMMITTEES (continued)
 401.6 Meetings; Quorum
 314.4 Regional Nominating Committee
 401.7 "
 401.10 Regional Student Activities Committee
 401.12 Reimbursement of Expenses for
 Committee Members
 105.10 Responsibilities re Recognized
 Educational Programs

REGIONAL DELEGATES/REGIONAL DIRECTORS
 201.1 Assembly
 314.14 Ballot
 301.1 Board of Directors
 401.5 Chairman, Regional Committee
 201.3 Election; Term; Vacancy
 301.14 Filling Vacancy in Office
 314.4 Nomination
 401.7 "
 308 Regional Activities Board
 Removal or Suspension of
 Delegates/Directors/Officers
 113 United States Activities Board

601 REGIONAL MEETINGS

REGIONAL STUDENT ACTIVITIES COMMITTEE
 401.10 Composition and Duties
 308.2 Student Activities Committee, RAB

REGIONS
 401 Areas
 402 Chapters
 406 Councils
 403 Definition
 401.1 Dissolution
 401.4 Financial Operation
 401.11 Funds from Headquarters
 401.13 Regional Boundaries
 401.2 Regional Meetings
 605 Sections
 404 Student Branches
 407 Student Branch Chapters
 408 Subsections
 405

REIMBURSEMENT OF EXPENSES
 202.7 Assembly
 301.11 Board of Directors; Executive
 Committee
 303.7 Corporate Officers
 307.4 Editors, IEEE Publications
 401.12 Regional Committee Meetings
 301.12 Regional Directors
 407.17 Student Counselors, Branch Chairmen,
 Prize Winners

REINSTATEMENT OF MEMBERSHIP
 110.3 "
 110.4 "
 111.2 "

113 REMOVAL OR SUSPENSION OF DELEGATES,
 DIRECTORS AND OFFICERS
 113.3 Ballots from Voting Members
 113.5 Member Conduct Committee Procedures
 113.1 Removal of Delegate-Director-Officer
 113.8 Removal of IEEE Representative to
 Outside Organization
 113.4 Removal of Director/Officer Elected
 by Assembly

REMOVAL OR SUSPENSION OF DELEGATES,
 DIRECTORS AND OFFICERS (continued)
 113.2 Removal of Region/Division Delegate
 Director
 113.7 Removal of Standing Board/Committee
 Member
 113.6 Suspension of Authority to Act
 113.5 Suspension of Officer Elected by
 Assembly

REPRESENTATIVES
 304.9 Guidelines by Board of Directors

111 RESIGNATIONS

305.4 RESNIK AWARD, IEEE

104 RIGHTS AND PRIVILEGES OF MEMBERS

305.4 SARNOFF AWARD, IEEE

SECRETARY OF IEEE
 303.4 Annual Report
 301.1 Board of Directors
 303.1 Corporate Officer
 203.1 Election and Term of Office
 302.1 Executive Committee

404 SECTIONS
 404.5 Bylaws
 404.1 Definitions
 404.2,3 Dissolution
 404.7 Financial Operation
 404.8 Financial Statement
 404.4 IEEE Management
 404.13 Joint Section Activities
 404.9 Meeting Reports
 404.5 Nominating Committee
 404.2 Petitions
 404.12 Publications
 404.5 Quorum
 404.10 Rebates
 404.6 Section Affiliation
 404.11 Voluntary Contributions

101 SENIOR MEMBER
 105.3 Grade
 106.1 Qualifications
 106.1 References
 104.3 Rights and Privileges

305.5 SERVICE AWARDS, IEEE

103.1 SOCIETY AFFILIATE
 502.17 Designation
 502.17 Dues
 502.17 Identification
 502.9 "
 502.17 Rights and Privileges

502 SOCIETIES
 502.16 Adherence to IEEE Constitution,
 Bylaws
 502.3 Approval
 502.11 Conferences, Conventions
 502.4 Constitution
 502.1 Definition
 502.7 Finances; Society Fees
 502.15 Financial Operation

SOCIETIES (continued)
 502.6 IEEE Management
 502.18 "
 502.19 Listing of Societies
 502.14 Meeting Reports and Financial
 Statements
 502.10 Meetings
 502.9 Membership
 502.2 Petition
 502.5,12 Publications
 103.1 Society Affiliates
 502.17 "
 502.6,9 "
 109.1 Society Fees, Students
 109.2 Society Life Membership
 502.4 Society Nominating Committee
 502.8 Society Subsidies
 502.13 Standards Recommendations

305.4 SOLID-STATE CIRCUITS AWARD

703 STANDARDS

STANDARDS ACTIVITIES DIRECTOR
 301.1 Board of Directors
 203.1 Chairman, Standards Board
 203.1 Election by Assembly

STANDARDS BOARD
 309.2 Composition
 703.2 "
 309.1 Duties
 309.5 Interface with Outside Organizations
 309.3 Publications
 703.1 "
 304.2 Responsible to Board of Directors
 502.13 Standards Approval
 703.1 "

312 STANDING COMMITTEES
 304.2 Composition and Duties
 Listing

305.4 STEINMETZ AWARD, IEEE

STRATEGIC PLANNING COMMITTEE
 312.6 Composition and Duties
 304.2 Responsible to Board of Directors
 304.10 SPC Chairman Role re Review
 Committees

407 STUDENT BRANCHES
 407.16 Adherence to Constitution, Bylaws
 407.11 Branch Requirements; Probation
 407.12 "
 407.4 Constitution
 407.1 Definition
 505.1 "
 407.14 Dissolution
 407.15 "
 407.8 Financial Operation
 407.10 "
 407.6 Joint Branch Constitution
 407.5 Joint Student Branches
 407.9 Meeting Reports, Financial Statements
 407.2 Petition
 407.13 Rebates
 407.7 Section Student Branch

408	STUDENT BRANCH CHAPTERS	
408.1	Definition	105.6
408.8	Dissolution	107.2
408.4,5	Management	109.1
408.6	Notice of Meetings	
408.2,3	Petition	
408.7	Required Activities	
	STUDENT COUNSELOR	
407.3	Appointment and Duties	303.5
106.1	Reference for Student Applicant	301.1
	STUDENT MEMBER	
109.1	Dues, Society Fees	312.3
110.1	Dues	303.1
101	Grade	203.1
105.6	Qualifications	302.1
106.1	References	312.9
104.6	Rights and Privileges	312.12
	SUBSECTIONS	
405	Election of Officers; Term of Office	312.14
405.4	Petition, Approval	
405.1	Required Activities	
405.2	Subsection Affiliation	
405.3		
113	SUSPENSION OF DELEGATES, DIRECTORS AND OFFICERS	311.6,8
305.4	TEACHING AWARDS, IEEE	311.2
310	TECHNICAL ACTIVITIES BOARD	311.7
310.5(4)	Committees	311.1
310.1	Composition	304.2
310.5(3)	Councils	311.3
310.3	Functions	
304.2	Responsible to Board of Directors	
500	TECHNICAL ORGANIZATION OF MEMBERS	
504	Chapters	203.1
501	Divisions	301.14
502	Societies	304.7
505	Student Branch Chapters	202.2
503	Technical Councils	301.14
301.7	TELECONFERENCES	303.6
	TELLERS COMMITTEE	
312.8	Composition and Duties	201.2
315.2,3	Counting of Ballots - Constitutional Amendments	301.14
314.15	Counting of Ballots - Election	201.3
304.2	Responsible to Board of Directors	301.14
110	TERMINATION OF MEMBERSHIP	404.5
112.5	Involuntary Termination	
305.4	TESLA AWARD, IEEE	
305.8	THOMPSON AWARD, IEEE	
	TRANSFERS	
107.3	Admission and Advancement Committee Procedures	301.1
107.2	Proposals	203.1
107.4	Re-application	306.1
106.1,2	References	303.1

	TRANSFERS (continued)	
	Student Transfers	
	"	
	"	
	TREASURER OF IEEE	
	Annual Audit; Investment Reports	
	Board of Directors	
	Chairman, Finance Committee	
	Corporate Officer	
	Election by Assembly; Term	
	Executive Committee	
	IEEE Employee Benefits Committee	
	Individual Benefits and Services Committee	
	Investment Committee	
	UNITED STATES ACTIVITIES BOARD	
	Committees	
	Composition	
	Councils	
	Duties	
	Responsible to Board of Directors	
	Operating Committee	
	VACANCIES	
	Board of Directors	
	"	
	Boards and Committees	
	Corporate Officers	
	"	
	"	
	Divisional Directors	
	"	
	Regional Directors	
	"	
	Section Officers	
	VICE PRESIDENT - EDUCATIONAL ACTIVITIES	
	Board of Directors	
	Chairman, Educational Activities Board	
	"	
	Corporate Officer	
	Election by Assembly	
	Executive Committee	
	"	
	Term of Office	
	VICE PRESIDENT - PROFESSIONAL ACTIVITIES	
	Board of Directors	
	Chairman, United States Activities Board	
	"	
	Corporate Officer	
	Elected by Assembly	
	Executive Committee	
	"	
	Term of Office	
	VICE PRESIDENT - PUBLICATION ACTIVITIES	
	Board of Directors	
	Chairman, Publications Board	
	"	
	Corporate Officer	
	Election by Assembly	
	Executive Committee	
	"	
	Term of Office	

	VICE PRESIDENT - REGIONAL ACTIVITIES	
301.1	Board of Directors	
203.1	Chairman, Regional Activities Board	
308.1	"	
303.1	Corporate Officer	
203.1	Election by Assembly	
302.1	Executive Committee	
303.2	"	
303.2	Term of Office	
	VICE PRESIDENT - TECHNICAL ACTIVITIES	
301.1	Board of Directors	
203.1	Chairman, Technical Activities Board	
310.1	"	
303.1	Corporate Officer	
203.1	Election by Assembly	
302.1	Executive Committee	
303.2	"	
303.2	Term of Office	
305.3	von NEUMANN MEDAL, IEEE	
316	VOTING PRIVILEGES	

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

Adopted by the IEEE Board of Directors January 8, 1963, and
incorporating subsequent revisions through December 31, 1992.

100. MEMBERSHIP

101. Grades

1. The grades of IEEE membership are:

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

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

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

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

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

General	502.9
Low Income	109.7
Retired	109.3
Unemployed	109.5

103. 1. Affiliates. The designation "Affiliate of IEEE Society" refers to individuals who are not members but who are entitled to partici-

pate in certain activities under provisions established by the Executive Committee as specified in the Bylaws. (See Bylaws 502.6, 502.9, 502.17.)

104. Rights and Privileges

1. Honorary Members shall be entitled to all rights and privileges of the IEEE except the right to hold office therein.
2. Fellows shall be entitled to all rights and privileges of the IEEE.
3. Senior Members shall be entitled to all rights and privileges of the IEEE except the right to serve on the Fellow Committee.
4. Members shall be entitled to all rights and privileges of the IEEE except the right to hold (1) any corporate office, (2) the office of Director, (3) membership on the Admission and Advancement Committee, the Awards Board, or the Fellow Committee.
5. Associates shall be entitled to attend meetings of IEEE members, to vote only on matters presented to groups of members (such as Societies and Sections), and to be appointed on committees with the right to vote when specifically approved by the Board of Directors or the Executive Committee. (See Bylaw 316.)
6. Student member rights and privileges are defined in the Student Branch Operations Guide.
7. Exchange Members shall have the rights and privileges of the Member grade, except the right to vote and the right to hold any IEEE office. The term of membership of any Exchange Member shall be limited to three years.
8. Life Members have those privileges associated with their grade immediately before becoming a Life Member or with such higher grade to which they may be advanced.

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

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

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

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

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

105. Qualifications

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

1. Honorary Members are elected by the Board of Directors from among those individuals, not members of IEEE, who have rendered meritorious service to mankind in IEEE's designated fields of interest, whose recognition will bring honor to the Institute. An affirmative vote of two-thirds of 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 of outstanding and extraordinary qualifications and experience in IEEE designated fields, who has made important individual contributions to one or more of these fields. The year of election to the grade of Fellow is the year following affirmative action by the Board of Directors in conferring the grade of Fellow. The candidate shall hold Senior Member grade at the time the nomination is submitted. Normally the candidate shall have been a member in any grade for a period of five years or more preceding January 1 of the year of election; however, the five-year membership requirement may be waived for a Fellow candidate who has been engaged in professional practice (as needed to qualify for Senior Member grade) in a geographical

area where, in the judgment of the Board of Directors, it was difficult to become a member previously, as evidenced by the absence of a Section previously and the recent formation of a new Section to cover that geographical area. In such case, membership of five years or more in a recognized local electrical, electronics or computer engineering society may substitute for the five-year IEEE membership requirement, when the nomination is submitted within 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) above in areas such as technical editing, patent prosecution or patent law, provided these contributions serve to advance progress substantially in IEEE designated fields.

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

- (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," 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 percent of a normal full-time academic program as a registered undergraduate or graduate student in a regular course of study in IEEE designated fields.
 - (b) Student members, upon graduation with at least a baccalaureate degree or its equivalent from a "recognized educational program," shall be transferred to Member grade.
 - (c) Student members other than those qualifying under subparagraph (b), upon graduation with at least a two-year degree, shall be transferred to Associate grade.
7. Graduation from a course of at least eighteen months duration of study in a curriculum related to IEEE fields of interest but in a program not approved as a "recognized educational program" may be accepted as equivalent to one year's professional experience in those fields.

8. Full-time graduate work, or part-time graduate work with teaching or research, in IEEE designated fields, may be accepted as equivalent to professional experience.
9. The time requirements for admission or transfer to any grade of membership may be satisfied by applying pro rata the experience of the candidate under the various alternative requirements for the grade.
10. The Educational Activities Board shall be responsible to the Board of Directors for the development of policies and criteria pertaining to the term "recognized educational program," in accordance with Bylaw 306.1. The term "recognized educational program" refers to programs of a university, university system or a college (including bona fide junior and community colleges or a technical institute) which meet accreditation standards of the appropriate national, regional, or professional accrediting bodies. Because of the wide variety of educational situations in the Regions outside the United States, those respective Regional Committees shall be responsible, working through their Regional Directors and the Regional Activities Board, for assisting the Educational Activities Board in the applications of these policies and criteria to insure that there be a fair and proper judgment on the equivalence of seemingly disparate educational programs. Reports on such joint efforts, including a complete listing of all designated "recognized educational programs," shall be forwarded at least annually to the Board of Directors and other appropriate entities.
11. Exchange Member: To qualify for admission as an Exchange Member, the applicant shall be a member in good standing of a technical or scientific society recognized by the IEEE Executive Committee for Exchange Membership privileges, provided such privileges are reciprocally offered to IEEE by the society so recognized.
12. Admission to membership in IEEE in any grade shall not be affected by the race, religion, nationality or sex of the applicant.
13. Membership in IEEE in any grade shall carry the obligation to:
 - (a) abide by the IEEE Constitution, Code of Ethics, Bylaws, Policies and Procedures; and,
 - (b) support the enhancement of IEEE principles, objectives, and activities.
14. 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.

106. Application - Requirements

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

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

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

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

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

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

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

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

107. Applications - Procedures

The Senior Member grade is the highest grade for which application may be made for admission or advancement. Elections to Honorary Member and Fellow grades are by the Board of Directors, following nomination and review procedures given in Bylaws 305.1 and 312.2, respectively.

1. The Regional Activities Board is authorized to act for the Board of Directors to coordinate, encourage, and support membership development and to administer admissions and grade advancements, all in accordance with

policies, rules, and procedures approved by the Board of Directors and excepting matters pertaining to the, Honorary Member and Fellow grades. Questions of interpretation, waivers of requirements, and issues involving two or more major Boards shall be referred to the Executive Committee for adjudication, or review and recommendation to the Board of Directors.

2. An application may be submitted by a candidate, or on behalf of a candidate by an IEEE member or an IEEE entity such as a Chapter, Section, or Society. In the first case, the candidate shall be notified of the action by the Admission and Advancement Committee; in the second case, the sponsor shall be notified and, if the action is affirmative, the candidate also shall be notified with a request for acceptance. Elections shall become effective on the date of action by the Admission and Advancement Committee unless an acceptance or payment of dues or fees is required (see Bylaw 108.1), 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 109.1).

3. Applications for admission or advancement in grade shall be referred to the Admission and Advancement Committee. Procedures for elections shall be established by the Committee. The Admission and Advancement Committee may delegate to the General Manager, or the General Manager's appointed representative, authority to elect or transfer applicants to the grade of Student, Associate, or Member when there is evidence that the requirements of Bylaw 105 have been fulfilled. When so authorized, the General Manager shall render regular reports to the Admission and Advancement Committee of the elections and transfers so processed (See also Bylaw 106.)
4. A reapplication for admission or advancement in grade may be made after the expiration of one year from the date of a rejection.

108. Fees and Dues Proration

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

equal installments if for the full year; the first installment is due with the application and the second in accordance with Bylaw 110.1.

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

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

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

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

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

The dues and fees payable by an Exchange Member shall be the same as those paid by members of the IEEE. The Membership Development Committee shall maintain a list of 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.

109. Dues, Fees and Regional Assessments

1. The annual dues for all grades other than Student, except as noted in other paragraphs of this Bylaw, shall be seventy-eight dollars (\$78.00), with an additional Regional Assessment of twenty-four dollars (\$24.00), two dollars and seventy-five cents (\$2.75) of which shall be reserved to support AAES, ABET and NCES dues and associated operating expenses, for members residing in the United States, 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 residing in Region 9. The Regional assessment for members residing in Region 10 shall be three dollars (\$3.00). The dues for Student Grade shall be twenty-eight dollars (\$28.00)

per year for Students in Regions 1-7 and fifteen dollars (\$15.00) for Students in Regions 8-10.

Student members transferring to a higher grade upon attaining their first professional degree, without interruption of membership, shall pay graduated dues and assessments over the five consecutive years following graduation as follows:

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

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

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

2. Dues, and Regional assessment, if any, shall be waived on January 1st of the year following attainment of Life Member status as defined in Bylaw 102. In determining the required years of membership, the following rules shall apply: (a) Only years in which membership dues were paid shall be counted. (b) Student membership years shall be counted. (c) Years need not be consecutive. (d) Years in which membership dues were paid to AIEE or IRE shall be counted. (e) A year of concurrent membership in both AIEE and IRE shall be counted as one year only.

An individual who has had not less than five years of Society membership immediately prior to attaining Life Membership, or completes such five-year membership while a Life Member, may continue a Life Membership in the Society without fee payment. Life Membership in a Society entitles the member to receive, free of charge, the services and publication(s) provided for the basic Society fee, on the condition that the Life Member confirms each year that such services/publication(s) are still desired.

3. A retired member, not gainfully employed and not qualifying for Life Member status, on attaining the age of 62 years may apply for a 50% reduction in dues and Regional Assess-

ment, effective with the 1990 annual dues bill. An individual who qualifies for the IEEE retired member category may continue any and all Society memberships held for not less than the five prior years, upon payment of the fees for publication options established for Student members.

4. Under exceptional circumstances, as provided for in the Constitution, such as inability of a member to remit dues due to wartime conditions, the Board of Directors may, if it waives dues, also declare that during the period of such waiver, the member has maintained continuous membership. The waiver of dues shall apply to Society fees, and the continuity of membership during the waiver period shall apply to the Society memberships held at the beginning of that period.
5. A fifty percent reduction in membership dues, Society fees, other subscriptions and Regional assessment shall be granted to a member who informs the IEEE Headquarters office that he/she: (1) has become involuntarily unemployed and is seeking reemployment, or (2) has become voluntarily unemployed for reasons of raising children. A statement of continued unemployment shall be provided with each annual dues payment. In the case of voluntary unemployment, the provisions of this Bylaw shall not exceed four years. The reduced payments may not be made in installments.
6. Any member above Student grade may elect to pay Institute dues, Regional assessments and Society fees in advance at the annual rate then in effect. The years for which dues and fees have been paid in advance shall be immediately credited to the record of the member in determining his/her eligibility to the designation of Life Member as provided in Bylaw 102. No refund will be made of dues or fees paid in advance.
7. A fifty percent reduction in all applicable IEEE dues and assessments is granted to a member or to an applicant for membership above the grade of Student, excluding those members eligible for other special membership considerations, who submit satisfactory evidence annually to IEEE Headquarters that the member's annual income for the prior year did not exceed the minimum income level. The minimum income level shall be 100 times the amount of the basic IEEE dues. Such payment may not be made in installments. The minimum income level reduction does not apply to a member or an applicant whose dues and Regional assessment, if any, are funded by a third party, such as another individual, a company, an institution or a government agency. A member who qualifies under this Bylaw may join one Society upon payment of one-half the established fee for that Society. Additional memberships in other Societies and periodical subscriptions shall be at the regular fees. For purposes

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

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

110. Billing, Termination and Reinstatement

1. The annual dues period is the calendar year. A billing covering dues, and Regional assessment, if any, Society fees, and subscription fees shall be mailed to every member not later than the beginning of the annual dues period. Except for Student members and members eligible for special considerations, this bill may be paid in two equal installments due January 1st and July 1st. The first installment for Regions 1 through 7 shall be paid not later than two months, the first installment for Regions 8, 9 and 10 shall be paid not later than four months, and the second installment for all Regions not later than eight months after the beginning of the annual dues period.
2. After prior notification, if the bill for annual dues, and Regional assessment, if any, shall not have been paid on or before the time specified in Bylaw 110.1, it shall be the duty of the General Manager to notify the member that, in accordance with the Bylaws of the IEEE, his/her right to vote in any Institute election has been suspended and that, if the dues, and Regional assessment, if any, remain unpaid on December 31st of the then current year, his/her membership shall be terminated. Accompanying this notice shall be a final bill, with the suggestion that the member pay his/her dues, and Regional assessment, if any. The suspended membership privileges shall be restored upon receipt of such payment if received prior to December 31st of the then current year.
3. Membership so terminated may be resumed, with no loss of continuity, upon payment of all dues, and Regional assessment, if any, in arrears. Membership may be resumed after a lapse, without continuity of membership, upon payment of current dues, and Regional assessment, if any.
4. On resuming membership and paying dues, and Regional assessment, if any, in arrears, a member shall be restored to the publication mailing list and receive all issues from that date on. Publications that he/she would normally have received had his/her membership status been continuous shall be considered forfeited. However, upon written request these will be supplied if available.
5. "When a membership is terminated, all subscriptions to IEEE publications that had been received by such person by reason of

his/her former membership also terminate as of the same date.

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

111. Resignation

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

112. Member Discipline and Support

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

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

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

Notwithstanding anything in these Bylaws to the contrary, an affirmative vote of two-thirds of the members of the Board of Directors who vote on the question shall be required to approve the readmission to membership of a former member (a) who has been expelled under the provisions of this Bylaw, or (b) who resigned after the Committee referred to in Bylaw 112.2 instituted proceedings against such member.

2. The Board of Directors shall appoint a committee, to be known as the Member Conduct Committee, composed of five members of the IEEE who are not members of the Board of Directors of the IEEE or employees of the IEEE, to serve for staggered five-year terms. The Committee shall consider instituting proceedings looking toward the expulsion, suspension or censure of a member upon

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

No other committee of the IEEE is authorized to institute such proceedings. However, committees may be established by the boards to consider policy and educate members on ethical matters.

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

Individuals so appointed and selected shall serve on such panel no longer than two years from the date of their appointment, except that they shall continue to serve on a hearing board in any complaint proceeding not concluded prior to the date for termination of their appointment. Upon instituting any such proceeding, the Committee shall furnish the accused member with a copy of the complaint, shall give notice to such member of the time and place scheduled for hearing the complaint, and shall invite the member to present at such time a defense either in person, in writing, or by an authorized representative. The Committee, or its author-

ized representative, shall present the case against the accused member at the hearing.

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

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

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

If 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 which the hearing board or the Board of Directors considers relevant in the circumstances of the particular case; provided, however, that the hearing board or the Board of Directors shall determine to expel or suspend a member only if it determines that such member's conduct not only constituted cause for sanctions, but also was seriously prejudicial to the best interests of IEEE or of the engineering profession.

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

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

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

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

5. If information is presented to the Executive Committee indicating that the applicant for membership or transfer to a higher grade has been elected on the basis of an application containing apparent material misrepresentations or false statements, the Executive Committee shall investigate and provide the member an opportunity to submit an explanation. If the Executive Committee concludes that such membership was obtained through material misrepresentations or false statements, the membership shall be terminated with notice mailed to the member.

6. To the maximum extent permitted by law, IEEE shall indemnify any member of the Member Conduct Committee and any member of a hearing board appointed pursuant to this Bylaw 112 against reasonable expenses, including attorney's fees and judgments actually incurred by him/her in connection with the defense of any action, suit or proceeding to which he/she is made a party by virtue of his/her actions while a member of such committee or board, provided that such actions are not found by the IEEE Board of Directors to have been taken in bad faith or in a manner otherwise inconsistent with the provisions of this Bylaw 112.

113. Removal or Suspension of Delegates, Directors and Officers

1. 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 ten percent 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. A Delegate-Director elected by the voting members of a Region/Division may be removed, with or without cause, by vote of the voting members of such Region/Division, 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 ten percent of the total number of voting members in such Region/Division moving for the removal of such Delegate-Director, a ballot on such motion shall be submitted to the voting members of such Region/Division.

(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.

3. 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 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 312.8, 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 Chairman of the Tellers Committee, a copy of which shall be sent to the person who is the subject of the recall election. Subject to Section 312.13, the removal of such person shall be effective 15 days after the date of such report.

4. 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. 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 which is determined to constitute a material violation of the Constitution, Bylaws, or Code of Ethics of IEEE, or other conduct which is seriously prejudicial to IEEE.

(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 alleged conduct of an Officer occurring during the term as Officer which 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 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 Committee may act in its own behalf or through ad hoc committees appointed by and under the direction of the Chairman of the Member Conduct Committee. The Member Conduct Committee shall not be required to initiate an investigation unless the persons submitting a complaint agree in writing to attend any hearing instituted pursuant to

subdivision (d) of this Bylaw, 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 112. Upon instituting any such proceeding, the 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 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. An Officer-Director's authority to act as a Director shall automatically be suspended for any period during which his/her authority to act as an Officer is suspended as provided in Bylaw 113.5.

7. 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. An IEEE Representative appointed to an outside organization by the Board of Directors, Executive Committee, or major IEEE 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.

200. THE ASSEMBLY

201. How Constituted

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

202. Meetings

1. Special meetings of the Assembly may be called by any five Delegates on notice to all other Delegates. Notice of such special meetings giving the time and place of meeting, the purpose of the meeting and the names of the Delegates calling the meeting shall be mailed to all Delegates not less than twenty days before the date set for the special meeting. The place of such special meeting may be only at IEEE Headquarters unless otherwise authorized by a majority vote of all Delegates, such vote to be secured by or transmitted to the Secretary.

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

2. A quorum shall be one-half of the total membership of the Assembly; in the event this is a fractional number, it shall be rounded to the next higher whole number.
3. 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.
4. 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.
5. Any provision of these Bylaws to the contrary notwithstanding, the Assembly shall meet specially each year during or immediately following the first meeting of the Board of Directors at which are available certified financial statements for the preceding calendar year. At such special meeting the Assembly shall receive the report required by Section 519(a) of the Not-for-Profit Corporation Law, or any successor provision similar thereto. Notice of such meeting shall be mailed to each Delegate at least twenty days in advance thereof and in accordance with Section 202.4 of these Bylaws. Such notice may be waived by the unanimous vote of the Assembly.
6. Reimbursement for actual and necessary expenses is authorized for Delegates for the purpose of attending any special or extraordinary meeting of the Assembly not associated with a meeting of the Board of Directors held contiguously with it.

203. Functions

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

The Assembly shall also elect the Executive Director, who shall also thereby be an elected Director.

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

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

300. MANAGEMENT

300. 1. Indemnification. IEEE shall indemnify each person (other than a Director or Officer, whose rights to indemnification are set forth in Bylaw 301.13) who serves as a duly authorized voluntary member or employee of a duly authorized IEEE activity against reasonable expenses, including without limitation attorneys fees and judgments, actually incurred by such person in connection with the defense of any action, suit or proceeding to which such person is made or threatened to be made a party by virtue of such service; provided (i) that such service is found by the Executive Committee to have been duly authorized and is not found by the Executive Committee to have been taken in bad faith or in a manner inconsistent with the purposes or objectives of the IEEE as expressed in Bylaws, Statements of Policy and Procedure, or resolutions duly adopted by the Board of Directors or Executive Committee or in policies and procedures duly adopted by an IEEE body which are applicable to the activity at issue, and (ii) that such indemnification is not prohibited by law. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be, entitled.

301. Board of Directors

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

5. Special meetings of the Board of Directors may be called by the President or by any five Directors on notice to all other Directors. Notice of such special meetings, giving the time and place of meeting, the purpose of the meeting and the names of the Directors calling the meeting, shall be mailed to all Directors not less than twenty days before the date set for the special meeting. The place of such special meeting may be only at IEEE Headquarters unless otherwise authorized by a majority vote of all Directors, such vote to be secured by or transmitted to the Secretary.
6. A meeting of the Board of Directors may be held without notice if waivers of notice signed by all of the Directors are filed with the Secretary, with notation thereof entered in the minutes of the meeting.
7. Unless otherwise provided in the Certificate of Consolidation, the Constitution, these Bylaws, or the Not-for-Profit Corporation Law of the State of New York, any action required or permitted to be taken by the Board of Directors or any Committee thereof may be taken without a meeting if all members of the Board or Committee vote unanimously on the action, with the vote to be promptly confirmed in writing. The written confirmation shall be filed with the minutes of the proceedings of the Board or Committee. In addition, the Board of Directors or any Committee thereof may meet and act upon the vote of its members through any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time. Minutes of the meetings of the Board of Directors shall be mailed to all Directors.
8. In the absence or at the direction of the Secretary, the Executive Director shall perform the secretarial functions.
9. 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.
10. A quorum shall be one-half of the total membership of the Board of Directors, provided that, of those present at the meeting, a majority shall be Delegates elected by the

membership; in the event this is a fractional number, it shall be rounded to the next higher whole number.

11. Reimbursement for actual and necessary expenses is authorized for Directors for the purpose of attending meetings of the Board of Directors and for Directors-Elect when invited to attend a meeting of the Board of Directors as observers. Similar reimbursement is authorized for members of the Executive Committee for the purpose of attending meetings of the Committee, and for Directors attending meetings at which Directors perform duties assigned to their offices.

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

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

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 which normally is filled by a Delegate-at-Large does not become a Delegate-at-Large unless already a Delegate-at-Large or unless confirmed as such at the next general election.

(6) The Assembly shall fill other vacancies occurring in the Board of Directors or among the Corporate Officers for a period not to exceed the unexpired term of the office becoming vacant, provided that, if a vacancy shall occur in the office of a Regional or Divisional Director, then the Region or Division that elected such Director shall have the right to elect a Director to serve the remainder of such term. If such Region or Division shall fail to elect a Director within six months after notice of such vacancy, the vacancy may be filled by the Assembly even if, by reason of such election, the number of Directors elected by the voting members shall be less than sixty percent of the total number of Directors, provided, however, that any such Director elected by the Assembly, as opposed to the voting member, shall not be a Delegate.

(7) In the event of a vacancy in the office of Regional Director in a Region which has previously elected a Regional Director-Elect, the incumbent Regional Director-Elect shall assume the office and responsibilities of the Regional Director for the unexpired term, and then continue in office to fill the term for which he/she was previously elected. As a consequence, a vacancy would occur in the office of Regional Director-Elect.

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

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

302. Executive Committee

1. How Constituted. The Executive Committee shall comprise the President, the President-Elect, the six Vice Presidents elected by the Assembly, the Past President, the Treasurer, the Secretary, and the Executive Director. In such years as the Assembly shall elect separate individuals to the offices of Secretary and Treasurer, the number of members of the Executive Committee shall be increased from eleven to twelve. The President shall be Chairman, and the Secretary shall be Secretary thereof.

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

2. Meetings. Meeting dates shall be approved by the Executive Committee five (5) 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 twenty 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 Committee may also meet and act upon the vote of its members by teleconference, under the conditions described in Bylaw 301.7. Minutes of the meetings of the Executive Committee shall be mailed to all Directors.

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

4. Functions. The Executive Committee shall make such rules and regulations as from time to time it may deem proper for its own governance and for the duly authorized transaction of business of the Institute. At all times between Board of Directors meetings, the Executive Committee shall have all the powers and duties of the Board of Directors except as to such matters not permitted to be delegated to the Executive Committee pursuant to Section 712(a) of the New York Not-for-Profit Corporation Law and as to such other matters which the Board has, by resolution, expressly reserved to itself. All such powers and duties of the Board of Directors which the Executive Committee is authorized to exercise pursuant to this Bylaw 302.4, and all other powers and duties which the Executive Committee is authorized to exercise pursuant to other provisions of these Bylaws, shall be subject to the following limitations:

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

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

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

5. The Executive Committee may divide its duties and responsibilities among its members as it sees fit and conduct its business as it finds necessary. It shall appoint certain of its members as "Coordinators" charged with functional supervision of activities such as membership. The Chairmen of the Educational Activities Board, the Publications Board, the Regional Activities Board, the Standards Board, the Technical Activities Board, and the United States Activities Board shall be members of the Executive Committee in their capacities as Vice Presidents. The President-Elect will be responsible for broad corporate matters, including administration, and may appoint such ad hoc committees as may be required from time to time in the discharge of his/her duties. The Executive Committee shall specify those activities to be administered by the General Manager.

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

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

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

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

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

the office account only by authorized bonded employees of the IEEE.

11. Responsibility for the prudent investment of major IEEE assets shall rest in the Executive Committee with the advice and assistance of the Investment Committee. The Executive Committee may select, and authorize the execution of contracts with, an investment advisor. Such contracts may provide that the investment advisor shall have discretionary authority over IEEE's investment portfolio.

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

13. Compensation of individuals shall be submitted by the General Manager 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 entities within the Institute.

303. Corporate Officers

1. The Corporate Officers of the IEEE shall be the President, the President-Elect, and the Corporate Officers elected by the Assembly, as defined in Bylaw 203.1.
2. There shall be six Vice Presidents of the IEEE. The six Vice Presidents elected by the Assembly shall serve on the Executive

Committee as coordinators of their respective activities.

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

During such incapacity of the President, the 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.

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

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

6. A vacancy among the Corporate offices and the duration thereof shall be determined by the Board of Directors. Any vacancy in the Corporate offices shall be filled as provided in Bylaw 301.14.

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

304. Boards and Committees

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

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

Audit Committee
Awards Board
Credentials Committee
Educational Activities Board
Fellow Committee
Life Member Fund Committee
Member Conduct Committee
Nominations and Appointments Committee

Publications Board
Regional Activities Board
Standards Board
Strategic Planning Committee
Technical Activities Board
Tellers Committee
United States Activities Board

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

Finance Committee
History Committee
IEEE Employee Benefits Committee
IEEE Facilities Committee
Individual Benefits and Services Committee
Investment Committee
Public Relations Advisory Committee
SPECTRUM/INSTITUTE Advisory Board

The SPECTRUM/INSTITUTE Advisory Board is assigned, for administrative and operational support, to the IEEE Publications Board.

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

Admission & Advancement - RAB
Membership Development Committee - RAB

3. Each Board and Standing Committee shall have the right to create subcommittees of its own selection. Voting members of all Boards, Standing Committees and subcommittees thereof shall be members of the IEEE unless specified otherwise in these Bylaws. Qualified individuals, who need not be members of IEEE, may be appointed to serve as nonvoting consultants to make their expertise available to these bodies. The term of appointment and duration of service for such consultants shall conform to the requirements of Bylaws 304.4 and 304.5. Where the Bylaws provide for liaison appointments to Standing Committees and Boards, such appointments shall be made in consultation with the respective Chairman of the Committee or Board by the appointing authority.

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

5. Duration of Service. Unless specified otherwise, the consecutive period of service of any member of any Board or Standing Commit-

tee listed in Bylaw 304.2 shall not extend beyond three years, except that a Chairman or Past Chairman may serve one additional year. The limitations of tenure may be waived in individual cases for reasons deemed by the Board of Directors or Executive Committee to be in the best interests of the Institute.

6. Distribution of Appointments. Unless specified otherwise, appointments shall normally be distributed so as to avoid the termination of more than about one-third of the membership of any Board or Standing Committee in any calendar year.

7. Additional appointments may be made to any Board or Standing Committee to fill vacancies or to care for special cases as the need arises, but such appointments shall expire with the expiration of the calendar year.

8. The functions, scopes and responsibilities of each Committee, together with rules for operation and guidance, as recommended by the Committee, shall be compiled by the General Manager for the approval of the Executive Committee and contained in a document titled "Committee Manual." Following appointment, each new member of a Committee shall be provided with a copy of the applicable Manual.

9. In support of IEEE purposes and objectives, there may be both ad hoc and continuing working arrangements with other not-for-profit organizations that may be of a local, national, or international nature. The Board of Directors shall be responsible for establishing policies, procedures and guidelines for the conduct of such arrangements (see Policy and Procedures Manual, Section 5). The Board may authorize the IEEE Executive Committee or other specified IEEE organizational entities to take all necessary actions to support such arrangements. These delegations of authority generally shall be to the highest level within the IEEE organizational structure consistent with the nature of the outside organization and the joint programs. Such IEEE representatives or delegates shall vote in these bodies as instructed by the Executive Committee or Board of Directors when a position has been taken by the Executive Committee or Board of Directors.

10. The purposes, activities, duties and composition of each Board and Standing Committee listed in Bylaw 304.2 shall be reviewed at intervals of five years in accordance with a schedule set by the Board of Directors. Following each such review, recommendation shall be made to the Board of Directors or to the Executive Committee concerning changes in such purposes, activities, duties and composition that best serve the purposes of the Institute and its membership. A re-

sponse shall be obtained from the reviewed entity and presented concurrently with the recommendations of the ad hoc review committee. The Chairman of the Strategic Planning Committee shall exercise administrative control over the procedures for review of all committees except the Strategic Planning Committee.

305. Awards Board

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

Composition of Awards Board. The Awards Board shall consist of the Chairman, Vice Chairman, the Chairmen of the Committees and Council of the Awards Board listed below, and six members-at-large. Of the six members-at-large, one shall be a Divisional Director and one shall be a Regional Director currently serving on the Board of Directors. In addition, the Chairman of the EAB Awards and Recognition Committee, the Chairman of the RAB Awards and Recognition Committee, the Chairman of the STB Awards and Recognition Committee, the Chairman of the TAB Awards and Recognition Committee, and the Chairman of the USAB Awards and Recognition Committee shall serve on the Awards Board as liaison members with voting privileges in all deliberations of the Awards Board.

Individuals anticipating or seeking nomination for Assembly- or member-elected positions at the Institute level may not serve on the Awards Board during the year of their candidacy.

IEEE Medal of Honor Committee
IEEE Edison Medal Committee
IEEE Lamme Medal Committee
IEEE Founders Medal Committee
IEEE Education Medal Committee
IEEE Alexander Graham Bell Medal Comm.
IEEE Simon Ramo Medal Committee
IEEE Medal for Engineering Excellence Committee
IEEE Richard W. Hamming Medal Committee
IEEE Heinrich Hertz Medal Committee
IEEE John von Neumann Medal Committee
IEEE Technical Field Awards Council
IEEE Service Awards Committee
IEEE Prize Papers Committee
IEEE Honorary Membership Committee
IEEE Corporate Recognitions Committee
Scholarship Awards Committee
External Awards Committee
Awards Planning and Policy Committee

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

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

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

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

2. IEEE Medal of Honor. The IEEE Medal of Honor is the highest IEEE award for a singular achievement in the fields of science and technology. It will be awarded only when a candidate is identified as meeting the exceptional requirements of the award and not on a regular annual basis.

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

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

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

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

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

4. 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 are 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 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, in honor of Hernand and Sosthènes Behn, for contributions in that field.

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

IEEE Morris N. Liebmman Memorial Award, for contributions to emerging technologies recognized within recent years.

IEEE Eli Lilly Award in Medical and Biological Engineering, for outstanding achievement and contributions in that field.

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

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 relations to computer science.

IEEE Judith A. Resnik Award, for contributions in the field of space engineering.

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.

The IEEE Technical Field Awards Council shall recommend candidates for these awards to the Awards Board.

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

5. 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.

The IEEE Service Awards Committee shall review all nominations and select a candidate to recommend to the Awards Board for each of these awards. Candidates for these awards must be approved by the Awards Board before submission to the Board of Directors for final approval.

6. IEEE Corporate Recognitions. There shall be two IEEE Corporate Recognitions which will 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 Engineering Leadership Recognition. The IEEE Engineering Leadership Recognition shall be awarded to recognize exceptional managerial leadership in the fields of interest to the IEEE.

The IEEE Corporate Recognitions Committee shall review all nominations for Corporate Recognitions and select candidates to recommend for each of the Recognitions. Candidates shall be approved by the Awards Board before submission to the Board of Directors for final approval.

7. IEEE Scholarship Awards. The IEEE Scholarship Awards are the Fortescue Fellowship Award and the Frank A. Cowan Graduate Scholarship (the latter may be awarded intermittently). These, together with other scholarships or fellowships as may be established by the Board of Directors, are administered by the Scholarship Awards Committee.

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

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

9. 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, and USAB shall be members of this Committee.

10. IEEE Honorary Membership. The IEEE Honorary Membership Committee shall be responsible for recommending to the Awards Board candidates for IEEE Honorary Membership, pursuant to Bylaw 305.1. Neither the Awards Board nor any of its committees shall be involved with the selection of recipients of the Honorary Life Memberships of the IEEE Societies.

11. 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.

12. Authority for Awards. The IEEE awards administered by the Awards Board and its committees shall be presented with the approval and in the name of the IEEE. The Board of Directors may delegate its authority to the Executive Committee for the approval of scholarship and fellowship awards and for other specific awards except the IEEE Medal of Honor, the IEEE Medals, and election to Honorary Membership the Medals, Awards, and Recognitions under the direct supervision of

the Awards Board. provided Further, that the Board of Directors may delegate to those respective Major Boards having chartered Awards and Recognition Committees, and who have previously been delegated administrative authority by the Awards Board, the approval authority within established monetary limitations for scholarships and fellowship awards and other educational recognitions falling within their respective scopes of operations, in accordance with policy established by the Board of Directors.

13. Procedure for Nomination and Selection of Candidates. Except as expressly provided in these Bylaws, the procedure for the nomination and selection of candidates for awards shall be specified in the Manual of the Awards Board. No member of the Board of Directors, the Awards Board, or the Headquarters staff shall act as a sponsor or reference for any nomination for which the Awards Board is responsible, if he/she occupies any of these positions on the date of submission of the nomination or reference form.

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

306. Educational Activities Board

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

The Chairman of the Educational Activities Board shall be a Director of the IEEE and shall serve on its Executive Committee.

2. The Educational Activities Board shall be chaired by the Vice President - Educational Activities and shall include the following additional persons:

(a) Two Divisional Directors designated by the Vice President - Technical Activities;

- (b) Three Regional Directors; two from Regions 1-6, one from Regions 7-10, designated by the Vice President - Regional Activities.
- (c) The most recent past Chairman of the Educational Activities Board;
- (d) The Chairman of each Educational Activities Board standing committee.
- (e) Up to three people appointed by the Vice President - Educational Activities to represent IEEE entities involved in educational activities or others who may contribute to the programs.

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

3. There shall be an EAB Operating Committee consisting of the EAB Chairman, the Chairman of the EAB Finance Committee, the Chairman of the EAB Accreditation Policy Committee, the Chairman of the EAB Continuing Education Committee, the Chairman of the EAB Planning and Review Committee, and two members of EAB appointed by the Chairman with the consent of EAB. At least one of the seven members shall be a member of the IEEE Assembly. The Staff Director for Educational Services serves on the OpCom as an ex officio member without vote. Four voting members shall constitute a quorum.
4. EAB OpCom shall function as the Executive Committee of the EAB between EAB meetings and shall deal with issues which are delegated to it by EAB or which arise between meetings and must be treated before the next meeting of the Board. The EAB may, by majority vote, at any meeting, overrule any act or decision of EAB OpCom.
5. EAB OpCom shall interpret relevant policies through organizational arrangements, guidelines, and scopes and may develop policy recommendations relating to the IEEE program of educational activities. 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 and on relative support levels and program effectiveness, and shall undertake special assignments by the IEEE Board of Directors and Executive Committee. EAB OpCom actions, regulations, and procedures shall be published in the EAB OpCom minutes for the guidance of all concerned. In its operating function, the EAB OpCom shall report to the Educational Activities Board.

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

The Vice President - Educational Activities, with the concurrence of the EAB OpCom, may appoint ad hoc committees and task forces to facilitate the duties assigned to EAB. The conditions and tenure of all such committee appointments shall be for one year starting January 1, with reappointment permissible for a maximum tenure of three years unless otherwise specified.

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

- Accreditation Policy
- Awards and Recognition
- Continuing Education
- Curriculum
- Engineering Skills
- Assessment Program
- Finance
- Issues in Engineering
- Education
- Operating Committee
- Planning and Review

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

307. Publications Board

1. The Publications Board shall be responsible for formulating and recommending publication policies to the Executive Committee and the Board of Directors, establishing and maintaining adequate standards and procedures for IEEE publications, and otherwise coordinating and assisting the publication activities of the IEEE and all its publishing units. Other entities shall be responsible for administering the policies and standards set by the Publications Board to the publications for which those entities are responsible (e.g., TAB responsible for periodic review of society publications in accord with policies established by the Publications Board).
2. The voting members of the Publications Board shall consist of:

- Vice President-Publication Activities as Chair
- Chair, TAB Periodicals Council, as Vice Chair

Six Members-at-Large, appointed by the Board of Directors for three-year, staggered terms

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
- SPECTRUM Editorial Board Representative
- THE INSTITUTE Editorial Board Representative
- Editor-in-Chief, Standards Press
- Computer Society Vice President for Press Activities
- Editor-in-Chief, POTENTIALS

Representatives from Major Boards:

- Representative from Educational Activities Board
- Representative from Regional Activities Board
- Representative from Standards Activities Board
- Representative from United States Activities Board
- TAB Products Council Chair

Chairs of Publications Board Standing Committees:

- PUB Finance Committee Chair
- PUB Nominations and Appointments Committee Chair
- PUB Strategic Planning Committee Chair

The ex-officio, non-voting members of the Publications Board shall be:

Lead staff person for categories of publications available to all members of the Institute:

- Staff Editor, IEEE PRESS
- Staff Editor, PROCEEDINGS OF THE IEEE
- Staff Editor, SPECTRUM/THE INSTITUTE
- Staff Editor, Standards Press
- Staff Editor, Computer Society Press
- Staff Editor, IEEE POTENTIALS

Staff with overall responsibilities for publications and classes of publications available to all members of the Institute:

- Staff Director, Publishing Services
- Staff Director, Technical Activities
- Director, Magazines/Newsletters
- Director, Marketing

The Staff Director, Publishing Services shall serve as Staff Secretary to the Publications Board.

3. The following committees and boards shall be appointed at the first Publications Board meeting of each year by and responsible to the Publications Board:
 - Editorial Board, IEEE SPECTRUM
 - Editorial Board, PROCEEDINGS OF THE IEEE
 - Editorial Board, IEEE PRESS

Editorial Board, THE INSTITUTE
 PUB Strategic Planning Committee
 PUB Finance Committee
 PUB Nominations and Appointments Committee

4. The Editors-in-Chief of the PROCEEDINGS OF THE IEEE and the IEEE PRESS shall be appointed by the Board of Directors. Each Editor-in-Chief shall be the chair of the Editorial Board of his/her respective publication. The Editor of IEEE SPECTRUM shall be the nonvoting Chair of the SPECTRUM Editorial Board. The Editor of THE INSTITUTE shall be the nonvoting Chair of THE INSTITUTE Editorial Board.
5. There shall be a Panel of Technical Publications Editors, consisting of the Editors of IEEE SPECTRUM, PROCEEDINGS OF THE IEEE, the IEEE PRESS, the journals, magazines, and newsletters of Societies/Technical Councils, and any other technical publications published by the Institute or its organizational units. The Vice Chair of the Publications Board shall serve as the Chair of this panel. The Panel of Technical Publications Editors shall provide a means for coordinating publication activities and for assisting the Publications Board in determining publication policy recommendations.
6. The members of the PUB Nominations and Appointments Committee shall be appointed by the Vice President - Publications Activities for calendar year terms at the first Publications Board meeting of each year. The sitting Vice President-Publication Activities shall appoint two members, and the Publications Board shall elect two members. The PUB Nominations and Appointments Committee shall be chaired by the past Vice President-Publication Activities, and the majority of the members shall be voting members of the Publications Board. The committee shall report to the Publications Board.
7. The members of the PUB Strategic Planning Committee shall be appointed by the Vice President - Publications Activities and approved by the Publications Board for calendar year terms at the first Publications Board meeting of each year. The PUB Strategic Planning Committee Chair shall be a member of the Publications Board, and the majority of the members shall be voting members of the Publications Board. The committee shall report to the Publications Board.
8. The members of the PUB Finance Committee shall be appointed by the Vice President - Publications Activities and approved by the Publications Board for calendar year terms at the first Publications Board meeting of each year. The PUB Finance Committee Chair shall be a member of the Publications Board, and the majority of the members shall be voting members of the Publications Board. The PUB Finance Committee shall be responsible

ble for budget review and endorsement for SPECTRUM/THE INSTITUTE, IEEE PRESS, IEEE PROCEEDINGS, and the Publications Board, and the charge rates for services provided to other Institute entities. Serving as ex-officio, non-voting members of the PUB Finance Committee shall be the Associate General Manager-Programs, the Staff Director, Publishing Services, the Director, Magazines, and the Director, Marketing.

308. Regional Activities Board

1. The Regional Activities Board (RAB) shall be responsible to the Board of Directors for the geographically organized activities of the Institute, including those of the Regions, Sections, geographic Councils, Subsections, and Student Branches. The voting members shall be the Vice President - Regional Activities as Chairman, the Regional Directors, and the Chairmen of each of the Committees listed in Bylaw 308.2(a). The Chairman may appoint liaison members without vote. The staff RAB Secretary, designated by the General Manager, shall serve ex officio, without vote.
2. Committees shall be appointed by and responsible to RAB, as indicated in their Charters or as approved by RAB, unless otherwise indicated.
 - (a) Reporting to RAB shall be the following Committees:
 - Admission and Advancement (assigned and appointed by Board of Directors)
 - Advisory
 - Awards and Recognition
 - Finance
 - Membership Development (assigned by Board of Directors; appointed by Regional Activities Board)
 - Potentials Advisory
 - Regional Conferences
 - Section/Chapter Support
 - Student Activities
 - Transnational (joint with TAB)
 - (b) The following Committees shall be appointed by and be responsible jointly to RAB and other Boards, as specified:
 - Transnational, joint with TAB
 - Recognized Educational Programs, joint with EAB
 - (c) The IEEE Nominations and Appointments Committee shall list candidates for appointment to the Admission and Advancement Committee as set forth in Bylaw 312.7 and in accordance with IEEE policy.
 - (d) The Vice President - Regional Activities and Staff RAB Secretary shall be ex officio members of all Committees.

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

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

5. Regional Activities will receive an annual financial allotment of 35% of the IEEE annual member and Society Affiliate dues income to support the Field Services budget. Should this allotment exceed requirements, the excess will be placed in a dedicated Regional Activities reserve account for support of the Regional Activities budgets in future years.

309. Standards Board

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

2. The Standards Board shall consist of not less than 18 nor more than 26 Institute members, who shall be of Member or higher grade, including a Chairman, who shall be the Vice President - Standards Activities, elected by the Assembly; a Vice Chairman, elected by the Standards Board from among its general membership; the most recent Past

Chairman available to serve; and a member appointed by the Vice President - Technical Activities. The remainder of the voting members shall be appointed by the Board of Directors for one-year terms, nominations of Institute members being provided by the IEEE Nominations and Appointments Committee. Due consideration shall be given to the degree of interest and standards activities within the various IEEE Societies, interests of government regulatory bodies, and requirements for balance for ANSI-accredited standards organizations. The staff STB Secretary, designated by the General Manager, shall serve ex officio without vote. In addition to its voting members, the Standards Board includes the following nonvoting participants:

- (1) Liaison representatives from IEEE Societies and Technical Committees active in standards development;
- (2) Liaison representatives designated by organizations outside IEEE involved in standards and related activities;
- (3) Liaison representatives designated by other Standing Boards;
- (4) Up to two members emeriti, appointed by the Board of Directors. Appointments will be based on the recommendations of the Standards Board.

3. When practical, proposed IEEE standards shall be developed in the IEEE Societies/Councils and their technical committees. However, when the scope of a proposed standard is too broad to be encompassed in a single IEEE Society/Council, or when a Society is not in a position to carry out the necessary work, the Standards Board shall establish its own standards developing or coordinating committees to perform this function.

4. The Standards Board may establish and appoint its own committees, subcommittees and councils.

5. The Standards Board shall be the IEEE interface on standards-related matters with outside organizations, including government regulatory agencies, the American National Standards Institute (ANSI), other professional societies, trade associations, the International Electrotechnical Commission (IEC), and the International Organization for Standardization (ISO).

310. Technical Activities Board

1. There shall be a Technical Activities Board (TAB) consisting of the Chairman of TAB who shall be the IEEE Vice President - Technical Activities and a Director; the President of each Society and Technical Council and the Division Directors, all of whom shall be

voting members of TAB. The TAB Council Chairmen who shall also act as TAB Vice Chairmen and the TAB Treasurer, as specified in Bylaw 310.2, shall also be voting members of TAB. The immediate Past Chairman of TAB, the Chairmen of the TAB Standing Committees specified in Bylaw 310.5, the Chairman of the Society Presidents' Forum and the staff TAB Secretary, designated by the General Manager, shall serve ex-officio without vote.

2. TAB shall perform functions delegated to it by the Board of Directors, including the recommendation of policies affecting the management and operation of the Societies and Technical Councils. TAB shall be responsible for developing plans, schedules, and procedures. The Societies shall operate in support of their assigned technical fields, as provided in their respective constitutions. In addition to his/her responsibilities to the IEEE Board of Directors, the TAB Chairman, as the Technical Activities Coordinator for the Executive Committee, may bring before the Executive Committee reports, recommendations, or other actions by the individual Societies, the General Committees and TAB.

- (1) The TAB Vice Chairmen shall be elected by majority vote of TAB from among the present or past Division Directors or Society Presidents. Vice Chairmen shall serve for staggered two-year terms.

- (2) TAB shall interpret relevant policies through organizational arrangements, guidelines, and scopes and shall develop policy recommendations relating to the IEEE program of technical activities. TAB shall appraise IEEE technical activities; shall prepare reports and proposals on the establishment of new programs or modifications to existing programs and on relative support levels and program effectiveness; and shall undertake special assignments by the IEEE Board of Directors. Relevant policy statements, rules and regulations, and procedures shall be published for the guidance of all concerned.

- (3) The TAB Chairman with the advice and consent of TAB may establish standing committees to facilitate the performance of duties assigned to TAB and to encourage cooperative efforts among the Societies and Technical Councils. The TAB Chairman shall with the advice and consent of the TAB Nominations and Appointments Committee appoint the TAB Treasurer, liaison representatives and the Chairmen of standing committees except as otherwise specified in these Bylaws or unless there has been an explicit delegation of authority by

charter or TAB action. The conditions and tenure of all such committee appointments shall be for one year starting January 1, with reappointment permissible for a maximum tenure of three years unless otherwise specified.

- (a) The TAB Treasurer shall be the chief financial officer of TAB and shall serve for a term of two years with a maximum of six years.
- (b) All committees shall be reviewed by TAB at intervals of no more than three years to ensure that their scopes and compositions continue to serve the best interests of the Institute and its membership.
- (c) TAB shall be responsible for monitoring the operations of the individual Societies and Technical Councils. Each five years, in accordance with a schedule set by the Board of Directors, a critical review and evaluation shall be made of the total activities of each entity.
- (d) TAB shall approve the transfer of Societies among Divisions and shall make recommendations to the Board of Directors, through the Executive Committee, concerning proposals for the formation of a new Society, for the merger of Societies, and for the termination of Societies, including the distribution of all funds and assets in the custody of the Society at the date of termination.
- (e) Annually the IEEE General Fund Budget shall include a per member allotment, which shall constitute the annual financial allotment to support the Technical Activities budget. The allotment for year (X+2) will be based on the equivalent membership of year X, which is calculated based on the December 31 year-end membership statistics. The following weighting factors will be used: a higher grade member equals 1.0, an Affiliate equals 0.5, and a Student member equals 0.25. Life members are excluded from the calculation of the equivalent member base. The 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 December 31 of year X.

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

Neural Networks
Solid-State Circuits

- 4. Reporting to TAB shall be the following TAB Councils:

TAB Periodicals
TAB Products
TAB Technical Meetings
TAB Liaison
TAB Administration

- (1) The TAB Periodicals Council is a policy formulating body and shall be comprised of a TAB Vice Chairman, who shall preside; eight sitting Division Directors or Society/Council Presidents (or their designees), to be appointed by the Division Directors' Forum in consultation with the Council Chairman and Presidents' Forum, for a one-year term starting January 1, with reappointment permissible for a maximum tenure of three years; up to three members to be appointed by the Council Chairman for a one-year term with reappointment permissible. The immediate past Chairman of the Council and the Staff Director, Technical Activities (or his designee) shall be non-voting members of the Council. The Council Chairman shall appoint the Chairmen of all Council Standing committees from among the Council membership for a one-year term, with reappointment permissible. The Council shall have oversight responsibility for the periodical publications of the Societies and Technical Councils.
- (2) The TAB Products Council is a policy formulating body and shall be comprised of a TAB Vice Chairman, who shall preside; eight sitting Division Directors or Society/Council Presidents (or their designees), to be appointed by the Division Directors' Forum in consultation with the Council Chairman and the Presidents' Forum, for a one-year term starting January 1, with reappointment permissible for a maximum tenure of three years; up to three members to be appointed by the Council Chairman for a one-year term with reappointment permissible. The immediate past Chairman of the Council and the Staff Director, Technical

Activities (or his designee) shall be non-voting members of the Council. The Council Chairman shall appoint the Chairmen of all Council Standing Committees from among the Council membership for a one-year term, with reappointment permissible. The Council shall have oversight responsibility for TAB activities such as:

Book Broker Service
Conference Publications
New Ventures
Tutorial Products
Video Products

- (3) The TAB Technical Meetings Council is a policy formulating body and shall be comprised of a TAB Vice Chairman, who shall preside; one representative of the Regional Activities Board; eight sitting Division Directors or Society/Council Presidents (or their designees), to be appointed by the Division Directors' Forum in consultation with the Council Chairman and the Presidents' Forum, for a one-year term starting January 1, with reappointment permissible for a maximum tenure of three years; up to three members to be appointed by the Council Chairman for a one-year term with reappointment permissible. The immediate past Chairman of the Council and the Staff Director, Technical Activities (or his designee) shall be non-voting members of the Council. The Council Chairman shall appoint the Chairmen of all Council Standing Committees from among the Council membership for a one-year term, with reappointment permissible. The Council shall have oversight responsibility for all technical meetings involving TAB and its entities.
- (4) The TAB Liaison Council is a policy coordinating body and shall be comprised of a TAB Vice Chairman, who shall preside; the Chairman of the TAB Awards and Recognition Committee who serves as the Liaison to the Awards Board; the Chairman of the TAB Public Relations Committee who serves as the Liaison to the IEEE Public Relations Advisory Committee; a Liaison to the Standards Board who shall be the TAB appointee to that Board; a Liaison to the Regional Activities Board; a Liaison to the RAB/TAB Transnational Committee who shall be one of the TABAC members serving on that committee; a Liaison to the Educational Activities Board who shall be one of the two Division Directors serving on that Board; a Liaison to the United States Activities Board who shall be one of the three Division Directors serving on that Board (preferably the one serving on USAB OpCom); a Liaison to

the Publications Board who shall be the Chairman of the TAB Periodicals Council; up to three members to be appointed by the Council Chairman. All appointments are for a one-year term, with reappointment permissible. The immediate past Chairman of the Council and the Staff Director, Technical Activities (or his designee) shall be non-voting members of the Council.

- (5) The TAB Administration Council is an implementation oversight body and shall be comprised of the TAB Chairman, who shall preside; TAB Council Chairmen; TAB Treasurer; five sitting Society Presidents elected by the Presidents' Forum, and the five second-year Division Directors. The remaining Division Directors; the Chairman of the TAB Strategic Planning and Review Committee; the immediate past TAB Chairman, the Chairman of the Society Presidents' Forum and the staff TAB Secretary shall be ex-officio members without vote.

The Council shall be responsible for overseeing TAB finances and support resources. The Council shall act on behalf of TAB between meetings with such actions subject to ratification by TAB at its next meeting. Reporting to the Council shall be the following committees:

TAB Finance
TAB Management

- 5. The current standing committees reporting to TAB are as follows:

TAB Nominations and Appointments
TAB Strategic Planning and Review

- (1) The TAB Nominations and Appointments Committee shall be comprised of four Division Directors elected by the Division Directors' Forum and four Society Presidents elected by the Presidents' Forum for staggered two-year terms. The Staff Director, Technical Activities (or his designees), shall be a non-voting member of the committee.
- (2) The TAB Strategic Planning and Review Committee shall be comprised of a Chairman who will preside; three past Division Directors appointed for staggered three-year terms by the TAB Chairman, and three past Society Presidents appointed for staggered three-year terms by the TAB Chairman with the advice and consent of the TAB Nominations and Appointments Committee

and the Chairmen of the standing committees reporting to the TAB Strategic Planning and Review Committee. The TAB Chairman and TAB Secretary shall be non-voting members of the Committee.

6. The following Committee shall be appointed by and responsible jointly to the Regional Activities Board and the Technical Activities Board:

Transnational Committee

7. There shall be a Society Presidents' Forum comprised of the incumbent Society and Technical Council Presidents and a Chairman elected by the members at their mid-year meeting to preside during the following calendar year. The Society Presidents' Forum shall report to TAB on its selection of individuals to serve on the TAB Administration Council pursuant to Bylaw 310.4(5) and the TAB Nominations and Appointments Committee pursuant to Bylaw 310.5(1). Meetings of this body will be open to all members of TAB.
8. There shall be a Division Directors' Forum comprised of the ten incumbent Division Directors and the IEEE Vice President - Technical Activities who shall serve as Chairman and preside at meetings of the Forum. The Division Directors' Forum shall report to TAB on its selection of individuals to serve on the TAB Nominations and Appointments Committee pursuant to Bylaw 310.5(1). Meetings of this body will be open to all members of TAB.

311. United States Activities Board

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

Bylaw 203.1), the six Regional Directors elected by the voting members in the United States, three Divisional Directors who shall be appointed for a period of one year by the Vice President - Technical Activities, two members-at-large elected for staggered terms of two years by the Board of Directors, the USAB Staff Director (as a nonvoting member), and the following six members (to be elected by USAB as specified in Bylaw 311.5): five USAB Council Chairmen who shall also act as USAB Vice Chairmen, and the USAB Controller. Each member of USAB shall have only one vote, even though a member may serve on USAB in more than one of the foregoing posts.

The United States Activities Board shall maintain active liaison with the other bodies of the IEEE such as the Regional Activities Board and the Technical Activities Board (as covered in Bylaw 311.3), the Awards Board (as covered in Bylaw 305.1), the Educational Activities Board (as covered in Bylaw 306.2), the Publications Board (as covered in Bylaw 307.2), and others as necessary.

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

The USAB OpCom shall function as the Operating Committee of USAB and shall have all the powers and duties of USAB between USAB meetings, except those that may be reserved exclusively to USAB by other provisions of the Bylaws. USAB may, by majority vote at any meeting, overrule any act or decision of USAB OpCom. USAB will be asked to ratify actions taken by USAB OpCom at the first USAB meeting following those USAB OpCom actions.

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

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

5. The term of office of the five Council Chairmen and the USAB Controller shall be for two years with the possibility of election to a second two-year term, subject to a maximum continuous service of four years in any combination of these positions. The Member Activities Council Chairman, the Technology Policy Council Chairman, and the Professional Activities Council for Engineers Chairman will be elected by the outgoing USAB in odd-numbered years. The Government Activities Council Chairman, the Career Activities Council Chairman and the USAB Controller will be elected by the outgoing USAB in even-numbered years. An individual who is completing three years of continuous service in any combination of the six USAB officer positions will not be eligible to be a candidate for election to any of these six positions. If an individual was elected to serve for a portion of a year to fill the unexpired term of another who for some reason had been unable to complete the term of office, that partial year will not be considered as part of the three years of continuous service.

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

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

- (1) Member Activities Council - Link the

USAB program with members in Sections and Societies.

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

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

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

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

312. Standing Committees

1. Admission and Advancement Committee. The

Admission and Advancement Committee shall implement IEEE policies, rules and procedures in acting on applications for membership and advancement in the Member and Senior Member grades and for reinstatement of membership in accordance with Bylaw 111.2. Members of the Admission and Advancement Committee shall be of Fellow or Senior Member grade.

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

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

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

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

The Finance Committee shall consist of the members of the Executive Committee and one representative each named by the Technical Activities Board and the Regional Activities Board, at least one of whom shall also be concurrently serving on the Educational Activities Board. Travel support for these representatives shall be the responsibility of the board appointing the representative. All members of the Finance Committee shall be voting members. The Treasurer shall act as Chairman.

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

It shall provide assistance to all major Boards, work with institutions of a public nature such as the Smithsonian Institution when helpful information is requested and can be secured, and provide information and recommendations to the Executive Committee when appropriate. The History Committee also works with the Friends of the IEEE Center for the History of Electrical Engineering Committee in recommending historical projects to be carried out by or under the direction of the Center.

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

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

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

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

operation of the IEEE planning process as defined in the IEEE Policy and Procedures Manual.

The Strategic Planning Committee shall consist of twelve members, three (the President-Elect, the Past President, and the Executive Director) of whom shall be ex officio with vote, and none of whom can serve as chairman, and nine members who shall be appointed for three year terms, staggered such that normally three appointments are made each year. Members would be eligible for not more than one reappointment. At least two members shall not have served or be currently serving on the IEEE Board of Directors, but a majority of the members shall have served previously or shall be currently serving on that Board. The Chairman shall be elected by the members of the committee at their first meeting of each year, and the Vice Chairman normally shall be the President-Elect.

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

- (1) Submit to the Executive Committee and Board of Directors a list of candidates recommended for appointment to all Standing Committees and Boards (as defined in Bylaw 304.2) for the ensuing year, excluding those persons who are nominated through other sources as provided elsewhere. The list shall be submitted in time for appointment before December 31 of the preceding year or as otherwise called for in the Bylaws;
- (2) Submit to the Assembly, prior to its annual meeting, a list of candidates recommended for election by that body for the positions set forth in Bylaw 203.1;
- (3) Submit to the Board of Directors slates of candidates recommended for appointment to Review Committees, as defined in IEEE Policy Statement 9.13; and
- (4) Discharge responsibilities assigned to it pursuant to Bylaw 314.

The Nominations and Appointments Committee shall consist of fourteen members. The Chairman shall be the Past President currently serving on the Board of Directors in such capacity, who shall continue as Chairman until the chairmanship is assumed by the succeeding Past President. The immediate Past Chairman shall serve an additional year as a member of the Committee. The other twelve members shall serve two year terms commencing January 1; six shall be elected by the Board of Directors in even-numbered years and six in odd-numbered years, and

shall not simultaneously serve on the Board of Directors.

The Nominations and Appointments Committee shall submit to the Board of Directors, for consideration at its final meeting each year, the following three slates of candidates for service on the Nominations and Appointments Committee from which the Board of Directors will make appointments as indicated: (1) two members from a slate of four Regional Directors who are serving the second year in office or have completed their term in the preceding year; (2) two members from a slate of four Divisional Directors who are serving the second year in office or have completed their term in the preceding year; and (3) two members-at-large from a slate of four candidates which excludes members of the then current Board of Directors. When fewer than four Regional or Divisional Directors, as defined above, are prepared to serve, the slates submitted shall include other current (second year only) or past Regional/ Divisional Directors to ensure a minimum of four candidates in each of those categories. To fill any future vacancies which may occur, the Board of Directors shall additionally designate four alternates from the combined slates (1), (2) and (3) above.

A member of the Nominations and Appointments Committee who does not resign from that Committee by May 1 is not eligible to be nominated by the N&A Committee for any office to be filled by the Assembly. Neither may such member of the N&A Committee be eligible to be recommended by the N&A 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 entities other than the Nominations and Appointments Committee or the Board of Directors, candidates for the offices of Regional and Divisional Director are exempt from this provision.

The Regional Activities Board, the Standards Board, the Technical Activities Board, and the United States Activities Board shall solicit annually from their respective Sections and Societies, and from their other subordinate organizational units, proposed names for elective and appointive office. These Boards shall select from such proposals the names of nominees who in the opinion of the respective Boards are properly qualified and shall submit such names to the Nominations and Appointments Committee in accordance with the schedule and procedures in this Bylaw and in Bylaw 314.

8. Tellers Committee. The Tellers Committee, consisting of not more than ten IEEE voting members, shall supervise the processing of ballots received and the tallying of the votes on questions required by the Constitu-

tion to be submitted to the membership of IEEE or to groups of members. It shall have such other related duties as are delegated to it by resolution of the Board of Directors. The Tellers Committee shall announce the tally of the votes not later than the eighth working day following the final election ballot receipt date (as defined in Bylaw 314.15), the final recall election ballot receipt date (as defined in Bylaw 113) or the final referendum ballot receipt date (as defined in Bylaw 315.2), as the case may be, in a report to the Board of Directors signed by the Chairman of the Tellers Committee.

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

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

10. Public Relations Advisory Committee. The Public Relations Advisory Committee shall report to the Executive Committee and shall counsel the Institute in matters relating to developing and maintaining an appropriate public relations effort.

The Committee shall consist of not fewer than twelve nor more than fifteen members. Six to eight of these members shall be members-at-large who are professionals in the field of public relations and/or corporate communications, at least two of whom shall be drawn from Regions 8, 9 and 10. In addition, one member-at-large may be an IEEE member who is not a public relations professional. 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 Professional Activities (USAB), Regional Activities (RAB), and Technical Activities (TAB); and a nonvoting Secretary who shall be a member of the Headquarters staff designated by the General Manager.

The Chairman and members-at-large shall be appointed by the Executive Committee on the recommendation of the President-Elect. Normally the Chairman 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 Committee, or for voting privileges.

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

12. Individual Benefits and Services Committee. The Individual Benefits and Services Committee shall be responsible for formulating and recommending to the Executive Committee programs for individual member benefits and services. The Committee shall also be responsible for monitoring, coordinating, and advising on such programs. Entities of the Institute may develop and submit recommended programs for the Institute membership which shall require review and coordination by the Individual Benefits and Services Committee. Proposed new benefits or special services shall be reviewed and evaluated by the Committee to determine their conformity to the Committee Guidelines established in the IEEE Policy and Procedures Manual, and with regard to financial and other legal liabilities, before such new benefits and services are recommended to the Executive Committee.

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

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

The Credentials Committee shall determine whether any duly challenged membership election, 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 which took place prior to the final election ballot receipt date (as defined in Bylaw 314.15), the final

recall election ballot receipt date (as defined in Bylaw 113) or the final referendum ballot receipt date (as defined in Bylaw 315.2), as the case may be, and if so, what remedial action should be taken. Remedial action may include, but is not limited to, mandating a new election, 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 non-passage 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 section.

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

The Credentials Committee shall make such investigation with respect to the complaint as it deems appropriate and shall make its determination as soon as feasible and in any event within 30 days after copies of such complaint are sent to its members, at which time the Credentials Committee shall submit a written report to the Executive Committee setting forth: (1) whether the complaint was timely filed and otherwise complied with the requirements of this Bylaw; (2) whether the alleged activity set forth in the complaint violated the IEEE Constitution, Bylaws, or Statements of Policy and 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 302.12, this Bylaw 312.13 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 Treasurer, one member of the Assembly, and from four to six additional members. The members and Chairman shall be appointed by the Executive Committee on the recommendation of the Treasurer. In view of the expertise required, nonmembers of IEEE shall be eligible for appointment as voting members of this Committee. The Investment Committee shall meet and act pursuant to such rules as it shall determine, but no report or recommendation shall be implemented without the approval of the Treasurer. The Investment Committee may recommend to the Executive Committee the appointment of one or more investment advi-

sors who shall have the authority to invest, manage or control IEEE assets subject to the terms of their appointment and to restrictions and specifications therein. The Executive Committee shall periodically review the operation of the Investment Committee and shall require such notices and reports from the Investment Committee as the Executive Committee determines may be required to permit such review.

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

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

313. General Manager, Executive Director and Headquarters Staff

1. The Executive Committee shall appoint a General Manager and shall fix his/her tenure of office and determine his/her salary. When elected by the Assembly, the General Manager shall serve as the Executive Director of IEEE.
2. The General Manager of the IEEE shall be the chief operating officer of the IEEE, shall be in charge of IEEE Headquarters, its staff and operations, and shall be the custodian of all property and equipment owned and used by the IEEE, for which he/she shall be responsible to the Executive Committee.
3. The General Manager shall, under the supervision of the Secretary, direct such of the functions as are necessary for meeting the responsibilities assigned to the Secretary.
4. The General Manager shall cooperate with the Finance Committee and, under the supervision of the Treasurer, execute IEEE fiscal policies and operations.
5. The General Manager shall cooperate with the Publications Board and, under the direction of the Vice President - Publication Activities, administer IEEE publication activities.
6. The General Manager shall assist the Tellers Committee in the performance of its work.
7. The General Manager shall attend such meetings of the IEEE, its units and related bodies, as may be required in the discharge of his/her duties.

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

314. Nominations and Elections

1. The Chairman of the Nominations and Appointments Committee shall circularize appropriate organizational units each year inviting the submission of suitable names to be considered by the Nominations and Appointments Committee for the various elective offices.
2. The Nominations and Appointments Committee shall submit to the Board of Directors the names of at least two candidates for the office of President-Elect.
3. The Nominations and Appointments Committee shall transmit its list of proposed nominees to all Directors in time to permit the Board of Directors to fulfill the requirements of Article XII of the IEEE Constitution.
4. Each Regional Committee through its Regional Director, and each Divisional Nominating Committee through its Divisional Director, shall submit to the Board of Directors by March 1 of the Regional/Divisional election year its slate of candidates for Delegate-Director, or Delegate-Director-Elect, if applicable. Except as noted below, the slate shall include not fewer than two nor more than three qualified candidates for that office. To qualify, each candidate shall indicate to the Regional Committee/Divisional Nominating Committee acceptance of the nomination in writing.

In addition, the slate shall include candidates for those Regional Vice Chairman positions which under the provisions of Bylaw 314.5 could lead to the nomination of a single candidate for Regional Delegate-Director.

5. If all of its constituent societies so choose, a Division may elect, instead of a Delegate-Director, a Delegate-Director-Elect as a result of a competitive election, who shall automatically become Delegate-Director without further election. The decision taken to elect a Delegate-Director-Elect shall be reported to the General Manager for use by the Nominations and Appointments Committee, indicating whether the term of the Delegate-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 by recommendation from TAB to the IEEE Executive Committee.

If provided for in the respective Region Bylaws, a Region may elect, instead of a Delegate-Director, a Delegate-Director-Elect as a result of a competitive election, who shall automatically become Delegate-Director without further election. The respective

Region Bylaws shall specify whether the term of Delegate-Director-Elect is to be for one or for two years and the year of the election of Delegate-Director-Elect shall be scheduled accordingly. If provided for in the respective Region Bylaws, a Region may elect a Regional Vice Chairman, who may become a single candidate for Regional Delegate-Director provided that the conditions of the following paragraphs (a), (b) and (c) are fulfilled:

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

Any subsequent change to a Region's election system shall be by recommendation of RAB to the IEEE Executive Committee

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

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

- (a) The voting members of said Division shall be given a timely reminder (via THE INSTITUTE, Newsletter, or other communication to all voting members) that nominations for the position of Delegate-Director may be placed on the ballot by petition. A copy shall be

delivered to the General Manager for use by the Nominations and Appointments Committee at the same time it is given to the members.

- (b) At least two-thirds of the Divisional Nominating Committee members shall have voted to submit a single candidate.
- (c) The Constitutions and Bylaws of all Societies within the Division explicitly allow for the submission of a single candidate. A copy is to be on file with the General Manager.

7. Submission by a Division/Region of a proposed slate with a single nominee for the office of Divisional Delegate-Director, or Divisional Delegate-Director-Elect, Regional Delegate-Director or Regional Delegate-Director-Elect, whichever is applicable, may be accepted by the Board of Directors for extraordinary extenuating circumstances.
8. If a slate with one candidate for the office of Divisional/Regional Delegate-Director or Delegate-Director-Elect is proposed, it shall be accompanied by a written explanation of the circumstances indicating whether the requirements of applicable paragraphs 314.5(a), (b) and (c) or 314.6(a), (b) and (c) above have been met and shall be submitted to the IEEE Nominations and Appointments Committee for recommendation to the Board of Directors as to acceptance or rejection.

If the Board of Directors accepts submission of a single nominee for the office of Divisional/Regional Delegate-Director or Delegate-Director-Elect, a timely communication shall be sent to the Regional/Division membership explaining the circumstances of the single nominee. If the Board of Directors is not satisfied that the applicable conditions of paragraphs (a), (b) and (c) have been met, or that the extraordinary extenuating circumstances have been adequately explained, the IEEE Nominations and Appointments Committee shall be responsible to the Board of Directors for obtaining a second candidate in a timely fashion.

9. In accordance with Article XII of the Constitution, the Board of Directors shall submit to all voting members on or before May 1 of each year, a list of nominees for Delegate or Delegate-Elect, whichever is applicable, the President-Elect, and such other Officers to be elected by voting members for the coming term.

In addition, the list shall include the nominees for those Regional Vice Chairman positions which under the provisions of Bylaw 314.5 could lead to the nomination of a single candidate for Delegate.

10. Individual voting members may propose by petition names to be added to the ballot for the offices of President-Elect, Delegate-Director or Delegate-Director-Elect, whichever is applicable, and Regional Vice Chairman, if applicable. Such nominating petition, at the time it is signed by the petitioners, shall set forth the office, the term of the office (expressed in date form), and the name of the proposed candidate, and when completed shall be submitted in a letter to the Board of Directors, to be received at IEEE Headquarters no later than twelve o'clock noon on the Friday preceding June 1. A petition for President-Elect must be signed by at least one percent of the total number of voting members, as listed in the official IEEE membership records at the end of the preceding year. For other offices the petition must be signed by at least one percent of the total number of voting members eligible to vote for the office, as listed in the official IEEE membership records at the end of the preceding year. However, each such nomination by petition must be in accordance with the intra-Regional or intra-Divisional rotation rules as may be specified in the Bylaws of the Region or Division. For the offices of Regional Delegate-Director, Regional Delegate-Director-Elect, and Regional Vice Chairman, the minimum number of signatures shall include at least one percent of the voting members in the Region, provided that a majority of the Sections in the Region shall each be represented on the petition by at least one percent of their voting members. For the offices of Divisional Delegate-Director or Divisional Delegate-Director-Elect, the minimum number of signatures shall include at least one percent of the voting members of the Division, provided that a majority of the Societies in the Division shall each be represented on the petition by at least one percent of their voting members. An individual member belonging to more than one Society within a Division may sign such a petition only once, and he/she should select, and designate with his/her signature, one Society to which his/her signature shall apply in meeting the requirements of this Bylaw. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

Individual voting members may propose by petition names to be considered by the Assembly. Such nomination petition shall be signed by at least one percent of the total voting members, as listed in the official IEEE membership records at the end of the preceding year. Each petition, at the time it is signed by the petitioners, shall set forth the office, the term of the office (expressed in date form), and the name of

the proposed candidate, and when completed shall be submitted in a letter to the IEEE General Manager to be received at IEEE Headquarters no later than twelve o'clock noon on the Friday preceding October 1. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

11. During the period between May 31 and September 1, the Executive Committee is authorized to take any necessary actions on any petitions and to approve the ballot.

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

13. Each proposed nominee named by the Board of Directors shall be consulted and, if he/she so requests, his/her name shall be withdrawn. If any write-in candidate shall be declared to have won an election (see Bylaw 314.16), 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.

14. 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 Regional/Divisional Delegate-Director or Regional/Divisional Delegate-Director-Elect is to take place shall contain the names of not fewer than two nor more than three candidates submitted in accordance with Bylaw 314.4 unless an exception has been accepted by the Board of Directors as provided in Bylaw 314.8. In addition, the ballot shall contain the names of candidates nominated by valid petitions in accordance with Bylaw 314.10. The source of nomination of each candidate shall be identified. When desired, the Regional ballot may also contain names of candidates for other Regional office (other than Regional Delegate-Director) as determined by the Regional Committee. If an individual is a voting member in Societies in more than one Division, that individual may participate in the election of each such Division. Regardless of how many Society memberships may be held within any one Division, an individual shall have only one vote in each Divisional election.

For those cases where more than one candidate is on the ballot for any single office, the source of the nominations shall be iden-

tified adjacent to each name and the order of the list of names on the ballot for each office shall be 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 selected by lottery and indicates no preference.

15. Written ballots will be valid only when received in an envelope marked "Ballot" and when the voting member's signature is furnished in accordance with the instructions accompanying the ballot. Only ballots arriving in IEEE Headquarters, or received by a qualified organization delegated by the IEEE Executive Committee, before twelve o'clock noon on the first working day following October 31 (the "final election ballot receipt date") shall be valid. Ballots shall be checked, opened, and validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the fifth working day following the final election ballot receipt date. As provided in Bylaw 312.8, the Tellers Committee shall announce the result of the tally of the votes not later than the eighth working day following the final election ballot receipt date in a report to the Board of Directors signed by the Chairman of the Tellers Committee. Each nominee for office listed on the ballot and each write-in candidate having votes recorded in such report according to Bylaw 314.16 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 302.12 and 312.13, the nominee for each office for which the election is being held, receiving the greatest number of qualified votes, shall be declared elected. In the event of a tie vote, the Board of Directors shall choose between the nominees involved.

16. For IEEE elections and elections of all units where mail ballots are used, the ballots shall include and identify, for each office in said election, space in which the voter may write the name of any person he/she desires to elect to that office. For such names to be counted in the election, each person so indicated shall meet such qualifications as may be specified for the office by the Constitution or Bylaws of the organizational unit conducting the election. The number of votes so cast for any such person shall have the same effect on the

outcome of the election as if his/her name had been submitted on the ballot. The tally of such votes shall be included in the election report whenever the number of votes is sufficient to affect the order of preference of the candidates for the office. The provisions of Bylaw 314.13 shall be observed.

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

315. Amendments

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

Proponents of petitions for Constitutional Amendments must submit to IEEE Headquarters, no later than January 15 of the year in which the petition, if qualified, will appear on the ballot, a copy of the exact wording of the proposed amendment petition the proponent wishes to circulate for signature. 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.

2. Except as described in Bylaw 315.1, 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 314. 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 312.8, the Tellers Committee shall announce the result of the tally of the votes not later than the eighth working day following the final referendum ballot receipt date in a report to the Board of Directors signed by the Chairman of the Tellers Committee. The known principal proponents and opponents of each such proposed Constitutional amendment shall be advised promptly of the Tellers Committee tally of votes applicable to their respective Constitutional amendment proposals. Subject to Bylaw 312.13, the date of adoption of a proposed Constitutional amendment that has been voted upon favorably by the membership shall be the date of the first meeting of the Board of Directors taking place after the date of the Tellers Committee report and, as provided in Article XIV, Section 3, of the Constitution, such amendment shall take effect thirty days after adoption.

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

316. Voting Privileges

1. At meetings of the Assembly, Executive Committee and Board of Directors, voting privileges are granted only to members elected to these entities when participating in such meetings; voting privileges at meetings of Standing Committees of the Executive Committee, Board of Directors, and subcommittees

thereof, are limited to those serving on such entities unless specifically approved otherwise in advance by the Executive Committee.

317. Fiscal Matters

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

318. Pension Benefit Plan

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

400. GEOGRAPHICAL ORGANIZATION OF MEMBERS

401. Regions

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

for a particular committee meeting, an alternate approved by the Section Executive Committee with prior notification to the Regional Chairman); Regional Coordinator of Professional Activities, where applicable, and the Chairman of the Regional Student Activities Committee. Where Sections are formed into a Council, these Sections may collectively elect to be represented by the Council Chairman.

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

(d) Other Appointments: Additional Committee members and Liaison Representatives necessary to ensure the effective functioning of the Regional Committee may be appointed on a year-to-year basis by the Regional Director subject to the approval of the Regional Committee. These positions may be voting or non-voting as designated in the Region Bylaws or appointment, subject to the limitation on voting members as stated in (c) above.

6. The Regional Committee shall hold at least one meeting each year, at an appropriate time and place within the Region. A quorum for a Regional Committee meeting shall consist of a majority of the members of the Committee or their alternates and shall include representatives from at least half of the Sections in the Region. The Regional Director or, in the event of his/her unavailability, a Regional Committee Vice Chairman, shall be responsible for calling the necessary number of Regional Committee meetings and designation of the places of meeting. Under exceptional circumstances, the Executive Committee may authorize such meeting, for each specific instance, to be held without the Region.
7. Each Region shall establish a Regional Nominating Committee. Its Chairman shall be appointed by the Regional Director. The duties of the Regional Nominating Committee shall include the preparation of a slate of candidates recommended for the office of Regional Delegate-Director or

Regional Delegate-Director-Elect, whichever is applicable, and Regional Vice Chairman, if applicable, to be submitted for approval by the Regional Committee. Except as noted in Bylaw 314.5, the slate shall include not fewer than two nor more than three candidates recommended for that office. The Regional Nominating Committee shall also be responsible for the annual solicitation within the Region of names of potential candidates to be considered by the IEEE Nominations and Appointments Committee for service on Institute Committees and Boards.

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

8. The Regional Committee is served by an elected or appointed Vice Chairman as provided for in the Region Bylaws. Any election of a Vice Chairman and/or a Delegate Director-Elect must conform to the provisions of IEEE Bylaw 314. The Vice Chairman or Director-Elect shall chair the Regional Committee meetings in the absence of the Chairman, conducting other Regional Committee business in the absence of inability of the Chairman to do so, and performing such other duties as assigned by the Chairman. The Regional Chairman may appoint a Secretary and a Treasurer or a combined Secretary/Treasurer as provided in the Regional Bylaws and approved by the Regional Committee. The duties of the office(s) shall include correspondence, the keeping of the minutes of the Committee meetings, mailing notices, handling of funds, the keeping of financial records, the submission of a report to the Executive Committee at the end of each year to be sent to the General Manager, and such other duties as are assigned by the Chairman.
9. Pending installation of the first Regional Director of a Region, the President of the IEEE shall appoint a Chairman pro tem of the Regional Committee, with the approval of the Executive Committee, and the Chairman pro tem shall appoint a Secretary-Treasurer pro tem.
10. Each Region shall establish a Regional Student Activities Committee to be responsible to the Regional Committee. It shall be concerned with the encouragement of student activities in the Region including Student member and Student Branch operations, general supervision of student activities and meetings when held on a Regional basis, and the fostering and coordination of activities with the Sections. The Regional Student Activities Committee shall be composed of all Counselors in the Region, at least one Regional student ap-

pointee, and any Student Activities Committee members residing in the Region, ex officio. The Chairman of this Committee shall be appointed from the membership of the Regional Student Activities Committee by the Regional Director, for a two-year term of office that corresponds with or overlaps that of the Regional Director. The Chairman of the Regional Student Activities Committee shall serve, ex officio, on the IEEE Student Activities Committee.

11. Each Regional Committee shall conduct its activities within the Constitution, Bylaws, and other rules externally imposed which by law affect the membership and activities of the IEEE. Regions shall have the right to obligate their funds for all purposes necessary to promote their objectives except that no Region or any officer or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE for those activities specifically prohibited in the IEEE Constitution, Bylaws, or Policy and Procedures Manual.
12. Partial reimbursement of actual and necessary expenses, as authorized by the Regional Committee, will be provided to attend Regional Committee meetings and other authorized meetings. Reimbursement shall be at Regional expense, and the formula governing reimbursement shall be under the jurisdiction of the Regional Committee and consistent with over-all Institute policies on reimbursement established by the IEEE Executive Committee. The Regional Committee, in determining the amount of such reimbursement, shall take into account circumstances which may affect Sections of small size or which are remotely located. Under exceptional circumstances, the Regional Committee may provide for partial reimbursement for more than one meeting per year.
13. Subject to budget limits approved by the Board of Directors, the Executive Committee shall authorize the transfer of funds to the respective Regional treasuries, the amounts thereof to be decided in consultation with the respective Regional Directors.
14. Upon approval by the Board of Directors, a voluntary or mandatory fee may be charged to members resident in a Region for specified services for the benefit of members within the Region. The Board of Directors will determine whether the fee is to be voluntary or mandatory in a particular circumstance depending on the nature of the specific services to be provided.

402. Areas

1. An Area is a part of a Region, consisting

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

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

403. Councils

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

- (a) Metro Council - A consortium of Sections in a large metropolitan area or densely populated industrial/academic center.
- (b) State/Province(s) Council - A consortium of Sections within a state or province(s).
- (c) Country Council - A consortium of Sections within a country.

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

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

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

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

3. A Region or a group of Sections may petition the Regional Activities Board to establish a Council. Such petition shall include petitions from those contiguous Sections within the Region supporting and

opposing the formation of the Council. It shall also include the recommendations of the Regional Committee and the Regional Director. Approval by the Regional Activities Board is necessary for the establishment of a Council.

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

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

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

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

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

9. Pending installation of the first Chairman of the Council, the Regional Director shall appoint a Chairman pro tem of the Council Committee, and the Chairman pro tem may appoint a Secretary-Treasurer pro tem.
10. Each Council Committee shall conduct its activities within the Constitution, Bylaws and other rules externally imposed which by law affect the membership and activities of the IEEE. Councils shall have the right to obligate their funds for all purposes necessary to promote their objectives except that no Council or any officer or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE for those activities specifically prohibited to individual Sections, as provided in Bylaw 404.7.
11. Councils failing to maintain a reasonable level of activity may be dissolved by the Regional Activities Board.
12. After a Section has been a part of a Council for two years, the Section Executive Committee may petition the Regional Activities Board through the Regional Director for permission to withdraw. This petition shall delineate the reasons for the withdrawal by the Section and the vote of the Section membership. The Regional Director shall be responsible for including, with the petition, the views of the Regional Committee as well as his/her own recommendations.

404. Sections

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

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

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

2. A petition for the formation of a Section shall be signed by not fewer than fifty members other than Students, having mail-

ing addresses within the territorial limits proposed in the petition. The Regional Activities Board, acting on a petition bearing fewer than fifty names, may authorize the formation of a Section, especially when there is assurance that the formation of a Section will stimulate sufficient additional support. The territorial limits of the proposed Section shall be specifically delineated in the petition. The petition shall also list the concurring and nonconcurring Sections that are involved in the territory concerned.

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

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

3. Failure of a Section to maintain the required activities, which shall include the holding and reporting to the General Manager of at least five technical, educational professional or administrative meetings each year and also the maintenance of a minimum membership of twenty-five members other than Students, shall place the Section on probation. Meetings held by a Society Chapter or Joint Society Chapter of a Section may be counted in fulfilling the requirements of this Bylaw. The Section Chairman and the Regional Director shall be informed of the probation by the General Manager who shall also call their attention to the requirements for maintaining the Section. If the delinquency of a Section in Regions 1 through 6 continues for a second year, and in the absence of plans to reactivate the Section acceptable to the Regional Director and the Regional Activities Board, the Section shall be automatically dissolved, with members in that Section territory reassigned to another Section approved by the Regional Director and the Regional Activities Board. The General Manager shall so inform the members previously constituting the Section. If the delinquency of a Section in Regions 7 through 10 continues for a second year, the Re-

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

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

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

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

The Section Bylaws shall specify the election procedure for balloting.

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

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

All officers shall be elected annually as provided in the Section Bylaws. The term of office for all officers shall normally

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

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

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

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

The Section Bylaws shall provide for prescribing the duties of the officers and establishing a quorum for business meet-

ings which shall be conducted in accordance with a standard parliamentary authority.

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

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

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

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

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

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

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

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

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

405. Subsections

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

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

- (a) In the case of Subsections, a petition shall be submitted to the parent Section Executive Committee signed by not fewer than twenty members, other than Students, having mailing addresses within the territorial limits proposed in the petition. The territorial limits of the proposed Subsection shall be specifically delineated in the petition;
- (b) Approval of the petition by the parent Section Executive Committee and the Regional Director;
- (c) Notification to the General Manager of actions by a Section regarding Subsections with a copy of petition or petitions;
- (d) Approval by the Regional Activities Board.

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

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

3. Subsection affiliation shall be determined by the member's mailing address, except that a member may affiliate with any con-

tiguous Section or Subsection of his/her choice, upon notification to IEEE Headquarters. Unless otherwise requested, a change in mailing address shall cause the member's affiliation to revert to the Section corresponding to his/her new mailing address.

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

406. Chapters

1. A Chapter is a technical subunit of one or more Sections, or a Council, constituted by a minimum of twelve (12) members of a Society and established by petition to the parent unit(s) and Societies concerned to represent and fulfill the needs of the members and the missions of IEEE. A Chapter functions in a manner similar to that of a committee of the Section. In instances where Section territorial geography may warrant and Society member interests are sufficient to support multiple chapters of a Society, additional Chapters, suitably identified, may be formed and operate under the current applicable procedures.
2. A petition to establish a Chapter must contain the following:
 - (a) Name of the Section;
 - (b) Name of the sponsoring Society;
 - (c) Name of the organizer (who becomes interim Chairman pending election of a regular Chairman at a later organization meeting);
 - (d) Signatures of at least twelve IEEE members, other than Students, who are members of the Society and Section involved;
 - (e) Information on Section members who indicate they will join the Chapter, if established.
3. The petition for a Chapter shall be submitted to the Section Executive Committee for written approval and forwarded with this written approval to the General Manager. The Chapter shall be considered established after the General Manager has ascertained that the Regional Director and

the Society President have no objection to its formation. The General Manager shall so notify the IEEE Executive Committee, the Regional Activities Board, the Society President, and the Section Chairman.

4. A Chapter shall be required to maintain a membership of not fewer than ten members, other than Students, and to hold not less than four technical meetings per year, or to maintain a level of activity acceptable to the Regional Director and the Society President.
5. With the concurrence of the Section Executive Committee, the Regional Director, and the Society President, a Chapter may be dissolved. A Chapter shall be dissolved automatically if it has failed to meet the requirements of the Bylaws for three consecutive years and annual notice of the delinquency has been given to all concerned. Such dissolution will be reported to the IEEE Executive Committee, the Regional Activities Board, and the Society President.
6. The responsibility for Chapter management shall rest with the Section, which shall have control of all financial and other assets of the Chapter in carrying out its activities. A Chapter may maintain its own accounting of income and disbursements, either within separate subaccounts of the Section treasury or within a separate bank account as approved by the Section Executive Committee. These funds may include income received by the Chapter from Societies and Technical Councils and the Chapter's share of income and disbursements associated with programs sponsored or cosponsored by the Chapter and with operations of the Section. Those Chapters having separate bank accounts shall submit a year-end financial statement to the Section by January 15 for the previous fiscal year. The managing Section shall be responsible for auditing, proper accounting, and submitting, with its annual financial report, a Chapter financial statement to the IEEE General Manager and Regional Director.
7. A Joint Chapter comprising the members of more than one Society may be established by the procedures defined in Bylaws 406.2 and 406.3, provided, however, that the petition to establish a Joint Chapter shall contain at least twelve signatures and that each Society involved shall be represented by at least three signatures.
8. A Chapter or Joint Chapter may be established by the procedures defined in Bylaws 406.2, 406.3 and 406.7 to cover the territory of two or more contiguous Sections, or a Council, provided the necessary approval is obtained by all concerned. The petition shall identify the entity assum-

ing responsibility for the Chapter management. That entity shall receive the Chapter member and Affiliate allowances and rebates for the Chapter meetings.

9. The status of a Chapter may be changed from single to joint, or vice versa, or from one joint combination to another, without submission of a petition. The change in status will become effective following approval of the request for change by the Regional Director(s), Society President, Section Executive Committee, and other entities involved.
10. A Chapter or Joint Chapter may schedule a technical meeting only if it has received the prior approval of the Executive Committee of the Section within whose boundaries the meeting is to be held.
11. All Section members shall be advised of all meetings held in the Section, including those organized by Chapters. In addition, a special notice may be sent to the members of the Chapter that organizes a meeting. The Section shall receive credit for this activity.
12. All officers shall be elected annually as provided in the Chapter Bylaws, if any. The term of office for all officers shall normally be one year, but in any case shall continue until their successors are duly elected and take office. A plurality of the votes cast shall be necessary for election. The consecutive period of service in any one office shall not exceed three years except when the extension and written reasons therefor have been approved by the Society President, the Regional Director and the Regional Activities Board. Each extension must not exceed a period of one year. The names of the newly elected officers shall be reported to IEEE Headquarters within twenty days following election.

407. Student Branches

1. A Student Branch is a basic operating entity of IEEE constituted by a minimum of twenty (20) IEEE Student members at a particular college, university or technical institute and established with approval of the Regional Activities Board by petition to the Region concerned to represent and fulfill the needs of the members and the missions of IEEE.
2. The establishment of an IEEE Student Branch may be authorized by the Regional Activities Board upon the approval of the Regional Director based on the recommendation of the Regional Student Activities Committee Chairman. A petition signed by twenty or more Student members and at least three IEEE members above Student grade who are faculty members teaching in

IEEE designated fields shall be submitted to the Regional Director. In certain instances, where there is assurance that formation of the Branch will stimulate additional membership, the Regional Director may approve the petition with fewer than twenty signatures.

3. At each Student Branch there shall be a Branch Counselor who shall be an IEEE member teaching in IEEE designated fields. The appropriate Section Chairman, based upon the recommendation of the Student members of the Branch, and in accordance with the practices for the establishment of other student organizations at the educational institution involved, shall appoint the Counselor. The appointment or reappointment shall normally be for two years. Each Branch Counselor is charged with promoting the welfare of the IEEE at the institution, particularly in matters relating to Student activities.
4. Each IEEE Student Branch shall adopt and conform to a Student Branch Constitution with a copy submitted to IEEE Headquarters. The Branch Constitution shall provide for the management of the Branch affairs by an Executive Committee consisting of the elected officers and any other members as may be specified. The officers of the Branch shall be at least a Chairman, a Vice Chairman, a Secretary, and a Treasurer or a Secretary-Treasurer. Each Student Branch Chapter Chairman shall serve as an ex officio member of the Branch Executive Committee.
5. The IEEE, by action of the Regional Activities Board, may join with another engineering or technical society to cosponsor a Joint Student Branch upon the recommendation of the Regional Student Activities Committee Chairmen with the approval of the Regional Director. The petition for the establishment of the Joint Branch must be signed by the IEEE Counselor, or a representative of the faculty (who must be an IEEE member) of the educational institution involved, in the event a Counselor has not been appointed, and by twenty or more Student members of the IEEE.
6. Each Joint Student Branch shall adopt and conform to a Joint Student Branch Constitution which shall have been submitted to and approved by both the Regional Activities Board and the cosponsoring Society.
7. The normal organizational unit for the conduct of IEEE Student activities is the Student Branch associated with an educational institution. However, when circumstances do not permit the normal organizational arrangements within the boundary of a Section, the Regional Activities Board may authorize the formation of a Section Student Branch open for membership to

those Student members, attending institutions located within the Section having curricula which would normally qualify for Student member status, who are not members of an IEEE Student Branch. Such authorization shall be requested in a petition, signed by not fewer than twenty such Student members, endorsed by the Section Executive Committee, and approved by the Regional Director. Upon the establishment of the Section Student Branch, the Regional Director shall appoint a qualified Section Student Branch Advisor. The Section Executive Committee shall be responsible for the organization and activities of the Section Student Branch, in accordance with the applicable provisions of the Student Branch Constitution.

8. IEEE Student Branches and Joint Student Branches shall have the right to obligate their funds for all purposes necessary to promote their objectives, except that no IEEE Student Branch, Joint Student Branch, or any officer or representative thereof, shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE for those activities specifically prohibited in the Student Branch Constitution or in the Student Branch Operations Guide.
9. Each IEEE Student Branch, IEEE Section Student Branch, and Joint Student Branch shall forward an Annual Report and Financial Statement by May 1 to the Manager of Student Services, the Regional Student Activities Committee Chairman, and Section Student Activities Committee Chairman. The next year's Annual Branch Activity Plan should be submitted with the Annual Report but no later than November 1.
10. An IEEE Student Branch, IEEE Section Student Branch, or Joint Student Branch may defray expenses by assessment of its members as provided in its Constitution and, in addition, may accept noncompulsory financial contributions. Nonmember students of the institution where a Student Branch is established may attend the Student Branch meetings under such conditions as may be prescribed by the Student Branch.
11. Failure of an IEEE Student Branch or IEEE Section Student Branch to maintain a minimum of ten IEEE Student members and to hold at least three meetings each year shall place the Branch on probation. The Regional Director, the Regional Student Activities Committee Chairman, and the IEEE Student Branch Counselor (or in the event a Counselor has not been appointed, a representative of the faculty of the educational institution or other institute involved) shall be informed of the probation by the General Manager who shall also call to their attention the requirements for maintaining the Branch. If the delin-

quency continues for a second year, the IEEE sponsorship shall be withdrawn automatically. The General Manager shall so report to the Executive Committee and the Regional Activities Board, the Regional Student Activities Committee Chairman, and the IEEE Counselor of the dissolved Branch.

12. Failure of a Joint Student Branch to maintain a minimum of ten IEEE members and to hold at least three meetings each year shall be reported by the General Manager to the Executive Committee and the Regional Activities Board, and similar action as for delinquencies of IEEE Student Branches shall be taken following formal notification to the cosponsoring society.
13. For maintenance of an IEEE Student Branch, IEEE Section Student Branch, or Joint Student Branch, upon timely receipt of an Annual Branch Activity Plan, endorsed by the IEEE Counselor, the IEEE shall issue to each such Branch, for one calendar year, twenty-five dollars (\$25.00) for Branches with fewer than fifty members and fifty dollars (\$50.00) for Branches with fifty or more members. Allotments for Annual Branch Activity Plans submitted with an Annual Report and Financial Statement are payable by September 1. All other allotments for Annual Branch Activity Plans are payable by December 15. Upon timely receipt of an Annual Report and Financial Statement, endorsed by the IEEE Counselor, the IEEE shall rebate to each such Branch, in good standing, \$1.00 per Student member of the Branch and an additional \$0.70 per Student Branch Chapter member based on membership count as of December 31 each year, this membership count to include those students who joined and upgraded during the calendar year. The rebate is payable by September 1. In case of a Section Student Branch, these amounts shall be paid to the Section sponsoring the Branch.
14. The Regional Activities Board may, after consultation with the Regional Director, dissolve an IEEE Student Branch or IEEE Section Student Branch or withdraw its sponsorship and support of a Joint Student Branch for any reason deemed sufficient. Any remaining funds in the custody of that Branch, or Joint Branch, attributable to IEEE sponsorship, shall revert to the IEEE.
15. The Executive Committee shall be informed of the establishment or dissolution of a Student Branch, Joint Student Branch, and Section Student Branch.
16. Each Branch shall conduct its activities within the Constitution, Bylaws, and other rules externally imposed which by law affect the membership and activities of the IEEE.

17. Within the budgetary conditions established by the Board of Directors, partial reimbursement of actual and necessary expenses may be authorized by the Regional Director for the Counselor of each Student Branch, for the Advisor of each Section Student Branch, for the Student Branch Chairman, and the Student paper first prize winner, if any, from any Branch to attend one meeting within his/her Region each year.

408. Student Branch Chapters

1. A Student Branch Chapter is a technical subunit of a Student Branch constituted by a minimum of twelve (12) Student members of a Society and established by petition to the parent Student Branch and Society concerned to represent and fulfill the needs of the members and the missions of IEEE. A Student Branch Chapter functions in a manner similar to a committee of the Student Branch.
2. A petition to establish a Student Branch Chapter, in the required form supplied by IEEE, must contain at least:
 - (a) Name of Student Branch, signatures of its Student Branch officers, and signature of the Counselor;
 - (b) Name of the sponsoring Society;
 - (c) The signatures of at least twelve Students who are members of the Student Branch and of the Society involved, the signature of the Faculty Advisor of the Student Branch Chapter selected by the petitioning Students, who shall be a member of the Society, the name of one Student petitioner who will serve as interim Chairman until establishment of the Student Branch Chapter is authorized.
3. The petition for the Student Branch Chapter shall be submitted to the Manager of Student Services at IEEE Headquarters. The Student Branch Chapter shall be considered established following approval of the petition by the Regional Student Activities Committee Chairman, the Regional Director, and the Society President.
4. The Student Branch Chapter membership shall elect a Student Branch Chapter Chairman and any other officers' deemed necessary for its successful operation in accordance with the Branch Constitution.
5. The responsibility for Student Branch Chapter management rests with the Executive Committee of the Branch. The Student Branch Chapter Chairman shall serve as an ex officio member of the Branch Executive Committee in coordinating and planning activities and programs.

6. All Student Branch members shall be advised of all meetings held under the auspices of the Branch including those organized by a Student Branch Chapter.
7. A Student Branch Chapter is required to maintain a membership of not fewer than ten Student members, and to hold not less than two technical meetings per year, and maintain a level of activity acceptable to the Society President, the Regional Director, and the Regional Student Activities Committee Chairman.
8. With the concurrence of the Counselor, the Society President, the Regional Director, and the Regional Student Activities Committee Chairman, a Student Branch Chapter may be dissolved.

500. TECHNICAL ORGANIZATION OF MEMBERS

501. Divisions

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

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

2. Each Division shall establish a Divisional Nominating Committee which, in the case of a Division comprising two or more Societies, shall consist of a chairman appointed by the Divisional Director and a representative appointed by each Society in the Division; or in the case of a Division comprising a single Society, shall be a Nominations (and Appointments) Committee of that Society acting as the Divisional Nominating Committee. Each Divisional Nominating Committee shall furnish to the incumbent Divisional Director(s) in time for submission to the Board of Directors by March 1 of the Divisional election year a slate of candidates for the office of Divisional Delegate-Director or Delegate-Director-Elect, if applicable. Except as noted in Bylaw 314.6, the slate shall include not fewer than two nor more than three candidates recommended for that office. The Divisional Nominating Committee shall also solicit annually from the Societies within the Division names of potential candidates to be considered by the IEEE Nominations and Appointments Committee for service on Institute Committees and Boards.

502. Societies

1. Societies shall be established within the scope and objectives of the IEEE groups of members interested in specific technical fields or related subjects.
2. A petition for the formation of a Society shall be signed by not fewer than one hundred members, other than Students, shall state the proposed field of interest and shall be forwarded to the Executive Committee after review thereof by the Technical Activities Board.
3. The Executive Committee, upon receipt of a petition to form a Society, and subsequent to consultation with the Technical Activities Board, may authorize its formation. After the Society is organized and a Con-

stitution for it is approved by the Executive Committee, the Executive Committee may give final approval to its establishment.

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

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

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

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

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

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

then current year.

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

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

way bind the Institute for activities prohibited by the Bylaws of the Institute, the Constitution and Bylaws of the Society, or by regulations published in the Technical Activities Manual. Returns from investment of Society funds shall be credited to the Society.

16. Each Society shall conduct its activities within the Constitution, Bylaws and other rules externally imposed which by law affect the membership and activities of the IEEE.
17. Society Affiliates are non-IEEE members who have been admitted by a Society to some of the rights and privileges of Society activities. In general, a Society Affiliate must be a person whose technological activities do not justify full membership in the IEEE, but who may be helped by participation in Society activities and who may contribute benefits to Society members by his/her participation in their activities. The qualifications for Society Affiliates, limits in rights and privileges, and dues shall be established by the Executive Committee. The Society Affiliate dues shall be administered in accordance with the schedule and procedures that apply to IEEE membership dues, as given in Bylaws 108 and 110.
18. Each Society may, as specified in its Constitution or Bylaws, organize subentities to manage and administer the Society in fulfilling its objectives.
19. The Societies are officially titled IEEE _____ Society or, optionally, IEEE Society on _____. The Societies are:

Aerospace and Electronic Systems
Antennas and Propagation
Broadcast Technology
Circuits and Systems
Communications
Components, Hybrids, and
Manufacturing Technology
Computer
Consumer Electronics
Control Systems
Dielectrics and Electrical Insulation
Education
Electromagnetic Compatibility
Electron Devices
Engineering Management
Engineering in Medicine and Biology
Geoscience and Remote Sensing
Industrial Electronics
Industry Applications
Information Theory
Instrumentation and Measurement
Lasers and Electro-Optics
Magnetics
Microwave Theory and Techniques
Nuclear and Plasma Sciences
Oceanic Engineering

Power Electronics
Power Engineering
Professional Communication
Reliability
Robotics and Automation
Signal Processing
Social Implications of Technology
Systems, Man, and Cybernetics
Ultrasonics, Ferroelectrics, and
Frequency Control
Vehicular Technology

Additions or changes in the above list resulting from actions of the Executive Committee or Board of Directors shall be entered therein by the General Manager.

503. Technical Councils

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

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

504. Chapters

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

Relevant procedures regarding Chapters are provided in Bylaw 406.

505. Student Branch Chapters

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

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

600. CONVENTIONS AND MEETINGS

601. Regional Meetings

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

602. Institute Functions

1. Institute functions, such as the presentation of major awards and events sponsored by and/or participated in by the Board of Directors, may be held in conjunction with the Regional Meetings referred to in Bylaw 601.1 upon approval of the Executive Committee.

603. Special Technical Conferences

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

604. Cooperation with National Engineering Societies

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

605. General Meeting of Members

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

700. PUBLICATIONS

701. Periodicals

1. The IEEE shall publish a monthly publication entitled IEEE SPECTRUM which shall be distributed to all Honorary Members, Fellows, Senior Members, Members, and Associates. The Executive Committee may authorize distribution to Students.
2. The IEEE shall publish a monthly publication entitled PROCEEDINGS OF THE IEEE. This publication shall be available to all IEEE members at a subscription fee set as part of the budget development process. The Publications Board shall review and endorse budget recommendations for submission to the IEEE Finance Committee.
3. The IEEE shall publish periodicals produced by the various Societies named TRANSACTIONS ON _____, in which specialized technical papers shall be published.
4. The IEEE shall publish magazines as defined in Policy 6.12.
5. The IEEE may publish periodicals, other than the TRANSACTIONS defined in Bylaw 701.3, and Magazines as defined in 701.4, sponsored by one or more of the Institute entities, subject to the approval of the Publications Board. Proposals for NEW CATEGORIES of publications must be submitted to the Publications Board for review and endorsement for submission to the Executive Committee for approval.
6. The IEEE may publish an annual Directory containing lists of its members, subject to the approval of the Executive Committee.
7. Member subscriptions to all periodicals shall terminate on December 31 of each year. Subscription fees received in the period September 1 to December 31, inclusive, shall extend the subscription to the period ending December 31 of the following year. Fees received in the period from January 1 to the last day of February, inclusive, shall apply to the period ending December 31 of the then current year. If payment for a subscription is received in the period March 1 to August 31, inclusive, the fee charged shall be one-half the annual subscription fee, and shall apply to the period ending December 31 of the then current year.

702. Other Publications

1. The IEEE may issue other special publications such as convention and conference records, cumulative indexes, etc., when warranted.
2. The IEEE shall establish an IEEE PRESS to publish books and monographs as described in Policy 6.11.

703. Standards

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