



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

## CONSTITUTION \*

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#### ARTICLE I - NAME, PURPOSE AND TERRITORY

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

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

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

Sec. 3. The character of its scope is transnational and the territory in which its operations are to be conducted is the entire world. In addition to its world-wide operations, the IEEE may

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

#### ARTICLE II - BYLAWS

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

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

#### ARTICLE III - MEMBERSHIP

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

Sec. 2. The term "member" when printed without an initial capital, where used in this Constitution,

includes all grades of membership.

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

#### ARTICLE IV - DUES AND FEES

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

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

#### ARTICLE V - GROUPS OF MEMBERS

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

#### ARTICLE VI - ANNUAL ASSEMBLY

Sec. 1. An annual Assembly composed of Delegates elected by the voting members shall receive reports and perform such functions as required by law or specified in the Bylaws.

Sec. 2. The annual Assembly shall meet on the day of the last regularly scheduled meeting of the Board of Directors in each fiscal year of the IEEE. The President of the IEEE shall preside. The annual Assembly may be held elsewhere than in the State of New York. The manner of giving notice of such meeting shall be specified in the Bylaws.

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

#### ARTICLE VII - BOARD OF DIRECTORS

Sec. 1. A Board of Directors shall be the governing body of the IEEE and shall consist of Directors elected by the voting members, Directors elected by the annual Assembly, the President and the two surviving Past Presidents most recently retired from that office. The President of the IEEE shall preside.

Sec. 2. The number of Directors elected by the voting members together with the number of

Directors elected by the annual Assembly shall be not less than nine nor more than fifty. The number of Directors elected by the voting members shall not be less than sixty per cent of the total number of Directors.

Sec. 3. All of the Directors shall be of full age, shall be IEEE members of the grades specified in the Bylaws, and at least one shall be a citizen of the United States and a resident of the State of New York.

Sec. 4. There shall be an annual meeting of the Board of Directors which shall be the last regularly scheduled meeting in each fiscal year of the IEEE. This annual meeting may be held elsewhere than in the State of New York.

Sec. 5. Additional meetings and provision for special meetings of the Board of Directors and the manner of giving notice of annual, additional and special meetings shall be specified in the Bylaws.

Sec. 6. The Board of Directors may designate or appoint one or more Committees and Boards which shall have such powers of the Board of Directors as it may confer upon them from time to time.

#### ARTICLE VIII - PRESIDENT

Sec. 1. 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.

#### ARTICLE IX - DELEGATES AND DIRECTORS

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

Sec. 2. The territory of the IEEE shall be divided at the discretion of the Board of Directors, into geographical areas known as Regions, which shall be specified in the Bylaws. The voting members of each Region shall elect a Delegate to the annual Assembly designated as its Regional Delegate who shall also by virtue of such election be a Director designated as its Regional Director. The method of election of Regional Directors shall be specified in the Bylaws. The Board of Directors may establish a Region of general scope comprising an area including those parts of the entire world not within theretofore established Regions. The manner of selecting the Regional Director thereof shall be specified in the Bylaws.

Sec. 3. Certain of the technical areas covered by the IEEE shall be grouped into Divisions. The voting

members of each Division shall elect a Delegate to the annual Assembly, designated as its Divisional Delegate, who shall also by virtue of such election be a Director, designated as its Divisional Director. The method of election of such Divisional Directors shall be specified in the Bylaws.

Sec. 4. The term of each Delegate elected by the voting members shall run concurrently with the term of his office as Director and shall be not less than two nor more than five years, except that the term of office of the President as a Delegate-at-large and Director-at-large shall be three years, and such terms of office of such Delegates and Directors shall coincide with the fiscal year of the IEEE.

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

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

#### ARTICLE X - CORPORATE OFFICERS

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

Sec. 2. The Bylaws shall specify those Corporate Officers, other than the President, if any, to be elected by the voting members and those to be elected by the annual Assembly. Those elected by the voting members, by virtue of such election, shall also be Delegates-at-large and Directors-at-large. Those elected by the annual Assembly, by virtue of such election, shall also be Directors. Other Corporate Officers shall be appointed by the Board of Directors.

Sec. 3. The terms of office for all Corporate Officers shall be for one year and shall terminate at the end of the fiscal year of IEEE, or at such later time as their successors are elected and accept.

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

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

#### ARTICLE XI - VACANCIES

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

Sec. 2. The Board of Directors shall fill a vacancy occurring in the Board of Directors or among the Corporate Officers for a period not to exceed the unexpired term of the office becoming vacant, provided that, if a vacancy shall occur in the office of a Regional or Divisional Director, then the Region or Division that elected such Director shall have the right to elect a Director to serve the remainder of such term. If such Region or Division shall fail to elect a Director within six months after notice of such vacancy, as may be provided in the Bylaws, then the same may be filled by the Board of Directors.

#### ARTICLE XII - NOMINATIONS AND ELECTIONS

Sec. 1. The Board of Directors shall submit to all voting members, on or before May first of each year, a list of nominees for Delegates, Directors, the President and such Officers as may be specified in the Bylaws to be elected by the voting members for the coming term. This list is to be in accordance with the Bylaws. Submission may be by notice in an IEEE publication which goes to all voting members.

Sec. 2. The method of making nominations shall be specified in the Bylaws.

Sec. 3. Nominations by petition for the offices named in Section 1 of this Article may be made by letter to the Board of Directors setting forth the name of the proposed candidate and the office for which the candidate is desired to be nominated, provided such petition is received at the general offices of the IEEE no later than twelve o'clock noon on the Friday prior to June first. The required number of signatures on such petition shall be specified in the Bylaws.

Sec. 4. On or before September first, the Board of Directors shall submit to all voting members as of August first a ballot listing all nominees for the offices named in Section 1 of this Article, in accordance with the Bylaws.

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

#### ARTICLE XIII - MANAGEMENT

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

Sec. 2. A Vice-President shall assume the duties of the President in the absence or incapacity of the President, as specified in the Bylaws. Duties of Vice-Presidents and the order of priority regarding assumption of presidential duties shall be specified in the Bylaws.

In the event of the absence or incapacity of both the President and all of the Vice-Presidents, the Board of Directors shall elect a chairman from its membership who shall perform the presidential duties during such absence or incapacity of the President and all of the Vice-Presidents. The tenure of such temporary chairman shall be at the discretion of the Board of Directors provided, however, that said temporary chairman shall not serve longer than the unexpired term of the incumbent President.

Sec. 3. The Secretary, under the direction of the Board of Directors, shall have general supervision of the keeping of records of meetings, activities, membership and any other records required by law. Also, he shall be responsible for arrangements for all meetings of the Board of Directors, the annual Assembly and all other principal meetings of the IEEE.

Sec. 4. The Treasurer, under the direction of the Board of Directors, shall have general supervision of the fiscal affairs of the IEEE and shall be responsible for the keeping of records thereof.

Sec. 5. All funds received by the IEEE shall be deposited in a depository approved by the Board of Directors in an account requiring the signatures of at least two of the Corporate Officers for withdrawal, who shall be bonded. The Board of Directors shall designate those Corporate Officers authorized to execute such withdrawals.

Sec. 6. The number of Directors required to constitute a quorum shall be stated in the Bylaws but shall not be less than one-third of the total number of Directors.

Sec. 7. The number of Delegates required to constitute a quorum at the annual Assembly shall be stated in the Bylaws but shall not be less than one-third of the total number of Delegates or if one-third be nine or more, not less than nine.

Sec. 8. The chairman of the Board of Directors shall have no vote on the Board unless the votes of the other Directors present are equally divided.

Sec. 9. The chairman of the annual Assembly shall have no vote on the Assembly unless the votes of the other Delegates present are equally divided.

Sec. 10. The fiscal year of the IEEE shall be defined in the Bylaws.

#### ARTICLE XIV - AMENDMENTS

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

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

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



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#### ARTICLE I - NAME, PURPOSE AND TERRITORY

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

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

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

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

\*Amended to December 23, 1980.

#### ARTICLE IV - DUES AND FEES

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

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

#### ARTICLE V - GROUPS OF MEMBERS

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

#### ARTICLE VI - DELEGATES AND DIRECTORS

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

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

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

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

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

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

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

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

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

#### ARTICLE VIII - THE ASSEMBLY

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

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

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

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

#### ARTICLE IX - BOARD OF DIRECTORS

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

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

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

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

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

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

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

#### ARTICLE X - CORPORATE OFFICERS

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

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

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

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

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

#### ARTICLE XI - VACANCIES

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

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

#### ARTICLE XII - NOMINATIONS AND ELECTIONS

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

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

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

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

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

#### ARTICLE XIII - MANAGEMENT

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

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

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

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