



IEEE

THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.

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

PRINTED FOR  
USE IN 1990  
ONLY

## CONSTITUTION \*

### TABLE OF CONTENTS

Article I - Name, Purpose and Territory	Article VIII - The Assembly
Article II - Bylaws	Article IX - Board of Directors
Article III - Membership	Article X - Corporate Officers
Article IV - Dues and Fees	Article XI - Vacancies
Article V - Groups of Members	Article XII - Nominations and Elections
Article VI - Delegates and Directors	Article XIII - Management
Article VII - President and Executive Vice President	Article XIV - Amendments

### ARTICLE I - NAME, PURPOSE AND TERRITORY

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

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

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

*Sec. 3.* The character of its scope is transnational and the territory in which its operations are to be conducted is the entire world. In addition to its world-wide operations, the IEEE may engage in activities directed to the interests and needs of members residing in a particular country or area of the world. The procedure for undertaking such activities shall be specified in the Bylaws. The IEEE shall have its

principal offices in the State of New York from which it shall carry out its general administrative functions in accordance with the New York Not-for-Profit Corporation Law. Its publication activities are to be principally in the United States, as well as its largest membership meetings.

### ARTICLE II - BYLAWS

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

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

### ARTICLE III - MEMBERSHIP

*Sec. 1.* The grades of membership of the IEEE, the member qualifications, privileges and the requirements for admission, transfer and severance pertaining to each grade shall be specified in the Bylaws.

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

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

NOTE: The Constitution was amended in the 1989 election, to eliminate the office of Executive Vice President as of January 1, 1991. For this special 1990 printing of the Constitution only, changes that are effective as of January 1, 1991 are shown as follows: additions = underlined deletions = [brackets]

\*Amended to January 10, 1990.

#### ARTICLE IV - DUES AND FEES

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

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

#### ARTICLE V - GROUPS OF MEMBERS

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

#### ARTICLE VI - DELEGATES AND DIRECTORS

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

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

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

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

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

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

#### ARTICLE VII - PRESIDENT [AND EXECUTIVE VICE PRESIDENT]

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

[*Sec. 2.* The Executive Vice President shall be elected for one year by the voting members, by virtue of which election the Executive Vice President shall also be a Delegate-at-large and a Director-at-large.]

#### ARTICLE VIII - THE ASSEMBLY

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

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

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

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

#### ARTICLE IX - BOARD OF DIRECTORS

*Sec. 1.* The Board of Directors shall be the governing body of the IEEE and shall consist of Directors, including Directors-at-large, elected by the voting members and Directors-at-large elected by the Assembly. The President of the IEEE shall preside.

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

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

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

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

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

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

#### ARTICLE X - CORPORATE OFFICERS

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

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

*Sec. 3.* Except for the President-Elect, whose term of office as such shall be for one year and who shall thereafter hold the office of President for the subsequent year and the office of Past President for the year subsequent thereto, the term of office for all Corporate Officers shall be for one year and shall terminate at the end of the fiscal year of IEEE, or at such later time as their successors are elected and accepted.

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

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

#### ARTICLE XI - VACANCIES

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

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

#### ARTICLE XII - NOMINATIONS AND ELECTIONS

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

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

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

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

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

#### ARTICLE XIII - MANAGEMENT

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

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

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

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