

IEEE CONSTITUTION and BYLAWS

THE INSTITUTE OF ELECTRICAL AND ELECTRONICS
ENGINEERS, INC.

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



Adopted by the IEEE Board of Directors 8 January 1963 and incorporating subsequent revisions through 24 June 2024.

The IEEE Board of Directors approves changes to the *IEEE Bylaws* from time to time. This document is updated on a regular basis and the most current version is available at <http://www.ieee.org/bylaws>

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THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.

3 Park Avenue, 17th Floor
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CONSTITUTION

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ARTICLE I - NAME, PURPOSE AND TERRITORY

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

Sec. 2. Its purposes are: (a) scientific and educational, directed toward the advancement of the theory and practice of electrical, electronics, communications and computer engineering, as well as computer science, 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 presentation and discussion of professional papers, the publication and circulation of works of literature, science and art pertaining thereto and any other activities necessary, suitable and proper for the fulfillment of these objectives; (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 general public, and the promotion of 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.

ARTICLE II - BYLAWS

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

Sec. 2. Proposed Bylaw changes and reasons therefore shall be sent to all IEEE Directors at least twenty days before the stipulated meeting of the Board of Directors at which the vote shall be taken. The votes of two-thirds of the members present and entitled to vote, at the time of the vote, provided a quorum is present, shall be required to approve any new Bylaw, amendment or revocation.

ARTICLE III - MEMBERSHIP

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

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

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

ARTICLE IV - DUES AND FEES

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

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

ARTICLE V - GROUPS OF MEMBERS

Sec. 1. The Board of Directors may authorize the establishment of groups of members for promoting the objectives and interests of the IEEE. The Board of Directors may terminate the

existence of any such group. The Bylaws shall provide for specifications and operating rules for any groups that may be established.

ARTICLE VI - DELEGATES AND DIRECTORS

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

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

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

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

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

Sec. 6. If the Directors shall not be elected on the day designated by law or fixed in the Bylaws, the corporation shall not for that

reason be dissolved; but every Director shall continue to hold office and discharge duties until a successor has been elected.

ARTICLE VII - PRESIDENT

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

ARTICLE VIII - THE ASSEMBLY

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

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

Sec. 3. All of the Delegates shall be at least 18 years of 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.

Sec. 5. The number of Delegates required to constitute a quorum at meetings of the Assembly shall be stated in the Bylaws.

Sec. 6. The presiding officer of the Assembly shall have no vote on the Assembly except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

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 all of the voting members, Directors-at-large elected by the Assembly, and Directors elected by the voting members of a group of members. 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 at least 18 years of 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.

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 regular meetings and provision for special meetings of the Board of Directors and the manner of giving notice of annual, additional regular 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.

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

Sec. 9. The presiding officer of the Board of Directors shall have no vote on the Board except if the vote is by secret ballot or unless

the Chair's vote can change the outcome of the vote.

ARTICLE X - CORPORATE OFFICERS

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

Sec. 2. Corporate Officers, other than the President and the President-Elect, to be elected by the Assembly, by all of the voting members or by the voting members of a group of members, shall be specified in the Bylaws. Corporate Officers, by virtue of such election, shall be Directors, but not Delegates. Other Officers shall be appointed by the Board of Directors and as such will be neither Directors nor Delegates.

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

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

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

ARTICLE XI - VACANCIES

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

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

ARTICLE XII - NOMINATIONS AND ELECTIONS

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

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 Chief Executive 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 Board and Committee. The President may visit groups of IEEE members and promote the objectives of the IEEE.

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

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

Sec. 4. The Secretary, under the direction of the Board of Directors, shall have general supervision of the keeping of records of meetings, activities, membership and any other records required by law.

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

Sec. 6. Stewardship and fiduciary responsibility for IEEE assets shall be the responsibility of the Board of Directors.

Sec. 7. The fiscal year of the IEEE shall be defined in the Bylaws.

Effective 21 December 2022

ARTICLE XIV - AMENDMENTS

Sec. 1. Amendments to this Constitution shall be made by a vote of the voting members. They may be proposed by the Board of Directors or by petition. A resolution adopted by vote of at least two-thirds of those present at a regularly constituted meeting of the Board of Directors is necessary to submit a proposed amendment to the voting members. A petition must meet two requirements: a petition must be signed by at least one-third of one percent (0.333%) of the total number of IEEE voting members in each Region; and at least one percent (1%) of the total number of IEEE voting members, as listed in the official membership records of the IEEE at the end of the previous year. A copy of such proposed amendment or amendments, if lawful, shall be distributed to each voting member at least sixty days before the date designated for counting the votes. Voting shall be in accordance with the Bylaws.

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

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

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

Adopted by the IEEE Board of Directors 8 January 1963, and
incorporating subsequent revisions through 24 June 2024.

I-100. MEMBERSHIP

I-101. Grades

1. The grades of IEEE membership and their abbreviations are:
 - a) Honorary Member H or HIEEE
 - b) Fellow F or FIEEE
 - c) Senior Member SM or SMIEEE
 - d) Member M or MIEEE
 - e) Associate Member AM or AMIEEE
 - f) Graduate Student Member GSM or GSMIEEE
 - g) Student Member StM or StMIEEE

When the status of Life Member, as defined in IEEE Bylaw I-102.2, is attained these abbreviations may be preceded with an L.

Members of IEEE who have been recognized as Members of IEEE-Eta Kappa Nu (IEEE-HKN), may use the additional title Member, IEEE-Eta Kappa Nu (abbreviated Member, IEEE-HKN).

Members of IEEE who have been recognized as Eminent Members of IEEE-Eta Kappa Nu (IEEE-HKN) may use the additional title Eminent Member, IEEE-Eta Kappa Nu (abbreviated Eminent Member, IEEE-HKN).

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

I-102. Categories

1. Categories. The following categories of IEEE membership are:

Electronic Membership
 Life Members
 Minimum Income
 Permanently Disabled
 Retired
 Unemployed

Requirements to qualify for these categories of membership shall be specified in the IEEE Policies, except for Life Members which shall be defined in these Bylaws.

2. 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 for such a period that the sum of his/her age and his/her years of membership equals or exceeds 100 years. The designation of "Life Member" shall be effective on 1 January of the year immediately succeeding the year in which the requirement for the Life Member category has been satisfied.
3. IEEE-Eta Kappa Nu (IEEE-HKN). The designation IEEE-HKN shall be applicable only to (i) any person who has been inducted into the membership of IEEE-HKN, or (ii) a Member or Eminent Member of Eta Kappa Nu in good standing prior to its merger into IEEE who continues to meet the requirements for membership in IEEE-HKN.

I-103. Affiliates

1. Definition. The designation "IEEE Society Affiliate" refers to individuals who are not IEEE members but who are entitled to participate in certain activities of the Society. The Technical Activities Board shall establish the qualifications for Society Affiliates and the associated rights and privileges within the Society. Dues shall be established by the Board of Directors. Affiliates do not qualify for any special membership categories as defined in IEEE Bylaw I-102.1.

I-104. Qualifications

1. Honorary Member. The title of Honorary Member may be conferred by the IEEE Board of Directors on those individuals, not members of IEEE, who have rendered meritorious service to humanity in IEEE's designated fields of interest. An affirmative vote of two-thirds of the members of the IEEE Board of Directors present at the time of the vote, provided a quorum is present, shall be required for conferment at a regularly constituted meeting.
2. Fellow. The grade of Fellow recognizes unusual distinction in the profession and shall be conferred by the Board of Directors upon a person with an outstanding record of accomplishments in any of the IEEE fields of interest (Bylaw I-104.11). The accomplishments that are being honored shall have contributed importantly to the advancement or application of engineering, science and technology, bringing the realization of significant value to society. The nominee shall hold Senior Member grade at the time the nomination is submitted and shall have been a member in good standing in any grade for a period of five years or more preceding 1 January of the year of elevation.

Additional eligibility requirements for nominees and others involved in the submission and evaluation process, as well as other related procedures, shall be specified in the IEEE Fellow Committee Operations Manual. The year of elevation to the grade of Fellow is the year following approval by the Board of Directors conferring the grade of Fellow. Members elevated to the Fellow grade may use the title immediately following approval by the Board of Directors. All those elevated will receive a certificate and pin.

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 (Bylaw I-104.11).

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 responsibility or achievement in one or more of IEEE-designated fields; or
 - b) Publication of papers, books, or inventions in one or more of IEEE-designated fields; or
 - c) Technical direction or management of important work with evidence of accomplishment in one or more of IEEE-designated fields; or
 - d) Recognized contributions to the welfare of the professions encompassed by one or more of the IEEE-designated fields; or
 - e) Development or furtherance of important courses in one or more of the IEEE-designated fields at an accredited institution; or
 - f) Contributions equivalent to those of (a) to (e) in areas related to IEEE-designated fields, provided these contributions serve to advance progress substantially in IEEE-designated fields.
4. Member. The grade of Member is limited to those who have satisfied IEEE-specified educational requirements and/or who have demonstrated professional competence in IEEE-designated fields of interest. For admission or transfer to the grade of Member, a candidate shall be either:

An individual who shall have received a three-to-five year university-level or higher degree (i) from an accredited institution or program and (ii) in an IEEE-designated field, both of which are defined in IEEE Bylaw I-104.11; or

- b) An individual who shall have received a three-to-five year university-level or higher degree from an accredited institution or program and who has at least three years of professional work experience engaged in teaching, creating, developing, practicing or managing in IEEE-designated fields; or
- c) An individual who, through at least six years of professional work experience, has demonstrated competence in teaching, creating, developing, practicing or managing within IEEE-designated fields.

5. Associate Member. The grade of Associate Member is designed for technical and non-technical applicants who do not meet the qualifications for Member grade, but who would benefit through membership and participation in IEEE, and for those who are progressing, through continuing education and work experience, towards the qualifications for Member grade.
6. Graduate Student Member.
 - a) A Graduate Student Member must qualify for Member grade and carry at least 50% of a normal full-time academic program as a registered graduate student in a regular course of study in IEEE-designated fields. The total cumulative period for a member to hold the Student Member grade and/or the Graduate Student Member grade shall be limited to 8 years.
 - b) Graduate Student Members, upon graduation or upon reaching the total cumulative 8-year limit as a Student Member and/or Graduate Student Member (whichever occurs first), shall be transferred to Member grade.
7. Student Member.
 - a) A Student Member must satisfy the following conditions (1) carry at least 50% of a normal full-time academic program as a registered undergraduate or graduate student in a regular course of study in IEEE-designated fields; and (2) not yet qualify for Member grade. The total cumulative period for a member to hold the Student Member grade and/or the Graduate Student Member grade shall be limited to 8 years.
 - b) Student Members, upon graduation or upon reaching the 8-year limit (whichever occurs first), with at least a baccalaureate or higher degree (or its equivalent) from an accredited institution in an IEEE-designated field shall be transferred to Member grade.
 - c) Student Members other than those qualifying under subparagraph (b), upon graduation or upon reaching the 8-year limit (whichever occurs first) shall be transferred to Associate Member grade.
8. Course Completion Equivalent. Graduation from a course of at least 18 months duration of study in a curriculum related to IEEE-designated fields may be accepted as equivalent to one year's professional experience.
9. Graduate Work Equivalent. Full-time graduate work, or part-time graduate work with teaching or research, in IEEE-designated fields, may be accepted as equivalent to professional experience.
10. Time Requirements. The time requirements for admission or transfer to any grade of membership may be satisfied by applying pro rata the experience of the candidate under the various alternative requirements for the grade.
11. The IEEE-designated fields are:
 - Engineering;
 - Computer sciences and information technology;

- Biological and medical sciences;
- Mathematics;
- Physical sciences;
- Technical communications, education, management, law and policy.

Revisions to IEEE-designated fields shall be by action of the IEEE Board of Directors upon recommendation by the IEEE Technical Activities Board.

An accredited institution or program signifies that a governmental or non-governmental entity has attested to the adequate quality of the academic enterprise.

12. Statement of Non-Prejudice. Admission to membership in IEEE in any grade shall not be affected by the race, religion, nationality, or sex of the applicant.
13. Member Obligations and Standing.
 - 1) Membership in IEEE in any grade shall carry the obligation to:
 - a) Abide by the IEEE Constitution, Code of Ethics, Bylaws and Policies;
 - b) Support the enhancement of IEEE principles, objectives and activities; and
 - c) Meet the monetary obligations required for membership such as the payment of dues and applicable assessments. In addition, Life Members shall be obligated to confirm annually the desire to continue to receive services and publication(s) to which they are entitled.
 - 2) Member In Good Standing.
 - a) When applied to an IEEE member, the term *member in good standing* shall mean an IEEE member of any grade who is not under suspension.
 - b) When applied to a member of another technical or scientific society, the term *member in good standing* shall adopt the meaning of the term as it is used by that specific society.
14. Suspended Member Privileges. Members under IEEE suspension shall be regarded as members not in good standing and, for the period of their suspension, denied member privileges with the exception of member insurance benefits.

I-105. Privileges

1. Honorary Members. Honorary Members shall be entitled to all rights and privileges of IEEE except the right to hold office therein, including the use of HIEEE or "IEEE Honorary Member" in their signature blocks, and on business cards, letterheads and such.

2. Fellows. Fellows shall be entitled to all rights and privileges of IEEE, including the use of FIEEE or “IEEE Fellow” in their signature blocks, and on business cards, letterheads and such.
3. Senior Members. Senior Members shall be entitled to all rights and privileges of IEEE except the right to serve on the Fellow Committee. Senior Members may use SMIEEE or “IEEE Senior Member” in their signature blocks, and on business cards, letterheads and such.
4. Members. Members shall be entitled to all rights and privileges of 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, the Fellow Committee, the Member and Geographic Activities Board, as specified in IEEE Bylaw I-303.5, the IEEE-USA Board, the PROCEEDINGS OF THE IEEE Editorial Board, or the IEEE Thesaurus Editorial Board. Members may use MIEEE or “IEEE Member” in their signature blocks, and on business cards, letterheads and such.
5. Associate Members. Associate Members 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. (See Bylaw I-309.) Associate Members may use AMIEEE or “IEEE Associate Member” in their signature blocks, and on business cards, letterheads and such.
6. Graduate Student Members. Graduate Student Members shall have the rights and privileges of Members. Graduate Student Members may use GSMIEEE or “IEEE Graduate Student Member” in their signature blocks, and on business cards, letterheads and such.
7. Student Members. Student Members shall have the rights and privileges of the Member grade, except the right to vote. Additional rights and privileges or limitations thereof, if any, shall be specified by the Member and Geographic Activities Board. Student Members may use StMIEEE or “IEEE Student Member” in their signature blocks, and on business cards, letterheads and such.
8. Life Members. Life Members have those privileges associated with their grade immediately before becoming a Life Member or with such higher grade to which they may be advanced.
9. Electronic Membership. Members who qualify and select Electronic Membership shall have all the rights and privileges associated with their grade of membership or with such higher grade to which they may be advanced, except as otherwise provided in the IEEE Policies.

The foregoing notwithstanding, the rights and privileges of members and affiliates shall be limited from time to time to the extent necessary to comply with all applicable laws and regulations.

I-106. Application/Nominations-Requirements; References; Submission Procedures; Reapplication; Appeals

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

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

For admission or elevation to Senior Member grade – three Fellows, Senior Members, or Honorary Members.

For admission to Member or Student grade – none required.

For elevation from Associate Member to Member grade – none required.

2. References by Non-Members. If an applicant or nominee for admission or elevation to Senior Member grade is not known by the number of IEEE members specified in Bylaw I-106.1 who would have sufficient personal knowledge of the applicant's accomplishments to serve as a reference, IEEE at its discretion may accept other references who are familiar with the applicant's professional work; such references preferably should be professionals of standing in IEEE-designated fields.
3. Member and Geographic Activities Board Scope of Action. The Member and Geographic 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 Board of Directors for resolution.
4. Submission of Application/Nomination. An application or nomination for admission or elevation may be submitted (1) by a candidate, or (2) on behalf of a candidate by a sponsor, such as an IEEE member or an IEEE organizational unit (such as a Chapter, Section, or Society).
 - a) When an application or nomination is submitted for admission to Associate Member or Member grade, the candidate shall be notified of the action by or on behalf of the Admission and Advancement Committee.
 - b) When the application or nomination for admission or elevation to Senior Member grade, or elevation to Member grade is submitted by a sponsor, the sponsor shall be notified of the action by or on behalf of the Admission and Advancement Committee and, if the action is affirmative, the candidate also shall be notified.

Elevations shall become effective on the date of action by the Admission and Advancement Committee unless payment of dues or fees is required, in which case the date of receipt of the dues or fees from the candidate shall be the effective date.

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

5. Senior Member Application. Senior Member grade is the highest grade for which application may be made for admission or advancement. Elevations to Fellow grade and conferment of Honorary Member grade are by the Board of Directors, following nomination and review procedures given in the IEEE Policies and Bylaw I-305, respectively.

6. Admission and Advancement Committee. Applications for admission or advancement in grade shall be referred to the Admission and Advancement Committee, a committee of the Member and Geographic Activities Board. Procedures for elevations shall be established by the Admission and Advancement Committee. The Admission and Advancement Committee may delegate to the IEEE Executive Director, or the IEEE Executive Director's appointed representative, authority to elevate or transfer applicants to the grade of Student Member, Associate Member, Graduate Student Member or Member when there is evidence that the requirements of Bylaw I-104 have been fulfilled. When so authorized, the IEEE Executive Director shall render regular reports to the Admission and Advancement Committee of the elevations and transfers so processed.
7. Reapplication. A reapplication for admission or advancement in grade may be made after the expiration of one year from the date of a rejection.
8. Appeal Committee. A candidate whose application for admission or grade advancement is denied by the Admission and Advancement Committee may appeal the decision through an Admission and Advancement Appeal Committee. Notification of the appeal and its rationale are to be sent to the Vice President - Member and Geographic Activities, with a copy to the MGAB Staff Secretary.

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

I-107. Organizational Units Defined; Hierarchy, Structure and Membership Types

1. Definition. An IEEE organizational unit is a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law.
2. Hierarchy. Each IEEE organizational unit shall be an integral part of IEEE and not a separate organization.
3. Membership. Membership in an organizational unit may be automatic, that is, by virtue of being an IEEE member, or it may be by member choice.
4. Requirement. Membership in an organizational unit may require dues, assessments, or other forms of payment.
5. Structure. An organizational unit may contain other organizational units.
6. Boards. The board of any organizational unit, referred to as Major Boards listed in IEEE Bylaw I-303, shall be deemed to be a Committee of IEEE within the meaning of the New York Not-for-Profit Corporation Law.

I-108. Dues, Assessments, and Fees

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

In conjunction with membership development activities designed to promote membership the Managing Director, Member and Geographic Activities is granted the authority to offer discounting up to 25% of the IEEE membership dues.

- b) Organizational Unit Dues. Organizational Unit Dues are "member choice" payments for membership in an organizational unit to which it is not mandatory for an IEEE member to belong.
- c) Assessments. Assessments are payments required of members by virtue of their automatic membership in an organizational unit.
- d) Fees. Fees are "member choice" payments for products and services offered to the membership on an optional basis (e.g., subscriptions to periodicals).

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

2. Assessments and Changes Thereto. Assessments that apply to all IEEE members shall be approved by action of two-thirds of the votes of the Board of Directors present at the time of the vote, provided a quorum is present.

Changes in assessments for ABET shall be approved by action of two-thirds of the votes of the Board of Directors present at the time of the vote, provided a quorum is present.

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

3. Payments. Any "member choice" payments shall be handled in accordance with the operating rules as specified in the operations manual of the organizational unit receiving them. Other payments, except as noted in other paragraphs of these Bylaws, shall be set by the Board of Directors.
4. Annual Dues Period; Billing Cycle; Termination and Reinstatement; Proration Schedule; Waiver or Reductions; Methods of Payment. The annual dues period or membership year shall be 1 January to 31 December.

Should dues and applicable assessments remain unpaid as of 1 March in any membership year, membership shall be automatically terminated, including all privileges and rights, including the right to receive products and services associated with membership. Notification of membership termination shall be provided to an affected member, along with information as to procedures for reinstatement.

The procedures for billing schedule; proration schedule; waiver reduction and acceptable methods of payment of members' dues, assessments and fees; termination of membership and reinstatement of membership shall be specified in the IEEE Policies.

5. IEEE Dues. Using one-hundred thirty-four dollars (USD 134.00) as a base, IEEE dues for all grades other than Student Member and Graduate Student Member, except as noted in other paragraphs of this Bylaw, shall be adjusted annually beginning in 2011 to reflect the change in the three-year average of the minimum for each year of the following consumer price indices of the Advanced Economies, the World, the U.S., and the Emerging and Developing Economies as published by the International Monetary Fund from such average in the preceding year. All fractional amounts shall be rounded to the nearest whole dollar. There shall be no dues and assessments for Honorary Members.

Reduction or waivers of dues for certain categories of membership shall be specified in the IEEE Policies.

The amount allocated to Regions, Sections, Chapters, Affinity Groups and Student Branches will equal 12% of member dues.

6. Assessments. In addition to the IEEE dues, the following annual assessments shall apply.
- A. IEEE-USA and ABET Annual Assessments.

For members other than Student Member and Graduate Student Member, who belong to Regions 1-6 and reside within the United States, there shall be an assessment which shall support IEEE-USA. Using an assessment of forty-five dollars (USD 45.00) as a base, the assessment shall be indexed each year to reflect the change in the three-year average of the U.S. consumer price index published by the U.S. Bureau of Labor Statistics, rounded to the nearest whole dollar, beginning with the 2018 dues.

For members other than Student Member and Graduate Student Member, who belong to Regions 1-6 and reside within the United States, three dollars (USD 3.00) shall be accounted for in an ABET reserve bookkeeping account which shall support exclusively IEEE's ABET dues and associated operating expenses by the Educational Activities Board. Beginning with the 2006 membership year, and continuing in each subsequent year, this assessment shall be increased by one dollar (USD 1.00) each time the following two criteria are met: (1) IEEE expenses for ABET dues and associated operating expenses exceed proceeds from this assessment by more than USD 100,000 in the immediately preceding membership year; and (2) the ABET reserve has less than 110% of the expected expenditures for the immediately succeeding membership year.

- B. Regional Assessments.

For members other than Student Member and Graduate Student Member, belonging to each of the following Regions, the respective assessment shall apply:

Region 1, five dollars (USD 5.00) for Region 1

Region 2, two dollars (USD 2.00) for Region 2

Region 3, two dollars (USD 2.00) for Region 3

Region 4, three dollars (USD 3.00) for Region 4

Region 5, five dollars (USD 5.00) for Region 5

Region 6, three dollars (USD 3.00) for Region 6

Region 7, nineteen dollars (USD 19.00) for Region 7

Region 8, thirteen dollars (USD 13.00) for Region 8

Region 9, four dollars (USD 4.00) for Region 9

Region 10, five dollars (USD 5.00) for Region 10

C. Section Assessments.

There shall be a twenty-five dollar (USD 25.00) assessment for members, other than Student Members and Graduate Student Members, who are members of a Section in Japan. The assessment shall be allocated to each of the Sections in Japan based on the member's Section assignment and shall be used to support the activities of the respective Sections.

D. European Public Policy Assessment.

There shall be a five dollar (USD 5.00) assessment for members, other than Student Members and Graduate Student Members, who are members from Region 8 within the countries specified in Bylaw I-305. The assessment shall be used to support the development of public policy and related activities for the benefit of the profession and public in Europe.

7. Student Member and Graduate Student Member Dues. IEEE dues for the Student Member and Graduate Student Member grades shall be thirty-two dollars (USD 32.00) per year in Regions 1-7 and twenty-seven dollars (USD 27.00) in Regions 8-10.

Student Members and Graduate Student Members in good standing transferring to any other grade upon graduation, shall pay graduated dues, assessments, and Society dues following graduation as follows, provided membership is maintained without loss of continuity during these years:

- First Year 50%
- Second Year 100%

This program shall be available to members on a one-time lifetime basis. Once a member has taken advantage of this benefit it cannot be claimed again.

An IEEE Student Member or an IEEE Graduate Student Member may join as many of the IEEE Societies as serve the member's interests and may subscribe to Society periodical options available to Society members. The Student and Graduate Student membership dues and optional periodical prices shall be established annually by the individual Societies/Councils/Committees.

If no specific rates are provided, Student Member and Graduate Student Member Society dues will not exceed 50% of Member dues, and Student Member and Graduate Student Member subscription rates for optional periodicals will not exceed 75% of Member rates. Individual dues will be rounded up to the next whole dollar.

8. Members-Dues Waived. Dues and assessments, if any, shall be waived on 1 January of the year following attainment of Life Member status as defined in Bylaw I-102.2. 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) Years of Student and Graduate Student membership shall be counted; and
 - c) Years of membership need not be consecutive.

Life Membership in IEEE entitles the member to the privileges specified in IEEE Bylaw I-105.8. In addition, Life Members shall be entitled to receive, free of charge, the services and publication(s) provided for the basic IEEE dues and assessments, on the condition that the Life Member confirms each year that such services and publication(s) are still desired. Life Members shall receive an annual election ballot on the condition that the Life Member confirms each year that the Life Member desires to receive an annual election ballot.

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

I-109. Resignation

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

I-110. Misconduct Complaints and Support

1. Misconduct Complaints. Any individual may file a misconduct complaint against a member, or non-member engaged in an IEEE activity, through the process defined in the IEEE Policies.

Employee related disputes, standards development disputes, disputes related to conferences, society-society disputes, scholarly publication misconduct, and inappropriate financial activities, may be directed for review and action to the Organizational Unit within IEEE charged with overseeing the issue(s) related to the misconduct or dispute.

Only those complaints reported within: (i) 5 (five) years of the date of alleged act of misconduct; or (ii) 5 years from when discovery of the alleged misconduct is first made in circumstances where such discovery could not have reasonably been made sooner through no fault of the complainant, whichever is later, shall be considered by the Ethics and Member Conduct Committee (EMCC) process.

The detailed procedures and requirements related to the filing of complaints, investigations, timelines, hearing board procedures, and required reports shall be specified in IEEE Policy 7.10.

2. Cause for Expulsion, Suspension, Member Grade Revocation, Censure, or Disciplinary Action. Cause shall mean conduct that is determined to be:
- a material violation of the IEEE Code of Ethics, or
 - a material violation of the IEEE governing documents, IEEE Operations Manuals, and other internal and external rules and regulations that affect the membership and activities of IEEE, or
 - other conduct that is seriously prejudicial to IEEE.

A member of IEEE may face disciplinary action, as defined in IEEE Policies 7.10, up to and including expulsion, suspension, revocation of Senior or Fellow Member grade, or censure.

Non-members participating in an IEEE activity may face disciplinary action, as defined in IEEE Policies 7.10.

Sanctions and other disciplinary action shall be taken against any member found to have been responsible for misconduct. Disciplinary action shall be taken against any non-member found to have been responsible for misconduct while participating in an IEEE activity.

3. Rights and Privileges. The rights or privileges of membership, as defined in IEEE Bylaw I-105, shall be denied to a member expelled or suspended (during the period of suspension and including service on committees and boards, at all levels). Service on committees and boards, at all levels, may also be denied to a member or non-member participating in an IEEE activity against whom disciplinary action has been taken.
4. Hearing Board. The IEEE President, with the concurrence of the IEEE Board of Directors, shall appoint a hearing board to hear each complaint when such action has been initiated by the IEEE Ethics and Member Conduct Committee against an IEEE member.

The hearing board shall base its decisions only on testimony and other evidence presented at the hearing. The member named in the complaint or such 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 member's conduct constitutes cause, as set forth in Bylaw I-110.2, shall require an affirmative vote of two-thirds of votes of the members of the hearing board present at the time of the vote, provided a quorum is present. The hearing board may either (i) recommend to the Board of Directors the sanction to be imposed or

(ii) request that the Board determine the sanction to be imposed. All findings and recommendations by the hearing board shall be in writing.

The Board of Directors shall review the findings and recommendations as to sanction, if any, made by the hearing board.

5. Sanctions. Recommendations by the hearing board and determinations by the Board of Directors as to sanctions, as defined below, shall be made by the hearing board or the Board of Directors on the basis of the severity of the wrongful conduct of the individual, the extent to which IEEE's interests were prejudiced as a result of such conduct, and other factors that the hearing board or the Board of Directors considers relevant in the circumstances of the particular case. The hearing board shall make a recommendation on the time period for a suspension or a revocation.

The sanctions which may be imposed by the Board of Directors are as follows:

- A. Censure which shall mean an official reprimand. Such reprimand shall be in the form of a letter from the IEEE Board of Directors.
- B. Revocation which shall mean that the individual shall no longer be entitled to the rights and privileges of a member grade held at the Senior or Fellow level and shall be reassigned to a membership grade at the discretion of the IEEE Board of Directors.
- C. Suspension which shall mean:
- i. Level 1: All rights and privileges, as defined in IEEE Bylaw I-105, associated with the member grade held, as defined in IEEE Bylaw I-101, at the time the suspension begins, shall cease for the period of the suspension. The individual shall also be barred from any type of membership in any IEEE organizational unit, as defined in IEEE Bylaw I-107.1, and participation in any IEEE activity, for the period of the suspension, with the exception of pre-existing member insurance benefits.
 - ii. Level 2: All rights and privileges, as defined in IEEE Bylaw I-105, associated with the member grade held, as defined in IEEE Bylaw I-101, at the time the suspension begins, shall cease for the period of the suspension. The individual shall also be barred from all volunteer positions that could be held by an individual who is not an IEEE member for the period of the suspension.
- D. Expulsion which shall mean:
- i. Level 1: The individual shall no longer be a member of IEEE. All rights and privileges of membership shall cease, and the individual shall be removed from the membership rolls of IEEE. The individual shall also be permanently banned from any type of membership in any IEEE organizational unit, as defined in IEEE Bylaw I-107.1, and participation in any IEEE activity.
 - ii. Level 2: The individual shall no longer be a member of IEEE. All rights and privileges of membership shall cease, and the individual shall be removed from the membership rolls of IEEE. The individual shall also be permanently banned from all volunteer positions that could be held by an individual who is not an IEEE member.

6. Final Action by the IEEE 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. Any other Director may disqualify himself or herself on his or her own motion or be disqualified by an affirmative vote of the Directors voting on the question.

An affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to sustain the hearing board's findings as to cause and to sustain any recommendations by the hearing board as to sanction.

In the event that the Board of Directors sustains a finding by the hearing board as to cause, but either the hearing board made no recommendation as to sanction, or the sanction recommended by the hearing board is not sustained by the Board of Directors, then the sanction shall be determined by an affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present. The Board of Directors may reduce, but shall not increase, the sanction recommended by the hearing board.

Final action by the Board of Directors shall consist of the recorded ballots and findings made in writing on the issues of cause and sanction, in accordance with IEEE Bylaw I-110.6.

7. Notifications. The Board of Directors shall notify the member(s) charged of the decision taken. Expelled members' names shall be dropped from the membership rolls of IEEE.

The Board of Directors, at its discretion, may notify the membership of any expulsion, suspension, or censure. Notification may include a statement of the circumstances surrounding such action. Any such publication or notice to IEEE members shall be issued through the office of the IEEE Executive Director.

8. Readmission. Notwithstanding anything in these Bylaws to the contrary, an affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to approve the readmission to membership of a former member who has been expelled under the provisions of this Bylaw.
9. Misrepresentation. If information is presented to the Ethics and Member Conduct Committee (EMCC) indicating that the application for membership or transfer to a higher grade contains material misrepresentations or false statements, the EMCC shall investigate and provide the member an opportunity to submit an explanation. If the EMCC concludes that such application contains material misrepresentations or false statements, the membership shall be terminated and the member notified. All such actions taken by EMCC shall be reported to the IEEE Board of Directors.
10. Requests for Support. IEEE may offer support to engineers and scientists involved in matters of ethical principle that stem in whole or in part from adherence to the principles embodied in the IEEE Code of Ethics, and that can jeopardize a person's livelihood, can compromise the discharge of the person's professional responsibilities, or that can be detrimental to the interests of IEEE or of the engineering profession. All requests for support containing allegations against persons not members of IEEE or against employers or others, and matters of information considered to be relevant to the ethical principles or ethical conduct supported by IEEE shall be submitted initially to the Ethics and Member Conduct Committee. Requests for support shall not include requests that

the Ethics and Member Conduct Committee support a member who is the subject of a complaint as set forth in Bylaw I-110.1. IEEE support of persons requesting assistance or amicus curiae participation in legal proceedings shall be limited to issues of ethical principle.

The Ethics and Member Conduct Committee, following a preliminary investigation of any requests for support received, shall submit a report to the Board of Directors, which shall include findings and recommendations for consideration by the Board of Directors. The Board of Directors 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 Board of Directors may thereafter offer support to the person making the request as appropriate to the circumstances and consistent with Section 7.11 of the IEEE Policies.

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

I-111. Removal or Suspension of Delegates, Directors, and Officers

1. Vote to Remove Delegate/Director-Officer. A Delegate/Director-Officer elected by the voting members of IEEE may be removed, with or without cause, by vote of the voting members of IEEE, as follows:
 - a) Within thirty (30) calendar days following either (i) the affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, on a motion to remove such Delegate/Director-Officer, or (ii) the receipt by IEEE Headquarters or Operations Center of a petition signed by at least 10% of the total number of voting members of IEEE moving for the removal of such Delegate/Director-Officer, a ballot on such motion shall be submitted to the voting members of IEEE.
 - b) If a majority of the ballots cast for or against such motion are to remove such Delegate/Director-Officer, such Delegate/Director-Officer shall be removed from such positions.
2. Vote to Remove Delegate/Director-Officer of an Organizational Unit. A Delegate/Director-Officer elected by the voting members of an IEEE organizational unit may be removed from office, with or without cause, by a vote of the voting members of the IEEE organizational unit who elected that person, as follows:
 - a) Within thirty (30) calendar days following either (i) the affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, on a motion to remove such Delegate/Director-Officer, or (ii) the receipt by IEEE Headquarters or Operations Center of a petition signed by at least 10% of the total number of voting members in such an organizational unit moving for the removal of such Delegate/Director-Officer, a ballot on such motion shall be submitted to the voting members of such an organizational unit.
 - b) If a majority of the ballots cast for or against such motion are to remove such Delegate/Director-Officer, such Delegate/Director-Officer shall be removed from such positions.

- c) Bylaws or Operations Manuals specific to each IEEE organizational unit may define any further procedures beyond this Bylaw I-111.2.
3. Election Recall. 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 Operations Center, or received by an organization delegated by the IEEE Executive Director (see Bylaw I-306.2), before twelve o'clock noon on the first business day following the forty-fifth calendar 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 tenth business day following the final recall election ballot receipt date.

As provided in Bylaw I-305, the Tellers Committee shall announce the result of the tally of the votes no later than the tenth business day following the final recall election ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee, a copy of which shall be sent to the person who is the subject of the recall election. Subject to Bylaw I-307.19, the removal of such person shall be effective fifteen (15) calendar days after the date of such report.

4. Vote to Remove Assembly-Elected Director. A Director or Director-Officer elected by the Assembly may be removed from the position as Director or Director-Officer, with or without cause, by affirmative vote of two-thirds of the members of the Assembly who vote on a motion to remove such Director or Director-Officer, such removal to be effective at the time specified in such motion.
5. Suspension by the Board of Directors. An Officer elected by the Assembly or the voting members may not be removed from the position as an Officer by the Board of Directors, but his/her authority to act as an Officer may be suspended by the Board of Directors for cause, as follows:
- a) Cause shall mean conduct that is determined to be:
- a material violation of the IEEE Code of Ethics, or
 - a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of IEEE that is seriously prejudicial to IEEE, or
 - other conduct that is seriously prejudicial to IEEE.
- b) Upon receipt by the members of the Board of Directors of a complaint in the form of an affidavit, notarized and signed by at least three members of the Board of Directors, which sets forth with reasonable specificity the alleged conduct of an Officer occurring during the term as Officer that is alleged to constitute cause for the suspension of such Officer's authority to act as an Officer, such complaint shall be promptly transmitted to the Ethics and Member Conduct Committee. At the discretion of the Board of Directors, the authority of the charged Officer to act as an Officer may be temporarily suspended pending further proceedings, but only if the Board of Directors concludes, by an affirmative vote of two-thirds of the votes of the Directors present at the time of the vote, provided a quorum is present, 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 Ethics and Member Conduct Committee shall institute proceedings looking towards the suspension of such Officer's authority to act as an Officer if the Ethics and Member Conduct Committee determines, after a preliminary investigation, that there is a reasonable basis for believing (i) that the facts alleged in the complaint, if proven, would constitute cause for such suspension, and (ii) that the facts alleged in the complaint can be proven. In making such preliminary investigation, the Ethics and Member Conduct Committee may act in its own behalf or through ad hoc committees appointed by and under the direction of the Chair of the Ethics and Member Conduct Committee. The Ethics and 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 charged Officer or the Ethics and Member Conduct Committee.
- d) Any proceedings instituted by the Ethics and Member Conduct Committee shall be heard by the hearing board selected in the manner provided in Bylaw I-110.4. Upon instituting any such proceeding, the Ethics and Member Conduct Committee shall furnish the charged 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 Ethics and Member Conduct Committee, or its authorized representative, shall present the case against the charged Officer at the hearing. The hearing board shall base its decision only on testimony and other evidence presented at the hearing. The charged 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 charged Officer's conduct constitutes cause shall require an affirmative vote of two-thirds of the votes of the hearing board members present at the time of the vote, provided a quorum is present. All findings by the hearing board shall be in writing.
- e) If the hearing board finds that the charged 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 of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to affirm the hearing board's finding that the charged Officer's conduct constitutes cause. If such a finding is affirmed, a separate affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to determine the period of time during which the Officer's authority to act as an Officer shall be suspended. The members of the Board of Directors who signed the complaint shall not vote on either of the foregoing questions.
6. Suspension of an Officer. An Officer's authority to act in any official capacity shall automatically be suspended for any period during which his/her authority to act as an Officer is suspended as provided in Bylaw I-111.5.
7. Vote to Remove a Member of an IEEE Board or Committee or a Member of a Board or Committee of an Organizational Unit. A member of an IEEE Board or Committee may be removed as a member of that Board or Committee, with or without cause, by the affirmative vote of two-thirds of the members of the appointing body present at the time of the vote, provided a quorum is present. A member of a board or committee of an organizational unit may be removed as a member of that

board or committee, with or without cause, by either, as applicable, (i) the affirmative vote of two-thirds of the members of the appointing body, present at the time of the vote, provided a quorum is present, or (ii) the individual then currently holding the office that made the appointment.

Vacancies resulting from removal or suspension shall be filled following the methodology used to make the original appointment.

8. Vote to Remove IEEE Representatives. An IEEE Representative appointed to an outside organization by the Board of Directors or Major Board may be removed from the position as an IEEE Representative, with or without cause, by affirmative vote of two-thirds of the votes of the members of the appointing body present at the time of the vote, provided a quorum is present, to remove such IEEE Representative.

I-200. THE ASSEMBLY

I-201. Membership

1. How Constituted. The Assembly shall consist of 23 delegates, who shall be the IEEE President, the IEEE President-Elect, the IEEE Past President, the ten Region Delegates, and the ten Division Delegates.
2. Division Delegates. The terms of the Delegates from even-numbered Divisions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Divisions shall begin in even-numbered years. A Delegate elected by a Division shall be a member of and maintain membership in at least one of the Societies within that Division and shall have a term of office of two years. Additional eligibility requirements, beyond those stated in these Bylaws, shall be specified in the Technical Activities Board Operations Manual, as approved by the Technical Activities Board, and reported to the IEEE Board of Directors. 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. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.12.
3. Region Delegates. The Delegates elected by Regions shall be members of and reside in the Regions electing them and shall have terms of office of two years. Additional eligibility requirements, beyond those stated in these Bylaws, shall be specified in the respective Region Bylaws, as approved by the Member and Geographic Activities Board, and reported to the IEEE Board of Directors. 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. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.12.
4. Terms of Directors. As stated in the Constitution, all Delegates shall be elected Directors of the IEEE Board of Directors by virtue of their election as Delegates, and shall serve terms as Directors concurrent with their terms as Delegates. All Delegates-Elect shall be elected as Directors-Elect by virtue of their election as Delegates-Elect, and shall serve the same terms as Directors-Elect concurrent with their terms as Delegates-Elect.
5. Grade. All Delegates shall be of Fellow or Senior Member grade.
6. President. The presiding officer of the Assembly, as provided by the Constitution, shall be the President of IEEE.
7. IEEE Executive Director. The IEEE Executive Director shall serve as Staff Secretary for the Assembly and provide the recordkeeping and secretarial functions. In the absence of the IEEE Executive Director, the President shall perform the above functions or may delegate these tasks to another person.

I-202. Meetings

1. **Annual Meeting.** The annual meeting of the Assembly, required by the Constitution, shall be held in conjunction with the last regularly scheduled meeting of the Board of Directors in each fiscal year. Written notice shall state the place, date and hour of the meeting. A copy of the notice of the meeting shall be given, personally, by mail, or by facsimile telecommunications or by electronic mail, to each Delegate. If the notice is given personally, by first class mail, it shall be given not less than ten nor more than fifty calendar days before the date of the meeting. If mailed by any other class of mail, it shall be given not less than thirty nor more than sixty calendar days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the member's fax number or electronic mail address.
2. **Special Meetings.** Special meetings of the Assembly may be called by the Chair or by any five Delegates on notice to all other Delegates. Notice of any meeting shall state the place, date and hour of the meeting, and indicate that it is being issued by or at the direction of the person or persons calling the meeting. It shall specify the business which will be transacted at the meeting. The notice shall be given personally or by electronic mail not less than five calendar days before the date of the meeting, or by mail not less than ten calendar days before the date of the meeting. If sent by mail such notice shall be deemed to be given when deposited in the United States mail, with first class postage prepaid, directed to the delegate at his/her last known address. A special meeting of the Assembly to fill a vacancy occurring among the Corporate Officers, as specified in Bylaw I-301.12, must be called within 90 calendar days following existence of such a vacancy. If a Region or Division fails to fill a vacancy in the office of Region/Division Delegate within six months following notice of such vacancy, a special meeting of the Assembly shall be called within 90 calendar days thereafter to fill such vacancy.
3. **Adjourned Meeting.** Notice of any adjourned meeting of the Assembly, specifying the time and place of the next meeting, shall be given to the Delegates who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Delegates.
4. **Waiver.** Notice of a meeting need not be given to any Delegate who submits a written or electronic waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her. Waiver of notice need not specify the purpose of any regular or special meeting of the Assembly. If written, the waiver must be executed by the Delegate signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Delegate.
5. **Quorum.** A majority of the voting members of the Assembly shall constitute a quorum.
6. **Action of the Assembly at a Meeting of the Assembly.** Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-for-Profit Corporation Law of the State of New York, a majority of the votes cast, provided a quorum is present, shall be the act of the Assembly.

7. Unanimous Written Consent. Whenever Delegates are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent of all Delegates which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the Delegate by signing such consent or causing his/her signature to be affixed to such consent by any reasonable means including facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Delegate. Written or electronic consent thus given by all Delegates entitled to vote shall have the same effect as a unanimous vote of the Assembly.
8. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for Delegates for the purpose of attending any special meeting of the Assembly.

I-203. Functions

1. Election of Officers. The IEEE Assembly shall elect the following four Corporate Officers for terms of one year, who shall also thereby be elected Directors-at-large: the Vice President - Educational Activities (who shall serve as Chair of the Educational Activities Board), the Vice President - Publication Services and Products (who shall serve as Chair of the Publication Services and Products Board), the Secretary, and the Treasurer.

The IEEE Assembly shall also elect the Vice President-Elect - Member and Geographic Activities (who shall become the Vice President - Member and Geographic Activities after one year as Vice President-Elect). The Vice President – Member and Geographic Activities (who shall serve as Chair of the Member and Geographic Activities Board) shall be a Corporate Officer.

In accordance with the IEEE Constitution, at the discretion of the Assembly, the offices of Treasurer and Secretary may be held concurrently by one person. An individual who has been elected to serve during the same year as IEEE SA President, IEEE-USA President or Vice President - Technical Activities shall not be considered for an IEEE Assembly-elected position. The procedure listed below shall govern election of Corporate Officers by the Assembly:

- a) No nominations from the floor shall be permitted during the Assembly meeting at which the elections are held.
- b) Candidates, in addition to those on the IEEE Nominations and Appointments Committee slate and/or the Member and Geographic Activities Assembly slate, may be nominated no later than ten calendar days prior to the IEEE Assembly meeting, if the signatures of five IEEE Assembly members accompany the nomination. Candidates may only seek nomination for one of the positions for which they have been considered by either the IEEE Nominations and Appointments Committee or the MGA Nominations and Appointments Committee using these committees' established review processes. Biographies and position statements for such candidates provided to the IEEE Assembly shall be those considered by the respective nominating committee. Nominations, which shall remain confidential, along with endorsements, shall be submitted to a designee specified by the IEEE Assembly Chair who will promptly inform the IEEE Assembly of nominees qualifying under this provision.

- c) Each candidate on the ballot will have an opportunity to appear before the Assembly for five minutes for the purpose of making a presentation as to his/her candidacy. Each presentation shall be followed by a short question and answer period. If a candidate is unable to attend the IEEE Assembly meeting either in person or via electronic/telephonic means, he/she may designate an individual, who is not a member of the IEEE Assembly, to make the presentation on his/her behalf, however, no question and answer period shall follow.

The Assembly shall take appropriate action to fill vacancies on the Board of Directors as specified in Bylaw I-301.12.

- 2. Receipt and Filing of Reports. The Assembly shall receive reports, in accordance with Section 519 of the Not-For-Profit Corporation Law of the State of New York. The financial statements as described in subsections (1) through (4) of Section 519 shall be received by the Assembly at the first meeting at which are available the certified financial statements for the preceding calendar year. Changes in groups of members, and other information as required by subsection (5) of Section 519 shall be received by the Assembly as soon as practical following verification by the President and Treasurer. These reports shall be filed with the records of IEEE and copies or abstracts thereof entered in the minutes of the proceedings of the Assembly.

I-300. MANAGEMENT

I-300. General

1. Governance; Parliamentary Procedures; Meeting Protocol.

Governance. The policies, procedures, rules and regulations by which IEEE and its organizational units are governed are embodied in the following documents. The IEEE Certificate of Incorporation legally establishes IEEE. The IEEE Constitution, which can be approved and amended only by the voting members of IEEE, contains IEEE's fundamental objectives and organization. Implementation of the constitutional provisions by specific organizational units and their policies, is contained in these IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The IEEE Policies contains more detailed statements of specific policies, objectives and procedures which may be approved only by the IEEE Board of Directors.

The precedence of these documents should be remembered by all those engaged in IEEE management duties. The IEEE Bylaws shall not be in conflict with the New York Not-For-Profit Corporation Law, the IEEE Certificate of Incorporation, or the IEEE Constitution. The IEEE Policies must conform to the provisions of all these documents. Accordingly, additional documents governing organizational units such as operations manuals, policy statements and organizational unit bylaws shall conform to and not conflict with the provisions of the IEEE governing documents cited above.

Parliamentary Procedures. *Robert's Rules of Order* (latest revision) shall be used to conduct business at meetings of the IEEE Board of Directors, Committees of the Board of Directors, Committees of IEEE and other organizational units of the IEEE unless other rules of procedure are specified in the Not-For-Profit Corporation Law of the State of New York, the IEEE Certificate of Incorporation, the IEEE Constitution, these Bylaws, the IEEE Policies, resolutions of the IEEE Board of Directors, or the applicable governing documents of those organizational units provided such organizational documents are not in conflict with any of the foregoing.

The IEEE Board of Directors shall resolve any issues related to the interpretation of, and conformance of other documents to IEEE's governing documents.

Meeting Protocol. Meetings of the IEEE Board of Directors, Major Boards, and other organizational units shall be open for attendance by any IEEE member or staff. Guests (who are not members of the particular body) are not entitled to join the discussion but may be allowed to address the body at the discretion of the body. Meetings shall be convened in Executive Session when dealing with confidential matters such as, but not restricted to, individual matters, disciplinary actions, legal and business critical issues. Executive Sessions shall be conducted in accordance with *Robert's Rules of Order* (latest revision), Chapter 4, §9. Members of the Board of Directors shall be allowed to attend Executive Sessions of any board or committee unless there is a conflict of interest with respect to the matter being discussed. Barring a conflict of interest, members of the Board of Directors shall be granted access to the approved minutes of executive sessions of any organizational unit board, committee or council.

2. Conflict of Interest. All persons either elected or appointed to an IEEE office (including but not limited to any Board, Committee, Council, Society, Chapter, or other Organizational Unit), prior to acceptance and during tenure of that position, shall consider each item of business, where they have a vote or decision authority, to determine if an actual, perceived, or potential conflict exists with the interests of IEEE. A conflict of interest is a situation, transaction, or relationship in which a member's, volunteer's or staff person's decisions, actions, or votes could materially affect that individual's professional, personal, financial, or business concerns. In the event that a person nominated for or holding an IEEE office finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the IEEE Internal Audit Department and the person in charge of the activity (or the next higher authority if the member is in charge) and to the governing body of the unit of IEEE in which he or she holds office and recuse himself or herself at any Board, Committee, Section, Council, Society, Chapter, or other meeting from any deliberations or vote on the matter giving rise to the conflict of interest.

3. Indemnification. To the extent permitted by law, IEEE shall indemnify (i) each Director, Officer, former Director and former Officer of IEEE, (ii) each person who serves as a duly authorized volunteer or employee of a duly authorized IEEE activity, (iii) each person who shall have served at the request of IEEE as a Director or Officer of another organization, and (iv) each person who serves on those committees responsible for IEEE employee benefit plans, against judgments, fines, amounts paid in settlement and reasonable expenses, including without limitation attorney's fees and expenses, actually and necessarily 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 Board of Directors to have been duly authorized and is not found by the Board of Directors to have been taken in bad faith or in a manner inconsistent with the purposes or objectives of IEEE as expressed in Bylaws, IEEE Policies, or resolutions duly adopted by the Board of Directors or in policies and procedures duly adopted by an IEEE organizational unit which are applicable to the activity at issue, (ii) the person to be indemnified has otherwise met the standards of conduct set forth in Section 722 or established by Section 721 of the New York Not-For-Profit Corporation Law, and (iii) that such indemnification is not otherwise prohibited by law. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled.

4. Action of the Board of Directors and Committees.
 - 1) As stated in the IEEE Constitution, from time to time the Board of Directors may designate or appoint one or more boards or committees, which shall have such powers of the Board of Directors as it may confer. These boards and committees include the Major Boards, Committees of the Board, Committees of IEEE, and Ad-Hoc Committees, as described more fully in these Bylaws. Notwithstanding the conferral of such powers, the Board of Directors shall continue to retain the rights granted to it by common law and the Not-For-Profit Corporation Law of the State of New York and may act on matters of immediate importance, as determined by the Board of Directors, that otherwise would be or have been committed to such board or committee, provided that a decision to expel a member of IEEE shall require approval by two-thirds of the members of the Board of Directors present.

 - 2) Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-For-Profit Corporation Law of the State of New York, the vote of a majority of the votes of the members present and entitled to vote, at the time of the vote, provided a quorum

is present, shall be the act of the Board of Directors, the Committees of the Board of Directors, the Committees of IEEE as listed in IEEE Bylaw I-304, including the Major Boards, listed in IEEE Bylaw I-303, and any other board or committee reporting directly to the Board of Directors.

Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, the Not-For-Profit Corporation Law of the State of New York or the applicable governing documents of a board or committee of any organizational unit of IEEE (other than the Board of Directors, the Committees of the Board of Directors, the Committees of IEEE as listed in IEEE Bylaw I-304, including the Major Boards listed in IEEE Bylaw I-303, and any other board or committee reporting directly to the Board of Directors), the vote of a majority of the votes cast, provided a quorum is present, shall be the act of such board or committee.

- 3) Except as may otherwise be specifically provided by statute, the Certificate of Incorporation of the corporation or these Bylaws, members of the Board of Directors or any committee or board thereof may participate in a meeting of such board or committee by using conference telephone, electronic conferencing, electronic video screen, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence of the person in the meeting.
- 4) Unless otherwise restricted by statute, the Certificate of Incorporation of the corporation or these bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee or board reporting directly to the Board of Directors may be taken without a meeting if a unanimous consent, which sets forth the action, is signed, or acknowledged via e-mail by all members of the board or committee, as the case may be. If written, the consent must be executed by such party through signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the director. The action and written confirmations shall be filed with the minutes of the proceedings of the board or committee.
- 5) Unless otherwise restricted by statute, the Certificate of Incorporation of the corporation or these bylaws, any action required or permitted to be taken at a meeting of any board or committee of any organizational unit of IEEE (other than the Board of Directors, and any other board or committee reporting directly to the Board of Directors) with the exception of standards-developing committees of the IEEE Standards Association, may be taken without a meeting if a majority consent, which sets forth the action, is signed, or acknowledged via e-mail by a majority of all the voting members of the board or committee, as the case may be. If written, the consent must be executed by the member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the board or committee member. The action and written confirmations shall be filed with the minutes of the proceedings of the board or committee.

For standards-developing committees within the IEEE Standards Association, unless a more restrictive requirement is specified in the governing documents of the committee, majority consent of those participating provided a majority of the voting members on the committee respond, shall be required to approve an action taken without a meeting. The consent, which sets forth the action, shall be signed, or acknowledged via e-mail. If written, the consent must be executed by the member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the board or committee member. The action and written confirmations shall be filed with the minutes of the proceedings of the board or committee.

- 6) Matters for which the Board of Directors has delegated responsibility to an organizational unit pursuant to these Bylaws shall not be implemented until approval by the governing body of the organizational unit and subsequent review and approval by the Board of Directors. After approval by the governing body of the organizational unit, the matter shall be submitted to appropriate staff, as designated by the IEEE Executive Director, who shall oversee the process for obtaining approval by the Board of Directors and who shall also review and recommend any related changes to operations manuals or other documents for clarity, completeness, and conformance with the other governing documents of IEEE. Each such matter shall be distributed to the Board of Directors, but no later than 30 November of each calendar year. If no objections are raised by any of the Directors within 30 calendar days after distribution, the Directors shall be so notified, the matter may be implemented by the applicable organizational unit, and the matter shall be included on the consent agenda of the next regular meeting of the Board of Directors. If an objection is raised by one or more Directors during such 30 calendar day period, the matter shall not be implemented and, unless earlier resolved by resubmission of the matter to the Board of Directors in accordance with the foregoing procedure, or withdrawal of the matter, the matter shall be included on the action agenda of the next regular meeting of the Board of Directors.
5. Quorum. A majority of the voting members of the Board of Directors, a Major Board or any committee of either thereof shall constitute a quorum. A Major Board or committee may establish more restrictive quorum requirements, which shall be specified in its Operations Manual, and shall be reported to the IEEE Board of Directors.
 6. Voting. Individuals holding more than one position on the Board of Directors, a Committee of the Board, a Committee of IEEE, including a Major Board, and any other board or committee of any organizational unit of IEEE, shall be limited to one vote on each matter being considered by such board or committee.

I-301. Board of Directors

1. How Constituted. The Board of Directors shall consist of the following 31 Directors: the President, the President-Elect, the Past President, all of whom shall be elected by the eligible voting members of IEEE; the Vice President - Technical Activities, who shall be elected by the eligible voting members of IEEE who are also members of at least one Society; the IEEE-USA President, who shall be elected by the eligible voting members of Regions 1-6; the President IEEE SA, who shall be elected by the eligible voting members of IEEE who are also members of the Standards Association;

ten Region Directors, who shall be elected by the eligible voting members of each respective Region; ten Division Directors, who shall be elected by the eligible voting members belonging to one or more society within each respective Division; the Vice Presidents for Educational Activities, Member and Geographic Activities and Publication Services and Products, the Secretary and the Treasurer, all of whom shall be elected by the Assembly.

In such years as the Assembly shall elect one individual to hold the offices of Secretary and Treasurer, the number of members of the Board of Directors shall be reduced by one.

The entire Board shall consist of the total number of voting Directors, without vacancies. All Directors shall be of Fellow or Senior Member grade.

2. Directors-at-Large. The Directors elected by the Assembly, the Vice President - Technical Activities, the IEEE SA President, and the IEEE-USA President shall have Director-at-large status.
3. Meetings. The annual meeting of the Board of Directors, required by the Constitution shall be the last regularly scheduled meeting in each fiscal year of IEEE. The annual meeting of the Assembly shall be held in conjunction with the annual meeting of the Board of Directors which shall be scheduled at the same place. Notices of the Assembly annual meeting shall be distributed at the same time that notices are mailed for the annual meeting of the Board of Directors.
4. Approval of Meeting Schedule. The total number of regular meetings during the year normally shall be three. Locations and dates for approved meetings shall be in accordance with the criteria set forth in the IEEE Policies. Once scheduled, a meeting date or location may be altered or canceled only for sufficient cause by majority vote at a regularly constituted meeting of the Board of Directors or by consent of a majority of all Directors secured by or transmitted to the IEEE Secretary, not less than 20 calendar 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 Directors not less than ten calendar days before the original or the new date of said scheduled meeting, whichever is earlier.
5. Notice of Meetings. Special meetings shall be held upon notice to each Director at the call of the President, or Vice President(s), or by any five voting Directors. Notice of any meeting shall state the place, date and hour of the meeting, and unless it is a regularly scheduled meeting under Section 4 hereof, indicate that it is being issued by or at the direction of the person or persons calling the meeting, and unless it is a regularly scheduled meeting under Section 4 hereof, specify the business which will be transacted at the meeting. The notice shall be given personally or by electronic mail not less than five calendar days before the date of the meeting, or by mail not less than ten calendar days before the date of the meeting. For special meetings to be held by conference telephone, electronic conferencing, electronic video screen, or similar communications equipment, notice shall be sent to all Directors via telephone, electronic mail, facsimile, or recognized courier service, not less than 48 hours before the time set for the special meeting. If sent by mail such notice shall be deemed to be given when deposited in the United States mail, with first class postage prepaid, directed to the Director at his/her last known address. Notice of any adjourned meeting of the Board, specifying the time and place of the next meeting, shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

6. Waiver of Meeting Notice. Notice of a meeting need not be given to any Director who submits a written or electronic waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her. Waiver of notice need not specify the purpose of any regular or special meeting of the Board. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.
7. Meeting Documentation. Any documents and materials required to be sent to Directors pursuant to provisions of the Constitution and these Bylaws in connection with a meeting or otherwise shall be sent by such routings as shall ensure prompt delivery.
8. Electronic Participation in Special Meetings of the Board. One or more members of the Board who is not physically present at a special meeting of the Board may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.
9. Action of the Board by Unanimous Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by each Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.
10. Minutes of Meetings. Minutes of all meetings of the Board of Directors shall be distributed to all Directors. In the absence of extenuating circumstances, minutes of all meetings of the Board of Directors shall be distributed within 45 calendar days of the meeting.
11. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for Directors for the purpose of attending meetings of the Board of Directors or otherwise in the performance of their duties, and for Directors-Elect when invited to attend a meeting of the Board of Directors as observers.

No Corporate Officer or Director shall be interested, within the meaning of the New York Not-for-Profit Corporation Law, directly or indirectly, in any contract relating to the operations of 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 duly constituted meeting, provided that no sitting member of the Audit Committee may be considered for or receive any contract during his/her term of service on the Audit Committee.

No Corporate Officer or Director may participate in deliberation or voting with respect to his/her potential related party transaction as defined by the New York Not-for-Profit Corporation Law, and is required to disclose to the Board in good faith all facts related to his/her interest. The Board shall only authorize such contract after making a determination that is fair, reasonable and in the best interest of IEEE at the time of such determination.

12. Vacancies.

- 1) The incumbent President-Elect shall assume the duties of the President should the Presidential office become vacated, thereby vacating the office of President-Elect. Having served the remainder of the Presidential term, and the term to which he/she had been elected, the President shall serve as Past President. The Past President who is in office when the vacancy in the office of the President occurs shall serve one additional year.
- 2) The next most recently retired Past President available to serve shall fill a vacancy occurring in the office of Past President.
- 3) Should a vacancy occur in the office of the President-Elect or the President-Elect-Elect, the Assembly shall fill the vacancy. The individual assuming the office of President-Elect shall complete the remainder of the three-year term in the consecutive positions of President-Elect, President, and Past President.
- 4) In the event that a candidate for President-Elect becomes incapacitated and subsequently wins the election, the vacancy shall be filled by the Assembly.
- 5) An individual elected to fill an unexpired term of a corporate office that normally is filled by a Delegate-at-large does not become a Delegate-at-large unless already a Delegate-at-large or unless confirmed as such at the next general election.
- 6) The incumbent Region or Division Delegate-Elect/ Director-Elect shall assume the duties of the respective Region or Division Delegate/Director should that office become vacated, thereby vacating the office of Region or Division Delegate-Elect/Director-Elect. The person assuming such vacated office of Region or Division Delegate-Elect/Director-Elect shall complete the remainder of the term of the office that was vacated, followed by the term to which that person was elected to be Region or Division Delegate/Director. A vacancy shall occur in the office of Division Delegate at such time as the incumbent ceases to maintain membership in at least one Society in the Division that elected such Delegate. A vacancy shall occur in the office of Region Delegate at such time as the incumbent ceases to reside in the Region that elected that Delegate.
- 7) The Assembly shall fill other vacancies occurring in the Board of Directors or among the Corporate Officers for a period not to exceed the unexpired term of the office becoming vacant, provided that, if a vacancy shall occur in the office of a Region or Division Director, for which there is no provision in these Bylaws for a Delegate-Elect/Director-Elect who shall automatically assume the office of Delegate/Director, then the Region or Division that elected such Director shall have the right to elect a Director to serve the remainder of such term. If such Region or Division shall fail to elect a Director within six months after notice of such vacancy, the vacancy may be filled by the Assembly even if, by reason of such election, the number of Directors elected by the voting members shall be less than 60% of the total number

of Directors, provided, however, that any such Director elected by the Assembly, as opposed to the voting member, shall not be a Delegate.

- 8) Major Board Operations Manuals shall specify detailed methods by which vacancies in the offices of Director or Director-Elect shall be filled. A Director-Elect may fill the unexpired term without a further election. Vacancies in the office of Director-Elect shall be filled by a membership election. In the event that an organizational unit fails to elect a Director-Elect or fill the Director vacancy within six months, the vacancy shall be filled by the Assembly.
 - 9) For any circumstances that have not been foreseen in these Bylaw provisions, the Assembly shall fill such a vacancy.
13. IEEE President's Award. The IEEE President, with the consent of the Board of Directors, may name individuals to receive the IEEE President's Award. Normally, no more than two awards will be bestowed in any given year. This recognition may be given to individuals, not necessarily members of IEEE, whose careers have exhibited distinguished leadership and contributions to the public. To those recipients not already members of IEEE, this recognition shall carry an entitlement of the privileges of IEEE except the right to vote and hold office therein.

I-302. Corporate Officers and Duties, Annual Report of the Secretary

1. How Constituted. The Corporate Officers of IEEE shall be the President, the President-Elect, the IEEE-USA President, the Vice President - Technical Activities, and the Corporate Officers elected by the Assembly as defined in Bylaw I-203.1.
2. Incapacity of the President. An incapacity of the President that does not constitute a vacancy of office shall be determined by the Board of Directors. In addition, the President may declare a condition of incapacity and the duration thereof by written communication to the Secretary.

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

3. Duties of the IEEE Secretary and Assistant Secretary.
 - A. Annual Report of the Secretary. In addition to the duties specified in the Constitution, the Secretary shall prepare an Annual Report on membership, meetings, and IEEE activities to be submitted to the Board of Directors.
 - B. Assistant Secretary. The IEEE Board of Directors shall appoint a member of the staff to act as Assistant Secretary. If the IEEE Executive Director is not serving as the Assistant Secretary, the IEEE Executive Director shall recommend another member of the staff, for appointment by the Board of Directors.

The Assistant Secretary shall have such powers and duties as the Secretary may assign. If the Secretary is absent, disqualified from acting, unable to act or refuses to act, the Assistant Secretary shall have the powers of, and perform the duties of, the office of the Secretary exclusive of his/her role and responsibilities as an IEEE Director.

4. Duties of the IEEE Treasurer and Assistant Treasurer.

- A. Treasurer's Report. In addition to the duties specified in the Constitution, the Treasurer shall make a report to the Board of Directors semiannually concerning the status of IEEE investments.
- B. Assistant Treasurer. The IEEE Board of Directors shall appoint a member of the staff, as recommended by the IEEE Executive Director, to act as the Assistant Treasurer.

The Assistant Treasurer shall have such powers and duties as the Treasurer may assign. If the Treasurer is absent, disqualified from acting, unable to act or refuses to act, the Assistant Treasurer shall have the powers of, and perform the duties of, the office of the Treasurer exclusive of his/her role and responsibilities as an IEEE Director.

5. Vacancies. A vacancy among the Corporate offices and the duration thereof shall be determined by the Board of Directors. Any vacancy in the Corporate offices shall be filled as provided in Bylaw I-301.12.
6. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for the Corporate Officers, incurred in the performance of their IEEE duties over and above their duties as Delegates and Directors.

I-303. Major Boards

1. Appointment by Board of Directors. The activities of 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 IEEE not adequately fulfilled by the voluntarily associated groups, committees of members shall be appointed by the Board of Directors. Those committees, known as Committees of the Board of Directors and Committees of IEEE are as listed in Bylaws I-304 and I-305. The Major Boards are deemed to be a form of Committees of IEEE. Any voting members of the Major Boards and Committees appointed by any body, other than the IEEE Board of Directors, as specified in these Bylaws, shall be annually submitted to the IEEE Board of Directors for affirmation.
2. Major Boards. The IEEE Board of Directors establishes the following Major Boards:

IEEE Educational Activities Board (EAB)

IEEE Member and Geographic Activities Board (MGAB)

IEEE Publication Services and Products Board (PSPB)

IEEE Standards Association (IEEE SA)

IEEE Technical Activities Board (TAB)

IEEE United States of America (IEEE-USA)

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

Major Boards and their organizational units may organize and sponsor meetings, seminars, symposia, conferences, and other programs on matters related to the interests of the units, within their technical and geographical boundaries.

Major Boards and their organizational units may authorize newsletters, periodicals, magazines, proceedings, and other publications as it may deem necessary for effectively disseminating and publicizing their activities. In so doing, it shall administer the policies and standards set by the Publication Services and Products Board as they relate to publications.

Each Major Board shall be appointed a Staff Secretary who shall be a member of IEEE staff as designated by the IEEE Executive Director.

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

EAB shall be responsible for administration of the annual assessment paid to ABET, Inc.

EAB Membership. The Educational Activities Board shall consist of up to 16 members, including the Chair, who shall be the Vice President - Educational Activities; the immediate Past Vice President - Educational Activities; two members having strong interest in engineering education from Technical Activities, jointly appointed by the Vice President - Technical Activities and the Vice President - Educational Activities; two members having strong interest in engineering education from Member and Geographic Activities, one from Regions 1 - 6, and one from Regions 7 - 10, jointly appointed by the Vice President - Member and Geographic Activities and the Vice President - Educational Activities; one member from the Standards Association, jointly appointed by the President, Standards Association and the Vice President - Educational Activities; Chair of the IEEE-HKN Board of Governors; the EAB Treasurer; and the Chairs of the following EAB committees: University Resources, Nominations and Appointments, Awards and Recognition, Pre-University Education Coordinating, Section Education Outreach, and Continuing Education, all of whom shall be appointed by the Chair of the EAB and affirmed by a majority of EAB; and the Staff Secretary who shall serve without vote.

The members of each EAB Committee shall be approved by the Educational Activities Board. Up to two non-members of IEEE may be appointed as voting members on each of the following EAB Committees: Pre-University Education Coordinating; EPICS in IEEE; and Continuing Education. The Chair of each EAB Committee shall be an IEEE Member.

4. Publication Services and Products Board (PSPB). The IEEE Publication Services and Products Board shall report to the Board of Directors and shall be responsible for formulating and recommending information-related, published services and products policies to the Board of Directors, establishing and maintaining standards and procedures for IEEE information dissemination, recommending policies and best practices as they relate to the IEEE website, and otherwise coordinating and assisting those activities of IEEE and its various organizational units. It is expected that IEEE organizational units will fulfill their obligations for their services and products. Once approved by the Board of Directors, these procedures become part of the policy and procedures of IEEE. Other organizational units shall be responsible for administering those policies set by PSPB as they relate to the publications, services and products for which they are responsible.
 - a) IEEE shall provide services and products which disseminate information on technical, scientific, professional, and newsworthy topics of interest to members, the engineering and scientific community, and the general public.
 - b) IEEE shall publish a magazine entitled IEEE SPECTRUM, which contains technical and scientific articles of general interest to the entire membership.
 - c) IEEE shall publish a newspaper entitled THE INSTITUTE, which contains news of current events in IEEE itself, the industry, and the engineering and scientific community.
 - d) IEEE SPECTRUM and THE INSTITUTE shall be distributed to all Honorary Members, Fellows, Senior Members, Members, Associate Members, Graduate Student Members, and Student Members.

PSPB Membership. The Publication Services and Products Board shall consist of not more than 29 members, which shall include the Vice President – Publication Services and Products, who shall serve as Chair; nine Members-at-large appointed by the IEEE Board of Directors for three-year staggered terms, for which PSPB shall recommend nominees; one IEEE Young Professional, member appointed by the Chair for a one-year term; the Editors-in-Chief of IEEE Press, Proceedings, and Potentials; one member from each of the Spectrum and Institute Advisory Boards; one current or past member of the Computer Society Board of Governors, appointed by that Board; one member appointed by each of the other Major Boards; the Chairs of the PSPB Committees and other appointments, as specified in the PSPB Operations Manual; and the Staff Secretary, who shall serve without vote.

5. Member and Geographic Activities Board (MGAB). The IEEE Member and Geographic Activities Board shall be responsible to the Board of Directors and shall serve the needs of the members of IEEE by maintaining, enhancing, and supporting the geographical organizational units of IEEE. MGAB shall be responsible for IEEE membership and member development. Membership includes recruitment, administration of admissions, retention, elevation, and service, as well as related operational and budget issues. Member development includes member value development, new member programs and services and support for members' careers, in collaboration with other IEEE Organizational Units.

MGAB Membership. The Member and Geographic Activities Board shall consist of not more than 22 members including the Vice President - Member and Geographic Activities who shall be Chair; the Vice President-Elect, who shall be Chair-Elect; the immediate Past Chair; the MGAB Treasurer, who shall be selected by the MGA Assembly; the ten Region Directors; three Vice Chairs who shall be specified in the MGA Operations Manual, and who shall be selected by the MGA Assembly; representatives of zones as specified in the MGA Operations Manual; and the Staff Secretary, who shall serve without vote. Members of MGAB shall be of Fellow or Senior Member grade.

Individuals holding more than one position on MGAB shall be limited to one vote.

With the exception of MGA Committees related to Student activities, in which the MGA Board has determined that a Student Member may serve as Chair, the Chair of each MGA Committee shall be an IEEE voting member.

Up to four non-members of IEEE may be appointed as voting members of the Member Benefits Portfolio Advisory Committee.

6. Standards Association (IEEE SA). The IEEE Standards Association shall be responsible to the Board of Directors for standards programs that enhance the strategic initiatives of IEEE. The IEEE SA shall establish, coordinate, develop, approve, and revise IEEE standards and conduct other standards-related activities in fields of interest to IEEE. The IEEE SA shall be the IEEE interface in standards-related matters with external bodies. The IEEE SA Board of Governors shall be the governing body of the Standards Association, and it shall reflect the technical and global standards interests of IEEE.

IEEE SA Board of Governors (IEEE SA BOG) Membership. The IEEE SA BOG shall consist of not more than 14 voting members who shall be the IEEE SA President, who shall be elected for a two-year term by the eligible voting members of IEEE who are also members of the Standards Association; the IEEE SA President-Elect or the most recent IEEE SA Past President willing to serve; the Chair of the Standards Board, who shall be appointed by the IEEE SA BOG; the most recent Past Chair of the Standards Board willing to serve; the Chair of the IEEE SA Entity Collaborative Activities Governance Board (CAG), who shall be appointed for a two-year term by the IEEE SA BOG; the IEEE SA Treasurer, who shall be appointed for a two-year term by the IEEE SA President; eight Members-at-large, four of whom shall be elected by the eligible voting members of the Standards Association and four of whom shall be appointed by the IEEE SA BOG, as specified in the IEEE Standards Association Operations Manual. The Staff Secretary shall serve as a member without vote. The IEEE SA Past President shall serve as a voting member of the IEEE SA BOG in which years there is no IEEE SA President-Elect.

All voting members of the IEEE SA BOG shall be of Member, Senior Member, or Fellow grade, and shall have membership in the IEEE SA, as specified in the IEEE Standards Association Operations Manual.

Subject to confirmation by the IEEE SA BOG, the IEEE SA President may appoint up to six non-voting individuals to the IEEE SA BOG for a one-year term to facilitate its work. These individuals shall be members of IEEE SA and should represent a specifically needed skill or experience not found in the current BOG membership. Subject to Bylaw I-304.5, all individuals shall be appointed on an annual basis.

7. IEEE Technical Activities Board (TAB). The IEEE Technical Activities Board shall be responsible to the Board of Directors for directing the advancement of the theory and practice, of electrical, electronics, communications and computer engineering, as well as computer science, and the allied branches of engineering and the related arts and sciences and technologies, and their application for the benefit of IEEE members worldwide and for the general public.

TAB shall encourage and support its Societies, Councils, and Committees to develop and deliver to their global customers appropriate and timely intellectual property products, in either printed or electronic form, or through meetings on current or emerging technologies.

TAB Membership. The Technical Activities Board shall consist of the Chair, who shall be the Vice President - Technical Activities; the immediate Past Chair; the Vice Chair, who shall be the TAB Vice President-Elect; the Society Presidents; the Technical Council Presidents; the ten Division Delegate/Directors; the TAB Treasurer; the Chair of the TAB Periodicals Committee; the Chair of the TAB/PSPB Products and Services Committee; and the Chair of the IEEE Conferences Committee. The TAB Assistant Treasurer and the Staff Secretary shall be non-voting members of TAB.

The Vice President – Technical Activities shall be elected by the eligible voting members of the IEEE who are also members of at least one society. The Society Presidents shall be elected or appointed in accordance with the bylaws of each respective Society. The Technical Council Presidents shall be appointed by the Board of Governors of each respective Council. The ten Division Delegate/ Directors shall be elected in accordance with the IEEE Bylaw I-307. The TAB Assistant Treasurer shall be appointed by the Vice Chair, for a one-year term, to coincide with the final year of service of the TAB Treasurer, and shall become the TAB Treasurer upon completion of the term as Assistant Treasurer. The TAB Treasurer shall serve a two-year term, with reappointment permissible for up to a maximum of six years. The Chair of the TAB Periodicals Committee shall be appointed by TAB for a two-year term. The Chair of the TAB/PSPB Products & Services Committee shall be appointed jointly by TAB and PSPB for a two-year term, with reappointment permissible for up to a maximum of four years.

The Vice President - Technical Activities shall be ineligible to serve a second full term.

8. IEEE United States of America (IEEE-USA). The IEEE United States of America shall be responsible to the Board of Directors and shall recommend policies and implement programs specifically intended to serve and benefit the members, engineering professionals, and general public in the United States. IEEE-USA shall be the organizational unit that represents the professional interests of IEEE before U.S. governmental bodies. It shall also be responsible for coordinating and reporting, under federal disclosure laws, all official communications with government.

IEEE-USA Board Membership. The IEEE-USA Board of Directors shall consist of not more than 16 members, which shall include the IEEE-USA President, who shall be Chair; the IEEE-USA President-Elect; the IEEE-USA Past President; the Directors for Regions in the United States; one member from Technical Activities, who shall be a sitting or past Director or Director-Elect and appointed by the Vice President – Technical Activities with the concurrence of the IEEE-USA President; one U.S. IEEE Early Career Representative, three IEEE-USA Vice Presidents and the Treasurer all of whom shall be appointed by the IEEE-USA Assembly; and the Staff Secretary who shall serve without vote.

Members of the IEEE-USA Board of Directors shall be of Senior or Fellow Member grade, with the exception of the IEEE Early Career Representative, who shall be an IEEE US Member at the

Graduate Student Member Grade or higher who has graduated with a first professional degree within the past 15 years.

The IEEE-USA President shall be ineligible to serve a second full term.

9. Major Board Operating Procedures. Each Major Board shall adopt operating procedures that are responsive to the needs of such Major Board for the purpose of governing its operations and administration. These operating procedures shall be maintained in an Operations Manual and shall conform to and not conflict with the IEEE governance documents described in Bylaw I-300. The Operations Manuals or any amendments to its procedures shall not be adopted until such Operations Manuals or any amendments have been submitted to and reviewed by the IEEE Governance Committee. The minimum required information to be contained in the Major Board Operations Manuals shall be specified in the IEEE Policies.

I-304. Committees of the Board, Committees of IEEE and Additional Boards and Ad Hoc Committees

1. Committees of the Board of Directors. The Board of Directors by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more Directors, and each of which, to the extent provided in the resolution or amendment to these bylaws, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:
 - a) The submission to members of any action requiring members' approval.
 - b) The filling of vacancies in the Board of Directors or in any Committee.
 - c) The amendment or repeal of these bylaws or the adoption of new bylaws.

The following Committees of the Board, with a scope and mission statement approved by the Board of Directors, shall be established by and report to the Board of Directors:

Audit Committee

Executive Performance and Compensation Committee

Employee Benefits and Compensation Committee (on certain matters specified in its charter)

The following Committees of IEEE, each with a scope and mission statement approved by the Board of Directors, shall be established by and shall report to the Board of Directors and shall have no authority to bind the Board:

Awards Board

Diversity and Inclusion Committee

Election Oversight Committee

Ethics and Member Conduct Committee

European Public Policy Committee

Fellow Committee

Finance Committee

Global Public Policy Committee

Governance Committee

History Committee

Humanitarian Technologies Board

Industry Engagement Committee

Investment Committee

New Initiatives Committee

Nominations and Appointments Committee

Organizational Unit Alignment Committee

Public Visibility Committee

Strategy and Alignment Committee

Tellers Committee

For purposes of I-304 and I-305, the term “Committees” refers to both Committees of the Board of Directors and Committees of IEEE.

2. Appointment of Committee Chairs, Members, and Staff Secretaries.
 - a) Unless specified otherwise in a governing document approved by the Board of Directors, the chairs and members of the Committees shall be appointed by the Board of Directors. In accordance with IEEE Bylaw I-303.1, the voting members of the Committees appointed by individuals or committees, other than the IEEE Board of Directors, as specified in these Bylaws, shall be annually submitted to the IEEE Board of Directors for affirmation.
 - b) Where the governing documents approved by the Board of Directors provide for member appointments to Committees and Boards by bodies other than the Board of Directors, such appointments shall be made by the respective appointing bodies in consultation with the respective Chairs of such Committees and Boards.

- c) The following Committees shall have at least one member who obtained his or her first collegiate degree within the last fifteen years at the time of appointment and who is at Graduate Student Member, Member grade or higher:

Ethics and Member Conduct Committee

European Public Policy Committee

History Committee

Industry Engagement Committee

Nominations and Appointments Committee

Tellers Committee

- d) Staff secretaries shall be designated by the IEEE Executive Director, when appropriate, to assist the committees in their work.
3. Subcommittees. Each Board and Committee shall have the right to create subcommittees of its own selection. Voting members of all Boards, Committees, and subcommittees thereof shall be members of IEEE and must be of Graduate Student Member, Member, Senior Member or Fellow grade, unless specified otherwise in these Bylaws. Qualified individuals, who need not be members of IEEE, may be appointed to serve as non-voting 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 this Bylaw and I-304.5. Where the Bylaws provide for liaison appointments to Committees and Boards, such appointments shall be made by the respective appointing authorities in consultation with the respective Chairs of the Committees or Boards, subject to ratification by the Board of Directors at its next meeting.
4. Term of Appointment. Unless specified otherwise, the term of appointment for members, including the Chair and any other officers of the Boards and Committees listed in Bylaw I-304 and I-303, shall be for the calendar year of appointment. However, acceptance of appointment will carry with it the understanding that a member would normally be re-appointed annually to serve for no more than three consecutive years.
5. Duration of Service. Unless specified otherwise, the consecutive period of service of any member of any Board or Committee listed in Bylaw I-305 shall not extend beyond three years, except that a Chair or Past Chair may serve one additional year. The limitations of tenure may be waived in individual cases for reasons deemed by the Board of Directors to be in the best interests of IEEE.
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 Committee in any calendar year.
7. Additional Appointments. Additional appointments with the approval of the Board of Directors may be made to any Board or 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. Committee Operations Manual. The functions, scopes, and responsibilities of each Committee, together with rules for operation and guidance, as recommended by the Committee, shall be compiled by the IEEE Executive Director for the approval of the Board of Directors and contained in a document titled "Committee Operations Manual." Following appointment, each new member of a Committee shall be provided with a copy of the applicable Manual.
9. Involvement with Outside Organizations. In support of IEEE purposes and objectives, there may be both ad hoc and continuing working arrangements with other not-for-profit organizations that may be of a local, national, or international nature. The Board of Directors shall be responsible for establishing policies, procedures, and guidelines for the conduct of such arrangements (see IEEE Policies, Section 5). The Board of Directors may authorize the IEEE Executive Director or other specified IEEE organizational units to take all necessary actions to support such arrangements. These delegations of authority generally shall be to the highest level within the IEEE organizational structure consistent with the nature of the outside organization and the joint programs. Such IEEE representatives or delegates shall vote in these bodies as instructed by the Board of Directors when a position has been taken by the Board of Directors.
10. Ad Hoc Committees of the Board of Directors. An Ad Hoc Committee of the Board of Directors may be appointed from time to time by the Board of Directors, the President, or President-Elect to address a specific issue or activity that is not appropriate to be addressed by an ongoing Committee of IEEE.

The scope, membership, source of funding, and expected duration of each such Ad Hoc Committee shall be specified at the time of appointment. If the President or the President-Elect appoints an Ad Hoc Committee, notification of the formation shall be provided to the Board of Directors within seven business days, including the above Ad Hoc Committee elements.

An Ad Hoc Committee may be appointed to provide expert advice to the IEEE Board of Directors on a particular subject. When specialized expertise is required, non-members of IEEE shall be eligible for appointment as voting members of an Ad Hoc Committee.

The activities of an Ad Hoc Committee are expected to be completed by the end of the calendar year of the Committee's formation, at which time the Ad Hoc Committee shall terminate. Ad Hoc Committee term extensions in increments of one calendar year or less may be made by the appointing body, the President, or President-Elect, as applicable.

I-305. Functions and Membership of the Committees

1. Audit Committee. The Audit Committee shall be comprised solely of independent directors as such term is defined by the New York Not-for-Profit Law. It shall be appointed by and responsible to the Board of Directors with respect to matters involving the accounting, auditing, financial reporting, risk management, regulatory and compliance, and internal control functions of IEEE. It shall review policies and procedures which substantially impact the financial operations of IEEE, monitor conformance thereto, and recommend such changes as it considers desirable.

Membership. The Audit Committee shall consist of not fewer than three nor more than five voting members, and the Immediate Past Chair who shall serve as an ex officio member without vote. Members shall be chosen from those who will be serving the first year of a two-year term on the Board of Directors, none of whom shall be a corporate officer. All members of the Audit

Committee must be financially literate and one such member shall be a Financial Expert selected considering the definitions and attributes enumerated in the Audit Committee Charter as it may be revised from time to time. Members shall be appointed for two-year staggered terms. If there is an insufficient number of qualified candidates for Committee membership available from the first year Board members, the Board of Directors may appoint a second year Board member for a one-year term.

The Board of Directors shall appoint the Chair, normally from those who will be serving the second year of their term on the Committee.

2. Awards Board. The Awards Board shall be responsible to the Board of Directors for administering the awards specified in the IEEE Policies; for monitoring all other awards, scholarships, and formal recognitions excluding Fellow grade elevations; for recommending candidates for IEEE Honorary Membership; and for developing an awards structure for recognizing excellence in activities within the fields of interest to IEEE. The Awards Board shall recommend policies to the IEEE Board of Directors for awards, scholarships, and formal recognitions of IEEE other than Fellow awards, under its administrative purview. It may delegate to the appropriate body responsibility for administration, selection of candidates, and presentation of all awards, other than those listed in IEEE Policies.

Membership. The Awards Board shall consist of not more than 21 members who shall be the Chair and Vice Chair, appointed by the Board of Directors; the Past Chair; Treasurer and Chairs of the Medals Council, Technical Field Awards Council, Recognitions Council, Presentation and Publicity Committee, Awards Policy and Portfolio Review Committee and Joint Awards with National Societies Committee, all of whom shall be appointed by the outgoing Awards Board; six Members-at-large, four of whom shall be appointed by the Board of Directors, one Division Delegate/Director and one Region Delegate/Director who shall be appointed by their respective Vice Presidents, and whom shall be the only members of the Awards Board who are also members of the Board of Directors; the Chairs of the Awards and Recognition Committees of EAB, MGAB, IEEE SA, TAB and IEEE-USA, all of whom shall be appointed by their respective Vice Presidents.

3. Diversity and Inclusion Committee. The Committee shall assist the Board of Directors in support of IEEE's commitment to advancing diversity in the technical profession, and to promoting an inclusive and equitable culture that welcomes, engages, and rewards all who contribute to the field, without regard to race, religion, gender, disability, age, national origin, sexual orientation, gender identity, or gender expression.

Membership. The Diversity and Inclusion Committee shall consist of 11 members including the Chair, appointed by the IEEE Board, as recommended by the IEEE Nominations and Appointments Committee; a Vice Chair selected from the current members of the Committee; two Members-at-Large, appointed by the IEEE Board, as recommended by the IEEE Nominations and Appointments Committee; and one member appointed by each of the Chairs of the Major Boards (EAB, IEEE SA BOG, IEEE-USAB, MGAB, PSPB, and TAB) and the Awards Board. The IEEE Executive Director shall serve as a non-voting member. The Chair shall serve a one-year term, with reappointment permissible for an additional one-year term. The Vice Chair shall serve a one-year term and the Members-at-Large and other appointees shall serve two-year staggered terms, with re-appointment permissible for one additional two-year term. The Chair shall work with the Major Board Chairs to ensure their appointees reflect the diverse, global nature of IEEE's membership and activities.

4. Election Oversight Committee. The Election Oversight Committee shall be appointed by and be responsible to the IEEE Board of Directors as a Committee of the Corporation and shall assist the IEEE in adjudicating election-related matters in the IEEE Annual Election and all other IEEE elections. The Committee shall develop, maintain, and moderate the official Constitutional Amendment discussion forum, and assist forum participants in reaching consensus on statements for placement on the ballot. It shall provide advice and guidance on electioneering related matters and recommend appropriate changes to electioneering procedures.

Membership. The Election Oversight Committee shall consist of at least seven and up to thirteen members, including a Chair and a Vice-Chair. At least five members shall have been previously elected using the IEEE Annual Election ballot system. At least one member shall be a current or past member of the IEEE Tellers Committee. At least one member shall be a past member of the IEEE Nominations and Appointments Committee. Members of the IEEE Board of Directors, IEEE Directors-Elect, and individuals who are on the ballot or petitioning to be on the ballot of the current or following year's IEEE Annual Election are ineligible to serve. Individuals who have initiated a Constitutional Amendment petition for the current or following year's IEEE Annual Election are also ineligible to serve. Members shall be appointed for three-year staggered terms with reappointment permissible. The Chair and Vice-Chair shall be selected from among the members and appointed for a one-year term. The Chair should have at least one year prior service on the Committee. Members may serve up to six consecutive years and may not be reappointed to the Committee after a consecutive six years of service without a two-year break. During service on the Election Oversight Committee, members shall not engage in electioneering for or against candidates or other initiatives in any IEEE election.

5. Employee Benefits and Compensation Committee. The IEEE Employee Benefits and Compensation Committee shall report to the IEEE Board of Directors. It shall review and recommend for approval to the IEEE Board of Directors compensation guidelines, benefits whose costs are budgeted, and related matters, including philosophy, policies, programs, long-term planning, and financial considerations for IEEE employees. The Committee shall also provide guidance to IEEE in its role as Administrator for all employee benefit plans of IEEE governed by the Employee Retirement Income Security Act of 1974 (ERISA). To ensure relative market reasonableness, the Committee shall review and approve the employee benefits and compensation provided to disqualified persons , with the exception of the IEEE Executive Director, as specified in the Committee Charter. The Committee shall also review and provide a report to the IEEE Board of Director, annually of individuals whose compensation is reported on the annual IRS Form 990. The Executive Performance and Compensation Committee shall oversee all matters related to the compensation and benefits provided to the IEEE Executive Director as defined in these Bylaws.

Membership. The IEEE Employee Benefits and Compensation Committee shall be appointed by the IEEE Board of Directors and shall consist of at least six members, who shall serve three-year staggered terms, which may include up to two Members-at-large who may be non-members of IEEE. At least three members of the committee shall be sitting members of the IEEE Board of Directors. Individuals may be re-appointed to serve one additional term. The Chair shall be an IEEE member, shall serve a one-year term, and shall normally be serving in their second or subsequent year on the EBCC. Officers or other individuals restricted from service on the IEEE Employee Benefits and Compensation Committee shall be specified in the IEEE Employee Benefits and Compensation Committee Charter. Non-members of IEEE who are eligible for appointment as

voting members shall be professionals in the field of human resources, compensation, regulatory compliance, employee relations, organizational development, and/or employee benefits and wellness.

6. Ethics and Member Conduct Committee. The Ethics and Member Conduct Committee shall make recommendations for policies and/or educational programs to promote the ethical behavior of members, non-members, and staff, and shall consider instituting proceedings, as defined in IEEE Bylaws I-110 and I-111, related to matters of member discipline and member requests for support.

The Committee shall be responsible for determining or recommending sanctions, as defined in IEEE Bylaw I-110, and other disciplinary actions against members found to have been responsible for misconduct. For non-members found to have been responsible for misconduct while participating in an IEEE activity, the Committee shall be responsible for determining disciplinary actions.

Neither the Ethics and Member Conduct Committee nor any of its members shall solicit or otherwise invite complaints, nor shall they provide advice to individuals regarding complaints, except they may provide information on the IEEE process for reporting misconduct.

Membership. The IEEE Ethics and Member Conduct Committee (EMCC) shall consist of not more than ten (10) voting members that shall include the Chair, Vice Chair, and seven members, all of whom shall be appointed by the Board of Directors, and the Chair of the EMCC Conduct Review Committee, who shall be appointed by the EMCC Chair. Members who are appointed by the Board of Directors shall serve two-year staggered terms, with reappointment permissible for one additional two-year term.

Members of the IEEE Board of Directors may not simultaneously serve as members of the EMCC. Members of the EMCC Conduct Review Committee may not simultaneously serve as members of the EMCC, with the exception of the Chair of the EMCC Conduct Review Committee. The EMCC membership should include IEEE members with experience in, and knowledge of, the major organizational units of IEEE.

7. European Public Policy Committee. The European Public Policy Committee (EPPC) shall advise the IEEE Board of Directors on activities and programs focused on shaping public policy in the European Union (EU) and European Free Trade Association (EFTA) countries and the United Kingdom (UK) to benefit IEEE members, engineering professionals and the general public. The Committee shall coordinate public policy activities in Europe and shall be an advocate on such matters for IEEE members in the countries specified above. The Committee shall oversee and provide opportunities and activities for IEEE members in Europe to engage in policy initiatives that includes, but is not limited to, the development of public policy papers, organizing and attending meetings and events, participation on policy working groups, increased interaction with regional governmental bodies and agencies, and other activities that look to advance technology through public policy. The European Public Policy Assessment, as defined in IEEE Bylaw I-108.6, shall be used to fund activities and shall be overseen by the EPPC.

Membership. The European Public Policy Committee shall consist of not more than thirteen members, all of whom shall be appointed for two-year terms by the Board of Directors with reappointment permissible for a second two-year term. The terms of the members shall be staggered. All members shall reside within the European Union/European Free Trade Association

countries and the United Kingdom (UK). The Chair, who shall be appointed by the IEEE Board, shall be selected from among the members and shall serve a one-year term in that position, with reappointment permissible. Each year the Committee shall select one member to serve as its Vice-Chair. Members shall have an understanding of effective and appropriate methods of engaging in public policy initiatives.

8. Executive Performance and Compensation Committee. The IEEE Executive Performance and Compensation Committee shall be responsible to the Board of Directors with respect to determining activities and matters relating to the IEEE Executive Director's annual goal setting, performance evaluation, compensation and benefits. To ensure relative market reasonableness, annually the Committee shall review relevant market data and, based on its analysis, propose the employee benefits and compensation of the IEEE Executive Director to the Board of Directors for its review and approval in accordance with IEEE Policies and related contractual obligations in accordance with the Executive Director's employment agreement, if any. The Committee shall also perform such other tasks as specified in its Charter.

Membership. The IEEE Executive Performance and Compensation Committee shall be comprised of the IEEE President, President-Elect and Past President. The IEEE President shall serve as the Chair.

9. Fellow Committee. The Fellow Committee shall be responsible to the Board of Directors for making recommendations to the Board of Directors for nominees to be conferred the grade of Fellow. The Fellow Committee shall also provide a citation for each such nominee. The total number of Fellow recommendations in any one year must not exceed one-tenth of one percent of the IEEE voting membership on record as of 31 December of the year preceding. The nomination process shall be set forth in the Fellow Committee Operations Manual.

No member of the Board of Directors, the IEEE Fellow Committee (IEEE FC), or the staff shall act as Nominator, Reference, or Endorser for any Fellow Nominee. No member of the Society/Technical Council (S/TC) Fellow Evaluating Committee or the Cohort Fellow Evaluating Committee reviewing a nomination shall act as Nominator, Reference, or Endorser for that Fellow Nominee. If the nominator, reference, or endorser occupies any of these positions on the date of submission of the nomination, reference, or endorsement form, then the nomination, reference or endorsement by such person shall not be considered.

Membership. The Fellow Committee shall consist of not more than 52 members, including the Chair and Vice Chair, all of whom shall be appointed by the Board of Directors. Members shall serve a two-year staggered term with reappointment permissible for one additional two-year term. The Chair and Vice Chair shall be selected from among the members and shall serve one-year terms in those positions with reappointment permissible for one additional term. Members shall be chosen from among those of Fellow grade and reflect the diverse, global nature of IEEE's membership, with consideration to geographic, technical, and professional representation, and Standards' activities. The Vice Chair shall assist the Chair and shall act on behalf of the Chair in the event of his/her incapacity.

10. Finance Committee. The Finance Committee shall be appointed by and shall report to the Board of Directors. The Finance Committee shall be responsible for annually providing a statement concerning IEEE's short-term and long-term financial strategy; providing a list of all financial issues affecting IEEE; developing the Capital and Operating Budgets; and providing a statement of

allocated and unallocated operating and capital reserves of IEEE, subdivided by individual organizational unit.

Membership. The Finance Committee shall consist of not more than ten members including the Treasurer, Past Treasurer, and the financial representatives from the Awards Board, Educational Activities Board, Humanitarian Technologies Board, Publication Services and Products Board, Member and Geographic Activities Board, Standards Association, Technical Activities Board and IEEE-USA. Travel support for these representatives shall be the responsibility of the appointing organizational unit. All members of the Finance Committee shall have voting rights. The Treasurer shall act as Chair.

11. Global Public Policy Committee. The Global Public Policy Committee shall advise IEEE through the IEEE Board of Directors on matters related to public policy. It shall encourage, assist, coordinate, and oversee public policy activities throughout the IEEE with the goal of enhancing and sustaining IEEE's reputation as a globally-relevant resource of high-quality, balanced and effective advice, information, and advocacy on public policy issues within IEEE's sphere of technical competence and professional interest. Its specific processes and functions shall be specified in a Board-approved Charter and Operations Manual.

Membership. The Committee shall comprise a Chair and eight Members-at-large, who shall be appointed by the Board of Directors for two-year terms, and who shall be eligible for reappointment for up to six consecutive years of service. One Member-at-large, chosen by the Committee, shall serve as Vice-Chair. Committee Members shall have relevant experience in public policy, preferably within IEEE. They shall not concurrently serve on the IEEE Board of Directors or the Governing Board of a Major Organizational Unit. In selecting members, consideration shall be given to achieving diversity among geographic, professional, technical and other relevant perspectives. Members shall be selected from at least five different countries.

12. Governance Committee. The IEEE Governance Committee shall be appointed by and shall be responsible to the Board of Directors. The Committee shall assist the Board of Directors on governance matters related to the effectiveness and efficiency of IEEE. Such matters shall include, but are not limited to, the review of proposed amendments to IEEE's governing documents to assure clarity, consistency, and legal compliance; leadership training and orientation for new Board members; and providing guidance on organizational structure.

Membership. The IEEE Governance Committee shall consist of up to ten voting members, including the IEEE Secretary who shall be Chair, the Immediate Past Secretary, and up to eight additional members who shall be appointed by the Board of Directors for two-year terms with reappointment permissible for a second two-year term. The terms of the members shall be staggered. Members shall have a detailed knowledge of IEEE and its governing documents, operations, vision and strategic direction, and an understanding of best governance practices.

(Reference Appendix A: IEEE Bylaw Updates Approved by IEEE Board of Directors with Future Effectivity Dates)

13. History Committee. The History Committee shall be appointed by and shall report to the Board of Directors. The History Committee shall be responsible for promoting the collection, writing, and dissemination of historical information in the fields covered by IEEE technical and professional activities, as well as historical information about IEEE and its predecessor organizations. It shall

provide assistance to all major boards, work with external institutions when helpful information is requested and can be secured, and provide information and recommendations to the Board of Directors when appropriate. The History Committee also works with the IEEE History Center in recommending historical projects to be carried out by or under the direction of the Center.

Membership. The History Committee shall consist of not more than 15 members, who shall be chosen for knowledge of and interest in electro technical history. In view of the special expertise required, non-members of IEEE shall be eligible for appointment as voting members of this Committee. Terms shall be two years with reappointment permissible for a second two-year term. The Chair shall be selected from among the members for a one-year term with reappointment permissible for one additional term and shall be an IEEE member. The Staff Secretary shall serve as an ex officio non-voting member.

14. Humanitarian Technologies Board. The IEEE Humanitarian Technologies Board (HTB) shall be appointed by and shall be responsible to the Board of Directors. The Committee shall support the Board vision of IEEE volunteers around the world carrying out and/or supporting impactful humanitarian technology activities at the local level. Humanitarian Technology activities shall be defined as those IEEE programs and activities focused principally on applying science, engineering, and technology to satisfy the unaddressed social needs of specific communities which are not adequately served by existing government, commercial or non-commercial services.

The HTB shall oversee and support all Humanitarian Technology Programs in IEEE, including those executed by other IEEE organizations. The HTB shall also be responsible for execution of Humanitarian Technology programs assigned to them by the IEEE Board of Directors.

The HTB shall support development of programs enabling volunteer engagement in humanitarian technology activities; review and evaluate the overall effectiveness of Humanitarian technology programs across IEEE, encourage, assist, and recommend best practices as they relate to programs and projects throughout the IEEE; evaluate funding proposals for projects to be carried out at the local level; and establish relationships with other non-IEEE entities sharing similar goals with respect to humanitarian efforts.

Membership. The IEEE Humanitarian Technologies Board shall consist of not more than sixteen voting members. Up to ten of these members shall be appointed by the IEEE Board of Directors, including the Chair, the Immediate Past Chair, and may include one non-IEEE member who has specialized expertise in the area of humanitarian efforts. Six of these members shall be appointed by the respective major board Vice-President or President, as follows, in consultation with the HTB chair: two members from the Member and Geographic Activities Board, with one from Regions (1)-(7) and one from Regions (8)-(10); two members from the Technical Activities Board; one member from the Educational Activities Board; and, one member from the Standards Association. Members have relevant experience and knowledge of IEEE humanitarian technology activities, as well as an understanding of best practices with regards to evaluating, monitoring, and assessing programs and activities. The Chairs of all subcommittees shall be members of HTB.

The HTB Chair shall serve a one year term with reappointment permissible for an additional year. The Immediate Past Chair shall serve until replaced. In the event the Immediate Past Chair is unable or unwilling to serve, the next most recent Past Chair available and willing shall serve on the Committee. Committee members, including any non-IEEE members, shall serve a one year term with reappointment permissible for up to two additional one year terms.

The maximum consecutive term of membership on the board (excluding time as Chair, Past Chair or on any HTB subcommittee) is three years.

15. Industry Engagement Committee. The Industry Engagement Committee shall advise on, and recommend to, the IEEE Board of Directors activities, proposals and programs focused on increasing IEEE's connection with industry, government and industry professionals, i.e., industry engagement. The Committee shall assist in the development of IEEE's strategic direction as it relates to industry engagement. The Committee shall facilitate IEEE industry engagement activities broadly across IEEE, coordinate at the IEEE level, identify and act on opportunities, gaps and overlaps across IEEE, launch initiatives, and recommend to the IEEE Board of Directors needed development of products and services to meet the needs of industry, government and industry professionals.

Membership. The Industry Engagement Committee shall consist of not more than thirteen voting members, including the Chair, Vice Chair, and the most recent Past Chair willing to serve, all of whom shall be appointed by the IEEE Board of Directors. One non-voting liaison member shall be appointed by the Chair of each Major Board (EAB, IEEE SA BoG, IEEE-USA, MGAB, PSPB and TAB). Members and non-voting liaison members shall serve two-year staggered terms with reappointment permissible for one additional two-year term. The Chair, who should have recent experience on the Committee, and the Vice Chair, shall be selected from among the Committee members and shall serve a one-year term in those positions with reappointment permissible for one additional term. The Vice Chair shall assist the Chair and shall act on behalf of the Chair in the event of his/her incapacity. Members and non-voting liaison members may serve up to two consecutive terms and may be reappointed to the Committee with a two-year break in service. The Past Chair shall serve until replaced. Members and non-voting liaison members should have knowledge of IEEE's operations, structure, vision and strategic direction, and recent experience as an industry professional. In selecting members and non-voting liaison members, they should be actively engaged in IEEE industry engagement activities and consideration shall be given to experience in industry-related areas such as standards activities, technical activities, government relationships, strategy development and other relevant perspectives.

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

Membership. The Investment Committee shall consist of not more than eleven members including a Chair; the IEEE Treasurer; one member appointed by the IEEE President; one member appointed by the Vice President - Technical Activities; and from four to seven Members-at-large. The Members-at-large, including the Chair, shall be appointed by the Board of Directors on the recommendation of the Treasurer. In view of the expertise required, with the exception of the appointments made by the President and the Vice President - Technical Activities who shall be IEEE

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

17. New Initiatives Committee. The IEEE New Initiatives Committee (NIC) shall be appointed by and report to the IEEE Board of Directors. The NIC shall identify, recommend, and monitor new initiative projects and programs consistent with IEEE's vision, mission, and Strategic Plan.

Membership. The New Initiatives Committee shall consist of not more than eleven voting members as follows: the Chair; Chair-Elect; Past Chair; the IEEE President-Elect; a representative from IEEE's strategic planning activity, as appointed by the IEEE President; and up to six Members-at-large who shall serve two-year staggered terms. In view of the special expertise required for Members-at-large, selection will be based on competencies in the fields of science, technology and engineering, up-to-date knowledge on research, practice and education of science and engineering fields. Following completion of his/her term as Chair-Elect, that individual shall automatically become the Committee Chair. The Chair-Elect shall be selected from among those individuals who have served at least one full term as a Member-at-large on the committee and are IEEE members in good standing of Graduate Student Member, Member, Senior Member or Fellow grade. Members shall not serve as advocates or be directly involved in the development of proposals under consideration by NIC within the conflict of interest guidelines that shall be specified in the Committee Operations Manual.

18. Nominations and Appointments Committee. The Nominations and Appointments Committee shall be appointed by and shall be responsible to the Board of Directors and shall:

- 1) Submit to the Board of Directors a list of candidates recommended for appointment to all Committees, Boards, and Major Boards (as defined in Bylaws I-303 and I-304) for the ensuing year, excluding those persons who are nominated through other sources as provided in these Bylaws. The list shall be submitted in time for appointment before 31 December of the preceding year or as otherwise called for in these Bylaws.
- 2) Discharge responsibilities assigned to it pursuant to Bylaw I-307.
- 3) Submit to the Assembly, prior to its annual meeting, a list of candidates recommended for election by that body for the positions set forth below and in accordance with the following:

Vice President - Educational Activities,

Vice President - Publication Services and Products,

Secretary,

Treasurer

- a) No candidate may be nominated for more than one position.
 - b) Each slate shall contain the names of two or more candidates. At least two of the candidates shall not be included on the IEEE Annual Election ballot for a position in which the period of service as a member of the IEEE Board of Directors will run concurrently with the Assembly-elected position.
- 4) Membership. The Nominations and Appointments Committee shall comprise 16 members as follows: six members, who shall serve two-year terms, three of whom shall be appointed in even-numbered years, three of whom shall be appointed in odd-numbered years, at least one of whom shall be chosen from among those of Fellow grade, and none of whom shall be concurrently serving on the Board of Directors; the Chair-Elect, who shall be the Past President currently serving on the Board of Directors in such capacity and who shall assume the position of Chair in the succeeding year; the Chair; the Past Chair; the Chair of each Major Board Nominations and Appointments Committee and the Chair of the Awards Board Nominations and Appointments Committee.

In the event the Past President declines to serve as Chair-Elect, a past member of the Board of Directors not currently serving on the Board of Directors shall be recommended for the position by the Nominations and Appointments Committee and appointed by the Board of Directors.

- 5) A member of the Nominations and Appointments Committee shall not be eligible to be elected or appointed to any office for which the Nominations and Appointments Committee makes nominations.
 - 6) During service on the Nominations and Appointments Committee, members shall not engage in electioneering for or against candidates or other initiatives in any IEEE election.
19. Organizational Unit Alignment Committee. The IEEE Organizational Unit (OU) Alignment Committee shall be a Committee of IEEE reporting to the IEEE Board of Directors. The Committee shall provide a venue for the leadership from the various organizational units across the IEEE to come together to discuss their activities and to look for opportunities to collaborate on projects and initiatives or other matters applicable to the different groups, thereby strengthening partnerships, communications, and cross-OU alignment. The Committee shall work to drive improved performance across the organization to provide better experiences for the many constituencies (members, volunteers, non-members, customers, partners, etc.) the organizational units serve.
- Membership. The Organizational Unit Alignment Committee shall comprise the Chairs of the six Major Boards as voting members, and the Managing Directors who directly support the Major Boards. The role of Chair, and related responsibilities, shall be rotated among the members based on a schedule determined by Committee consensus.
20. Public Visibility Committee. The IEEE Public Visibility Committee shall be appointed by and report to the IEEE Board of Directors. The Public Visibility Committee shall be responsible for the public visibility initiative, related communications and other activities focused on increasing public understanding of how engineering, computing and technology benefit humanity, and to promote the visibility of engineering, computing and IEEE technical professionals who carry out this work.

Membership. The IEEE Public Visibility Committee shall consist of not more than six voting members, including the Chair, all of whom shall be appointed by the IEEE Board of Directors. Members shall serve two-year staggered terms with reappointment permissible for one additional term. The Chair, who should have recent experience on the Committee, shall be selected from among the Committee members and shall serve a one-year term in that position with reappointment permissible for one additional term. In view of the expertise required, non-members of IEEE shall be eligible for appointment as voting members of this Committee. Members shall have knowledge of, or experience in public visibility initiatives or corporate communication programs.

21. Strategy and Alignment Committee. The IEEE Strategy and Alignment Committee shall be a Committee of IEEE responsible to the IEEE Board with respect to matters involving the development and maintenance of an IEEE Strategic Plan. It shall coordinate strategic planning activities and the alignment of such activities across the organization. The Committee shall examine IEEE's mission, vision, value statements, and governing principles for currency and relevance, and advise the Board of Directors on strategic matters and priorities to be considered relative to IEEE's core purposes.

Membership. The Strategy and Alignment Committee shall be comprised of twelve voting members including the IEEE Past President, who shall serve as Chair, IEEE Secretary, IEEE Treasurer, Chair of the IEEE New Initiatives Committee, one member-at-large, one member appointed by each of Chairs of the Major Boards (EAB, IEEE SA BOG, IEEE-USAB, MGAB, PSPB, and TAB), and one member appointed by the Chair of the IEEE Foundation Board. The IEEE Executive Director shall be a non-voting member of the Committee.

The member-at-large, and seven appointees shall serve two-year staggered terms, with reappointment permissible for one additional two-year term.

Members should have core competencies such as strategic planning and program assessment experience. The appointees from the Organizational Units should be actively engaged in strategic planning for the Organizational Unit and have the ability and desire to provide alignment and linkage to their Organizational Unit's strategy. The Chair shall work with the Major Board Chairs to ensure the committee membership shall reflect the diverse, global nature of IEEE's membership and activities.

22. Tellers Committee. The Tellers Committee shall be appointed by and shall be responsible to the Board of Directors. The Tellers Committee shall oversee all matters related to the IEEE annual election ballot and ballots including Constitutional Amendments, provided to the membership of IEEE or to groups of members for a vote, including, but not limited to processing of ballots received; tallying of the votes; preparation and administration of the ballot; setting, approving and granting exceptions to the calendar and timeline of events related to the election; and processing of petitions. The Tellers Committee will coordinate its activities with the IEEE Election Oversight Committee in areas that relate to the responsibilities and duties of both committees.

The Tellers Committee shall announce the tally of the votes not later than the tenth business day following the final election ballot receipt date (as defined in Bylaw I-307.14), the final recall election ballot receipt date (as defined in Bylaw I-111) or the final referendum ballot receipt date (as defined in Bylaw I-308), as the case may be, in a report to the Board of Directors signed by the Chair

of the Tellers Committee. In the event of a tie vote for the office of IEEE President-Elect, the IEEE Assembly shall choose between the nominees (as defined in Bylaw I-307.15.)

The Tellers Committee shall announce the tally of the petition signatures, not later than 15 business days following the deadline for receipt of petitions, in a report to the Board of Directors signed by the Chair of the Tellers Committee.

The Tellers Committee shall have such other related duties as are delegated to it by resolution of the Board of Directors.

During service on the Tellers Committee, members shall not engage in electioneering for or against candidates or other initiatives in any IEEE election.

Membership. The Tellers Committee shall consist of not more than ten IEEE voting members, including the Chair and Vice Chair, appointed by the IEEE Board of Directors.

I-306. IEEE Executive Director and Other Staff

1. Guidelines for hiring, terms of employment and compensation of the IEEE Executive Director shall be specified in the IEEE Policies.
2. Responsibilities of IEEE Executive Director. The IEEE Executive Director shall be the chief operating officer of IEEE; shall be in charge of IEEE Headquarters, IEEE's staff and operations; shall be responsible for all property and equipment owned and used by IEEE, for which he/she shall be responsible to the Board of Directors; and shall perform such additional duties as specified by the Board of Directors.

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

3. Secretarial Functions. The IEEE Executive Director shall, under the supervision of the IEEE Secretary, perform such functions as are necessary for meeting the responsibilities assigned to the IEEE Secretary.
4. Fiscal Responsibilities. The IEEE Executive Director shall cooperate with the Finance Committee and, under the supervision of the Treasurer, execute IEEE fiscal policies and operations.
5. Role With Respect to Publications. The IEEE Executive Director shall cooperate with the Publication Services and Products Board and, under the direction of the Vice President - Publication Services and Products, administer IEEE publication activities.
6. Role With Respect to Tellers Committee. The IEEE Executive Director shall assist the Tellers Committee in the performance of its work.
7. IEEE Strategic Plan. The IEEE Executive Director, working with the IEEE Board of Directors, shall have oversight responsibility for the implementation of the IEEE Strategic Plan.

8. IEEE Website. The IEEE Executive Director shall have oversight responsibility for the IEEE website and related policies and practices.
9. Meeting Attendance. The IEEE Executive Director shall attend such meetings of IEEE, its units, and related bodies as may be required in the discharge of his/her duties.
10. Voting Privileges. No member of the staff shall have any vote by reason of membership on any IEEE Board or Committee.
11. IEEE Corporate Seal. The IEEE Corporate Seal shall be circular in form and have inscribed thereon the name of The Institute of Electrical and Electronics Engineers, Incorporated, and the words "Founded" and "New York" and "1884."

I-307. Nominations and Elections

1. Nominations and Appointments Committees. The following requirements shall govern the Nominations and Appointments (N&A) Committees of the six Major Boards and the IEEE Awards Board N&A Committee:
 - a) The Chair of each of these N&A Committees shall be either the past past chair, immediate past chair or chair-elect of the governing body of that organizational unit as specified in the governing documents of that organizational unit. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the organizational unit's N&A Committee available shall be the Chair of that respective N&A Committee. With extenuating circumstances, an organizational unit may appoint a different individual to this position.
 - b) Chairs shall not be eligible to be elected to the Board of Directors during their term of service.
 - c) At least two-thirds of the voting members of each N&A Committee shall be elected or appointed by the governing body of their respective organizational unit.
 - d) A member of an N&A Committee may be nominated and run for a position for which such member's respective N&A Committee is responsible for making nominations only on the following conditions: (i) the nomination is not made by a member of the same N&A Committee and (ii) the member resigns from the N&A Committee prior to its first meeting in which the nomination shall be made.
2. Call for Nominations. The Chair of the IEEE Nominations and Appointments Committee shall invite the submissions of suitable names to be considered by the IEEE Nominations and Appointments Committee for various elective offices of the organizational units.
3. Candidate Qualification and Vetting. All individuals shall be vetted by the IEEE Legal and Compliance Department prior to discussion of their nomination for appointment or election to any offices on the IEEE Annual Election ballot, Committees of the IEEE Board of Directors, Committees of the IEEE, and the six Major Boards. The IEEE Legal and Compliance Department shall refer the names of individuals who require additional review to the IEEE Election Oversight Committee (EOC). The IEEE Policies and EOC Operations Manual shall specify procedures for review of credentials, and for qualification and disqualification of candidates and potential candidates (including nominees, petitioners and petition candidates).

These procedures shall be to ensure that the potential election or selection of such nominees, petitioners, and petition candidates meet all eligibility requirements, have had a thorough and fair review of evidence in context, and determine that such individuals, would not be harmful to the interests or reputation of IEEE.

The individuals under review will be provided with the opportunity to address and comment on charges that may lead to disqualification.

4. President-Elect Candidates. The IEEE Nominations and Appointments Committee shall submit to the Board of Directors the names of at least two candidates for the office of President-Elect. In addition to the slate presented by the IEEE Nominations and Appointments Committee to the Board of Directors to be considered as candidates for the position of IEEE President-Elect, the Board of Directors shall employ the following process to determine any other individuals to be considered as candidates.

- To be eligible for consideration by the Board of Directors as a candidate for the office of President-Elect, all such additional candidates shall have been considered for the President-Elect position by the IEEE Nominations and Appointments Committee, using the Committee's established procedures.
- A nomination of an additional candidate supported by at least eight (8) Board members, excluding the candidate, if applicable, must be received no later than 12:00 Noon Eastern time, ten (10) calendar days prior to the date of the Board of Directors meeting at which deliberations will be held to select the candidates for the office of President-Elect to be presented to the membership.
- Nominations from Board members, which shall remain confidential, shall be submitted to a designee specified by the IEEE Executive Director. Candidate biography and position statements, provided to the Board shall be those considered by the IEEE Nominations and Appointments Committee.
- Qualifying nominations and supporting documentation shall be provided to the Board of Directors no later than 48 hours after the deadline for receipt of such nominations.
- No nominations shall be permitted from the floor at the meeting of the Board of Directors at which deliberations shall be held to select the candidates for the office of President-Elect to be presented to the membership.

The detailed procedures to be followed when selecting the IEEE President-Elect candidates shall be specified in the IEEE Policies.

At least one year of IEEE Board of Directors service is required for all individuals before consideration by the IEEE Nominations and Appointments Committee or declaration of their intention to petition for the office of IEEE President-Elect.

5. Submission of Proposed Nominees. The IEEE 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.

6. Delegate-Elect/Director-Elect. Each Region and Division through their respective Nominating Committees may propose a Delegate-Elect/Director-Elect slate rather than a Delegate/Director slate. A Delegate-Elect/Director-Elect shall automatically become the Delegate/Director without further election on the expiration of the incumbent Delegate/ Director's term or upon vacancy of the office. The term of office of a Delegate-Elect/Director-Elect may be one or two years.
- a) The Regional Delegate-Elect/Director-Elects shall serve a two-year term.
 - b) The Division Delegate-Elect/Director-Elects shall serve a one-year term.
7. Submission of Slates. Slates of candidates submitted by IEEE organizational units for inclusion on the annual election ballot must be submitted to the Board of Directors by 15 March of each year. Slates shall be accompanied by each candidate's written acceptance of his or her nomination. In the absence of a slate of candidates, the office shall not appear on the IEEE Annual Election ballot, nor shall petitions be accepted for the office.
8. Single Nomination Slates. Submission by a Region or Division Nominating Committee of a slate containing a single nominee for a Delegate/Director or a Delegate-Elect/Director-Elect position may be accepted by the Board of Directors under special circumstances as specified in this Bylaw.

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

- a) Region and Division Provisions for Single Candidates. Submission by a Region or Division of a proposed slate with a single nominee for the office of Region or Division Delegate/Director or Delegate-Elect/Director-Elect shall be permitted under extraordinary extenuating circumstances, if all of the conditions of the following paragraphs (i), (ii) and (iii) are fulfilled:
 - i) The voting members of said Region or Division shall be given a timely reminder (via THE INSTITUTE, newsletter, or other communication to all voting members) that nominations for the position of Director or Director-Elect may be placed on the ballot by petition. A copy shall be delivered to the Managing Director for MGAB or TAB for use by the MGAB or TAB Nominations & Appointments Committee, and to the IEEE Executive Director for use by the IEEE Nominations & Appointments Committee at the same time it is given to the members.
 - ii) At least two-thirds of the Region or Division Nominating Committee members shall have voted to submit a single candidate.
 - iii) The Bylaws of the Region, or 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 Managing Director, Member and Geographic Activities Department.

9. Voting Members Candidate Notification. In accordance with Article XII of the IEEE Constitution, the Board of Directors shall submit to all voting members on or before 1 May of each year a list of nominees for President-Elect; Delegate/Director or Delegate-Elect/Director-Elect, whichever is applicable; and such other officers to be elected by voting members for the coming term.
10. Petitioners and Petition Candidates. Individual voting members may propose, by petition, names to be added to the IEEE annual election ballot for positions of the officers to be elected by the voting members or groups of voting members for the coming term.

Petitioners are individuals who are in the process of collecting signatures on a petition to become candidates.

Petition Candidates are individuals who have met all requirements to be a candidate in an election via the petition process.

For all positions where the electorate is less than or equal to 30,000 voting members, signatures shall be required from 2% of the eligible voters.

For all positions where the electorate is more than 30,000 voting members, 300 signatures of eligible voters plus 1% of the number of eligible voters shall be required.

Qualifications of petition candidates and procedures for announcement, distribution, and approval of petitions shall be specified in the IEEE Policies.

The completed petition shall be submitted in a letter to the Board of Directors, to be received at IEEE Operations Center no later than 12:00 noon ET USA (16:00 UTC) on the Friday preceding 15 May of the year of the election.

- i. For IEEE President-Elect candidates, only signatures submitted electronically through the IEEE annual election website at www.ieee.org/petition no later than 12:00 noon ET USA (16:00 UTC) on the Friday preceding 15 April of the year of the election shall be accepted.

11. Approval of Ballot. During the period between the Friday preceding 15 May and 1 August of the year in which the election will be held, the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, shall be authorized to take any necessary actions on any petitions and to approve the ballot.
12. Ballot Submission Schedule. No later than the first business day following 14 August, the Board of Directors shall submit to eligible voting members on record as of 30 June, a ballot listing all nominees for the positions to be filled by election by the membership.
13. Candidature Withdrawal. Each proposed nominee named by the Board of Directors shall be consulted and, if he/she so requests, his/her name shall be withdrawn.
14. Ballot Presentation. The list of nominees required to be submitted to all voting members by the Constitution shall contain one or more names for the office of President-Elect.

The ballot presented to voting members of each of the Regions/Divisions where an election of Region/Division Delegate/Director or Region/Division Delegate-Elect/Director-Elect is to take place

shall contain the names of not fewer than two nor more than three candidates submitted in accordance with the MGAB and TAB sections of these Bylaws. In addition, the ballot shall contain the names of candidates nominated by valid petitions in accordance with IEEE Policies, Section 13.7.

The source of nomination of each candidate shall be identified. When desired, the Region ballot may also contain names of candidates for other Region offices (other than Region Delegate/Director) as determined by the Region Committee. If an individual is a voting member in Societies in more than one Division, that individual may participate in the election of each such Division. Regardless of how many Society memberships may be held within any one Division, an individual shall have only one vote in each Division election. For those cases where more than one candidate is on the ballot for any single office, the source of the nominations shall be identified adjacent to each name and the order of the list of names on the ballot for each office shall be randomized or determined by a lottery process conducted by the Tellers Committee. The ballot shall carry a statement to the effect that the order of the names was randomized or selected by lottery and indicates no preference.

15. Ballot Marking; Voting; Tellers Committee Announcement; Election Results. Ballots will be valid only when completed in accordance with the instructions accompanying the ballot and when received at IEEE Headquarters or by a qualified organization designated by the IEEE Executive Director before twelve o'clock noon on the first business day following 30 September (the "final election ballot receipt date"). Ballots shall be validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the tenth business day following the final election ballot receipt date. As provided in Bylaw I-305, the Tellers Committee shall announce the result of the tally of the votes not later than the tenth business day following the final election ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee. The results of the vote shall become official upon acceptance by the Board of Directors of the Tellers Committee report, and in the case of an election challenge, the report of the IEEE President, IEEE Secretary and IEEE Executive Director, as specified in Bylaw I-307.19. Each nominee for office listed on the ballot shall be advised promptly of the Tellers Committee tally of the votes applicable to their respective elections. Eligible voting members shall be permitted to vote in each election for one nominee for each office appearing on the ballot. Subject to Bylaws I-307.16 and I-307.19, 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 for all positions, with the exception of the IEEE President-Elect.
- The IEEE Assembly shall choose between the nominees for the office of IEEE President-Elect.
- The IEEE Assembly shall advise the newly elected IEEE President-Elect and report the election result to the IEEE Board of Directors.

16. Write-in Votes; Election Report. For all positions on the annual election ballot, the provision for allowing write-in votes shall not be provided.

For elections of organizational units where ballots are used, write-in votes shall be permitted. In such elections, the ballots may include and identify, for each office in said election, space in which the voter may indicate the name of any person he/she desires to elect to that office, provided the individual is not already on the official ballot for the intended position. For such names to be counted in the election, each person so indicated shall meet such qualifications as may be specified for the office by the IEEE Constitution or Bylaws of the organizational unit conducting the election. The number of votes so cast for any such person shall have the same effect on the outcome of the election as if his/her name had been submitted on the ballot. The tally of such votes shall be included in the election report whenever the number of votes is sufficient to affect the order of preference of the candidates for the office. The provisions of Bylaw I-307.14 shall be observed. If any write-in candidate shall be declared to have won an election, 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.

17. Oversight for Election Irregularities. The IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary and IEEE Executive Director, shall have the authority to act whenever the President determines, that irregularities, the incapacity or death of a candidate, or other unforeseen circumstances have or are likely to otherwise materially and adversely 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 relevant membership group. In acting under this Bylaw, the IEEE President may temporarily assign to other persons or positions within IEEE the duties of any corporate office or position that is vacant and may take any and all other acts proper under law and that the IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary and IEEE Executive Director, determines to be reasonable and necessary to permit a fair and proper election, including acting on recommendations of the IEEE Election Oversight Committee for candidate disqualification (see Policy 13.3.A.5), accepting additional nominations for any position, and acting on recommendations of the IEEE Tellers Committee to delay an election or cancel any voting already completed and requiring that voting begin again. Any actions taken shall be promptly reported to the IEEE Board of Directors.
18. Unit Nominations and Petition. For each elective office in any organizational unit of the IEEE, which does not appear on the IEEE annual election ballot, individual voting members eligible to vote in such election may nominate candidates either by a written petition or by majority vote at a nomination meeting of the organizational unit, provided such nominations are made at least 28 calendar days before the date of election. The number of signatures required on a petition shall be determined as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters.

For all positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.

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.

19. Election Challenge. A challenge to an election may be made by a candidate, in such election, provided that, not later than 15 calendar days after the candidate is notified of the tally of votes 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 Policies that took place prior to the final election ballot receipt date and that is alleged to have materially compromised such election.

A challenge of a recall election may be made by the person who is the subject of the recall election provided that, not later than 15 calendar days after the individual is informed of the tally of votes by the Tellers Committee, 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 Policies that took place prior to the final recall election ballot receipt date and that is alleged to have materially compromised such recall election.

A challenge to the result of a vote on a Constitutional Amendment (a “referendum”) may be made by any voting member. The challenge shall identify the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final referendum ballot receipt date and that is alleged to have materially compromised such referendum. Any such challenge shall be made in writing to the IEEE President, with copies to the IEEE Executive Director, and it shall be received at the IEEE Operations Center not later than 15 calendar days after the publication of the tally of votes in such referendum in the IEEE Tellers Committee report to the Board of Directors.

The IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary, the Chair of IEEE Election Oversight Committee, and IEEE Executive Director, shall report to the Board of Directors on the President’s determination as to whether any duly challenged membership election, recall election, or vote on a referendum was materially compromised by activity:

- a) in violation of the IEEE Constitution, Bylaws, or Policies; and
- b) that took place prior to the final election ballot receipt (as defined in Bylaw I-307.15), the final recall election ballot receipt date (as defined in Bylaw I-111) or the final referendum ballot receipt date (as defined in Bylaw I-308), as the case may be, and
- c) if so, what remedial action should be taken.

Remedial action may include, but is not limited to, mandating:

- i) a new election,
- ii) recall election, or

- iii) referendum as promptly as practicable under guidelines then established by the IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary and IEEE Executive Director, but shall not include mandating
- iv) the appointment to office of any candidate,
- v) the removal from office of any person who is the subject of a recall election, or
- vi) 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 Bylaw.

The IEEE President, in consultation with the IEEE President-Elect, IEEE Past President, IEEE Secretary, the Chair of the IEEE Election Oversight Committee, and IEEE Executive Director, shall make such investigation with respect to the challenge as the President determines to be appropriate and shall make the determination as soon as feasible and in any event within 30 calendar days after copies of such complaint are distributed to the IEEE President, IEEE President-Elect, IEEE Past President, IEEE Secretary, the Chair of the IEEE Election Oversight Committee, and IEEE Executive Director. At that time, the IEEE President, working with the IEEE President-Elect, IEEE Past President, IEEE Secretary, Chair of the IEEE Election Oversight Committee, and IEEE Executive Director, shall prepare and submit a written report to the IEEE Board of Directors 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 Policies; (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 initiator with respect to the challenged referendum.

Any such determination by the IEEE President, shall become final ten calendar days after the date of such report unless notice of an appeal of such determination is received at IEEE Headquarters or Operations Center within such ten-calendar day period.

This Bylaw shall provide the sole and exclusive procedure for the challenge of any election, recall election, or referendum. If there is an appeal of the determination of the IEEE President, the Board of Directors shall consider the report, the appeal, and all evidence deemed to be relevant thereto, and shall make the final determination.

The IEEE Secretary shall coordinate the handling of all election challenges.

I-308. Amendments to IEEE Constitution and Bylaws

1. Constitutional Amendments. Constitutional Amendments may be placed on the annual election ballot by the IEEE Board of Directors or by member petition.

- a) IEEE Board of Directors Proposed Constitutional Amendment. A resolution adopted by vote of at least two-thirds of those present at a regularly constituted meeting of the Board of Directors is necessary to submit a proposed amendment to the voting members. A copy of such proposed amendment(s), shall be distributed to each voting member at least sixty calendar days prior to the date designated for counting the votes.

When the Board of Directors undertakes an action to place a referendum on the ballot, that shall not be construed as endorsement. The Board of Directors may take a non-binding informational poll to provide context to the member discussion, with the understanding that the non-binding Board position is subject to change during the discussion process. Furthermore, the Board of Directors may endorse or oppose a referendum between the first business day following 31 May and the first business day following 30 June of the election year. At such time, in the event the Board of Directors moves to endorse or oppose a referendum, members of the Board of Directors shall not act in a manner that undermines any such motion of the Board of Directors. This shall allow continued free discussion of the referendum by all IEEE members other than members of the Board of Directors, in order to provide the opportunity for interested voting members to become well-informed.

- b) Proposed Amendment Petitions. Initiators of Constitutional Amendments shall be IEEE Members in good standing who are eligible to vote in the Annual Election. An initiator shall submit in writing to IEEE a copy of the exact wording of the proposed Constitutional Amendment the initiator wishes to circulate for signature. In order to be effective, such submission shall be received at the office of the IEEE Executive Director no later than twelve o'clock noon ET on the Friday preceding 15 December of the year preceding the year in which the Constitutional Amendment, if qualified, shall appear on the IEEE Annual Election ballot.

If the wording of a circulated petition deviates from the official wording approved by the IEEE Tellers Committee as defined below, such petition shall be disqualified. Only signatures for the official petition shall be counted toward qualification of a proposed amendment to be placed on the Annual Election ballot. Petitions for Constitutional Amendments may be circulated and signed no earlier than 1 May of the year preceding the submission of Constitutional Amendments to the voting members. (See also, IEEE Policies, Section 13.7.3. Petitions and Signatures Requirements.)

2. Proposed Amendment Review. A proposed Constitutional Amendment shall not conflict with IEEE's Certificate of Incorporation, the New York Not-For-Profit Corporation Law, or other legal or regulatory authority applicable to IEEE. Before an amendment to the Constitution is submitted to the voting members, it shall be reviewed by IEEE Legal Counsel for compliance.

The initiators of a Constitutional Amendment, and at their option and expense, their own legal counsel, shall work with IEEE Legal Counsel and the IEEE Secretary, with assistance from Corporate Governance staff, to strive to ensure that the proposed amendment is compliant and that its wording is clear, unambiguous, grammatically and stylistically correct, and pertinent to the subject matter of IEEE governance documents.

When following the foregoing cooperative process the wording of the proposed petition or a Constitutional Amendment is (i) determined to be compliant by IEEE Legal Counsel, reviewed by the IEEE Secretary, and approved by the IEEE Tellers Committee, it shall be considered the official petition language, or (ii) determined not compliant by IEEE Legal Counsel because it conflicts with the IEEE governing documents or other regulatory authority applicable to IEEE, then the proposed petition for Constitutional Amendment shall be rejected.

3. In the event that multiple amendments are submitted which have portions of overlapping content or seek opposing or inconsistent goals, the IEEE Election Oversight Committee and IEEE Corporate Governance staff shall work with the individual amendment initiators to merge amendments, or present contested issues in a single narrative that provides the voter with distinct alternatives. In the case of disagreements, or should multiple petitions for Constitutional Amendments be submitted for the same Annual Election ballot, the President, in consultation with the IEEE Secretary and the Executive Director, and with advice from the Chairs of: the IEEE Election Oversight Committee, the IEEE Governance Committee, and the IEEE Tellers Committee, shall resolve such disagreements or limit the number of amendments that will appear on the ballot. The agreed upon resolution shall be promptly reported by the President to the IEEE Board of Directors (see IEEE Bylaw I-307.17 Oversight for Election Irregularities.)
4. Proposed Amendment Petition Schedule. Except as described in Bylaw I-308.1, or unless otherwise directed by the Board of Directors, the schedule for (i) receipt of petitions for Constitutional Amendments and statements of petitioners in support of petitions to accompany the ballot, (ii) the submission of all Constitutional Amendments (including those initiated by the Board of Directors) to the voting members, and (iii) the counting of the ballots and tallying of votes with respect to proposed Constitutional Amendments shall conform to the schedule relating to the nomination and election of officers elected by the voting members set forth in Bylaw I-307.
5. Member Discussion of Referendums and Proposed Referendums. The IEEE Election Oversight Committee shall develop, maintain, and moderate an official discussion group, open to all IEEE members, on referendums. The role of the moderator, scope and procedures shall be specified in the IEEE Policies and in the IEEE Election Oversight Committee Operations Manual. (See also IEEE Policies, Section 13.3.D.12. Discussion Groups on Referendums and Proposed Referendums.)
6. Statements in favor of or in opposition to Amendments placed on the annual election ballot by IEEE Board of Directors or by member petition shall be received at the office of the IEEE Executive Director no later than the first business day following 30 June of the election year. All statements shall not exceed the maximum word length requirement specified in IEEE Policies, Section 13.7.1.C. Word Count.
 - a) The initiator may place a statement on the ballot.
 - b) Forum participants may provide a single consensus statement in favor and a single consensus opposition statement on the ballot. A URL or similar reference to an IEEE-moderated discussion group shall be provided on the ballot.

The IEEE Election Oversight Committee and the IEEE Governance staff, shall assist forum participants in reaching consensus statements.

c) For a member petition initiated referendum, the Board of Directors may place a statement on the ballot.

7. Ballot Marking Instructions; Voting; Tellers Committee Announcement; Election Results. A ballot that is marked neither for nor against a proposed Constitutional Amendment shall not be counted either as a "vote" or as a "ballot cast" for purposes of Article XIV, Section 2, of the Constitution, and the instructions accompanying the ballot shall so specify. 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 IEEE Executive Director (the "final referendum ballot receipt date").

Ballots shall be valid only when completed in accordance with the instructions accompanying the ballot and when received by the IEEE Executive Director or by a qualified organization designated by the IEEE Executive Director prior to the final referendum ballot receipt date. Ballots shall be validated and votes shall be tallied under the actual or delegated supervision of the IEEE Tellers Committee not later than the tenth business day following the final referendum ballot receipt date. As provided in Bylaw I-305, the IEEE Tellers Committee shall announce the result of the tally of votes not later than the tenth business day following the final referendum ballot receipt date in a report to the Board of Directors signed by the Chair of the IEEE Tellers Committee. The initiators of each such proposed Constitutional Amendment shall be advised promptly of the Tellers Committee tally of votes applicable to their respective Constitutional Amendment proposals. Subject to Bylaw I-307.15, the date of adoption of a proposed Constitutional Amendment that has been voted upon favorably by the membership shall be the date of the first meeting of the Board of Directors taking place after the date of the Tellers Committee report and, as provided in Article XIV, Section 3, of the Constitution, such Amendment shall take effect 30 calendar days after adoption.

8. Procedures to Change Bylaws. As provided in the Constitution, proposed Bylaw changes and the reasons therefore shall be mailed to all Directors at least 20 calendar 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.
9. History of Amendments. A complete history of amendments shall be kept in the files of IEEE.

I-309. Voting Privileges

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

I-310. Fiscal Matters

1. Fiscal Year. The fiscal year for IEEE shall be the calendar year.
2. IEEE Assets. Assets within each IEEE organizational unit, from whatever source derived, are the property of IEEE. All such assets, regardless of the form and location in which they are kept, shall be maintained under the legal name The Institute of Electrical and Electronics Engineers, Incorporated.

I-311. IEEE Public Policy-Related Activities

IEEE and its organizational units will engage in coordinated public policy-related activities that advance its mission.

IEEE's public policy activities at all levels will be guided by such general principles and public policy position statements as have been approved by the IEEE Board of Directors.

In conducting public policy-related activities, IEEE will be non-partisan, will seek and respect diverse opinions, and will promote balanced, evidence-based viewpoints.

IEEE will inform policy-makers, IEEE members, and the public of the benefits, risks, and social implications of technology and effective strategies for accelerating the development and widespread deployment of beneficial technologies.

IEEE will promote discussion of technology-related public policies, through such means as organizing fora and publishing public policy-related research, analysis, and opinion.

IEEE will be an advocate for the organization, its members and communities, and the public, developing and communicating Public Policy Positions on matters related to technology within its fields of expertise and the needs of stakeholders; these policies may be local, national, regional, or global in nature.

IEEE will establish and maintain programs that encourage member awareness and participation in public policy-related activities; this may include direct participation in the development of technology-related public policies through service in government agencies and technical advisory committees.

As appropriate, IEEE will work with other organizations in the development and conduct of public policy-related programs.

All official IEEE and IEEE Organizational Unit Position Statements and Policy Communications shall be freely available to members and to the public.

I-400. GEOGRAPHICAL & TECHNICAL GROUPS/ ORGANIZATION OF MEMBERS

I-400. Groups of Members

The following groups of members are hereby established to promote the objectives and interests of IEEE.

I-401. Technical Organization of Members

1. **Divisions.** There shall be ten Divisions. A Division is typically composed of one or more Societies, and may contain one or more Technical Councils. The Technical Activities Board shall determine the specific composition of each Division. The composition of the Divisions shall be specified in the TAB Operations Manual. If a Society warrants representation by more than one Division, the voting members of that Society shall be voting members of all those Divisions.
2. **Societies.** A Society provides a forum and community for the exchange of technical information among members in the respective discipline and industries of electrical and electronics engineering and related arts and sciences. Societies may represent either an identifiable segment of the electrical and electronics industries, or a discipline having applicability in different industries and functions. A Society's scope or mission shall be approved by TAB.
3. **Society Establishment and Operation.** Societies shall be established within the scope and objectives of IEEE groups of members interested in specific technical fields or related subjects. The Technical Activities Board shall establish and be responsible for the operations of Societies.

The procedures for organizing a new Society and operating an existing Society shall be contained in the TAB Operations Manual.

4. **Society Membership.** All Societies shall consist exclusively of IEEE members and such Affiliates as may be authorized by the Board of Directors.
5. **Delegation of Authority.** The Technical Activities Board can delegate certain operational and administrative matters to Societies that achieve criteria for autonomous operations. Responsibilities and criteria shall be specified in the TAB Operations Manual. Matters of fundamental policy or governance shall not be delegated.
6. **Technical Councils.** Technical Councils may be established by the Technical Activities Board for the purpose of providing a continuing mechanism for two or more IEEE Societies, called Member Societies, to work together in a multi-disciplinary technical area of mutual interest, primarily through conferences and publications. The procedures for organizing a new Technical Council and operating an existing Technical Council shall be contained in the TAB Operations Manual.
7. **Technical Council Membership.** A Technical Council has Member Societies but no individual members. In all respects except membership, a Technical Council operates generally like a Society. The representatives on the Technical Councils are to be designated by the Member Societies and are to appoint their own President and other officers. Other policies and operational details shall be specified by each Technical Council.

I-402. Geographic Organization of Members

The geographic organizational units of IEEE are Regions, Areas, Councils, Sections, Subsections, Chapters, Student Branches, Student Branch Chapters, and Affinity Groups. Relevant functions, composition and administrative guidelines and procedures regarding IEEE geographic organizational units are provided in the MGA Operations Manual. More restrictive petition requirements may be adopted within a Region upon the approval of the Member and Geographic Activities Board.

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

In intent, all parts of the world are in a Region. The boundaries of the Regions are as follows and shall be further specified in each Region's Bylaws:

Region 1 shall consist of Northeastern USA.

Region 2 shall consist of Eastern USA.

Region 3 shall consist of Southeastern USA and Jamaica.

Region 4 shall consist of Central USA.

Region 5 shall consist of Southwestern USA.

Region 6 shall consist of Western USA.

Region 7 shall consist of the country of Canada.

Region 8 shall consist of Africa, Europe, Greenland, and the countries of Asia west of Pakistan, north and west of Afghanistan, and north of Mongolia and China.

Region 9 shall consist of South America, Central America and the countries of Mexico, Bermuda, the Bahamas Islands, and the Caribbean Islands (except Jamaica).

Region 10 shall consist of the Oceania countries and Asia, excluding the countries of west of Pakistan, north and west Afghanistan, and north of Mongolia and China.

(Reference Appendix A: IEEE Bylaw Updates Approved by IEEE Board of Directors with Future Effectivity Dates)

2. **Zones.** Zones may be established as parts of a Region. A Zone shall generally consist of several Sections and may be established by the MGA Board to improve member representation at the MGA Board and other MGA Committees.
3. **Areas.** Areas may be established as parts of a Region. An Area shall generally consist of several Sections, states, provinces, or countries which may be established by the Regional Committee as a management and administrative organizational unit of IEEE to fulfill the communication needs and management/administrative missions of the Region within the territory prescribed.

4. Geographic Councils. A Council may be formed by agreement of a group of contiguous Sections and it exists at their pleasure. It is formed by the Sections to do only those delegated tasks that can be best done together by the Sections rather than singly by each Section. The Sections retain their recognition as the basic operating, executive, administrative and geographic unit of IEEE. The formation of a Council must be approved by the Regional Director and the Member and Geographic Activities Board.
5. Sections. A Section shall be the basic operating geographic organizational unit of IEEE and shall be constituted by a minimum of fifty (50) IEEE voting members. A Section shall be established with the approval of the Member and Geographic Activities Board by petition of those who live/work in relatively close proximity to be served by activities that further the missions of IEEE.
6. Subsections. A Subsection shall be a part of a Section or Region, constituted by a minimum of twenty (20) IEEE voting members, and established with the approval of MGAB by petition of those who live/work in relatively close proximity to be served by the activities that further the mission of IEEE.
7. Chapters. A Chapter shall be a technical subunit of a Region, one or more Sections or a Geographic Council. There may be single Society Chapters, joint Society Chapters, and Technical Council Chapters. A Chapter shall comprise a minimum of twelve (12) IEEE voting members of a Society, or group of Societies in the case of a joint chapter, and shall be established by petition to the parent geographical and technical organizational units concerned to fulfill the mission of IEEE. In the case of a Technical Council Chapter, a minimum of any twelve (12) IEEE voting members of Council Member Societies in the parent geographical unit shall be required to petition to the geographic unit and to the Technical Council.
8. Student Branches. A Student Branch shall be an operating organizational unit of IEEE constituted by a minimum of twelve (12) IEEE Student Members or Graduate Student Members at a particular college, university, technical institute, or, in unusual circumstances attached to a Section, and established with approval of MGAB by petition to the Region concerned to fulfill the mission of IEEE.
9. Student Branch Chapters. Student Branches may have Student Branch Chapters. A Student Branch Chapter shall be a technical subunit of a Student Branch constituted by a minimum of six (6) Student Members or Graduate Student Members of a Society or group of Societies and established by petition to the parent Student Branch and Society concerned to fulfill the mission of IEEE. A Student Branch Chapter functions in a manner similar to a committee of the Student Branch.
10. IEEE-HKN Chapters. An IEEE-HKN Chapter shall be an organizational unit of IEEE-HKN. The minimum number of members, required reporting, other related activities, and procedures for formation and dissolution shall be specified in the IEEE-HKN Operations Manual.
11. Affinity Groups. An affinity group shall be a non-technical subunit of a Region, one or more Sections or a Geographic Council. An affinity group shall comprise a minimum of six (6) IEEE voting members, who are members of the geographic unit(s) involved, and established by petition to the parent organizational unit(s) or committee concerned to fulfill the mission of IEEE.

12. Student Branch Affinity Groups. Student Branches may have Student Branch Affinity Groups. A Student Branch Affinity Group shall be a non-technical subunit of a Student Branch constituted by a minimum of six (6) Student Members or Graduate Student Members established by petition to the parent Student Branch and organizational unit or committee concerned to fulfill the mission of IEEE.

I-403. Organization of Standards Membership

1. IEEE SA Membership Qualifications.

Membership in the IEEE SA shall be drawn from:

- Individuals
- Not-for-profit enterprises
- For-profit enterprises

Individuals include IEEE members, IEEE Society affiliates, and individuals who are not otherwise affiliated with IEEE, all of whom shall have shown a demonstrated interest in IEEE standards activities.

Not-for-profit enterprises include but are not limited to organizations, such as a government agency (federal, state, provincial or local), user group, or trade association, that have shown a demonstrated interest in IEEE standards activities.

For-profit enterprises include but are not limited to business corporations, partnerships, limited liability companies, and other forms of business associations.

Further details about IEEE SA membership are given in the IEEE Standards Association Operations Manual.

I-404. IEEE Eta Kappa Nu (IEEE-HKN)

IEEE-HKN shall be an organizational unit of IEEE comprising (i) members of IEEE who have been inducted into the membership of IEEE-HKN, and (ii) members in good standing of Eta Kappa Nu prior to its merger into IEEE who continue to meet the requirements for membership in IEEE-HKN as specified in the IEEE-HKN Operations Manual. The purposes of IEEE-HKN shall be to encourage excellence in education for the benefit of the public by (1) recognizing individuals who have conferred honor upon education and learning by distinguished scholarship, activities, leadership and exemplary character as students in IEEE-designated fields, or by their attainments in these fields, (2) providing educational and financial support to such students, (3) fostering educational excellence in IEEE-designated fields, and (4) providing oversight of the IEEE-HKN membership, chapters, awards and other related activities. The IEEE-HKN Board of Governors (IEEE-HKN-BOG) shall be the governing body of IEEE-HKN and shall report to the Educational Activities Board.