

## COMPARATIVE DOCUMENT

### JANUARY 2015 CONSTITUTION WITH MAY 2019 CHANGES

# Institute of Electrical and Electronics Engineers Circuits and Systems Society Constitution

Revised May 2019

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## **CONSTITUTION FOR THE IEEE CIRCUITS AND SYSTEMS SOCIETY**

### **ARTICLE I - Name and Objectives**

#### **Section 1. Name**

The name of the organization constituted herein shall be the IEEE Circuits and Systems Society of the Institute of Electrical and Electronics Engineers, Inc.

#### **Section 2. Purposes**

The purposes of the Society are scientific, literary and educational in character, directed toward the advancement of the theory and practice of electrical, electronics, and allied branches of engineering or the related arts and science, in order to increase the professional standing of the Members and Affiliates. All such goals must be in consonance with the Constitution, Bylaws, and Statements of Policy of the IEEE, and with special attention to such aims within the Field of Interest of the Society as are herein after defined.

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## Section 3. Information Exchange

The Society shall aid in promoting close cooperation and exchange of technical information among its Members and Affiliates, and as means to these ends shall hold public meetings for the reading and discussion of periodical and special works of literature, science and art pertaining thereto, the initiation and development of engineering standards, and any other activities necessary, suitable and proper for the fulfillment of these objectives. Through its Committees the Society shall study and provide for the needs of its Members and Affiliates.

## ARTICLE II - Field of Interest

### Section 1. Field of Interest

The theory, analysis, design (computer aided design), and practical implementation of circuits, and the application of circuit theoretic techniques to systems and to signal processing. The coverage of this field includes the spectrum of activities from, and including, basic scientific theory to industrial applications.

Amendments to the Field of Interest must be approved by TAB, according to the process specified in the TAB Operations Manual.

## ARTICLE III - Membership

### Section 1. Full Members

The membership of this Society shall be limited to Members of the IEEE of any grade, including Students, Honorary, Life or Retired Members, who have a professional interest in any phase of the Field of Interest of the Society.

### Section 2. Affiliates

The society will accept Affiliates in accordance with IEEE Bylaws, or Statement of Policy, subject to any additional limitations imposed by the Society Bylaws.

## ARTICLE IV - Management and Election of Governors and Officers

### Section 1. Governors and Officers

The Society shall be managed and directed by a Board of Governors, which shall be responsible for all operations of the Society and shall be the final authority for all Society actions. The Board of Governors shall consist of fifteen members who are elected from the membership at large ~~with at least one member being elected each year from the Young Professional (YP) members~~ **(Members at large), two additional members, who are appointed by the President, in consultation with the President-Elect and the Past President and with consent from the Board of Governors**, and the members of the Executive Committee, as detailed in the Bylaws. The members of the Executive Committee will be known as Officers of the Society.

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## Section 2. Elections

Election of the Officers and Members at large of the Board of Governors shall be by a method detailed in the Bylaws, which method shall include a provision for nominations by petition of Society Members who are not Officers or Members at large of the Board of Governors. To be eligible an election candidate must have been a Society member in good standing for at least 2 years prior to the election.

## Section 3. Terms of Officers

The President shall serve as an officer for six years: the first two years as President-Elect, the third and fourth year as president, and the fifth and sixth year as Past President. The Past President may again be elected to the presidency following a lapse of two years after serving as Past President).

The other officers are elected for two-year terms. They may run for re-election to an office that they held only one term, such that they can serve a maximum of two consecutive full terms. Eligibility for that office is restored after a lapse of two years from that office. Filling an unexpired term for more than six months shall count as a full term. An officer may run for election to a different office without carrying the term limitation from the existing office. An officer cannot hold two offices concurrently, nor can an officer position be combined with a position as elected member of the Board of Governors. When a BoG member is elected to a new office, his/her term of office for the existing position either as officer or as elected BoG member expires automatically on the first day, he/she takes the new office.

## Section 4. Terms of Board of Governors Members

The terms of office of the fifteen elected Members of the Board of Governors shall be three years, with five of the ~~Members, four elected from the membership at large and one from the Young Professionals (YP) members,~~ to be elected each year. The elected members are not permitted more than two consecutive full terms, ~~unless otherwise provided in the Bylaws, but~~ **and** eligibility is restored after a lapse of three years, **unless otherwise provided in the Bylaws.** The limitation on term of office specifically does not apply to Officer Members of the Board of Governors. **The terms of office of the two Members appointed by the President shall be one year, with reappointment possible for a maximum of three times, eligibility is restored after a lapse of one year.** ~~A YP member may complete his/her three year term of office representing other YP members, even though he/she is no longer a YP member at some time after assuming office.~~

## Section 5. Missing Meetings

In order to ensure a continuously active Board of Governors, elected Members who miss three consecutive meetings of the Board of Governors will be dropped from Membership, in the absence of extenuating circumstances. Such circumstances shall be determined by the President, with the consent of the remaining Members of the Board of Governors. Any vacancies caused by this process shall be filled in accord with Articles V, Section 9 of this Constitution.

# ARTICLE V - Powers, Privileges, and Duties

## Section 1. Members

It shall be the duty of each Member of the Society to vote on matters that are submitted to the membership in a referendum. Each Member shall keep the Board of Governors informed concerning his views and may attend any meeting of the Board of Governors. He/she shall be allowed the floor at any meeting but may not make motions, vote, or preside.

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## Section 2. Officers

The duties and responsibilities of the Officers and Members of the Board of Governors shall be defined hereunder and, in the Bylaws, and as further delineated by the Board of Governors.

## Section 3. Regular Meetings

The President, under the direction of the Board of Governors, shall call all regular and special meetings of the Board of Governors, the Executive Committee, general meetings of the Society, and the Annual Meeting of the Society, and shall preside at all such meetings. The Annual Meeting shall be the first Board of Governors meeting that is minimally held each year. He/she shall coordinate and supervise all activities of the Society and have such other powers and perform such other duties as may be provided in the Society Bylaws, or as may be delegated to him/her by vote of the Society Board of Governors. It shall be the duty of the President to see that the order and resolutions of the Society Board of Governors, the IEEE Technical Activities Board, the IEEE Executive Committee and IEEE Board of Directors are carried out. The President shall be an ex officio member of all standing, Technical and Special Committees of the Society except the Nominations Committee. **The President shall have no vote on the Board of Governors except if the vote is by secret ballot or unless the President's vote can change the outcome of the vote.** ~~He/she may vote in the Board of Governors if necessary to break a tie, and may vote during the election of officers.~~

The President is a member of the Technical Activities Board and, when notified of a meeting of said Board, shall insure representation of the Society at meetings of this Board in accordance with the process for alternates outlined in the TAB Operations Manual.

## Section 4. President-Elect

The President-Elect shall assume the duties and have the powers, privileges, and responsibilities of the President during the latter's absence.

Other duties may be assigned to the President-Elect in the Bylaws.

## Section 5. VP - Financial Activities

The VP Financial Activities shall perform the functions of Secretary and Treasurer. He/she shall be responsible for all reports, petitions, and records concerning the Society. He/she shall be responsible for taking and keeping true and faithful minutes of all meetings of the Board of Governors and general meetings of the Society and shall make such reports of activities as may be required by the Board of Governors, the IEEE Technical Activities Board or the IEEE Executive Committee. He/she shall be responsible for sending out notices according to instructions of the Board of Governors or required by the Society Constitution or Bylaws. He/she shall keep file copies of all meeting notices, minutes of meetings, letters and bulletins sent and received for at least seven years, except for those which may be specifically assigned to the custody of others. He/she shall send current archival copies to the IEEE Headquarters for storage.

The Administrative Vice President shall prepare and propose a budget for approval by the Board of Governors and shall monitor expenditures to verify that they are in accord with the approved budget. He/she shall prepare financial reports as requested by the President and the Board of Governors.

## Section 6. Other Vice Presidents

The duties of the other Vice Presidents are delineated in the Bylaws.

## Section 7. Past President

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The duties of the Past President shall include those of all other voting Members of the Board of Governors. Additional duties may be assigned in the Bylaws.

## **Section 8. Board of Governors**

The duties of the Board of Governors shall be to represent the interests of members of the Society. The Board of Governors shall approve the annual budget and authorize the expenditure of funds for the Society. The Board of Governors shall approve amendments to the Constitution and make changes to the Bylaws as stipulated herein Article XI.

## **Section 9. Vacancies**

### ***Section 9.1: President***

Should the office of the President become vacant due to resignation, death or long-term incapacitation, the Past President shall assume the office of President if the vacancy occurs in the first year of the presidency and shall serve until the end of that first year. The President-Elect will assume the office on January 1 of the second year, or immediately should the vacancy occur in the second year of the presidency. In the event that the President-Elect or the Past President assumes the office of President, the respective officer shall serve both positions until the next officer elections but shall have only one vote in any matter.

### ***Section 9.2: Past President***

Should the office of Past President become vacant due to resignation, death or long-term incapacitation, the most recent of the three Past-Past President available and willing to accept the position shall assume the office of Past President. If no Past President is available or willing to serve, the Board of Governors shall appoint one of their Elected Members to serve as Past President. Such service shall not affect their membership on the Board of Governors except as to having only one vote on all matters.

### ***Section 9.3: President-Elect***

Should the office of President-Elect become vacant due to resignation, death or long-term incapacitation, the Board of Governors shall call for a new election. The Nominations Committee shall provide a new slate of candidates within 20 days of the call, the ballot shall be distributed within 10 days after the slate is presented, and the voting shall conclude 21 days after the ballot is distributed.

### ***Section 9.4: Other Officers***

Vacancies in all other offices shall be filled by appointment by the President, **with consent from the Board of Governors**. The appointee shall serve until either the next regular election for that office, if that election is within six months of the office becoming vacant, or until a special election is held to fill the position. If a special election is required, the Nominations Committee shall produce a new list of candidates for the office within 30 days of the office becoming vacant.

## **Section 10. Bursar**

The Society may utilize the services of IEEE Headquarters as bursar for all or part of the Society funds, as provided by the IEEE Bylaws and Statements of Policy. If any part of the Society funds is received and deposited separately, the terms and conditions shall be in accord with IEEE policies and subject to the provisions of the Society Bylaws and to any special limitations imposed by the Board of Governors.

Conferences or Symposia jointly sponsored with other technical societies are excluded from the above provisions when a Constitution for the meeting has been approved by the Board of Governors and the IEEE.

Returns from investment of Society funds shall be credited to the Society. Disbursements shall be made on the signature or instructions of the VP Financial Activities Vice President. If the VP - Financial Activities is disabled or unable to serve, the President may make disbursements during the incapacity.

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## **Section 11. Start of office**

The newly elected Officers and elected members of the Board of Governors shall assume office on January 1 of the year immediately following their election or as soon thereafter as practicable. They shall continue in office until new Officers or elected BoG members have been duly elected and have taken office.

## **Section 12. Chapters**

A Chapter in a Section may be formed and operated on any plan not inconsistent with the powers of the Board of Governors of this Society. A Chapter may assist the Board of Governors of this Society in the management of a meeting, conference, lecture series, symposium, or convention promoted by the Society in a Section. The Chapter may promote meetings of the Section in the Field of Interest of this Society, under the supervision and control of the Officers of the Section in which the Chapter is located.

## **Section 13. Standing and Other Committees**

With the exception of the Nominations Committee, the President shall appoint the Chair and Members of each of the Standing Committee provided by the Bylaws and the Society representatives to societies, councils and boards as soon as expedient after assuming office. The Chair and Members of the Nominations Committee shall be determined as provided for in the Bylaws.

Special or ad hoc Committees may be established, and Officers and Members appointed by the President. Technical Committees may be established as needed to develop standards or other specific areas of interest, and as listed in the Bylaws.

Members appointed to committees and similar posts shall serve till the end of the term of the President who appointed them but shall serve until their successors are appointed or the Committee is dissolved, except where other terms are specifically designated by the Board of Governors.

## **Section 14. Monies**

Monies held by or for the Society legally belong to the IEEE, and such monies shall not be expended for activities prohibited by the Bylaws of the Institute, the Constitution and Bylaws of the Society, by regulations published in the IEEE Technical Activities Board Manual, or any other purposes known to be inimical to the interests of IEEE.

## **Section 15. Debts**

No Officer of the Society, Member of the Board of Governors, or other representative shall have the authority to contract debts for, pledge the credit of, or in any way bind the IEEE for any amount in excess of the funds allocated to the Society in a budget previously authorized by the Board of Governors.

## **Section 16. Payments**

No Officer of the Society or Member of the Board of Governors shall receive, directly or indirectly, any salary, traveling expenses, compensation, or emolument from the Society as an Officer or in any other capacity unless authorized by the Board of Governors or by the Bylaws for the Society.

# **ARTICLE VI - Financial Support**

## **Section 1. Membership Dues**

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The Society shall collect from its Members and Affiliates annual dues, in accordance with the Bylaws and applicable Statements of Policy. The amount of the dues shall be determined each year by the Board of Governors, as specified in the Bylaws.

## **Section 2. Registration Fees**

The Society may make registration charges at its Society meetings, conferences, lecture series, discussion groups, symposia, or conventions. The registration fee for non-members shall be higher than for IEEE Members and Society Affiliates.

## **Section 3. Other Revenues**

The Society may raise revenues by other means, provided such means do not encroach on revenue fields of prior established Councils, Societies, Groups or Sections.

Any new revenue means not explicitly covered by IEEE Statements of Policy must be approved by the IEEE before being adopted by the Society.

# **ARTICLE VII – Meetings**

## **Section 1. Meeting Approvals**

The Society may hold technical meetings, conferences, lecture series, symposia, or conventions either alone or in cooperation with Sectional, Regional, or Major Convention Committees of the IEEE, or other technical organizations, but the approval of IEEE Headquarters must be obtained in advance in order to prevent conflicts of dates or subject matter. The Society shall sponsor at least one technical conference of international scope each year.

## **Section 2. Open Technical Meetings**

Meetings, conferences, lecture series, discussion groups, symposia, or conventions of the Society shall be open on an equal basis to all members of the IEEE, regardless of grade, and to Society or Group Affiliates upon payment of the appropriate registration fee, if any. Such activities shall not be held at a time or place which will conflict with a sectional, regional, or international meeting, conference, lecture series, symposium, or convention without approval of the IEEE.

## **Section 3. Board of Governors Meetings**

Meetings of the Board of Governors shall be held at such times as are found necessary or convenient. Meetings of the Board of Governors may be called by the President of the Society at his/her own discretion, or upon request of at least one third of the members of the Board of Governors. The time, place and agenda shall be announced to all voting and ex officio Members of the Board of Governors and to all Society Members by email at least twenty days in advance of the meeting, or by first-class mail to the address of record at least 25 days in advance of the meeting.

## **Section 4. At Least One Meeting**

The Board of Governors shall have at least one meeting per year called in accordance with Section 3 above.

## **Section 5. Quorum**

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A majority of the voting members of the Board of Governors or any committee thereof shall constitute a quorum.

## **Section 6. Equal Votes**

All Officers, Board of Governors Members and Committee Members shall have an equal vote, except as otherwise provided in the Constitution or Bylaws. Individuals holding more than one position on the Board of Governors or any committee thereof, shall be limited to one vote on each matter being considered by the Board of Governors or committee. The presiding officer at all Board of Governors, Executive Committee, and other committee meetings shall have no vote at those meetings unless the vote is by secret ballot or the presiding officer's vote can change the outcome of the vote, in particular to break any tie. All Officers of committees and subcommittees, and Chapter Chairs, unless elected as Officers or to the Board of Governors or as the SSCS Representative, shall be ex officio non-voting members of the Board of Governors. Individuals holding more than one position on the BoG or any committee thereof, shall be limited to one vote on each matter being considered by the BoG or committee.

## **Section 7. Majority**

A majority of the legal votes cast by those Officers and Members of the Board of Governors attending a meeting shall be necessary in the conduct of its business, except as otherwise provided in this Constitution or the Bylaws.

## **Section 8. Board of Governors Business**

Business of the Board of Governors may be conducted electronically by correspondence, telephone, teleconferencing, or fax, where, in the opinion of the President, a motion is of sufficient urgency to require action prior to the next BoG meeting. Procedures for electronic voting are prescribed in the Bylaws.

## **Section 9. Proxy Votes**

For all actions of the Board of Governors and its Committees, proxy voting is not allowed.

# **ARTICLE VIII – Publications**

## **Section 1. Programs**

Publication of programs, notices and the like may be made entirely or partly in the IEEE Spectrum, Society Transactions, convention and conference records, or the Society Magazine, subject to IEEE policies and to any further guidance or controls prescribed by the Board of Governors or its duly appointed committees.

## **Section 2. Transactions**

The Society may undertake, alone or jointly with others, the publication of one or more Transactions or other journals, as approved by the IEEE Executive Committee. Selection of the published material shall be in accordance with the objectives and policies of IEEE and the Society. The direct and indirect support of such publications shall be divided between the Society and IEEE, as prescribed by applicable rules and regulations, and in accordance with IEEE procedures.

## **Section 3. Appointment of Editors**

The President, in consultation with the EiC Selection Committee, shall appoint such Editors-in-Chief as may be required to implement the publication program. The duties of an Editor-in-Chief, and support for

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his/her operation, if any, shall be as prescribed in the Bylaws. Every Editor-in-Chief must have been a Society member in good standing for at least 2 years prior to the appointment. The editorial term of Editors-in-Chief is two years and can be renewed once without lapse.

## **ARTICLE IX – Referendum**

### **Section 1. Referendum**

A referendum may be initiated by the Board of Governors or by a petition to the President by at least two percent of the Society Membership. More than one question may be included on any ballot.

## **ARTICLE X – Recall of Governors, Officers, or Other Volunteers**

### **Section 1. Initiation of a Recall Action**

A member of the Board of Governors, an Officer of the Society, or any volunteer holding a position within the Society may be brought before the Board of Governors for consideration of removal from office according to the process described in the Society Bylaws. ~~The matter of removing the person from office shall be duly and carefully considered by the Board of Governors in a regularly scheduled or special meeting either in person or electronically. Upon receipt of a petition by not less than five (5) of the elected members of the Board of Governors or upon a majority recommendation of the members of the Executive Committee, or upon receipt of a petition signed by two percent of the Members of the Society, the Society President, or Past President if the President is the subject of the recall, shall issue a call for a meeting of the Board of Governors where such meeting shall be for the special purpose of considering and voting upon the recommended removal from office or position. The call for the meeting must be issued electronically not less than twenty days before the date set, or sent by first class mail to the address of record no later than twenty five days prior to the meeting. Notice of such proposed action shall be given to the delinquent Officer, Member of the Board of Governors, or Society volunteer by email at least twenty days before the Board of Governors meeting at which his/her position shall be discussed, or sent by first class mail to the address of record no later than twenty five days prior to the meeting.~~

### **Section 2. Removal**

An affirmative vote of two thirds of the possible votes of the full membership of the Board of Governors shall be necessary to declare an Officer, elected member of the Board of Governors, or other Society volunteer removed from office. The vacant position thus created shall be filled in accordance with the other provisions of this Constitution or the Society's Bylaws.

## **ARTICLE XI – Grievances**

### **Section 1. Submitting Grievances**

Members of the Society who fail to obtain relief from their grievances by action of the Officers and Board of Governors may submit a written grievance to the Grievance Board of the Society, according to the procedure specified in the Bylaws. If they still fail to obtain the desired relief from the Grievance Board, they may submit a written grievance to the Chair of the IEEE Technical Activities Board. In all cases, a written grievance shall state the nature of the problem and the relief requested.

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## **ARTICLE XII – Amendments**

### **Section 1. Constitution**

Amendments to this Constitution may be initiated by petition submitted to the President by twenty-five members of the Society, or by action of the Board of Governors. Two thirds of the votes legally cast by the Board of Governors shall be required for approval of any change. The change shall then be submitted to the Vice President of the IEEE Technical Activities Board for approval.

After such approval, the proposed amendment shall be publicized by direct mailing to the membership, with notice that it goes into effect unless two percent of the Society Members object in writing within thirty days. If this number of objections is received, a copy of the proposed amendment shall be mailed with a ballot to all Members of the Society at least thirty days before the date appointed for return of the ballots, and the ballots shall carry a statement of the time limit for their return to the IEEE office. When a mail vote of the entire Society Membership is made necessary, approval of the amendment by at least two thirds of the ballots legally cast shall be necessary for its enactment.

### **Section 2. Bylaws**

Bylaws to this Constitution may be adopted or changed by two thirds vote legally cast by the Board of Governors present at a regular or special meeting, provided that notice of the proposed new Bylaw or Amendment has been mailed to each Officer and member of the Board of Governors at least twenty days prior to such meeting. The change shall then be submitted to the Vice President of the IEEE Technical Activities Board for approval. **Amendments to the Bylaws will be advertised to the Society Membership by use of the Society Website.**

### **Section 3. Precedence**

The Constitution, Bylaws and Statements of Policy of the IEEE shall at all times take precedence over those of the Society.

### **Section 4. Date of Effectiveness**

All amendments to the Constitution and Bylaws shall become effective as soon after the affirmative vote as all approvals required by IEEE policies have been obtained, unless a later date has been specified at the time the vote is taken.