



THE INSTITUTE OF  
ELECTRICAL AND  
ELECTRONICS  
ENGINEERS, INC.

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

# BYLAWS

JANUARY 1978

INDEX

304.2	ADMISSION AND ADVANCEMENT COMMITTEE	304.8	Manuals
311.1, 106.3	Responsible to Executive Committee	304.10	Periodic Review
	Composition and Duties	301.16	Actions Authorized in Lieu of Meeting
108	ADMISSIONS AND TRANSFERS	304.3	Appointment of Consultants
		304.3	Liaison Appointments
315	AMENDMENTS	305.4	CLEDO BRUNETTI AWARD
→ 315.2	Constitution		
315.3	Bylaws	315.3	BYLAWS, AMENDMENTS
200	ANNUAL ASSEMBLY	304	COMMITTEES AND BOARDS
201	Composition	→ 311.10	COMPENSATION COMMITTEE
202	Meetings	603	CONFERENCES
203	Functions	315.2	CONSTITUTION, AMENDMENTS
202.3	Quorum	600	CONVENTIONS AND MEETINGS
201.8	Special Meetings	601	Regional Meetings
203.2	Reports	602	Institute Functions
106	APPLICATIONS FOR MEMBERSHIP	603	Special Technical Conferences
		604	Cooperation with National Engineering Societies
	ASSOCIATE	303	CORPORATE OFFICERS OF IEEE
101	Grade	403	COUNCILS
104.5	Rights and Privileges	402.13	Definition
105.5	Qualifications	403.2	Petition
106.2	References	401.4	Regional Committee
→ 304.2	AUDIT COMMITTEE	403.3	COUNCIL COMMITTEE
311.12	Responsible to Board of Directors	403.4	Term of Office
	Composition and Duties	→ 403.5	Meetings
305	AWARDS BOARD	403.6	Duties
304.2	Responsible to Board of Directors	403.7	Officers
305.1	Awards Board; Composition, Duties	→ 311.14	CREDENTIALS COMMITTEE
305.2	Medal of Honor	305.4	HARRY DIAMOND AWARD
305.3	Major Medals	203.1	DIRECTOR-AT-LARGE
305.4	Field Awards	301.1	Election
305.4	Donations/Bequests	301.1	Board of Directors
305.5	Scholarship Awards	405.19	DIVISIONS OF IEEE GROUPS AND SOCIETIES
305.6	Prize Papers	309.2	Division Nominating Committees
→ 305.7	Group and Other Awards	309.4(2)	Transfer of Groups Among Divisions
→ 305.8	External Awards		
305.6, 9	Authority for Awards	201.1	DIVISIONAL DELEGATES/DIVISIONAL DIRECTORS
305.10	Procedure for Nomination and Selection of Candidates	201.2	Annual Assembly
305.11	Presentation of IEEE Awards	309.2	Nomination/Election
305.6	W. R. G. BAKER AWARD	313.8	"
305.3	ALEXANDER GRAHAM BELL MEDAL	301.1	Ballot
110	BILLING, TERMINATION AND REINSTATEMENT	309.1, 2	Board of Directors
301	BOARD OF DIRECTORS	108.5	Technical Activities Board
→ 301.1	Composition	109.1	DUES, FEES AND REGIONAL ASSESSMENT
301.5	Annual Meeting	109.2	Schedule of Payment, New Applications
301.6, 7, 9	Other Meetings	109.2	Rates
301.8	Special Meetings	109.3	Waiver, Life Members
301.11	Meeting Notices	109.4	Reduction, Retired Members
301.12	Quorum	109.4	Other Dues Waivers
301.16	Actions Authorized in Lieu of Meeting	109.5	Reduction, Unemployed Members
304	BOARDS AND COMMITTEES	109.8	Special Dues, Members in Military Service
304.2	Listing	110	Billing
304.3	Subcommittees	109.6	Advance Payment for Life Membership
304.3	Eligibility for Appointment	109.7	Reduction, Minimum Income Members
304.4	Term of Appointment		
304.5	Duration of Service		
304.6	Distribution of Appointments		

→ Bylaws added, amended, or renumbered by the Board of Directors February 19-20, 1977; July 14-15, 1977 and November 18-19, 1977.

316	EDITORS, IEEE SPECTRUM, PROCEEDINGS, PRESS	316	FISCAL MATTERS
316.1	Appointment	316.1	Fiscal Year of IEEE
316.2	Member, Publications Board	316.2	Financial Records and Reports - All IEEE Organizational Units
307.4	Member, Panel of Technical Publication		
307.1	Editors		
307.5		305.3	FOUNDERS MEDAL
305.3	EDISON MEDAL		
304.2	EDUCATIONAL ACTIVITIES BOARD	312	GENERAL MANAGER
→ 306.1	Responsible to Board of Directors	201.7	Appointment, Duties
305.3	Composition and Duties	301.10	Secretarial Functions
311.9	EDUCATION MEDAL	311.12	"
104.10	EMPLOYEE BENEFITS COORDINATION COMMITTEE	106.3	Audit Committee
104.11		110.2	Membership Applications
108	EMBLEM OF IEEE	304.8	Notice of Membership Termination
101	Registration	307.1	Committee and Board Manuals
104.7	Use by Members	308.1	Designation of Staff Secretaries
105.11		"	"
108.6	ENTRANCE FEE	309.1	"
302	EXCHANGE MEMBER	309.4	"
302.1	Grade	402.3	Section Dissolution
302.2	Rights and Privileges	404.2	Subsection Dissolution
302.3	Qualifications	406.3	Establishment of Chapters
302.4	Limitations	407.12	Student Branch Dissolution
302.5-13		407.13	"
302.11	EXECUTIVE COMMITTEE	312	GENERAL MANAGER, EXECUTIVE DIRECTOR AND HEADQUARTERS STAFF
311.10	Appointment	605	GENERAL MEETING OF MEMBERS
311.3	Composition	605.1	Quorum
314.1	Meetings	101	GRADES OF MEMBERSHIP
302.5	Term of Office		
303.3	Duties	103	GROUP AFFILIATE
308.4	Quorum	104.9, 405.17	Designation
203.1	Compensation Committee	405.17	Rights and Privileges
312.1	Finance Committee	405.17	Identification
301.1	Pension Benefit Plan		Dues
302.2	Coordinators	405	GROUPS AND SOCIETIES
311.10	"	405.2	Petition
301.1	EXECUTIVE DIRECTOR	405.1	Approval
302.1	Election	405.3	"
301.1	"	405.4	Constitution
302.2	Board of Directors	405.5, '12	Publications
302.2	Executive Committee	405.7, 9; 109	Group Fees
311.10	Compensation Committee	405.8	Group Subsidies
301.1	EXECUTIVE VICE PRESIDENT	405.10	Meetings
302.2	Board of Directors	405.14	Meeting Reports and Financial Statements
303.1	Executive Committee	103.1	Group Affiliates
303.3	Corporate Officer	405.17	"
303.4	Term of Office	→ 405.9	"
303.7	Assuming Presidential Duties	405.18	Listing of Groups and Societies
201.1	"	400	GROUPS OF MEMBERS
313	Annual Assembly	401	Regions
304.2	Election	402	Sections
311.2	FELLOW COMMITTEE	403	Councils
101	Responsible to Board of Directors	404	Subsections
104.2	Composition and Duties	405	Groups and Societies
105.2		406	Group Chapters
107.1, 311.2	FELLOW MEMBER	407	Student Branches
311.2	Grade	406	GROUP CHAPTERS
311.3	Rights and Privileges	406.2	Petition
311.9	Qualifications	406.3	Approval
	Nominations/Elections	406.4	Required Activities
	Sponsor and Referees on Nomination	→ 406.5	Dissolution
		402.5	Financing
		406.6	"
		406.7, 8, 9	Joint Chapters
		406.10, 11	Meetings

305.4	WILLIAM M. HABIRSHAW AWARD	109.8	MEMBERSHIP (CONTINUED)
	HISTORY COMMITTEE	106	Military Service
304.2	Responsible to Executive Committee	107	Applications
311.4	Composition and Duties	108	Proposals
		108.4	Admissions and Transfers
	HONORARY MEMBER	109	Membership Period
101	Grade	109.3, 405.9	Dues and Regional Assessments
104.1	Rights and Privileges	109.5, 405.9	Retired Members
105.1	Qualifications	110	Unemployed Members
		110.2	Billing, Termination and Reinstatement
	IEEE FOUNDATION, INC. (See Policy Statement 11.4)	111	Suspension - Nonpayment of Dues
305.4	Support to IEEE Field Awards	112	Resignations
311.5	Representation on Life Member Fund Committee	109.7	Expulsion, Suspension, Censure
		305.4	Reduced Dues, Minimum Income Members
301.15	INDEMNIFICATION		JACK A. MORTON AWARD
305.4	INTERNATIONAL COMMUNICATION AWARD	304.2	NOMINATIONS AND APPOINTMENTS COMMITTEE
→ 311.13	INDIVIDUAL BENEFITS AND SERVICES COMMITTEE	→ 311.7	Responsible to Board of Directors
		313	Duties
		→ 313	"
302.12	INVESTMENT ADVISOR	→ 313.6	NOMINATIONS AND ELECTIONS
		313.8	Approval of IEEE Ballot
	JUNIOR PAST PRESIDENT	313.1, 8, 9	Preparation of IEEE Ballot
301.1	Board of Directors	313.10	Elective Offices of IEEE
302.2	Executive Committee	315.2	Organizational Units
201.1	Annual Assembly	401.7	Constitutional Amendments
311.7	Chairman, Nominations and Appointments Committee	→ 313.4	Regional Director
303.4	Assuming Duties as Acting President	313.8	"
		→ 313.5	"
305.3	LAMME MEDAL	309.2	Petitions for IEEE Elective Offices
305.4	MORRIS E. LEEDS AWARD	→ 313.9, 10, 11	Divisional Directors
305.4	MORRIS N. LIEBMAN AWARD	313.1	Voting Procedures
		311.7	Soliciting Names of Proposed Candidates
		302.13	"
		→ 311.14	Election Irregularities
			Election Challenge
		314	PENSION BENEFIT PLAN
	LIFE MEMBER	501	PERIODICALS
102	Designation		PETITIONS
104.8	Rights and Privileges	313.5, 7	Elective Offices of IEEE
109.2	Waiver of Dues/Regional Assessment	313.11	Offices in Organizational Units
405.9, 109.2	Group/Society Life Member	315	Constitutional Amendments
		305.4	FREDERIK PHILIPS AWARD
	LIFE MEMBER FUND COMMITTEE	305.4	EMANUEL R. PIORE AWARD
→ 304.2	Responsible to Board of Directors		PRESIDENT OF IEEE
→ 311.5	Composition and Duties	201.1, 6	Annual Assembly
		301.1	Board of Directors
	LONG RANGE PLANNING COMMITTEE	302.2	Executive Committee
→ 304.2	Responsible to Board of Directors	303.1	Corporate Officer
→ 311.6	Duties	303.2	Term of Office/Ineligible for Re-election
		→ 303.7, 303.4	Incapacity to Perform Duties
		311.7	Nominations and Appointments Committee
		313	Election
	MANAGEMENT OF IEEE	107	PROPOSALS
305.2	MEDAL OF HONOR	107.2	Proposals for Admission/Transfer
	MEMBER		PUBLIC RELATIONS COMMITTEE
101	Grade	304.2	Responsible to Executive Committee
104.4	Rights and Privileges	→ 311.11	Composition and Duties
105.4	Qualifications		
106.2	References		
	MEMBERSHIP		
101	Grades		
102, 405.9, 109.2	Life Member		
109.6	Life Member - Advance Dues Payment		
104	Rights and Privileges		
104.12	Assertion of Grade		
105	Qualifications		

500	PUBLICATIONS	202.5	REIMBURSEMENT OF EXPENSES
501.1	IEEE Spectrum	301.13	Annual Assembly
501.2	Proceedings of the IEEE	301.14	Board of Directors, Executive Committee
→ 307.4, 5	IEEE Press	303.6	Regional Directors
501.3	Transactions of IEEE Groups/Societies	307.4	Corporate Officers
501.4	Other Publications	401.12	Editors, IEEE Publications
502	"	407.18	Regional Committee Meetings
501.5	Directory		Student Counselors, Branch Chairmen,
501.6	Subscriptions		Prize Winners
503	Standards	110	REINSTATEMENT OF MEMBERSHIP
405.13	"		REPRESENTATIVES
104.13	Publications Received by Members	304.9	Appointment by Board of Directors
			RESIGNATIONS
304.2	PUBLICATIONS BOARD	111	RESIGNATIONS
→ 307	Responsible to Board of Directors		RIGHTS AND PRIVILEGES
	Composition and Duties	104	DAVID SARNOFF AWARD
105	QUALIFICATIONS FOR MEMBERSHIP	305.4	SCHOOL OF RECOGNIZED STANDING
	QUORUM		Member Grade Qualifications
202.3	Annual Assembly	105.4	Student Membership
301.12	Board of Directors	105.6	Membership Applications
302.11	Executive Committee	105.7, 8	Definition
401.6	Regional Committee	407.2	Student Branch Establishment
605.1	General Meeting of Members		SECRETARY OF IEEE
106.2	REFERENCES		Corporate Officer
	REGION 10 DIRECTOR	303.1	Board of Directors
	Election	301.1	Executive Committee
203.1	"	302.2	Election and Term of Office
301.1	Board of Directors	203.1	"
		303.5	Annual Report
	REGIONAL ACTIVITIES BOARD	303.9	SECTIONS
→ 304.2	Responsible to Board of Directors		402
→ 308	Composition and Duties	402.1	Definition
		402.2	Petition
	REGIONAL ASSESSMENTS	402.2, 3	Dissolution
108.5	Payment with Initial Application	402.5	Bylaws
109.1	Payment with Annual Dues Renewal	402.6	Section Affiliation
109.2	Waiver for Life Members	402.7	Financial Operation
109.3	Waiver for Retired Members	402.8	Financial Statement
109.5	Reduction for Unemployed Members	402.9	Meeting Reports
110	Billing	402.10	Funds from Headquarters
401.14	Authorization	402.12	Publications
		402.13	Joint Section Activities
	REGIONAL COMMITTEES		SENIOR MEMBER
313.4	Duties		Grade
401.7	"	101	Rights and Privileges
→ 401.4, 5	Composition	104.3	Qualifications
401.6	Quorum	105.3	References
401.13	Regional Treasuries	106.2	SENIOR PAST PRESIDENT
401.12	Reimbursement of Expenses for Committee Members		Board of Directors
401.7	Regional Nominating Committee	301.1	Annual Assembly
		311.7	Nominations and Appointments Committee
	REGIONAL DELEGATES/REGIONAL DIRECTORS		SOCIETIES OF IEEE
201.1	Annual Assembly	405.1	Definition, Approval
201.3, 313.4, 401.7	Nomination, Election, Term	405.18	Listing
301.1	Board of Directors		STANDARDS
401.9	Chairman, Regional Committee	503	
201.3	Vacancy		
313.8	Ballot		
308	Regional Activities Board		
310.2	United States Activities Board		
601	REGIONAL MEETINGS		
	REGIONAL STUDENT ACTIVITIES COMMITTEE		
401.10	Composition and Duties		
308.2	Student Activities Committee, RAB		
401	REGIONS		

301.1	Board of Directors	301.1
203.1	Election	302.2
203.1	Term of Office	303.1
203.1	Chairman, Standards Board	303.5
309.1	Technical Activities Board	303.10
309.2	TAB Operating Committee	203.1
STANDARDS BOARD		
309.4(4)	Composition and Duties	311.3
503.2	"	311.9
503	Publications	311.12
405.13, 503.1	Standards Approval	311.13
STANDING COMMITTEES		
304.2	Listing	304.2
311	Composition and Duties	310
STUDENT ACTIVITIES COMMITTEE		
308.2		303.8
STUDENT BRANCHES		
407	Petition	304.7
407.2	Constitution	201.3
407.5, 7	Joint Student Branches	301.3
407.6	Section Student Branch	401.6
407.8	Branch Requirements	402.5
407.12, 13	Funds from Headquarters	
407.14	Dissolution	
407.15	Meeting Reports, Financial Statements	
407.10		
STUDENT BRANCH CHAPTERS		
408.1	Definition	301.1
408.2, 3	Petition	302.2
408.4, 5	Management	303.3
408.7	Required Activities	303.1
408.8	Dissolution	203.1
STUDENT COUNSELOR		
407.3	Appointment and Duties	306.1
STUDENT MEMBER		
101	Grade	301.1
104.6	Rights and Privileges	302.2
105.6	Qualifications	303.3
106.2	References	303.1
405.9, 109.1	Dues, Group/Society Fees	303.3
SUBSECTIONS		
404	Petition, Approval	303.1
404.1	Required Activities	303.3
404.2	Subsection Affiliation	303.1
404.3		303.3
TECHNICAL ACTIVITIES BOARD		
309	Responsible to Board of Directors	303.1
304.2	Composition	203.1
309.1	Operating Committee	303.3
309.2	Functions	307.1
309.3	"	
309.4	"	
TELLERS COMMITTEE		
304.2	Responsible to Board of Directors	301.1
311.8	Composition and Duties	302.2
313.9	Counting of Ballots - Election	303.3
315.2	Counting of Ballots - Constitutional Amendments	303.1
TERMINATION OF MEMBERSHIP		
110		203.1
NIKOLA TESLA AWARD		
305.4		308.1
BROWDER J. THOMPSON AWARD		
305.6		
TRANSFERS		
106.2	References	301.1
107	Proposals	302.2
108	Fees	303.3
105.6	Student Transfers	303.1
106.5	"	303.3
106.4	Re-application	309.1
		305.4

TREASURER OF IEEE		
301.1	Board of Directors	301.1
302.2	Executive Committee	302.2
303.1	Corporate Officer	303.1
303.5	Election and Term of Office	303.5
303.10	Annual Audit, Investment Reports	303.10
203.1	Election	203.1
311.3	Chairman, Finance Committee	311.3
311.9	Employee Benefits Coordination Committee	311.9
311.12	Audit Committee	311.12
311.13	Individual Benefits and Services Committee	311.13
UNITED STATES ACTIVITIES BOARD		
304.2	Responsible to Board of Directors	304.2
310	Composition and Duties	310
VACANCIES		
303.8	Corporate Officers of IEEE	303.8
304.7	Boards and Committees	304.7
201.3	Regional Directors	201.3
301.3	"	301.3
401.6	Regional Committee	401.6
402.5	Section Officers	402.5
VICE PRESIDENT ELECTED BY VOTING MEMBERS (See "Executive Vice President")		
VICE PRESIDENT - EDUCATIONAL ACTIVITIES		
301.1	Board of Directors	301.1
302.2	Executive Committee	302.2
303.3	"	303.3
303.1	Corporate Officer	303.1
303.3	Term of Office	303.3
203.1	Election	203.1
203.1	Chairman, Educational Activities Board	203.1
306.1	"	306.1
VICE PRESIDENT - PROFESSIONAL ACTIVITIES		
301.1	Board of Directors	301.1
302.2	Executive Committee	302.2
303.3	"	303.3
303.1	Corporate Officer	303.1
303.3	Term of Office	303.3
203.1	Election	203.1
203.1	Chairman, United States Activities Board	203.1
310.2	"	310.2
VICE PRESIDENT - PUBLICATION ACTIVITIES		
301.1	Board of Directors	301.1
302.2	Executive Committee	302.2
303.3	"	303.3
303.1	Corporate Officer	303.1
303.3	Term of Office	303.3
203.1	Election	203.1
303.3	Chairman, Publications Board	303.3
307.1	"	307.1
VICE PRESIDENT - REGIONAL ACTIVITIES		
301.1	Board of Directors	301.1
302.2	Executive Committee	302.2
303.3	"	303.3
303.1	Corporate Officer	303.1
303.3	Term of Office	303.3
203.1	Election	203.1
203.1	Chairman, Regional Activities Board	203.1
308.1	"	308.1
VICE PRESIDENT - TECHNICAL ACTIVITIES		
301.1	Board of Directors	301.1
302.2	Executive Committee	302.2
303.3	"	303.3
303.1	Corporate Officer	303.1
303.3	Term of Office	303.3
203.1	Election	203.1
303.3	Chairman, Technical Activities Board	303.3
309.1	"	309.1
305.4	Vladimir K. Zworykin Award	305.4

THE INSTITUTE OF  
ELECTRICAL AND ELECTRONICS ENGINEERS  
INCORPORATED

BYLAWS

100. MEMBERSHIP

101. Grades

- The grades of IEEE membership are:
- a. Honorary Member
  - b. Fellow
  - c. Senior Member
  - d. Member
  - e. Associate
  - f. Student
  - g. Exchange

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

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

103. 1. The designation "Affiliate of IEEE Group\* or Society" refers to individuals who are not members but who are entitled to participate in certain activities under provisions established by the Executive Committee as specified in the Bylaws.

104. Rights and Privileges

1. Honorary Members shall be entitled to all rights and privileges of the IEEE except the right to hold office therein.
2. Fellows shall be entitled to all rights and privileges of the IEEE.
3. Senior Members shall be entitled to all rights and privileges of the IEEE except the right to serve on the Fellow Committee.
4. Members shall be entitled to all rights and privileges of the IEEE except the right to hold (1) any corporate office, (2) the office of Director, (3) membership on the Admission and Advancement Committee, the Awards Board, or the Fellow Committee.
5. Associates shall be entitled to attend meetings of IEEE members, to vote only on matters presented to groups of members (such as Groups and Sections),

\* For the purposes of these Bylaws, the term "Group" shall include both Groups and Societies unless specifically stated otherwise.

to be appointed on committees with the right to vote when specifically approved by the Board of Directors or the Executive Committee, but shall not have the right to hold any office.

6. Student member rights and privileges are defined in the Student Branch Operations Guide.
7. Exchange Members shall have the rights and privileges of the Member grade, except the right to vote and the right to hold any IEEE office. The term of membership of any Exchange Member shall be limited to three years.
8. Life Members have those privileges associated with their grade immediately before becoming a Life Member or with such higher grade to which they may be advanced.
9. Group Affiliates are entitled to participate in certain Group activities under provisions established by the Executive Committee as specified in the Bylaws.
10. The emblem of IEEE will be protected by legal registration and shall be reproduced only in connection with official business of the IEEE.
11. Emblems to be worn by members are to be purchasable only from IEEE Headquarters.
12. Assertion of IEEE membership by members for purely personal purposes is authorized, including the right to use the following abbreviations:

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

105. Qualifications

1. Honorary Members are elected by the Board of Directors from among those who have rendered meritorious service to mankind in engineering or other allied fields. Election is by the unanimous affirmative vote, by secret ballot, of all of the members of the Board of Directors present at a regularly constituted meeting. Nominees may be proposed to the Board of Directors in writing by not less than ten members. Proposals for the election of Honorary Members do not come under the review of the Admission and Advancement Committee. The election of an Honorary Member shall be deemed invalid if acceptance is not received within six months from the date of his election.
2. Fellow: The grade of Fellow is one of unusual professional distinction and shall be conferred only by invitation of the Board of Directors upon a person of outstanding and extraordinary qualifications and experience in the fields of electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences, who has made important individual contributions to one or more of these fields. The year of election to the grade of Fellow is the year following affirmative action by the Board of Directors in conferring the grade of Fellow. The candidate shall hold Senior Member grade at the time the nomination is submitted and shall have been a member in any grade for a period of five years or more preceding January 1 of the year of election.

3. Senior Member is the highest professional grade for which application may be made and shall require experience reflecting professional maturity. For admission or transfer to the grade of Senior Member, a candidate shall be an engineer, scientist, educator, technical executive or originator in the fields of electrical or electronics engineering and science, radio, allied branches of engineering or related arts and sciences.

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

- Publication of engineering or scientific papers, books or inventions, or
  - Technical direction with evidence of accomplishment of important scientific or engineering work, or
  - Recognized contributions to the welfare of the scientific or engineering profession, or
  - Development or furtherance of important scientific or engineering courses in a "school of recognized standing," or
  - Contributions equivalent to those of "a" to "d" above in areas such as technical editing, patent prosecution or patent law, provided these contributions serve to advance progress substantially in the fields of electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences.
4. Member grade is a professional grade limited to those who have demonstrated professional competence in the fields of electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences. For admission or transfer to the grade of Member, a candidate shall be either:
- An individual in the fields of electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences, (1) who shall have graduated from a course of study of at least four academic years duration, in those fields, in a "school of recognized standing" or its equivalent, or (2) who shall have had at least three years of experience, in a position normally requiring the qualifications listed under (1), which may be accepted in lieu of the educational requirements at the discretion of the Admission and Advancement Committee.
  - A teacher of electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences, who shall have graduated from a course of study of at least four academic years duration, or its equivalent, in those fields, in a "school of recognized standing," or who has had at least three years of professional teaching experience and shall have participated in planning and conducting courses.
  - A person regularly employed in the fields of electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences, for at least six years who, by experience, has demonstrated competence in work of a professional character.

- d. An executive who, for at least six years, has had under his direction important technical, engineering or research work in the fields of electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences.

5. Associate: For admission or transfer to the Associate grade, an applicant must have graduated from a course of study of at least two academic years duration or its equivalent in the fields of electrical, electronics or radio technology or an allied branch of engineering or related arts and sciences in a "school of recognized standing" or the applicant must satisfy the IEEEE that he is interested in and capable of rendering service in electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences and that his admission to this grade will contribute to the welfare of the IEEEE.

6. Student:

- A Student member must carry at least 50 per cent of a normal full-time academic program as a registered undergraduate or graduate student in a regular course of study in electrical or electronics engineering, radio, an allied branch of engineering, engineering technology or the related arts and sciences.
- Student members, upon graduation with at least a bachelor's degree or its equivalent from a "school of recognized standing," shall be transferred to Member grade.
- Student members other than those qualifying under sub-paragraph "b," upon graduation with at least a two-year degree, shall be transferred to Associate grade.

7. Graduation from a course of at least eighteen months duration of study in a curriculum related to IEEEE fields of interest in an institution not approved as a "school of recognized standing" may be accepted as equivalent to one year's professional experience in those fields.

8. Full-time graduate work, or part-time graduate work with teaching or research, in the fields of electrical or electronics engineering, radio, allied branches of engineering or the related arts and sciences, in a "school of recognized standing," may be accepted as equivalent to professional experience.

9. The time requirements for admission or transfer to any grade of membership may be satisfied by applying pro rata the experience of the candidate under the various alternative requirements for the grade.

10. The term "school of recognized standing" refers only to schools which are a part of a university, university system or a college (including bona fide junior and community colleges or a technical institute) and which meet accreditation standards of the appropriate national, regional or professional accrediting bodies and are so designated by the Regional Activities Board.

11. Exchange Member: To qualify for admission as an Exchange Member, the applicant shall be a member in good standing of a technical or scientific society recognized by the IEEEE Executive Committee for Exchange Membership privileges, provided such privileges are reciprocally offered to IEEEE by the society so recognized.

12. Admission to membership in IEEEE in any grade shall not be affected by the race, religion, nationality or sex of the applicant.

106. Applications

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

- Applicants for membership shall furnish names of references as follows:

For Senior Member - Three Fellows or Senior Members.

For Member - Three Fellows, Senior Members or Members.

For Associate - The written endorsement (signature) of one IEEEE member in any of the following grades: Member, Senior Member, Fellow, Honorary.

For Student - The Counselor at his institution, if such Counselor exists; otherwise, a member of the faculty of his institution, who must be an IEEEE member.

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

- Applications for admission or transfer to any grade of membership, except the grades of Honorary Member and Fellow, shall be addressed to the Board of Directors and submitted to IEEEE. Recommendation of election or transfer of an applicant to any grade, except the grades of Honorary Member and Fellow, shall be by a three-quarters affirmative vote of the Admission and Advancement Committee, provided, however, that the Admission and Advancement Committee may delegate to the General Manager, or his appointed representative, authority to elect or transfer applicants to the grade of Student, Associate, or Member when there is evidence that the requirements of Bylaw 105 have been fulfilled. When so authorized, the General Manager shall render regular reports to the Admission and Advancement Committee of the elections and transfers so processed. (See also Bylaw 106.1.)

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

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

107. Proposals

- Each year, the Fellow Committee shall recommend to the Board of Directors nominees for Fellow grade. A citation summarizing the accomplishments of the nominee shall be a part of each recommendation.
- Admission or transfer to any grade except Fellow may be proposed by any member or organizational unit of the IEEEE acting as sponsor by supplying to the Admission and Advancement Committee a completed application form and testimonials as to the applicant's qualifications from the prescribed number of references. When favorably acted upon by the Admission and Advancement Committee, election to this membership grade shall be effective upon receipt at IEEEE of the candidate's acceptance of the proposed membership grade and payment of any necessary dues and fees.

108. Admissions and Transfers

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

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

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

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

6. Admission of Exchange Membership shall be granted upon receipt of certification by an officer of the society recognized for Exchange Membership privileges that the applicant is a member in good standing of that society. Exchange Membership shall terminate upon notification that the Exchange Member is no longer a member in good standing of that society, but in no event shall Exchange Membership extend beyond a term of three years. The dues and fees payable by an Exchange Member shall be the same as those paid by members of the IEEE.

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

1. The annual dues for all grades other than Student, except as noted in other paragraphs of this Bylaw, shall be thirty-five dollars (\$35.00) with an additional Regional assessment of ten dollars (\$10.00) for members residing in the United States and seven dollars (\$7.00) for members residing in Canada. The dues for Student grade shall be ten dollars (\$10.00) per year. An IEEE Student member may join any of the Groups and Societies upon payment of the fee which is established by the Technical Activities Board to apply uniformly to all Group/Society publication options. Student members in Regions 1 through 7 transferring to a higher grade, without interruption of membership, shall pay dues of twenty dollars (\$20.00) for the first year following graduation and thirty dollars (\$30.00) for the second year following graduation. Student members in Regions 8 through 10 transferring to a higher grade, without interruption of membership, shall pay dues of twenty dollars (\$20.00) for the first year following graduation, twenty-five dollars (\$25.00) for the second year following graduation, and thirty dollars (\$30.00) for the third year following graduation. Where levied, the Regional assessment for recent graduates shall be forty per cent of the total assessment for the first, eighty per cent for the second, and one hundred per cent for the third year following graduation.
2. Dues, and Regional assessment, if any, shall be waived on January first of the year following attainment of Life Member status as defined in Bylaw 102. In determining the required years of membership, the following rules shall apply: (a) Only years in which membership dues were paid shall be counted. (b) Student membership years shall be counted. (c) Years need not be consecutive. (d) Years in which membership dues were paid to AIEE or IRE shall be counted. (e) A Year of concurrent membership in both AIEE and IRE shall be counted as one year only. An individual who has had not less than five years of Group/Society membership immediately prior to attaining Life Membership may continue a Life Membership in the Group/Society without fee payment. Each year the Life Member must confirm if the Group/Society Transactions are desired.
3. A retired member, not gainfully employed and not qualifying for Life Member status, on attaining the age of 62 years may apply for dues at \$10.00 per year. An individual who qualifies for the IEEE retired member category may continue any and all Group/Society memberships held for not less than the five prior years, upon payment of the fees for publication options established for Student members.

4. Under exceptional circumstances, as provided for in the Constitution, such as inability of a member to remit dues due to wartime conditions, the Board of Directors may, if it waives dues, also declare that during the period of such waiver, the member has maintained continuous membership. The waiver of dues shall apply to Group/Society fees, and the continuity of memberships during the waiver period shall apply to the Group/Society memberships held at the beginning of that period.

5. When a member, having informed the IEEE Headquarters office that he has become unemployed through involuntary termination and that he is seeking re-employment, requests a reduction in dues and other fees, he shall be entitled to receive the privileges and services of membership upon payment of (1) one-half of the dues, (2) one-half of the applicable fees, if the member desires to continue Group/Society memberships from the preceding year, and one-half of other subscriptions, if any, and (3) one-half of Regional assessments.

6. Any member above Student grade may elect to pay Institute dues, Regional fees, and Group or Society fees in advance at the annual rate than in effect. The years for which dues and fees have been paid in advance shall be immediately credited to the record of the member in determining his eligibility to the designation of Life Member as provided in Bylaw 102. No refund will be made of dues or fees paid in advance.

7. A fifty per cent reduction in annual membership dues and Regional assessment, if any, is granted to a member or to an applicant for membership above the grade of Student, excluding those members eligible for other special membership considerations, who submits satisfactory evidence annually to IEEE Headquarters that his member's annual income for the prior year did not exceed the minimum income level established by the IEEE Executive Committee by June first of the preceding year. Such payments may not be made in installments. A member who qualifies under this Bylaw may join any and all Groups/Societies upon payment of one-half the established fees.

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

#### 110. Billing, Termination and Reinstatement

1. The annual dues period is the calendar year. A bill covering dues, and Regional assessment, if any, Group/Society fees and subscriptions shall be mailed to each member not later than the beginning of the annual dues period. Except for Student members and members eligible

for special considerations, this bill may be paid in two equal installments due January first and July first. The first installment for Regions 1 through 7 shall be paid not later than two months, the first installment for Regions 8, 9 and 10 shall be paid not later than four months, and the second installment for all Regions not later than eight months after the beginning of the annual dues period.

2. After prior notification, if the bill for annual dues, and Regional assessment, if any, shall not have been paid on or before the time specified in Bylaw 110.1, it shall be the duty of the General Manager to notify the member that, in accordance with the Bylaws of the IEEE, his right to vote in any Institute election has been suspended and that, if the dues, and Regional assessment, if any, remain unpaid on December thirty-first of the then current year, his membership shall be terminated. Accompanying this notice shall be a final bill, with the suggestion that the member pay his dues, and Regional assessment, if any. The suspended membership privileges shall be restored upon receipt of such payment if received prior to December thirty-first of the then current year.

3. Membership so terminated may be resumed, with no loss of continuity, upon payment of all dues, and Regional assessment if any, in arrears. Membership may be resumed after a lapse, without continuity of membership, upon payment of current dues, and Regional assessment if any. If the lapse of membership equals or exceeds two years, a new entrance fee shall be paid upon renewing membership.

4. On resuming membership and paying dues, and Regional assessment if any, in arrears, a member shall be restored to the publication mailing list and receive all issues from that date on. Publications that he would normally have received had his membership status been continuous shall be considered forfeited. However, upon written request these will be supplied if available.

5. When a membership is terminated, all subscriptions to IEEE publications that had been received by such person by reason of his former membership also terminate as of the same date.

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

#### 111. Resignation

1. A member in good standing may resign by submitting a written resignation to the Secretary.
2. Subject to the approval of the Executive Committee, a resigned member may resume his membership upon payment of current dues, and Regional assessment, if any.

#### 112. Expulsion, Suspension or Censure of a Member

1. The Board of Directors may expel, suspend or censure a member for cause. Cause shall mean conduct which the Board of Directors determines (1) to constitute materially unlawful conduct, a material violation of the Constitution, Bylaws, or Code of Ethics of IEEE, or other materially unprofessional conduct, and (2) to be seriously prejudicial to the best interests of IEEE.

The Board of Directors shall appoint a committee composed of three members of the IEEE who are not members of the Board of Directors of the IEEE or employees of the IEEE, to serve for staggered terms of three years, such that one member's term shall expire each year. The Committee shall consider instituting proceedings looking toward the expulsion, suspension or censure of a member upon receipt of a complaint signed by any member in good standing of the IEEE which sets forth with reasonable specificity the alleged conduct of the accused member which is alleged to constitute cause for expulsion, suspension or censure. Such proceedings shall be instituted if the committee determines, after a preliminary investigation, that there is a reasonable basis for believing (1) that the facts alleged in the complaint, if proven, would constitute cause for expulsion, suspension or censure of the accused member, and (2) that the facts alleged in the complaint can be proven. Upon instituting any such proceeding, the committee shall advise the accused member of the charges against him, shall notify him of the time and place of the meeting of the Board of Directors at which his case is to be considered, and shall invite the accused member to present at such time a defense either in person, in writing, or by an authorized representative. The committee, or its authorized representative, shall present the case against the accused member at that meeting. The Board of Directors shall base its decision only on testimony and other evidence presented at that meeting, and the accused member or his authorized representative shall have an opportunity at such meeting to present his own testimony and other evidence and to confront the evidence presented against him. The final action of the Board of Directors shall be by recorded ballot at a meeting of the Board of Directors; only those members present at the meeting at which evidence is presented shall be eligible to vote, and if the complaint was signed by a Director, such Director shall not be eligible to vote. The Board of Directors shall notify the member of the decision taken and if the member is expelled, shall drop his name forthwith from the rolls of the IEEE.

A finding that an accused member's conduct constitutes cause for censure shall require the affirmative vote of a majority of the entire Board of Directors. A finding that an accused member's conduct constitutes cause for expulsion or suspension shall require such majority vote, and in addition, the affirmative vote of two-thirds of the members of the Board of Directors who vote on the question. Subject to the vote requirements set forth in the preceding sentences, the determination of whether to expel, suspend or censure an accused member shall be made by the Board of Directors based on the severity of the wrongful conduct of the accused member, the extent to which IEEE's interests were prejudiced as a result of such conduct, and other factors which the Board of Directors considers relevant in the circumstances of the particular case.

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

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

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

## 200. ANNUAL ASSEMBLY

### 201. How Constituted

- The annual Assembly shall consist of the President, the Senior Past President, the Junior Past President, the Executive Vice President, nine Regional Delegates elected by the voting members residing in IEEE Regions 1 to 9 inclusive and seven Divisional Delegates elected by voting members of the IEEE Technical Divisions, making a total membership of the annual Assembly of twenty.
- The succession of Divisional Delegates shall be such that each of the odd-numbered Technical Divisions shall elect a Divisional Delegate for a term of two years in the odd-numbered years, and each of the even-numbered Divisions shall elect a Divisional Delegate for a term of two years in the even-numbered years.
- 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, the Delegates from even-numbered Regions being chosen and elected in even-numbered years and those from odd-numbered Regions in odd-numbered years. A vacancy shall occur in the office of Regional Delegate at such time as the incumbent ceases to reside in the Region that elected him. Such vacancy shall be filled by the Director selected to fill the corresponding vacancy as provided in Article XI, Section 2, of the Constitution.
- As stated in the Constitution, all Delegates shall be elected Directors by virtue of their election as Delegates, and shall serve terms as Directors concurrent with their terms as Delegates.
- All Delegates shall be of Fellow or Senior Member grade.
- The presiding officer of the annual Assembly, as provided by the Constitution, shall be the President.
- Prior to the election of the Secretary or in the event of his absence, the General Manager shall perform the secretarial functions.
- Special meetings of the Assembly may be called by any five Delegates on notice to all other Delegates. Notice of such special meetings giving the time and place of meeting, the purpose of the meeting and the names of the Delegates calling the meeting shall be mailed to all Delegates not less than twenty days before the date set for the special meeting. The place of such special meetings may be only at IEEE Headquarters unless otherwise authorized by a majority vote of all Delegates, such vote to be secured by or transmitted to the Secretary.

### 202. Meetings

- The annual Assembly of the IEEE, required by the Constitution to be held on the day of the last regularly scheduled meeting of the Board of Directors in each fiscal year of the IEEE, shall meet where that Board meeting is held. Notice of time and place shall be mailed not less than thirty days in advance. In the case of extraordinary circumstances, a special meeting of those present at a regularly constituted meeting of the Board of Directors held at least thirty days in advance of the date of such specially designated meeting.
- A meeting of the Assembly may be held without notice if waivers of notice signed by all of the Delegates are filed with the Secretary with notation thereof entered in the minutes of the meeting.
- A quorum shall be one-half of the total membership of the Assembly; in the event this is a fractional number it shall be rounded to the next higher whole number.
- Any notices of meetings or other official business required by the Constitution or these Bylaws to be mailed to Delegates shall be sent by such routings as shall ensure prompt delivery.
- Reimbursement for actual and necessary expenses is authorized for Delegates for the purpose of attending any special or extraordinary meeting of the Assembly not associated with a meeting of the Board of Directors held contiguously with it.
- Any provision of these Bylaws to the contrary notwithstanding, the Assembly shall meet specially each year during or immediately following the first meeting of the Board of Directors at which are available certified financial statements for the preceding calendar year. At such special meeting the Assembly shall receive the report required by Section 519(a) of the Not-for-Profit Corporation Law, or any successor provision similar thereto. Notice of such meeting shall be mailed to each Delegate at least ten days in advance thereof and in accordance with Section 202 of these Bylaws. Such notice may be waived by the unanimous vote of the Assembly.

### 203. Functions

- The annual Assembly shall elect the following additional Directors for terms of one year: the Vice President - Educational Activities (who shall serve as Chairman of the Educational Activities Board), the Vice President - Professional Activities (who shall serve as Chairman for Institute professional activities and Chairman of the United States Activities Board), the Vice President - Publication Activities (who shall serve as Chairman of the Publications Board), the Vice President - Regional Activities (who shall serve as Chairman of the Regional Activities Board), the Vice President - Technical Activities (who shall serve as Chairman of the Technical Activities Board), the Director - Standards Activities (who shall serve as Chairman of the Standards Board), the Secretary, the Treasurer, and the Executive Director. The offices of Treasurer and Secretary may, at the discretion of the annual Assembly, be held concurrently by one person. The annual Assembly shall periodically, in alternate years, elect a Director to represent Region 10, who shall serve a term of two years.

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

## 300. MANAGEMENT

### 301. Board of Directors

- The Board of Directors shall be comprised of twenty-nine members, who shall be the President, the two surviving Past Presidents most recently retired from that office, the Executive Vice President, nine Regional Directors elected by the voting members in Regions 1 to 9 inclusive, seven Divisional Directors elected by the voting members of Divisions I to VII inclusive, and nine Directors elected by the annual Assembly. The Past Presidents shall be named Senior Past President and Junior Past President, the Junior being the most immediate past holder of the Presidency. All Directors shall be of Fellow or Senior Member grade.
- The Directors elected by the annual Assembly, for the purpose of determining the total number of Directors-at-Large, as distinguished from those elected by the Regions and the Divisions, shall have Director-at-Large status.
- The Directors elected by Region shall be members of and reside in the Regions electing them and shall have terms of office of two years, the Directors from even-numbered Regions being chosen and elected in even-numbered years, and those from odd-numbered Regions in odd-numbered years. A vacancy shall occur in the office of Regional Director at such time as the incumbent ceases to reside in the Region that elected him. The existence of such a vacancy shall be established by the Executive Committee upon receipt of information from the Regional Director, or other IEEE Officer, an officer of a Section within the Region or from the records maintained by the General Manager. Residence for the purpose of this Bylaw shall be as determined by the member's Section affiliation, as defined in Bylaw 402.6.
- The election of Divisional Directors shall be as provided in Bylaw 309.2.
- The annual meeting of the Board of Directors, required by the Constitution to be the last regularly scheduled meeting in each fiscal year of the IEEE, shall be held in conjunction with the meeting of the annual Assembly which shall be scheduled at the same place. Notices thereof shall be mailed at the same time that notices are mailed for the annual Assembly.
- At its first meeting, the Board shall determine the time and place of other meetings to be held throughout the year, which normally shall not be more than three.

- The time and place of any scheduled Board meeting may be altered or the meeting cancelled only by majority vote at a regularly constituted meeting of the Board of Directors or by consent of a majority of all Directors secured by or transmitted to the Secretary, not less than twenty days before the original date or the new date set for the meeting, whichever is the earlier. Notice of such approved change shall be mailed to all Directors not less than ten days before the original or the new date, whichever is the earlier.
- Special meetings of the Board of Directors may be called by any five Directors on notice to all other Directors. Notice of such special meetings giving the time and place of meeting, the purpose of the meeting and the names of the Directors calling the meeting shall be mailed to all Directors not less than twenty days before the date set for the special meeting. The place of such special meeting may be only at IEEE Headquarters unless otherwise authorized by a majority vote of all Directors, such vote to be secured by or transmitted to the Secretary.
- A meeting of the Board of Directors may be held without notice if waivers of notice signed by all of the Directors are filed with the Secretary with notation thereof entered in the minutes of the meeting.
- In the absence or incapacity of the Secretary, the General Manager shall perform the secretarial functions.
- Notices of meetings and any other documents required to be sent to Directors pursuant to provision of the Constitution and these Bylaws shall be sent by such routings as shall ensure prompt delivery.
- A quorum shall be one-half of the total membership of the Board of Directors; in the event this is a fractional number, it shall be rounded to the next higher whole number.
- Reimbursement for actual and necessary expenses is authorized for Directors for the purpose of attending meetings of the Board of Directors, and for Directors-Elect when invited to attend a meeting of the Board of Directors as observers. Similar reimbursement is authorized for members of the Executive Committee for the purpose of attending meetings of the Committee, and for Directors attending meetings at which the Director performs duties assigned to his office.
- Reimbursement for actual and necessary expenses is authorized for Regional Directors for the purpose of visiting the Sections and Subsections within their respective Regions.
- In consideration of their serving as Directors or Officers, IEEE shall indemnify any Director or Officer or former Director or Officer of IEEE, or any person who shall have served at its request as a Director or Officer of another organization against reasonable expenses, including attorney's fees and judgments actually incurred by him in connection with the defense of any action, suit or proceeding to which he is made a party by virtue of his actions while such a Director or Officer. The foregoing right in indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled.

16. Unless otherwise provided in the Certificate of Consolidation, the Constitution, these Bylaws, or the Not-for-Profit Corporation Law of the State of New York, any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

2. Executive Committee

1. The Board of Directors at its annual meeting shall appoint an Executive Committee composed of Directors, to exercise powers and assume duties of management as directed by the Board of Directors and as may be outlined in the Bylaws, subject to the following limitations:

- a. That the Board of Directors may at any meeting overrule any act or decision of the Executive Committee;
- b. That the Board of Directors may suspend at any meeting any power conferred upon the Executive Committee by resolution or by these Bylaws, such suspension to remain in effect pending repeal of any Bylaw conferring such power; or
- c. That the Board of Directors may direct any action or plan of the Executive Committee.

2. The Executive Committee shall be comprised of the President, the Executive Vice President, the five Vice Presidents elected by the annual Assembly, the Junior Past President, the Treasurer, the Secretary, and the Executive Director. By the Constitution and Bylaw 303.1, the offices of Secretary and Treasurer may be held concurrently by one person. The President shall be Chairman, the Executive Vice President shall be Vice Chairman, and the Secretary shall be Secretary thereof.

3. At the first meeting of a newly appointed Executive Committee, it shall schedule other meetings throughout the year. Minutes of the meetings of the Executive Committee shall be mailed to all Directors.

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

5. The Executive Committee may divide its duties and responsibilities among its members as it sees fit and conduct its business as it finds necessary. It shall appoint certain of its members as "Coordinators" charged with functional supervision of activities such as membership, standards, etc. The Chairmen of the Publications Board, the Regional Activities Board, the Technical Activities Board, the Educational Activities Board, and Professional Activities shall be members of the Executive Committee in their capacities as Vice Presidents. The Executive Committee shall specify those activities to be administered by the General Manager.

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

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

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

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

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

11. Five voting members of the Executive Committee shall constitute a quorum.

12. The Executive Committee may select and authorize the execution of contracts with an investment advisor, which may provide that the investment advisor shall have discretionary authority over IEEE's investment portfolio.

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

303. Corporate Officers

1. As provided in the Constitution, the Corporate Officers of the IEEE shall be the President, the six Vice Presidents, the Secretary and the Treasurer. Corporate Officers shall be of Fellow or Senior Member grade. By the Constitution, the offices of the Secretary and the Treasurer may at the discretion of the annual Assembly be held concurrently by one person. In such case, the person so designated shall have a single voice and a single vote on all Boards and Committees of which the Secretary or the Treasurer by these Bylaws is designated a member, other Bylaws notwithstanding. In such years as the annual Assembly shall appoint separate individuals to the offices of Secretary and Treasurer, and then only, the number of members of the Board specified in Bylaw 301.1 shall be increased by one.

2. As provided in the Constitution, the President shall be elected by the voting members, by virtue of which election he shall also be a Delegate-at-Large and a Director-at-Large and he shall be forever ineligible to serve any additional term as President. His term as President shall be one year. His term as Delegate-at-Large and Director-at-Large shall be three years.

3. There shall be six Vice Presidents of the IEEE. One of these shall be elected by the voting members for a term of office of one year, by virtue of which election he shall be designated "Executive Vice President" and shall be a Delegate-at-Large and a Director-at-Large. The other Vice Presidents shall be elected by the annual Assembly, for a term of one year, by virtue of which election they shall also be Directors. One of the Vice Presidents elected by the annual Assembly shall be designated "Vice President - Educational Activities" and shall be Chairman of the Educational Activities Board. Another Vice President elected by the annual Assembly shall be designated "Vice President - Professional Activities" and shall be Chairman for Institute professional activities and will serve as Chairman of the United States Activities Board until the Board of Directors determines the growth of professional activities outside the United States warrants separation of these roles. Another Vice President elected by the annual Assembly shall be designated "Vice President - Publication Activities" and shall be Chairman of the Publications Board. Another Vice President elected by the annual Assembly shall be designated "Vice President - Regional Activities" and shall be Chairman of the Regional Activities Board. Another Vice President elected by the annual Assembly shall be designated "Vice President - Technical Activities" and shall be Chairman of the Technical Activities Board. The last named five Vice Presidents shall serve as coordinators of their respective activities on the Executive Committee.

4. The Executive Vice President shall take precedence as regards assumption of presidential duties as provided in the Constitution. In the event of incapacity of the President and the Executive Vice President, the most junior Past President available shall become the acting President until such incapacity is removed, or until the next meeting of the Board of Directors which shall decide who shall serve as acting President until the next regularly scheduled election.

5. The Secretary and Treasurer shall be elected by the annual Assembly, by virtue of which election they shall also be Directors. The terms of the Secretary and Treasurer shall be one year and their terms as Director shall also be one year. By the Constitution and Bylaw 303.1, the offices of Secretary and Treasurer may be held concurrently by one person.

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

7. Incapacity of the President to perform his duties and the length of time such incapacity may continue shall be determined by the Board of Directors, or by the Executive Committee, if the incapacity occurs at a time when it is not feasible to convene a meeting of the Board and there is a need for action.

During such incapacity of the President, the Executive Vice President shall be notified and shall assume the Presidential duties. The President, however, may declare a condition of incapacity and the duration thereof by written communication to the Secretary, in which

event the Secretary shall notify the Executive Vice President to assume the Presidential duties and the Secretary shall take such other action as provided in the Constitution if that Vice President is unavailable or incapacitated.

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

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

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

304. Boards and Committees

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

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

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

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

Admission and Advancement Finance	History Individual Benefits and Services Committee Public Relations
-----------------------------------	---------------------------------------------------------------------

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



4. Term of Appointment. Unless specified otherwise, the term of appointment for members, including the Chairman and any other officers of the above Boards and Standing Committees, shall be for the calendar year of appointment. However, acceptance of appointment will carry with it the understanding that a member would normally be reappointed annually to serve for no more than three consecutive years dependent on continued active participation and current requirements.
5. Duration of Service. Unless specified otherwise, the consecutive period of service of any member of any Board or Standing Committee listed in Bylaw 304.2 shall not extend beyond three years, except that a Chairman or Past Chairman may serve one additional year. The limitations of tenure may be waived in individual cases for reasons deemed by the Board of Directors or Executive Committee to be in the best interests of the Institute.
6. Distribution of Appointments. Unless specified otherwise, appointments shall normally be distributed so as to avoid the termination of more than about one-third of the membership of any Board or Standing Committee in any calendar year.
7. Additional appointments may be made to any Board or Standing Committee to fill vacancies or to care for special cases as the need arises, but such appointments shall expire with the expiration of the calendar year.
8. The functions, scopes and responsibilities of each Committee, together with rules for operation and guidance, as recommended by the Committee, shall be compiled by the General Manager for the approval of the Executive Committee and contained in a document titled "Committee Manual." Following appointment, each new member of a Committee shall be provided with a copy of the applicable Manual.
9. The Board of Directors may appoint or direct the appointment of representatives of the IEEE on joint committees, boards, and other local, national and international bodies.
10. The purposes, activities, duties and composition of each Board and Standing Committee listed in Bylaw 304.2 shall be reviewed at intervals of five years in accordance with a schedule set by the Board of Directors. Following each such review, recommendation shall be made to the Board of Directors or to the Executive Committee concerning changes in such purposes, activities, duties and composition that best serve the purposes of the Institute and its membership.

305. Awards Board

1. The Awards Board shall be responsible to the Board of Directors for administering the awards listed in this Bylaw, for monitoring all other awards, excluding Fellow Awards, and for developing an adequate awards structure for recognizing excellence in professional activities in fields of interest to the Institute.
- Composition of Awards Board. The Awards Board shall consist of seventeen members: the Chairman, Vice Chairman, four members-at-large, and the Chairmen of the following eleven Committees of the Awards Board:

- Alexander Graham Bell Medal
- Edison Medal
- Founders Medal
- Lamme Medal
- IEEE Education Medal
- Field Awards
- IEEE Prize Papers
- Scholarship Awards
- External Awards
- Group/Society Awards
- Candidate Research

Appointments to Awards Board. The IEEE Board of Directors shall make all appointments to the Awards Board. All vacancies shall be filled by interim appointments, as required, to bring the Awards Board to seventeen members.

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

Responsibilities of Awards Board. The Awards Board shall review annually the awards activities of the IEEE and shall recommend to the Board of Directors such changes as it deems desirable. Beginning in 1980 and thereafter during the last year of each decade, the Awards Board shall critically review each individual IEEE award and shall recommend to the Board of Directors changes in the awards structure (excluding Fellow Awards) required to fulfill the intent that the awards be in recognition of excellence.

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

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

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

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

Alexander Graham Bell Medal. The Alexander Graham Bell Medal shall be the principal annual award for exceptional contributions to the advancement of telecommunications.

Edison Medal. The Edison Medal shall be the principal annual award of the IEEE, and shall be awarded to a candidate for a career of meritorious achievement in electrical science or electrical engineering or electrical arts.

Founders Medal. The Founders Medal is given for major contributions in the leadership, planning, and administration of affairs of great value to the electrical and electronics engineering profession.

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

IEEE Education Medal. The IEEE Education Medal shall be awarded to recognize outstanding contributions to education.

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

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

Field Awards. The IEEE Field Awards are awarded for contributions in several fields of science and engineering and in particular classes of service. They are awarded annually when in the judgment of the Awards Board suitable candidates are available. The Field Awards are:

Clede Brunetti Award, in the field of miniaturization in the electronic arts.

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

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

IEEE Award in International Communication, in honor of Hernand and Sosthenes Behn.

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

Morris N. Liebmann Award, in an emerging technology.

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

Frederik Philips Award, in management of research and development.

Emanuel R. Piore Award, in the field of information processing.

David Sarnoff Award, in the field of electronics.

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

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

The Field Awards Committee shall recommend candidates for these awards to the Awards Board.

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

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

The Board of Directors may, at its sole discretion, recommend to the Board of Directors of the IEEE Foundation the acceptance by the Foundation of donations and bequests for the purpose of endowing the IEEE Field Awards program. Such endowments may, with the approval of the Board, carry the name of an individual or individuals, e.g., the John J. Jones Endowment Fund. Restrictions on the technical scope of the awards, supported by such funds, shall not survive ten years. Support to the Field Awards received from such endowments shall be acknowledged by listing each such Endowment Fund, by name, in an appropriate IEEE publication or brochure associated with announcement of each year's Field Award selections.

5. Scholarship Awards. The IEEE Scholarship Awards are the Fortescue Fellowship Award and the Volta Scholarship Award. These, together with other scholarships or fellowships as may be established by the Board of Directors, are administered by the Scholarship Awards Committee.

6. IEEE Prize Papers. The IEEE Prize Paper Awards are:

W. R. G. BAKER Award. This is presented annually for the most outstanding paper originating in any of the IEEE TRANSACTIONS, JOURNALS, and PROCEEDINGS.

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

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

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

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

8. External Awards. External Awards are those awards not exclusive to IEEE but of interest to IEEE and its members.

The Committee on External Awards shall be responsible for reviewing and suggesting action on outside sources of awards of interest to IEEE members, for recommending nominations for such external awards as may be assigned to it by the Awards Board, and for recommending IEEE candidates for service on joint society medals and awards committees to the Executive Committee.

9. Authority for Awards. The IEEE awards administered by the Awards Board and its committees shall be presented with the approval of and in the name of the IEEE Board of Directors. The Board of Directors may delegate its authority to the Executive Committee for the approval of Scholarship and Fellowship Awards and for other specific awards except the Medal of Honor and the IEEE Major Annual Medals.
10. Procedure for Nomination and Selection of Candidates. Except as expressly provided in these Bylaws, the procedure for the nomination and selection of candidates for awards shall be specified in the Manual of the Awards Board. No member of the Board of Directors, the Awards Board or the Headquarters Staff shall act as a sponsor or reference for any nomination for which the Awards Board is responsible, if he occupies any of these positions on the date of submission of the nomination or reference form.
11. Presentation of IEEE Awards. The Medal of Honor and the IEEE Major Annual Medals shall be presented at major IEEE meetings. All other awards shall be presented at times and places approved by the Awards Board. The Chairman of the Awards Board shall be responsible for the review and approval of plans and arrangements for the presentation of IEEE Awards as well as for the format and content of IEEE Awards brochures.

#### 306. Educational Activities Board

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

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

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

2. To facilitate the performance of its duties (see Policy and Procedures Manual, Section 3), the Educational Activities Board may establish committees and

task forces, the officers and members of which are to be appointed by the Educational Activities Board Chairman after consultation with the voting members of the Educational Activities Board.

#### 307. Publications Board

1. The Publications Board shall be responsible for formulating and recommending publication policies to the Executive Committee and the Board of Directors ensuring that adequate standards and procedures are established and maintained by IEEE publications, and otherwise coordinating and assisting the publication activities of the IEEE and all its publishing units.
2. The Publications Board shall consist of the Vice President - Publication Activities as Chairman, the Editor of the IEEE SPECTRUM, the Editor of the PROCEEDINGS OF THE IEEE, the Editor of the IEEE PRESS, one representative of each Division of the Technical Activities Board, one representative of the Educational Activities Board, one representative of the Regional Activities Board, and four members at large. Serving as ex-officio nonvoting members from the Staff shall be the Director of Publishing Services as Staff Secretary, and the Director of Technical Services.
3. The following committees and boards shall be appointed by and responsible to the Publications Board:
  - Editorial Board, IEEE SPECTRUM
  - Editorial Board, PROCEEDINGS OF THE IEEE
  - Editorial Board, IEEE PRESS
4. The Editors of IEEE SPECTRUM, PROCEEDINGS OF THE IEEE, and the IEEE PRESS shall be appointed by the Board of Directors. Each Editor shall be Chairman of the Editorial Board of his respective publication. The Vice President - Publication Activities may authorize the reimbursement of actual and necessary expenses incurred by the Editors of IEEE SPECTRUM, PROCEEDINGS OF THE IEEE, and IEEE PRESS in the performance of their duties as Editors.
5. There shall be a Panel of Technical Publication Editors consisting of the Editors of IEEE SPECTRUM, PROCEEDINGS OF THE IEEE, the IEEE PRESS, the TRANSACTIONS and JOURNALS of the Groups and Societies, and any other technical publications published by the Institute or its organizational units. A member of the Publications Board shall be Chairman. The Panel of Technical Publication Editors shall provide a means for coordinating publication activities and for assisting the Publications Board in determining publication policy recommendations.

#### 308. Regional Activities Board

1. The Regional Activities Board shall be responsible to the Board of Directors for the geographically organized activities of the Institute, including those of the Regions, Sections, Councils, Subsections and Student Branches. It shall consist of the Vice President - Regional Activities as Chairman, the Regional Director and the Chairmen of the Standing Committees listed in Bylaw 308.2. The Chairman may appoint liaison members without vote. The Secretary shall be a member of the Headquarters Staff designated by the General Manager and shall serve, ex officio, without vote.

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

Finance Committee  
Membership Development Committee  
Policy and Planning Committee  
Student Activities Committee

The Chairmen of the Regional Student Activities Committees shall be ex-officio members of the Student Activities Committee.

3. The Regional Activities Board shall be responsible for the formulation and recommendation to the Board of Directors or the Executive Committee of policies, criteria and procedures to insure (1) the adequacy and excellence of programs intended for member participation in their respective localities, (2) cooperation and constructive mutual action at the interfaces between the locally organized units of IEEE members, and (3) an adequate and reasonable allocation of the Institute's volunteer and staff personnel and financial resources to support the Regions and the locally organized units within the Regions. Approval by the Regional Activities Board shall be required for the creation or dissolution of any Section, Council, Subsection or Student Branch, as further provided in Bylaws 402, 403, 404 and 407. The Regional Activities Board shall undertake such functions and studies as may be assigned to it from time to time by the Board of Directors or Executive Committee.
4. The Chairman of the Regional Activities Board shall serve, in addition to his duties as Vice President - Regional Activities, as Coordinator of Regional Activities of the Executive Committee. The Regional Activities Board shall provide for liaison memberships with the Technical Activities Board, the Educational Activities Board and the Publications Board, or maintain active liaison by other means deemed appropriate by the respective Chairmen of these Boards.

#### 309. Technical Activities Board

1. There shall be a Technical Activities Board (TAB) consisting of the President of each Group, Society, and Council; the Chairman of each standing committee or other permanent entity under the jurisdiction of TAB as specified in Bylaw 309.4(3); the Chairman of TAB who shall be the IEEE Vice President for Technical Activities and a Director; the Director - Standards Activities; seven Divisional Directors; and the three Chairmen of TAB Committee Administration, none of whom are Directors. The TAB Chairman may appoint liaison members, without vote; the staff TAB Secretary, designated by the General Manager, shall serve ex officio without vote.

The Chairman of TAB and the Director - Standards Activities shall be Directors elected by the annual Assembly for one year terms. Seven Divisional Directors elected by the voting members of the respective Divisions, as provided in Bylaw 201, shall be members-at-large of TAB; each shall serve as the coordinator for a Technical Division. The three Chairmen of TAB Committee Administration are appointed by the Vice President for Technical Activities with the approval of TAB.

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

TAB Secretary. None of the members of OpCom shall be officers of Groups, Societies, Councils, or other entities under the jurisdiction of TAB.

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

The ballot shall list not fewer than two candidates for each position and shall so indicate if the nomination was by petition. On or before September 1, a ballot shall be mailed to each individual holding a voting membership in at least one Group in the Division. Only ballots arriving at IEEE Headquarters before twelve o'clock noon on the first working day following October 31 shall be counted. The candidate receiving the greatest number of such votes shall be declared elected. If an individual is a voting member in Groups in more than one Division, that individual may participate in the election of each Division. Regardless of how many Group memberships may be held within a Division, an individual shall have only one vote in each Divisional election.

3. The TAB shall perform the functions delegated to it by the Board of Directors, including the recommendation of policies affecting the management and operation of the Groups and General Committees. The TAB OpCom shall be the implementing arm of TAB, responsible for developing plans, schedules, and procedures. The Groups shall operate in support of their assigned technical fields, as provided in their respective constitutions. In addition to his responsibilities to the IEEE Board of Directors, the TAB Chairman, as the Technical Activities Coordinator for the Executive Committee, may bring before the Executive Committee reports, recommendations, or other actions by the individual Groups, the General Committees, OpCom, and TAB.
4. TAB OpCom shall interpret relevant policies through organizational arrangements, guidelines, and scopes and shall develop policy recommendations relating to the IEEE program of technical activities. The TAB OpCom shall appraise IEEE technical activities; shall prepare reports and proposals on the establishment of new programs or modifications and on relative support levels and program effectiveness; and shall undertake special assignments by the IEEE Board of Directors and Executive Committee. Relevant policy statements, rules and regulations, and procedures shall be published in the TAB manual for the guidance of all concerned. In its operating function the TAB OpCom shall report to the IEEE Executive Committee.

(1) The TAB Chairman in consultation with TAB OpCom may establish standing committees, technical committees, and task forces to facilitate the performance of duties assigned to TAB and TAB OpCom and to encourage cooperative efforts among the Groups, Societies and Councils; the TAB Chairman shall appoint the officers and members of each of the committees (and panels, and task forces) unless there has been an explicit delegation of authority, by charter or TAB OpCom action; representatives of Regions and Sections may be included to the extent their technical activities are involved. The conditions and tenure of all such committee appointments shall be for one year starting January 1, unless otherwise specified, with reappointment permissible.

(2) TAB OpCom shall be responsible for monitoring the operations of the individual Groups. Each five years, in accordance with a schedule set by the Board of Directors, a critical review and evaluation shall be made of the total activities of each Group. TAB OpCom shall approve the transfer of Groups among Divisions and shall make recommendations to the Board of Directors, through the Executive Committee, concerning proposals for the formation of a new Group, for the merger of Groups, and for the termination of Groups, including the distribution of all funds and assets in the custody of the Group at the date of termination.

(3) There shall be the following boards and committees under TAB established in accordance with Bylaw 309.4(1):

Standards Board  
Bylaws, Policies and Procedures Committee  
Technical Appraisal Committee  
Technical Planning Committee  
Technology Forecasting and Assessment Committee  
TAB Awards and Recognition Committee  
TAB Finance Committee  
TAB Meetings Committee  
TAB Transnational Relations Committee

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

Oceanic Engineering Council  
Solid State Circuits Council

(4) The Standards Board shall consist of not more than twenty-six Institute members, including a Chairman, who shall be the Director - Standards Activities, a Vice Chairman, and the immediate Past Chairman, plus a Secretariat assigned from the Headquarters Staff by the General Manager.

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

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

### 310. United States Activities Board

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

2. The United States Activities Board shall consist of a Chairman as specified in Bylaw 303.3, the six Regional Directors elected by the voting members in the United States, three Divisional Directors who shall be appointed for a period of one year by the Vice President - Technical Activities, and a maximum of six members at large elected for staggered terms of two years by the Board of Directors. The Vice President - Professional Activities shall report USAB activities to the Executive Committee and the Board of Directors.

### 311. Standing Committees

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

Members of the Admission and Advancement Committee shall be of Fellow or Senior Member grade.

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

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

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

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

The Finance Committee shall consist of the members of the Executive Committee. The Treasurer shall act as Chairman.

4. History Committee. The History Committee shall be responsible for the collection, writing, and dissemination of historical information in the fields covered by IEEE technical and professional activities, including assistance to the Publications Board, assisting institutions of a public nature such as the Smithsonian Institution where helpful information is requested and can be secured, and for providing information and recommendations to the Executive Committee when pertinent.

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

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

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

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

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

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

The Nominations and Appointments Committee shall consist of not more than twelve members to serve for a term of one year commencing April 1. Except for the ex-officio members, no members of the Committee shall normally be eligible for nomination to positions on the Executive Committee for the succeeding year. The Chairman shall be the Junior Past President, who shall continue as Chairman until the Chairmanship is assumed by the succeeding Junior Past President. The President and the Senior Past President then in office shall be members. A member appointed to the Nominations and Appointments Committee who learns that he or she is under consideration, either by petition or otherwise, as a candidate for any of the elective offices, will become eligible for nomination by the Nominations and Appointments Committee for such consideration provided the member's resignation from the Nominations and Appointments Committee is submitted on or before July 1.

The remainder of the Committee shall be elected by the Board of Directors. This group shall normally be comprised of three members from among the Directors of Regions 1 - 9 who are serving the second year in office or have completed their term in the preceding year, three members from among the Divisional Directors who are serving the second year in office or have completed their term in the preceding year, and three members from a slate of six candidates submitted by the Nominations and Appointments Committee, said slate to exclude members of the then current Board of Directors and those otherwise not qualified to serve on the Nominations and Appointments Committee.

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

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

The Regional Activities Board, the Standards Board, the Technical Activities Board and the United States Activities Board shall solicit annually from their respective Sections, Groups and Societies, and from their other subordinate organizational units, proposed names for elective and appointive office. These Boards shall select from such proposals the names of nominees who in the opinion of the respective Boards are properly qualified and shall submit such names to the Nominations and Appointments Committee in accordance with the schedule and procedures in this Bylaw and in Bylaw 313.

8. Tellers Committee. The Tellers Committee, consisting of not more than ten members, shall be responsible to the Board of Directors for the supervision of the counting of ballots required to be obtained by the Constitution on questions submitted to the membership of IEEE or to groups of members. Reports by the Committee to the Board of Directors shall be signed by the Chairman of the Committee.

9. Employee Benefits Coordination Committee. The Employee Benefits Coordination Committee shall be appointed by and responsible to the Finance Committee to review the benefits programs applicable to IEEE staff employees, the funding required and the administration of these funds.

It shall make such recommendations to the Finance Committee as it deems desirable, in the interests of the Institute and its employees, respecting the benefits plans and their financial support.

The Committee shall consist of the Treasurer of the Institute and four other members. The IEEE Personnel Director shall be a consulting member. The Treasurer shall name the Chairman. The Secretary of this Committee shall be a member of the Headquarters Staff designated by the General Manager and shall serve, ex officio, without vote.

10. Compensation Committee. The Compensation Committee and its Chairman shall be appointed by and responsible to the Executive Committee, to review and to make recommendations concerning compensation paid to members of the Headquarters Staff.

The Compensation Committee shall consist of not fewer than three nor more than five members of the Executive Committee, including the Executive Director.

11. Public Relations Committee. The Public Relations Committee shall report to the Executive Committee. The Committee shall be responsible for recommending public relations objectives, policies and programs for the Institute with respect to its members, the professions and the public.

The Public Relations Committee shall consist of not fewer than seven nor more than ten members, including the President of the IEEE Group on Professional Communication. In view of the special expertise required, nonmembers of the IEEE shall be eligible for appointment as voting members of this Committee. The Chairman shall be an IEEE member.

12. Audit Committee. The Audit Committee shall be appointed by and responsible to the Board of Directors. It shall review Institute policies and procedures, monitor conformance thereto, and recommend such

changes as it considers desirable. The members of the Audit Committee shall consist of not fewer than three nor more than five members of the Board of Directors, none of whom shall be a corporate officer or a candidate for member-elected office. The Audit Committee shall select its chairman.

13. Individual Benefits and Services Committee. The Individual Benefits and Services Committee shall be responsible for monitoring and advising on all aspects of IEEE programs for individual member benefits and special services, including insurance programs. The Committee shall be concerned with purpose, policy and procedures as they might relate to the principal IEEE objectives and financial or other legal liabilities. Proposed new benefits or special services shall be reviewed and evaluated by the Committee and reported, with recommendations, to the Executive Committee for approval before such new benefits or services are initiated.

The Individual Benefits and Services Committee shall consist of four members including the Chairman, and the IEEE Treasurer shall be an ex officio member with vote. In addition, each Board with an interest may designate a member of the Committee. The Secretary of the Committee shall be a member of the Headquarters Staff designated by the General Manager.

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

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

A challenge of any election or referendum shall be a written complaint (a) of any candidate in such election, or (b) of any other IEEE member in good standing who is eligible to vote in such election ("eligible member"), if that eligible member's complaint is accompanied by a supporting petition signed by not less than 100 other eligible members. Such written complaint shall set forth the specific activity in violation of the Constitution, Bylaws or Statements of Policy and Procedure which materially compromised

the challenged election or referendum, along with substantiating evidence thereof, and shall be received by the Credentials Committee at IEEE Headquarters no later than 15 days after the Tellers Committee's announcement of the result of the challenged election or referendum. Within 45 days after such announcement date, the Credentials Committee shall, after such investigation as it deems appropriate, make its determination.

Determinations by the Credentials Committee shall become final ten days after they are made, unless notice of their appeal to the Executive Committee is received at IEEE Headquarters within such ten-day period. Prior to the first regularly scheduled Board of Directors meeting held thereafter, the Executive Committee shall review all evidence before the Credentials Committee when such determinations were made. If the Credentials Committee's determinations are supported by substantial evidence, they shall be affirmed and thereby made final; if not so supported by substantial evidence, the Executive Committee shall reverse such determinations and make its own final determinations in lieu thereof.

No appeal may be taken from any final determination. This section 311.14 shall provide the sole and exclusive procedure for the challenge of any election or referendum.

## 11. General Manager, Executive Director and Headquarters Staff

1. The Executive Committee shall appoint a General Manager and shall fix his tenure of office and determine his salary. When elected by the annual Assembly, the General Manager shall serve as the Executive Director of IEEE.

2. The General Manager of the IEEE shall be the chief operating officer of the IEEE, shall be in charge of IEEE Headquarters, its staff and operations, and shall be custodian of all property and equipment owned and used by the IEEE, for which he shall be responsible to the Executive Committee.

3. He shall, under the supervision of the Secretary, direct such of the functions as are necessary for meeting the responsibilities assigned to the Secretary.

4. He shall cooperate with the Finance Committee and, under the supervision of the Treasurer, execute IEEE fiscal policies and operations.

5. He shall cooperate with the Publications Board and, under the direction of the Vice-President - Publications Activities, administer IEEE publication activities.

6. He shall assist the Tellers Committee in the performance of its work.

7. He shall attend such meetings of the IEEE, its units and related bodies, as may be required in the discharge of his duties.

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

## 313. Nominations and Elections

1. The Chairman of the Nominations and Appointments Committee shall circularize appropriate organizational units each year inviting the submission of suitable names to be considered by the Nominations and Appointments Committee for the various elective offices.

2. The Nominations and Appointments Committee shall submit to the Board of Directors the names of one or more candidates for the office of President and for the office of Executive Vice President to be elected by the voting members.

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

4. Each Regional Committee shall submit to the Board of Directors by March 1 of the Regional election year, a slate of not fewer than two nor more than three qualified candidates for the office of Regional Delegate-Regional Director. To qualify, each candidate shall indicate to the Regional Committee his acceptance of the nomination in writing. Any Regional Committee proposing but a single candidate for the office of Regional Director shall submit to the Nominations and Appointments Committee by March 1 a written explanation of its rationale for so doing.

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

6. During the period between May 31 and September 1, the Executive Committee is authorized to take any necessary actions on any petitions and to approve the ballot.
7. Each proposed nominee named by the Board of Directors shall be consulted and, if he so requests, his name shall be withdrawn. If any write-in candidate shall be declared to have won an election (see Bylaw 313.10), he shall be so notified and requested to serve. If he declines to serve, the candidate receiving the next highest vote shall be declared to have won the election.
8. The list of nominees required to be submitted to all voting members by the Constitution shall contain at least one name for the office of President, and at least one name for the office of Executive Vice President.

The ballot presented to voting members of each of the Regions where an election of Regional Delegate-Director is to take place shall contain the names of not fewer than two nor more than three candidates submitted in accordance with Bylaw 313.4, unless the submission of only one name has been accepted by the Board of Directors as provided in Bylaw 313.4. In addition, the ballot shall contain the names of candidates nominated by valid petitions in accordance with Bylaw 313.5. The source of nomination for each candidate shall be identified. Where desired, the ballot may also contain names of candidates for the Regional office (other than Regional Delegate-Director) as determined by the Regional Committee.

The ballot presented to voting members of each of the technical Divisions in which an election of Divisional Delegate-Director is to take place shall contain the names of not fewer than two nor more than three candidates submitted in accordance with Bylaw 309.2, unless the submission of only one name has been accepted by the Board of Directors as provided in Bylaw 309.2. In addition, the ballot shall contain the names of candidates nominated by valid petitions in accordance with Bylaw 313.5. The source of nomination for each candidate shall be identified.

For those cases where more than one candidate is on the ballot for any single office, the names shall be arranged in alphabetical order and the ballot shall carry a statement to the effect that the order of the names is alphabetical for convenience only and indicates no preference.

9. Voting members shall vote for the candidates whose names appear on the list of nominees, by written ballots within mailing envelopes marked "Ballot" and bearing the member's written signature. No ballots within unsigned envelopes shall be counted. Only ballots arriving at IEEE Headquarters, or received by a qualified organization delegated by the IEEE Board of Directors, before twelve o'clock noon on the first working day following October 31 shall be counted. Ballots shall be checked, opened and counted under the supervision of the Tellers Committee not later than the fifth working day following the above stated date for closing the ballot. The result of the count shall be announced not later than the eighth working day following the above stated date for closing the ballot. The result of the count shall then be reported

to the Board of Directors at its next succeeding meeting and the nominees for each office for which the election is being held, receiving the greatest number of qualified votes shall be declared elected. In the event of a tie vote, the Board of Directors shall choose between the nominees involved.

10. For IEEE elections and elections of all units where mail ballots are used, the ballots shall include and identify, for each office in said election, spaces in which the voter may write the name of any person he desires to elect to that office. For such names to be counted in the election, each person so indicated shall meet such qualifications as may be specified for the office by the Constitution or Bylaws of the organizational unit conducting the election. The number of votes so cast for any such person shall have the same effect on the outcome of the election as if his name had been submitted on the ballot. A tally of such votes shall be included in the election report whenever the number of votes is sufficient to affect the order of preference of the candidates for the office. The provisions of Bylaw 313.7 shall be observed.

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

#### 314. Pension Benefit Plan

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

#### 315. Amendments

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

shall be not earlier than seventeen days after the Tellers Committee announcement of the results of the membership vote. Unless otherwise directed by the Board of Directors, the schedule for the receipt of petitions for Constitutional amendments and state-ments of petitioners in support of petitions to accom-pany the ballot, their submission to the voting mem-bers, and the counting of ballots shall conform to the schedule for petitions for nomination of Officers and Directors, as provided in Bylaws 313.5, 313.6, 313.9 and in Section 4 of Article XII of the Constitution of the IEEE.

3. As provided in the Constitution, proposed Bylaw changes and the reasons therefor shall be mailed to all Direc-tors at least twenty days before the stipulated meet-ing of the Board of Directors at which the vote shall be taken. Two-thirds of the votes of the members present at the meeting shall be required to approve any new Bylaw, amendment or revocation.
4. A complete history of amendments shall be kept in the files of the IEEE.

#### 400. Fiscal Matters

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

#### 400. GROUPS OF MEMBERS

#### 401. Regions

1. The United States of America shall be divided into six Regions. The territory comprising Canada shall be Region 7. Region 8 shall consist of Greenland, Europe, the Union of Soviet Socialist Republics, and the follow-ing countries in North Africa and the Near East: Aden Protectorate, Algeria, Bahrain, Chad, Eritrea, Ethiopia, Iran, Iraq, Israel, Jordan, Kuwait, Lebanon, Libya, Mali, Mauritania, Morocco, Muscat, Oman, Niger, Qatar, Saudi Arabia, Somalia, Spanish Sahara, Sudan, Syria, Trucial Coast, Tunisia, Turkey, the United Arab Repub-lic, and Yemen. The territory comprising the Caribbean and Bahama Islands, South America, Central America and North America (except the United States and Canada) shall be designated Region 9. Areas not included in Regions 1 through 9 shall be designated Region 10. The boundaries of the Regions shall be established by the Board of Directors.
2. When new Regions are established, or when changes are made in Regional boundaries, the changes shall be made effective so that no Regional Delegate-Regional Director shall have his term shortened by such changes.
3. Regions failing to maintain reasonable activity may be dissolved and the Sections therein may be absorbed into other Regions, the boundaries of which are to be correspondingly altered.

4. Each Region except Region 10 shall have a Regional Committee which shall consist of at least the Regional Director, the Junior Past Regional Director, one rep-resentative of each Section in the Region, and the Chairman of the Regional Student Activities Committee. The Section representative shall be the Chairman of the Section. A Section may be represented at a Regional Committee meeting by an alternate appointed by the Section Executive Committee with notification to the Regional Director. Region 10 may have a Regional Com-tee.

In the case where a Region contains Councils, the Regional Committee may include, in addition to the above, a representative of each Council of the Region. Such representative shall be a voting or nonvoting member as approved by the Regional Committee.

5. The Regional Committee may include additional voting members from such entities as the RAB Membership Develop-ment Committee, Technical Activities Board, etc., not exceeding in number one-fourth of the above manda-tory number of members representing the Sections in the Region. The purpose for such additional members shall be determined by the Regional Committee based upon each Region's individual requirements. Such additional members shall be appointed on a year-to-year basis by the Regional Director, subject to the approval of the Regional Committee, and shall be of Member, Senior Member or Fellow grade in the IEEE.
6. The Regional Committee shall hold at least one meet-ing each year, at an appropriate time and place with-in the Region. A quorum for a Regional Committee meet-ing shall consist of a majority of the members of the Committee or their alternates and shall include repre-sentatives from at least half of the Sections in the Region. The Regional Director or, in the event of his unavailability, a Regional Committee Vice Chairman, shall be responsible for calling the necessary number of Regional Committee meetings and designation of the places of meeting. Under exceptional circumstances, the Executive Committee may authorize such meeting, for each specific instance, to be held without the Region.
7. Each Region shall establish a Regional Nominating Committee. Its Chairman shall be appointed by the Regional Director. The duties of the Regional Nom-inating Committee shall include the preparation of a slate of candidates recommended for the office of Regional Delegate-Regional Director, to be submitted for approval by the Regional Committee.

The Regional Committee shall participate generally in the development of the Institute through recommenda-tions to the Board of Directors and/or the Executive Committee and to the Sections comprising the Region.

8. The Regional Director shall be Chairman of the Regional Committee and shall appoint a Vice Chairman from the membership of the Region. The Chairman of the Regional Committee shall appoint a Secretary-Treasurer from the membership of the Region. The duties of the Secretary-Treasurer shall include correspondence, the keeping of the minutes of the Committee meetings, mailing notices, handling of funds, the keeping of financial records, the submission of a report to the Executive Committee at the end of each year to be sent to the General Mana-ger, and such other duties as are assigned to him by the Chairman. The Secretary-Treasurer shall not be a voting member of the Committee unless specifically so appointed for a term of one year by the Regional Director, subject to the approval of the Regional Committee.

9. Pending installation of the first Regional Director of a Region, the President of the IEEE shall appoint a Chairman pro tem of the Regional Committee, with the approval of the Executive Committee, and the Chairman pro tem shall appoint a Secretary-Treasurer pro tem.
10. Each Region shall establish a Regional Student Activities Committee to be responsible to the Regional Committee. It shall be concerned with the encouragement of student activities in the Region including Student member and Student Branch operations, general supervision of student activities and meetings when held on a Regional basis, and the fostering and coordination of activities with the Sections. The Regional Student Activities Committee shall be composed of all Counselors in the Region, at least one Regional student appointee, and any Student Activities Committee members residing in the Region, ex officio. The Chairman of this Committee shall be appointed from the membership of the Regional Student Activities Committee by the Regional Director, for a two-year term of office that corresponds with or overlaps that of the Regional Director. The Chairman of the Regional Student Activities Committee shall serve, ex officio, on the IEEE Student Activities Committee.
11. Each Regional Committee shall conduct its activities within the Constitution, Bylaws, and other rules externally imposed which by law affect the membership and activities of the IEEE. Regions shall have the right to obligate their funds for all purposes necessary to promote their objectives except that no Region or any officer or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE for those activities specifically prohibited in the Manual for Regions.
12. Partial reimbursement of actual and necessary expenses, as authorized by the IEEE Executive Committee, will be provided to attend Regional Committee meetings and other authorized meetings. Reimbursement shall be at Regional expense, and the formula governing reimbursement shall be under the jurisdiction of the Regional Committee.  
  
The Executive Committee, in determining the amount of such reimbursement, shall take into account circumstances which may affect Sections of small size or which are remotely located. Under exceptional circumstances, the Executive Committee may provide for partial reimbursement for more than one meeting per year.
13. Subject to budget limits approved by the Board of Directors, the Executive Committee shall authorize the transfer of funds to the respective Regional treasuries, the amounts thereof to be decided in consultation with the respective Regional Directors.
14. Upon approval by the Board of Directors, a voluntary or mandatory fee may be charged to members resident in a Region for specified services for the benefit of members within the Region. The Board of Directors will determine whether the fee is to be voluntary or mandatory in a particular circumstance depending on the nature of the specific services to be provided.

#### 402. Sections

1. There shall be established throughout the territory in which IEEE conducts operations, groups of members residing in specified geographical areas designated as Sections. Sections may establish subdivisions, known as Subsections, under the conditions specified in these Bylaws.

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

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

The Section shall hold meetings for the transaction of the regular business of the Section and for the presentation of papers and their discussion, and shall engage in such other activities as necessary, such as and proper for the fulfillment of its objectives.

2. A petition for the formation of a Section shall be signed by not fewer than fifty members other than Students, having mailing addresses within the territorial limits proposed in the petition. The Regional Activities Board, acting on a petition bearing fewer than fifty names, may authorize the formation of a Section, especially when there is assurance that the formation of a Section will stimulate sufficient sectional support. The territorial limits of the proposed Section shall be specifically delineated in the petition. The petition shall also list the concurring and nonconcurring Sections that are involved in the territory concerned.

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

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

3. Failure of a Section to maintain the required activities, which shall include the holding and reporting to the General Manager of at least five technical meetings each year and also the maintenance of a minimum membership of twenty-five members other than Students, shall place the Section on probation. Meetings held by a Group Chapter or Joint Group Chapter of a Section may be counted in meeting the requirements of this Bylaw. The Section Chairman and the Regional Director shall be informed of the probation by the General Manager who shall also call their attention to the requirements for maintaining the Section. If the delinquency continues for a second year, and in the absence of plans to reactivate the Section acceptable to the Regional Director and the Regional

Activities Board, the Section shall be automatically dissolved, with members in that Section territory reassigned to another Section as approved by the Regional Director and the Regional Activities Board. The General Manager shall so inform the members previously constituting the Section.

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

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

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

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

The Section Bylaws shall specify the election procedure for balloting.

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

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

All officers shall be elected annually as provided in the Section Bylaws. The terms of office for all officers shall normally be one year, but in any case shall continue until their successors are duly elected and take office. A plurality of the votes cast shall be necessary for election. The names of newly elected officers shall be reported to IEEE Headquarters within 20 days following election.

The Section Bylaws shall provide for appointment by the Section Chairman of a Nominating Committee of three or more Section members not then officers of the Section. Specific provisions for nomination by petition shall be contained in the Section Bylaws. The nominations submitted by the Nominating Committee shall be furnished to each voting member sufficiently in advance to allow a minimum of 28 days for nominations by petition, with a minimum number of signatures of voting members required, before the nominations are closed. The slate presented to the voting Section members shall include the nominations submitted by the Nominating Committee as well as the names of eligible candidates submitted by petition when such additional names meet the requirements set forth in the IEEE and Section Bylaws.

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

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

The Section Bylaws shall provide for prescribing the duties of the officers and establishing a quorum for business meetings which shall be conducted in accordance with a standard parliamentary authority.

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

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

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

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

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

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

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

8. Sections shall submit a Financial Statement to the IEEE General Manager and to the Regional Director at the end of each calendar year.
9. Section Secretaries shall forward to the General Manager a report of all meetings and activities held by the Section and its Subsections.
10. For the maintenance of a Section the IEEE shall credit the Section for each calendar year:

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

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

11. Local voluntary financial contributions may be accepted by Sections.
12. Any Section that publishes a periodical shall inform the Regional Activities Board of the establishment thereof and shall provide the Regional Director and IEEE Headquarters with copies thereof, as published.
13. With the approval of the Regional Director(s), two or more Sections may join in mutual support of the following activities:

Joint Publications  
Joint Meetings, Conferences or Symposia  
Joint Group Chapter Meetings  
Student Activities  
Business Administration

and such related activities as may be approved from time to time by the Regional Activities Board. If in pursuing such joint activities it appears desirable to establish a formal aggregation of Sections, to be called a Council, and to be governed by Bylaws, this may be done under the provisions of Bylaw 403.

#### 403. Councils

1. Councils may be established within a Region as aggregations of Sections contained therein. A Council derives its powers from those contained in these Bylaws for Sections.
2. A Region may petition the Regional Activities Board regarding the establishment of a Council. Such petition shall include petitions from those contiguous Sections within the Region supporting and opposing the formation of the Council. It shall also include the recommendations of the Regional Committee and the Regional Director. Favorable action by the Regional Activities Board is necessary for the establishment of a Council.

3. Each Council shall have a Council Committee which shall consist of at least the Council Chairman, the Junior past Council Chairman, the Council Student Activities Committee Chairman, if such Committee exists, and one representative of each Section in the Council appointed by the Section Executive Committee.

4. Each member of the Council Committee shall be of Senior Member or Fellow grade in the IEEE. The term of each office of each member shall be not more than three years, as determined by the particular Council Bylaws.

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

6. The duties of the Council Committee shall include the annual election of all Council officers and the coordination of all Section activities within the Council as outlined in the Council Manual.

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

8. Pending installation of the first Council Chairman of the Council, the Regional Director shall appoint a Chairman pro tem of the Council Committee, and the Chairman pro tem may appoint a Secretary-Treasurer pro tem.

9. Each Council Committee shall conduct its activities within the Constitution, Bylaws and other rules externally imposed which by law affect the membership and activities of the IEEE. Councils shall have the right to obligate their funds for all purposes necessary to promote their objectives except that no Council or any officer or representative thereof shall have authority to contract debts for, pledge the credit of, or in any way bind the IEEE for those activities specifically prohibited in the Manual for Councils and those prohibited to individual Sections, as provided in Bylaw 402.7.

#### 404. Subsections

1. A Section may establish Subsections which shall be geographical subdivisions of the Section, subject to the same limitations and control as the Section itself pursuant to the following conditions:

In the case of Subsections, a petition shall be submitted to the parent Section Executive Committee signed by not fewer than twenty members, other than Students, having mailing addresses within the territorial limits proposed in the petition. The territorial limits of the proposed Subsection shall be specifically delineated in the petition;

Approval of the petition by the parent Section Executive Committee and the Regional Director;

Notification to the General Manager of actions by a Section regarding Subsections with a copy of petition or petitions;

Approval by the Regional Activities Board.

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

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

3. Subsection affiliation shall be determined by the member's mailing address, except that a member may affiliate with any contiguous Section or Subsection of his choice, upon notification to IEEE Headquarters. Unless otherwise requested, a change in mailing address shall cause the member's affiliation to revert to the Section corresponding to his new mailing address.

#### 405. Groups and Societies

1. There shall be established within the scope and objectives of the IEEE groups of members interested in specific technical fields or related subjects, designated as Groups. With the approval of the IEEE Board of Directors, there may be established IEEE Societies, to which shall apply all the Bylaws, policies, rules and procedures applicable to the IEEE Groups, provided that any future new or amended Bylaws, policies, rules and procedures specific to such Societies shall take precedence. Where appropriate, present references to Groups in IEEE documents and forms shall apply to the Societies.

2. A petition for the formation of a Group shall be signed by not fewer than one hundred members, other than Students, shall state the proposed field of interest and shall be forwarded to the Executive Committee after review thereof by the Technical Activities Board.

3. The Executive Committee, upon receipt of a petition to form a Group, and subsequent to consultation with the Technical Activities Board, may authorize its formation. After the Group is organized and a Constitution for it is approved by the Executive Committee, the Executive Committee may give final approval to its establishment.

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

5. Each IEEE Group authorized by the Executive Committee may publish periodicals incorporating papers of lasting value to the profession in the field of interest of the Group and designated as the "IEEE Transactions on \_\_\_\_\_." Each Group having such a publication shall also establish a review procedure complying with a uniform IEEE policy.

6. All Groups shall consist exclusively of IEEE members and such Affiliates as may be recognized by the Executive Committee. No Group shall be recognized as joint with any other organization, society or group outside the IEEE. However, Groups may cooperate with other organizations in the holding of joint meetings and may invite members of such organizations and the public to the meetings.

7. The expenses of operating a Group shall be defrayed through the levying of fees or other charges approved by the Executive Committee. Group fees shall be applied to membership in the respective Groups as follows:

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

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

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

8. The Executive Committee shall establish each year a TAB Subsidy Fund, and shall set its total amount. The Subsidy Fund shall be administered by the Vice-President - Technical Activities, in consultation with the Technical Activities Board, the Publications Board, the Vice-President - Publication Activities, and such others as may have pertinent information and interests. There shall be provided for each new Group matching funds of one dollar (\$1.00) for each dollar of income derived by the Group from the membership fees during the first two years.

9. All IEEE members, including those qualifying for special membership categories, may join any and all Groups/Societies upon payment of the appropriate fees. Affiliates do not qualify for any of these special categories.

10. All Group meetings shall be open to all members of the IEEE on an equal basis with Group members. Any IEEE member or any Group Affiliate, upon payment of charges judged to be equitable by the Executive Committee, shall receive notices of meetings of any Group.

11. An IEEE Group by itself, or jointly with other organizations, may hold conferences, conventions, or offer lectures and may charge for registration, but any such charge must apply to the entire meeting and no separate registration charge shall be made for that portion of the meeting sponsored by the Group.

12. All publications of Groups, other than programs, notices, and the like, shall be subject to prior authorization of the Executive Committee and shall be made available to all IEEE members and Group Affiliates on equitable bases approved by the Executive Committee.

13. The Groups may prepare Standards recommendations, provided that advance approval for each such preparation is obtained from the Standards Board.

14. Each Group shall forward to the General Manager a copy of each meeting notice of the Group, an annual report and a financial statement for each IEEE fiscal year prepared immediately following the end thereof.

15. The officially constituted officers of a Group shall have the sole authority to obligate the funds and assets of the Group to promote the Group's activities, provided that no Group officer or representative shall have authority to contract debts for, pledge the credit of, or otherwise bind the Institute for activities prohibited by the Bylaws of the Institute, the Constitution and Bylaws of the Group, or by regulations published in the Technical Activities Manual. Returns from investment of Group funds shall be credited to the Group.

16. Each Group shall conduct its activities within the Constitution, Bylaws and other rules externally imposed which by law affect the membership and activities of the IEEE.

17. Group Affiliates are non-IEEE members who have been admitted by a Group to some of the rights and privileges of Group activities. In general, a Group Affiliate must be a person whose technological activities do not justify full membership in the IEEE, but who may be helped by participation in Group activities and who may contribute benefits to Group members by his participation in their activities. The qualifications for Group Affiliates, limits in rights and privileges, and dues shall be established by the Executive Committee. The Group Affiliate dues shall be administered in accordance with the schedule and procedures that apply to IEEE membership dues, as given in Bylaws 108 and 110.

→ 18. The Groups(\*) and Societies are:

Acoustics, Speech and Signal Processing  
Aerospace and Electronic Systems  
Antennas and Propagation  
Broadcast, Cable and Consumer Electronics  
Circuits and Systems  
Communications  
Components, Hybrids and Manufacturing  
Technology  
Computer  
Control Systems  
\*Education  
Electrical Insulation  
Electromagnetic Compatibility  
Electron Devices  
Engineering Management  
Engineering in Medicine and Biology

Geoscience Electronics  
Industrial Electronics and Control  
Instrumentation  
Industry Applications  
\*Information Theory  
Instrumentation and Measurement  
Magnetics  
Microwave Theory and Techniques  
Nuclear and Plasma Sciences  
Power Engineering  
Professional Communication  
Quantum Electronics and Applications  
\*Reliability  
\*Sonics and Ultrasonics  
Systems, Man and Cybernetics  
Vehicular Technology

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

19. In support of their objectives, Groups may associate themselves in Divisions.

#### 406. Group Chapters

1. A Group Chapter, consisting of the members of a Group who are members of a particular Section, may be established to function in a manner similar to that of a committee of the Section.

2. A petition to establish a Chapter must contain the following:

- Name of the Section;
- Name of the Group;
- Name of the organizer (who becomes interim Chairman pending election of a regular Chairman at a later organization meeting);
- Signatures of at least twelve IEEE members, other than Students, who are members of the Group and Section involved;
- Information on Section members who indicate they will join the Chapter, if established.

3. The petition for a Group Chapter shall be submitted to the Section Executive Committee for written approval and forwarded with this written approval to the General Manager. The Group Chapter shall be considered established after the General Manager has ascertained that the Regional Director and the Group President have no objections to the formation of the Group Chapter. The General Manager shall notify the IEEE Executive Committee, the Regional Activities Board, the Group President, and the Section Chairman.

4. A Group Chapter shall be required to maintain a membership of not fewer than ten members, other than Students, and to hold not less than two technical meetings per year, or to maintain a level of activity acceptable to the Regional Director and the Group President.

5. With the concurrence of the Section Executive Committee, the Regional Director, and the Group President, a Group Chapter may be dissolved. A Group Chapter shall be dissolved automatically if it has failed to meet the requirements of the Bylaws for three consecutive years and annual notice of the delinquency has been given to all concerned. Such dissolution will be reported to the IEEE Executive Committee, the Regional Activities Board, and the Group President.

6. The responsibility for Chapter management shall rest with the Section, which shall have control of all financial and other assets of the Chapter in carrying out its activities.

7. A Joint Group Chapter comprised of the members of more than one Group may be established by the procedures defined in Bylaws 406.2 and 406.3, provided, however, that the petition to establish a Joint Group Chapter shall contain at least twelve signatures and that each Group involved shall be represented by at least three signatures.

8. A Group Chapter or Joint Group Chapter may be established by the procedures defined in Bylaws 406.2, 406.3 and 406.7 to cover the territory of two or more contiguous Sections, or an Affiliation, or a Council, provided the necessary approval is obtained by all concerned. The petition shall identify the entity assuming responsibility for the Group Chapter management. That entity shall receive the Group Chapter member and Affiliate allowances and rebates for the Group Chapter meetings.

In Regions 8, 9 and 10, a Group Chapter or a Joint Group Chapter may be established in the Region upon the recommendation of the Regional Director, provided that circumstances do not favor its formation in a Section or contiguous Sections of the Region.

9. The status of a Group Chapter may be changed from single to joint, or vice versa, or from one joint combination to another, without submission of a petition. The change in status will become effective following approval of the request for change by the Regional Director(s), Group Presidents, the Section Executive Committees, and other entities involved.

10. A Chapter or Joint Chapter may schedule a technical meeting only if it has received the prior approval of the Executive Committee of the Section within whose boundaries the meeting is to be held.

11. All Section members shall be advised of all meetings held in the Section, including those organized by Chapters. In addition, a special notice may be sent to the members of the Chapter that organizes a meeting. The Section shall receive the meeting allowance and credit for this activity.

#### 407. Student Branches

1. There shall be established throughout the territory in which IEEE conducts operations, groups of Student members residing in specified geographical localities, designated as Student Branches.

2. The establishment of an IEEE Student Branch may be authorized at a "school of recognized standing" by the Regional Activities Board upon the approval of the Regional Director based on the recommendation of the Regional Student Activities Committee Chairman and upon receipt of a petition signed by twenty or more Student members and the IEEE Counselor or a representative of the faculty (who must be an IEEE member) at the educational institution involved. In certain instances, where there is assurance that formation of the Branch will stimulate additional membership, the Regional Director may approve the petition with fewer than the required number of member signatures.

3. At each Student Branch there shall be a Counselor who shall be an IEEE member and a faculty member teaching electrical or electronics engineering, radio, allied branches of engineering, or the related arts and sciences and who shall be appointed by the Regional Director upon the recommendation of the Student members of the Branch, the Regional Student Activities Committee Chairman, and in accordance with the practices for the establishment of other student organizations at the educational institution involved. The appointment or reappointment shall normally be for two years, commencing July 1. Each Counselor is charged with promoting the welfare of the IEEE at his institution, particularly in matters relating to Student activities.

4. There may be instances where proposed Student Branches cannot comply with the requirements of a "school of recognized standing." In such cases, the Regional Activities Board shall rule.

5. Each IEEE Student Branch shall adopt and conform to a Student Branch Constitution with a copy submitted to IEEE Headquarters. The Branch Constitution shall provide for the management of the Branch affairs by an Executive Committee consisting of the elected officers and any other members as may be specified. The officers of the Branch shall be at least a Chairman, a Vice Chairman, a Secretary, and a Treasurer or a Secretary-Treasurer. Each Student Branch Chapter Chairman shall serve as an ex-officio member of the Branch Executive Committee.

6. The IEEE, by action of the Regional Activities Board, may join with another engineering or technical society to cosponsor a Joint Student Branch in a "school of recognized standing," upon the recommendation of the Regional Student Activities Committee Chairman with the approval of the Regional Director. The petition for the establishment of the Branch must be signed by the IEEE Counselor, or a representative of the faculty (who must be an IEEE member) of the educational institution involved, in the event a Counselor has not been appointed, and by ten or more Student members of the IEEE.

7. Each Joint Student Branch shall adopt and conform to a Joint Student Branch Constitution which shall have been submitted to and approved by both the Regional Activities Board and the cosponsoring society.

8. The normal organizational unit for the conduct of IEEE Student Branch activities is the Student Branch associated with an educational institution. However, when circumstances do not permit the normal organizational arrangements within the boundary of a Section, the



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

9. IEEE Student Branches and Joint Student Branches shall have the right to obligate their funds for all purposes necessary to promote their objectives, except that no IEEE Student Branch, Joint Student Branch, or any officer or representative thereof, shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE for those activities specifically prohibited in the Student Branch Constitution or in the Manual for Student Branches.

10. Each IEEE Student Branch, IEEE Section Student Branch, and Joint Student Branch shall forward an Annual Report and Financial Statement at the end of each calendar year to the Manager of Member Services, the Regional Student Activities Committee Chairman, and Section Student Activities Chairman.

1. An IEEE Student Branch, IEEE Section Student Branch, or Joint Student Branch may defray expenses by assessment of its members as provided in its constitution and, in addition, may accept noncompulsory financial contributions. Nonmember students of the institution where a Student Branch is established may attend the Student Branch meeting under such conditions as may be prescribed by the Student Branch.

12. Failure of the IEEE Student Branch or IEEE Section Student Branch to maintain a minimum of ten IEEE Student members, to hold appropriate accreditation, and to hold at least three meetings each year shall place the Branch on probation. The Regional Director, all officers of the Branch and the IEEE Counselor, or a representative of the faculty of the educational institution or other institute involved, in the event a Counselor has not been appointed, shall be informed of the probation by the General Manager who shall also call to their attention the requirements for maintaining the Branch. If the delinquency continues for a second year, the IEEE sponsorship shall be withdrawn automatically. The General Manager shall so report to the Executive Committee and the Regional Activities Board, and so inform the former officers of the dis-  
i Branch and the IEEE Counselor.

13. Failure of a Joint Student Branch to maintain a minimum of ten IEEE members and to hold at least three meetings each year shall be reported by the General Manager to the Executive Committee and the Regional Activities Board, and similar action as for delinquencies of IEEE Student Branches shall be taken following formal notification to the cosponsoring society.

14. For maintenance of an IEEE Student Branch, IEEE Section Student Branch, or Joint Student Branch, upon receipt of an Annual Branch Activity Plan, endorsed by the IEEE Counselor, the IEEE shall issue to each such Branch upon request, for one calendar year, the sum of twenty-five dollars (\$25.00) for Branches with less than fifty members and fifty dollars (\$50.00) for Branches with fifty or more members. Each Branch meeting the provisions of the Bylaws shall be entitled to receive an annual rebate of \$1.00 per Student member of the Branch and an additional \$0.70 per Student Branch Chapter member based on membership as of December 31 each year. In the case of a Section Student Branch, these amounts shall be paid to the Section sponsoring the Branch.

15. The Regional Activities Board may, after consultation with the Regional Director, dissolve an IEEE Student Branch or IEEE Section Student Branch, or withdraw its sponsorship and support of a Joint Student Branch for any reason deemed sufficient. Any remaining funds in the custody of that Branch, or Joint Branch, attributable to IEEE sponsorship, shall revert to the IEEE.

16. The Executive Committee shall be informed of the establishment or dissolution of a Student Branch, Joint Student Branch, and Section Student Branch.

17. Each Branch shall conduct its activities within the Constitution, Bylaws, and other rules externally imposed which by law affect the membership and activities of the IEEE.

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

#### 408. Student Branch Chapters

1. A Student Branch Chapter may be established as a technical subunit of a particular IEEE Student Branch by those Students who are members of both the Branch and a particular Group/Society. A Student Branch Chapter shall function in a manner similar to a committee of the Branch.

2. A petition to establish a Student Branch Chapter, in the required form supplied by IEEE, must contain at least:

a. Name of Student Branch, signatures of its Student Branch officers, and signature of the Counselor.

b. Name of the Group/Society with which affiliation is sought.

c. The signatures of at least twelve Students who are members of the Branch and of the Group/Society involved, the signature of the Faculty Advisor of the Student Branch Chapter selected by the petitioning Students, who shall be a member of the Group/Society, the name of one Student petitioner who will serve as interim Chairman until establishment of the Student Branch Chapter is authorized.

The petition for the Student Branch Chapter shall be submitted to the Manager of Member Services at IEEE Headquarters. The Student Branch Chapter shall be considered established following approval of the petition by the Regional Student Activities Committee Chairman, the Regional Director, and the Group/Society President.

The Student Branch Chapter membership shall elect a Branch Chapter Chairman and any other officers deemed necessary for its successful operation in accordance with the Branch Constitution.

The responsibility for Chapter management rests with the Executive Committee of the Branch. The Student Branch Chapter Chairman shall serve as an ex-officio member of the Branch Executive Committee in coordinating and planning activities and programs.

All Student Branch members shall be advised of all meetings held under the auspices of the Branch including those organized by a Student Branch Chapter.

A Branch Chapter is required to maintain a membership of not fewer than ten Student members, and to hold not less than two technical meetings per year, and maintain a level of activity acceptable to the Group/Society President, the Regional Director, and the Regional Student Activities Committee Chairman.

With the concurrence of the Counselor, the Group/Society President, the Regional Director, and the Regional Student Activities Committee Chairman, a Student Branch Chapter may be dissolved.

#### 500. PUBLICATIONS

##### Periodicals

1. The IEEE shall publish a monthly publication entitled "IEEE SPECTRUM" which shall be distributed to all Honorary Members, Fellows, Senior Members, Members, and Associate Members. The Executive Committee may authorize distribution to Students.

2. The IEEE shall publish a monthly publication entitled "PROCEEDINGS OF THE IEEE." This publication shall be available to all IEEE members at a subscription fee set by the Executive Committee.

3. The IEEE shall publish periodicals produced by the various Groups named "Transactions on \_\_\_\_\_," where specialized technical papers shall be published.

4. The IEEE may publish periodicals, other than the Transactions defined in Bylaw 501.3, sponsored by one or more of the Groups, subject to the approval of the Executive Committee, subsequent to consultation with the Publications Board.

5. The IEEE may publish an annual Directory containing lists of its members, lists of manufacturers, supplies and products, subject to the approval of the Executive Committee.

Member subscriptions to all periodicals shall terminate on December 31 of each year. Subscription fees received in the period September 1 to December 31, inclusive, shall extend the subscription to the period ending December 31 of the following year. Fees received in the period from January 1 to the last day of February, inclusive, shall apply to the period ending

December 31 of the then current year. If payment for a subscription is received in the period March 1 to August 31, inclusive, the fee charged shall be one-half the annual subscription fee, and shall apply to the period ending December 31 of the then current year.

#### 502. Other Publications

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

#### 503. Standards

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

2. With the approval of the Standards Board, non-IEEE members, who are representatives of standards-developing organizations or are invited experts, may hold membership on IEEE committees and subcommittees developing standards and shall be entitled to vote on matters relating to those standards.

#### 600. CONVENTIONS AND MEETINGS

##### 601. Regional Meetings

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

##### 602. Institute Functions

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

##### 603. Special Technical Conferences

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

##### 604. Cooperation with National Engineering Societies

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

##### 605. General Meeting of Members

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