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Incorporating all revisions through 28 June 2010.



**June**

**IEEE  
CONSTITUTION  
and  
BYLAWS  
2010**

THE INSTITUTE OF ELECTRICAL AND ELECTRONICS  
ENGINEERS, INC.

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



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## IEEE CONSTITUTION

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

**3 Park Avenue, 17<sup>th</sup> Floor  
New York, N.Y. 10016-5997, U.S.A.**

**CONSTITUTION\***

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

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

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

The IEEE shall strive to enhance the quality of life for all people throughout the world through the constructive

application of technology in its fields of competence. It shall endeavor to promote understanding of the influence of such technology on the public welfare.

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

**ARTICLE II - BYLAWS**

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

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

**ARTICLE III - MEMBERSHIP**

**Sec. 1.** The grades of membership of the IEEE, the member qualifications, privileges and the

requirements for admission, transfer and severance pertaining to each grade shall be specified in the Bylaws.

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

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

#### **ARTICLE IV - DUES AND FEES**

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

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

#### **ARTICLE V - GROUPS OF MEMBERS**

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

#### **ARTICLE VI - DELEGATES AND DIRECTORS**

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

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

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

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

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

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

#### **ARTICLE VII - PRESIDENT**

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

#### **ARTICLE VIII - THE ASSEMBLY**

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

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

**Sec. 3.** All of the Delegates shall be at least 18 years of age and shall be IEEE members of the grades specified in the Bylaws.

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

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

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

#### **ARTICLE IX - BOARD OF DIRECTORS**

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

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

**Sec. 3.** All of the Directors elected by the Assembly shall be at least 18 years of age and shall be IEEE members of the grades specified in the Bylaws.

**Sec. 4.** At least one Director shall be a citizen of the United States.

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

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

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

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

**Sec. 9.** The presiding officer of the Board of Directors shall have no vote on the Board except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

#### **ARTICLE X - CORPORATE OFFICERS**

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

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

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

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

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

#### **ARTICLE XI - VACANCIES**

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

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

## **ARTICLE XII - NOMINATIONS AND ELECTIONS**

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

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

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

**Sec. 4.** The Bylaws shall specify the annual closing date for the list of voting members entitled to vote, and shall specify the date by which, and the manner in which, votes shall be cast.

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

## **ARTICLE XIII - MANAGEMENT**

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

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

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

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

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

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

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

## **ARTICLE XIV - AMENDMENTS**

**Sec. 1.** Amendments to this Constitution shall be made by a vote of the voting members. They may be proposed by the Board of Directors or by petition. A resolution adopted by vote of at least two-thirds of those present at a regularly constituted meeting of the Board of Directors is necessary to submit a proposed amendment to the voting members. A petition must be signed by at least one-third percent 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 distributed to each voting member at least sixty days before the date designated for counting the votes. Voting shall be in accordance with the Bylaws.

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

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

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

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Adopted by the IEEE Board of Directors 8 January 1963, and  
incorporating subsequent revisions through 28 June 2010.

**I-100. MEMBERSHIP**

**I-101. Grades**

1. The grades of IEEE membership and their abbreviations are:

- (a) Honorary Member H or HIEEE
- (b) Fellow F or FIEEE
- (c) Senior Member SM or SMIEEE
- (d) Member M or MIEEE
- (e) Associate Member AM or AMIEEE
- (f) Graduate Student Member GSM or GSMIEEE
- (g) Student Member StM or StMIEEE
- (h) Exchange Member EM or EMIEEE

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

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

**I-102. Categories**

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

- Electronic Membership
- Exchange Members
- Life Members
- Minimum Income
- Permanently Disabled
- Retired
- Unemployed

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

2. Life Members. The designation "Life Member" is applicable only to a member who has attained the age of 65 years and who has been a member of IEEE for such a period that the sum of his/her age and his/her years of membership equals or exceeds 100 years. The designation of "Life Member" shall be effective on 1 January of the year immediately succeeding the year in which the requirement for the Life Member category has been satisfied.

**I-103. Affiliates**

1. Definition. The designation "IEEE Society Affiliate" refers to individuals who are not IEEE members but who are entitled to participate in certain activities of the Society. The

Technical Activities Board shall establish the qualifications for Society Affiliates and the associated rights and privileges within the Society. Dues shall be established by the Board of Directors. Affiliates do not qualify for any special membership categories as defined in IEEE Bylaw I-102.1.

**I-104. Qualifications**

1. Honorary Members. The title of Honorary Member may be conferred by the IEEE Board of Directors on those individuals, not members of IEEE, who have rendered meritorious service to humanity in IEEE's designated fields of interest. An affirmative vote of two-thirds of the members of the IEEE Board of Directors present at the time of the vote, provided a quorum is present, shall be required for conferment at a regularly constituted meeting.
2. Fellow. The grade of Fellow recognizes unusual distinction in the profession and shall be conferred by the Board of Directors upon a person with an outstanding record of accomplishments in any of the IEEE fields of interest (Bylaw I-104.11). The accomplishments that are being honored shall have contributed importantly to the advancement or application of engineering, science and technology, bringing the realization of significant value to society. The nominee shall hold Senior Member grade at the time the nomination is submitted and shall have been a member in good standing in any grade for a period of five years or more preceding 1 January of the year of elevation. The year of elevation to the grade of Fellow is the year following approval by the Board of Directors conferring the grade of Fellow. Members elevated to the Fellow grade may use the title immediately following approval by the Board of Directors. All those elevated will receive a certificate and pin.
3. Senior Member. The grade of Senior Member is the highest for which application may be made and shall require experience reflecting professional maturity. For admission or transfer to the grade of Senior Member, a candidate shall be an engineer, scientist, educator, technical executive, or originator in IEEE-designated fields (Bylaw I-104.11).

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

- (a) Substantial responsibility or achievement in one or more of IEEE-designated fields; or

- (b) Publication of papers, books, or inventions in one or more of IEEE-designated fields; or
- (c) Technical direction or management of important work with evidence of accomplishment in one or more of IEEE-designated fields; or
- (d) Recognized contributions to the welfare of the professions encompassed by one or more of the IEEE-designated fields; or
- (e) Development or furtherance of important courses in one or more of the IEEE-designated fields at an accredited institution; or
- (f) Contributions equivalent to those of (a) to (e) in areas related to IEEE-designated fields, provided these contributions serve to advance progress substantially in IEEE-designated fields.
4. Member. The grade of Member is limited to those who have satisfied IEEE-specified educational requirements and/or who have demonstrated professional competence in IEEE-designated fields of interest. For admission or transfer to the grade of Member, a candidate shall be either:
- (a) An individual who shall have received a three-to-five year university-level or higher degree (i) from an accredited institution or program and (ii) in an IEEE-designated field, both of which are defined in IEEE Bylaw I-104.11; or
- (b) An individual who shall have received a three-to-five year university-level or higher degree from an accredited institution or program and who has at least three years of professional work experience engaged in teaching, creating, developing, practicing or managing in IEEE-designated fields; or
- (c) An individual who, through at least six years of professional work experience, has demonstrated competence in teaching, creating, developing, practicing or managing within IEEE-designated fields.
5. Associate Member. The grade of Associate Member is designed for technical and non-technical applicants who do not meet the qualifications for Member grade, but who would benefit through membership and participation in the IEEE, and for those who are progressing, through continuing education and work experience, towards the qualifications for Member grade.
6. Graduate Student Member.
- (a) A Graduate Student Member must qualify for Member grade and carry at least 50% of a normal full-time academic program as a registered graduate student in a regular course of study in IEEE-designated fields. The total cumulative period for a member to hold the Student Member grade and/or the Graduate Student Member grade shall be limited to 8 years.
- (b) Graduate Student Members, upon graduation or upon reaching the total cumulative 8-year limit as a Student Member and/or Graduate Student Member (whichever occurs first), shall be transferred to Member grade.
7. Student Member.
- (a) A Student Member must satisfy the following conditions (1) carry at least 50% of a normal full-time academic program as a registered undergraduate or graduate student in a regular course of study in IEEE-designated fields; and (2) not yet qualify for Member grade. The total cumulative period for a member to hold the Student Member grade and/or the Graduate Student Member grade shall be limited to 8 years.
- (b) Student Members, upon graduation or upon reaching the 8-year limit (whichever occurs first), with at least a baccalaureate or higher degree (or its equivalent) from an accredited institution in an IEEE-designated field shall be transferred to Member grade.
- (c) Student Members other than those qualifying under subparagraph (b), upon graduation or upon reaching the 8-year limit (whichever occurs first) shall be transferred to Associate Member grade.
8. Course Completion Equivalent. Graduation from a course of at least 18 months duration of study in a curriculum related to IEEE-designated fields may be accepted as equivalent to one year's professional experience.
9. Graduate Work Equivalent. Full-time graduate work, or part-time graduate work with teaching or research, in IEEE-designated fields, may be accepted as equivalent to professional experience.
10. Time Requirements. The time requirements for admission or transfer to any grade of membership may be satisfied by applying pro rata the experience of the candidate under the various alternative requirements for the grade.
11. The IEEE-designated fields are:
- Engineering;
  - Computer sciences and information technology;
  - Biological and medical sciences;
  - Mathematics;
  - Physical sciences;
  - Technical communications, education, management, law and policy.
- Revisions to IEEE-designated fields shall be by action of the IEEE Board of Directors upon recommendation by the IEEE Technical Activities Board.
- An accredited institution or program signifies that a governmental or non-governmental entity has attested to the adequate quality of the academic enterprise.
12. Exchange Member. To qualify for admission as an Exchange Member, the applicant shall be a member in good standing of a technical or scientific society recognized by the IEEE Board of Directors for Exchange Membership privileges, provided such privileges are reciprocally offered to IEEE members by the society so recognized.

13. Statement of Non-Prejudice. Admission to membership in IEEE in any grade shall not be affected by the race, religion, nationality, or sex of the applicant.

14. Member Obligations and Standing.

1. Membership in IEEE in any grade shall carry the obligation to:

- (a) Abide by the IEEE Constitution, Code of Ethics, Bylaws and Policies;
- (b) Support the enhancement of IEEE principles, objectives and activities; and
- (c) Meet the monetary obligations required for membership such as the payment of dues and applicable assessments. In addition, Life Members shall be obligated to confirm annually the desire to continue to receive services and publication(s) to which they are entitled.

2. Member In Good Standing.

- (a) When applied to an IEEE member, the term *member in good standing* shall mean an IEEE member of any grade who is not under suspension.
- (b) When applied to a member of another technical or scientific society, the term *member in good standing* shall adopt the meaning of the term as it is used by that specific society.

15. Suspended Member Privileges. Members under IEEE suspension shall be regarded as members not in good standing and, for the period of their suspension, denied member privileges with the exception of member insurance benefits.

I-105. Privileges

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

2. Fellows. Fellows shall be entitled to all rights and privileges of the IEEE, including the use of FIEEE or "IEEE Fellow" in their signature blocks, and on business cards, letterheads and such.

3. Senior Members. Senior Members shall be entitled to all rights and privileges of the IEEE except the right to serve on the Fellow Committee. Senior Members may use SMIEEE or "IEEE Senior Member" in their signature blocks, and on business cards, letterheads and such.

4. Members. Members shall be entitled to all rights and privileges of 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, the Fellow Committee, the Member and Geographic Activities Board, as specified in IEEE Bylaw I-303.5, or the IEEE-USA Board. Members may use MIEEE

or "IEEE Member" in their signature blocks, and on business cards, letterheads and such.

5. Associate Members. Associate Members shall be entitled to attend meetings of IEEE members, to vote only on matters presented to groups of members (such as Societies and Sections), and to be appointed on committees with the right to vote when specifically approved by the Board of Directors. (See Bylaw I-309.) Associate Members may use AMIEEE or "IEEE Associate Member" in their signature blocks, and on business cards, letterheads and such.

6. Graduate Student Members. Graduate Student Members shall have the rights and privileges of Members. Graduate Student Members may use GSMIEEE or "IEEE Graduate Student Member" in their signature blocks, and on business cards, letterheads and such.

7. Student Members. Student Members shall have the rights and privileges of the Member grade, except the right to vote. Additional rights and privileges or limitations thereof, if any, shall be specified by the Member and Geographic Activities Board. Student Members may use StMIEEE or "IEEE Student Member" in their signature blocks, and on business cards, letterheads and such.

8. Exchange Members. 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.

9. Life Members. Life Members have those privileges associated with their grade immediately before becoming a Life Member or with such higher grade to which they may be advanced.

10. Electronic Membership. Members who qualify and select Electronic Membership shall have all the rights and privileges associated with their grade of membership or with such higher grade to which they may be advanced, except as otherwise provided in the IEEE Policies.

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

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

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

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

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

For admission to Member or Student grade – none required.

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

2. References by Non-Members. If an applicant or nominee for admission or elevation to Senior Member grade is not known by the number of IEEE members specified in Bylaw I-106.1 who would have sufficient personal knowledge of the applicant's accomplishments to serve as a reference, the IEEE at its discretion may accept other references who are familiar with the applicant's professional work; such references preferably should be professionals of standing in IEEE-designated fields.
3. Member and Geographic Activities Board Scope of Action. The Member and Geographic Activities Board is authorized to act for the Board of Directors to coordinate, encourage, and support membership development and to administer admissions and grade advancements, all in accordance with policies, rules, and procedures approved by the Board of Directors and excepting matters pertaining to the Honorary Member and Fellow grades. Questions of interpretation, waivers of requirements, and issues involving two or more major organizational units shall be referred to the Board of Directors for resolution.
4. Submission of Application/Nomination. An application or nomination for admission or elevation may be submitted (1) by a candidate, or (2) on behalf of a candidate by a sponsor, such as an IEEE member or an IEEE organizational unit (such as a Chapter, Section, or Society).
  - (a) When an application or nomination is submitted for admission to Associate Member or Member grade, the candidate shall be notified of the action by or on behalf of the Admission and Advancement Committee.
  - (b) When the application or nomination for admission or elevation to Senior Member grade, or elevation to Member grade is submitted by a sponsor, the sponsor shall be notified of the action by or on behalf of the Admission and Advancement Committee and, if the action is affirmative, the candidate also shall be notified.

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

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

5. Senior Member Application. Senior Member grade is the highest grade for which application may be made for admission or advancement. Elevations to Fellow grade and conferment of Honorary Member grade are by the Board of Directors, following nomination and review procedures given in the IEEE Policies and Bylaw I-305.7, respectively.
6. Admission and Advancement Committee. Applications for admission or advancement in grade shall be referred to the

Admission and Advancement Committee, a standing committee of the Member and Geographic Activities Board. Procedures for elevations shall be established by the Admission and Advancement Committee. The Admission and Advancement Committee may delegate to the IEEE Executive Director, or the IEEE Executive Director's appointed representative, authority to elevate or transfer applicants to the grade of Student Member, Associate Member, Graduate Student Member or Member when there is evidence that the requirements of Bylaw I-104 have been fulfilled. When so authorized, the IEEE Executive Director shall render regular reports to the Admission and Advancement Committee of the elevations and transfers so processed.

7. Reapplication. A reapplication for admission or advancement in grade may be made after the expiration of one year from the date of a rejection.
8. Appeal Committee. A candidate whose application for admission or grade advancement is denied by the Admission and Advancement Committee may appeal the decision through an Admission and Advancement Appeal Committee. Notification of the appeal and its rationale are to be sent to the Vice President - Member and Geographic Activities, with a copy to the MGAB Staff Secretary.

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

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

1. Definition. An IEEE organizational unit is a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law.
2. Hierarchy. Each IEEE organizational unit shall be an integral part of the IEEE and not a separate organization.
3. Membership. Membership in an organizational unit may be automatic, that is, by virtue of being an IEEE member, or it may be by member choice.
4. Requirement. Membership in an organizational unit may require dues, assessments, or other forms of payment.
5. Structure. An organizational unit may contain other organizational units. (See Bylaw I-303.2 for a definition of major IEEE organizational units.)

#### I-108. Dues, Assessments, and Fees

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

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

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

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

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

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

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

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

The procedures for billing schedule; proration schedule;

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

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

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

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

6. Assessments. In addition to the IEEE dues, the following annual assessments shall apply.

A. IEEE-USA and ABET Annual Assessments.

For members other than Student Member and Graduate Student Member, who belong to Regions 1-6 and reside within the United States, there shall be an assessment which shall support IEEE-USA. Using an assessment of thirty-eight dollars (USD 38.00) as a base, the assessment shall be indexed each year to reflect the change in the three-year average of the U.S. consumer price index published by the U.S. Bureau of Labor Statistics, rounded to the nearest whole dollar, beginning with the 2011 dues.

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

B. Regional Assessments.

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

- Region 1, five dollars (USD 5.00) for Region 1
- Region 2, two dollars (USD 2.00) for Region 2
- Region 3, two dollars (USD 2.00) for Region 3

Region 4, three dollars (USD 3.00) for Region 4  
Region 5, two dollars (USD 2.00) for Region 5  
Region 6, one dollar (USD 1.00) for Region 6  
Region 7, nineteen dollars (USD 19.00) for Region 7  
Region 8, thirteen dollars (USD 13.00) for Region 8  
Region 9, four dollars (USD 4.00) for Region 9  
Region 10, five dollars (USD 5.00) for Region 10

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

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

- First Year 50%
- Second Year 100%

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

An IEEE Student Member or an IEEE Graduate Student Member may join as many of the IEEE Societies as serve the member's interests and may subscribe to Society periodical options available to Society members. The Student and Graduate Student membership dues and optional periodical prices shall be established annually by the individual Societies/Councils/Committees. If no specific rates are provided, Student Member and Graduate Student Member Society dues will not exceed 50% of Member dues, and Student Member and Graduate Student Member subscription rates for optional periodicals will not exceed 75% of Member rates. Individual dues will be rounded up to the next whole dollar.

8. Members-Dues Waived. Dues and assessments, if any, shall be waived on 1 January of the year following attainment of Life Member status as defined in Bylaw I-102.2. In determining the required years of membership, the following rules shall apply:
- (a) Only years in which membership dues were paid shall be counted;
  - (b) Years of Student and Graduate Student membership shall be counted; and
  - (c) Years of membership need not be consecutive.

Life Membership in IEEE entitles the member to the privileges specified in IEEE Bylaw I-105.9. In addition, Life Members shall be entitled to receive, free of charge, the services and publication(s) provided for the basic IEEE dues and assessments, on the condition that the Life Member confirms each year that such services and publication(s) are still desired. Life Members shall receive an annual election ballot on the condition that the Life Member confirms each year that the Life Member desires to receive an annual election ballot.

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

#### I-109. Resignation

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

#### I-110. Member Discipline and Support

1. Cause for Expulsion, Suspension, or Censure. A member of the IEEE may be expelled, suspended, or censured for cause.

Cause shall mean conduct that is determined to be

- a material violation of the IEEE Code of Ethics, or
- a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of the IEEE that is seriously prejudicial to the IEEE, or
- other conduct that is seriously prejudicial to the IEEE.

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

2. Rights and Privileges. No person who has been expelled from membership and no member who has been suspended shall (during the period of the suspension) be allowed any of the rights or privileges of membership in the IEEE. Service on committees and boards, at all levels, shall be denied to a person expelled or suspended (during the period of the suspension) from the IEEE.
3. Member Conduct Complaints. The Ethics and Member Conduct Committee shall review complaints alleging conduct by an IEEE member that constitutes cause. Complaints may be filed by any IEEE member in good standing individually.

The Ethics and Member Conduct Committee shall institute proceedings if it 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 charged member, and (2) that the facts alleged in the complaint can be proven.

No conduct alleged to have occurred more than two years prior to the date on which the complaint is received shall be considered by the Ethics and Member Conduct Committee except that with respect to alleged acts of plagiarism, the Ethics and Member Conduct Committee shall consider only those complaints received within ten years of the alleged act of plagiarism.

The Ethics and Member Conduct Committee shall not be required to initiate an investigation unless the person(s) submitting a complaint agree in writing to attend any hearing instituted pursuant to Bylaw I-110.3, if so requested by the charged member or the Ethics and Member Conduct Committee.

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

4. Hearing Board. The IEEE President, with the concurrence of the IEEE Board of Directors, shall appoint a hearing board to hear each complaint when proceedings have been instituted by the IEEE Ethics and Member Conduct Committee. Each hearing board shall consist of no fewer than five and no more than nine IEEE voting members, none of whom shall be currently serving on the IEEE Board of Directors. In addition, alternates for each hearing board shall be identified and appointed to serve in place of one or more hearing board members should such member(s) become disqualified after selection.

The hearing board shall base its decisions only on testimony and other evidence presented at the hearing. The charged member or such member's authorized representative shall have an opportunity at such hearing to present testimony and other evidence and to confront the evidence supporting the complaint.

A finding by the hearing board that the charged member's conduct constitutes cause, as set forth in Bylaw I-110.1, shall require an affirmative vote of two-thirds of votes of the members of the hearing board present at the time of the vote, provided a quorum is present. The hearing board may either (i) recommend to the Board of Directors the sanction to be imposed or (ii) request that the Board determine the sanction to be imposed. All findings and recommendations by the hearing board shall be in writing.

If the hearing board finds that the charged member's conduct constitutes cause, as set forth in Bylaw I-110.1, the Board of Directors shall review the findings and recommendations as to sanction, if any, made by the hearing board. The complaint, all evidence submitted to the hearing board, and the written findings and recommendations as to sanction, if any, of the hearing board shall be made available to the Board of Directors.

5. Sanctions. Recommendations by the hearing board and determinations by the Board of Directors as to sanctions, as defined below, shall be made by the hearing board or the Board of Directors on the basis of the severity of the wrongful conduct of the individual, the extent to which IEEE's interests were prejudiced as a result of such conduct, and other factors that the hearing board or the

Board of Directors considers relevant in the circumstances of the particular case.

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

- Censure which shall mean an official reprimand. Such reprimand shall be in the form of a letter from the IEEE Board of Directors.
- Suspension which shall mean that all benefits and privileges associated with the member grade held, at the time the suspension begins, shall cease for the period of the suspension. The hearing board shall make a recommendation on the time period for suspension.
- Expulsion which shall mean that the individual shall no longer be a member of the IEEE. All rights and privileges of membership shall cease and the individual shall be removed from the membership rolls of the IEEE.

6. Final Action by the IEEE Board of Directors. The final action of the Board of Directors shall be by recorded ballot at a meeting of the Board of Directors. If the complaint was signed by a Director, such Director shall not be eligible to vote. Any other Director may disqualify himself or herself on his or her own motion or be disqualified by an affirmative vote of the Directors voting on the question.

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

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

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

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

8. Readmission. Notwithstanding anything in these Bylaws to the contrary, an affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to approve the readmission to membership of a former

member who has been expelled under the provisions of this Bylaw.

9. Misrepresentation. If information is presented to the Board of Directors indicating that the application for membership or transfer to a higher grade contains apparent material misrepresentations or false statements, the Board of Directors shall investigate and provide the member an opportunity to submit an explanation. If the Board of Directors concludes that such application contains material misrepresentations or false statements, the membership shall be terminated with notice mailed to the member.
10. Requests for Support. The IEEE may offer support to engineers and scientists involved in matters of ethical principle that stem in whole or in part from adherence to the principles embodied in the IEEE Code of Ethics, and that can jeopardize a person's livelihood, can compromise the discharge of the person's professional responsibilities, or that can be detrimental to the interests of IEEE or of the engineering profession. All requests for support containing allegations against persons not members of IEEE or against employers or others, and matters of information considered to be relevant to the ethical principles or ethical conduct supported by IEEE shall be submitted initially to the Ethics and Member Conduct Committee. Requests for support shall not include requests that the Ethics and Member Conduct Committee support a member who is the subject of a complaint as set forth in Bylaw I-110.3. IEEE support of persons requesting assistance or amicus curiae participation in legal proceedings shall be limited to issues of ethical principle.

The Ethics and Member Conduct Committee, following a preliminary investigation of any requests for support received, shall submit a report to the Board of Directors, which shall include findings and recommendations for consideration by the Board of Directors. The Board of Directors may, if it deems it appropriate to do so, appoint an advisory board to assist it in considering such report. On the basis of information available, the Board of Directors may thereafter offer support to the person making the request as appropriate to the circumstances and consistent with Sections 7.9 of the IEEE Policies.

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

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

1. Vote to Remove Delegate/Director-Officer. A Delegate/Director-Officer elected by the voting members of IEEE may be removed, with or without cause, by vote of the voting members of IEEE, as follows:
  - (a) Within thirty (30) days following either (i) the affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, on a motion to remove such Delegate/Director-Officer, or (ii) the receipt by IEEE Headquarters or Operations Center of a petition signed by at least 10% of the total number of

voting members of IEEE moving for the removal of such Delegate/Director-Officer, a ballot on such motion shall be submitted to the voting members of IEEE.

- (b) If a majority of the ballots cast for or against such motion are to remove such Delegate/Director-Officer, such Delegate/Director-Officer shall be removed from such positions.
2. Vote to Remove Delegate/Director-Officer of an Organizational Unit. A Delegate/Director-Officer elected by the voting members of an IEEE organizational unit may be removed from office, with or without cause, by a vote of the voting members of the IEEE organizational unit who elected that person, as follows:
  - (a) Within thirty (30) days following either (i) the affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, on a motion to remove such Delegate/Director-Officer, or (ii) the receipt by IEEE Headquarters or Operations Center of a petition signed by at least 10% of the total number of voting members in such an organizational unit moving for the removal of such Delegate/Director-Officer, a ballot on such motion shall be submitted to the voting members of such an organizational unit.
  - (b) If a majority of the ballots cast for or against such motion are to remove such Delegate/Director-Officer, such Delegate/Director-Officer shall be removed from such positions.
  - (c) Bylaws or Operations Manuals specific to each IEEE organizational unit may define any further procedures beyond this Bylaw I-111.2.
3. Election Recall. Written ballots will be valid only when received in an envelope marked "Ballot" and when the voting member's signature is furnished in accordance with the instructions accompanying the ballot. Only ballots arriving in IEEE Headquarters or Operations Center, or received by an organization delegated by the IEEE Executive Director (see Bylaw I-306.2), before twelve o'clock noon on the first working day following the sixtieth day after the ballots were mailed (the "final recall election ballot receipt date") shall be valid. Ballots shall be checked, opened, and validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the fifth working day following the final recall election ballot receipt date. As provided in Bylaw I-305.21, the Tellers Committee shall announce the result of the tally of the votes no later than the eighth working day following the final recall election ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee, a copy of which shall be sent to the person who is the subject of the recall election. Subject to Bylaw I-307.18, the removal of such person shall be effective fifteen (15) days after the date of such report.
4. Vote to Remove Assembly-Elected Director. A Director or Director-Officer elected by the Assembly may be removed from the position as Director or Director-Officer, with or without cause, by affirmative vote of two-thirds of the members of the Assembly who vote on a motion to remove

such Director or Director-Officer, such removal to be effective at the time specified in such motion.

5. Suspension by the Board of Directors. An Officer elected by the Assembly or the voting members may not be removed from the position as an Officer by the Board of Directors, but his/her authority to act as an Officer may be suspended by the Board of Directors for cause, as follows:

- (a) Cause shall mean conduct that is determined to be
  - a material violation of the IEEE Code of Ethics, or
  - a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of the IEEE that is seriously prejudicial to the IEEE, or
  - other conduct that is seriously prejudicial to the IEEE.
- (b) Upon receipt by the members of the Board of Directors of a complaint in the form of an affidavit, notarized and signed by at least three members of the Board of Directors, which sets forth with reasonable specificity the alleged conduct of an Officer occurring during the term as Officer that is alleged to constitute cause for the suspension of such Officer's authority to act as an Officer, such complaint shall be promptly transmitted to the Ethics and Member Conduct Committee. At the discretion of the Board of Directors, the authority of the charged Officer to act as an Officer may be temporarily suspended pending further proceedings, but only if the Board of Directors concludes, by an affirmative vote of two-thirds of the votes of the Directors present at the time of the vote, provided a quorum is present, on the question, that the alleged misconduct, if proven, is so seriously prejudicial to IEEE that such temporary suspension pending further proceedings is necessary in the best interests of IEEE. The members of the Board of Directors who signed the complaint shall not vote on the question.
- (c) The Ethics and Member Conduct Committee shall institute proceedings looking towards the suspension of such Officer's authority to act as an Officer if the Ethics and Member Conduct Committee determines, after a preliminary investigation, that there is a reasonable basis for believing (i) that the facts alleged in the complaint, if proven, would constitute cause for such suspension, and (ii) that the facts alleged in the complaint can be proven. In making such preliminary investigation, the Ethics and Member Conduct Committee may act in its own behalf or through ad hoc committees appointed by and under the direction of the Chair of the Ethics and Member Conduct Committee. The Ethics and Member Conduct Committee shall not be required to initiate an investigation unless the persons submitting a complaint agree in writing to attend any hearing instituted pursuant to subdivision (d) of this Bylaw, if so requested by the charged Officer or the Ethics and Member Conduct Committee.
- (d) Any proceedings instituted by the Ethics and Member Conduct Committee shall be heard by the hearing board selected in the manner provided in Bylaw I-110.4. Upon instituting any such proceeding, the

Ethics and Member Conduct Committee shall furnish the charged Officer with a copy of the complaint; shall give notice to such Officer of the time and place scheduled for hearing the complaint; and shall invite the Officer to present at such time a defense either in person, in writing, or by an authorized representative. The Ethics and Member Conduct Committee, or its authorized representative, shall present the case against the charged Officer at the hearing. The hearing board shall base its decision only on testimony and other evidence presented at the hearing. The charged Officer or the Officer's authorized representative shall have an opportunity at such hearing to present testimony and other evidence and to confront the evidence supporting the complaint. A finding by the hearing board that the charged Officer's conduct constitutes cause shall require an affirmative vote of two-thirds of the votes of the hearing board members present at the time of the vote, provided a quorum is present. All findings by the hearing board shall be in writing.

- (e) If the hearing board finds that the charged Officer's conduct constitutes cause, the Board of Directors shall review the findings made by the hearing board. The complaint, all evidence submitted to the hearing board, and the written findings of the hearing board shall be made available to the Board of Directors. An affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to affirm the hearing board's finding that the charged Officer's conduct constitutes cause. If such a finding is affirmed, a separate affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to determine the period of time during which the Officer's authority to act as an Officer shall be suspended. The members of the Board of Directors who signed the complaint shall not vote on either of the foregoing questions.

- 6. Suspension of an Officer. An Officer's authority to act in any official capacity shall automatically be suspended for any period during which his/her authority to act as an Officer is suspended as provided in Bylaw I-111.5.
- 7. Vote to Remove a Member of an IEEE Standing Board or Committee or a Member of a Board or Committee of an Organizational Unit. A member of an IEEE Standing Board or Committee may be removed as a member of that Board or Committee, with or without cause, by the affirmative vote of two-thirds of the members of the appointing body present at the time of the vote, provided a quorum is present. A member of a board or committee of an organizational unit may be removed as a member of that board or committee, with or without cause, by either, as applicable, (i) the affirmative vote of two-thirds of the members of the appointing body, present at the time of the vote, provided a quorum is present, or (ii) the individual then currently holding the office that made the appointment.

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

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

## I-200. THE ASSEMBLY

### I-201. Membership

1. How Constituted. The Assembly shall consist of 23 delegates, who shall be the President, the President-Elect, the Past President, the ten Region Delegates, and the ten Division Delegates.
2. Term of Division Delegates. The terms of the Delegates from even-numbered Divisions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Divisions shall begin in even-numbered years. A Delegate elected by a Division shall be a member of and maintain membership in at least one of the Societies within that Division and shall have a term of office of two years. In the case of Delegate-Elect, the term of office may be for one or two years and shall be consistent with the provisions of the Bylaws dealing with Nominations and Elections. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.10.
3. Term of Region Delegates. The Delegates elected by Regions shall be members of and reside in the Regions electing them and shall have terms of office of two years. In the case of Delegate-Elect, the term of office may be for one or two years and shall be consistent with the provisions of the Bylaws dealing with Nominations and Elections. The terms of the Delegates from even-numbered Regions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Regions shall begin in even-numbered years. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.10.
4. Terms of Directors. 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-Elect shall be elected as Directors-Elect by virtue of their election as Delegates-Elect, and shall serve the same terms as Directors-Elect concurrent with their terms as Delegates-Elect.
5. Grade. All Delegates shall be of Fellow or Senior Member grade.
6. President. The presiding officer of the Assembly, as provided by the Constitution, shall be the President.
7. IEEE Executive Director. The IEEE Executive Director shall serve as Staff Secretary for the Assembly and provide the recordkeeping and secretarial functions. In the absence of the IEEE Executive Director, the President shall perform the above functions or may delegate these tasks to another person.

### I-202. Meetings

The annual meeting of the Assembly, required by the Constitution, shall be held in conjunction with the last regularly scheduled meeting of the Board of Directors in each fiscal year.

1. Notice of Meetings. Any notice of meetings or other official business required by the Constitution or these Bylaws to be mailed to Delegates shall be sent by such routings as shall ensure prompt delivery. Notice of such meeting shall be mailed to each Delegate at least 20 days in advance thereof. Such notice may be waived by the unanimous vote of the Assembly.
  - (a) Waiver of Meeting Notice. 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.
  - (b) Notice of Special Meetings. Special meetings of the Assembly may be called by the Chair or by any five Delegates on notice to all other Delegates. Notice of 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 20 days before the date set for the special meeting. The place of such special meeting may be at a site in conjunction with the meeting of the Board of Directors, IEEE Headquarters, or Operations Center, unless otherwise authorized by a majority vote of all Delegates, such vote to be secured by or transmitted to the Secretary.

A special meeting of the Assembly to fill a vacancy occurring among the Corporate Officers, as specified in Bylaw I-301.10, must be called within 90 days following existence of such a vacancy. If a Region or Division fails to fill a vacancy in the office of Region/Division Delegate within six months following notice of such vacancy, a special meeting of the Assembly shall be called within 90 days thereafter to fill such vacancy.
2. Quorum. A majority of the voting members of the Assembly shall constitute a quorum.
3. Action of the Assembly. Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-for-Profit Corporation Law of the State of New York, a majority of the votes cast, provided a quorum is present, shall be the act of the Assembly.
4. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for Delegates for the purpose of attending any special meeting of the Assembly not held in conjunction with a meeting of the Board of Directors.

### I-203. Functions

1. Election of Officers. The Assembly shall elect the following four Corporate Officers for terms of one year, who shall also thereby be elected Directors-at-Large: the

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Vice President - Educational Activities (who shall serve as Chair of the Educational Activities Board), the Vice President - Publication Services and Products (who shall serve as Chair of the Publication Services and Products Board), the Vice President - Member and Geographic Activities (who shall serve as Chair of the Member and Geographic Activities Board) and the Secretary-Treasurer. In such years as the Assembly elects separate individuals to the offices of Secretary and Treasurer, the number of Directors to be elected by the Assembly shall be increased by one. An individual who has been elected to serve during the same year as IEEE-SA President, IEEE-USA President or Vice President - Technical Activities shall not be considered for an Assembly-elected position.

The procedure listed below shall govern election of Corporate Officers by the Assembly:

- a. No nominations from the floor shall be permitted during the Assembly meeting at which the elections are held.
- b. Candidates, in addition to those on the Nominations and Appointments Committee slate and/or the Member and Geographic Activities Board Assembly slate, may be nominated no later than ten days prior to the Assembly meeting, if the signatures of five Assembly members accompany the nomination. Biographies and position statements for such candidates shall also accompany the nomination. Nominations with endorsements and supporting documentation shall be submitted to a designee specified by the Assembly Chair who will promptly inform the Assembly of nominees qualifying under this provision.

The Assembly shall take appropriate action to fill vacancies on the Board of Directors as specified in Bylaw I-301.10.

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

## I-300. MANAGEMENT

### I-300. General

#### 1. Governance; Parliamentary Procedures; Meeting Protocol.

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

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

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

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

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

members of the Board of Directors shall be granted access to the approved minutes of executive sessions of any organizational unit board, committee or council.

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

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

#### 4. Action of the Board of Directors and Committees.

(1) Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-For-Profit Corporation Law of the State of New York, the vote of a majority of the votes of the

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members present and entitled to vote, at the time of the vote, provided a quorum is present, shall be the act of the Board of Directors, the Major Boards, listed in IEEE Bylaw I-303, the Standing Committees, as listed in IEEE Bylaw I-304, and any other board or committee reporting directly to the Board of Directors.

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

- (2) The Board of Directors, the Major Boards, the Standing Committees, any other board or committee reporting directly to the Board of Directors, and any board or committee of any organizational unit of the IEEE, may meet and act upon the vote of its members by any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time.
- (3) Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-for-Profit Corporation Law of the State of New York, any action required or permitted to be taken by the Board of Directors, the Major Boards, the Standing Committees and any other board or committee reporting directly to the Board of Directors may be taken without a meeting if all members of the Board or Committee vote unanimously on the action, with the vote to be confirmed promptly in writing. The written confirmation shall be filed with the minutes of the proceedings of the Board or Committee.
- (4) Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-for-Profit Corporation Law of the State of New York, any action required or permitted to be taken by any board or committee of any organizational unit of the IEEE (other than the Board of Directors, the Major Boards, the Standing Committees and any other board or committee reporting directly to the Board of Directors) may be taken without a meeting. For boards and committees of organizational units other than standards-developing committees of the IEEE Standards Association, unless a more restrictive voting requirement is specified in the governing documents of the board or committee, an affirmative vote of a majority of all the voting members of the board or committee shall be required to approve the action. For standards-developing committees within the IEEE Standards Association, unless a more restrictive voting requirement is specified in the governing documents of the committee, an affirmative vote of a majority of the votes cast, provided a majority of all the voting members of the committee

responded, shall be required to approve an action taken without a meeting. The results of the vote shall be confirmed promptly in writing or by electronic transmission. The writings and/or electronic transmissions shall be filed with the minutes of the proceedings of the board or committee. "Electronic transmission" means any form of electronic communication, such as e-mail, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient.

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

### I-301. Board of Directors

1. How Constituted. The Board of Directors shall consist of the following 30 Directors: the President, the President-Elect, the Past President, all of whom shall be elected by the eligible voting members of IEEE; the Vice President - Technical Activities, who shall be elected by the eligible voting members of IEEE who are also members of at least

one Society; the IEEE-USA President, who shall be elected by the eligible voting members of Regions 1-6; the President IEEE-SA, who shall be elected by the eligible voting members of the IEEE who are also members of the Standards Association; ten Region Directors, who shall be elected by the eligible voting members of each respective Region; ten Division Directors, who shall be elected by the eligible voting members belonging to one or more society within each respective Division; the Vice Presidents for Educational Activities, Member and Geographic Activities and Publication Services and Products, and the Secretary-Treasurer, all of whom shall be elected by the Assembly.

In such years as the Assembly shall elect separate individuals to the offices of Secretary and Treasurer, the number of members of the Board of Directors shall be increased by one.

All Directors shall be of Fellow or Senior Member grade.

2. Directors-at-Large. The Directors elected by the Assembly, the Vice President - Technical Activities, the IEEE-SA President, and the IEEE-USA President shall have Director-at-Large status.
3. Meetings. The annual meeting of the Board of Directors, required by the Constitution shall be the last regularly scheduled meeting in each fiscal year of the IEEE. The annual meeting of the Assembly shall be held in conjunction with the annual meeting of the Board of Directors which shall be scheduled at the same place. Notices of the Assembly annual meeting shall be distributed at the same time that notices are mailed for the annual meeting of the Board of Directors.
4. Approval of Meeting Schedule. The total number of regular meetings during the year normally shall be three. Locations and dates for approved meetings shall be in accordance with the criteria set forth in the IEEE Policies. Once scheduled, a meeting date or location may be altered or canceled only for sufficient cause by majority vote at a regularly constituted meeting of the Board of Directors or by consent of a majority of all Directors secured by or transmitted to the IEEE Secretary, not less than 20 days before the original date or the new date set for the meeting, whichever is earlier. Notice of such approved change shall be mailed to all Directors not less than ten days before the original or the new date of said scheduled meeting, whichever is earlier.
5. Notice of Special Meetings. Special meetings of the Board of Directors may be called by the President or by any five Directors on notice to all other Directors. Notice of such special meetings, giving the time and place of meeting, the purpose of the meeting, and the names of the Directors calling the meeting, shall be sent to all Directors not less than 20 days before the date set for the special meeting. The place of such special meeting may be only at IEEE Headquarters or Operations Center unless otherwise authorized by a majority vote of all Directors, such vote to be secured by or transmitted to the IEEE Secretary. For special meetings to be held by teleconference, notice shall be sent to all Directors via telephone, electronic mail, facsimile, or recognized courier service, not less than 48 hours before the time set for the special meeting.
6. Waiver of Meeting Notice. 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 IEEE Secretary, with notation thereof entered in the minutes of the meeting.
7. Notices of Meetings. Notices of meetings and any other documents required to be sent to Directors pursuant to provisions of the Constitution and these Bylaws shall be sent by such routings as shall ensure prompt delivery.
8. Minutes of Meetings. Minutes of all meetings of the Board of Directors shall be distributed to all Directors. In the absence of extenuating circumstances, minutes of all meetings of the Board of Directors shall be distributed within 45 days of the meeting.
9. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for Directors for the purpose of attending meetings of the Board of Directors or otherwise in the performance of their duties, and for Directors-Elect when invited to attend a meeting of the Board of Directors as observers.
10. Vacancies.
  - (1) The incumbent President-Elect shall assume the duties of the President should the Presidential office become vacated, thereby vacating the office of President-Elect. Having served the remainder of the Presidential term, and the term to which he/she had been elected, the President shall serve as Past President. The Past President who is in office when the vacancy in the office of the President occurs shall serve one additional year.
  - (2) The next most recently retired Past President available to serve shall fill a vacancy occurring in the office of Past President.
  - (3) Should a vacancy occur in the office of the President-Elect or the President-Elect-Elect, the Assembly shall fill the vacancy. The individual assuming the office of President-Elect shall complete the remainder of the three-year term in the consecutive positions of President-Elect, President, and Past President.
  - (4) In the event that a candidate for President-Elect becomes incapacitated and subsequently wins the election, the vacancy shall be filled by the Assembly.
  - (5) An individual elected to fill an unexpired term of a corporate office that normally is filled by a Delegate-at-Large does not become a Delegate-at-Large unless already a Delegate-at-Large or unless confirmed as such at the next general election.
  - (6) The incumbent Region or Division Delegate-Elect/ Director-Elect shall assume the duties of the respective Region or Division Delegate/Director should that office become vacated, thereby vacating the office of Region or Division Delegate-Elect/Director-Elect. The person assuming such vacated office of Region or Division Delegate-Elect/Director-Elect shall complete the remainder of the term of the office that was vacated,

followed by the term to which that person was elected to be Region or Division Delegate/Director. A vacancy shall occur in the offices of Division Delegate at such time as the incumbents ceases to maintain membership in at least one Society in the Division that elected such Delegate. A vacancy shall occur in the office of Region Delegate at such time as the incumbent ceases to reside in the Region that elected that Delegate.

- (7) The Assembly shall fill other vacancies occurring in the Board of Directors or among the Corporate Officers for a period not to exceed the unexpired term of the office becoming vacant, provided that, if a vacancy shall occur in the office of a Region or Division Director, for which there is no provision in these Bylaws for a Delegate-Elect/Director-Elect who shall automatically assume the office of Delegate/Director, then the Region or Division that elected such Director shall have the right to elect a Director to serve the remainder of such term. If such Region or Division shall fail to elect a Director within six months after notice of such vacancy, the vacancy may be filled by the Assembly even if, by reason of such election, the number of Directors elected by the voting members shall be less than 60% of the total number of Directors, provided, however, that any such Director elected by the Assembly, as opposed to the voting member, shall not be a Delegate.
  - (8) Major Board Operations Manuals shall specify detailed methods by which vacancies in the offices of Director or Director-Elect shall be filled. A Director-Elect may fill the unexpired term without a further election. Vacancies in the office of Director-Elect shall be filled by a membership election. In the event that an organizational unit fails to elect a Director-Elect or fill the Director vacancy within six months, the vacancy shall be filled by the Assembly.
  - (9) For any circumstances that have not been foreseen in these Bylaw provisions, the Assembly shall fill such a vacancy.
11. Director Emeritus. At the sole discretion of the Board of Directors, the honorary title of Director Emeritus may be awarded to an IEEE member in recognition of exceptional service to the Board of Directors. Such action shall require an affirmative vote of two-thirds of the Directors present at the time of the vote. Voting shall be by secret ballot. The designation of Director Emeritus shall be awarded for life. Not more than one award may be bestowed in any given year.
  12. IEEE President's Award. The IEEE President, with the consent of the Board of Directors, may name individuals to receive the IEEE President's Award. Normally, no more than two awards will be bestowed in any given year. This recognition may be given to individuals, not necessarily members of the IEEE, whose careers have exhibited distinguished leadership and contributions to the public. To those recipients not already members of the IEEE, this recognition shall carry an entitlement of the privileges of the IEEE except the right to vote and hold office therein.

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

1. How Constituted. The Corporate Officers of the IEEE shall be the President, the President-Elect, the IEEE-USA President, the Vice President - Technical Activities, and the Corporate Officers elected by the Assembly as defined in Bylaw I-203.1.

2. Incapacity of the President. An incapacity of the President that does not constitute a vacancy of office shall be determined by the Board of Directors. In addition, the President may declare a condition of incapacity and the duration thereof by written communication to the Secretary.

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

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

The Assistant Secretary shall have such powers and duties as the Secretary may assign. If the Secretary is absent, disqualified from acting, unable to act or refuses to act, the Assistant Secretary shall have the powers of, and perform the duties of, the Secretary.

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

The Assistant Treasurer shall have such powers and duties as the Treasurer may assign. If the Treasurer is absent, disqualified from acting, unable to act or refuses to act, the Assistant Treasurer shall have the powers of, and perform the duties of, the Treasurer.

5. Vacancies. A vacancy among the Corporate offices and the duration thereof shall be determined by the Board of Directors. Any vacancy in the Corporate offices shall be filled as provided in Bylaw I-301.10.
6. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for the Corporate

Officers, incurred in the performance of their IEEE duties over and above their duties as Delegates and Directors.

### I-303. Major Boards

1. Appointment by Board of Directors. The activities of the IEEE shall be conducted wherever possible through voluntarily associated groups of members organized by (1) geographic area (i.e., Sections, etc.) and (2) field of interest (i.e., Societies). To provide for activities of the IEEE not adequately fulfilled by the voluntarily associated groups, committees of members shall be appointed by the Board of Directors. Those committees, known as Standing Committees, are as listed in Bylaws I-304 and I-305. The voting members of the Major Boards and Standing Committees appointed by individuals or committees, other than the IEEE Board of Directors, as specified in these Bylaws, shall be annually submitted to the IEEE Board of Directors for affirmation.
2. Major Boards. The Board of Directors of the IEEE establishes the following major organizational units. These major organizational units as defined in this bylaw shall also be known as the Major Boards of the IEEE.

IEEE Educational Activities Board (EAB)  
 IEEE Member and Geographic Activities Board (MGAB)  
 IEEE Publication Services and Products Board (PSPB)  
 IEEE Standards Association (IEEE-SA)  
 IEEE Technical Activities Board (TAB)  
 IEEE United States of America (IEEE-USA)

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

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

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

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

3. Educational Activities Board (EAB). The IEEE Educational Activities Board shall recommend to the Board of Directors policies on educational matters and implement programs specifically intended to serve and benefit IEEE members in educational pursuits, the engineering and scientific

community, and the general public. These programs shall include the broad planning of educational activities of the IEEE, the development and delivery of continuing education products and activities, the development of guidelines for the IEEE representatives to accreditation bodies, the monitoring of accreditation activities, the coordination of pre-university programs, and the representation of the IEEE in matters regarding engineering education. The EAB shall be the IEEE interface in education-related matters with external bodies.

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

EAB Membership. The Educational Activities Board shall consist of not more than 19 members, including the Chair, who shall be the Vice President - Educational Activities; the immediate Past Vice President - Educational Activities; two members having strong interest in engineering education from Technical Activities, jointly appointed by the Vice President - Technical Activities and the Vice President - Educational Activities; two members having strong interest in engineering education from Member and Geographic Activities, one from Regions 1 - 6, and one from Regions 7 - 10, jointly appointed by the Vice President - Member and Geographic Activities and the Vice President - Educational Activities; one member from the Standards Association, jointly appointed by the President, Standards Association and the Vice President - Educational Activities; Chair of the EAB Accreditation Policy Council, and the Chairs of the following EAB committees: Finance, Nominations and Appointments, Strategic Planning, Awards and Recognition, Pre-University Education Coordinating, Section Outreach, Society Outreach, Continuing Professional Education, and Public Awareness, and the Chair of the IEEE Expert Now Editorial Board, all of whom shall be appointed by the Vice President - Educational Activities and affirmed by a majority of EAB; and the Staff Secretary who shall serve without vote.

The members of each subcommittee shall be approved by the Educational Activities Board. Up to two non-members of the IEEE may be appointed as voting members on each of the following subcommittees: Pre-University Coordinating Committee; Continuing Professional Education Committee; EAB Editorial Board for Engineering, Technology and Computing Portals. The Chair of each subcommittee shall be an IEEE Member.

4. Publication Services and Products Board (PSPB). The IEEE Publication Services and Products Board shall report to the Board of Directors and shall be responsible for formulating and recommending information-related, published services and products policies to the Board of Directors, establishing and maintaining standards and procedures for IEEE information dissemination, recommending policies and best practices as they relate to the IEEE website, and otherwise coordinating and assisting those activities of the IEEE and its various organizational units. It is expected that the IEEE organizational units will fulfill their obligations for their services and products. Once approved by the Board of Directors, these procedures become part of the policy and procedures of the IEEE. Other organizational units shall be responsible for administering those policies set by PSPB as they relate to

the publications, services and products for which they are responsible.

- (a) The IEEE shall provide services and products which disseminate information on technical, scientific, professional, and newsworthy topics of interest to members, the engineering and scientific community, and the general public.
- (b) The IEEE shall publish a magazine entitled IEEE SPECTRUM, which contains technical and scientific articles of general interest to the entire membership.
- (c) The IEEE shall publish a newspaper entitled THE INSTITUTE, which contains news of current events in the IEEE itself, the industry, and the engineering and scientific community.
- (d) IEEE SPECTRUM and THE INSTITUTE shall be distributed to all Honorary Members, Fellows, Senior Members, Members, Associate Members, Graduate Student Members, and Student Members.

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

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

MGAB Membership. The Member and Geographic Activities Board shall consist of not more than 20 members including the Vice President - Member and Geographic Activities who shall be Chair; the immediate Past Chair; the MGAB Treasurer, who shall be selected by the MGAB Assembly; the ten Region Directors; four Vice Chairs who shall be specified in the MGAB Operations Manual, and who shall be selected by the MGAB Assembly; two members appointed by the Vice President – Technical Activities and the Staff Secretary, who shall serve without vote.

Members of MGAB shall be of Fellow or Senior Member grade.

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

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

IEEE-SA Board of Governors (IEEE-SA BOG) Membership. The IEEE-SA BOG shall consist of not more than 15 members who shall be the IEEE-SA President, who shall be elected for a two-year term by the eligible voting members of the IEEE who are also members of the Standards Association; the IEEE-SA President-Elect or the most recent IEEE-SA Past President willing to serve; the Chair of the Standards Board, who shall be appointed by the IEEE-SA BOG; the most recent Past Chair of the Standards Board willing to serve; the Chair of the IEEE Standards Association Corporate Advisory Group, who shall be appointed for a two-year term by the IEEE-SA BOG; the IEEE-SA Treasurer, who shall be appointed for a two-year term by the IEEE-SA President; eight Members-at-Large, four of whom shall be elected by the eligible voting members of the Standards Association and four of whom shall be appointed by the IEEE-SA BOG, as specified in the SA Operations Manual; and the Staff Secretary, who shall serve without vote. The IEEE-SA Past President shall serve as a voting member of the IEEE-SA BOG in which years there is no IEEE-SA President-Elect.

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

The IEEE-SA President may appoint non-voting individuals to the IEEE-SA BOG to facilitate its work. These individuals shall be members of IEEE-SA and represent specific needs. Subject to Bylaw I-304.5, all individuals shall be appointed on an annual basis.

- 7. Technical Activities Board (TAB). The IEEE Technical Activities Board shall be responsible to the Board of Directors for directing the advancement of the theory and practice, of electrical, electronics, communications and computer engineering, as well as computer science, and the allied branches of engineering and the related arts and sciences and technologies, and their application for the benefit of IEEE members worldwide and for the general public. TAB shall encourage and support its Societies, Councils, and Committees to develop and deliver to their global customers appropriate and timely intellectual property products, in either printed or electronic form, or through meetings on current or emerging technologies.

TAB Membership. The Technical Activities Board shall consist of the Chair, who shall be the Vice President - Technical Activities; the immediate Past Chair; the Vice Chair, who shall be the TAB Vice President-Elect; the Society Presidents; the Technical Council Presidents; the ten Division Delegate/Directors; the TAB Treasurer; the Chair of the TAB Periodicals Committee; the Chair of the TAB/PSPB Products and Services Committee; the Chair of the IEEE Conferences Committee; and the Staff Secretary who shall serve without vote.

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

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

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

IEEE-USA Board Membership. The IEEE-USA Board of Directors shall consist of not more than 18 members, which shall include the IEEE-USA President, who shall be Chair; the IEEE-USA President-Elect; the IEEE-USA Past President; the Directors for Regions 1-6; one member from Technical Activities, who shall be a sitting or past Director and appointed by the Vice President – Technical Activities with the concurrence of the IEEE-USA President; two IEEE-USA Members-at-Large, who shall be elected by the eligible voting members within Regions 1-6, serving staggered two-year terms; four IEEE-USA Vice Presidents and the Secretary/Treasurer all of whom shall be appointed by the IEEE-USA Assembly; and the Staff Secretary who shall serve without vote.

Members of the IEEE-USA Board of Directors shall be of Fellow or Senior Member grade.

The IEEE-USA President shall be ineligible to serve a second full term. IEEE-USA Members-at-Large will not be eligible for a second successive term.

9. Major Board Operating Procedures. Each Major Board shall adopt operating procedures that are responsive to the needs of such Major Board for the purpose of governing its

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

#### I-304. Other Boards, Standing Committees, and Ad Hoc Committees

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

Audit Committee  
Awards Board  
Employee Benefits and Compensation Committee  
Ethics and Member Conduct Committee  
Fellow Committee  
Finance Committee  
Governance Committee  
History Committee  
Insurance Committee  
Investment Committee  
Marketing and Sales Committee  
New Initiatives Committee  
Nominations and Appointments Committee  
Public Visibility Committee  
Strategic Planning Committee  
Tellers Committee  
Women in Engineering Committee

2. Standing Committees Assigned to Major Boards. The following Standing Committees of the Board of Directors are assigned by the Board of Directors, for administrative responsibility and operational support, to other Major Boards as indicated:

Marketing and Sales Committee – TAB and PSPB

3. Appointment of Standing Committee Chairs, Members, and Staff Secretaries.

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

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be made by the respective appointing bodies in consultation with the respective Chairs of such Standing Committees and Boards.

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

Ethics and Member Conduct Committee  
History Committee  
Nominations and Appointments Committee  
Tellers Committee  
Women in Engineering Committee

- (d) Staff secretaries shall be designated by the IEEE Executive Director, when appropriate, to assist the committees in their work.

4. Subcommittees. 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 and must be of Graduate Student Member, Member, Senior Member or Fellow grade, unless specified otherwise in these Bylaws. Qualified individuals, who need not be members of IEEE, may be appointed to serve as non-voting consultants to make their expertise available to these bodies. The term of appointment and duration of service for such consultants shall conform to the requirements of this Bylaw and I-304.5. Where the Bylaws provide for liaison appointments to Standing Committees and Boards, such appointments shall be made by the respective appointing authorities in consultation with the respective Chairs of the Committees or Boards, subject to ratification by the Board of Directors at its next meeting.
5. Term of Appointment. Unless specified otherwise, the term of appointment for members, including the Chair and any other officers of the Boards and Standing Committees listed in Bylaw I-304 and I-303, shall be for the calendar year of appointment. However, acceptance of appointment will carry with it the understanding that a member would normally be re-appointed annually to serve for no more than three consecutive years.
6. Duration of Service. Unless specified otherwise, the consecutive period of service of any member of any Board or Standing Committee listed in Bylaw I-305 shall not extend beyond three years, except that a Chair or Past Chair may serve one additional year. The limitations of tenure may be waived in individual cases for reasons deemed by the Board of Directors to be in the best interests of IEEE.
7. 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.
8. Additional Appointments. Additional appointments with the approval of the Board of Directors 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.

9. Standing Committee Operations Manual. The functions, scopes, and responsibilities of each Standing Committee, together with rules for operation and guidance, as recommended by the Standing Committee, shall be compiled by the IEEE Executive Director for the approval of the Board of Directors and contained in a document titled "Standing Committee Operations Manual." Following appointment, each new member of a Standing Committee shall be provided with a copy of the applicable Manual.
10. Involvement with Outside Organizations. In support of IEEE purposes and objectives, there may be both ad hoc and continuing working arrangements with other not-for-profit organizations that may be of a local, national, or international nature. The Board of Directors shall be responsible for establishing policies, procedures, and guidelines for the conduct of such arrangements (see Section 5 of the IEEE Policies). The Board of Directors may authorize the IEEE Executive Director or other specified IEEE organizational units to take all necessary actions to support such arrangements. These delegations of authority generally shall be to the highest level within the IEEE organizational structure consistent with the nature of the outside organization and the joint programs. Such IEEE representatives or delegates shall vote in these bodies as instructed by the Board of Directors when a position has been taken by the Board of Directors.
11. Review of Standing Committees. The Board of Directors may appoint committees to review its Standing Committees as listed in Bylaw I-304. The charge and operation of these review committees shall be specified at the time of appointment. Following each such review, recommendations shall be made to the Board of Directors, concerning such areas as, among other things, purposes, activities, duties, and composition that best serve the IEEE, its membership, and the public.
12. Ad Hoc Committees of the Board of Directors. An Ad Hoc Committee of the Board of Directors may be appointed from time to time by the Board of Directors, the President, or President-Elect to address a specific issue or activity that is not appropriate to be addressed by an ongoing Standing Committee of the Board of Directors.

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

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

I-305. Functions and Membership of the Standing Committees

1. Audit Committee. The Audit Committee shall be appointed by and shall be responsible to the Board of Directors. It shall review policies and procedures which substantially impact the finances and operations of the IEEE, monitor conformance thereto, and recommend such changes as it considers desirable.

Membership. The Audit Committee shall consist of not more than four members. Members shall be chosen from those who will be serving the first year of a two-year term on the Board of Directors, none of whom shall be a corporate officer. Such members shall be appointed for two-year staggered terms, providing for reasonably balanced representation from MGAB and TAB. If there is an insufficient number of qualified candidates for Committee membership available from the first year Board members, the Board of Directors may appoint a second year Board member for a one-year term.

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

One or more immediate past members of the Audit Committee may be appointed by the Board of Directors to serve one-year terms as consultants. One additional consultant, who qualifies as a financial expert and may be a non-member of IEEE, may be appointed by the Board of Directors on the recommendation of the Audit Committee.

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

Membership. The Awards Board shall consist of not more than 19 members who shall be the Chair and Vice Chair, appointed by the Board of Directors; the Past Chair; Chairs of the Medals Council, Technical Field Awards Council, Recognitions Council, Awards Finance Committee and Presentation and Publicity Committee, all of whom shall be appointed by the outgoing Awards Board; six members-at-large, four of whom shall be appointed by the Board of Directors, one Division Delegate/Director and one Region Delegate/Director who shall be appointed by their respective Vice Presidents, and whom shall be the only members of the Awards Board who are also members of the Board of Directors; the Chairs of the Awards and Recognition Committees of EAB, MGAB, IEEE-SA, TAB and IEEE-USA, all of whom shall be appointed by their respective Vice Presidents.

3. Employee Benefits and Compensation Committee. The IEEE Employee Benefits and Compensation Committee shall report to the Board of Directors. It shall review and recommend for approval to the Board of Directors compensation guidelines, benefits whose costs are budgeted, and related matters, including philosophy, policies, programs and long-term planning, and financial considerations for IEEE employees. The Committee shall also assist the IEEE in its role as Administrator for all employee benefit plans of the IEEE governed by the Employee Retirement Income Security Act of 1974 (ERISA). To ensure relative market reasonableness, the Committee shall review and approve the Employee Benefits and Compensation provided to highly compensated staff and other individuals, which shall be specified in the Committee Charter, and shall provide a report to the Board of Directors annually.

Membership. The Employee Benefits and Compensation Committee shall be appointed by the Board of Directors and shall consist of not more than six members, who shall serve two-year staggered terms, which shall include two members-at-large who may be non-members of the IEEE, and up to four current or past members of the Board of Directors. The Chair, who shall be selected from among the members who are current or past members of the Board of Directors, shall serve a one-year term in that position and shall have served at least one year on the Employee Benefits and Compensation Committee prior to becoming Chair. Individuals may be re-appointed to serve one additional term. The specific officers or other individuals, as specified in the Employee Benefits and Compensation Committee Charter, shall be restricted from service on the Employee Benefits and Compensation Committee. Non-members of the IEEE who are eligible for appointment as voting members shall be professionals in the field of human resources, compensation, employee relations, organizational development, and/or employee benefits.

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

Neither the Ethics and Member Conduct Committee nor any of its members shall solicit or otherwise invite complaints, nor shall they provide advice to individuals.

Membership. The IEEE Ethics and Member Conduct Committee shall be appointed by and responsible to the Board of Directors and shall consist of not more than nine members of IEEE, including the Chair, who are not members of the Board of Directors. The Committee membership should include persons having experience and knowledge of the major operational organizational units of IEEE.

5. Fellow Committee. The Fellow Committee shall be appointed by and shall be responsible to the Board of Directors for making recommendations to the Board of Directors for nominees to be conferred the grade of Fellow. The Fellow Committee shall also provide a citation for each

such nominee. The total number of Fellow recommendations in any one year must not exceed one-tenth of one percent of the IEEE voting membership on record as of 31 December of the year preceding. The nomination process shall be set forth in the Fellow Manual.

No member of the Board of Directors, the Fellow Committee, the Society/Technical Council Fellow Evaluating Committee reviewing the nomination, or the staff shall act as nominator, reference, or endorser for any nominee for Fellow grade. If the nominator, reference, or endorser occupies any of these positions on the date of submission of the nomination, reference, or endorsement form, then the nomination, reference or endorsement by such person shall not be considered.

Membership. The Fellow Committee shall consist of not more than 52 members chosen from among those of Fellow grade, with consideration to representation from the geographical and technical divisions of IEEE, appointed by and responsible to the Board of Directors. The Fellow Committee shall name a Vice Chair from among its members to assist the work of the Chair and to act on behalf of the Chair in the event of his/her incapacity.

6. Finance Committee. The Finance Committee shall be appointed by and shall report to the Board of Directors. The Finance Committee shall be responsible for annually providing a statement concerning the IEEE's short-term and long-term financial strategy; providing a list of all financial issues affecting the IEEE; developing the Capital and Operating Budgets; and providing a statement of allocated and unallocated operating and capital reserves of the IEEE, subdivided by individual organizational unit.

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

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

Membership. The IEEE Governance Committee shall consist of up to eight voting members, including the IEEE Secretary who shall be Chair, the Immediate Past Secretary and up to six additional members who shall be appointed by the Board of Directors. Members shall have a detailed knowledge of IEEE and its governing documents, operations, vision and strategic direction, and an understanding of best governance practices.

8. History Committee. The History Committee shall be appointed by and shall report to the Board of Directors. The History Committee shall be responsible for promoting the collection, writing, and dissemination of historical information in the fields covered by IEEE technical and professional activities, as well as historical information about the IEEE and its predecessor organizations. It shall provide assistance to all major boards, work with institutions of a public nature such as the Smithsonian Institution when helpful information is requested and can be secured, and provide information and recommendations to the Board of Directors when appropriate. The History Committee also works with the Trustees of the IEEE History Center in recommending historical projects to be carried out by or under the direction of the Center.

Membership. The History Committee shall consist of not more than 15 members, who shall be chosen for knowledge of and interest in electro technical history. In view of the special expertise required, non-members of the IEEE shall be eligible for appointment as voting members of this Committee. The Chair shall be an IEEE member.

The Staff Secretary shall serve as an ex officio non-voting member.

9. Insurance Committee. The Insurance Committee shall be appointed by and shall report to the Board of Directors. The IEEE Insurance Committee shall advise and assist the Board of Directors on matters relating to IEEE corporate insurance programs and risk management activities. The Insurance Committee shall advise and assist the MGA Individual Benefits and Services Committee on matters relating to IEEE member insurance programs. The Insurance Committee shall act pursuant to such rules as it shall determine. The Board of Directors shall periodically review the operation of the Insurance Committee and shall require such notices and reports from the Insurance Committee as the Board of Directors determines may be required to permit such a review.

Membership. The IEEE Insurance Committee shall consist of not more than eight members who shall be the IEEE Treasurer; Chairs of the MGA Individual Benefits and Services Committee and IEEE Employee Benefits and Compensation Committee; and three to five additional members-at-large. The Chair of the Insurance Committee and members-at-large shall be appointed by the Board of Directors on the recommendation of the Treasurer. In view of the expertise required, non-members of the IEEE shall be eligible for appointment as voting members of this Committee.

10. Investment Committee. The Investment Committee shall be appointed by and shall report to the Board of Directors. The Investment Committee shall advise and assist the Board of Directors on matters relating to IEEE investments. The Investment Committee shall meet and act pursuant to such rules as it shall determine, but no report or recommendation shall be implemented without the approval of the Treasurer. The Investment Committee may recommend to the Board of Directors the appointment of one or more asset managers who shall have the authority to invest, manage, or control IEEE assets subject to the terms of their appointment, and to restrictions and

specifications therein. The Investment Committee Chair may create subcommittees to address specific issues. The Chair and the members-at-large of each subcommittee must be members of the Investment Committee.

Membership. The Investment Committee shall consist of not more than eleven members including a Chair; the IEEE Treasurer; one member appointed by the IEEE President; one member appointed by the Vice President, Technical Activities; and from four to seven members-at-large. The members-at-large, including the Chair, shall be appointed by the Board of Directors on the recommendation of the Treasurer. In view of the expertise required, with the exception of the appointments made by the President and the Vice President, Technical Activities who shall be IEEE members, non-members of IEEE shall be eligible for appointment as voting members of this Committee. The Chair of the Investment Committee shall be appointed for an initial one-year term, with the possibility for reappointment for up to four additional one-year terms. Members-at-large of the Investment Committee shall be appointed for an initial one-year term, with the possibility for re-appointment for two additional three-year terms, for a maximum of seven years of service. When deemed in the best interest of the IEEE, the Board of Directors may reappoint a member-at-large for an additional three-year term. The maximum term of service for any member of the Investment Committee shall be ten years.

11. Marketing and Sales Committee. The Marketing and Sales Committee shall report to the Board of Directors with administrative responsibility and operational support assigned by the Board of Directors to the Technical Activities Board and the Publication, Services and Products Board. The Marketing and Sales Committee, in partnership with the Sales and Marketing department, shall be the volunteer group responsible for the IEEE marketing and sales strategies and activities, including but not limited to, packaged intellectual property (IP) products. Direct staff support for the committee shall be provided by the Sales and Marketing department.

Membership. The Marketing and Sales Committee shall consist of not more than nine members: the Chair, jointly appointed by the Vice Presidents of the Technical Activities and Publication, Services and Products; the Past Chair; one Director, appointed by the IEEE President, selected from among the current members of the Board of Directors serving in the first year of their term, who shall act as Board liaison for the committee; one member appointed by the Vice-President of Member and Geographic Activities; one member appointed by the President of the Standards Association; one member appointed by the Vice President of Educational Activities; two members appointed by the Vice President of Technical Activities; and the Chair of the TAB/PSPB Products and Services Committee. The term of office for committee members shall be two years. Members may be reappointed to serve a second term.

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

Membership. The New Initiatives Committee shall consist of not more than eleven voting members as follows: the Chair, who shall be the IEEE President-Elect; the Strategic Planning Committee Chair; up to three members-at-large appointed by the NIC Chair; and one member appointed by each of the Chairs of the six Major Boards in consultation with the NIC Chair.

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

Vice President - Educational Activities,  
Vice President - Publication Services and Products,  
  
Secretary-Treasurer or for the offices of Secretary and Treasurer in such years as the Assembly shall elect separate individuals to those positions.

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

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

- (5) A member of the Nominations and Appointments Committee shall not be eligible to be elected or appointed to any office for which the Nominations and Appointments Committee makes nominations.
14. Public Visibility Committee. The IEEE Public Visibility Committee shall be appointed by and report to the IEEE Board of Directors. The Public Visibility Committee shall be responsible for the public visibility initiative, related communications and other activities focused on increasing public understanding of how engineering, computing and technology benefit humanity, and to promote the visibility of engineering, computing and technology professionals who carry out this work.

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

15. Strategic Planning Committee. The Strategic Planning Committee (SPC) shall be responsible to the Board of Directors for assisting the Board of Director's development and annual review of an IEEE Strategic Plan.

Membership. The Strategic Planning Committee shall consist of not more than eleven voting members which shall include the Chair, four members of the Board of Directors, one of whom shall be the President-Elect, and one member recommended by each of the six Major Boards, all of whom shall be appointed by the Board of Directors.

The IEEE Executive Director shall serve as a non-voting member of the Strategic Planning Committee.

16. Tellers Committee. The Tellers Committee shall be appointed by and shall be responsible to the Board of Directors. They shall supervise the processing of ballots received and the tallying of the votes on matters normally on the annual election ballot submitted to the membership of IEEE or to groups of members for a vote. The Tellers Committee shall announce the tally of the votes not later than the eighth working day following the final election ballot receipt date (as defined in Bylaw I-307.14), the final recall election ballot receipt date (as defined in Bylaw I-111) or the final referendum ballot receipt date (as defined in Bylaw I-308), as the case may be, in a report to the Board of Directors signed by the Chair of the Tellers Committee.

The Tellers Committee shall also supervise the processing and tallying of any petitions received that are to be part of the IEEE annual election ballot. The Tellers Committee shall announce the tally of the petition signatures, not later than 15 working days following the deadline for receipt of petitions, in a report to the Board of Directors signed by the Chair of the Tellers Committee. The committee shall have such other related duties as are delegated to it by resolution of the Board of Directors.

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

17. Women in Engineering Committee. The IEEE Women in Engineering Committee (WIEC) shall be appointed by and shall report to the IEEE Board of Directors. The WIEC shall be responsible for facilitating the development of programs and activities that promote the entry into and the retention of women in engineering programs, enhance the career advancement of women in the profession, and which promote IEEE membership and retention of IEEE women members.

Membership. The WIEC shall consist of ten voting members, appointed by the IEEE Board of Directors as follows: Six members shall serve three-year staggered terms; one member who shall be an IEEE Student Member, who shall serve a one-year term, beginning 1 July through 30 June; and one representative each from the Educational Activities, Member and Geographic Activities, and Technical Activities Boards, who shall be appointed by the respective Vice Presidents. Members may serve a maximum of two consecutive terms, however with respect to the Past Chair, tenure on the WIEC may extend beyond six years until replaced. In such years the WIEC shall consist of eleven members. The Chair, who shall serve a three-year term on the WIEC, shall serve no more than two consecutive one-year terms in that position.

The WIEC shall appoint one of its members to serve as a liaison to the IEEE Awards Board.

The IEEE-USA Board, Publication Services and Products Board, the Standards Association, and the Awards Board may appoint a liaison. Regions and Societies may appoint coordinators to assist in the development of related programs and activities. Additional IEEE organizational units, with interest in coordinating joint activities and facilitating programs which align with WIEC's purpose and other professional organizations with similar interests and programs may appoint a liaison. Coordinators and liaisons shall be non-voting members of the committee.

Travel expenses for the representative members, liaisons, and coordinators shall be the responsibility of the appointing organizational unit.

In accordance with Bylaw I-107, the WIEC may establish an IEEE WIE membership organizational unit. Membership in WIE shall be open to any member of IEEE, and shall require the payment of dues. Dues shall be approved by the IEEE Board of Directors, upon recommendation of the WIEC. Dues shall be waived for Life Members, Graduate

Student Members and Student Members.

WIE affinity groups may be established, the requirements for which shall be specified in the WIE Operations Manual.

#### I-306. IEEE Executive Director and Other Staff

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

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

3. Secretarial Functions. The IEEE Executive Director shall, under the supervision of the IEEE Secretary, perform such functions as are necessary for meeting the responsibilities assigned to the IEEE Secretary.
4. Fiscal Responsibilities. The IEEE Executive Director shall cooperate with the Finance Committee and, under the supervision of the Treasurer, execute IEEE fiscal policies and operations.
5. Role With Respect to Publications. The IEEE Executive Director shall cooperate with the Publication Services and Products Board and, under the direction of the Vice President - Publication Services and Products, administer IEEE publication activities.
6. Role With Respect to Tellers Committee. The IEEE Executive Director shall assist the Tellers Committee in the performance of its work.
7. IEEE Strategic Plan. The IEEE Executive Director, working with the IEEE Board of Directors, shall have oversight responsibility for the implementation of the IEEE Strategic Plan.
8. IEEE Website. The IEEE Executive Director shall have oversight responsibility for the IEEE website and related policies and practices.
9. Meeting Attendance. The IEEE Executive Director shall attend such meetings of the IEEE, its units, and related bodies as may be required in the discharge of his/her duties.
10. Voting Privileges. No member of the staff shall have any vote by reason of membership on any IEEE Board or Committee.

11. IEEE Corporate Seal. The IEEE Corporate Seal shall be circular in form and have inscribed thereon the name of The Institute of Electrical and Electronics Engineers, Incorporated, and the words "Founded" and "New York" and "1884."

#### I-307. Nominations and Elections

1. Nominations and Appointments Committees. The following requirements shall govern the Nominations and Appointments (N&A) Committees of the six Major Boards and the IEEE Awards Board N&A Committee:
  - a. The Chair of each of these N&A Committees shall be either the past past chair or the immediate past chair of the governing body of that organizational unit as specified in the governing documents of that organizational unit. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the organizational unit's N&A Committee available shall be the Chair of that respective N&A Committee. With extenuating circumstances, an organizational unit may appoint a different individual to this position.
  - b. Chairs shall not be eligible to be elected to the Board of Directors during their term of service.
  - c. At least two-thirds of the voting members of each N&A Committee shall be elected or appointed by the governing body of their respective organizational unit.
  - d. A member of an N&A Committee may be nominated and run for a position for which such member's respective N&A Committee is responsible for making nominations only on the following conditions: (i) the nomination is not made by a member of the same N&A Committee and (ii) the member resigns from the N&A Committee prior to its first meeting in which the nomination shall be made.
2. Call for Nominations. The Chair of the IEEE Nominations and Appointments Committee shall invite the submission of suitable names to be considered by the IEEE Nominations and Appointments Committee for the various elective offices of the organizational units.
3. President-Elect Candidates. The Nominations and Appointments Committee shall submit to the Board of Directors the names of at least two candidates for the office of President-Elect.

In addition to the slate presented by the IEEE Nominations and Appointments Committee to the Board of Directors to be considered as candidates for the position of IEEE President-Elect, the Board of Directors shall employ the following process to determine any other individuals to be considered as candidates.

To be eligible for consideration by the Board of Directors as a candidate for the office of President-Elect, a nomination supported by at least eight (8) Board members, excluding the candidate, if applicable, must be received no later than

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12:00 Noon Eastern time, ten (10) days prior to the date of the Board of Directors meeting at which deliberations will be held to select the candidates for the office of President-Elect to be presented to the membership.

Nominations from Board members shall be submitted to a designee specified by the IEEE Executive Director. The candidate's biography and position statement must accompany the nomination.

Qualifying nominations and supporting documentation shall be provided to the Board of Directors no later than 48 hours after the deadline for receipt of such nominations.

No nominations shall be permitted from the floor at the meeting of the Board of Directors at which deliberations will be held to select the candidates for the office of President-Elect to be presented to the membership.

4. Submission of Proposed Nominees. The Nominations and Appointments Committee shall transmit its list of proposed nominees to all Directors in time to permit the Board of Directors to fulfill the requirements of Article XII of the IEEE Constitution.
5. Delegate-Elect/Director-Elect. Each Region and Division through their respective Nominating Committees may propose a Delegate-Elect/Director-Elect slate rather than a Delegate/Director slate. A Delegate-Elect/Director-Elect shall automatically become the Delegate/Director without further election on the expiration of the incumbent Delegate/Director's term or upon vacancy of the office. The term of office of a Delegate-Elect/Director-Elect may be one or two years.
  - (a) Region Delegate-Elect/Director-Elect Positions. The Regional Delegate-Elect/Director-Elects shall serve a two-year term.
  - (b) Division Delegate-Elect/Director-Elect Positions. The Delegate-Elect/Director-Elects shall serve a one-year term.
6. Submission of Slates. Slates of candidates submitted by IEEE organizational units for inclusion on the annual election ballot must be submitted to the Board of Directors by 15 March of each year. Slates shall be accompanied by each candidate's written acceptance of his or her nomination.
7. Single Nomination Slates. Submission by a Region or Division Nominating Committee of a slate containing a single nominee for a Delegate/Director or a Delegate-Elect/Director-Elect position may be accepted by the Board of Directors under special circumstances as specified in this Bylaw.

Single-candidate slates, if any, shall also be submitted to the IEEE Nominations and Appointments Committee by 15 March of each year. They shall be accompanied by a written explanation of the reasons for submitting such a slate, along with evidence that all the relevant bylaws have been followed. The IEEE Nominations and Appointments Committee shall forward each such slate onto the Board of Directors with a recommendation for or against its

acceptance. If the Board of Directors does not accept a single-candidate slate, the IEEE Nominations and Appointments Committee shall be responsible to the Board of Directors for obtaining a second candidate in a timely fashion.

- (a) Region and Division Provisions for Single Candidates. Submission by a Region or Division of a proposed slate with a single nominee for the office of Region or Division Delegate/Director or Delegate-Elect/Director-Elect shall be permitted under extraordinary extenuating circumstances, if all of the conditions of the following paragraphs (i), (ii) and (iii) are fulfilled:
  - (i) The voting members of said Region or Division shall be given a timely reminder (via THE INSTITUTE, newsletter, or other communication to all voting members) that nominations for the position of Director or Director-Elect may be placed on the ballot by petition. A copy shall be delivered to the Managing Director for MGAB or TAB for use by the MGAB or TAB Nominations & Appointments Committee, and to the IEEE Executive Director for use by the IEEE Nominations & Appointments Committee at the same time it is given to the members.
  - (ii) At least two-thirds of the Region or Division Nominating Committee members shall have voted to submit a single candidate.
  - (iii) The Bylaws of the Region, or the Constitutions and Bylaws of all Societies within the Division explicitly allow for the submission of a single candidate. A copy is to be on file with the Managing Director, Member and Geographic Activities Department.
8. Voting Members Candidate Notification. In accordance with Article XII of the IEEE Constitution, the Board of Directors shall submit to all voting members on or before 1 May of each year a list of nominees for President-Elect; Delegate/Director or Delegate-Elect/Director-Elect, whichever is applicable; and such other officers to be elected by voting members for the coming term.
9. Petition Candidates. Individual voting members may propose, by petition, names to be added to the IEEE annual election ballot for positions of the officers to be elected by the voting members or groups of voting members for the coming term.

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

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

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

The completed petition shall be submitted in a letter to the Board of Directors, to be received at IEEE Headquarters no later than twelve o'clock noon on the Friday preceding 15 June of the year of the election.

10. Approval of Ballot. During the period between the Friday preceding 15 May and 1 August of the year in which the election will be held, the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, shall be authorized to take any necessary actions on any petitions and to approve the ballot.
11. Ballot Submission Schedule. On or before 1 August, the Board of Directors shall submit to eligible voting members on record as of 30 June, a ballot listing all nominees for the positions to be filled by election by the membership.
12. Candidature Withdrawal. Each proposed nominee named by the Board of Directors shall be consulted and, if he/she so requests, his/her name shall be withdrawn. If any write-in candidate shall be declared to have won an election (see Bylaw I-307.15), he/she shall be so notified and requested to serve. If he/she declines to serve, the candidate receiving the next highest vote shall be declared to have won the election.
13. Ballot Presentation. The list of nominees required to be submitted to all voting members by the Constitution shall contain one or more names for the office of President-Elect.

The ballot presented to voting members of each of the Regions/Divisions where an election of Region/Division Delegate/Director or Region/Division Delegate-Elect/Director-Elect is to take place shall contain the names of not fewer than two nor more than three candidates submitted in accordance with the MGAB and TAB sections of these Bylaws. In addition, the ballot shall contain the names of candidates nominated by valid petitions in accordance with IEEE Policy 13.7. The source of nomination of each candidate shall be identified. When desired, the Region ballot may also contain names of candidates for other Region offices (other than Region Delegate/Director) as determined by the Region Committee. If an individual is a voting member in Societies in more than one Division, that individual may participate in the election of each such Division. Regardless of how many Society memberships may be held within any one Division, an individual shall have only one vote in each Division election.

For those cases where more than one candidate is on the ballot for any single office, the source of the nominations shall be identified adjacent to each name and the order of the list of names on the ballot for each office shall be randomized or determined by a lottery process conducted by the Tellers Committee. The ballot shall carry a statement to the effect that the order of the names was randomized or selected by lottery and indicates no preference.

14. Ballot Marking; Voting; Tellers Committee Announcement; Election Results. Ballots will be valid only when completed in accordance with the instructions accompanying the ballot and when received at IEEE Headquarters or by a qualified

organization designated by the IEEE Executive Director before twelve o'clock noon on the first working day following 30 September (the "final election ballot receipt date"). Ballots shall be validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the fifth working day following the final election ballot receipt date. As provided in Bylaw I-305.21, the Tellers Committee shall announce the result of the tally of the votes not later than the eighth working day following the final election ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee. The results of the vote shall become official upon acceptance by the Board of Directors of the Tellers Committee report, and in the case of an election challenge, the report of the IEEE President, IEEE Secretary and IEEE Executive Director, as specified in Bylaw I-307.16. Each nominee for office listed on the ballot and each write-in candidate having votes recorded in such report according to Bylaw I-307.16 shall be advised promptly of the Tellers Committee tally of the votes applicable to their respective elections. Eligible voting members shall be permitted to vote in each election for one nominee for each office appearing on the ballot. Subject to Bylaws I-307.16 and I-307.18, the nominee, for each office for which the election is being held, receiving the greatest number of qualified votes shall be declared elected. In the event of a tie vote, the Board of Directors shall choose between the nominees involved.

15. Write-in Votes; Election Report. For IEEE elections and elections of all organizational units where ballots are used, the ballots shall include and identify, for each office in said election, space in which the voter may indicate the name of any person he/she desires to elect to that office, provided the individual is not already on the official ballot for the intended position. For such names to be counted in the election, each person so indicated shall meet such qualifications as may be specified for the office by the Constitution or Bylaws of the organizational unit conducting the election. The number of votes so cast for any such person shall have the same effect on the outcome of the election as if his/her name had been submitted on the ballot. The tally of such votes shall be included in the election report whenever the number of votes is sufficient to affect the order of preference of the candidates for the office. The provisions of Bylaw I-307.14 shall be observed.
16. Oversight for Election Irregularities. The IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director shall have the authority to act whenever they shall determine, that irregularities, the incapacity or death of a candidate, or other unforeseen circumstances have or are likely to otherwise materially and adversely affect any election of Delegates/Directors so as to prevent the election from being completed in a timely manner, fairly, or with the full participation of the relevant membership group. In acting under this Bylaw, the IEEE President may temporarily assign to other persons or positions within IEEE the duties of any corporate office or position that is vacant and may take any and all other acts proper under law and that the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, determines to be reasonable and necessary to permit a fair and proper election, including delaying an election and accepting additional nominations for any position, and canceling any

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voting already completed and requiring that voting begin again. Any actions taken shall be promptly reported to the IEEE Board of Directors.

17. Unit Nominations and Petition. For each elective office in any organizational unit of the IEEE, which does not appear on the IEEE annual election ballot, individual voting members eligible to vote in such election may nominate candidates either by a written petition or by majority vote at a nomination meeting of the organizational unit, provided such nominations are made at least 28 days before the date of election. The number of signatures required on a petition shall be determined as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters.

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

Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

18. Election Challenge. A challenge of an election may be made by a candidate, in such election, provided that, not later than 15 days after the candidate is notified of the tally of votes in the Tellers Committee report to the Board of Directors, a written complaint from such candidate is received at IEEE Headquarters setting forth the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final election ballot receipt date and that is alleged to have materially compromised such election. A challenge of a recall election may be made by the person who is the subject of the recall election provided that, not later than 15 days after the individual is informed of the tally of votes by the Tellers Committee, a written complaint from such person is received at IEEE Headquarters setting forth the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final recall election ballot receipt date and that is alleged to have materially compromised such recall election.

A challenge of a vote on a Constitutional amendment (a "referendum") may be made by any voting member provided that, not later than 30 days after the publication of the tally of votes in such referendum in the Tellers Committee report to the Board of Directors, a written complaint of such voting member and an accompanying petition are received at IEEE Headquarters and such complaint sets forth the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final referendum ballot receipt date and that is alleged to have materially compromised such referendum.

The IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, shall report to the Board of Directors their determination as to whether any duly challenged membership election, recall election, or vote on a referendum was materially compromised by activity in violation of the IEEE Constitution, Bylaws, or

Policies that took place prior to the final election ballot receipt date (as defined in Bylaw I-307.14), the final recall election ballot receipt date (as defined in Bylaw I-111) or the final referendum ballot receipt date (as defined in Bylaw I-308), as the case may be, and if so, what remedial action should be taken. Remedial action may include, but is not limited to, mandating a new election, recall election, or referendum as promptly as practicable under guidelines then established by the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, but shall not include mandating the appointment to office of any candidate, the removal from office of any person who is the subject of a recall election, or the enactment or non-passage of any Constitutional amendment where such action reverses the result of the election, recall election, or referendum under challenge. A successful candidate for office whose election is challenged shall not take office, a person who is the subject of a recall election shall not be removed from office, and any referendum decision shall not take effect until any challenge thereto has been resolved pursuant to this Bylaw.

The IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, shall make such investigation with respect to the complaint as they determine to be appropriate and shall make their determination as soon as feasible and in any event within 30 days after copies of such complaint are distributed to the IEEE President, IEEE Secretary and IEEE Executive Director. At that time, the IEEE President, working with the IEEE Secretary and IEEE Executive Director shall prepare and submit a written report to the IEEE Board of Directors setting forth: (1) whether the complaint was timely filed and otherwise complied with the requirements of this Bylaw; (2) whether the alleged activity set forth in the complaint violated the IEEE Constitution, Bylaws, or Policies; (3) whether the challenged election, recall election, or referendum was materially compromised by such activity; (4) its determination as to any remedial action that should be taken; (5) the evidence relied on in connection with the foregoing findings and determination; and (6) any reasoning or other information deemed appropriate for inclusion in such report. Copies of such report shall also be promptly submitted to all candidates in the challenged election, to the person who is the subject of the recall election, or to the complainant and known principal proponents and opponents with respect to the challenged referendum, as the case may be.

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

Subject to the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director to take action with respect to an election pursuant to Bylaw I-307.16, this Bylaw shall provide the sole and exclusive procedure for the challenge of any election, recall election, or referendum. If there is an appeal of the determination of the IEEE President, IEEE Secretary and IEEE Executive Director, the Board of Directors shall consider the report, the appeal, and all evidence deemed to be relevant thereto,

and shall make the final determination.

#### I-308. Amendments to IEEE Constitution and Bylaws

##### 1. Constitutional Amendments.

- (a) Review by Legal Counsel. Before an amendment to the Constitution is submitted to the voting members, it shall be reviewed by IEEE legal counsel.
- (b) Proposed Amendment Petitions. Proponents of petitions for Constitutional Amendments shall submit in writing to IEEE a copy of the exact wording of the proposed Constitutional Amendment petition the proponent wishes to circulate for signature. In order to be effective, such submission must be received at the office of the IEEE Executive Director no later than twelve noon on the Friday preceding 15 December of the preceding year in which the petition, if qualified, will appear on the ballot. The wording of this proposed amendment petition, once reviewed and approved by legal counsel, shall be considered the official petition. If the wording of a circulated petition deviates from the official petition as defined above, such petition shall be disqualified. Only signatures for the official petition will be counted toward qualification of a proposed amendment to be placed on the ballot. Petitions for Constitutional Amendments may be circulated and signed no earlier than 1 May of the year preceding the submission of Constitutional Amendments to the voting members.
- (c) Schedule. Except as described in Bylaw I-308.1, or unless otherwise directed by the Board of Directors, the schedule for (i) receipt of petitions for Constitutional Amendments and statements of petitioners in support of petitions to accompany the ballot, (ii) the submission of all Constitutional Amendments (including those initiated by the Board of Directors) to the voting members, and (iii) the counting of the ballots and tallying of votes with respect to proposed Constitutional Amendments shall conform to the schedule relating to the nomination and election of officers elected by the voting members set forth in Bylaw I-307. Ballots for Constitutional Amendments shall carry a statement of the final date for receipt of ballots at IEEE Headquarters or at a qualified organization designated by the IEEE Executive Director (the "final referendum ballot receipt date").

Ballots will be valid only when completed in accordance with the instructions accompanying the ballot and when received at IEEE Headquarters or by a qualified organization designated by the IEEE Executive Director prior to the final referendum ballot receipt date. Ballots shall be validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the fifth working day following the final referendum ballot receipt date. As provided in Bylaw I-305.21, the Tellers Committee shall announce the result of the tally of the votes not later than the eighth working day following the final referendum ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee. The known principal proponents and

opponents of each such proposed Constitutional Amendment shall be advised promptly of the Tellers Committee tally of votes applicable to their respective Constitutional Amendment proposals. Subject to Bylaw I-307.18, the date of adoption of a proposed Constitutional Amendment that has been voted upon favorably by the membership shall be the date of the first meeting of the Board of Directors taking place after the date of the Tellers Committee report and, as provided in Article XIV, Section 3, of the Constitution, such Amendment shall take effect 30 days after adoption.

- (d) Ballot Marking Instructions. A ballot that is marked neither for nor against a proposed Constitutional Amendment shall not be counted either as a "vote" or as a "ballot cast" for purposes of Article XIV, Section 2, of the Constitution, and the instructions accompanying the ballot shall so specify.

2. Procedures to Change Bylaws. As provided in the Constitution, proposed Bylaw changes and the reasons therefore shall be mailed to all Directors at least 20 days before the stipulated meeting of the Board of Directors at which the vote shall be taken. Two-thirds of the votes of the members present at the meeting shall be required to approve any new Bylaw, amendment, or revocation.
3. History of Amendments. A complete history of amendments shall be kept in the files of the IEEE.

#### I-309. Voting Privileges

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

#### I-310. Fiscal Matters

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

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

### I-400. Groups of Members

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

Councils are to be designated by the Member Societies and are to appoint their own President and other officers. Other policies and operational details shall be specified by each Technical Council.

### I-401. Technical Organization of Members

1. Divisions. There shall be ten Divisions. A Division is typically composed of one or more Societies, and may contain one or more Technical Councils. The Technical Activities Board shall determine the specific composition of each Division. The composition of the Divisions shall be specified in the TAB Operations Manual. If a Society warrants representation by more than one Division, the voting members of that Society shall be voting members of all those Divisions.
2. Societies. A Society provides a forum and community for the exchange of technical information among members in the respective discipline and industries of electrical and electronics engineering and related arts and sciences. Societies may represent either an identifiable segment of the electrical and electronics industries, or a discipline having applicability in different industries and functions. A Society's scope or mission shall be approved by TAB.
3. Society Establishment and Operation. Societies shall be established within the scope and objectives of the IEEE groups of members interested in specific technical fields or related subjects. The Technical Activities Board shall establish and be responsible for the operations of Societies. The procedures for organizing a new Society and operating an existing Society shall be contained in the TAB Operations Manual.
4. Society Membership. All Societies shall consist exclusively of IEEE members and such Affiliates as may be authorized by the Board of Directors.
5. Delegation of Authority. The Technical Activities Board can delegate certain operational and administrative matters to Societies that achieve criteria for autonomous operations. Responsibilities and criteria shall be specified in the TAB Operations Manual. Matters of fundamental policy or governance shall not be delegated.
6. Technical Councils. Technical Councils may be established by the Technical Activities Board for the purpose of providing a continuing mechanism for two or more IEEE Societies, called Member Societies, to work together in a multi-disciplinary technical area of mutual interest, primarily through conferences and publications. The procedures for organizing a new Technical Council and operating an existing Technical Council shall be contained in the TAB Operations Manual.
7. Technical Council Membership. A Technical Council has Member Societies but no individual members. In all respects except membership, a Technical Council operates generally like a Society. The representatives on the Technical

### I-402. Geographic Organization of Members

The geographic organizational units of the IEEE are Regions, Areas, Councils, Sections, Subsection, Chapters, Student Branches, Student Branch Chapters, and Affinity Groups. Relevant functions, composition and administrative guidelines and procedures regarding IEEE geographic organizational units are provided in MGAB Operations Manual.

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

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

- |           |   |
|-----------|---|
| Region 1  | shall comprise Northeastern USA.  |
| Region 2  | shall comprise Eastern USA.   |
| Region 3  | shall comprise Southeastern USA and the island of Jamaica as a part of its territory.   |
| Region 4  | shall comprise Central USA.   |
| Region 5  | shall comprise Southwestern USA.  |
| Region 6  | shall comprise Western USA.   |
| Region 7  | shall comprise the territory of Canada.   |
| Region 8  | shall comprise Africa, Europe, Greenland, Iceland, the Republics of the former USSR, and the Near and Middle East countries located west of Afghanistan and Pakistan.         |
| Region 9  | shall comprise the territory encompassing the Caribbean and Bahamas Islands, South America, Central America and North America (except the United States, Jamaica and Canada). |
| Region 10 | shall comprise Asia, Australia, New Zealand and related islands.  |

2. Areas. Areas may be established as parts of a Region. An Area shall generally consist of several Sections, states, provinces, or countries which may be established by the Regional Committee as a management and administrative organizational unit of IEEE to fulfill the communication needs and management/administrative missions of the Region within the territory prescribed.
3. Geographic Councils. A Council may be formed by agreement of a group of contiguous Sections and it exists at their pleasure. It is formed by the Sections to do only those delegated tasks that can be best done together by the Sections rather than singly by each Section. The Sections retain their recognition as the basic operating,

## 400 GEOGRAPHICAL & TECHNICAL GROUPS

executive, administrative and geographic unit of the IEEE. The formation of a Council must be approved by the Regional Director and the Member and Geographic Activities Board.

4. Sections. A Section shall be the basic operating geographic organizational unit of IEEE and shall be constituted by a minimum of fifty (50) IEEE voting members. A Section shall be established with the approval of the Member and Geographic Activities Board by petition of those who live/work in relatively close proximity to be served by activities that further the missions of IEEE.
5. Subsections. A Subsection shall be a part of a Section or Region, constituted by a minimum of twenty (20) IEEE voting members, and established with the approval of MGAB by petition of those who live/work in relatively close proximity to be served by the activities that further the mission of IEEE.
6. Chapters. A Chapter shall be a technical subunit of a Region, one or more Sections or a Geographic Council. There may be single Society Chapters, joint Society Chapters, and Technical Council Chapters. A Chapter shall comprise a minimum of twelve (12) IEEE voting members of a Society, or group of Societies in the case of a joint chapter, and shall be established by petition to the parent geographical and technical organizational units concerned to fulfill the mission of IEEE. In the case of a Technical Council Chapter, a minimum of any twelve (12) IEEE voting members of Council Member Societies in the parent geographical unit shall be required to petition to the geographic unit and to the Technical Council.
7. Student Branches. A Student Branch shall be an operating organizational unit of IEEE constituted by a minimum of twelve (12) IEEE Student Members or Graduate Student Members at a particular college, university, technical institute, or, in unusual circumstances attached to a Section, and established with approval of MGAB by petition to the Region concerned to fulfill the mission of IEEE.
8. Student Branch Chapters. Student Branches may have Student Branch Chapters. A Student Branch Chapter shall be a technical subunit of a Student Branch constituted by a minimum of six (6) Student Members or Graduate Student Members of a Society or group of Societies and established by petition to the parent Student Branch and Society concerned to fulfill the mission of IEEE. A Student Branch Chapter functions in a manner similar to a committee of the Student Branch.
9. Affinity Groups. An affinity group shall be a non-technical subunit of a Region, one or more Sections or a Geographic Council. An affinity group shall comprise a minimum of six (6) IEEE voting members, who are members of the geographic unit(s) involved, and established by petition to the parent organizational unit(s) or standing committee concerned to fulfill the mission of IEEE.
10. Student Branch Affinity Groups. Student Branches may have Student Branch Affinity Groups. A Student Branch Affinity Group shall be a non-technical subunit of a Student Branch constituted by a minimum of six (6) Student Members or Graduate Student Members established by

petition to the parent Student Branch and organizational unit or standing committee concerned to fulfill the mission of IEEE.

### I-403. Organization of Standards Membership

#### 1. IEEE-SA Membership Qualifications.

Membership in the IEEE-SA shall be drawn from:

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

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

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

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

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

**June**

# **IEEE POLICIES**

## **2010**

THE INSTITUTE OF ELECTRICAL AND ELECTRONICS  
ENGINEERS, INC.

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



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Adopted by the IEEE Board of Directors and incorporating revisions through 28 June 2010.

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## INTRODUCTION

IEEE Incorporation. IEEE is incorporated under the New York State Not-for-Profit Corporation Law. The text of that law changes from time to time; the IEEE Executive Director should be consulted prior to taking any action which relates to that law.

IEEE Government. The policies, procedures and regulations by which IEEE is governed are embodied in three documents. The IEEE Constitution, which can be approved and amended only by the voting members of the IEEE, contains IEEE's fundamental objectives, organization and procedures. Implementation of the Constitutional provisions, in specific organizational structures and procedures, is entrusted to the IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The third document, the IEEE Policies, is published herewith; its purpose is to provide more detailed statements of specific policies, objectives and procedures than are appropriate for inclusion in the Constitution and Bylaws. The IEEE Policies are approved and amended by the IEEE Board of Directors.

The precedence of these three documents should be remembered by all those engaged in IEEE management duties. The Bylaws may not be in conflict with the Constitution, and the IEEE Policies must conform to the provisions of both the Constitution and the Bylaws. If, after having consulted these documents, questions of procedure or interpretation remain, inquiries addressed to the IEEE Secretary, the IEEE Executive Director, or to members of his/her staff, will receive prompt attention.

Format of the IEEE Policies. The policies and procedures published here have been arranged in sections, each dealing with a different facet of IEEE's operations. The first eight sections cover the activities of the Major Boards and Committees of IEEE. The remaining eight sections cover activities common to several of the IEEE Boards and their organizational units. These include conferences, finances, nominations and elections, legal and tax matters, mailing lists and rosters, and membership.

Those consulting these IEEE Policies for the first time are urged to carefully review the Table of Contents to acquaint themselves with all policies relating to their particular activities within the IEEE.

The following paragraphs summarize the content of each section of the IEEE Policies.

Section 1 - Regional Activities. Regional activities, conducted under the aegis of the Member and Geographic Activities Board, are concerned primarily with the interests of the individual member in the locale of his home or place of employment, and with the activities of local groups of members such as Sections, Subsections, Chapters and Student Branches. The activities are coordinated within each of the ten IEEE Regions by the respective Regional Directors.

Section 2 - Technical Activities. The technical activities of the IEEE, conducted by the Technical Activities Board, embrace the work of the IEEE Societies as well as IEEE-wide

technical programs. These activities are intended to serve the specialized technical interests of individual members and groups of members, and to bring the resources of the IEEE to bear on technical questions of local, national and transnational interest.

Section 3 - Educational Activities. The Educational Activities Board prepares and conducts educational programs designed to support the individual member during his professional career, with particular emphasis on continuing education and career development. It also assists the profession at large in such areas as pre-university guidance, accreditation of engineering curricula, professional registration and certification.

Section 4 - Awards Activities. The awards programs of the IEEE are managed and monitored by the Awards Board. Nominations for recipients of IEEE-wide awards are made by the Awards Board to the Board of Directors. Specialized awards within the scopes of the IEEE Societies, Regions, Sections or Councils are established and financed by the respective organizational units, subject to rules set by the Awards Board.

Section 5 - Intersociety Activities. IEEE maintains relations with societies and other organizations throughout the world, and co-sponsors or assists in the operation of national and international conferences. This section specifies policies and procedures in dealing with other organizations.

Section 6 - Published Products and Services. The publications of the IEEE are under the jurisdiction of the Publication Services and Products Board (in the case of Society publications this responsibility is shared with the Technical Activities Board). Since IEEE is responsible for a major share of the world's refereed technical information in electrical and electronics engineering, these duties consume a major share of the IEEE's personnel and other resources. Also included are procedures for protecting IEEE copyrights.

Section 7 - Professional Activities. The professional (as distinguished from technical) activities of IEEE are based on amendments to the Constitution passed in 1972.

Part A: IEEE Policies. The first part of section 7 deals with various overriding policies related to professional activities. The IEEE Code of Ethics and other policies as they relate to ethical conduct are contained in Part A.

Part B: IEEE-USA Policies. Responsibility for such activities in the United States has been delegated by the Board of Directors to the IEEE-USA Board. The policies in this section indicate the procedures to be followed in dealing with government bodies and other organizations on matters of professional concern to the membership.

Section 8 - Standards Activities. The IEEE Standards Association is responsible for conducting and coordinating the IEEE's involvement in all standards activities, including on all relations on standard matters with outside organizations, both private and governmental. It also is responsible for appointing IEEE representatives to participate in standard development efforts of other organizations. The overriding objectives of Standards Activities are contained in this section.

Section 9 - Activities of IEEE Organizational Units. This section deals with activities that are common to or shared jointly by several types of IEEE organizational units. It also addresses the usage of standard notations within the IEEE as well as e-mail policy and guidelines and the information disclosure policy.

Section 10 - Meetings, Conferences, Symposia and Expositions. The IEEE as a whole, as well as such units as its Sections, Regions, and Societies, serves as sponsor or co-sponsor of major meetings each year. Since the planning and management of these meetings are largely decentralized, this section serves an important purpose in apprising local officials of applicable policies and procedures.

Section 11 - Financial Matters. This section deals with policies related to volunteer and staff responsibilities regarding the functions and administration of the financial aspects of the IEEE and the organizational units of the IEEE.

Section 12 - Legal and Tax Matters. This section derives from the requirements of United States laws and regulations, particularly those governing the tax status of not-for-profit organizations, to which IEEE must adhere in operations conducted within the United States. These procedures are derived from statutes applying to all similar organizations,

and hence are not based on the IEEE Constitution and Bylaws. Since the penalties for failure to comply with these regulations are substantial, all those engaged in IEEE management should be familiar with this section and follow the procedures exactly.

Section 13 - Nominations and Elections. IEEE is at all levels governed directly or indirectly by members elected to their posts by fellow members. To provide for fully representative elections, a number of detailed provisions, outlined in this section, must be observed.

Section 14 - Mailing Lists and Rosters. Since the distribution of publications and other communications to IEEE members involves the use of mailing lists which would be useful to many other organizations, specific procedures should be in place to protect the lists against unauthorized use. Conversely, authorized use of these lists by appropriate organizations can render an important service to members. The policies in this section deal with procedures to preserve the distinction between desirable and undesirable use of lists by other organizations.

Section 15 - IEEE Position Papers, Entity Position Statements and Testimony before Government Bodies. This section provides guidelines for the preparation and issuance of IEEE Position Papers and Position Statements of organizational units of the IEEE, and for developing and presenting testimony before government bodies on subjects of interest to IEEE.

Section 16 - Applications for Membership, Billing and Renewals. This section contains information relevant to the membership renewal process, terminations, billing, categories of membership and related dues reductions, and payment schedule.

*The IEEE Board of Directors approves changes to the IEEE Policies from time to time. This manual is updated on a regular basis and the most current version is available on the IEEE website and may be accessed at URL –*

<http://www.ieee.org/web/aboutus/whatis>

## **SECTION 1 – REGIONAL ACTIVITIES**

### **1.1 Region Boundaries**

When appropriate, the Member and Geographic Activities Board shall recommend to the IEEE Board of Directors the formation, dissolution, transfer, merger or change of boundaries of any Region including the distribution of all funds and assets in the custody of that Region at the date of termination.

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## **SECTION 2 – TECHNICAL ACTIVITIES**

### **2.1 IEEE Societies**

In recognition of the continuing growth and diversification of its technical activities, the IEEE has provided for Societies within the IEEE structure.

The Societies benefit from the economies of centralized administration, extensive geographical organization of the IEEE, and the ease with which an individual can participate in several organizational units within the IEEE, thus providing a better match between technical needs and the necessarily arbitrary lines of organization.

- A. **Functions of Societies.** Each Society operates in a distinct technical area, and shall provide the necessary basis for its further growth, for attracting new members in competition with other societies in the field, for merging IEEE Societies into stronger technical organizational units, for merging non-IEEE societies into IEEE, for dealing with other professional societies, and for facilitating the representation of the profession to outside agencies including governments. Each Society carries out its own publication, meetings, standards, and other activities as required and operates within its own budget and may establish Technical Committees to allow members to promote specialized technical areas.
- B. **Administration.** Each Society is governed by its own administrative body responsible to its members.

- C. **Society Membership Dues.** The membership dues structure for Societies shall be set as part of the annual budget cycle.
- D. No Society shall be recognized as joint with any other organization, society, or group outside the IEEE. However, Societies may cooperate with other organizations in the operation of joint committees and the holding of joint meetings and may invite members of such organizations and the public to their meetings.
- E. **Society Finances.** The annual Society budget must be approved by the TAB Finance Committee and the Technical Activities Board.

### **2.2 Society Emblems and Pins**

Each Society on its own initiative may adopt an emblem, subject to prior legal trademark review to insure the integrity of the IEEE emblem trademark is maintained. A Society with an emblem may, at its own financial risk, design and procure pins or other devices for sale to its members.

Guidelines for the use of the IEEE emblem on printed material are found in Sections 6.3.2 and 12.1.

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## **SECTION 3 – EDUCATIONAL ACTIVITIES**

### **3.1 Continuing Education Units (CEUs)**

The IEEE is an Authorized Provider of Continuing Education Units (CEUs) through the International Association for Continuing Education and Training (IACET) and has adopted IACET guidelines and criteria for all of its continuing professional development programs.

In addition to continued professional development programs, IEEE shall offer CEUs for short courses, tutorials, seminars, and workshops held by its organizational units (including Sections and Societies). Any organizational unit that wishes to offer IEEE CEUs for its programs shall abide by IACET guidelines and IEEE procedures, which are specified in the IEEE Educational Activities Board Operations Manual, and complete the CEU application process which shall be defined on the IEEE CEU website.

The Educational Activities Board (EAB) shall be responsible for the development, dissemination, and updating of IEEE guidelines on CEUs. The Continuing Professional Education Committee of the IEEE Educational Activities Board shall be responsible for assuring compliance of IEEE organizational units with IACET guidelines and IEEE procedures on CEUs. The EAB shall maintain a CEU registry of all individuals participating in these courses; individual records shall be kept for a period of seven years.

### **3.2 Selection Procedures for IEEE Representatives on ABET Board of Directors**

The Educational Activities Board (EAB) shall recommend to the IEEE Board of Directors for its approval, a single candidate for each of the IEEE positions on the Accreditation Board for Engineering and Technology (ABET) Board of Directors. Procedures for selecting the EAB recommended candidates shall be detailed in the EAB Operations Manual.

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## **SECTION 4 – AWARDS ACTIVITIES**

### **4.1 Objectives**

The IEEE shall recognize those who contribute to and support the purposes of the IEEE in an exceptionally worthy manner. In furtherance of this objective, the IEEE shall create and foster a broad program of formal awards and recognitions of all types. The IEEE shall encourage the formation of awards committees in its geographical, professional and technical organizational units to recognize outstanding achievements and services for the benefit of the IEEE and the engineering profession, and for those accomplishments which enhance the quality of life for all people throughout the world.

IEEE Awards shall serve several purposes: (1) be an expression of recognition for outstanding contributions to the advancement of the theory and practice of electrical, electronics, communications and computer engineering, as well as computer science, the allied branches of engineering and the related arts and sciences and technologies and their application; (2) be an incentive to youth to emulate excellence; (3) be a personalized recognition of the achievements of the profession and its members to the public, and (4) identify the IEEE with these achievements.

The awards policies of the IEEE shall establish a hierarchical system of awards at several levels of the IEEE's organization. This system of awards is designed to meet the changing demands of the IEEE.

The IEEE, through its Awards Board, shall establish policies and procedures to provide for the orderly development and implementation of awards and recognitions programs throughout the IEEE, and shall administer those programs at the Institute level on behalf of the IEEE Board of Directors.

In carrying out awards activities, the IEEE organizational units shall give prominence to the intent of each award, as well as to the specific accomplishments of the recipients.

### **4.2 Definitions**

The generic word "awards" shall include, but not be limited to, medals, awards, formal recognitions, scholarships, prize papers, and Honorary Membership.

Student recognition and support shall include student prizes, student awards, scholarships and fellowships.

### **4.3 Authority for Awards**

The IEEE awards administered by the Awards Board and its committees shall be approved by the Board of Directors and presented in the name of the IEEE.

The Board of Directors may delegate approval authority to those respective major boards having chartered Awards and Recognition Committees, and who have previously been delegated administrative authority by the Awards Board. The approval authority within established limitations for awards and recognitions falling within their respective scopes of operations, shall be in accordance with policy established by the Board of Directors.

### **4.4 Limitations of Awards**

- A. **Number of Awards in Recognition of a Given Achievement.** Normally, an individual shall receive only one honor in recognition of a given achievement, unless the significance of the achievement is such as to merit subsequently a higher award. A higher award may be given in the following year or thereafter.
- B. **Posthumous Awards.** Posthumous awards shall be made only when knowledge of the awardees' death is received after announcement of the recipient. Nominations of known deceased persons shall not receive consideration.
- C. **Frequency of Award Presentation.** Even though an award may be specified as being given annually, it shall be awarded only when, in the judgment of the sponsoring IEEE organizational unit, suitable candidates are available.
- D. **Medals to Non-IEEE Members.** It is preferred that recipients of the IEEE Medal of Honor and IEEE Medals shall be members of IEEE. However, the IEEE Board of Directors may approve the presentation to a non-member upon the recommendation of the IEEE Awards Board.
- E. **Medal Administration.** Any new or revised IEEE Medal shall be administered only by the Awards Board, and these shall be presented in the name of the IEEE Board of Directors.
- F. **Use of Word "Medal".** For any new and revised award below those presented in the name of the IEEE Board of Directors, the word "medal" shall not be part of the official title or designation. A medal may be included as a part of the award, however, it may not be gold.
- G. **Staff Ineligibility.** With the exception of the IEEE staff award as specified in Policy Section 4.8.G, members of the IEEE staff shall not be eligible as candidates for any award covered by these Policies.
- H. **Eligibility and Process Limitations.** No person shall receive an award, who, at any stage of the recipient-selection process for that award, is eligible to vote on whom shall receive that award and such person shall not be the nominator or a reference for a nomination of a candidate for such award. This conflict of interest limitation shall apply to all awards given by the IEEE or any of its organizational units except in the case of time-limited awards. Time-limited awards are those where the candidate is only eligible for the award during a limited and pre-defined period (for example, a Paper of the Year Award). If the candidate serves on a committee that evaluates candidates for a time-limited award, this individual shall recuse himself or herself from any discussion, voting or selection of all candidates for this award. The recusal shall be clearly recorded in the minutes of the meeting.

No member of the Board of Directors, the Awards Board, or IEEE staff and no candidate for an Assembly-

or member-elected office in the year of nomination of any award recipient shall act as a sponsor or reference for any nomination for which the Awards Board is responsible, if such member or candidate, as the case may be, occupies any such positions on the date of submission of the nomination or reference form.

- I. Cash Awards to Companies or Organizations. Awards are to be given in recognition of excellence. It is not appropriate to present an award with cash value to a company or organization in recognition of the support given to IEEE activities.
- J. Student Recognition Purpose. Any student recognition and support activity by an IEEE Organizational Unit shall be for the direct benefit or perpetuation of the aims and objectives of that Organizational Unit and the IEEE.
- K. IEEE Scholarship Purposes. IEEE scholarships shall be designed to accomplish specific purposes not already covered by other agencies, as, for example, scholarships designed to promote study in a particular field which is being neglected, etc.  
  
Funds derived from IEEE and Society member dues and fees, and organizational unit rebates shall not be used for scholarships, fellowships and other education awards.
- L. Awards Not Requiring Approval. IEEE Awards Board approval is not required for the establishment of "informal" or customary recognitions not carrying honoraria, such as certificates of appreciation, Committee Chair's certificates, Section Chair's certificates, Society President's pins, etc.

#### **4.5 Procedures for Nomination and Selection of Candidates**

Except as expressly provided in these Policies, the procedure for the nomination and selection of candidates for awards shall be specified in the Awards Board Operations Manual.

#### **4.6 Presentation of IEEE Awards**

The IEEE Medal of Honor and the IEEE Medals shall be presented at an IEEE Medals Presentation. All IEEE awards shall be presented at times and places approved by the Awards Board. The Chair 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.

Guidelines on the hierarchy of presenters of each award shall be specified in the Awards Board Operations Manual.

#### **4.7 Establishment and Review of Awards**

The establishment of awards requires the approvals of (a) the IEEE Awards Board for their specifications, and (b) the IEEE Board of Directors for their establishment and use of IEEE funds on behalf of the IEEE Organizational Units for the purpose of sponsoring awards.

The IEEE Awards Board and the Organizational Units, acting through their respective Awards and Recognition Committees, shall establish procedures to ensure critical review, approved funding and reasonable schedules for awards proposals submitted.

The establishment of those student recognition and support activities within the specifications given in Table A has been delegated by the IEEE Awards Board and the Board of Directors to the Major Boards having chartered Awards and Recognition Committees. Those activities beyond Table A require the approval of the IEEE Awards Board. Portions of Section 11 of this Manual and MGAB Operations Manual shall be examined for relevancy.

Details for proposals for new awards shall be specified in the IEEE Awards Board Operations Manual.

It is the policy of the IEEE to review all awards and scholarships every ten years. Contractual arrangements for new awards and scholarships should provide for review and modification by the IEEE in order to cope with changing conditions in the profession. It is recommended that all new awards be established for a specific period of 10 years, and renewable for a like period.

#### **4.8 Current Honors, Medals, Technical Field Awards, Recognitions, Prize Papers, Scholarships, External Awards and Staff Award Administered by the Awards Board**

Awards may be awarded annually when, in the judgment of the Awards Board, suitable candidates are available.

- A. IEEE Medal of Honor. The IEEE Medal of Honor, shall be awarded for an exceptional contribution or an extraordinary career in the IEEE fields of interest.

The Medal of Honor is the highest IEEE award. The candidate need not be a member of the IEEE.

The Medal of Honor Selection Committee shall recommend candidates to the Awards Board for endorsement, who in turn shall recommend to the Board of Directors for final approval.

- B. IEEE Medals. IEEE Medals shall embrace significant and broad IEEE interests and purposes. IEEE Medals may be awarded annually when, in the judgment of the Awards Board, suitable candidates are available.

The IEEE Medals Council shall recommend candidates for each of the IEEE Medals to the Awards Board for endorsement. The Awards Board shall, in turn, submit to the Board of Directors for final approval.

New IEEE Medals may be established only by the Board of Directors on the recommendation of the Awards Board.

The IEEE Medals are:

IEEE Edison Medal, for a career of meritorious achievement in electrical science, electrical engineering or the electrical arts.

IEEE Founders Medal, for outstanding contributions in the leadership, planning, and administration of affairs of great value to the electrical and electronics engineering profession.

IEEE James H. Mulligan, Jr. Education Medal, for a career of outstanding contributions to education in the fields of interest of IEEE.

IEEE Alexander Graham Bell Medal, for exceptional contributions to the advancement of communications sciences and engineering.

IEEE Simon Ramo Medal, for exceptional achievement in systems engineering and systems science.

IEEE Medal for Environmental and Safety Technologies, for outstanding accomplishments in the application of technology in the fields of interest of IEEE that improve the environment and/or public safety.

IEEE Medal for Innovations in Healthcare Technology, for outstanding contributions and/or innovations in engineering within the fields of medicine, biology and healthcare technology.

IEEE Medal in Power Engineering, for outstanding contributions to the technology associated with the generation, transmission, distribution, application and utilization of electric power for the betterment of society.

IEEE Richard W. Hamming Medal, for exceptional contributions to information sciences, systems and technology.

IEEE John von Neumann Medal, for outstanding achievements in computer-related science and technology.

IEEE Jack S. Kilby Signal Processing Medal, for outstanding achievements in signal processing.

IEEE Jun-ichi Nishizawa Medal, for outstanding contributions to material and device science and technology, including practical application.

IEEE Dennis J. Picard Medal for Radar Technologies and Applications, for outstanding accomplishments in advancing the fields of radar technologies and their application.

IEEE Robert N. Noyce Medal, for exceptional contributions to the microelectronics industry.

The IEEE Co-Sponsored Medal is:

IEEE/RSE (Royal Society of Edinburgh) Wolfson James Clerk Maxwell Award, for groundbreaking contributions that have had an exceptional impact on the development of electronics and electrical engineering or related fields.

- C. IEEE Technical Field Awards. The IEEE Technical Field Awards are awarded for contributions in specific technical fields of science and engineering, and in several areas of leadership. They may be awarded

annually when in the judgment of the Awards Board suitable candidates are available.

The IEEE Technical Field Awards Council shall recommend candidates for each of the IEEE Technical Field Awards to the Awards Board for endorsement. The Awards Board shall, in turn, submit to the Board of Directors for final approval.

New IEEE Technical Field Awards can be established only by the Board of Directors on the recommendation of the Awards Board. Under normal circumstances, any donation or bequest shall be accepted only with the provision that any residual balance becomes a donation to the IEEE Foundation, designated for the IEEE awards program, upon termination of the IEEE Technical Field Award.

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

The IEEE Technical Field Awards are:

IEEE Cleo Brunetti Award, for outstanding contributions to nanotechnology and miniaturization in the electronics arts.

IEEE Components, Packaging, and Manufacturing Technology Award, for meritorious contributions to, the advancement of components, electronic packaging or manufacturing technologies.

IEEE Control Systems Award, for outstanding contributions to control systems engineering, science, or technology.

IEEE Electromagnetics Award, for outstanding contributions to electromagnetics in theory, application or education.

IEEE James L. Flanagan Speech and Audio Processing Award, for outstanding contribution to the advancement of speech and/or audio signal processing.

IEEE Andrew S. Grove Award, for outstanding contributions to solid-state devices and technology.

IEEE Herman Halperin Electric Transmission and Distribution Award, for outstanding contributions to electric transmission and distribution.

IEEE Masaru Ibuka Consumer Electronics Award, for outstanding contributions in the field of consumer electronics technology.

IEEE Internet Award, for exceptional contributions to the advancement of Internet technology for network architecture, mobility and/or end-use applications.

IEEE Reynold B. Johnson Data Storage Device Technology Award, for outstanding contributions to the advancement of information storage with emphasis on technical contributions in computer data storage device technology.

IEEE Reynold B. Johnson Information Storage Systems Award, for outstanding contributions to information storage systems, with emphasis on computer storage systems.

IEEE Richard Harold Kaufmann Award, for outstanding contributions in industrial systems engineering.

IEEE Joseph F. Keithley Award in Instrumentation and Measurement, for outstanding contributions in electrical measurements.

IEEE Gustav Robert Kirchhoff Award, for an outstanding contribution to the fundamentals of any aspect of electronic circuits and systems that has a long-term significance or impact.

IEEE Leon K. Kirchmayer Graduate Teaching Award, for inspirational teaching of graduate students in the IEEE fields of interest.

IEEE Koji Kobayashi Computers and Communications Award, for outstanding contributions to the integration of computers and communications.

IEEE William E. Newell Power Electronics Award, for outstanding contribution(s) to the advancement of power electronics.

*Note: The change in name to the following Field Award is effective in 2011.*

IEEE Daniel E. Noble Award for Emerging Technologies, for outstanding contributions to emerging technologies recognized within recent years.

IEEE Donald O. Pederson Award in Solid-State Circuits, for outstanding contributions to solid-state circuits.

IEEE Frederik Philips Award, for outstanding accomplishments in the management of research and development resulting in effective innovation in the electrical and electronics industry.

IEEE Photonics Award, for outstanding achievement(s) in photonics.

IEEE Emanuel R. Piore Award, for outstanding contributions in the field of information processing in relation to computer science.

IEEE Judith A. Resnik Award, for outstanding contributions to space engineering, within the fields of interest of the IEEE.

IEEE Robotics and Automation Award, for contributions in the field of robotics and automation.

IEEE Frank Rosenblatt Award, for outstanding contribution(s) to the advancement of the design, practice, techniques, or theory in biologically and linguistically motivated computational paradigms including but not limited to neural networks, connectionist systems, evolutionary computation, fuzzy systems, and hybrid intelligent systems in which these paradigms are contained.

IEEE David Sarnoff Award, for exceptional contributions to electronics.

IEEE Charles Proteus Steinmetz Award, for exceptional contributions to the development and/or advancement of standards in electrical and electronics engineering.

IEEE Marie Sklodowska-Curie Award, for outstanding contributions to the field of nuclear and plasma sciences and engineering.

IEEE Eric E. Sumner Award, for outstanding contributions to communications technology.

IEEE Undergraduate Teaching Award, for inspirational teaching of undergraduate students in the fields of interest of IEEE.

IEEE Nikola Tesla Award, for outstanding contributions to the generation and utilization of electric power.

IEEE Kiyo Tomiyasu Award, for outstanding early to mid-career contributions to technologies holding the promise of innovative applications.

- D. IEEE Recognitions. IEEE recognitions are awards given in addition to the IEEE Medal of Honor, the IEEE Medals, and the Technical Field Awards.

The IEEE Recognitions Council shall recommend candidates for these awards to the Awards Board for endorsement. The Awards Board shall, in turn, submit to the Board of Directors for final approval.

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

1. IEEE Service Awards. There shall be two IEEE Service Awards, which may be awarded annually when in the judgment of the Awards Board suitable candidates are available.

IEEE Haraden Pratt Award, for outstanding service to the IEEE.

IEEE Richard M. Emberson Award, for distinguished service to the development, viability, advancement, and pursuit of the technical objectives of the IEEE.

2. IEEE Corporate Recognitions. There shall be two IEEE Corporate Recognitions, which may be awarded annually when in the judgment of the Awards Board suitable candidates are available.

IEEE Corporate Innovation Recognition, for outstanding and exemplary contributions by an

industrial entity, governmental or academic organization, or other corporate body, which have resulted in major advancement of electrotechnology.

IEEE Ernst Weber Engineering Leadership Recognition, for exceptional managerial leadership in the fields of interest to the IEEE.

3. IEEE Prize Papers/Scholarship Awards. IEEE Prize Papers/Scholarship Awards may be awarded annually when, in the judgment of the Awards Board, suitable candidates are available.

The IEEE Prize Papers/Scholarship Awards Committee shall recommend candidates for these awards to the Recognitions Council.

The IEEE Prize Paper Awards are:

IEEE W. R. G. Baker Award. This is presented annually for the most outstanding paper reporting original work published in any IEEE archival publications (such as TRANSACTIONS, JOURNALS and LETTERS), MAGAZINES, or PROCEEDINGS.

IEEE Donald G. Fink Award, for the outstanding survey, review, or tutorial paper in any of the IEEE TRANSACTIONS, JOURNALS, MAGAZINES, or PROCEEDINGS.

The IEEE Scholarship Awards are the:

IEEE Life Members Graduate Study Fellowship in Electrical Engineering. The IEEE Life Members Graduate Study Fellowship in Electrical Engineering will be awarded annually for full-time graduate work in any area of electrical engineering at an engineering school/program of recognized standing worldwide.

Frank A. Cowan Fellowship. The Frank A. Cowan Fellowship may be awarded for graduate study in the field of communications, to the extent of available funds, when the Frank A. Cowan Fund is not used to support the IEEE Medal of Honor for accomplishments in the field of communications.

The Charles LeGeyt Fortescue Graduate Scholarship. The Charles LeGeyt Fortescue Scholarship is awarded to a beginning graduate student every year for one year of full-time graduate work in electrical engineering. Graduate Record Examination aptitude and advanced engineering tests are required.

- E. IEEE Honorary Membership. The IEEE Honorary Membership Committee shall be responsible for recommending to the Recognitions Council, who shall make a recommendation to the Awards Board, candidates for IEEE Honorary Membership. The Awards Board shall, in turn, submit to the Board of Directors for final approval.

Neither the Awards Board nor any of its committees shall be involved with the selection of recipients of the Honorary Life Memberships of the IEEE Societies.

- F. External Awards. External Awards are those awards not exclusive to IEEE, but of interest to IEEE and its members. The External Awards Committee shall be responsible for reviewing and suggesting actions on outside 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 external medals and awards committees to the Awards Board.

- G. IEEE Staff Award.

IEEE Eric Herz Outstanding Staff Member Award, for demonstrated contributions over a long period of time by a present or past full time staff member. The award may be awarded on an annual basis when a suitable candidate is nominated.

The IEEE Awards Board shall recommend candidates for the IEEE Eric Herz Outstanding Staff Member Award to the Board of Directors for final approval. The IEEE Eric Herz Outstanding Staff Member Award shall be administered by the Awards Board.

#### **4.9 Other Institute Awards**

The following awards are administered by other organizational units:

IEEE Award for Distinguished Ethical Practices, for (a) exemplary ethical behavior/practices and/or (b) persuasive advocacy or promotion of ethical behaviors/practices by an IEEE member or organizations employing IEEE members.

This award is administered by the IEEE Ethics & Member Conduct Committee (EMCC) and may be presented annually, unless in the judgment of the EMCC, a suitable candidate is not available.

Details of the award shall be provided in the EMCC Operations Manual.

**4.10 Hierarchy of Awards**

The hierarchy and honoraria of awards within the IEEE shall be as follows:

<u>Award Category</u>	<u>Maximum Honoraria and Medals</u>
IEEE Medal of Honor	\$50,000, gold medal and bronze replica
IEEE Medals	\$20,000, gold medal and bronze replica
IEEE Technical Field Awards, Joint IEEE Awards with National Societies & IEEE Recognitions	\$10,000 and bronze medal
Major Board, Region and Division, Society and Technical Council Awards	\$10,000
Technical Conference Awards	\$ 2,000
Area, Geographical Council or Conference, Section, Chapter Awards	\$ 1,000
Student Branch, and Student Branch Chapter Awards	\$ 500

The extent of supplementary items such as plaques, certificates, bowls, replica medals, etc., to be presented with an award shall be guided by such items presented in the hierarchy of current awards.

**Table A - IEEE Student Recognition and Support**

	Secondary School Prize	Undergraduate Award	Undergraduate Scholarship	Graduate Award	Graduate Fellowship
Educational Program Restraints	None	Curriculum with IEEE relevance	Breadth of sponsoring organizational unit	Breadth of sponsoring organizational unit	Breadth of sponsoring organizational unit
Minimum Amount	Certificate	Certificate	\$500 *	\$1,000 *	\$5,000 *
Maximum Amount	\$500	\$500	\$15,000	\$15,000 annually	\$30,000 annually

There shall be no primary award evaluation constraints except educational level and geographical location, although financial need can be used as a secondary criterion.

\* The amounts are given in U.S. dollars. These limits should be modified in other geographical areas as appropriate to account for differences in the cost of education, availability of comparable non-IEEE sponsored support, and the impact of the recognition.

## **SECTION 5 – INTERSOCIETY ACTIVITIES**

### **5.1 Objectives**

In support of the engineering profession as a whole, it is IEEE Policy to encourage relationships with other organizations.

- Such organizations shall share similar objectives and may not be limited to those that are engineering or scientific in character.
- Such relationships may vary in their degree of formality.
- Such relationship may result in the appointment of representatives, delegates, or a corporate membership in that organization.
- Such organizations may appoint representatives to IEEE.
- Such relationships shall encourage interdisciplinary activity.

IEEE's relationship with outside organizations shall be in consonance with the principles and objectives of the IEEE Certificate of Incorporation, Constitution and Bylaws and subject to the legal limitations of IEEE's 501(c)(3) tax status. Policy Section 9.1 - Affiliation with Tax Exempt Organizations and Policy 5.2 below shall be followed when considering affiliations with for-profit organizations or other organizations that are exempt from US Federal income tax.

Other parts of this Policy Manual may address intersociety activities more specifically, however, the general principles of this Section 5 shall also apply. Any apparent conflicts related to any intersociety activity shall be referred to the IEEE Board of Directors for review and adjudication.

### **5.2 Guiding Principles for Transnational Activities**

Because it is a global organization, the IEEE recognizes that cultural differences may impact its activities.

Special provisions shall be made to provide appropriate activities that accommodate unique cultures and or legislation.

The IEEE or its organizational units may adopt different positions on a particular topic or activity relative to specific national environments. It is IEEE policy that the undertaking of such an activity or position shall not prevent IEEE action on the same topic or activity in other national environments.

### **5.3 Proposals for Intersociety Activity**

**Proposal Submission.** Proposals for IEEE intersociety activities shall be submitted by any member(s), or organizational unit to the IEEE Board of Directors.

**Delegation of Authority.** The Board of Directors may delegate authority for review and approval of proposals to the appropriate Major Boards (e.g., MGAB, TAB, IEEE-USA). New proposals shall be brought to the Board of Directors only if the proposal has no overriding precedents and/or new policy decisions are required. The IEEE organizational unit authorized to review and approve the proposal shall be

responsible for monitoring and appropriate action on all aspects of the joint activity.

### **5.4 Categories of Involvement**

IEEE's involvement with outside organizations may be technical and non-technical and can be at the international, national or local level.

#### **A. Non-technical Involvement.**

1. The designated IEEE organizational unit (hereunder referred to as the designated Board) shall:
  - Appoint the IEEE delegate(s), for one-year terms, unless specified otherwise.
  - Coordinate the interests of other IEEE organizational units and obtain any necessary internal reviews and approvals regarding IEEE's interests.
  - Report on actions by the outside organization that impinge on IEEE interests.
  - Budget for the annual dues, or other support, required by the outside organization.
  - Review annually, the activities of the outside organization and make a judgment on whether to continue IEEE's involvement. If the judgment is to terminate or modify the IEEE involvement, any other interested IEEE organizational units shall be advised and a recommendation shall be submitted to the IEEE Board of Directors.
  - Maintain an archival record of appointments and reports pertaining to the involvement, through the Secretary of the designated Board.
2. The designated Board may delegate the task of implementing the involvement.

#### **B. Technical Involvement.**

1. The designated IEEE organizational unit, (hereunder referred to as the designated Board) shall:
  - Appoint IEEE delegates. Several IEEE organizational units (e.g., Societies, Committees) may wish to have technical representation and in such cases each Society shall appoint IEEE delegates.
  - Coordinate all technically involved Societies.
  - Resolve conflicts in technical inputs from various Societies.
  - Budget for the annual dues, or other support, required by the outside organization.

- Review, annually, their participation and make a judgment whether to continue IEEE's involvement. If more than one Society is represented, each Society shall conduct the review, and promptly notify the other participating Societies and designated Board of any decision to terminate or modify their involvement.
2. Technical Representatives. Technical representatives shall be responsible for ascertaining the positions or views of the respective appointing Societies. The designated Board may name one of the representatives to head the delegation and act as spokesperson on administrative matters.
  3. Presenting Technical Views. Technical inputs from various Societies may be separate and independent of each other, however, if conflicts arise, they shall be resolved by the designated Board and one view presented as IEEE's opinion.
- C. National and International. The IEEE will be represented through the appropriate boards, committees, panels, or other organizational units as designated by the IEEE Board of Directors.
- D. Local Involvement. IEEE involvement at the local level will usually be through a Region, Council, Section, Chapter, Section Committees, Student Branch or Affinity Group. The local unit or organization involvement shall follow applicable IEEE policies as well as any additional local policies, rules and procedures. Reviews and approvals shall be obtained at the next organizational level of responsibility (i.e., the Region, or the Member and Geographic Activities Board). The local unit shall be responsible for appointing any delegates or representatives and for insuring that they are adequately instructed.

If two or more IEEE Sections are involved in the same outside activity, as in a metropolitan area, one Section or Council shall be designated to be responsible for administration and coordination by the next organizational level of responsibility.

- E. Involvement With Organizations Other Than 501(c)(3) Tax-Exempt Organizations. The Board of Directors may approve involvement with organizations not of the same 501(c)(3) tax status as the IEEE when such involvement is in the best interest of IEEE. Involvement with such organizations shall normally be by contract signed by the IEEE Executive Director. Exceptions shall be specifically approved by the Board of Directors.

## **5.5 Appointments and Support**

- A. Appointments. IEEE members appointed to represent IEEE on programs jointly conducted with one or more outside organizations shall follow IEEE policies, and shall be given such guidance and direction by the appointing IEEE Board or Committee. IEEE representatives shall submit reports as required and in the annual report should summarize the joint program progress and achievements and recommend the level of IEEE continued participation in the next year.

- B. Support. IEEE representatives shall receive information and staff assistance, and may receive financial support, through the respective appointing IEEE Boards and Committees. The appointing Board or Committee shall be responsible for budgeting any dues or fees to be paid to the outside organization, for any IEEE staff support for the joint program, and any other authorized support for the IEEE representative(s).

Involvement at the local level, as discussed in Section 5.4 above, may require financial support. Any dues or other budgetary and financial commitments pertaining to an outside activity shall be the sole responsibility of the involved local unit. Each year, the local unit shall review its participation in the outside activity and shall make a judgment on continuing the activity. A report shall be submitted to the administrative level authorizing the involvement, with information copies to appropriate Boards or Committees.

## **5.6 Appointments by Other Organizations**

IEEE members selected by outside organizations to serve on programs of interest to the IEEE are serving as individuals and not as official IEEE Representatives. They may request information and policy guidance of IEEE, but IEEE shall not be committed to providing financial, staff or other types of support.

## **5.7 Relationships with National Societies**

- A. Objective. The IEEE establishes agreements with National Societies to enhance IEEE's fields of interests on a global basis. The purpose of these agreements shall be to assist the development and elevation of technical skills and professional growth for members of participating organizations. It is IEEE policy to encourage such activities.
- B. Responsibility & Approval. The IEEE Executive Director shall be responsible for oversight of these agreements. The IEEE President is empowered to sign new agreements or extensions of existing agreements on behalf of the IEEE Board of Directors as long as the agreements follow the conditions listed in 5.7.C and are reported to the IEEE Board of Directors.
- C. Conditions for Establishing an Agreement.
1. Each agreement shall be tailored to the country where the National Society exists, using the Board of Directors approved wording. A template shall be available through IEEE Corporate Activities. Agreements that modify the wording, other than deletions of sections, shall be approved by the IEEE President, and reported to the Board of Directors at their next meeting.
  2. The National Society must provide some benefit to the IEEE.
  3. The agreement may provide for a joint membership program, including a membership dues reduction. However, there must be strong evidence that the joint membership program will increase the number of IEEE members beyond the normal growth pattern.

The dues reduction shall not exceed 10 percent of the base IEEE dues and regional assessment.

- D. Renewal. All agreements shall be reviewed for renewal at intervals of not more than five years after two initial three-year terms.
- E. National Society Agreements with IEEE Societies. The IEEE Societies may establish agreements with National Societies. Guidelines for their establishment shall be provided by IEEE Technical Activities. IEEE Society Presidents shall have the authority to sign such agreements. Agreements shall be reported to the IEEE Board of Directors.

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## **SECTION 6 – PUBLISHED PRODUCTS AND SERVICES**

### **6.1 Authority for IEEE Publication Products and Services**

IEEE publications exist by Board of Directors directive or as Publication Services and Products Board initiatives with Board of Directors approval.

The Board of Directors shall specify those publications to be received by every IEEE member. Such publications are the direct responsibility of the Publication Services and Products Board. Policies and procedures applying to these publications shall be specified in the Publications Services and Products Board Operations Manual.

All published products and services, in any form that originates from an IEEE organizational unit or bear the IEEE Master Brand, are ultimately the responsibility of the IEEE Publication Services and Products Board. These published products and services shall conform to the policies and procedures that shall be specified in the IEEE Publications Services and Products Board Operations Manual.

The major organizational units may introduce new publications following the approval policies and procedures which shall be specified in the Publications Services and Products Board Operations Manual.

Organizational units may specify additional policies and procedures which shall conform to and do not conflict with these policies.

### **6.2 Use of Products and Services**

Products and services purchased by individuals are intended for their personal use only.

### **6.3 IEEE Copyright**

- A. Copyright shall be held by the IEEE.
- B. Established policies on the use of the IEEE logo and Master Brand shall be followed. Reference Policy 6.3.2 Guidelines for Use of IEEE Logo and "IEEE".

#### **6.3.1 IEEE Copyright Policies**

- A. General Policies. In order to maximize the value of IEEE publications to authors, users and the IEEE, the following IEEE copyright policies shall be applied throughout the IEEE:
  - 1) IEEE shall serve and protect the interests of its authors and their employers.
  - 2) All technical, educational and professional publications of the IEEE, except newsletters, but including Society and Technical Council Newsletters, are required to be copyrighted by the IEEE.
  - 3) Copyright shall be held by the IEEE and not any of its organizational units.

- 4) The Intellectual Property Rights Office is responsible for the administration of all IEEE copyright matters under these policies and the procedures which shall be specified in the PSPB Operations Manual. This includes obtaining the copyright registration, handling reprint and republication requests, maintaining copyright records, and administering fees when appropriate. The Intellectual Property Rights Office may, at its discretion, delegate some or all of its copyright implementation responsibilities to other IEEE departments if they have significant publishing activity, subject to procedures approved by a member of the IEEE staff, as designated by the IEEE Executive Director.
- 5) Third-Party Rights to Reuse IEEE-Copyrighted Material. Licenses and permissions to use IEEE copyrighted material (abstracts, full text, etc.) for commercial or other non-IEEE related purposes may be granted under terms approved by the IEEE Publication Services and Products Board.
- 6) Fees for the reuse of IEEE material are appropriate for contributing to the cost of original publication, especially where the reuse involves the republication of material, or any commercial uses.
- 7) Prior to publication by the IEEE, all authors or their employers shall transfer to the IEEE in writing any copyright they hold for their individual papers. Such transfer shall be a necessary requirement for publication, except for material in the public domain or which is reprinted with permission from a copyrighted publication.
- 8) In return for the transfer of authors' rights, the IEEE shall grant authors and their employers' permission to make copies and otherwise reuse the material under terms approved by the Board of Directors which shall be specified in the PSPB Operations Manual.
- 9) After IEEE accepts the work for publication and the copyright has been transferred, changes or revisions to the work shall not be made without further review and approval.
- 10) For jointly sponsored conferences, which might require special copyright arrangements, those arrangements shall be made in accordance with the procedures which shall be specified in the PSPB Operations Manual.
- 11) Copyrighting electronic information shall follow the electronic information dissemination procedures, which shall be specified in the PSPB Operations Manual.
- 12) The PSPB or its authorized designee shall consider the allowance of any exceptions to these Copyright policies.

### **6.3.2 Guidelines for Use of IEEE Logo and "IEEE"**

The following are guidelines on the use of the IEEE logo, i.e., the diamond-shaped emblem which is registered with the U.S. Patent and Trademark Office as the trademark of the IEEE, and on the use of "IEEE," the recognized abbreviation of The Institute of Electrical and Electronics Engineers, Inc.

- A. The IEEE logo should be used on IEEE's wholly owned publications and also on meeting notices, programs and other promotional literature and products. On any of these, the logo should be displayed prominently at least once accompanied by the registration mark, i.e., the R in a circle (®) shown at the lower right of the emblem. On publications, it is recommended that the logo appear on the front cover and title page, if any.
- B. When used with a logo of an organizational unit within IEEE, the IEEE logo should be at least the same size as the other logo, preferably larger or in a more prominent position. In publications produced in cooperation with groups outside the IEEE all logos should be the same size. (It may be acceptable to use logos in different sizes to reflect unequal participation.)
- C. In every use, the integrity of the logo must be preserved. For example:
  - (1) Only the complete, official logo in either solid or outline form may be used. (Hand drawn or deformed versions are not permitted.)
  - (2) Neither the whole nor recognizable parts may be incorporated into another logo whether designed by an IEEE organizational unit or not.
  - (3) The logo may be printed in any color with another color as background, but should not be printed in several colors.
  - (4) The logo should not be obscured by any other design, lettering, etc.
  - (5) The logo should not be used frivolously.
- D. The logo shall be used only in connection with official business of the IEEE.

### **6.4 Multiple Publication of Original Technical Material in IEEE Periodicals**

IEEE's technical publications shall include original material which appears only once in the archival literature. Unusual circumstances may allow for exceptions to this policy. The appropriate procedures to be followed shall be specified in the PSPB Operations Manual.

The publication of a conference paper or papers in an IEEE periodical is permitted at the discretion of the Editor provided that all the papers have undergone the standard peer review for the specific periodical in question.

### **6.5 Second Class Mailing Permits**

All IEEE periodicals, which use U.S. Post Office Second Class, non-profit bulk rates for domestic mailing shall have their original entry request and their periodic audits handled via IEEE Publications Department. This is to ensure that the required audit documentation is completely done and thus protect this special mailing classification both for the specific publication and the other periodicals of the IEEE. Part of the requirements is that in each case there be established a member price for the publication.

Third Class bulk rate permits, as an alternate to Second Class, may be applied for directly at any local Post Office.

### **6.6 IEEE Organizational Unit Publications**

Any IEEE organizational unit may issue a local publication. The publication's objective shall be consonant with the objectives of the IEEE.

Organizational units shall inform the IEEE Publications Services and Products Board of such publication and provide copies as published to the appropriate member of the IEEE staff as designated by the IEEE Executive Director.

**SECTION 7 – PROFESSIONAL ACTIVITIES**  
**PART A - IEEE POLICIES**

**7.1 Objectives**

In addition to its technical and educational functions, the IEEE endorses the following professional objectives:

- A. The IEEE may promote the necessary activities, including governmental, legislative, and administrative action, to:
  - (1) Enhance the economic status of the electrical and electronics industry;
  - (2) Enhance the professional, social, economic and ethical status of the engineering profession in general and electrical engineers in particular.
- B. The IEEE embraces the principle that all of its members should have the opportunity to build up retirement equity and to do so without the hazard of forfeiture for reasons beyond their control. It is to this end that we cite these objectives.
  - (1) To achieve early vesting, portability, early retirement protection and sound funding in private pension plans by both voluntary action and legislative method;
  - (2) To provide by legislative change the opportunity for individual retirement investment with pre-tax dollars.
- C. The IEEE will strive continuously toward improvement of working conditions for engineers. In coordination with associated engineering and scientific societies, and in consultation with employers' representatives, the IEEE will co-author employment practices programs and will encourage the adoption of such programs by employers. These shall detail responsibility of both employer and employee to each other and of both to the public and environment. Methods of achieving improvement in employment conditions shall be investigated.
- D. As a means of measuring progress toward professionalism, the IEEE shall periodically canvass its membership to obtain information relative to salary, benefits and employment conditions and engage in other information gathering activities as appropriate.
- E. It shall be the objective of the IEEE to achieve full employment for its members and the IEEE shall engage in those activities compatible with its Constitution which will enable it to achieve this goal. It shall attempt to forecast the direction of expanding technology with a view toward career guidance and enhancement.
- F. The IEEE shall actively promote the activities of the engineering profession to its membership and to the public and shall do its utmost to enhance the status of engineering in general and the electrical engineering profession in particular.

- G. The IEEE, concerned for the quality of life for all people, shall use its technical and professional expertise for the betterment of the environment, improved living conditions, and effective utilization of world resources.

**7.2 Professional Activities Outside the United States**

The Regional Committees of Regions outside the United States may develop statements of objectives and procedures, similar to those of this section, which are appropriate to the specific needs of the members in the respective Regions. Such statements, prior to their publication and implementation, must be reviewed and approved by the IEEE Board of Directors.

**7.3 Scope of Professional Activities**

In achieving the objectives of Section 7.1, suitable professional positions may become IEEE professional standards or positions subject to the following:

- A. In developing a professional position it is essential that all nonmember affected parties be invited to contribute to the development of the professional position.
- B. To the extent possible, all viewpoints pertaining to a professional position should be considered. Viewpoints shall be considered with relationship to the primary interest of the profession. Those viewpoints that cannot be included shall be reported with the reasons for non-inclusion to the Board of Directors when approval of the position is sought.
- C. The IEEE formulates and enunciates professional positions for the benefit of the profession as a whole. Once approved by the Board of Directors, such professional positions shall be published in IEEE SPECTRUM as a position of the Board and shall be available for use by any other publication. If the nature of a given professional position is such that the possibility of endorsement or compliance with that position is encouraged, only those organizations and/or individuals who authorize the release of their identity shall be included in any report concerning their position. For example, acceptance of employment guidelines or support of positions by organizations might be recognized by issuance of term certificates upon application and by granting of approval by IEEE-USA. Public announcements of such presentations are encouraged. Reports on group compliance, wherein identification of affiliations remains anonymous, may be made from time to time.
- D. Commendations to named individuals or organizational units may be made for performance in professional and human affairs by the Board of Directors upon recommendation of IEEE-USA or other IEEE organizational unit.

#### **7.4 Professional Activities - Assessing Member Needs**

In the area of professional activities which relate to social, economic, legal and ethical issues, there are certain topics on which it is important and highly desirable that the skills and expertise of qualified IEEE members be used to bring out pertinent facts that can serve to highlight key issues and bring them into clearer focus. In matters of national professional significance, the Board of Directors or the President may appoint or authorize an IEEE committee, staff or volunteer to look into a particular subject as defined by the Board and ask for a report that includes a consensus of opinion where appropriate. The report may be further reviewed and augmented as necessary by the Board of Directors.

If the Board of Directors has not expressed a position, then the publication or presentation of committee reports to other organizations is to be considered as reflecting the opinions of the committee and not necessarily the membership.

As a basis for assisting the IEEE Board in estimating the opinion of the IEEE membership on pertinent subjects, such as those on items of a technical or professional character, or those related to certain governmental, legislative or executive issues, use should be made of member opinion surveys. These surveys should be made from time to time of the whole membership of the IEEE or of the appropriate special part, as well as by means of membership sampling techniques when a broad data base exists that can be used for comparison.

All organizational units of IEEE should inform the Board of Directors, through their Regional or Divisional Director, of their intent to engage in significant professional activities not otherwise authorized.

#### **7.5 IEEE Involvement with Legislative Bodies, Government Agencies and International Organizations**

- A. While members of the IEEE are of course at liberty to express their own opinions on any matter, care must be taken that these are not put forward as representing the IEEE except as outlined below.
- B. It is recognized that there may be appropriate opportunities for IEEE and its organizational units to cooperate with legislative bodies and other agencies of national and local governments in various countries of the world, and with international agencies. Ways should be sought to try to make such cooperation possible, recognizing the limitations inherent in any situation where an individual member is asked to speak on behalf of the entire IEEE or any of its organized subdivisions.
- C. IEEE units may cooperate with government and international agencies on issues in which IEEE has no definite policy by suggesting technically competent persons to testify on an issue or to act as consultants. In such cases, the person testifies as an individual, and not as a representative of IEEE or any of its units.
- D. The IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, will be

responsible for review of proposals for IEEE cooperation, making certain that the proposed participation is in conformity with the IEEE Constitution, Bylaws, and Policies, and that it does not damage existing IEEE programs.

- E. If an activity which appears to the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, to be desirable requires new policy or a change in existing policy, the question of participation shall be referred to the Board with a recommendation concerning the proposed policy change.
- F. Once an activity is approved, the IEEE President may delegate its implementation to an officer, or to an IEEE Major Board or Committee. In making this assignment, attention will be given to coordination with all Boards and Committees having interests in the issue.
- G. When approving the implementing participation of the type described in this policy statement, the IEEE President shall give attention to the problem of informing members. This will normally be done by arranging for items in IEEE SPECTRUM, THE INSTITUTE, and other IEEE publications.

#### **7.6 Protection of the Public**

The IEEE recognizes the obligation of the profession to protect the health, welfare and safety of the public. Where legislation, regulations, codes, or customs impact on electrical and electronics engineering, the IEEE shall interface whenever and wherever appropriate with legislative and regulatory bodies. In particular, legislation may include the establishment of qualifications of engineers and the registration and/or licensure of engineers. In furtherance of this policy, the IEEE:

- A. Offers advice and assistance to legislative and regulatory entities;
- B. Encourages the establishment of uniform laws as being in the public interest;
- C. Recommends that there be a minimum of restrictions of a legal nature in the functioning of qualified engineers;
- D. Offers advice and assistance to Boards of Engineering Examiners and similar agencies;
- E. Recommends that, upon request, committees of IEEE members cooperate with appropriate agencies in the development of sound registration examinations which will adequately protect the public interest.

#### **7.7 Professional Welfare of Members**

The IEEE is concerned with the professional welfare of its members. The administrative, geographical and technical units are encouraged to pursue appropriate activities in this area, such as the following:

- A. Organizing or sponsoring career development seminars for members.

- B. Organizing or sponsoring educational activities which upgrade the skills of members.
- C. Publishing information on existing legislation or proposed legislation which may affect the professional welfare of IEEE members.
- D. Arranging for group insurance plans which benefit members, provided these do not duplicate other plans sponsored by the IEEE and provided the IEEE unit does not benefit financially from such plans. Prior to establishment of an insurance plan by an organizational unit, legal approval must be sought through Headquarters and the plan referred to the Board of Directors for authorization.

### **7.8 IEEE Code of Ethics**

We, the members of the IEEE, in recognition of the importance of our technologies in affecting the quality of life throughout the world, and in accepting a personal obligation to our profession, its members and the communities we serve, do hereby commit ourselves to the highest ethical and professional conduct and agree:

1. to accept responsibility in making decisions consistent with the safety, health, and welfare of the public, and to disclose promptly factors that might endanger the public or the environment;
2. to avoid real or perceived conflicts of interest whenever possible, and to disclose them to affected parties when they do exist;
3. to be honest and realistic in stating claims or estimates based on available data;
4. to reject bribery in all its forms;
5. to improve the understanding of technology; its appropriate application, and potential consequences;
6. to maintain and improve our technical competence and to undertake technological tasks for others only if qualified by training or experience, or after full disclosure of pertinent limitations;
7. to seek, accept, and offer honest criticism of technical work, to acknowledge and correct errors, and to credit properly the contributions of others;
8. to treat fairly all persons regardless of such factors as race, religion, gender, disability, age, or national origin;
9. to avoid injuring others, their property, reputation, or employment by false or malicious action;
10. to assist colleagues and co-workers in their professional development and to support them in following this code of ethics.

Changes to the IEEE Code of Ethics will be made only after the following conditions are met:

- Proposed changes shall have been published in THE INSTITUTE at least three (3) months in advance of final consideration by the Board of Directors, with a request for comment, and
- All IEEE Major Boards shall have the opportunity to discuss proposed changes prior to final action by the Board of Directors, and
- An affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required for changes to be made.

### **7.9 Matters of Ethical Principle**

- A. The Board of Directors may authorize filing an amicus curiae brief in any court in the U.S.A. or in cooperation with cognizant national societies in other countries where a member of the profession is involved as a consequence of his taking a position on a matter of ethical principle.
- B. The Board of Directors may publicize actions described in paragraph A in any fashion deemed suitable and appropriate.

### **7.10 Procedures for Member Conduct Complaints**

In accordance with IEEE Bylaw I-110.1, a member of the IEEE may be expelled, suspended, or censured for cause.

Cause shall mean conduct that is determined to be

- a material violation of the IEEE Code of Ethics, or
- a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of the IEEE that is seriously prejudicial to the IEEE, or
- other conduct that is seriously prejudicial to the IEEE.

When such conduct is reported in a complaint, it shall be investigated and evaluated by the IEEE Ethics and Member Conduct Committee, and shall be subject to appropriate action by the IEEE Board of Directors.

The contents of complaints, identity of the persons involved and the scope of any inquiries shall remain undisclosed to the extent practicable, consistent with the need for information and expeditious review and the procedures set forth below. If the identity of a charged member is disclosed by the EMCC, the person or entity to whom such disclosure was made shall be notified of the final action on the complaint. Final action shall mean either the termination of the complaint by the Ethics and Member Conduct Committee or the final action of the Board of Directors.

For purposes of these procedures, traceable mail shall be used for notifications and other material correspondence. Traceable mail shall mean mail sent using an internationally recognized courier that provides tracking and/or confirmation of delivery services.

All notifications to the charged member(s) shall be sent to the last address on record at the IEEE and the address provided in the complaint, if different. If materials are undeliverable all reasonable attempts to contact the charged member(s) to verify or obtain a current address shall be

made; however, proceedings shall continue in accordance with these procedures regardless of the charged member(s) acknowledgement of receipt of such notifications, refusal to accept such notifications, or lack of response to communications sent.

#### Part A - The Complaint.

1. Submission of Complaint. The Ethics and Member Conduct Committee considers only those complaints, delivered by traceable mail to IEEE, c/o Corporate Activities, 445 Hoes Lane, Piscataway, NJ 08854. Complaints shall be addressed to the Chair, Ethics and Member Conduct Committee.
2. Form and Contents of Complaint. The complaint shall be in the form of an affidavit, typewritten, and signed by an IEEE member in good standing. The complaint shall be notarized, or include the equivalent certification of signatures in areas outside of the US. The complaint shall include:
  - a) the name and address of the IEEE member(s) whose conduct is the subject of the complaint;
  - b) a statement which sets forth with reasonable specificity the conduct that is alleged to constitute cause.

Cause shall mean conduct that is determined to be

    - a material violation of the IEEE Code of Ethics, or
    - a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of the IEEE that is seriously prejudicial to the IEEE, or
    - other conduct that is seriously prejudicial to the IEEE.
  - c) the specific provisions of any documents described in Part A.2(b) that the conduct is alleged to have violated;
  - d) the name and address of the person(s) believed to have knowledge pertaining to the subject of the complaint;
  - e) the identification and location of any documentation or materials upon which the complaint in whole or part is based; the complaint may be accompanied by any materials or documentation which are thought to be relevant to the Committee's consideration and review;
  - f) a statement declaring that the person submitting the complaint, will be present at any hearing at which the complaint is considered, upon the written request of either the Ethics and Member Conduct Committee or the charged IEEE member in the complaint.
3. Timeliness of Complaint. In accordance with IEEE Bylaw I-110.3, no complaint shall be accepted or considered by the Ethics and Member Conduct Committee if based upon conduct alleged to have occurred more than two (2) years prior to the date on which the complaint is received, except that with

respect to alleged acts of plagiarism, no complaint shall be accepted or considered by the Ethics and Member Conduct Committee if based upon acts of plagiarism alleged to have occurred more than ten (10) years prior to the date on which the complaint is received.

The Chair shall return such complaints to the submitter without further distribution.

4. Acknowledgment. The Ethics and Member Conduct Committee Chair, or his/her designee, shall acknowledge receipt of the complaint.
5. Distribution. Concurrent with the acknowledgement, copies of the complaint shall be distributed to the Ethics and Member Conduct Committee members.

#### Part B - Review of the Complaint.

1. Preliminary Investigation.
  - a) The Ethics and Member Conduct Committee shall normally complete its consideration, investigation, and preparation of the Report on Preliminary Investigation within ninety (90) days from the date the Chair acknowledges receipt of the complaint. When circumstances require more time for the Ethics and Member Conduct Committee to complete its work, the complainant, or any other individuals who have been contacted by the Ethics and Member Conduct Committee shall be notified.
  - b) The Preliminary Investigation shall be limited to a determination of cause. The preliminary investigation may involve interviewing the complainant, ascertaining whether there are witnesses or documents to corroborate the allegations, and determining if certain conduct is permissible.
  - c) During the period of its Preliminary Investigation, the Ethics and Member Conduct Committee, acting on its own behalf or through ad hoc committees appointed by and under the direction of the Chair of the Ethics and Member Conduct Committee, may seek relevant information from IEEE staff, members and others as may be appropriate to the nature and contents of the complaint. Such relevant information as may be obtained shall be reduced to writing and included in the case file.
  - d) During the period of the Preliminary Investigation, if the Ethics and Member Conduct Committee determines that contacting the charged member(s) will aid the investigative process, the complainant shall be notified of the Committee's action, and the following procedures shall be followed.
    - All material correspondence communication shall be in writing.
    - The charged member shall be provided with a copy of the full complaint.
    - The Ethics and Member Conduct Committee shall, by action, agree on the specific information to be requested.

- The charged member shall be given thirty (30) days from the date the request for information is received to respond in writing.
- The charged member shall be notified that IEEE will not reimburse expenses incurred in the preparation of the response.
- Information provided by the charged member shall remain confidential and shall not be shared with the complainant unless a hearing board is convened.

- iv) the case pertains to the same or substantially similar conduct, or subject matter, involving the charged person(s) in a case previously considered by the Ethics and Member Conduct Committee.

Part C - Findings of the Ethics and Member Conduct Committee.

1. Report of Findings. The Ethics and Member Conduct Committee shall determine whether a reasonable basis exists for believing that:

- a) the facts alleged in the complaint, if proven, constitute cause for expulsion, suspension, or censure of the charged member(s); and
- b) the facts alleged in the complaint can be proven.

These findings shall be made in writing by the Ethics and Member Conduct Committee, dated and signed by its members. These findings shall be the Committee's "Report on Preliminary Investigation".

2. Termination.

- a) The Ethics and Member Conduct Committee, upon determination that there is not a reasonable basis for believing both that the facts alleged in the complaint constitute cause, and that the facts can be proven, shall conclude its investigation.

Notice of the Ethics and Member Conduct Committee action to terminate the complaint shall be sent by traceable mail to the complainant and shall include a copy of the Report on Preliminary Investigation. Any parties to whom information about the case was disclosed during the period of investigation shall be notified that the case has been terminated.

- b) Other Reasons for Termination. The Ethics and Member Conduct Committee may terminate a Preliminary Investigation for any reason in its reasonable discretion including if:
  - i) there is any disclosure or publication of the complaint or its contents by the complaining party before the Ethics and Member Conduct Committee has concluded its Report on Preliminary Investigation. In such event, the Committee may return the complaint to the initiating party and the Chair shall notify the IEEE Board of Directors of its actions; or
  - ii) the complainant fails to respond to a written request for further information within twenty (20) days following receipt of such request; or
  - iii) the complainant has initiated legal proceedings, which are based upon the same or related circumstances underlying the complaint; or

3. Reconsideration. The Ethics and Member Conduct Committee shall reconsider or review its findings to terminate a case only upon receipt of newly discovered information which by due diligence could not have been discovered at the time the complaint was filed. The complainant shall have ten (10) business days following service of notice to provide such information.

The Committee shall have a maximum of sixty (60) days, from the date the Chair acknowledges receipt of newly discovered information, to reconsider its decision. If the Committee affirms the findings contained in its Report on Preliminary Investigation terminating the matter, no further reconsideration shall be granted.

4. Affirmative Findings.

- a) Upon an affirmative finding, the Chair shall advise the IEEE President, by transmittal of the Report on Preliminary Investigation, of the Committee's decision and request the appointment of a hearing board and the determination of the date, place and time at which the complaint shall be presented to the hearing board.

- b) The date selected by the IEEE President shall be chosen to permit service of notice on the IEEE member(s) to be charged at least ninety (90) days prior to the date set for hearing the matter and not more than six months following receipt by the IEEE President of the Report on Preliminary Investigation.

- c) The Ethics and Member Conduct Committee Chair shall serve notice, by traceable mail, on the IEEE member(s) to be charged. The notice shall include:

- (1) the time, place and date of the hearing
- (2) the date by which the charged member(s) shall notify the Committee Chair whether the member will attend the hearing in person, or be presented by a person authorized by the member
- (3) a copy of the complaint
- (4) the Report on Preliminary Investigation
- (5) notice that any materials for the presentation, intended for submission by the charged member(s), be received by the Committee Chair for distribution to the hearing board twenty (20) days in advance of the hearing date

- d) Materials that are to be a part of the Ethics and Member Conduct Committee's presentation to the hearing board shall be distributed to both the hearing board members and the charged member(s) fifteen (15) days in advance of the hearing date.

- e) Any persons appearing before the hearing board on behalf of either the Ethics and Member Conduct Committee or the charged member(s) shall present written authorization for their appearance.

Part D - Hearing Board: Procedures.

1. Hearing Board Members.

- a) Appointment. The IEEE President, with the concurrence of the Board of Directors, shall appoint no fewer than five and not more than nine IEEE voting members, not currently serving on the IEEE Board of Directors, to serve as the hearing board to hear the presentations by the Committee and by the charged IEEE member(s). The IEEE President with the concurrence of the Board of Directors shall at the same time appoint alternate members, designated as first alternate and second alternate, to serve as may be required.
- b) The charged member shall be notified of the appointment and membership of the hearing board.
- c) The hearing board shall select one of its members to serve as Chair. The Chair shall preside over the hearing and prepare their findings and recommendations.
- d) The hearing board, by majority vote, shall disqualify one or more members, if warranted to assure impartiality. Any member may disqualify himself or herself in like circumstances.
- e) A charged member may request disqualification of hearing board members in writing to the hearing board Chair. Such request shall be made within ten (10) days of receipt of the notification of the hearing board appointment and membership.
- f) Should any disqualifications reduce the hearing board to fewer than five members, the Chair of the hearing board shall designate alternates to serve in the order determined by the IEEE President.

2. Procedure at the Hearing.

- a) The session shall be in confidence.
- b) Alternate forms of meeting (i.e., teleconference) shall be allowed if agreed to by the hearing board, the Ethics and Member Conduct Committee and the charged person(s).
- c) All written materials presented to the hearing board shall be filed with the Staff Secretary of the Board of Directors.
- d) The hearing board Chair shall convene the session and shall be the final authority in any matters relating to procedures and administrative functions of the hearing. The hearing shall include:
  - (1) Opening instructions by and at the discretion of the hearing board Chair;

- (2) Opening statements by the Ethics and Member Conduct Committee and the charged member;
- (3) Presentation of evidence by the Ethics and Member Conduct Committee;
- (4) Cross-examination by the charged member;
- (5) Presentation of evidence by the charged member;
- (6) Cross-examination by the Ethics and Member Conduct Committee;
- (7) Closing statements by the Ethics and Member Conduct Committee and the charged member; and
- (8) Conclusion/adjournment by the hearing board Chair.

3. Appearance of Charged Member.

- a) Failure to Make Presentation. In the event that the charged member or the authorized representative fails to appear on the hearing date, the hearing board may either act upon the presentation submitted by the member or the matter may be considered at the discretion of the hearing board, on a subsequent date.
- b) Notice of Postponement. The Chair of the hearing board shall notify the member(s) and the Ethics and Member Conduct Committee of the new date, time and place for such postponed hearing. The notice shall be given within such period as the hearing board determines to be reasonable under the circumstances. Failure of the member(s) or the authorized representative(s) to appear on the new hearing date shall not be cause for further delay of the hearing board's final action. If the charged member failed to submit a presentation, the hearing board shall act upon the presentation of the Committee.
- c) Postponement or Delay. The length of postponement or delay of hearing or final action by the hearing board shall be discretionary; provided, however, no delay or postponement approved by the hearing board shall extend the final action of the hearing board beyond six months from the date on which the hearing procedure was initiated.

Part E - Deliberation and Findings by Hearing Board.

- 1. Deliberation of Cause and Sanctions. Upon conclusion of the hearing, the hearing board shall convene in executive session to consider the evidence presented for cause and sanctions. The hearing board shall determine, on the basis of the evidence presented, whether the conduct in question constitutes cause.

Cause shall mean conduct that is determined to be

- a material violation of the IEEE Code of Ethics, or
- a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of the IEEE that is seriously prejudicial to the IEEE, or
- other conduct that is seriously prejudicial to the IEEE.

A recommendation to expel, suspend or censure a charged member shall be made by the hearing board based on the severity of the wrongful conduct of the

charged member, the extent to which IEEE's interests were prejudiced as a result of such conduct, and other factors which the hearing board considers relevant in the circumstances of the particular case.

## 2. Findings.

- a) The hearing board, after resolving these issues in executive session, shall be reconvened for the purpose of recording the ballots and the final action taken pertaining to the issue of cause.
- b) If the hearing board finds cause, it shall concurrently record its vote and recommendation, if any, on the issue of sanction as defined in IEEE Bylaw I-110.1. A finding that a charged member's conduct constitutes cause for censure, suspension or expulsion shall require the affirmative vote of two-thirds of the votes of the members of the hearing board present at the time of the vote, provided a quorum is present.

The sanctions which may be recommended by the hearing board are:

- Censure which shall mean an official reprimand. Such reprimand shall be in the form of a letter from the IEEE Board of Directors.
- Suspension which shall mean that all benefits and privileges associated with the member grade held, at the time the suspension begins, shall cease for the period of the suspension. The hearing board shall make a recommendation on the time period for suspension.
- Expulsion which shall mean that the individual shall no longer be considered a member of the IEEE. All rights and privileges of membership shall cease and the individual shall be removed from the rolls of the IEEE.

- c) The hearing board, should it find cause, shall make a recommendation to the Board of Directors as to whether the identity of the charged member should be included in any notification to the membership.

## 3. Final Hearing Board Action; Notice.

- a) The hearing board, acting through its Chair, shall prepare its findings, and recommendations as to sanction, if any, in writing, including any opinions or statements from individual members of the hearing board.
- b) Final hearing board action shall comprise the recorded ballots and findings made in writing on the issues of cause and sanction.
- c) Notice of final hearing board action shall be served, by traceable mail, on the charged IEEE member(s), the IEEE member(s) initiating the complaint, the Chair of the Ethics and Member Conduct Committee, and the IEEE Board of Directors. The notice shall include the record of the final action by the hearing board. The Chair of

the hearing board shall serve notice within five (5) business days of the date on which the hearing board takes its final action.

- d) Within ten (10) days of the receipt of the notice of the final action of the hearing board by the Board of Directors, the IEEE President shall notify, by traceable mail, both the charged member(s) and the Chair of the Ethics and Member Conduct Committee of the date on which the Board of Directors will review the hearing board's final action.
- e) Within ten (10) days of the receipt of the notice of final action, the charged member(s) may submit, in writing, such comments and recommendations to the Board of Directors as they deem relevant to that Board's deliberations.

## Part F - Board of Directors; Sanction; Publication.

### 1. Final Action and Notification by the Board of Directors (On Review of Hearing Board Decisions and Recommendation).

- a) Final action by the Board of Directors shall comprise the recorded ballots and findings made in writing on the issues of cause and sanction, in accordance with IEEE Bylaw I-110.6.
- b) In accordance with IEEE Bylaw I-110.7, the IEEE Board of Directors shall notify the charged member(s) of the final action taken. Notifications to the IEEE membership shall be at the discretion of the IEEE Board of Directors.

## **7.11 Ethical Support**

### Part A - Submission of Requests for Support, Inquiries and Information.

1. All requests for support regarding circumstances of employment or professional activities as may be affected by adherence to the IEEE Code of Ethics shall be sent to the Chair, IEEE Ethics and Member Conduct Committee, IEEE, c/o Corporate Activities, 445 Hoes Lane, Piscataway, NJ 08854 by traceable mail.
2. Information which any individual wishes to bring to the attention of, or inquiries for which a response is sought from IEEE shall be submitted in the same manner but need not be notarized or sent by traceable mail. Information and inquiries shall be reviewed by the Ethics and Member Conduct Committee and forwarded, with or without comment or recommendation, to the Board of Directors for consideration and action as may be appropriate.

### Part B - Form and Contents of the Request for Support.

The request for support shall be in the form of an affidavit, typewritten, notarized and signed by the individual. Such request shall be notarized, or include equivalent certification of signature in areas outside of the US. The Request for Support shall include:

1. The name(s), position(s) or title(s) and address(es) and telephone numbers (where available) of the employer or others who are believed to have knowledge pertaining to the subject of the Request;
2. The issue, incident(s), or the matter of ethical principle which the person believes is involved together with the specific provisions of the IEEE Code of Ethics deemed relevant or considered to have precipitated the condition(s) of jeopardy;
3. Documents, statements and any other evidence to be considered as supporting the Request. The identification and location of any other documents and material relevant to the Request but not provided in the submission;
4. A full description of the circumstances, events and facts which relate to the ethical matter for which IEEE support is sought.

Part C - Procedure on Receipt of Request for Support.

The Chair of the Ethics and Member Conduct Committee shall:

1. Review the Notarized Request for Support, Inquiry or matter of information to ascertain that the incident or event involved occurred no longer than two years prior to receipt thereof. Should the interval exceed two years, all material shall be returned without duplication or distribution, noting this limitation.
2. If the incident occurred within the two-year limitation period, then promptly acknowledge Receipt of the Request, Inquiry or information.  
  
Transmit copies of the Request, Inquiry or information to Committee members, ensuring that no other distribution or duplication of the material is made, except to provide IEEE counsel with relevant documents, etc. in connection with a request for legal advice.
3. Take steps to consider the Request for Support, Inquiry or information submitted, assemble information, provide for Committee evaluation and prepare a Report on Preliminary Investigation within a period of one hundred twenty (120) days from acknowledgment of receipt of the Request, Inquiry or information. In those instances where investigative difficulties preclude completion within this limitation, the IEEE President may grant extension upon request.
4. Ensure, during the period of its investigation, that the Ethics and Member Conduct Committee, acting on its own behalf or through ad hoc Committees appointed by the Ethics and Member Conduct Committee Chair, seek relevant information from IEEE members, employees and others as may be appropriate to the nature and contents of the Request for Support, Inquiry or information. Such information as may be obtained shall be reduced to writing and included in the file or records of the Chair of the Ethics and Member Conduct Committee of the case under review.
5. During the course of the investigation ensure that the contents of the Request, identity of persons involved

and the scope of the inquiry shall remain undisclosed by the Ethics and Member Conduct Committee to the extent practicable, consistent with the need to secure valid information and conduct an expeditious review.

Part D - Responsibilities of the Ethics and Member Conduct Committee.

1. If in the course of its investigation and review the Committee deems it appropriate to contact persons or entities outside the membership of IEEE or the employer concerned, the Committee shall:
  - a) obtain from the requesting individual a letter of waiver; and
  - b) send to the employer(s) concerned a letter disclaiming any and all purpose or intent to engage in collective bargaining on behalf of the individual with respect to such matters as salaries, wages, benefits, and working conditions, customarily dealt with by labor unions.
2. The Ethics and Member Conduct Committee, upon concluding its investigation, shall prepare a Report on Preliminary Investigation which shall include findings, conclusions and recommendations based on relevant information and technical and professional opinions.
3. If the request is deemed to be meritorious, the Committee shall submit to the Board of Directors the request and its Report on Preliminary Investigation upon conclusion of its review of the request together with any matters or information related thereto.
4. If the Request for Support is deemed to be without merit, the Ethics and Member Conduct Committee Chair shall notify the requesting individual by traceable mail of the action to terminate and shall include a copy of the Report on Preliminary Investigation.
5. If new or additional information considered material is received within ten business days following service of notice by the Chair of the Ethics and Member Conduct Committee, the Committee may reconsider and revise its findings. If the prior findings are affirmed, no further consideration shall be granted and the requesting individual so notified. Subsequent submission of a Request or Inquiry bearing on the same or substantially similar incident or issue may result in the Committee declining further consideration.

7.12 Preparation and Filing of Amicus Curiae Briefs

IEEE statements submitted *amicus curiae* shall be confined to presentation of facts judged by the President to be objective, verifiable and properly coming within the purview of the IEEE. Such statements shall be forwarded for information to the Board of Directors immediately after submission to the appropriate court or its representative. The Board of Directors shall decide whether such a statement shall be filed by the IEEE in any specific instance. IEEE-USA, on its own behalf, may authorize filing *amicus curiae*, to U.S. federal and state courts and related judicial bodies. *Amicus curiae* briefs shall be confined to the presentation of relevant facts and arguments judged to be

objective, verifiable, and properly within the purview of IEEE-USA for issues of interest to the IEEE U.S. members.

### **7.13 Patent Rights of Employed Engineer Inventors**

In order to promote the progress of electrical arts and sciences, it is IEEE policy to encourage the establishment of appropriate incentive systems for the development and disclosure of inventions. Implementation of this policy may include actions directed toward the improvement and revitalization of patent laws to extend protection of inventions in newer fields of technology not currently covered, and greater incentives to government contractors for the commercial utilization of inventions resulting from government support, and improving laws to provide equitable distribution of rights between employed inventors and their employers, as well as to promote equitable standard patent pre-assignment agreements.

### **7.14 Employer Cooperation in Career Maintenance and Development**

It shall be IEEE policy that all IEEE committees and other organizational units which include employer/employee relationships in their activities and programs should solicit the views and cooperation of employers of engineers as well as of employees. One method of implementing this policy would be for each Section to establish an "Employer Committee" consisting of representatives of local employers of engineers. Reports of such committee activities should be transmitted via the Section to the Regional Director for dissemination to IEEE-USA and other IEEE bodies.

### **7.15 Support of Industrial/Governmental Objectives Having a Common Interest**

The IEEE recognizes that its responsibility to secure the career needs of practicing members of the profession is served by measures which, among others, would contribute to the economic health and growth of those industries which employ those practitioners and which, as a consequence, would result in greater demand for their employment.

Therefore, it is IEEE policy that the IEEE-USA include in its programs the active support of those objectives, legislative or otherwise, which are consistent, on the one hand, with the needs of practicing professionals otherwise enunciated in IEEE policies and programs and which, in addition, will tend to increase employment opportunities by improving the general business climate. In the pursuit of this policy, the IEEE-USA is authorized and encouraged to join with organized representatives of industry in the support of such mutually desired ends, consistent with IEEE policies.

### **7.16 Age Discrimination**

The IEEE, consistent with the purposes articulated in Article I of the IEEE Constitution, is committed to the realization and maintenance of an employment environment in which engineers may have full and productive careers free of jeopardy from age discrimination practices.

Just as it is IEEE's policy to help and to encourage its members to develop professionally through their own

initiative, so it is also IEEE policy to encourage the passage of appropriate legislation, the elimination of discriminatory practices among employers of engineers, the adoption by employers of programs designed to maintain the productivity of engineers in their employ, and to encourage employers to examine their practices to ensure that they are not age discriminatory.

In pursuit of this policy, the IEEE shall use its resources in such ways as are deemed appropriate, including, but not limited to, compiling a list of laws relevant to age discrimination which it would publish and/or furnish to engineers upon request.

### **7.17 Amicus Curiae Briefs Concerning Age Discrimination**

- A. The Board of Directors may authorize filing an *amicus curiae* brief in any court in the United States, or in cooperation with cognizant national societies in other countries, subject to the provisions of Policy Statement 7.12, where a member of the profession is involved in litigation concerning age discrimination. Such brief may be authorized when such litigation involves both an unresolved issue of law and a basic issue of age discrimination affecting the profession and membership in general. A person requesting IEEE to file such a brief has the responsibility of demonstrating that the litigation in questions of the type described in the preceding sentence. It is IEEE policy that the IEEE will not, as to disputed facts, intervene or take an adversary position on behalf of or against any member involved in a matter of age discrimination.
- B. The Board of Directors may publicize actions described in paragraph A above in any fashion deemed suitable and appropriate.

**SECTION 7 – PROFESSIONAL ACTIVITIES**  
**PART B - IEEE-USA POLICIES**

**APPROVED BY IEEE BOARD OF DIRECTORS**

In addition to the policies and procedures presented in Section 7, Part A, the following specific modifications and/or additions to those policies are approved for use within the United States.

**7.100 Registration of U.S. Engineers**

The IEEE, in furtherance of IEEE Policy 7.6 (Protection of the Public) and IEEE Policy 7.8 (Code of Ethics), as they apply to the United States, recognizes that licensure and registration contributed to the professions' efforts to protect the health, safety, and welfare of the public by ensuring that practitioners meet minimum recognized levels of education, experience, and competence. In support of this position, the IEEE:

- A. Aggressively represents the interests of IEEE members in the licensure and registration process;
- B. Actively participates in the development of sound engineering licensure and registration procedures on a continuing basis;
- C. Strives to promote the adoption of uniform engineering licensure and registration requirements among all states and territories;
- D. Participates in developing content and specifications for national examinations that are used to evaluate engineering competence; and
- E. Strongly encourages individuals to pursue engineering licensure and registration, not only as a means of meeting the legal requirements for protecting the health, welfare, and safety of the public, but also to ensure that they can be prepared to meet the needs of international, national, and state engineering practices.

**7.200 Congressional Fellows Program**

IEEE and its IEEE-USA Board recognize the value to the IEEE, the profession, the public at-large, and the Congress of the United States of providing timely technical assistance to the U.S. Legislature on matters relating to electrical and electronics engineering. One means of doing this is by the appointment of qualified practitioners to serve with various Congressmen or their committees in the capacity of Congressional Fellows.

It shall be the continuing policy of the IEEE-USA Board to select a minimum of two such Fellows each year, to arrange for suitable funding for the program including the Fellow's grant or stipend, to see that the Fellow(s) is properly orientated with respect to Congressional procedures and protocols and receives necessary technical support, to assist him or her in securing a suitable assignment within the Congress, and to adequately publicize this program and its impact inside and outside the IEEE.

Fellows shall be selected based on technical competence, on ability to serve in a public environment and on evidence of service to the IEEE and the profession. Specifically excluded as selection criteria shall be age, sex, creed, race, ethnic background, and partisan political affiliations. However, the Fellow must be a U.S. citizen at the time of selection and must have been in the IEEE at Member grade or higher for at least four years. Additional criteria may be established by the selection committee.

**7.300 IEEE-USA Publications**

The area of IEEE-USA publications represents a broad spectrum of divergent social, economic, and legal issues. It is therefore in the best interests of the IEEE that procedures used for IEEE-USA publications incorporate the views of experts in the discipline involved as well as members of the IEEE to ensure both suitability and correctness of the material.

- A. It is IEEE-USA policy to encourage publication of booklets, monographs, conference proceedings, and so forth, which discuss non-technical, social, economic, and legal issues, subject to a suitable editorial process.
- B. The President – IEEE-USA shall appoint an IEEE-USA Editorial Review Committee for IEEE-USA publications to provide for appropriate review and approval.
- C. The IEEE must, out of necessity, assume that material presented at its meetings or submitted for its publication is properly available for general dissemination to the audiences that these activities are organized to serve. It is the responsibility of the authors, not the IEEE, to determine whether disclosure of their material requires the prior consent of other parties and, if so, to obtain it prior to submission to the IEEE.

## **SECTION 8 – STANDARDS ACTIVITIES**

### **8.1 Objectives**

The objectives of the IEEE's standards activities are

- To develop and publish broadly accepted standards and other standards-related documents that will advance the theory and practice of electrical engineering, electronics, computer science, radio, and allied branches of engineering or the related arts and sciences, and
- To work with other standardizing bodies, both national (of any country) and international, to take available needed standards in the field of electrotechnology.

The term "standards" as used in Section 8 encompasses recommended practices and guides as well as standards documents that delineate specific requirements.

### **8.2 Responsibility**

The authority for the standardization activities of IEEE is assigned by the Board of Directors to the Standards Association.

### **8.3 Detailed Procedures**

Detailed procedures and requirements for standards activities within the IEEE are set forth in the IEEE Standards Association operations manuals and the bylaws and operations manuals of its subsidiary boards and committees, which are available to participants and interested parties from the IEEE Standards Association.

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## **SECTION 9 – ACTIVITIES OF IEEE ORGANIZATIONAL UNITS**

### **9.1 Affiliation with Tax-Exempt Organizations**

If a Section or Society desires to affiliate with an organization which is exempt from the United States Federal income tax as an organization described in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1954 and which has tax-exempt purposes in common with IEEE, its chair or president should mail to IEEE Headquarters a copy of the determination letter or ruling from the Internal Revenue Service stating that the organization in question is exempt from tax under either of such sections and a copy of such organization's Certificate of Incorporation, Constitution and Bylaws. IEEE Headquarters will then advise the Section or Society whether it approves or disapproves the proposed affiliation. If the tax-exempt status of an affiliate organization is changed or terminated, or if the Certificate of Incorporation or Constitution of an affiliate organization is changed in any important way, the Chair of the Section or the Society President should immediately notify IEEE Headquarters and furnish as much detail as is available.

### **9.2 Association by Chapters with Other Organizations**

Chapters of IEEE Societies are not permitted to affiliate with organizations outside the IEEE. They are permitted to participate informally in joint technical activities, under conditions approved by the responsible Section. If a formal affiliation with another organization appears advantageous in furthering the activities of a Chapter, it should be consummated by the responsible Section, Affiliation, Council, or Region, as provided in Statement 9.1 above.

### **9.3 Section/Chapter/Society Cooperation**

The successful operation of the IEEE at the local level depends upon close cooperation and harmonious relations between the various organizational units involved: the Section, the Chapters, and the Societies. Each has responsibilities to serve the members and the others as follows:

#### **A. Societies.**

- 1) Seek to identify and satisfy the needs of the Chapter members and Sections. Formulate plans to meet these needs.
- 2) Provide a strong technical resource for Chapters (and Sections where there are no Chapters) having information requirements.
- 3) Provide educational programs (courses, speakers, etc.) for use by Chapters and Sections as required.
- 4) Help Sections where there are no Chapters to identify possible leaders.
- 5) Seek close communication with Chapters. Encourage Chapter Chair attendance at Administrative Committee meetings. Arrange for

Administrative Committee members to visit Chapters.

- 6) Encourage Chapters to formulate goals and plans, to exert initiative, and innovate activities to reach their objectives.

#### **B. Chapters.**

- 1) Seek to identify and satisfy the needs of Chapter members, the Section and the Society. Formulate plans to meet these needs.
- 2) Encourage Chapter members to provide information to the Society through publications and meetings.
- 3) Provide personnel resources to the Society and to the Section as required. Past Chapter Chairs should be encouraged to accept Section offices and jobs and Administrative Committee offices and jobs upon request.
- 4) Provide technical programs for the Section upon request.
- 5) Coordinate Chapter meeting dates and times with the Section to minimize conflicts that are detrimental to the membership.

#### **C. Sections.**

- 1) Seek to identify and satisfy the needs of the members, Chapters and Societies. Formulate plans to meet these needs.
- 2) Identify leadership and encourage the formation of Chapters for Societies having 100 or more members in the Section.
- 3) Provide training for Chapter officers.
- 4) Provide publicity for Chapter meetings, including the Section Publication, if any.
- 5) Provide financial support for Chapter meetings, including reasonable speaker meal costs.
- 6) Support Chapters seeking to host major Society meetings.

### **9.4 Employment of Staff or Engagement of Independent Contractors to Support IEEE Organizational Units.**

No IEEE organizational unit shall hire staff or engage an independent contractor without prior authorization of the IEEE Executive Director or his or her designee. Procedures for the hiring of staff, or the engagement of independent contractors, shall be maintained by the IEEE Human Resources Department. Requests to hire staff shall be sent to the IEEE Staff Director for Human Resources. Requests to engage an

independent contractor shall be sent to the Manager, IEEE Procurement. The Manager, IEEE Procurement, shall determine whether the individual circumstances regarding the proposed engagement of an independent contractor meet all requirements of and qualify as independent contractor status. When it is determined that the request does not qualify as an independent contractor, the request shall be referred to the IEEE Staff Director for Human Resources. Approvals to hire staff or engage independent contractors may be given when (i) it is determined that such activity will result in improved administrative, programmatic or technical services, (ii) all applicable United States or foreign employment or other laws have been complied with, and (iii) all IEEE financial budgetary and procurement procedures (including those set forth in the IEEE Finance Operations Manual) have been complied with.

For purposes of this policy, "staff" shall mean employees hired by the IEEE on a full-time, part-time or temporary basis, and the term "independent contractors" shall mean individuals or entities who are otherwise engaged to perform services for a specific project or activity. IEEE Organizational Unit as defined in IEEE Bylaw I-107.1 includes Boards, Committees, Regions, Sections, Chapters, Societies, Technical Councils, Conferences, etc.

### **9.5 Separate Incorporation**

Separate incorporation of IEEE organizational units is not normally permitted. On rare occasions, when historical events, local conditions or economic conditions rule out alternate solutions, such incorporation may be allowed, but only after the Board of Directors is satisfied that the name and integrity of the IEEE are adequately protected. Should it be necessary to form a legal entity, separate from the IEEE, the following conditions shall normally apply:

1. Formation of any separate legal entity shall be approved by the IEEE Board of Directors.
2. The IEEE Board of Directors shall appoint the members of the board of directors of the entity formed. At least one member of the board of directors shall currently be a member of the IEEE Board of Directors.
3. A dissolution clause shall be included in the organizational documents of the entity such that upon dissolution of the entity any remaining assets (or IEEE's proportionate share if there are multiple stakeholders in the entity) shall be returned to IEEE.
4. Any subsidiary of IEEE should preferably be wholly-owned and subject to direction and control by IEEE and fully consolidated with IEEE finances. There shall be regular direct financial reporting to the IEEE Finance Committee.

### **9.6 Section Reserves**

Good Section management strives to provide the best possible services to its members consistent with its resources. Sound financial management will consider not only funds available and anticipated, but also the

uncertainties of planned income and expenditures. Section reserves should be adequate, but not excessive.

As part of its financial plan, each Section is expected to define the maximum reserves appropriate to its operation, current and planned. As a general guideline, a reserve greater than three times the annual rebate, after known commitments and unusual requirements are deducted, would be considered excessive. There will be special cases where this may not apply.

In special circumstances, such as being a good location for conferences, some Sections can provide outstanding services to their members and, in the process, generate surplus funds. In keeping with the policy of avoiding accumulation of disproportionately large reserves, systematic steps should be taken to step up the level of activity so as to best serve the interests and needs of the Section membership. This can be done through additional meetings, conferences, educational programs, publications, etc., or by putting these funds to work elsewhere in the IEEE, through MGAB, TAB, EAB, or other Sections, Chapters or Branches within the Region.

The Regional Directors will continually review the implementation of this policy and investigate and recommend appropriate action in cases where reserves appear excessive.

### **9.7 Participation in IEEE Activities**

It is the responsibility of Officers and Directors of the IEEE:

- 1) To attend regularly IEEE Region, Section and Society meetings, as well as Technical Conferences; to represent the Board of Directors at these meetings; to address these meetings on behalf of the Board of Directors; to assure the attending members that these meetings have the support of the Board of Directors; and to seek their comments and advice pertaining to the activities of the IEEE.
- 2) To participate in social events (luncheons, dinners, and other social get-togethers) with IEEE Region, Section, Society and Technical Conference leaders and members and to utilize such social events and contacts to cement the relationships between the IEEE, on the one hand, and the leadership and members of its major groupings, on the other.

To further the purposes and aims of the IEEE, the members should encourage their spouses to participate where possible in IEEE activities associated with Board of Directors, Region, Section and Society meetings and Technical Conferences without reimbursement from the IEEE. To help establish a close, cooperative relationship between members of the IEEE, and to make membership in the IEEE a family concern, members' spouses are encouraged to join and actively participate in the social events of the IEEE. Members' spouses should be encouraged to attend discussion groups at the Region, Section and Society meetings, to become more fully aware of the IEEE's functions.

## **9.8 Conflict of Interest**

- A. **Definition.** Conflict of interest is defined as any situation in which a member's decisions or votes could substantially and directly affect the member's professional, personal, financial or business interests.
- B. **Responsibility.** It is the responsibility of all IEEE members in any elected, appointed, or other decision-making position of an IEEE activity to consider each item of business where they have a vote or decision-making authority to determine if a real or perceived conflict of interest may exist. Any such recognized conflict shall be disclosed in writing immediately to the person in charge of the activity (or the next higher authority if the member is in charge) who, after consultation with other individuals in the activity, shall advise the member of the proper course of action and cause a notation of the action to be entered in the activity's record. A copy of the disclosure statement shall be reviewed by the Audit Committee.
- C. **Conflict of Interest Disclosure Statement.** IEEE members or non-members in an elected or appointed position and volunteers, editors and others involved in making procurement decisions or other activities that could represent a potential conflict of interest as determined by the IEEE Audit Committee shall submit annually a completed Conflict of Interest Disclosure Statement to the Director, Operations Audit, at the Operations Center. Forms shall be on file within 30 days of assuming his/her position or, in the case of elected positions, within 30 days of acceptance of the nomination, or as otherwise determined by the IEEE Audit Committee. The IEEE staff shall notify every individual requested to file a Conflict of Interest of the applicable deadline. Failure to submit a form shall result in automatic removal from service on the committee, board or election slate, as the case may be. It shall be the responsibility of the Board or Committee Chair or, in the case of nominations, the Chair of the appropriate nominations committee to inform such individuals that they have been removed from service or an election slate, as the case may be, for failure to complete the form and to notify the IEEE Audit Committee of such action. The IEEE Audit Committee shall notify the IEEE Board of Directors of all individuals removed from service or an election slate, as the case may be, at the next regularly scheduled Board meeting.
- Staff who have authority to make or incur financial expenditures or who have other responsibilities that could represent a potential conflict of interest as determined by the Audit Committee shall submit a Conflict of Interest Disclosure Statement by 1 February of each year.
- D. **IEEE Standards Development Participants.** Notwithstanding item B, IEEE standards development participants satisfy the responsibility for conflict of interest disclosure by adhering to the disclosure of affiliation policy and procedures which shall be specified in the *IEEE-SA Standards Board Bylaws* and the *IEEE-SA Standards Board Operations Manual*, and by completing the IEEE Conflict of Interest Disclosure Statement when required to do so.

## **9.9 Parliamentary Rules and Procedures**

At meetings of the Board of Directors, and all IEEE Standing Boards and Committees, unless specified otherwise by the Constitution, Bylaws or Policies, or unless otherwise agreed upon by the respective members thereof, the rules of procedure shall be *Robert's Rules of Order (latest revision)*.

At open sessions of meetings of the IEEE Board of Directors, the affirmative vote of at least twenty percent of those present shall suffice to order the taking of a vote by roll call on a topic other than nominations, individual personnel matters, or awards.

At meetings of the Board of Directors, all motions and amendments shall be displayed in their final form, either electronically or other written form, for all members present at the meeting to see before a final vote is taken. The final phrasing shall be retained at least until the minutes including the action have been approved. For telephonic meetings, the chair of the meeting shall state the final wording of a motion prior to voting.

## **9.10 Administrative Procedures for Regional and Technical Activities**

- A. **Agenda and Minutes of Meetings.** The successful achievement of IEEE objectives will be advanced by establishing certain administrative guides to be implemented by IEEE's members and subdivisions. In this regard, issuing agenda and maintaining and reviewing minutes of IEEE meetings will help to ensure that, consistent with IEEE's decentralized structure, lines of communication among members are maintained, topics for discussion are clearly defined, and sufficient written records are preserved for future reference and needs.
- 1) It is the policy of IEEE that, whenever practicable, an agenda listing the topics for discussion shall be sent to the members at a reasonable time prior to each meeting (other than formal conferences, symposia or conventions) of an IEEE Board, Committee, Panel or other working assembly of a Region, Society, or other IEEE organizational unit, or of a joint intersociety unit in which IEEE formally participates, or, in any event, shall be distributed at any such meeting by the Secretary of the particular body or by a designated member of the particular body.
  - 2) At each meeting (other than formal conferences, symposia or conventions) of an IEEE Board, Committee, Panel or other working assembly of a Region, Society or other IEEE organizational unit, or of a joint intersociety unit in which IEEE formally participates, minutes of the meeting shall be maintained by the Secretary of the particular body or by a designated member of the particular body. Minutes shall record concisely attendance at the meeting, the substance of all discussions and any actions taken, but need not be in the nature of a verbatim transcript. Maintenance of record copies of the minutes and distribution and review of these minutes shall be carried out by each IEEE organizational unit pursuant to such rules and procedures as are adopted by each body.

B. Organization of Technical Working Groups and Committees. To achieve the technical objectives of IEEE demands that diverse resources be employed toward the resolution of technical issues. It is the belief of IEEE that the IEEE's technical goals can be furthered most productively through the intelligent utilization of the talents and experience of various individual members serving in their separate, individual expert capacities on appropriate IEEE Committees or working assemblies in IEEE Societies. No member should construe his position to be that of a representative of his employer.

- 1) Therefore, it is the policy of IEEE that the membership of each Committee, Subcommittee or working assembly of an IEEE Society shall reflect various factors deemed appropriate by such IEEE organizational units (e.g., geographical balance, special expertise, etc.) and shall include a reasonable proportion of persons (one or more) employed by supplier, user and/or other involved organizations in each industry that, in the judgment of each Society, will be affected by or concerned with any subject, except solely administrative or managerial matters, within the stated scope of, or properly to be considered at any meeting of, such Committee, Subcommittee, or working assembly, consistent with its size.
- 2) No meeting of any of the above Committees, Subcommittees, or working assemblies shall convene where the interests associated with the persons in attendance are solely those of either supplier or user organizations.

#### **9.11 Availability of Minutes and Archives of IEEE Board of Directors**

A. Any member in good standing who has been a member in good standing for at least the prior six months, may examine at IEEE's New York Headquarters the minutes of any individual Board of Directors meeting which have been approved by the Board, or may be furnished such minutes by mail, at a fee to be determined by the IEEE Executive Director, provided the request is in writing, and assures that the minutes will be used in compliance with the provisions of New York State Not-For-Profit Corporation Law.

#### **B. Archives of Meetings.**

1. The archives of the Board of Directors shall be made available on an IEEE website to the IEEE Directors. The archives shall include agenda books, minutes, presentations, and written reports.

The archives, with the exception of executive session minutes and related information, shall be made available, subject to execution of an appropriate confidentiality agreement, to Directors-Elect, President-Elect candidates and members of the senior management staff designated by the IEEE Executive Director. The Board of Directors shall be provided with the names of the staff who shall have such access for the ensuing year, by its first regularly scheduled meeting each year. The IEEE President shall authorize access to

successful petition President-Elect candidates, after certification of their candidacy.

2. The electronic versions of the archives shall be formatted and maintained in a manner that will allow users the ability to search the archives.

#### **9.12 Use of the Word "Engineering"**

The IEEE interprets the use of the word "engineering" to mean practice of engineering by qualified individuals and recommends that the use of the word in areas of paraprofessional performance be avoided.

#### **9.13 Solicitation of Voluntary Contributions**

The IEEE and the IEEE Foundation may accept voluntary contributions in support of their purposes and objectives. Plans by any IEEE organizational unit for solicitation of contributions to IEEE or the IEEE Foundation from within or outside the IEEE must be submitted for prior approval by the IEEE Board of Directors unless specifically stated otherwise in the Bylaws. Plans for solicitation of contributions to the IEEE Foundation shall additionally require prior approval by the IEEE Foundation Board of Directors. Each solicitation proposal shall be accompanied by (1) a statement as to its purposes, (2) sources to be canvassed, (3) estimated costs and source of funding, and (4) estimated revenues.

#### **9.14 IEEE Quality Policy**

Member and customer satisfaction is an important goal of the IEEE. It is therefore our policy to:

Consistently provide products and services that meet the requirements of our members and customers;  
Pro-actively pursue quality improvements through programs that enable all employees and volunteers to do their jobs right the first time.

#### **9.15 Board of Directors Meetings**

As stated in the IEEE Bylaws, the following criteria shall be used in selecting the meeting dates and locations for the IEEE Board of Directors.

#### **A. Meeting Dates and Locations.**

1. Meeting venues for the Board of Directors shall be recommended by staff and shall have the concurrence of the Board of Directors based on the following criteria:
  - (a) meetings shall be rotated among Regions and to the extent possible, will reflect the global nature of the IEEE organization;
  - (b) location selection shall be based on accessibility, cost, and availability of appropriate meeting space;
  - (c) date and location selection shall be made with consideration for special

IEEE events and opportunity for local interaction;

- (d) the IEEE Meeting Series held in conjunction with the Annual Meeting of the Board of Directors shall be held in New Jersey.

2. Approval of locations and dates for Board of Directors meetings shall be made by the Board at least four years prior to the meeting. Final site selection shall be announced as soon as contracted.
3. A proposed change to meeting dates or locations, shall be accompanied by the expected financial impact of such change including, but not limited to, existing contractual obligations, pre-arranged travel, and projected expense of the new dates and location.
4. IEEE organizational units wishing to meet in conjunction with the Board of Directors shall submit their requests, in writing, at the time of approval of the meeting dates and prior to location contracting. Penalties arising from change/cancellation of meetings by any organizational unit shall be levied against that organizational unit.

B. Information from Meetings.

The detailed record of items considered at meetings of the Board of Directors shall be made available to the Board of Directors within a reasonable timeframe, normally 14 business days after the meeting, on the Board of Directors website. Executive Session items inappropriate for website posting, as determined by the IEEE President, shall be provided by alternate means in the same timeframe. The record shall include the Agenda, meeting presentations, and any modifications to the Agenda.

**9.16 Metric Policy**

All IEEE Organizational Units shall:

- A. Actively support the use of the International System of Units (Le Systeme International d'Units, or SI), the modernized metric system.
- B. Follow SI-based metric practice as detailed in IEEE/ASTM SI 10, Standard for Use of the International System of Units (SI): The Modern Metric System, to express measured and calculated values of quantity in all IEEE publications, including standards.
- C. Promote the understanding and use of SI in education at all levels, both within the profession and in society at large.

Necessary exceptions to this policy, such as where a conflicting world industry practice exists, must be evaluated on an individual basis and approved by the responsible Major Board of the IEEE for a specific period of time. The

cognizant Board responsible for the publication or activity will be responsible for monitoring compliance.

**9.17 Environment, Health and Safety**

The IEEE is committed to integrating environmental objectives and considerations into all electrical and electronics engineering activities, worldwide. The IEEE supports technology policies and programs around the world that will help to achieve environmentally sustainable economies.

The IEEE's commitment is demonstrated through the following activities:

1. Promote the development and dissemination of environmentally responsible technologies.
2. Educate members and others on design and manufacturing principles that promote environmentally enhanced products and processes.
3. Establish and participate in multi-disciplinary partnerships to broaden the reach of our policy and efforts in this area.
4. Promote the awareness of and responsible actions towards the environment, health and safety among members and staff in all of the IEEE's endeavors by committing:
  - a. To provide a safe and healthful workplace.
  - b. To conserve natural resources and reduce the generation of waste.
  - c. To strive to recycle or reuse materials and to purchase recycled materials.
  - d. To use energy in a responsible manner, by practicing conservation and by using energy efficient equipment.

**9.18 Responsibility for IEEE Electronic Mail Policies**

The IEEE Executive Director or his/her designee, who shall normally be the Chief Information Officer, shall be responsible for maintaining IEEE Electronic Mail Policies, including IEEE E-Mail Acceptable Use Practices. Proposed changes will be forwarded to the Board of Directors by electronic means and adopted if no member of the Board objects thirty days after such circulation. In the case of an objection the proposed changes will be reviewed at the next Board of Directors meeting.

**9.19 Standard Telephone Formats**

The following are the correct formats to be used when listing telephone numbers in all IEEE publications and correspondence:

+CC NDC SN

Where:

- CC is the country code (1 to 3 digits)

- NDC is the national destination (area, city, etc.) code (0 to 3 digits)
- SN is the subscriber number (up to 10 digits but typically 6 to 8 digits)

Grouping of digits within a number shall be accomplished with spaces rather than dots or hyphens.

Examples:

Aveiro (Portugal): +351 234 234321  
 Hong Kong (SAR, China): +852 9 988 1234  
 New York (USA): +1 213 765 4321  
 Paris (France): +33 1 44 331234  
 Rio de Janeiro (Brasil): +55 21 98765432

The phone number is preceded by a "+". The "+" represents the international access code needed to access the international trunk line which is different for each country, for example in the United States it is "011" and in Belgium it is "00". No other punctuation should be used.

### **9.20 Standard Date Formats**

The standard date formats should be used as follows on all IEEE related activities:

- e-mail: DD MMM YYYY (e.g., 10 Jun 2020)
- formal correspondence, etc.: DD Month YYYY (e.g., 10 June 2020)
- computer applications: YYYY-MM-DD (e.g., 2020-06-10), another choice is the "short form," which appears as: YY-MM-DD or 20-06-10. However, the long form should be used whenever possible as it sorts better than the short form.

### **9.21 Major Board Operations Manuals**

As required by the IEEE Bylaws, the Major Board Operations Manuals shall contain, at a minimum, the following:

- (a) Mission of the organizational unit.
- (b) Identification of the officers and specification of the nomination and appointments process for election of officers not contained in the Bylaws.
- (c) A petition process for addition of other officer candidates shall require the number of signatures as specified in the IEEE Bylaws.
- (d) The structure and organization of the committees, leadership and their responsibilities.
- (e) How business is to be conducted between meetings.
- (f) How key vacancies are to be filled.
- (g) Procedures for approval and amendment. The amendment process should require, at a minimum, a majority vote of the governing body of the organizational unit, with advance notice thereof.

- (h) A process for the generation of a plan that responds to the goals and objectives of the IEEE strategic plan that is related to the mission of that organizational unit.
- (i) Financial processes within the organizational unit.
- (j) Policies and procedures that elucidate the principles of the Major Board operations.

### **9.22 Use of E-Mail by the IEEE Board of Directors**

To allow for the free exchange of information and ideas between meetings of the IEEE Board of Directors, an alias e-mail list containing the addresses of current Directors, and select staff, is maintained for use by members of the Board.

The following guidelines shall be followed by Directors, and those additional people who may be invited by the Board of Directors to participate in discussions, to ensure that correspondence is protected and kept private:

- 1) E-mail messages to the Board of Directors shall be addressed to the Board of Directors alias alone and shall not be copied (i.e., cc'ed or bcc'ed, or forwarded) to others, without the prior approval of the members of the Board.
- 2) E-mail messages addressed to the Board of Directors alias shall not contain defamatory statements, nor shall they contain discussions of potential or actual legal claims, employment personnel matters or alleged violations of the IEEE Code of Ethics or IEEE Policies.
- 3) The Board may determine that certain business critical issues shall only be discussed at in-person meetings.

### **9.23 Guidelines for the Hiring, Terms of Employment and Compensation of the IEEE Executive Director**

This Policy establishes guidelines for the following activities concerning the IEEE Executive Director: (1) IEEE Executive Director recruiting; (2) changing terms of employment of the IEEE Executive Director with IEEE; (3) establishing the IEEE Executive Director performance goals; (4) periodic evaluation of the IEEE Executive Director performance; and (5) modifications of the IEEE Executive Director's compensation package.

These guidelines are subject to IEEE Bylaw I-306 - IEEE Executive Director and Other Staff.

Due to their personal nature discussions and reporting activities specified in these guidelines shall be performed in executive sessions, at the discretion of the Board of Directors.

#### **A. IEEE Executive Director Recruiting**

The Board of Directors shall have the responsibility to recruit a new IEEE Executive Director.

1. The responsibilities of the IEEE Executive Director are described in IEEE Bylaw I-306. The Board of Directors shall develop a job description for the

IEEE Executive Director position on the basis of Bylaw I-306.

2. The Board of Directors shall determine a range for the total compensation package of the IEEE Executive Director. This range (and subsequent changes in this range) shall be approved before offers are made to candidates for the position. Whenever practicable, the Board shall approve the total compensation package range before interviews with candidates are conducted. The Board of Directors shall take such steps as may be necessary or appropriate to assure compliance with the intermediate sanctions rules under the Internal Revenue Code.
3. External consultants and search firms may be used in the process of recruiting and recommending a range of compensation for the IEEE Executive Director.
4. The Board of Directors shall create a Search Committee. At least two-fifths of the Search Committee voting membership shall consist of members of the Board of Directors.
5. The Search Committee shall request suggestions for suitable candidates by the Board of Directors.
6. The Search Committee shall present its selected candidate for approval by the Board of Directors.

**B. Changing the IEEE Executive Director's Terms of Employment with IEEE**

Changes in the IEEE Executive Director's terms of employment with IEEE are defined as offering or renegotiating a contract between IEEE and the IEEE Executive Director; making material changes in the IEEE Executive Director's responsibilities; restructuring the IEEE Executive Director's compensation package resulting in material changes; and other material changes in the IEEE Executive Director's employment terms, conditions and/or remuneration.

Incremental annual changes in the IEEE Executive Director's compensation package and changes in benefit plans applicable to all senior staff of IEEE are not considered changes in the IEEE Executive Director's terms of employment with IEEE.

The Board of Directors shall propose and negotiate changes in the IEEE Executive Director's terms of employment with IEEE.

1. Proposals for material changes in the terms of employment of the IEEE Executive Director shall require Board of Directors approval.
2. Proposals for such changes shall be distributed to the Board of Directors at least 30 days prior to the meeting at which it shall be considered.

**C. Establishing IEEE Executive Director Annual Performance Goals**

The Board of Directors shall define the prioritized goals of the IEEE Executive Director, in consultation with the

IEEE Executive Director. These goals shall be presented to the Board of Directors at its first regularly scheduled meeting of the calendar year.

**D. IEEE Executive Director Performance Evaluation**

An annual review of the IEEE Executive Director shall be conducted in person by the President of the IEEE who shall collect input from the Board of Directors, IEEE volunteers and staff, and experts, customers, and others as the President deems necessary or appropriate. Prior to the review the President shall ask the IEEE Executive Director to submit a self-evaluation. Results of the review, including remarks by the IEEE Executive Director, shall be presented in summary form to the Board of Directors. Results of the annual review (and the subsequent discussions by the Board of Directors) shall be used in the process of setting goals for the IEEE Executive Director in the following year.

**E. Annual Modifications of the IEEE Executive Director's Compensation Package**

The Employee Benefits and Compensation Committee shall determine incremental modifications to the IEEE Executive Director's compensation package including salary adjustments, bonuses and benefits. In making this determination, the Employee Benefits and Compensation Committee shall consider the annual review, the overall performance of the IEEE, and other pertinent factors, including Section 4958 of the Internal Revenue Code. The Committee's decision shall be reported to the Board of Directors.

**9.24 Information Disclosure Policy**

1. As an educational, scientific organization dedicated to the benefit of the public, IEEE recognizes and endorses the fundamental importance of transparency and accountability in all its activities. Accordingly, it is IEEE's policy to be open about its activities and to welcome and seek out opportunities to explain its work to the widest possible audience.
2. The following categories of information shall be confidential: (a) proprietary and non-public information and intellectual property, including trade secrets, business methods and processes, license terms and similar information that has been disclosed to IEEE under conditions of confidentiality; (b) documentation relating to internal deliberative processes among IEEE staff and volunteers, unless these are specified for public circulation; (c) privileged information including attorney-client advice and work product information and disciplinary and investigatory information generated within or for IEEE; (d) personal, health, employment-related, or position-related personal information about staff and volunteers, including conflict of interest forms, except to the individual staff member or volunteer concerned or in connection with standards developing committee activities; (e) information relating to procurement processes that involves prequalification information submitted by prospective bidders, or proposals or price quotations; (f) budgetary and pricing information whose disclosure can affect IEEE competitive positions or finances; (g) information about candidates or prospective candidates for awards or for

appointed or elected positions prior to obtaining the candidate's permission for public disclosure; (h) information whose distribution is proscribed by applicable federal, state, or local law, or by IEEE Bylaws, or IEEE Policies; (j) information divulged or discussed in IEEE committee meetings designated "executive session", including secret ballots when such are mandated by IEEE Bylaws or IEEE Policies, or decided upon by an IEEE committee; (k) information not covered by (a) – (j) which is claimed "confidential" by the IEEE Executive Director, the IEEE President or any other volunteer or member of staff of the IEEE.

3. Unless covered by paragraph 2, all decisions, policy statements, and official correspondence of the IEEE will be accessible by the public without restrictions.
4. Any document that is claimed confidential pursuant to clause (k) above shall indicate the individual declaring it to be confidential and the expiration date for the confidential status.
5. The IEEE may require that individuals who seek documents from the IEEE reimburse the IEEE for the usual, customary and reasonable expenses incurred in retrieving and furnishing the requested information. No reimbursement will be sought when the information is requested in order to verify the accuracy of factual information which IEEE holds about the requesting individual(s).

Note: "Documentation relating to internal deliberative processes among IEEE staff and volunteers" shall mean e-mail messages, personal notes taken at meetings and similar materials prepared in connection with the communications and deliberations attendant to the decision-making processes of the IEEE and its organizational units.

### **9.25 Use of the Word "National"**

The IEEE is a global organization, it is therefore inappropriate to use the word "national" in connection with IEEE activities (e.g., a national Headquarters, a national President, or a national Society President)

### **9.26 IEEE Policy on Nondiscrimination**

IEEE is committed to the principle that all persons shall have equal access to programs, facilities, services, and employment without regard to personal characteristics not related to ability, performance, or qualifications as determined by IEEE policy and/or applicable laws.

IEEE prohibits discrimination, harassment and bullying against any person because of age, ancestry, color, disability or handicap, national origin, race, religion, gender, sexual or affectional orientation, gender identity, appearance, matriculation, political affiliation, marital status, veteran status or any other characteristic protected by law. IEEE expects that its employees, volunteers, members, and other constituents of the IEEE, when and where ever those individuals are conducting IEEE business or participating in IEEE events or activities, shall maintain an environment free of discrimination, including harassment, bullying, or retaliation.

### **Definitions:**

Discrimination is defined as treating people differently, either preferentially or with adverse impact, because they have similar characteristics or because they are from specific groups, unless differential treatment is reasonable, essential and directly related to conducting IEEE business.

Harassment is one form of discrimination. Harassment is defined as conduct that has the purpose or effect of unreasonably interfering with an individual's participation in IEEE activities or creating an intimidating, hostile or offensive environment. Harassment occurs when submission to or rejection of such conduct is made either explicitly or implicitly a term or condition of an individual's participation in IEEE activities or used as a basis for decisions affecting that individual's relationship to the IEEE.

Bullying is one form of harassment. Bullying consists of waging an ongoing and systematic campaign of interpersonal destruction against an individual or group of individuals that a reasonable person would find hostile, offensive and unrelated to an IEEE's legitimate business interests on the basis of one of the protected classes above. It tends to be an accumulation of many incidences over a long period of time, including treatment which persistently provokes, pressures, frightens, intimidates or otherwise discomfords another person.

Retaliation is defined as punitive actions taken against persons for exercising their employee or other rights under the laws in good faith, reporting violations of the laws to the proper authorities (i.e. "whistle-blowing") and/or participating in administrative or legal proceedings as a plaintiff, complainant or witness.

### **Mediation and Enforcement:**

The IEEE Human Resources Department shall have the primary responsibility for oversight of this policy including resolving complaints of discrimination, harassment, bullying, and retaliation. Any person who believes that he or she has been the victim of illegal discrimination or harassment should contact IEEE Staff Director – Human Resources, at nondiscrimination@ieee.org or +1 732 465 6434. The mailing address is IEEE Human Resources, 445 Hoes Lane, Piscataway, NJ, 08854 USA.

An investigation shall be conducted to reach a determination on the merits of allegations. Such an investigation may be conducted by IEEE staff, legal counsel, volunteers, private investigators or other individuals deemed qualified to do so. If there is evidence of discrimination, harassment, bullying, and/or retaliation, IEEE shall make every reasonable effort to ensure the discrimination, harassment, bullying or retaliation immediately stops and does not recur. The complainant shall be informed of the corrective measures taken. Disciplinary sanctions for violation of policy, which may range from disciplinary warning to termination or expulsion from IEEE, will be imposed in accordance with applicable IEEE policies. The IEEE President shall be informed of all allegations. If the complaint is against the IEEE President then the IEEE Board of Directors shall be informed.

IEEE prohibits retaliation and discourages any behavior that might be perceived as retaliatory in nature. Retaliation shall constitute a separate violation and may result in a sanction independent of the outcome of a complaint.

## **SECTION 10 – MEETINGS, CONFERENCES, SYMPOSIA AND EXPOSITIONS**

### **10.0 Types of Meetings**

IEEE conducts three basic types of meetings:

- A. The first type includes Conferences, Symposia, Workshops, Tutorials, Short Courses, Expositions, Conventions. Throughout Policy Section 10 the term “conferences” is defined (for the purposes of this document only, and with the exception of Standards meetings defined in Part B of 10.0), as technical or professional meetings that have a budgeted income or expense of greater than USD \$25,000. Conferences can be Symposia, Workshops, Short Courses, Expositions, Conventions, and/or Tutorials. Appropriate guidelines for naming conventions for conferences can be found in the IEEE Conference Organization Manual, Section 3. Conferences are generally attended by both members and non-members of the IEEE. Attendees generally pay to attend. Conferences are typically self-supporting and frequently generate a surplus. Conferences are sponsored by one or more IEEE organizational units and/or other not-for-profit organizations (Policy Section 10.1 for details).
- B. The second type includes Standards Meetings. Standards meetings are run under the auspices of the IEEE Standards Association. These meetings are dedicated to the development of IEEE draft standards, which are collaborative documents subject to rigorous consensus balloting prior to approval. More details on Standards Meetings are found in the IEEE Standards Association Operations Manual and the Standards Board Operations Manual.  
  
The term "standards" encompasses recommended practices and guides as well as standards documents that establish requirements and technical specifications.
- C. The third type includes Other Meetings. There are various other types of meetings held by IEEE organizational units. They include organizational unit administrative meetings and small technical, professional, educational and social meetings. These meetings may have a mix of administrative and non-administrative content. Most of these meetings are free (or minimal fee) to members and sponsored by an IEEE organizational unit. Policies governing such meetings can be found in the related organizational unit's operation manual.

#### **Administrative Meetings:**

The main purpose of administrative meetings is to conduct normal IEEE business. Administrative meetings include governance, committee and editorial meetings. These meetings are sponsored by one or more IEEE organizational units. The costs of such meetings are generally supported by the operating budgets of involved organizational units. Organizational units are required to post administrative meetings in IEEE Administrative Calendars. Posting requires the date, time and place of each meeting as well as any attendance restrictions.

#### **Section/Chapter Meetings:**

Section and Chapters frequently hold small technical, professional, educational and social meetings throughout the year. Many of these meetings involve guest speakers and other events designed to meet member needs. These

meetings are sponsored by the related organizational unit and are open to all members and often non-members. The costs of these meetings are generally supported by the budgets of the involved IEEE organizational units. Occasionally members may be asked to pay for meals and entertainment. Donations or grants may also help support these meetings.

#### **Student Activities:**

Student Branches, Sections and Regions frequently hold student conferences, Congresses, Competitions, Student Professional Awareness Conferences, Leadership Training meetings and other diverse activities throughout the year. These activities are frequently supported by significantly large budgets generated by a combination of fund-raisers, industry contributions and Region and Section grants. Industry funding, in many instances, comes with the stipulation that advertisement and career fairs be included in the events.

### **10.1 Conferences**

#### **10.1.1 Conference Objectives**

The prime objective of IEEE conferences is to provide IEEE members, other individuals and organizations with information and exhibits to assist in the advancement of electrical and electronics engineering and related arts and sciences.

To accomplish this objective, the IEEE shall:

- A. Encourage Conference Committees to develop programs suitable to the needs of attendees, speakers and other participants for which each conference is intended.
- B. Encourage all IEEE organizational units to conduct conferences, which should benefit the interests of IEEE membership and the greater technical community.
- C. Encourage cooperation between organizational units to promote, plan, organize and schedule conferences and exhibitions in a timely fashion within the stated field of interest.

#### **10.1.2 Sponsorship**

Sponsorship relates to the responsibilities and accountabilities of an organizational unit with respect to financial, technical, publicity, and administrative aspects of a conference. For a conference to be considered an IEEE conference, it must be sponsored by at least one IEEE organizational unit. If multiple organizational units are sponsoring a conference, at least one of the organizations must be an IEEE organizational unit.

An IEEE organizational unit is defined in IEEE Bylaw I-107 as a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law. Each IEEE organizational unit shall be an integral part of the IEEE and not a separate organization. Therefore, IEEE organizational units include all Boards, Societies, Regions, Sections, Chapters, Councils and Committees.

IEEE organizational units engaged in conference sponsorship may not enter into any type of sponsorship arrangement with a

“For Profit” organization. Non-compliance with the provisions of this approval policy may result in denial of approvals for subsequent events. “For Profit” organizations can, however, provide donations, as indicated in Policy 10.1.23.

The three types of conference sponsorship available to IEEE organizational units are described below:

- **Sole Sponsorship**  
Sole sponsorship indicates full and sole organizational unit involvement in a conference. If an IEEE organizational unit agrees to sponsor a conference, they accept complete responsibility for the technical, financial, publicity and administrative aspects of the conference. As a result of sole sponsorship, the organizational unit:
  - will approve the conference as indicated in Policy 10.1.4.
  - will receive the surplus or be liable for any deficit resulting from a conference (Policy 10.1.9).
  - will be responsible for assuring the timely resolution of any legal issues.
  - will be responsible for issuing any loans that the conference might need and assuring subsequent repayment (Policy 10.1.7).
  - will be responsible for proper usage of the IEEE name (Policy 10.1.16) and the IEEE logo (Policy 10.1.17).
  - Conferences where the IEEE has sole sponsorship, the rights to the conference name, slogan, copyright for publications, and/or logo are owned by IEEE and not conference committees.
- **Co-Sponsorship**  
Co-Sponsorship indicates a shared involvement among several organizations, one of which is an IEEE organizational unit. Other co-sponsoring organizations could be IEEE organizational units or other “Not-for-Profit” non-IEEE organizations.  
  
Co-Sponsorship indicates a shared and significant involvement in the technical, financial, publicity and administrative areas of the conference. The relationship between sponsoring organizations should be explicitly defined in terms of a Memorandum of Understanding, see Policy 10.1.5.  
  
As a result of co-sponsorship, the organizational unit:
  - will approve the conference as indicated in Policy 10.1.
  - will receive the surplus or be liable for any deficit resulting from a conference, (Policy 10.1.9).
  - will be responsible for assuring the timely resolution of any legal issues.
  - will be responsible for issuing any loans that the conference might need and assuring subsequent repayment, (Policy 10.1.7).
  - will be responsible for proper usage of the IEEE name (Policy 10.1.6) and the IEEE logo (Policy 10.1.7).
  - will be responsible for ensuring that the IEEE organizational unit is provided with the option of a no cost exhibit booth, exhibit table or other means of promoting IEEE membership and activities during the conference (Policy 10.1.5).

- **Technical Co-Sponsorship/Technical Cooperation**  
Technical Co-Sponsorship/Technical Cooperation indicates direct and substantial involvement by the IEEE organizational unit solely in the organization of the technical program. The IEEE organizational unit has no financial involvement in the conference. The organization that has financial sponsorship of the conference must be explicitly identified in the supporting documentation and promotional material for technical co-sponsorship/technical cooperation to be granted. The IEEE organizational unit should encourage members to submit papers and attend the conference. The IEEE organizational unit may assist in publicity through the availability of the appropriate IEEE organizational unit mailing lists and on the organizational unit’s web site. The relationship between sponsoring organizations shall be explicitly defined in terms of a Memorandum of Understanding (MoU) (Policy 10.1.5). Technical co-sponsorship/technical cooperation does not guarantee that the papers accepted for presentation at the conference will be eligible for inclusion in the IEEE Conference Publications Program (CPP), which handles post-conference distribution of conference papers in all media. Inclusion in the CPP should be specifically addressed in the MoU regulating the technical co-sponsorship/technical cooperation, with the concurrence of the CPP staff. The IEEE name may not be used in the conference title (Policy 10.1.16), but, the IEEE brand/logo and/or IEEE organizational unit brand/logo may be used in conference publications and promotional materials (Policy 10.1.17). The non-IEEE organization provides the IEEE organizational unit with the option of a no cost exhibit booth, exhibit table or other means of promoting IEEE membership and activities during the conference (Policy 10.1.5).

### **10.1.3 Inter-organizational Unit Roles & Responsibilities**

Organizational units can be categorized into two classes, geographic and non-geographic.

- Geographic organizational units, such as Regions, Sections and Chapters, are established to serve all of the technical interests of IEEE members residing within specific geographic areas. In order to do this, geographic organizational units may sponsor conferences of technical interest to the local members.
- Non-geographic organizational units are established to serve interests without regard to geographic boundaries. These interests could be technical, educational, or professional in nature. Examples include Societies/Councils and Educational Activities.

Each organizational unit has a defined field of interest or geographical interest area. It is expected that each organizational unit run conferences within their defined field of interest or geographical interest area. When an organizational unit moves out of their defined geographical area or field of interest, co-sponsorship and cross endorsements are recommended and in some cases required (Policy 10.1.4).

It is the policy of IEEE that organizational units shall cooperate in satisfying the conference needs of the IEEE membership. A sponsoring organizational unit may invite other organizational units to co-sponsor a conference. Organizational units may not force other organizational units to co-sponsor. Organizational

units may request a sponsoring organizational unit to include them as a co-sponsor; the requesting organizational unit may not force co-sponsorship.

Any issues or disputes that develop that cannot be resolved by the involved organizational units working with the Technical Activities Board shall be referred to the IEEE Board of Directors or their designee for review and resolution.

#### **10.1.4 General Approvals, Endorsements, & Notifications**

There are three types of conference actions that must be sought. They are:

- Organizational unit approvals from all sponsoring IEEE organizational units
- IEEE Conference Services review and approvals
- IEEE Organizational unit cross endorsement

All approvals and endorsements should be obtained at least a year in advance of the proposed conference.

The IEEE Conferences Committee, Technical Activities Board, and ultimately the IEEE Board of Directors have responsibility for review, approval and conflict resolution of all IEEE conferences, including those co-sponsored with non-IEEE organizations.

##### **Organizational Unit Approval**

The conference organizing committee is responsible for obtaining IEEE organizational unit sponsorship. Approval from all sponsoring IEEE organizational units is required. The sponsoring organizational unit(s) must approve the place, date, and subject matter to be covered for all conferences. Since organizational units are ultimately responsible for the financial accountability of their solely sponsored and co-sponsored conferences, the organizational unit must approve the conference budget prior to its submission to IEEE Conference Services for approval. Sound financial planning, benefit to the membership, and absence of conflict with other conferences shall be criteria for organizational unit approval.

##### **IEEE Conference Services Approval**

Memorandums of Understanding/Agreement (MoU/MoA): All co-sponsored conferences shall submit a Memorandum of Understanding (MoU) to IEEE Conference Services for review, final approval, and execution. Following IEEE Conference Services review and changes, if applicable, authorized representatives of each of the sponsoring IEEE organizational units shall sign the MoU and return it to IEEE Conference Services for execution.

The MoU/MoA review process performed by IEEE Conference Services shall be handled expeditiously and shall normally be completed within 60 days of submission as defined by the Conference Organizers' Manual.

If the compliance recommendations of IEEE Conference Services are challenged by the OU, then appeals shall be forwarded to the IEEE Conferences Committee for final ruling.

Co-sponsored conferences shall not use the IEEE name or Master Brand in their web sites, publications, or promotions before the MoU is executed.

Conference Services shall be notified of the place, date and subject matter to be covered for all IEEE conferences. If a

conference falls in any of the following three categories, the IEEE Conferences Committee shall be informed if the activity(ies):

- is solely sponsored or co-sponsored by a geographic organizational unit, (e.g. Chapter, Section, Region) where there is the intention of drawing substantial attendance from outside the geographic area of a single Section, or
- contains commercial exhibits, or
- coincides with another organization's conference that requires a security clearance for admission.

All notifications should be made through IEEE Conference Services. The IEEE sponsoring organizational unit is responsible for the submission of all information requiring approvals.

IEEE Conference Services shall review notifications of technically co-sponsored conferences to identify issues of noncompliance with IEEE Policies, Section 10.1.3 - Inter-organizational Unit Roles and Responsibilities and shall refer any unresolved conflicts to the IEEE Conferences Committee.

The data from the IEEE Conference Information Schedule shall be entered into the IEEE Conference Database and used by IEEE Conference Services to answer requests for conference information and will be included in the IEEE Conference Search, Call for Papers Search and other promotional activities.

**Budgets:** IEEE Conference Services shall approve all conference budgets exceeding \$25K in revenue/expenses. This approval is obtained by submitting a detailed budget to IEEE Conference Services at least one year in advance of the conference, but earlier submission is strongly recommended. Written confirmation of organizational unit's budget approval must be included with the detailed budget (Policy 10.1.6).

##### **Cross Endorsements**

Cross endorsement is the endorsement from one organizational unit for another organizational unit's conference. Cross endorsement typically occurs between geographic and non-geographic organizational units. It is recommended cross endorsement be sought from the Section, when a conference is being held in the geographic area of the Section if the conference is sponsored by another IEEE geographic or non-geographic organizational unit. It is recommended cross endorsement be sought from the non-geographic organizational unit (Society, EAB, IEEE-USA, and SA), when another geographic or non-geographic organizational unit is holding a conference in its field of interest. Cross endorsement is expected to be timely and should be requested during the planning stages of the conference.

#### **10.1.5 Memorandum of Understanding/Agreement (MoU/MoA)**

A Memorandum of Understanding/Agreement (MoU/MoA), sets forth the relationship and obligations of the involved parties. A MoU/MoA is required when two or more organizational units agree to provide co-sponsorship or technical co-sponsorship/technical cooperation to a conference. These organizational units may be all IEEE organizational units or IEEE and non-IEEE organizations as indicated in Policy 10.1.2.

Applications for co-sponsorship or technical co-sponsorship/technical cooperation shall be submitted using the application form available at [http://www.ieee.org/conferences\\_events/conferences/organizers/organizers\\_application.html](http://www.ieee.org/conferences_events/conferences/organizers/organizers_application.html). Each MoU/MoA shall be negotiated and finalized to include the terms and conditions set forth in the application form, including the following:

- Financial sponsorship and responsibilities of each organizational unit. These arrangements are needed for both liability and surplus distribution purposes (Policies 10.1.9 and 10.1.27).
- Ownership of the Intellectual Property associated with a conference. This includes use of the conference name, slogan, copyright for publications, and/or logo ownership.
- A clause specifying whether the conference proceedings will be included in IEEE Conference Publications Program (CPP), which includes posting of the proceedings in IEEE's electronic database of articles (Policy 10.1.27).
- Provisions for dissolving the relationship.
- Compliance with IEEE and other non-IEEE organization policies.
- Assignment of conference management and other administrative responsibilities to the appropriate organizational units.
- General conference management accountabilities such as assignment of chairs, organizational unit chairs for conference committees, steering committee obligations, location of the conferences, associated exhibitions, etc.
- How the IEEE organizational unit will be directly and substantially involved in the technical program.
- The technical paper review process, including a clear identification of the level of paper review, if the conference proceedings will be included in the IEEE Conference Publications Program (CPP).
- Provisions ensuring the non-IEEE organization supplies the IEEE organizational unit with an option to promote IEEE membership and activities at no cost during the conference. If the conference has an associated exhibition, the IEEE shall be provided with the option of having an exhibit booth. If the conference does not include an associated exhibition, the IEEE shall be provided with the option of having an exhibit table or other means of promoting the IEEE.

When a conference is sponsored jointly with another non-IEEE organization, the IEEE organizational unit shall assure that the IEEE financial responsibility is limited to the IEEE organizational unit's financial capabilities and does not extend to IEEE's corporate resources.

For conferences where IEEE organizational units are the sole sponsors, the Technical Activities Board shall resolve any disputes. In cases where TAB is unable to resolve the dispute or in the absence of a Memorandum of Understanding, the IEEE Board of Directors shall resolve any matters.

#### **10.1.6 Conference Budgets**

The detailed conference budget should provide all needed financial information, indicate clearly the extent of participation of each organizational unit, and be consistent with analysis of

the attendance and financial results of any preceding conference on the same subject. Conference Chairs shall submit budgets to the sponsoring organizational unit as far in advance as is feasible, but at least in time for the sponsoring organizational unit to meet the requirements of Policy 10.1.4. If a budget cannot be submitted at least one year prior to the proposed date of the conference, the IEEE Conference Services shall be notified of the circumstances. It is recommended that budgets be reviewed every six months and updated if needed to reflect any conference planning aspects that may have changed.

All requests for budget approval shall be accompanied by written approval of the IEEE sponsoring organizational units. In addition the request should state whether cross endorsement has been sought (Policy 10.1.4).

All conference budgets submitted for approval should be set to generate a minimum surplus of 20% over projected expenses.

During the course of the conference planning, if substantial financial changes are made to the originally submitted budgets, a revised budget should be resubmitted for further approvals to the appropriate organizational unit and IEEE Conference Services. Failure to submit a budget or failure to identify any circumstances affecting the advisability of proceeding with a conference may result in action from the Conferences Committee, the Technical Activities Board and/or the IEEE Board of Directors or their designee. The IEEE Board of Directors or their designee reserves its right to modify the terms of or in extraordinary cases to cancel approval of the conference.

Budgets for ancillary conferences, Short Courses or Expositions held either directly following or preceding a conference can be included within the main conference budget. However, income and expenses from these activities should be clearly identified.

The use of conference funds for the purpose of hosting visitors requiring intercontinental travel is a legitimate conference expense if approved by the conference committee. Such support, including travel expenses, should be included in the budget. When such a budget item is requested, the chair of the conference should establish a committee specifically charged with the responsibility of acting as host to these visitors.

It is the general policy of the IEEE that no member of a Conference Board or Committee or his/her immediate family shall receive monetary payment for services. This does not include awards or other honoraria that may be granted under IEEE Awards provisions as defined in IEEE Policies, Section 4.0. Immediate family is defined as spouse, domestic partner, brother, sister, children, mother, father, and in-laws.

Audit fees shall be incorporated in the conference budgets and displayed as a separate line item.

#### **10.1.7 Conference Advances**

Conference advances may be requested from the sole sponsor and co-sponsoring IEEE organizational units. The sole sponsor and co-sponsoring organizational units may issue advances to their conferences anytime during its life cycle. Conferences are not allowed to transfer advances from one years' conference to the next. All conference advances are to be repaid one month after a conference is held. Any advances, which might be requested from the IEEE corporate

resources for the purpose of conferences, if they are approved, will be made to the sponsoring organizational units and not directly to the conference.

#### **10.1.8 Conference Bank Account Signatures**

All IEEE Conference Bank Accounts provide for the signatures of at least two volunteers and the IEEE Staff Director-Financial Services or designee(s), except as shall be required under local government regulations. This will provide assurance to the conference and to IEEE of the availability of alternative signatures, if the need arises (Reference IEEE Finance Operations Manual).

Conference Organizing Committees are not allowed to keep bank accounts open from one year's event to the next. Conference Boards (or Steering Committees) may not open nor maintain bank accounts. Guidelines for closing accounts are in the IEEE Conference Organization Manual.

Bank Accounts must be closed six months after the Conference is held. Closing bank statement(s) must be submitted to IEEE Conference Services with the final financial report (Policy 10.1.11). Surplus will be transferred as per Policy 10.1.9.

A Conference Board/Steering Committee is defined as a continuing organizational unit established by the OU Sponsors to act on their behalf for the sole purpose of managing a specific continuing conference series from year to year to assure consistency and quality. A Conference Organizing Committee is defined as the body of volunteers assembled for the purpose of managing a specific occurrence of a given conference.

For co-sponsored conferences, where a non-IEEE sponsor (1) records the conference's financial transactions in its general ledger (2) receives and disburses funds in and from its main bank account, and (3) has a greater than 50% financial responsibility in the conference, the requirements for IEEE signatures on the bank account as well as closing the bank account six months after the conference are not applicable. A Memorandum of Understanding for agents is required and can be obtained from IEEE Conference Services.

#### **10.1.9 Distribution of Surplus and Deficits**

The distribution of any surplus or the allocation of any deficit resulting from a conference will be apportioned to the sole sponsor or co-sponsoring organizational units of a conference. Surplus is to be distributed within 6 months of the conference. Conferences may not transfer funds from one year to the next year's conference.

For solely sponsored conferences, the IEEE organizational unit assumes the entire risk of deficit; i.e., if a deficit is incurred in the operation of a conference, that deficit is chargeable against the sponsoring IEEE organizational unit. Conversely, if a surplus results from the conference, the surplus will be credited to the sole sponsoring IEEE organizational unit (IEEE Finance Operations Manual).

For co-sponsored conferences, the Memorandum of Understanding/Agreement (MoU/MoA) (Policy 10.1.5) defines the extent of financial involvement of each organizational unit. Deficit and/or surplus will be applied according to this agreement.

#### **10.1.10 Auditing of Conference Finances**

Co-sponsored conferences, where IEEE has a 50% or less financial responsibility shall be encouraged to participate in the audit process.

Conferences where IEEE has greater than a 50% financial responsibility, including conferences that are solely IEEE sponsored, and where the actual or budgeted income or expense is \$100,000 or more must be audited by a professional independent source, outside the sponsoring organizational unit. The Conference Chair may select, with the concurrence of the IEEE Operations Audit Department, an outside accounting firm or another fully qualified resource. He/she may also ask the IEEE Operations Audit Department to arrange for and/or perform the audit. The selection of such auditors shall avoid any conflict of interest with members of the conference committee.

Conferences where IEEE has greater than 50% financial responsibility, including conferences that are solely IEEE sponsored, and where the actual or budgeted income or expense is less than \$100,000 will be audited on a periodic basis. IEEE's Operations Audit Department will schedule and arrange for the audits of these conferences. For those conferences not scheduled for an Operations Audit review in a given year, an audit should be conducted by a committee composed of individuals who have no direct or indirect responsibility for the financial transactions of the conference. At their option, IEEE's external auditors will annually select and audit a sample of five or less conferences with total revenues/expenses exceeding \$1 million. This will allow them to render an opinion as to whether conference financial reports fairly represent actual results. Conferences will be advised in advance, if the option is to be exercised.

Audit fees shall be incorporated in the conference budget by the Conference Treasurer and displayed as a separate line on conference financial report forms.

The IEEE's Operations Audit staff will assure that conference financials are audited in accordance with the guidelines developed for this purpose. Once per year, IEEE Operations Audit staff shall distribute a report of the most common weaknesses noted in conference financials, to help Conference Treasurers avoid similar problems in future conferences. IEEE Operations Audit Department shall complete conference audits within 90 days of receipt of required materials for audit.

#### **10.1.11 Conference Closings**

All IEEE solely sponsored and co-sponsored conferences must within six months of the conference date (Policy 10.1.4):

- close their bank accounts,
- distribute their surplus,
- repay advances,
- complete the detailed final financial reports,
- complete the audit, if required.

Many of these items are required by U.S. Internal Revenue Service regulations and the IEEE audit process. All documentation must be reviewed and approved by the sole sponsor or co-sponsoring organizational units and IEEE Conference Services. Conference Services will officially close the conference, once all of the above information has been submitted.

#### **10.1.12 Conference Chairs**

The conference chair of a solely sponsored IEEE conference should be a member of IEEE. The conference chair of a co-sponsored conference where all organizational units are IEEE should also be a member of IEEE. Qualified individuals who are not members of IEEE may serve as sub-chairs or consultants to the Conference.

In conferences for which IEEE is a co-sponsor with a non-IEEE organization, Conference Chairs should be members of either IEEE or the co-sponsoring entity. Exceptions to this may be made only with the consent of all sponsoring entities. Based on the Memorandum of Understanding/Agreement (MoU/MoA), the Chairs may rotate between sponsoring entities.

#### **10.1.13 Confidentiality**

IEEE policy requires that conferences maintain confidentiality in handling submitted papers. Therefore a conference committee should treat the contents of submitted papers/abstracts as privileged information and should not disclose this information to others not involved in the review process prior to the presentation or publication. The conference committee shall ensure that referees are aware of this policy. It is expected that anyone with access to a paper under review will not make inappropriate use of the special knowledge which that access provides.

#### **10.1.14 IEEE Member Participation**

All IEEE members, regardless of grade or any similar consideration, shall be admitted (upon payment of appropriate registration fees, if any) to any and all for conferences and any associated events of which IEEE is a sole sponsor or co-sponsor. Space limitations may require a policy of first come, first serve. IEEE will not act as a sole sponsor or co-sponsor for any assemblage in which participation is subject to security/export clearance or any other restriction of either governmental or industrial nature.

#### **10.1.15 Registration Fee Requirements**

IEEE solely sponsored and co-sponsored conferences, must have a member/nonmember individual registration fee differential, whether paid in advance or at the door. The amount of the differential shall be at least 20% above the IEEE member fee, the exact amount being set by each Conference Committee. Conferences may establish a registration fee lower than the IEEE member fee for sponsoring organizational unit members.

Conferences where IEEE is the sole sponsor must have a reduced fee, waiver of fees, or fee differential for Student members and Life Members. Reduced fees, waiver of fees, or fee differential for unemployed IEEE members, retired members, and for special registrants (e.g., guests, speakers, and exhibitors) are permitted at the discretion of the Conference Committee. The individual registration fee for Life Members must be no more than that for Students.

At the discretion of the Conference Committee, the IEEE member registration rates may apply to members of non-IEEE co-sponsoring, cooperating organizations, or sister societies.

#### **10.1.16 Naming of IEEE Conferences**

This naming policy applies to the naming of all sole sponsored and co-sponsored conferences where all involved entities belong to IEEE. They do not apply to conferences that are co-sponsored with a non-IEEE organizational unit or technical co-sponsorship/technical cooperation conferences. Naming policies are:

The conference title must include IEEE for identification purposes.

Inasmuch as the IEEE is, by its Constitution, a transnational society, and inasmuch as conferences are held under IEEE sponsorship in many countries, the adjective "national" must not be used in the name of an IEEE sponsored conference.

A conference may use the word "international" in its title if the conference reflects a significant degree of international character. This should require a reasonable expectation that the technical program will include a significant number of papers from authors representing at least three countries. It is also required that the conference Technical Program Committee have a similar demographics in its roster.

Uniform, internationally-accepted, review procedures shall be adopted, and the acceptance of papers shall be based only on their quality and suitability for the conference, and independent of the race, religion, sex and nationality of the author(s).

The name of a conference shall be used in all publicity programs, and related material pertaining to the conference.

If a conference is part of a series, the year must be included as the first item in the title, followed by IEEE, and finally followed by the specific conference name. Consistency in naming is essential for reference and publications.

#### **10.1.17 Use of the IEEE Logo**

Solely Sponsored conferences must have the IEEE logo on all promotional material and publications along with the organizational unit logo(s).

Co-Sponsored conferences, where all involved entities are IEEE, must use the IEEE logo on all promotional material and publications along with the organizational unit logo(s).

Co-Sponsored conferences, where at least one organizational unit is non-IEEE, are encouraged to use the IEEE logo on all promotional material and publications along with the organizational unit logo(s).

Technical Co-Sponsorship/Technical Cooperation conferences are allowed to use the IEEE logo on promotional material and publications, along with the entity logo(s) but shall not use the name "IEEE" in the title of the conference.

Guidelines for Use of the IEEE Logo and Logotype "IEEE" can be found in Policy 6.3.2 & 12.1 and on the IEEE Web Site, [www.ieee.org/web/publications/rights/idstandards.html](http://www.ieee.org/web/publications/rights/idstandards.html).

### **10.1.18 Contracting**

Conferences will require contracts for various services. These services include but are not limited to hotel services, publication services, CD-ROM services, and conference management services.

All contracts shall be reviewed by the sponsoring or co-sponsoring organizational units and IEEE Conference Services prior to final approval and execution. All contracts in excess of USD \$25,000 either in receipts or payments shall be executed by IEEE Procurement and Contract Administration as stipulated in the IEEE Finance Operations Manual.

All Conference Contracts with a value of less than USD \$25,000 shall be maintained in a readily accessible file at IEEE Conference Services. It is the responsibility of the conference chair to promptly send a copy of the contract, when executed, to IEEE Conference Services for retention.

It is the policy of the IEEE that no member of a Conference Board/Committee shall have a conflict of interest (Policy 9.9) relative to the awarding of contracts for a conference. In signing a contract, competitive bidding procedures shall be used whenever practical. If competitive bidding is not used, the Conference Chair shall be prepared to provide justification upon request.

### **10.1.19 Conference Insurance**

Conferences are responsible for obtaining needed insurance coverage for the conference and associated events. IEEE can provide such coverage as stipulated in the IEEE Finance Operations Manual.

### **10.1.20 Conference Publications**

Conferences typically produce proceedings that are provided at the conference to attendees and/or are available for sale after the conference. Ownership of these publications is determined by copyright.

Publications resulting from conferences solely sponsored by IEEE shall follow the procedures in the PSPB Operations Manual. Conferences in which the lead sponsor is not an IEEE organizational unit(s) are urged to follow these policies and procedures. Title, format and content shall conform to procedures which shall be specified in the PSPB Operations Manual.

Post conference distribution of these publications may be handled by the IEEE Conference Publications Program (CPP), which facilitates inclusion in the portfolio of IEEE electronic dissemination products. Participation in this program requires the completion of the IEEE Conference Publication Form, which should be submitted to IEEE Conference Services. This form allows the proceedings to be considered for post-conference distribution through the CPP. IEEE sponsoring organizational units makes the initial decision on participation and terms, with the concurrence of the CPP staff. See the IEEE Meetings Organization Manual for details.

### **10.1.21 IEEE Services and Publicity**

IEEE solely sponsored/co-sponsored conferences are entitled to IEEE services at the not-for-profit rate, i.e., mailing labels, printing and mailing services at the not-for-profit rate. IEEE solely sponsored/co-sponsored conferences are encouraged

to advertise in publications. Some limitations based on space may be enforced. Sponsoring organizational unit approval is required before the advertisement is submitted.

### **10.1.22 Tax Liability Resulting from Sales and Order Handling in Conjunction with Conference Exhibits**

Conferences are responsible for ascertaining and complying with any tax liabilities associated with the sales and ordering of items at a conference.

The IEEE is a not-for-profit organization, incorporated in New York State, USA. IEEE holds conferences and meetings throughout the world and the legal and tax requirements can vary greatly for each site. In the United States, the IEEE is exempt from paying income taxes and is also exempt from paying sales taxes on purchases in some states. Some states require sales taxes to be collected on-site for conference sales of books and other items. Order taking can be done without consideration of sales taxes. Outside of the US, there are other transaction taxes that may be required to be collected by conferences for on-site sales, such as Value Added Tax (VAT) and the Goods & Services Tax (GST) in Canada. It may be required to collect transaction tax on registration fees. There are also exemptions from paying transaction tax and the rules are unique by country. In most countries, but not all, the IEEE is exempt from paying income taxes. Because the laws and requirements of each country, state and province vary and to be able to exercise fiduciary duty, it is of great importance that each conference contact the IEEE Corporate Compliance and Tax Administration Office tax-staff@IEEE.org to find out the specific legal and tax requirements to operate at their site. This must be done very early in the planning stages of the conference, if planned properly, some tax savings may result.

### **10.1.23 Financial Support from Industry**

Financial support by industry of IEEE meetings and events shall be encouraged and shall be structured to the extent possible such that the financial support is received tax-free by IEEE.

### **10.1.24 Job Recruiting at Conferences**

Job recruiting at IEEE conferences is inappropriate and is actively discouraged. However, posting of notices of job opportunities by employers and of notices of jobs sought by IEEE members may be permitted at IEEE conferences and associated events, if approved by the sponsoring IEEE organizational units.

### **10.1.25 Participation Limitations for IEEE-Sponsored Events**

#### **A. Audio, Video Recording and Photography.**

Audio, video recording and photography are normally considered permissible at open sessions of IEEE conferences. However, at technical conferences, restrictions may be applied by the sponsoring organizational unit on the use of such equipment, e.g., where they may impede free discussion, where they compromise commercial value, or where they are disruptive.

Such restrictions should be clearly identified, in advance, to sponsoring organizational units and attendees.

B. Participation In Security Meetings.

In the event that another organization sponsors an assemblage requiring government security or export clearance, at times and places related to an IEEE sponsored or co-sponsored conference, there may be, for the convenience of the attending IEEE members, cooperation between the IEEE conference committee and the other organization as follows:

- The IEEE conference announcement and technical programs may contain information relating to the assemblage requiring security or export clearance. Such publicity must indicate that this is a separate activity; identify the sponsor of the assemblage; and state that the information is provided for the convenience of IEEE members. Such publicity must indicate that the sponsor of the assemblage requires attendees to register at the IEEE conference.
- The attendance criteria or security requirements for admission to the assemblage shall be the responsibility of the sponsor of that activity. All correspondence and registration arrangements for such an assemblage must be directed to the organization responsible for the security of that activity.
- Transportation arrangements for an assemblage requiring security or export clearance must be the responsibility of the sponsor of that activity.
- IEEE must not be involved with the cost or liability of providing secure conference rooms, security guards, or other operating costs associated with assemblages requiring government security or export clearance.
- IEEE must not be involved with the publishing, the cost of publishing, or maintenance of security or export controlled publications. Unclassified or uncontrolled abstracts of papers presented at assemblages requiring government security or export control may be published in the IEEE conference program or record. It is the responsibility of the principal author to obtain the required clearances. IEEE will support authors in efforts to maintain cleared status of their publications.

C. Invitational Conferences.

The IEEE recognizes the scientific and educational value of small non-geographic research conferences or workshops of limited attendance, at which an interchange of information takes place among workers at the forefront of a specialized area. Such conferences are consonant with IEEE objectives and constitute a proper IEEE activity, provided:

- The conference is announced well in advance through appropriate IEEE channels of communication to those IEEE members who, by reason of their Society or Committee membership, might be potential contributors. Such announcement may indicate that active participation is expected of all attendees and that invitation requires submission of evidence of activity in the field and willingness to contribute.

- Invitations are issued to all who, in the judgment of the conference organizers, are willing and able to make worthwhile contributions. Those not invited must be admitted if they indicate by a specific date that they wish to attend, subject to any space constraints that are unilaterally applied.
- The conference establishes and announces in advance, to the conference attendees, any special ground rules, such as those with respect to reporting and publishing any of the discussions at the conference. Any such special ground rules must be included in the invitation to the conference.

**10.1.26 Summary of Requirements for Solely Sponsored/Co-Sponsored Conferences**

During the course of the conference preparation, implementation and closing, IEEE members will be involved in preparing the conference budget, monitoring the financial affairs, managing hotel logistics, managing the technical conference program, preparing the final financial report, arranging for a professional audit, etc. Below is a quick reference summary of the items relating to the management of a conference:

- Seek organizational unit and other approvals.
- Seek needed cross endorsements.
- Define a Memorandum of Understanding (MoU) amongst participating organizational units, for co-sponsored conferences (Policy 10.1.5).
- Seek needed budget approvals (Policy 10.1.6).
- The Conference Information Schedule and other supporting conference information must be submitted to IEEE Conference Services for use in the IEEE Meetings Database, which facilitates the online distribution of conference information and for archival purposes.
- Use the IEEE Logo as defined in Policy 10.1.17.
- Assure proper conference naming, as indicated in Policy 10.1.16.
- Submit the IEEE Conference Publication Form to IEEE Conference Services (Policy 10.1.20).
- Submit IEEE Conference Insurance form with or prior to submitting the budget to IEEE Conference Services (IEEE Finance Operations Manual).
- Open conference bank accounts under the stipulations in Policy 10.1.8.
- Request Loans from sponsoring organizational units, assuring their repayment within 30 days of the conference date (Policy 10.1.7).
- Manage technical/professional aspects of the conference such as planning the scope of the program, organize panel discussions, invite special speakers, review and select contributed papers, assure hotel logistics, etc.
- Arrange for any needed services.

- Arrange for publicity and advertisements.
- Complete Surplus distribution when closing the conference bank account (Policy 10.1.8 and 10.1.9).
- Submit Final financial reports within six months of the conference to sponsoring organizational unit and to IEEE Conference Services (Policy 10.1.11).
- Arrange for the implementation of a Professional audit, submitting results to IEEE Conference Services (Policy 10.1.10).

**10.1.27 Summary of Requirements for Technical Co-Sponsored/Technical Cooperation Conferences**

Since involvement in technical co-sponsored sponsorship/ technical cooperation conferences is more limited than that of sponsored and co-sponsored conferences, the involved IEEE organizational unit may wish to negotiate a variety of issues with the sponsoring organization, including registration fees for IEEE Members, and other issues that benefit the Conference and the future interaction with the sponsoring organization. Below is a checklist of items for a technical co-sponsorship/ technical cooperation conferences:

- Define a Memorandum of Understanding (MoU) amongst participating organizational units (Policy 10.1.5). The MoU shall include a clause specifying whether the conference proceedings will be included in IEEE Conference Publications Program (CPP), which includes posting of the proceedings in IEEE's electronic database of articles. Inclusion in the CPP adds value to the conference. Therefore, the IEEE Organizational Unit providing technical co-sponsorship/technical cooperation with the event may assess a fee to the conference organizations, or negotiate an agreement that will bring financial benefit to IEEE in some other form, for inclusion of the conference proceedings in the IEEE CPP.
- The Conference Information Schedule and other supporting conference information must be submitted to IEEE Conference Services for use in the IEEE Meetings Database, which facilitates the online distribution of conference information, and for archival purposes.
- If the conference proceedings are to be included in the Conference Publication Program, the IEEE Conference Publication Form shall be submitted to IEEE Conference Services (Policy 10.1.20).
- Technical co-sponsorship/technical cooperation conferences cannot use the IEEE name in the title (Policy 10.1.16).
- Use the IEEE Logo as defined in Policy 10.1.17.

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## **SECTION 11 – IEEE FINANCIAL MATTERS**

### **Introduction**

The following IEEE policies have been established to ensure volunteers and staff have a clear understanding of and shall carry out their responsibilities regarding the functions and administration of the financial aspects of the IEEE. Specific procedures, when they exist for implementation of these policies, shall be set forth in the IEEE Finance Operations Manual and the IEEE Investment Operations Manual. These manuals, initially approved by the IEEE Board of Directors, shall be developed and maintained by the IEEE Finance Committee with input of various Standing Committees. With respect to these manuals, all changes implemented by the IEEE Finance Committee will be shared with the IEEE Board members prior to implementation. Operational policies and procedures of the respective IEEE Organizational Units shall not conflict with these policies.

With respect to these policies, wherever a staff function is identified, such activities shall be performed by staff designated and authorized by the IEEE Executive Director. Additionally, for purposes of these policies IEEE Organizational Units include, but are not limited to, IEEE Societies, IEEE Geographic Units, and Conferences.

### **11.1 Financial Stability**

The financial stability of the IEEE is based upon, but not limited to, a sound system of internal control and a commitment to prudence in order to ensure short-term and long-term viability.

- A. **Internal Control.** It is the IEEE policy to maintain sound internal control. As part of their oversight responsibilities, specific staff and the external auditors evaluate the system of internal controls of the IEEE and recommend changes to IEEE Management and or the Audit Committee who in turn recommend changes to the IEEE Board of Directors, as appropriate.
- B. **Reasonable and Prudent Operations.** It is IEEE policy to operate reasonably and prudently. The standard by which all aspects of operations of a not-for-profit organization are tested is reasonableness and prudence.
- C. **Financial Outlook.** To be committed to its goals, the management of the IEEE, both volunteer and staff, shall take an approach that looks beyond specific calendar dates and always considers where the IEEE is going and where it has been with a distinct emphasis on the future. The strategic planning process, budget process, and actual financial performance shall provide the framework for making decisions important to the vitality of the IEEE.

### **11.2 Annual and Interim Reporting Requirements**

- A. **Audited Financial Statements.** Audited IEEE Financial Statements will be made available to IEEE members annually.

- B. **Annual Budget.** Using a process established by the IEEE Finance Committee, an annual budget shall be prepared for the ensuing year, subject to the approval of the Board of Directors.
- C. **Forecasts.** IEEE Major Boards, Societies and Technical Councils, and the staff organizations shall submit forecasts on a scheduled basis as requested by the IEEE Finance Committee. These forecasts shall be used to identify opportunities and risks to achieving the budgeted targets.
- D. **Investment Reporting.** Reports on investments in the IEEE Investment Fund shall be provided to the appropriate IEEE Organizational Units in a format and on a schedule approved by the IEEE Finance Committee.
- E. **IEEE Organizational Unit Reporting.** 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 IEEE's fiscal year and the legal name under which the assets are carried. IEEE organizational units sharing a financial interest with an outside organization shall identify the basis of sharing and the monetary value of IEEE's partial interest at the end of the fiscal year.

#### **1. Use of Funds; Required Audits.**

- (a) All IEEE Organizational Units shall have the right to obligate their budgeted funds for all purposes necessary to promote their approved objectives. No IEEE Organizational Unit, nor any representative thereof, shall have authority to contract debts for, pledge the credit of, or in any way bind the IEEE with respect to any matter or activity not approved by the IEEE Board of Directors or its designee.

If any IEEE organizational unit shares a financial interest with an outside organization, the organizational unit shall maintain an up-to-date record with IEEE Headquarters identifying the outside organization(s) and the basis of sharing.

Procedures related to procurement and contract negotiation, approval, and execution shall be contained in the IEEE Finance Operations Manual.

- (b) All assets are the sole property of IEEE. IEEE funds may be used only for IEEE educational and scientific purposes. Examples of unacceptable uses are found in the IEEE Finance Operations Manual.
- (c) All IEEE sponsored activities conducted by any IEEE Organizational Unit, which individually or collectively generates revenue or expense in excess of an amount specified in the IEEE Finance Operations Manual, shall

be audited by a professional independent outside source. Activities involving less than the amount specified may be audited.

Joint conferences sponsored and conducted by IEEF and non-IEEF entities, as defined in the IEEF Policies, Section 10, are required to be audited if the IEEF is the primary (lead) sponsor. The primary lead sponsor shall be determined in the Memorandum of Understanding (MoU) for the conference.

2. Acceptance of Contributions. IEEF Organizational Units may accept contributions on behalf of IEEF, and such contributions shall be the sole property of IEEF. Contributions in excess of an amount specified in the IEEF Finance Operations Manual must be reported to the appropriate IEEF staff to facilitate the preparation of appropriate tax reporting documentation and acknowledgements.
3. Contributions from IEEF.
  - (a) Direct or indirect contributions of IEEF funds by any IEEF Organizational Units to any organization or individual may only be made with prior permission of the IEEF Board of Directors.
  - (b) Approval of contributions under an amount which shall be specified in the IEEF Finance Operations Manual may be delegated by the IEEF Board of Directors to the appropriate Vice President or Major Board President. Also see IEEF Policies, Section 11.8 – IEEF Contributions to Disaster Relief Policy.

### **11.3 Asset/Liability Management**

Adherence to the policies in this section regarding Asset/Liability Management shall apply equally throughout the entire world, except where local laws and regulations prohibit compliance. Compliance outside the United States shall be to the maximum extent possible.

- A. Asset Management. Uses of IEEF funds shall comply with the following policies.

1. Investments. IEEF funds may be invested only in the IEEF Investment Fund.

The primary objective of IEEF's investment policy shall be the protection of IEEF's (inflation adjusted) assets. In a manner consistent with the primary objective, the secondary objective shall be to maximize the total return on the IEEF Investment Fund's assets.

Investment portfolios for which IEEF is responsible shall be separated into an Operational Cash Fund, a Long-Term Investment Fund and a Defined Benefit Plan. The Operational Cash Fund shall provide for the cash needs of the IEEF, as determined each year based on projected cash flows plus a contingency. The Operational Cash Fund shall be invested only in secure short-term instruments focused on preservation and

availability of the cash. The Long-Term Investment Fund shall be well diversified and invested in a conservative fashion to satisfy the primary objective of protection of assets while providing growth over the long term through total return. The Defined Benefit Plan, while not an IEEF Investment asset of the IEEF, does impact the net income of the IEEF due to changes in market value and the impact upon the benefit liability.

Investment Business Continuity Plan. If at the close of business in New York, New York on Friday of any calendar week, there is a 15% decline in the value level of IEEF's investment assets, which includes the Long Term Investment Fund, and the Operational Cash Fund, as well as the Defined Benefit Plan assets from the highest amount reached in the previous thirty six month-end period, then the Finance Committee and the Investment Committee, along with the IEEF President, Treasurer, appropriate staff, and other key participants designated by the President shall hold an emergency meeting to review whether the decline in the value of such assets, has major negative implications for the IEEF's near term (1 to 3 years) business operations. Discussion topics shall include, but not be limited to, (1) whether the level of the Operational Cash Fund is sufficient for any changed business or investment conditions affecting the IEEF, (2) whether the IEEF's short-term investments, including the assets in the Operational Cash Fund, are liquid and reasonably accessible, and (3) whether IEEF's investment assets should continue to be invested in a manner consistent with the most recently approved investment decisions.

If a decline in the value of IEEF's investment assets because of deterioration in the investment and financial markets exceeds the 25% range from the highest amount reached in the previous thirty six month-end period, then the IEEF President, IEEF Treasurer, and Chair of the Investment Committee shall call a meeting of the Investment Business Continuity Plan Advisory Committee (IBCPAC). The IBCPAC shall meet only when the financial situation as described has occurred. Members of the IBCPAC shall include the IEEF President, who shall be Chair, IEEF President-Elect, IEEF Past President, IEEF Treasurer, and all IEEF Directors then currently serving as members of the Investment Committee and the IEEF Past Treasurer.

Any recommendations by the IBCPAC shall be reported to the IEEF Board of Directors within 24 hours of the meeting. When warranted a special meeting of the IEEF Board of Directors may be called in accordance with IEEF Bylaw I-301.5.

The IEEF Treasurer and the Chair of the Investment Committee may invite members of the Finance Committee and the Investment Committee to participate at these IBCP meetings. Further meetings of the IBCPAC during any one-year period shall not be required unless the investment assets further decline in value by an

increment of 10% since the last IBCP-triggered meeting, but a meeting may be called at any time at the discretion of the IEEE President, or IEEE Treasurer.

2. Banking. To the maximum extent possible IEEE Geographic Units and IEEE Conferences are encouraged to participate in the IEEE Concentration Banking Program which shall be defined in the IEEE Finance Operations Manual. All other IEEE organizational units shall conduct their banking through central IEEE treasury processes.
3. Bank Account Signatures. All IEEE Geographic Units and Conference bank accounts must have the IEEE Staff Director, Financial Services as a signator thereon. Procedures for handling bank account signatures shall be maintained in the IEEE Finance Operations Manual.
4. Capital Expenditures Policy. Procedures for the lease, purchase and disposition of capital assets, including furniture, real property and other property shall be set forth in the IEEE Finance Operations Manual. No IEEE Geographic Unit, conference or other organizational unit of the IEEE shall lease or purchase real property without the advance approval of the IEEE Board of Directors, which may be given either on the basis of a specific proposal or by inclusion in the approved annual budget.

- B. Accounting Method. Accounting methods shall be specified in the IEEE Finance Operations Manual.

#### **11.4 Reserves**

IEEE Reserves are defined as the total unrestricted accumulated surpluses of all IEEE Organizational Units. The IEEE Board of Directors has fiduciary responsibility for, and the right to direct and control, all IEEE Reserves.

- A. Custodial Responsibility of IEEE Reserves. Each IEEE Organizational Unit that generates revenue, or is authorized by the IEEE Board of Directors to receive assessments or a portion of IEEE dues, may have custodial responsibility for a portion of IEEE Reserves, to the extent determined from time to time by the Board of Directors.
- B. Investment Returns from IEEE Reserves. Investment returns from Reserves may be allocated by the IEEE Board of Directors to the IEEE Organizational Units with custodial responsibility for reserves.
- C. Recommended Levels for IEEE Reserves. It is the policy of IEEE to maintain the highest credit rating possible, and accordingly shall maintain reserve levels to achieve this objective.
- D. Spending Rules. IEEE Organizational Units may establish budgets that expend portions of the Reserves under their custodial responsibility, subject to the appropriate approvals as specified in the IEEE Finance Operations Manual.

#### **11.5 Insurance Coverage**

- A. General Liability. It is IEEE policy to provide general liability insurance, including coverage for property damage and bodily injury, to cover IEEE Organizational Units.
- B. Fidelity Bonding. Fidelity Bonding coverage shall be provided for those individuals (staff and volunteers) who have access to funds for IEEE activities and/or Organizational Units.

#### **11.6 Business Expense Reporting**

Travel Policy and Funds. It is IEEE policy to provide for, or reimburse, reasonable authorized travel expenses incurred in connection with the conduct of IEEE business. All persons traveling on IEEE business for whom IEEE pays or reimburses transportation expenses shall travel economically by booking economy class flights well in advance and shopping for low-cost business class train fares and low-cost rental car rates. Guidelines and procedures for reimbursement, required receipts and related limitations, beyond those described in this policy, shall be specified in the IEEE Finance Operations Manual.

IEEE does not reimburse for the travel expenses of spouses or travel companions as an entitlement. Airfare, hotel, and incidental costs of spouses or travel companions are never covered but it is recognized that there are occasions where the demand on volunteer time in particular, requires travel with a spouse or companion which may result in some meal costs being expensed. Since the purpose of the business trip is already deemed necessary and the only incremental cost is the spouse/companion meals, expensing the meals is acceptable as long as the cost is reasonable and the practice is not perceived as an entitlement. Spouse/companion costs for purely social gatherings must be reimbursed on the staff or volunteer person's expense report as a reduction of reimbursed expenses.

- A. IEEE President's Travel Reimbursement Policy. Due to the extensive travel required by the IEEE President, it is IEEE policy to also (i) reimburse the IEEE President for reasonable, budgeted travel expenses for his/her spouse or other travel companion when accompanying the IEEE President on IEEE business, and (ii) pay to the IEEE President a cash gross-up payment to cover any United States, or other country, federal, state or local income taxes applicable to the aggregate value of (x) the spouse or other travel companion travel expense reimbursement, plus (y) the cash gross-up payment.
- B. Airfare. All persons traveling on IEEE business who are seeking reimbursement for airfare or for which airfare is provided for them by IEEE, shall book only the most economical airfare, i.e., non-refundable, economy-class, coach-fare tickets; provided, however, the reimbursement or purchase by IEEE of business class fares shall be permitted only (i) when the flying time is over eight consecutive hours for a single segment or over eight hours flying time where a layover is required, (ii) when it is budgeted by the organizational unit, and (iii) with permission of the major organizational unit Vice President or President or in the case of Staff, the IEEE Executive Director.

Individuals are encouraged to purchase upgradeable coach class fares and use miles or coupons to upgrade to business class.

Permission to travel business class for medical reasons may be granted by the IEEE President.

Note that an "organizational unit" (OU) is defined in Bylaw I-107: "An organizational unit is a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law."

### **11.7 Fund-Raising: Receiving Grants and Contributions**

It is the policy of IEEE to comply with all applicable charitable solicitation and donation laws, U.S. and elsewhere (at each governmental level).

The coordination and specific procedures pertaining to fundraising activities and contributions, and the submission of proposals and receipt of grants shall be specified in the IEEE Finance Operations Manual.

### **11.8 IEEE Contributions to Disaster Relief Policy**


IEEE and its Organizational Units (including conferences) may provide contributions to third party nonprofit organizations to provide relief for various natural disasters. The IEEE is a Section 501(c)(3) tax-exempt nonprofit organization, and therefore all contributions from IEEE, including those in support of disaster relief efforts, shall be made only in furtherance of IEEE's educational and scientific purposes. For purposes of this policy, the term "disaster relief" shall mean any contribution or donation from IEEE that is provided in an effort to alleviate hardships that are the result of a natural disaster.

Contributions or donations from IEEE for disaster relief may be in the form of (i) funds, equipment, or services that further and promote scientific or technological knowledge and education (e.g., computers) or (ii) grants that are tied directly to such purposes (e.g., scholarships, support of a library, classroom equipment, and/or supporting infrastructure.)

Requests for permission to make donations shall be made in accordance with IEEE Policies, Section 11.2, and the procedures shall be specified in the IEEE Finance Operations Manual. See also Section FOM.2.B.E.4 Contributions From IEEE.

## **SECTION 12 – LEGAL AND TAX MATTERS**

### **12.1 Trademark**

- A. The emblem of IEEE will be protected by legal registration. The guidelines for the use of the emblem and "IEEE" are set forth under Section 6 of the IEEE Policies, and the emblem and "IEEE" shall be used only in connection with official business of the IEEE. The IEEE emblem is a trademark owned by the IEEE for the purpose of indicating membership in the IEEE. As owner of the mark, IEEE Headquarters makes available to members membership pins which bear the mark. IEEE Headquarters also makes available to Sections, Societies, and other IEEE organizational units, letterheads, pennants, and other similar material bearing the emblem. Any form of use of the emblem by members, either as individuals or as IEEE organizational units, which is not supplied by the IEEE Headquarters must be submitted for approval and any form of use which has not received such approval shall be considered as unauthorized use of the emblem. The United States Patent Office has issued Registration No. 770,113 to IEEE for the emblem. When used by members either as individuals or as IEEE organizational units, the emblem must be displayed with an R in a circle as shown above. This is required to give legal notice that the emblem has been registered by IEEE.
- 
- B. The IEEE emblem may be incorporated in the design of awards, or for similar purposes, provided that the total emblem is used without any modification. If the emblem is modified in any manner, including the addition of names or dates within the field of the emblem, the basic IEEE registration will have been violated. The IEEE's legal counsel urges that we maintain the integrity of the IEEE emblem.
- C. Purchase of Emblem. Emblems to be worn by members are to be purchasable only from IEEE Headquarters.

### **12.2 Uniform Employer Identification Number Assigned by IRS (Applicable Only in U.S.)**

Each Region and Section should have its own Employer Identification Number. Any Region or Section that does not have such a number or does not know its number should notify IEEE Headquarters. Societies should use IEEE Employer Identification Number 13-1656633. A Society will be required to use the IEEE Employer Identification Number if it is required to file any forms such as those discussed in Policy Statement 12.3 or when it opens a bank account. A Region or Section will be required to use its own Employer Identification Number in similar circumstances.

### **12.3 Internal Tax Procedures (Applicable Only in U.S.)**

- A. Exemption from Federal Income Tax. IEEE is exempt from Federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954. No Section or other subdivision of IEEE should

apply for exemption from Federal income tax. If any Section is requested by the Internal Revenue Service to do so, IEEE Headquarters should be notified immediately.

### **B. Federal Returns.**

- 1) Annual Information Returns - Form 990. Form 990 is the annual information return which is filed by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954. IEEE Headquarters annually files such a return on behalf of all its U.S. Sections, and it is not necessary for any Section to file an income tax return. If any Section is requested to file an income tax return, on Form 990 or any other form, that Section should advise the Internal Revenue Service office making the request that IEEE Headquarters will file the necessary return on behalf of the Section. If any further questions are raised by the Internal Revenue Service, the Section should immediately notify IEEE Headquarters.
- 2) Employer Returns. If any Section makes any payment to an employee it will generally be required to withhold and pay over both Federal Income and Federal Social Security taxes. Consequently, any Section that makes payments to employees will be required to obtain and file some or all of the forms mentioned below. Also, in most cases it will be necessary to withhold and pay over certain state taxes (e.g. income, disability or unemployment tax). The rules with respect to such withholding will generally differ from the rules applicable to the withholding of Federal Income taxes. The advice of local counsel or the local office of IEEE's Accountants should be sought regarding the correct procedure for the withholding and paying over of local taxes.
  - (a) Form 941. Any Section which is required to withhold Federal Income or Social Security taxes from an employee is required to file a return as to the amounts withheld. This return is made on Form 941. If Social Security taxes are withheld it will also be necessary to fill out and file a separate Schedule A (Form 941) because it contains the necessary information on wages subject to Social Security taxes. Form 941 must be filed and the taxes collected must be deposited on or before the last day of the month following the close of each calendar quarter that is, on April 30, July 31, October 31, and January 31.
  - (b) Form 501. Each deposit of withholding or Social Security taxes must be accompanied by a properly filled-in Form 501. Sections which have withholding taxes and Social Security taxes of under \$200 per calendar quarter are not required to make deposits. Instead they will pay over the taxes with their quarterly Form 941. Sections with monthly

liability of over \$200 but less than \$2,000 must deposit the taxes by the 15th of the following month in the case of the first or second month of the quarter or before the last day of the following month in the case of the last month of the quarter. Sections with \$2,000 or more in liability on the 7th, 15th, 22nd or last day of the month must make deposits within three banking days of such dates. Deposits are made with the Federal Reserve Bank which serves the Section's district or with a commercial bank authorized to accept such deposits for transmittal to a Federal Reserve Bank. The names of the appropriate depositories may be obtained at any local bank or Federal Reserve Bank.

- (c) Forms W-2 and W-3. If any Section or Society is required to withhold Federal Income tax or Social Security taxes it should furnish the correct number of copies of the withholding statement, Form W-2, as required by the individual state, to each employee from whom income taxes have been withheld or would have been withheld if he/she had claimed no more than one withholding exemption. In connection therewith the Section or Society should use the employer identification number specified in Statement 12.2. Copy A of Form W-2 together with Form W-3 must be filed on or before February 28th at the Internal Revenue Service Center for the appropriate Internal Revenue Service Region.
  - (d) Form W-4. The Section should request each new employee to furnish a withholding exemption certificate, Form W-4, on or before the commencement of his or her employment. If an employee fails to furnish such a certificate, the Section must withhold, tax as if he or she had claimed no withholding exemptions.
  - (e) Other Information Returns. Each Section must file information returns for the calendar year for payments made by it during such year which total \$600 or more to any individual or particular firm or organization. If such payments are not subject to withholding of Federal Income tax and are not reported on a withholding statement (Form W-2), the Section must file Form 1099, together with Form 1096 with respect to each such payment. Forms 1099 and 1096 must be filed on or before February 28th of the year following the close of the calendar year during which payment was made. A copy of the Form 1099 must be given to the person to whom the payment was paid no later than January 30 following the close of the calendar year.
- C. State Income Tax Returns. Sections are not necessarily exempt from state taxes and may be required to file various state income tax returns. Through the aid of local counsel or the local office of

IEEE's Accountants, each Section should ascertain whether it is complying with the applicable state laws.

- D. Annual Accounting. IEEE's taxable year is the calendar year. In order for IEEE Headquarters to be able to file reports on behalf of all its subdivisions and to maintain a uniform means of internal accounting, it is necessary that each Society or Section render a financial statement to IEEE Headquarters at the end of each calendar year.

#### **12.4 IEEE Foundation, Incorporated**

The IEEE Foundation, Incorporated, is a separately incorporated organization associated with IEEE, established exclusively to support the scientific and educational purposes of IEEE. The U.S. Internal Revenue Service has determined that the Foundation is exempt from United States Federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, and that the Foundation is not a private foundation for Federal tax purposes. Accordingly, donations, bequests and grants intended to further the scientific and educational programs of IEEE should be made to IEEE Foundation, Incorporated. Bequests to the Foundation will be deductible for U.S. Federal estate tax purposes. Lifetime gifts will be deductible for U.S. Federal gift tax purposes, and will also generally be deductible for U.S. Federal income tax purposes, subject to certain exceptions and limitations. The Foundation has prepared a pamphlet which summarizes the U.S. Federal tax rules applicable to donations to the Foundation, a copy of which may be obtained from the IEEE Foundation, Incorporated, at 3 Park Avenue, New York, NY 10016-5997, U.S.A. Each donor should consult with his individual tax adviser to determine if his contribution will be deductible. Officers and committee members of IEEE organizational units, on becoming aware of a pending donation, bequest, or grant directly to IEEE, should immediately notify the donor of the contents of this Policy Statement and should notify the IEEE Foundation, Incorporated, at 3 Park Avenue, New York, NY 10016-5997, U.S.A., of the pending payment, its donor, and its intended purpose. Further information on the Foundation may be obtained at the address given.

All funds held by the IEEE Foundation must be expended solely to support the scientific, educational purposes of IEEE, and may not be used in support of its professional activities.

#### **12.5 Use of Legal Counsel by IEEE Units**

Corporate counsel engaged by IEEE management shall be used by the IEEE and all of its subsidiary units in all matters related to IEEE policies and interests. Approval by the IEEE Executive Director is required on requests for legal advice from IEEE subsidiary units before they are submitted to IEEE corporate counsel. With the approval of the IEEE Executive Director, another counsel may be deemed appropriate after consultation with IEEE corporate counsel.

#### **12.6 Contracts with Exclusive Rights**

No organizational units of IEEE shall enter into any contract or agreement (i) that obligates IEEE or any of its organizational units to refrain from entering into similar

contracts or agreements for goods or services similar to those to be provided by the other party to the subject agreement, or (ii) otherwise grants to such other party exclusivity as to the provision of the goods or services to be provided under the subject agreement, without first notifying the IEEE Board of Directors. Such notification shall be made in advance of finalization of the agreement and in sufficient time for the Board of Directors to consider the action.

#### **12.7 Media Contact**

Inquiries from the media to members of the Board of Directors, Major Boards, or major Committees on Institute-level issues involving current legal proceedings or having the potential for legal action, or concerning issues that are potentially detrimental to the IEEE's reputation and positive image, are to be referred to the Corporate Communications. If specifically asked to comment, such members may do so as long as they clearly state this is only their personal opinion and it is not necessarily the official position of the IEEE. Corporate Communications will be responsible for documenting each inquiry referred to it pertaining to legal or sensitive matters and will coordinate the response by the President or, if deemed appropriate by the IEEE Executive Director, by legal counsel.

#### **12.8 IEEE Records Management Policy Statement**

It is the policy of the IEEE to maintain complete, accurate and high-quality records where those records are important to the continuing work of the organization and to comply with legal and regulatory requirements. Documents that are not necessary for business, legal, and regulatory requirements shall be discarded on a regular basis. Retained documents shall be effectively organized to facilitate their continued use in the business of the organization. Records necessary to a claim(s) made by or against the organization, required for third-party claim(s), or required for audits, shall be retained as necessary during the investigation or audit.

Specific procedures related to records retention shall be contained in the Records Management Program which shall be approved by the IEEE Executive Director. Compliance with the requirements of this policy shall be reviewed by the Internal and Operations Audit Department. Results of such compliance audits shall be reported to the Audit Committee of the Board of Directors.

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## **SECTION 13 – NOMINATIONS AND ELECTIONS**

### **13.1 Objectives**

The objectives of the IEEE's nomination and election procedures are to choose the best qualified persons for the various offices throughout the IEEE, on the one hand, and to involve as many members in the selection process as possible, on the other. It is necessary that all candidates nominated for office be highly qualified, and it is therefore essential that all IEEE nominating committees show great diligence and exercise judgment in making nominations. To the maximum extent appropriate, the membership of IEEE committees, candidate slates, and appointments shall reflect the global nature of IEEE membership.

It is essential that special attention be paid to this aspect of the IEEE's business, and that the nominating process be visible to and understood by the members. It is therefore the IEEE policy that all training sessions, workshops and orientation material shall stress the importance of an informed, diligent and visible nominating procedure at all levels.

Where practicable, electors should be offered a choice of candidates. In all cases there must be a procedure for additional nominations from the membership at large, as provided in the IEEE Constitution and Bylaws.

### **13.2 Nomination of Candidates for Elective Office and Standing Committees and Boards**

- A. **Elective Office.** The Bylaws provide that the Chair of the IEEE Nominations and Appointments Committee shall contact the various IEEE organizational units each year inviting the submission of suitable candidates to be considered by the Nominations and Appointments Committee for the various elective offices of the IEEE. The Call for Nominations shall specify the deadline date for submission and shall indicate the name and address to which the nominations shall be mailed.
- B. **Standing Committees and Boards.** All organizational units of the IEEE are encouraged to submit the names of candidates eligible to serve IEEE on the Standing Committees and Boards, which are vital to the conduct of IEEE operations. At the appropriate time, the Call for Nominations for such appointments will be issued, and all organizational units of the IEEE are urged to cooperate in these important efforts by submitting the names of qualified candidates to the Nominations and Appointments Committee.
- C. To provide the widest opportunity for qualified members to serve on Standing Committees and Boards, a rotation procedure has been established. Members of Standing Committees and Boards and any subcommittees of the Standing Committees and Boards shall generally be appointed for no longer than three consecutive years, with approximately one-third of the members to be appointed each year. If the appointment of the members in a given year, as provided in this Statement, does not provide a full committee complement, then a sufficient number of members, who have served three years, may be invited to serve an additional one-year term, to make up the full committee complement. An outgoing Chair may be appointed to membership for one year following his/her term of office

as Chair, irrespective of the duration of his/her prior service. A Chair shall not be appointed to serve more than two consecutive terms as Chair. Exceptions to these limitations shall be considered by the Board of Directors on the basis of the nominator's recommendation, provided that it is accompanied by a detailed statement of pertinent circumstances.

- D. The nominees' and appointees' Region and previous service in the position for which they are being nominated shall be identified at the time that they are proposed. The President and Chairs of the major boards shall report at the final Board of Directors meeting each year on the geographic make-up of their committees, candidate slates, and appointments.

### **13.3 Elections and Electioneering**

- A. **IEEE Policy.** Electioneering activities to provide information to the members on candidates and issues are encouraged. It is the policy of IEEE to inform all members of the views of all candidates in the elections of IEEE, including candidates nominated by petition. It is the policy of IEEE to facilitate open discussion, including opposing views, of issues and initiatives to appear on the ballot (Constitutional amendment and referendum); this applies to those proposals originated by the IEEE Board of Directors as well as those of other members of IEEE.

Discussion of the qualifications of candidates for office are permitted. Opinions on initiatives may be presented which relate electioneering issues to the interests of the members.

A candidate photograph in connection with IEEE election activities shall have been made within two years of the mailing deadline of the election materials in which the photograph will appear, as attested to by the candidate.

- B. **Electioneering Guidelines for IEEE Organizational Units.** Subject to rules or policies adopted by the Board of Directors, the governing body of each IEEE organizational unit shall be responsible for establishing guidelines to implement the electioneering policy of IEEE in the best interests of the members of that organizational unit. Operating units of each organizational unit are accountable to this governing body to conduct electioneering activities in accordance with the guidelines. The Region/Division Director or other member of the IEEE Board of Directors responsible for each organizational unit is ultimately accountable to the IEEE Board of Directors to resolve questions concerning conformance of the guidelines with the IEEE electioneering policies.
- C. **Means of Informing Members of IEEE Organizational Units.** Members may be informed of the candidates' views and of issues pertaining to initiatives through Board/Society/Council/Region/Section or Chapter meetings, conferences and publications. Equal opportunity shall be provided to all candidates for the same elective position. The editor, conference chair or other individual responsible for the activity shall determine the information to be presented or published, within the guidelines

established by the governing body of that organizational unit, provided all candidates are treated equally.

- D. IEEE SPECTRUM and THE INSTITUTE. The Publication Services and Products Board is responsible to define guidelines to the editors of IEEE SPECTRUM and THE INSTITUTE to ensure conformance with these IEEE electioneering policies. The Vice President - Publication Services and Products is accountable to the IEEE Board of Directors for implementation and supervision of the policy.
- E. Paid Political Advertising. Paid political advertisements in any IEEE publications, whether related to an IEEE or any other office, are not allowed.

#### **13.4 Use of Funds for Electioneering**

- A. IEEE funds may not be used for IEEE electioneering, except those expenses normally incurred in publicity and arrangements of meetings and those expenses normally incurred in publication of a newsletter or similar periodical. The same policy is applicable to candidates for office and to proponents and opponents of initiative issues. Candidates for office, or proponents or opponents of initiatives may be invited to appear at meetings to discuss their position, and may be reimbursed for actual travel expenses by the organizational unit organizing the meeting.
- B. The use of IEEE funds for electioneering purposes in any governmental election is prohibited.

#### **13.5 Announcement and Publication of Results of IEEE Elections and Referenda**

The IEEE President or an individual designated by the President shall make a public announcement of the results of the IEEE elections and referenda, which shall be published, with counts, in the first available issue of IEEE SPECTRUM or THE INSTITUTE.

#### **13.6 Equal Opportunity for IEEE Service**

The IEEE is committed to equality of opportunity for all, and to a belief that its technical and professional interests are best served when a broad spectrum of backgrounds and talent is brought to bear upon its activities. It also recognizes the existence of change in the composition of the future electrical engineering population due to the increasing numbers of women and ethnic minorities entering the field. The IEEE accordingly makes every effort to include on its Boards and Committees, and on the Committees that select such individuals, women and minority members of the IEEE and resource persons where applicable.

#### **13.7 Nominations and Elections – Ballot Material**

- 1. Statements/Rebuttals.
  - A. Candidate Statements. Initial statements will be accepted by Corporate Activities from each candidate for elective office who submits a typed, double-spaced manuscript on or before the date

specified by the Board of Directors each year, provided that the manuscript contains no more than the specified number of words.

- B. Statements for Referendums. One statement will be accepted by Corporate Activities from the principal initiator of each referendum proposal that will appear on the current IEEE general election ballot, provided that the statement is typed, double-spaced, received on or before the specified date, and contains no more than the specified number of words. The statement must be accompanied by the exact text of the proposed amendment. Proposed amendments shall be published unless the President determines that it would be impractical to do so.

Comment by a responsible opponent to each proposed amendment that will appear on the ballot will be accepted by Corporate Activities, provided it meets the length requirements and is received by the specified date.

In the case of an amendment proposed by the IEEE Board of Directors, potential opponents are encouraged to agree on a principal spokesman who will forward a joint opposition statement to Corporate Activities. The individual chosen as principal spokesman will receive a copy of the Board of Directors' initial statement favoring the amendment and coordinate a joint rebuttal statement.

In the event that agreement cannot be reached among the opponents in choosing a principal spokesman, the IEEE will publish more than one opposition statement and rebuttal providing each represents a substantially different point of view, meets length requirements, and is received by the specified date. In cases of disagreement between the Corporate Activities staff and an opponent whose statement or rebuttal has been rejected because its content was deemed not to add something substantive to the debate, the President will decide whether or not to publish the submission.

In the case of a member-initiated amendment, the above rules apply with the addition that the Board may declare itself to be an opponent of the proposed amendment. It would then submit to Corporate Activities an opposition statement and subsequent rebuttal which would be published if each meets length requirements and is received by the specified date.

- C. Rebuttals. Initiators and opponents of amendment proposals may forego rebuttal.
- D. Content and Format. Statements received will be date stamped and reviewed by the staff. Statements may not include illustrations or tabular matter. If the staff believes there are erroneous or legally actionable statements in a candidate's statement, or determines that the word limit has been exceeded, it will notify the candidate immediately, so that the candidate can submit modifications within a period of 48 hours. If no

modifications are received, the statement will be referred to the President for adjudication. The President will decide whether or not to place the statement on the ballot, and in what form it shall be published in this case and in disagreements between the staff and the originator of a statement.

On acceptance of the candidates' statements, they will be distributed without possibility of further changes. With the exception of typographical errors, which the staff will correct, candidates' statements will be published verbatim, even when statements may contain errors in syntax.

E. Word Count. All statements from candidates, and from initiators and opponents of amendment proposals shall be written in standard English and must not exceed the maximum word length requirement. To determine number of words:

- precede IEEE by an article and count both as one word;
- count an acronym as one word;
- count a discrete alphanumeric as one word—for example, 21<sup>st</sup> in 21<sup>st</sup> Century counts as one word;
- titles and other properly hyphenated words shall be counted as one word.

The IEEE Executive Director or his/her designee is authorized to make final decisions on related questions.

Statements exceeding the maximum length shall be returned to authors for editing. Typed, edited copies will be mailed to those who submitted them for their comments. If the decision is to publish a statement in a form not satisfactory to the candidate or initiator, the candidate or initiator shall have the option of asking that no statement be published.

Statements by petition candidates and by referendum proposal initiators accepted by Corporate Activities will be placed on the ballot, together with other election statements, provided that the corresponding petitions have been validated. These statements will appear on the ballot without change. Statements received by staff after the statement deadline dates cannot be guaranteed placement on the ballot.

<u>Statement Lengths</u>	Initial	Rebuttal
Candidates for:		
IEEE President-Elect	250	
IEEE-SA President-Elect	200	
IEEE-USA President-Elect	200	
Vice President-Elect, Technical Activities	200	
Region Delegate/Director	175	
Division Delegate/Director	175	
Region Delegate-Elect/Director-Elect	175	
Division Delegate-Elect/Director-Elect	175	
Vice Chair	175	
Major Board Member(s)-at-Large	150	
Referendum Initiator's Statements	200	100
Referendum Opponent's Statements	200	100

2. Photographs; Biographies; IEEE Election Website.

Candidates shall submit to Corporate Activities, by the date specified, the following information:

- (a) A candidate photograph which shall have been made within two years of the mailing deadline of the election materials in which the photograph will appear, as attested to by the candidate (See also, IEEE Policy 13.3.A.). Photograph requirements shall be specified by the IEEE Tellers Committee.
- (b) A factual summary of past service to the IEEE.
- (c) A personal biography not to exceed 150 words, that rounds out the profile of the candidate's experience outside IEEE activities.
- (d) A factual summary of IEEE accomplishments not to exceed 200 words, that rounds out the candidate's IEEE volunteer work.

Copy will be edited by Corporate Activities staff and the candidate will have the opportunity to review the final copy before it is printed.

The IEEE shall maintain a public annual election website. The website shall be launched no later than fifteen (15) working days after materials are received from, the first (nominated or petition) candidate for an office which appears on the IEEE annual ballot, and all criteria have been met as required. (See also, IEEE Policy 13.7.1.E.) The website shall include information on both nominated and petition candidates, including potential petition candidates who are in the process of circulating petitions. The existence of the website shall be announced in several electronic mail and INSTITUTE announcements. The website shall allow eligible voting members to sign petitions either electronically or by printing petitions for mailing to IEEE headquarters.

3. Petitions and Signature Requirements.

A. General Petition Information.

In accordance with IEEE Bylaw I-307.9, individual voting members may propose, by petition, names to be added to the ballot for the offices that appear on the IEEE annual election ballot.

Individual voting members who wish to circulate a petition shall submit a petition draft to the Board of Directors no earlier than 1 May of the year preceding the election and no later than 15 April of the year of the election. The petition draft (whose text shall follow the text proposed in Section 13.7.3.B.) must be accompanied by a statement by the proposed candidate that he or she is willing to serve if elected.

IEEE staff shall advise the petitioner of any required changes in the petition's text. If there are disagreements between staff and the petitioner about revision requirements the President will adjudicate the disagreement. Once the petition's text is finalized, but not earlier than 15 May of the year preceding the election, the petitioner may circulate the petition and collect signatures.

The complete petition 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 15 June of the year of the election.

Corporate Activities staff shall provide to any petitioner, upon request, documentation on collection of petition signatures. The documentation shall include relevant IEEE Bylaws, Policies, and sample petition signature forms.

Verification that a petition has fulfilled the conditions of Bylaw I-307.9 and Policy 13.7 and that the petition candidate meets the qualifications of the office for which he or she is being nominated shall be confirmed by the Tellers Committee. Certification of the petition candidate by the Tellers Committee shall be made known to the Board of Directors promptly.

B. Petition Text for Candidates and Referendum Petitions.

A nominating petition shall, at the time it is signed by the petitioner, set forth the office, the term of the office (expressed in date form), and the name of the proposed candidate.

Following are examples of appropriate statements for petition candidates and petitions for Constitutional Amendments, respectively:

Endorsement for Candidate Petition:

I (We), the undersigned, petition to add (Name of Petition Candidate) to the (Year) IEEE annual election ballot for the position of (Position) for the term (Years). I (We) certify that to the best of my (our) knowledge, I (we) am (are) eligible to vote for this position in the next IEEE annual election.

Note: This petition is not being signed nor circulated any earlier than as specified in IEEE Policy 13.7 and will only be accepted if received by IEEE Headquarters by the date and time specified by the same policy. All members who

sign this petition must be voting members in good standing at the time their signatures are received by IEEE Headquarters.

Endorsement for Referendum Petition:

I (We), the undersigned, petition to add to the (Year) IEEE annual election ballot the following amendment to the IEEE Constitution: (Statement of Amendment).

C. Signature Requirements.

Signatures can be submitted electronically through the official IEEE annual election website, or by signing and mailing a paper petition. The name of each member signing the petition shall be clearly printed or typed. For identification purposes of signatures on paper petitions, Membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE annual election website or original signatures on paper petitions shall be accepted.

The number of signatures required on a petition shall depend on the number of eligible voters, as listed in the official IEEE membership records at the end of the year preceding the election.

Information on the exact number of signatures required for a specific petition may normally be obtained from IEEE Headquarters by 15 March of the year of the election. As signatures are obtained, they shall be submitted to the Corporate Activities Department, in advance of the deadline date for petitions, in order for staff to begin the verification process. A signature shall be considered valid if the signer is eligible to vote for the office sought by the proposed candidate at the time the signature is submitted to IEEE Headquarters. Otherwise, the signature shall be considered invalid.

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

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

## SECTION 14 – IEEE MAILING LISTS AND ROSTERS

### 14.1 Use and Control of IEEE Mailing Lists

IEEE membership mailing lists, whether obtained through IEEE Headquarters or through any IEEE organizational unit, may be used only in connection with normal IEEE sponsored activities and may be used only for such purposes as are permitted under the New York Not-For-Profit Corporation Law. They may not be used for electioneering in connection with any office within the IEEE, or for political purposes, or for commercial promotion, except as explicitly authorized hereunder. Any requests to Headquarters for a mailing list shall state the purpose for which the listing is to be used. A request for an exception to the above rule or for billing at member/in-house rates (except as provided in sections 14.1.I and 14.1.J) must be submitted to the IEEE Executive Director.

- A. IEEE membership lists may be assembled on a geographical basis (e.g. Sections or Regions), technical basis (e.g., Societies), or combinations of these two.
- B. The IEEE Executive Director shall be responsible for controlling the use of IEEE membership lists. The IEEE Executive Director may, by written memorandum, authorize one or more members of the IEEE Headquarters staff to act in his behalf, unless specifically excepted in the following paragraphs by the statement: "The IEEE Executive Director may not delegate this authority." Hereunder, when authorization is vested in the IEEE Executive Director, it is understood to include his deputies as specified above. Blanket approvals may be authorized for classes of repetitive requests.
- C. Lists prepared on cards or in strip list form may be requested by any elected or appointed officer of the IEEE or its subordinate units defined as Section, Chapter, Branch, Council, Region, Society, Committee of TAB, TAB, Publication Services and Products Board, Awards Board, or Standing Committees of the Board of Directors, provided:
  - 1) The list will be used only for specific administrative purposes of the IEEE or its subordinate units (including recruitment of members, Chapter organization, etc.);
  - 2) The IEEE Executive Director approves.
- D. Geographical lists, in label form, including geographical technical lists, may be requested by any elected or appointed officer having cognizance of the geographical area covered by the requested lists or by the IEEE Executive Director. The IEEE Executive Director shall verify the validity of the request before processing it.

Example: A Section Secretary may order any list or combination of lists involving only members of the Section. These lists may not subsequently be transferred to any outside organization (unless all provisions of the applicable policy on outside usage have been complied with fully, and only upon written approval of the IEEE Executive Director).
- E. Technical lists in label form may be either the specific lists of Society members or the more general lists based on the IEEE survey of interest:
  - 1) Each Society list may be used freely by that Society, for its own purposes, as the President or his designated alternate may request, except that a Society may not procure a list and subsequently transfer it to an outside organization for non-IEEE use (unless all the provisions of the applicable policy on outside usage have been complied with fully, and only upon written approval of the IEEE Executive Director).
  - 2) A Society list, or any part thereof, may be released to another entity only with the approval of the IEEE Executive Director.
  - 3) The portion of the IEEE Technical Interest Profile (T.I.P.) list that is directly related to the technical field of a Society may be utilized by the Society in accordance with Section E(1) above.
  - 4) Use of the IEEE T.I.P. list, other than as provided in Sections D and E(3), shall be administered by the IEEE Executive Director.
- F. The internal IEEE use of lists assembled on a basis other than geographical and/or technical shall be under the sole administrative control of the IEEE Executive Director. Example: A list assembled on the basis of grade of membership, or on the basis of service on particular committees, whether to be used for administrative or mailing purposes, shall require the approval of the IEEE Executive Director for its preparation and distribution.
- G. Any member may have his or her name removed from mailing lists provided in accordance with this Statement, upon notification addressed to the IEEE Executive Director.
- H. Nothing in this policy shall be construed as limiting the use of IEEE membership lists by the IEEE Headquarters staff in the fulfillment of approved staff housekeeping responsibilities for IEEE.
- I. Except as otherwise provided in this section 14.1, IEEE mailing lists and/or labels may be used for electioneering purposes. The request for a set of labels shall provide the following information:
  - 1) Name and address of the person mailing the material for which the labels are furnished;
  - 2) Source of funds to do the mailing;
  - 3) The mailer to include in the mailing the above information in items (1) and (2) and a statement to the effect that the material mailed does not necessarily reflect the opinion or position of the IEEE.

Any costs involved will be billed to the requester at the member/in-house rates if, and only if:

- a) Each list or set of labels will be requested personally by a candidate whose name will be printed on the ballot in accordance with the Constitution and Bylaws, and
  - b) The use of said list or set of labels shall be solely in connection with the candidacy of the individual requester.
- J. A list or set of labels may be obtained by any member for use solely in connection with a proposed amendment of the Constitution or any initiative statement to be printed on the ballot and voted on by the IEEE membership in accordance with the Constitution and Bylaws; the request for a list or set of labels shall specify the amendment or initiative that will be the only subject of material to be mailed, and shall also provide the three items of information specified in section 14.1.1. Any costs involved will be billed to the requesting member at the member/in-house rates.
- K. IEEE membership lists and/or labels shall be used only for those political purposes which will implement the objectives of the IEEE, as defined in the IEEE Constitution and Bylaws. For example, they may be used (a) to urge IEEE members to promote passage of local, state or national legislation, determined to be in the interest of the IEEE, its members and the public by IEEE-USA in the case of Regions 1-6, or the appropriate Regional Committee in all other Regions, or (b) to survey members of the IEEE concerning local, state or national issues under consideration by a legislature. They may not be used in connection with (1) legislation which, in the judgment of IEEE-USA for Regions 1-6 or the Regional Committee in the other Regions, is not germane to or within the sphere of interest of IEEE, or (2) fund-raising activities on behalf of candidates for office in local, state and national elections.

IEEE membership lists and/or labels may be used by IEEE or any unit to distribute materials prepared by it which are consistent with the foregoing guidelines and which have been approved as to form and content by the IEEE Executive Director. They may be sold in connection with the distribution of materials prepared by others which are consistent with the foregoing guidelines and which have been approved as to form and content by the IEEE Executive Director, provided that (a) if a survey is conducted other than under the auspices of IEEE, agreement has been obtained for IEEE to receive copies of the results of such survey with permission to publish same, and (b) labels and/or membership lists are made available for sale to others on a nondiscriminatory basis (for example, if they are made available for sale to one candidate for an elective office for survey purposes, they must be made available for sale to all requesting candidates for that office for survey purposes).

#### **14.2 IEEE Membership Lists Requested by Outside Organizations**

- A. IEEE membership lists may be assembled on a geographical basis (e.g., Sections or Regions), technical basis (e.g., Societies), or combinations of these two.

- B. The entire IEEE membership list in any form may be released to an outside entity only with the specific approval of the IEEE Executive Director. The IEEE Executive Director shall report any such release to the IEEE Board of Directors.
- C. Requests for labels by tax-exempt institutions and organizations, as defined in Sections 501 of the 1954 IRS Code, may be honored, provided:
  - 1) The requesting entity shall have pledged that the list will be used only for mailing purposes (defined as per their request) and that procedures satisfactory to the IEEE Executive Director will safeguard the sanctity of the list. When feasible, mailings shall be handled through the facilities at IEEE Headquarters.
  - 2) Responsible IEEE officers or staff shall review each case and recommend approval to the IEEE Executive Director.
  - 3) The rate charged to outside organizations shall be established by the IEEE Executive Director.
- D. Requests by institutions and organizations other than those specified in Section C above shall be referred to the IEEE Executive Director.
- E. If IEEE is a co-sponsor of an activity with outside nonprofit organizations, lists in support of that activity may be obtained by the IEEE co-sponsoring organizational unit in accordance with Policy Statement 14.1. The rate shall be that charged outside nonprofit organizations unless the IEEE co-sponsor negotiates a lower rate, which in no case may be less than the internal rate applicable in 14.1 above. If any organizational unit cooperates in an activity sponsored by an outside nonprofit organization, paragraph 14.2.C shall apply and the statement of cooperation shall be deemed to have fulfilled the requirements of subparagraph 14.2.C.2.

#### **14.3 Use of IEEE Mailing Lists for Educational Purposes**

IEEE mailing lists can be made available to educational institutions for purposes consistent with the aims of IEEE. Lists will be released only with the approval of appropriate authorities, as follows: in the case of a Society mailing list, upon the recommendation of the Society President or the IEEE Executive Director; a Section mailing list, upon recommendation of the Section Chair or the IEEE Executive Director; a Region mailing list, upon the recommendation of the Regional Director or the IEEE Executive Director. Rates are established by the IEEE Executive Director.

#### **14.4 Non-Members on Section Mailing Lists**

On the recommendation of the Section Chair, the Chair of the Section Membership Development Committee (in those Sections in which one exists), or the Section officer assigned the responsibility for membership promotion, the name of a non-IEEE member may be added to the mailing list to receive notices of Section activities. The name shall be added initially for a period of six months, with provision for

one extension of an additional six months period of time. If the individual has not applied for membership by the end of this one year period, his/her name shall be removed from the mailing list with the provision that it not be added as a nonmember for the next three years. In addition to those non-IEEE members who receive Section notices in accordance with the foregoing paragraph, on the recommendation of the Section Chair and the approval of the Regional Director, there may also be included individuals whose positions in the community make it desirable for them to be kept informed of IEEE activities. The Section Chair should report annually to the Regional Director concerning names on the Section mailing list which are in this category, and in the process of adding new names, as well as in the annual reporting, a brief statement should be provided justifying the inclusion of each name.

#### **14.5 Commercial Use of IEEE Mailing Lists**

The IEEE advertising sales program may include the rental of lists for commercial purposes under terms and at rates established by the IEEE Executive Director. Approvals for Society lists and/or geographical lists shall be handled in accordance with Statement 14.1.

#### **14.6 Section Rosters with Company Affiliations**

A Section is authorized to print a roster of its membership including the members' company affiliations and to accept advertising in the roster. The publication shall not be undertaken without the approval of the Section membership through a suitable voting process and the approval of the membership shall be reaffirmed annually. The decisions concerning the format of the roster and pricing considerations shall be the responsibility of the Section Executive Committee. Such Section rosters should not be issued more than once a year.

#### **14.7 Telemarketing**

1. Telemarketing efforts by IEEE vendors to IEEE members require the approval of the IEEE Executive Director. Any such request shall be for the purpose of promoting IEEE-produced or contracted products and services only and shall clearly specify the benefit to IEEE of the telemarketing campaign.
2. Telemarketing efforts shall be authorized on a case-by-case basis. Each approval shall take into consideration the impact on a member of more than a minimum number of telemarketing contacts and must provide some explicit means of eliminating from any campaign those members who have requested not to be contacted.
3. Authorization for telemarketing by IEEE vendors shall be provided to such vendor in writing.

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## SECTION 15 – IEEE POSITION PAPERS, ORGANIZATIONAL UNIT POSITION STATEMENTS, AND TESTIMONY BEFORE GOVERNMENT BODIES

### 15.1 Objectives

The IEEE recognizes the need for public statements on topics within the scope and purposes of IEEE. Such statements and papers can provide timely information to the public, media, public agencies, and IEEE members.

Such statements and papers can be developed and used primarily by an individual IEEE organizational unit, under the title of "Organizational Unit Position Statement," or they may be developed with a broader IEEE-wide base in mind under the title of "IEEE Position Paper."

Individual IEEE members are encouraged to participate actively in the discussion of such issues and are, of course, free to express their personal views, clearly identified as such, in any appropriate public forum. When presenting views publicly that purport to represent specific segments of the IEEE or the IEEE as a whole, the procedures outlined in this section should be followed to obtain approved positions upon which such views can be based.

These procedures establish a framework that will enhance and support the objectives of the IEEE by allowing expression of views that represent, on a case-by-case basis, as large a fraction of the membership as possible. It is not intended to preclude expression of opposing or differing views by IEEE organizational units. However, recognizing that IEEE objectives are best pursued when concerted, consensus positions can be articulated, organizational units are encouraged to seek common ground for expression of their views by submitting proposed organizational unit position statements for approval at the highest level within the IEEE appropriate to the issues involved and their position within the IEEE.

In the special case of formal testimony presented to government bodies, covered in Section 15.8, it is the policy of IEEE to speak with a single voice, since conflicting or opposing views delivered on behalf of different IEEE organizational units can be harmful to the image of the IEEE and confusing to the recipient of such statements. Therefore, in the case of testimony, these procedures are intended to establish central coordinating points for clearance of the statements and a method for reacting quickly in order to respond to government needs on a timely basis. Where resolution of possible conflicting views cannot be obtained, it should normally be the practice for an IEEE organizational unit to decline to deliver testimony rather than have divergent or contradictory views presented.

Where it is apparent that a significant number of members hold a minority, but deeply felt, view on an issue, this fact should be recognized and taken into account in developing positions or testimony. The determination of "significant number" and "deeply felt" in such cases is not quantified in this policy statement.

### 15.2 Definitions of Terms

The following definitions of terms are provided:

- A. An IEEE Organizational Unit is a formally constituted body within IEEE. An organizational unit has a formally adopted and approved Charter and/or scope and has a formal place within the hierarchical structure of IEEE. It is understood that the word "organizational unit" as used in these guidelines will be replaced by the actual name of the organizational unit in the actual position document developed.
- B. Organizational Unit Position Statement - A document, issued in the name of an organizational unit, developed to express an opinion by an IEEE organizational unit on a specific topic. This document should be subjected to a review procedure by the organizational unit in accordance with Sections 15.3 and 15.4.
- C. IEEE Position Paper - A document, issued in the name of the transnational, multidisciplinary IEEE, developed to express a formal opinion on a specific topic. This document shall be subjected to a formal review and approval process in accordance with Sections 15.5 and 15.6.

### 15.3 Preparation of Organizational Unit Position Statements

An Organizational Unit Position Statement may be prepared and issued by any organizational unit of the IEEE provided that:

- A. The subject of the Organizational Unit Position Statement lies within the purposes of the IEEE as set forth in the IEEE Constitution, Bylaws, or Policies.
- B. The subject of the Organizational Unit Position Statement lies within the approved scope of the organizational unit developing and issuing the Organizational Unit Position Statement.
- C. The issuing organizational unit specifies the need for and the intended use of a particular Organizational Unit Position Statement.
- D. The identity of the organizational unit issuing the statement is clearly specified in the text of the statement and the statement is signed and dated by the highest officer of that organizational unit or, in the case of his unavailability, by a responsible officer acting in his name.
- E. The organizational unit shall send a copy of the Organizational Unit Position Statement to the IEEE Executive Director, upon issuance, where a consolidated listing of all such statements will be maintained.
- F. When the Organizational Unit Position Statement has been approved and issued, it (or a suitable summary) should be published in the issuing organizational unit's

newsletter or other publication reaching the members of that organizational unit, and be given such other circulation within the IEEE as may be appropriate, including, specifically, the public information officers of the IEEE.

#### **15.4 Procedure for Approval of an Organizational Unit Position Statement**

An Organizational Unit Position Statement may be issued when either of the following two conditions is met:

- A. The Organizational Unit Position Statement has been approved by a majority vote of that organizational unit at a meeting at which business may be conducted.
- B. The Organizational Unit Position Statement has been approved by a two-thirds vote of the AdCom, OpCom, or other formally constituted management group of the organizational unit.

#### **15.5 Preparation of an IEEE Position Paper**

A draft IEEE Position Paper may be originated provided that:

- A. The subject of the IEEE Position Paper lies within the purposes of the IEEE as set forth in the IEEE Constitution, Bylaws, or Policies.
- B. The subject of the IEEE Position Paper lies within the approved scope of the organizational unit developing the IEEE Position Paper.
- C. The developing organizational unit specifies the need for and the intended use of a particular IEEE Position Paper, and follows the procedures set forth in these guidelines.
- D. The paper has been approved by majority vote of the IEEE Major Board of which the organizational unit is a part. This Board becomes the originating Board and is responsible for carrying out the procedures outlined in Section 15.6.

#### **15.6 Procedure for Approval of an IEEE Position Paper**

- A. The completed IEEE Position Paper and a one-page Position Digest are to be sent by the originating Board to the Chairs of the other IEEE Major Boards, with notification that it is intended that the Position Paper be considered by the Board of Directors. A Board desiring to review the paper should so indicate.
- B. For each Board expressing a desire to review the proposed IEEE Position Paper, the paper must be approved by a majority vote of the Board or by a two-thirds vote of its formally constituted management group.
- C. Failure to approve a proposed IEEE Position Paper by any major interested Board should be accompanied by a statement to the originating Board explaining the basis for such rejection and, if possible, recommended

changes that would make the Position Paper acceptable.

- D. Upon approval by the major interested Boards, the paper shall be brought to the Board of Directors. A majority vote is required for final approval.
- E. A copy of every approved IEEE Position Paper and a consolidated listing of such Position Papers shall be maintained in the office of the IEEE Executive Director.
- F. When an IEEE Position Paper is approved and issued, it (or a suitable summary) shall be published in an IEEE-wide publication. (Should the originating organizational unit have a newsletter or other publication, it is recommended that the IEEE Position Paper also be published therein.) A listing of extant IEEE Position Papers shall be published periodically in an IEEE-wide publication.

#### **15.7 Periodic Review**

All Organizational Unit Position Statements and IEEE Position Papers shall be reviewed by the issuing organizational unit for current applicability at intervals of no longer than five years. Extension or interpretations may result from such reviews, as well as withdrawals.

#### **15.8 Testimony Before Government Bodies**

- A. When issues of interest to the IEEE are considered by government bodies, the concerned IEEE organizational units whose charters encompass the issues are encouraged to develop formal testimony. When an IEEE Position Paper is available on the issue, this document should form the basis for such testimony. When such a position has not been previously developed, the person(s) preparing the testimony should derive material for the testimony from concerned organizational units within the IEEE as much as possible. Any existing Organizational Unit Position Statements shall be considered in the preparation of the testimony. Such testimony should be sponsored by the Committee, Task Force, or Society responsible for the matters covered, if such exists. The proposed testimony should clearly identify the organizational unit whose position the testimony represents.
- B. For testimony before United States government bodies, the copy must be reviewed and approved by the Chair of the IEEE-USA (or his/her IEEE-USA member designate) and one Delegate/Director member of IEEE-USA, selected on the basis of the relevance of his/her background or current responsibility to the issues being considered. If the testimony involves matters specifically within the purview of MGAB, TAB, PSPB, or Standards, the testimony shall also be subject to review and approval by the Chair of the appropriate Board or, at his/her direction, other members of the Board, whose scopes cover the technical areas involved. In the event the IEEE-USA Chair shall fail to approve a testimony, the said testimony with the Chair's written comments shall be referred to an Ad Hoc Committee, composed of an equal number of volunteers appointed from IEEE-USA OpCom and the management body of the organizational unit preparing that testimony, for a

telephone conference, discussion and resolution of the matter in a speedy manner. The IEEE Washington office will keep a record of all testimony, written and oral, that is submitted to United States government bodies.

- C. None of the procedures required in paragraphs A and B above shall be interpreted to be required for the normal private working interactions between TAB bodies and related government groups on purely technical matters or similar interactions between bodies of the Standards Board and related government groups on the development of Standards.
- D. For testimony before government bodies, other than the U.S. Government, the highest ranking volunteer (or his/her designate) for the geographic organizational unit encompassing that government's jurisdiction, along with one other volunteer officer from that geographic organizational unit, should review and approve the testimony. If the testimony involves a field of technology, then an additional IEEE volunteer, who shall be a designated representative of that field of technology, shall review the testimony for its technical content. Such technical representative shall be designated by the Vice President - Technical Activities.

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## **SECTION 16 – APPLICATIONS FOR MEMBERSHIP, BILLING AND RENEWALS**

### **16.1 New Applicants Schedule**

An applicant for IEEE membership shall pay annual dues, and any assessments, with the application submitted. Sponsors of membership applications are encouraged to make such payments when practical to avoid a delay in effective membership as defined in Bylaw I-106.4. Should an application fail, the sum remitted with the application shall be refunded in full.

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

If payment is received in the period 16 August to 31 December, inclusive, membership shall continue until 31 December of the following year.

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

If payment is received in the period 1 March to 15 August, inclusive, the dues and assessment, if any, payable shall be one-half of the annual dues and assessment, if any, and membership shall continue until 31 December of the current year.

### **16.2 Exchange Membership**

Admission to 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.

### **16.3 Dues - Membership Categories: Reduced; Waived**

1. **Retired Members - Dues Reduced.** A retired member, not gainfully employed and not qualifying for Life Member status, on attaining the age of 62 years may apply for a 50% reduction in dues and assessments. An individual who qualifies for the IEEE Retired Member category may continue any and all Society memberships held for not less than the five prior years, upon payment of the fees for publication options established for Student Members.
2. **Exceptional Circumstances - Dues Waived.** 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 shall apply to Society dues, and the continuity of membership during the waiver period shall apply to the Society memberships held at the beginning of that period.
3. **Unemployed Members - Dues Reduced.** A 50% reduction in membership dues, Society dues, other

subscriptions and assessments shall be granted to a member or applicant who informs the IEEE Headquarters office that he/she: (1) has become involuntarily unemployed and is seeking reemployment, or (2) has become voluntarily unemployed for reasons of raising children. A statement of continued unemployment shall be provided with each annual dues payment. In the case of voluntary unemployment, the provisions of this Bylaw shall not exceed four years. The reduced payments may not be made in installments.

4. **Minimum Income - Reduced Dues.** A 50% reduction in all applicable IEEE dues and assessments is granted to a member or to an applicant for membership above the grade of Student, who submits satisfactory evidence annually to IEEE Headquarters that the member's annual income for the prior year did not exceed the minimum income level. Minimum income special consideration is not applicable in combination with any other special dues program.
5. **Minimum Income.** The minimum income level shall be 100 times the amount of the basic IEEE dues. Such payment may not be made in installments. A member who qualifies under this Policy may join one Society upon payment of one-half the established dues for that Society and may also subscribe to those periodical subscriptions offered through that society at one-half of the regular rates.

Additional memberships in other Societies and periodical subscriptions shall be at the regular rates. For purposes of this Bylaw, "annual income" shall mean a member's gross, unadjusted income including all benefits and services from any source, as distinguished from taxable income.

6. **Permanently Disabled Member - Dues Waived.** The IEEE membership dues and assessments, if any, shall be waived for those members who become permanently disabled. "Permanent disability" shall mean a medically determinable physical or mental impairment which (i) renders the individual incapable of performing any substantial gainful employment, (ii) can be expected to be of long-continued and indefinite duration or result in death, and (iii) is evidenced by a certification to this effect by a doctor of medicine approved by the IEEE Executive Director. The IEEE Executive Director shall determine the date on which the permanent disability shall have occurred if such determination is necessary.
7. **Electronic Membership.** Electronic Membership shall be offered to those members of Associate, Member, Senior Member or Fellow grade who reside in countries with gross domestic product per capita (GDP/Capita) equivalent to USD15,000 or less, based on the most recent three-year average GDP/Capita as published by the United Nations Secretariat and International Labor Relations on 31 December of the prior year. The GDP/Capita base equivalent of USD15,000 shall be adjusted annually beginning in 2012 to reflect the change in the three-year average of the minimum for each year of the following consumer price indices of the

Advanced Economies, the World, the U.S., and the Emerging and Developing Economies as published by the International Monetary Fund from such average in the preceding year. All fractional amounts shall be rounded to the nearest whole dollar.

Members who qualify and select Electronic Membership shall be provided digital copies of or electronic access to all the offerings and products provided to full dues paying members, with the exception of the IEEE annual election materials which shall be provided in paper.

The IEEE dues for members who qualify and select Electronic Membership shall be fifty dollars (USD 50.00). Using that amount as a base, Electronic Membership dues shall be adjusted annually beginning in 2012 to reflect the change in the three-year average of the minimum for each year of the following consumer price indices of the Advanced Economies, the World, the U.S., and the Emerging and Developing Economies as published by the International Monetary Fund from such average in the preceding year. All fractional amounts shall be rounded to the nearest whole dollar. The IEEE dues for members who qualify and select Electronic Membership shall not be subject to any further reduction or waiver.

#### **16.4 Advance Payment Dues**

Any full-dues paying member above Graduate Student Member grade may elect to pay IEEE dues, assessments, and Society dues in advance at the annual rate in effect at the time of payment. The years for which dues and fees have been paid in advance shall be immediately credited to the record of the member in determining his/her eligibility to the designation of Life Member as provided in Bylaw I-102.2. No refund will be made of dues or fees paid in advance.

#### **16.5 Membership Billing, Termination, and Reinstatement**

1. Membership Dues Period - Billing Cycle. In accordance with IEEE Bylaw I-108.4, the membership year shall be 1 January through 31 December. A bill covering dues, applicable assessments, and fees shall be mailed to every member not later than the beginning of the membership year. Such bills shall be mailed to the member's last known address on record at the IEEE.
2. Reinstatement of Membership. To reinstate membership, an individual whose membership has been terminated due to the failure to meet the monetary obligations required for membership shall apply for reinstatement and meet the obligations of membership as defined in the IEEE Bylaws. Membership may be reinstated with no loss of continuity of membership upon payment of all dues and applicable assessments covering the period in which membership had been terminated. Membership may be reinstated without continuity of membership upon payment of dues and applicable assessments for the then current membership year. Upon reinstatement of membership, a member shall be entitled to all the rights, privileges, and services and publications associated with his/her grade from and after the date of reinstatement.
3. Periodicals Resumption. Upon reinstatement of membership a member shall be restored to the publication mailing list and receive all issues of IEEE publications to which he/she is entitled from and after the date of reinstatement. Publications that he/she would normally have received had his/her membership status been continuous shall be considered forfeited. However, upon written request these will be supplied if available.