

Institute of Electrical and Electronics Engineers Circuits and Systems Society Bylaws

Revised May 2015

Table of Contents

BYLAW I	Rules of Order
Section 1	Rules of Order
BYLAW II	Officers and Their Duties
Section 1	President
Section 2	Vice President – Financial Activities
Section 3	Vice President – Technical Activities
Section 4	Vice President – Conferences
Section 5	Vice President – Publications
Section 6	Vice President – Regional Activities and Membership
BYLAW III	Nominations, Elections, and Special Representation
Section 1	Nominations Committee
Section 1.1	Chair and Members
Section 1.2	Nomination Restrictions
Section 2	Principle of Efficiency
Section 3	Election of Members of the Board of Governors
Section 3.1	Call for Nominations
Section 3.2	Other Calls
Section 3.3	Election Ballots
Section 4	Officer Elections
Section 4.1	Call for Nominations
Section 4.2	Other Calls
Section 4.3	Nomination by Petition
Section 4.4	Additional Nominations
Section 4.5	Ineligible Names
Section 4.6	Submission of Nominations to IEEE
Section 4.7	Ballots
Section 4.8	Election Results
Section 4.9	Replacement Procedures
Section 5	Special Representation of the Solid-State Circuits Society
BYLAW IV	Membership and Society Affiliates
Section 1	Full Members
Section 2	Other Members
Section 3	Affiliate Members
BYLAW V	Administrative Organization
Section 1	Executive Committee
Section 2	Activity Divisions
Section 3	Technical Activities Division
Section 4	Conference Division
Section 5	Publications Division
Section 6	Regional Activities and Membership Division
Section 7	Financial Activities Division

BYLAW VI	Committee Term of Office and Activities
Section 1	Term Limit
Section 2	Awards Committee
Section 3	Constitution and Bylaws Committee
Section 4	Fellows Committee
Section 5	WiCAS-YP Steering Committee
Section 6	Editor-in-Chief Selection Committee
Section 7	Editorial Board
Section 8	Conference Organizing Committees
Section 9	Technical Committees
Section 10	Long-term Strategy Committee
Section 11	Budget Committee
Section 12	Grievance Board

BYLAW VII	Finances and Conflict of Interest
Section 1	Annual Membership Fee
Section 2	Conference Registration Fee
Section 3	Budget Submission by Vice President - Financial Activities
Section 4	Conference Accounts
Section 5	Safeguarding of Society Funds
Section 6	Conflict of Interest

BYLAW VIII	Meetings and Electronic Voting
Section 1	Meeting Notification
Section 2	Roll Call
Section 3	Written Record
Section 4	Cancellations
Section 5	Society Meetings
Section 6	Notice of Society Meetings
Section 7	Voting by Electronic Means
Section 8	Executive Sessions

BYLAW IX	Recall of Governors, Officers, or Other Volunteers
Section 1	Initiation of an Action
Section 2	Procedure
Section 3	Recall Meeting of the Board of Governors

BYLAWS FOR THE IEEE CIRCUITS AND SYSTEMS SOCIETY

These Bylaws provide detailed guidance for the supervision and management of the Society affairs, in accordance with the Society Constitution. Amendments or additions may be made by means of the procedures described in the Constitution.

BYLAW I - Rules of Order

Section 1. Rules of Order

In all matters not covered by the Constitution, Bylaws, and Policies and Procedures, the Society shall be governed by Roberts Rules of Order, Newly Revised.

BYLAW II - Officers and Their Duties

Section 1. President

The individual elected President of the Society shall, during the first and second year following election (President Elect), chair the Long Term Strategy Committee as described in Bylaw VI Section 10. During the third and fourth year (President) his/her duties are specified by the Constitution. During the fifth and sixth year, when serving as Past President, he/she shall coordinate the work of the following committees: Nominations, Prize Papers, Awards, and Constitution and Bylaws.

Section 2. Vice President – Financial Activities

There shall be a Vice President - Financial Activities, who shall oversee the financial and other administrative duties, including those of a society secretary and a society treasurer, as described in Bylaw V Section 7.

Section 3. Vice President – Technical Activities

There shall be a Vice President - Technical Activities, who shall chair the Technical Activities Division as described in Bylaw V Section 3.

Section 4. Vice President – Conferences

There shall be a Vice President - Conferences, who shall chair the Conference Activities Division, as described in Bylaw V Section 4.

Section 5. Vice President – Publications

There shall be a Vice President - Publications, who shall chair the Publications Activities Division as described in Bylaw V Section 5.

Section 6. Vice President – Regional Activities and Membership

There shall be a Vice President - Regional Activities and Membership, who shall supervise the regional activities and membership of the Society and chair the Regional Activities and Membership Division as described in Bylaw V Section 6. He/She shall encourage Society activities and membership development in all Regions. In addition to Chapter activities and regional conferences, the Vice President Regional Activities and Membership shall be on the planning committees for all Society flagship conferences in the different Regions.

BYLAW III – Nominations, Elections, and Special Representation

Section 1. Nominations Committee

Section 1.1 Chair and Members

Immediately following the beginning of each year, the Past President shall become the Chair of the Nominations Committee. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the Nominations Committee available shall be the Chair of the Nominations Committee. With extenuating circumstances, a different individual may be appointed to this position. The Nominations Committee shall consist of a Chair and three more members of the Society. At least two of the three members shall not be members of the Board of Governors. The ExCom members (Officers in this text) may not serve as members on the Nominations Committee, or be members ex officio. The President and Nominations Committee Chair will prepare a slate of member appointments

that must be approved by the Board of Governors. The President will fill member vacancies with the approval of the Board of Governors.

Section 1.2 Nomination Restrictions

The Chair of the Nominations Committee shall not be eligible for nomination or election to the Board of Governors during their term of service as Chair. A member of the Nominations Committee may be nominated and run for a position for which such member's respective Nominations Committee is responsible for making nominations only on the following conditions: (i) the nomination is not made by a member of the same Nominations Committee and (ii) the member resigns from the Nominations Committee prior to its first meeting of the year in which the nomination shall be made.

Section 2. Principle of Efficiency

The Nominations Committee shall be guided in its selections by principle of efficiency, geographical distribution, and technical interests.

Section 3. Election of Members of the Board of Governors

Section 3.1 Call for Nominations

The Chair of the Nominations Committee shall cause a call for nominations for members of the Board of Governors to be published and distributed to the entire Society membership, on or before April 15 of each year. The call must carry with it a statement setting a time limit and the specific number of signatures required for submission of nomination petitions to the Society. A nomination by petition from the Society membership must be generated electronically using the IEEE Society Petition Website and contain the authenticated electronic signatures of at least 2% of the number of eligible voters, or 2% of the Society membership (whichever is larger), as listed in the official IEEE membership records, at the end of the year preceding the election, excluding Students and Affiliates. The petitioner shall determine that the nominee is willing to serve and submit evidence of such with the petition. The time limit for completion of the petition shall be June 15, after which, no additional endorsements will be allowed. The reception of any such valid petition shall automatically place that nominee on the slate, provided he/she is an IEEE and Society Member in good standing for at least 2 years and meets all other requirements of the Constitution and these Bylaws.

Section 3.2 Other Calls

Recommendations for all nominees shall also be solicited by a letter from the Chair of the Nominations Committee to the Chairs of all Chapters, Standing and Technical Committees of the Society. Chapter Chairs shall be asked specifically to nominate individuals to represent the interest of Chapters.

Section 3.3 Election Ballots

On or before July 7, the final slate of nominations to the Board of Governors shall be prepared by the Nominations Committee and sent to the CASS Executive Office for the preparation of a ballot. The ballot shall provide the opportunity to vote for write-in candidates for the Board of Governors.

The Nominations Committee shall nominate at least eleven (11) individuals from the Society members at large, excluding students and affiliates, to fill member-at-large seats on the Board of Governors. The Nominations Committee shall also nominate at least three (3) individuals from the Society members who qualify for the IEEE Young Professionals Program (YP) to fill a YP seat on the Board of Governors. A nominee for a YP member seat on the Board of Governors must be a YP member at the time he/she would take office in order to be eligible to run for election or for re-election. The Nominations Committee shall also nominate at least two (2) individuals from the Society members whose primary affiliation is in Industry who qualify to fill an Industry Member seat on the Board of Governors. To be eligible to run for election or for re-election, nominees for an Industry member seat on the Board of Governors must be Industry members at the time they take office. Each nominee shall be consulted prior to the nomination to see if he/she will serve. If any nominee declines the nomination, his/her name shall be withdrawn. In

case one of the members of the Board of Governors, whose term is ending by December 31 of the election year, is the only member from Region 1-7, Region 8, Region 9 or Region 10 having a seat in the Board of Governors, the Nominations Committee shall make sure that the final election slate contains at least three candidates from each of the above Regions for which the condition is satisfied.

A notice shall be sent to each member of the Society on or before August 7, with a description of the process for casting ballots using the electronic voting website. Those members eligible to vote but who do not have registered email addresses will be provided paper ballots. Members may request paper ballots if they prefer. Only votes cast on the election website or ballots received on or before October 7 will be counted. The Society Executive Office shall transmit the results of the election to the President and Vice President - Financial Activities of the Society prior to the date of the annual autumn meeting of the Board of Governors or no later than November 1.

The five candidates receiving the largest number of votes shall be selected. If no YP and Industry candidates are among the five receiving the largest number of votes, the candidates from the YP and Industry seat nominations receiving the largest number of votes shall be selected. Otherwise, the candidates receiving the fourth and fifth largest number of votes shall be selected. Any ties shall be broken by the Board of Governors in a run-off election with the candidates having equal number of votes and following the procedures of Officer elections. If an elected member fails to accept office, or disapproval is received from IEEE Headquarters, the candidate receiving the next highest number of votes will be selected.

Considering the composition of the resulting Board of Governors when these five selected candidates would replace the members completing their term in the Board of Governors, the following algorithm is applied to guarantee that at least one seat in the Board of Governors is occupied by at least one elected Society member from each of Region 1-7, Region 8, Region 9 and Region 10. If either Region 1-7, Region 8, Region 9 and Region 10 would have no elected member in the resulting Board of Governors, then the candidate from that Region with the largest number of votes in the election results, if any, will replace the candidate with the lowest number of votes on the list of selected candidates, without violating the rule that at least one member in the list must be a YP candidate and one member must be an Industry candidate. Once this procedure is completed, the candidates present in the resulting list are declared elected.

The list of candidates and votes shall be maintained to fill vacancies that may occur during the year following the elections, by taking replacement candidates from this list in order of received number of election votes, without looking in this case at the regional representation, YP representation or Industry representation rule until the next elections. If all vacancies cannot be filled in this manner, the Board of Governors may make contingent elections.

The President shall submit the names of such elected members to the Chairman of the IEEE Technical Activities Board. Unless disapproval of such elected members is received within sixty days of such transmittal, the election becomes final.

Section 4. Officer Elections

Section 4.1 Call for Nominations

The Chair of the Nominations Committee shall cause a call for nominations of Officers of the Society to be published and distributed to the entire Society membership, on or before June 1 of each year. The call must carry with it a statement setting September 1 as the deadline for the submission of nominations and the specific number of signatures required for submission of nomination petitions to the Society.

Each nominee shall be consulted prior to the nomination to see if he/she will serve, if elected. If a nominee declines the nomination, his/her name shall be withdrawn.

Section 4.2 Other Calls

Nomination recommendations for all nominees shall also be solicited by a letter from the Chair of the Nominations Committee to the Officers and the members of the Board of Governors, Chairs of all Chapters, Standing and Technical Committees of the Society.

Section 4.3 Nomination by Petition

For each elective office of the Society, individual voting members eligible to vote in such election may nominate candidates either by a written petition or by majority vote of the Nominations committee, 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 in accordance with IEEE Bylaws 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. Signatures can be submitted electronically through the official IEEE society annual election website, or by signing and mailing a paper petition. The name of each member signing the paper 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 society annual elections website or original signatures on paper petitions shall be accepted. Facsimiles, or other copies of the original signature, shall not be accepted.

The number of signatures required on a petition shall depend on the number of eligible society voters, as listed in the official IEEE membership records at the end of the year preceding the election.

Section 4.4 Additional Nominations

If declinations are received after the nominations for officers have been made, but before ballots have been mailed, the President of the Society may make additional nominations.

Section 4.5 Ineligible Names

A nominee for Officer or Member of the Board of Governors must be a Full Member in good standing of CASS for two years immediately prior to being nominated. The names of any nominees for Officers or Members of the Board of Governors who are not eligible under the Constitution or Bylaws shall be withdrawn by the President of the Society.

Section 4.6 Submission of Nominations to IEEE

The Chairman of the Nominations Committee shall submit nominations for Officers to the IEEE TAB office prior to October 1.

Section 4.7 Ballots

The Society Officers shall be elected by the Board of Governors. During the year in which the term expires for the currently serving officer, the following officers shall be elected to begin serving their two-year term the following year: Vice President-Technical Activities, Vice President-Conferences, Vice President-Regional Activities and Membership, Vice President-Financial Activities, and Vice President-Publications. The President-Elect shall also be elected to begin serving the two year term the following year. A ballot shall be prepared including the names submitted by the Nominations Committee. An email ballot shall be submitted to the Board of Governors before or on October 1. Any Board of Governors member may request a paper ballot, and a paper ballot shall be automatically sent to any Board of Governors member who does not have an email address registered with IEEE. The ballot shall provide the opportunity to vote for write-in candidates for each office on the ballot. The email ballot shall provide

instructions for casting votes electronically. Only votes cast electronically or paper ballots returned on or before October 15 will be counted. For each office, if no candidate receives a majority, then a run-off ballot will be prepared and submitted to the Members of the Board of Governors by October 25. This ballot will contain only the names of the two highest candidates for each office wherein a majority was not received by one candidate. No write-ins are allowed on this ballot. The ballot shall be returned by November 15. If an elected officer fails to accept office or a disapproval is received from IEEE because there has been some irregularity in the nomination and election procedures or the elected individual has failed to maintain IEEE membership or Society membership, then an approval/disapproval ballot should be sent to the Board of Governors for ratification of the next highest candidate for that office from the previous ballot. If the Board of Governors should disapprove or if the disqualified candidate is the only candidate for that office, then the Nominations Committee should draw up a new slate for that office. Another election for this office will then be conducted by the process described above or at a duly constituted meeting of the Board of Governors. If the election is not held at a duly constituted meeting of the Board of Governors, the slate of candidates shall be presented by November 20, the ballot presented by December 10, and the voting concluded by January 5.

Section 4.8 Election Results

The President of the Society shall inform the successful candidate of their election and shall arrange for the transfer of responsibility. The names of such elected members shall be published to the Society membership and reported to the TAB Secretary.

Section 4.9 Replacement Procedures

If a Vice President position becomes vacant before the end of the term of office, the remainder of the term of office will be filled by a newly elected candidate. If the candidate receiving the second largest number of votes in the last held elections for that position is still prepared to take this position, an approval/disapproval ballot shall be sent to the Board of Governors. If the Board of Governors disapproves, or a disapproval is received from IEEE Headquarters, or the candidate is no longer willing to serve, or there were multiple candidates with the same second largest number of votes, then the Nominations Committee shall create a new slate for that office according to the Bylaws, with a minimum period of one month for the call for nominations. The ballot may then be submitted by mail or other electronic means or at a duly constituted meeting of the Board of Governors.

If the President-Elect position becomes vacant, new elections shall always be held according to the Bylaws, with a minimum period of one month for the call for nominations. If the Past President position becomes vacant, then the remainder term of office will be completed by the previous Past President.

Section 5. Special Representation of the Solid-State Circuits Society

The IEEE Circuits and Systems (CAS) Society and the IEEE Solid-State Circuits (SSC) Society have agreed to fully interact and cooperate for their mutual and individual benefit. The CAS Society will appoint a representative to the Administrative Committee (AdCom) of the SSC Society who will serve a two-year term as a voting member of this committee. In turn, the CAS Society will accept a representative from the SSC Society to serve a two-year term as a voting member at its Board of Governors (BoG) meetings. The SSCS representative votes on all matters at the CASS BoG with the exceptions of the elections and amendments to the CASS Constitution, Bylaws, and Policies & Procedures.

BYLAW IV - Membership and Society Affiliates

Section 1. Full Members

There shall be only one grade of Society membership, and it shall be available to all IEEE members, based upon the payment of the annual fee prescribed in Bylaw VII, Section 1.

Section 2. Other Members

A reduction of the annual fee may be made for those classes of Members prescribed by IEEE Statements of Policy.

Section 3. Affiliate Members

Any member in good standing of an organization recognized for affiliate purposes by specific action of the Board of Governors of the Society, and by the IEEE Executive Committee, is eligible to become a Society Affiliate upon payment of the prescribed Affiliate's assessment, provided he/she shall not have been an IEEE member during the five years previous to his Affiliate applications. Affiliates may join in accordance with any other provision that may be incorporated in IEEE Statements of Policy.

BYLAW V - Administrative Organization

Section 1. Executive Committee

An Executive Committee, chaired by the President, is concerned with the day-to-day affairs of the Society. Particular duties are:

1. Development of the Annual Report
2. Development of the Annual Budget and tracking of finances
3. Development of the Agenda for Board of Governors meeting
4. Review of the operations of the Divisions
5. Strategic planning
6. Review of the compliance of all CASS committees to the proper procedures

In addition to the President, the Executive Committee members are:

- President-Elect
- Past President
- Vice President – Financial Activities
- Vice President – Technical Activities
- Vice President – Conferences
- Vice President – Publications
- Vice President – Regional Activities and Membership

Section 2. Activity Divisions

Every year the 15 members of the BoG elected at large are assigned to one of the five CASS Activities Divisions:

- Technical Activities Division
- Conference Division
- Publications Division
- Regional Activities and Membership Division
- Financial Activities Division

These Activities Divisions discuss and prepare motions for approval by the Board of Governors within the scope of their activity domain. The budgetary envelope for the activities and proposals of each Division are approved by the Board of Governors as part of its annual budget process.

Section 3. Technical Activities Division

A Technical Activities Division, chaired by the Vice President Technical Activities, is concerned with the technical affairs of the Society, such as workshops, tutorials, conference special sessions and coordination of the activities of the Technical Committees. Particular duties are:

1. Prepare the Division annual budget submission for approval.
2. Coordination with the Vice President – Conferences and approval of proposals for workshops and tutorials requiring Society financial or technical sponsorship, except for those that are primarily regional in character.
3. Creation and elimination of Technical Committees and Coordination of their activities.
4. Technology forecasting review of emerging areas within the scope of the Society.
5. Relations with other IEEE Societies whose interests overlap those of this Society.
6. Appointment of an IEEE Standards Board Liaison, who shall encourage the Technical Committees to participate in standards activities.
7. Maintenance of Technical Activities web page
8. Arrange and Chair periodic reviews of the Technical Committees.

In addition to the Vice President Technical Activities, the division members are three BoG members, appointed by the President from among the BoG members elected at large, and the President. The Chairs of the Technical Committees and the Standards Board Liaison are members without vote.

Section 4. Conference Division

A Conference Division, chaired by the Vice President - Conferences, is concerned with the international conferences sponsored by the Society. Particular duties are:

1. Prepare the Division annual budget submission for approval, and make projections on future conference budgets.
2. Periodic review of the activities of the Conference Committees of current and future Society sponsored and co-sponsored conferences.
3. Approval of proposals for future sites for the International Symposium on Circuits and Systems.
4. Approval of other conferences requesting Society sponsorship or co-sponsorship.
5. Coordination of International Conferences.
6. Appointment of the general Chair for each Society sponsored international conference and the primary Society representative on co-sponsored conference committees.
7. Maintenance of Conferences web page

In addition to the Vice President - Conferences, the division members are three BoG members, appointed by the President from among the BoG members elected at large, and the President. The general Chairs of the International Symposium on Circuits and Systems (ISCAS) and other international conferences sponsored or co-sponsored by the Society are members without vote.

Section 5. Publications Division

A Publications Division, chaired by the Vice President - Publications, is concerned with the publications activities of the Society. Particular duties are:

1. Prepare the Division annual budget submission for approval.
2. Establishment of publication policies for all Society sponsored transactions.
3. Approval of Special Issues of Transactions and joint issues with other IEEE publications.
4. Appointment of Editorial Boards, apart from the editors who are appointed by the President, of all transactions.
5. Approval of IEEE press publications sponsored by the Society.
6. Establishment of policy vis-a-vis Society participation in the Division I Magazine.
7. Coordination of the activities of the committees of co-sponsored publications.
8. Maintenance of Publications web page

In addition to the Vice President - Publications, the division members are three BoG members, appointed by the President from among the BoG members elected at large, and the President. The Editors of the Society sponsored Transactions and the Editors-in-Chief of the CAS Magazine and the CAS Newsletter are members without vote.

Section 6. Regional Activities and Membership Division

A Regional Activities and Membership Division, chaired by the Vice President - Regional Activities and Membership, is concerned with local affairs of the Society in all regions. Particular duties are:

1. Prepare the Division annual budget submission for approval.
2. Membership development.
3. Chapter activities and development.
4. USAB-MGA-EAB Liaison.
5. Coordination of Education Committee activities including the Short Courses Program and the Distinguished Lecturer Program.
6. Coordination with the Vice President – Conferences for approving of Regional conference and workshop proposals requesting Society sponsorship.
7. Maintenance of Regional Activities and Membership web page

In addition to the Vice President - Regional Activities and Membership, four BoG members, appointed by the President from among the BoG members elected at large and satisfying the criteria that one is from Region 1-7, one from Region 8, one from Region 9 and one from Region 10, and the President. All Chapter Chairs are members without a vote.

Section 7. Financial Activities Division

A Financial Activities Division, chaired by the Vice President Financial Activities is concerned with the financial affairs of the Society. Particular duties include:

1. Annual budget preparation
2. Management of actual financials
3. Surplus spending allocations
4. Outreach Initiative allocations
5. Maintenance of Financial Activities web page

BYLAW VI - Committee Term of Office and Activities

Section 1. Term Limit

The term of office of the Chairs of Standing Committees is limited to two years. An individual will not be considered for appointment as Chair of a Standing Committee until after the lapse of at least two years since completion of his/her office in the same capacity.

Section 2. Awards Committee

Awards, as authorized by the Board of Governors with the approval of the TAB Awards and Recognition Committee, shall be given by the Society. The awards shall be recommended by the Awards Committee, which comprises the Chairs of all Award Subcommittees, is appointed by the President and chaired by the Past President who coordinates all awards activities. Should the Past President be unable or unwilling to serve, the President shall appoint the Chair. The committee shall solicit nominations throughout the society for the awards, screen candidates, and recommend awards to the Board of Governors. Where appropriate, the committee should also recommend candidates for Medals, Awards, and other recognitions within the IEEE. When there is more than one qualified person in a given nomination period, the award may be given to more than one recipient. Alternately, if there are no qualified candidates, an award

need not be given in that year. A recipient of an individual CASS award must be a CASS member in good standing. The following awards subcommittees shall be appointed by the President:

1. Mac Van Valkenburg Awards Subcommittee
2. Charles A. Desoer Technical Achievement Awards Subcommittee
3. John Choma Education Awards Subcommittee
4. Best Paper Awards Subcommittee
5. Meritorious Service Awards Subcommittee
6. Industrial Pioneer Awards Subcommittee
7. Regional Chapter and Chapter-of-the-Year Awards Subcommittee
8. Vitold Belevitch Circuits and Systems Awards Subcommittee

The Chair or members of any Awards Committee or Subcommittee administering an award cannot serve as nominators or references and shall be ineligible as candidates for this award. Likewise, members of the Board of Governors and Officers of the Executive Committee shall not be eligible to receive these awards. The Editor-in-Chief of a given Transactions is not eligible for a best paper award in the same Transactions during his/her term. However, after presentation of a compelling argument to the BoG, the BoG may confirm awards to one or more of these individuals by a two-thirds majority vote. The candidates for the award shall not be present during such deliberations, and if they are members of the BoG or of the Executive Committee, they shall not vote on the motion.

Section 3. Constitution and Bylaws Committee

The Constitution and Bylaws Committee, appointed by the President shall:

- a) Maintain up-to-date copies of the Constitution and Bylaws and make them available at each meeting of the Board of Governors.
- b) Ascertain that the Constitution and Bylaws are not in conflict with any requirements or rules of IEEE Headquarters.
- c) Recommend changes in the Constitution and Bylaws as necessary to conform to the developments of the Circuits and Systems Society, its Board of Governors, and its membership and mode of operation.
- d) The Chair of the Constitution and Bylaws committee shall serve as parliamentarian and consultant on procedural matters at meetings of the Board of Governors.

Section 4. Fellows Committee

The Fellows Committee shall review Fellow nominees on behalf of the Society for the IEEE Fellows Committee. The President will appoint a Committee Chair who has close experience with Society governance and matters. The President appoints the members of the Fellows Committee. All members of this Committee, including the Chair, must be Fellows of the IEEE and members of the Circuits and Systems Society in good standing for at least the previous two years.

Section 5. WiCAS-YP Steering Committee

The WiCAS-YP Steering Committee shall be responsible for facilitating the development of programs and activities that:

- promote the entry into and the retention of women and underrepresented groups in the CAS Society;
- promote the transition of students into early stage professionals in the CAS Society;
- enhance the career advancement of women, underrepresented groups, and early career CASS members;
- promote CASS membership and retention of women members, members from underrepresented groups, and early career professionals.

The President will appoint a Committee Chair, Co-Chair, and members consisting the Vice-President Regional Activities and Membership, Representatives on the Board of Governors, and four more members appointed by the President in consultation with the Chair. All CASS members are eligible to be members of the WiCAS-YP committee.

Section 6. Editor-in-Chief Selection Committee

The Editor-in-Chief (EiC) Selection Committee is a Standing Committee chaired by the Vice President-Publications and consisting of the President, the Vice-President Publications, the Vice President-Technical Activities and two more members appointed by the President in consultation with the Vice President-Publications and Vice President - Technical Activities. Its task is to issue an open call for nominations of new Editors and Deputy Editors-in-Chief of the Society periodicals before May 1 in the last year of the current editorial term, to organize a selection process and to propose candidate Editors and Deputy Editors-in-Chief to be appointed for the next 2-year editorial term. The appointments need to be made before September 1, to permit orderly and smooth transitions to the new Editors and Deputy Editors-in-Chief.

Section 7. Editorial Board

For each Transaction authorized by the Board of Governors, the Editor-in-Chief, Deputy Editor-in-Chief, and the Associate Editors, shall form an Editorial Board. Each Editorial Board shall solicit or otherwise obtain appropriate papers and review and edit same for their respective Transactions according to policies set by the Publications Division. The Transactions shall be published with the assistance of the IEEE Publications Staff. Each Editorial Board shall present a page and dollar budget proposal to the Publications Division, annually.

Section 8. Conference Organizing Committees

For each conference authorized by the Conference Division, the General Chair appointed for that conference shall establish a committee and subcommittees to plan and manage the affairs of that conference. The Committee may establish a separate bank account subject to the regulations of the IEEE for such accounts. The Committee shall arrange for the publication of conference proceedings in accordance with the policies of the IEEE Publications Board and the TAB Publications Committee.

Section 9. Technical Committees

For technical areas within the field of interest of the Society, the Technical Activities Division may establish Technical Committees. Each committee shall prepare a charter and the committee becomes formal when the charter is approved by the Technical Activities Division. Committees may organize workshops, special sessions at conferences, tutorial programs and other activities that advance the state of knowledge and educate the Society and general IEEE membership in their respective areas. The Technical Activities Division may budget for the activities of the Technical Committees. The Society's Technical Committees will be reviewed periodically.

Section 10. Long-term Strategy Committee

The long-term plans and prospects of the Society shall be studied by a Long-Term Strategy Committee that is appointed by the President with the advice of the Vice President Technical Activities. The Committee is chaired by the President Elect, or by an individual appointed by the President as specified in Article V Section 13 of the Constitution. This standing committee shall report at every meeting of the Board of Governors.

Section 11. Budget Committee

The budget and financial plans of the Society shall be studied by a Budget Committee, which consists of the President, the Past President, the President-Elect, the Vice President - Financial Activities, and the members of the Financial Activities Division.

Section 12. Grievance Board

When a member of the CAS society has a grievance against the Society or any of its volunteer members holding an active position such as elected BoG member, ExCom member, Editor in Chief or Associate Editor, Technical

Committee Chair, Chapter Chair, or member of an appointed committee, the grievance should be sent to one of the members of the CASS Grievance Board with a copy to the President of CASS. The Grievance Board consists of the last three past CASS Presidents before the current Past President and is chaired by the Past President before the current Past President. With the agreement of all parties involved, the Grievance Board can be augmented as needed in order to add members who are subject matter experts in the topic of the grievance and/or who have had prior mediation experience. Additional individuals can be added for other relevant reasons depending on the circumstances. All members of the Grievance Board should be non-conflicted, having no prior involvement in the grievance situation. The grievance should clearly specify the issue with facts, names and dates. The President will confirm receipt of the grievance and will interact with the CASS Grievance Board in order to resolve it in a period of 2 months. In case the President is involved in the grievance, his/her role in the grievance resolution is assumed by the Past President. In case both the President and the Past President are involved, the CASS Grievance Board will handle it on their own. The Grievance Board shall initially ascertain if the subject of the grievance can be resolved through mediation. If the answer is affirmative, one or more members of the Grievance Board will meet (via conference calls or other electronic means) with the parties in a mutually agreed upon manner to resolve the conflict. The work of the Grievance Board shall remain confidential throughout the entire mediation process. At the conclusion of the mediation, the Grievance Board shall send a confidential report to the President and the parties. In case the grievance has not been resolved within 2 months, it can be filed to a higher level in IEEE according to the procedure in the IEEE Constitution. A report on any unresolved grievance shall be submitted to the IEEE Ethics and Member Conduct Committee (EMCC). The subject of the grievance, the people making the grievance, and members of the Grievance Board shall remain confidential, except that it shall be made available if requested by IEEE.

BYLAW VII - Finances and Conflict of Interest

Section 1. Annual Membership Fee

On or before July 1 of each year, the annual fee for the Society Members and Affiliates shall be set by the Board of Governors for the next calendar year.

Section 2. Conference Registration Fee

Registration fees may be charged at special Society meetings, conferences, lecture series, symposia, and conventions.

Section 3. Budget Submission by Vice President – Financial Activities

Prior to the meeting of the Board of Governors in which the annual budget is to be approved, the Vice President – Financial Activities shall provide guidance to all Division Chairs, who shall submit to the President and the Vice President- Financial Activities of the Society a proposed budget for the ensuing year. The Vice President – Financial Activities shall present the proposed budget to the Board of Governors for approval. When approved by the Board of Governors, this budget shall become binding upon the Society until such time as it may be changed by the Board of Governors. This budget will constitute authorization to the Vice President – Financial Activities to disburse the funds in amounts not to exceed any budget item.

The Vice President – Financial Activities shall be responsible for forwarding to IEEE Headquarters the approved budget and IEEE Headquarters will be thereby authorized to disburse the funds in accordance with these instructions from the Vice President - Financial Activities. The Vice President-Financial Activities shall obtain a financial statement of receipts, expenditures, and balances from IEEE Headquarters at least twice yearly and shall distribute copies of this statement to all Members of the Board of Governors. A running account of commitments to date shall also be kept.

Section 4. Conference Accounts

The general committee for a symposium or technical conference may, with the advice and consent of the Board of Governors, authorize the symposium or technical conference treasurer or fiscal officer to open an account to be used for the deposit and disbursement of funds related to the symposium or conference. In each case, the Board of

Governors shall be advised of the name of the bank, the anticipated size of the account, the names of the account signatories, and of arrangements for insurance and for bonding. Symposia or technical conferences jointly sponsored with other technical societies or educational institutions are excluded where a charter of operations with the other societies or education institutions is approved by the Board of Governors and the IEEE Executive Committee.

Section 5. Safeguarding of Society Funds

For other special circumstances, such as co-sponsorship of a symposium, the Board of Governors shall make prudent arrangements to safeguard the Society's funds that may be involved.

Section 6. Conflict of Interest

Society volunteers must make every effort to avoid the appearance and fact of conflict of interest. If a volunteer perceives conflict of interest in their own activities, but considers it to be in the best interests of the society, then he/she must explain in writing the circumstances and seek the approval of the BoG for his/her decision. Reports of conflict of interest of other Society members in transaction of Society business or in representation of Society should be reported in writing to the President.

BYLAW VIII – Meetings and Electronic Voting

Section 1. Meeting Notification

The Vice President - Financial Activities shall notify the Officers, Members and ex-officio Members of the Board of Governors, all Chapter Chairs in the Sections, all Chairs of Standing, Technical and special Committees, and appropriate guests of the time, place and agenda of all meetings of the Board of Governors at least twenty days in advance of the meeting.

Section 2. Roll Call

A roll call shall be made at the beginning of each Board of Governors meeting. The Vice President - Financial Activities shall record the names of those present and announce whether a quorum exists. A majority of the voting members of the Board of Governors or any committee thereof shall constitute a quorum.

Section 3. Written Record

The Vice President - Financial Activities shall transmit in writing within ten days of their adoption all motions, directives or orders of the Board of Governors or of the Society to the person, persons, Members or Affiliates affected. He/she shall transmit a true and faithful copy of the minutes of all meetings of the Board of Governors and of the ExCom to the President, President-Elect, Vice Presidents, Members of the Board of Governors, Chairmen of the Standing and Special Committees, the Chairmen of each Technical Committee, Chapter Chairmen in the Sections, and to the Secretary of the IEEE Technical Activities Board within thirty days of the meeting.

Section 4. Cancellations

Meetings of the Board of Governors, once called, may be canceled or changed in time only by consent of a majority of all the voting members of the Board of Governors not less than fourteen days before the original date or the new date set for the meeting, whichever is earlier. Notice of such cancellation or changed date shall be given to all Board of Governors Members by mailing a notice not less than ten days before the original or the new date, whichever is the earlier.

Section 5. Society Meetings

Meetings of the Society may be held at international or regional meetings or conventions of the IEEE, or jointly with another Society, whenever such a meeting is deemed desirable by the Board of Governors.

Section 6. Notice of Society Meetings

Notice of Society meetings shall be sent to all Members and Affiliates of the Society by mail by the Vice President - Financial Activities not less than thirty days prior to the scheduled date of the meeting. When holding joint meetings of the Society with Sections of the IEEE, or with other societies, the Vice President - Financial Activities shall send meeting notices to all members of the Society, but not to those of the cooperating Section or Society, the latter being notified by their regular channels.

Section 7. Voting by Electronic Means

The BoG or any committee thereof 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.

The CASS Board of Governors or any committee thereof may take action without a meeting if applicable (e.g. email voting). An affirmative vote of a majority of all the voting members of the BoG or any committee thereof shall be required to approve the action. 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 BoG or any committee thereof. "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.

Section 8. Executive Sessions

By majority vote of the Board of Governors or by decision of the President, the BoG meeting may be convened to Executive Session of voting members and others whose participation is considered relevant. All motions passed during an Executive Session will be entered in the meeting record. Executive Sessions may also be convened in any CASS committee or subcommittee meeting held under the jurisdiction of these Bylaws.

BYLAW IX – Recall of Governors, Officers, or Other Volunteers

Section 1. Initiation of an Action

The Society President, or the Past President if the President is the subject of the recall, shall be informed of a recall action by delivery of a written petition stating the name of the person being considered for recall, the position the person currently holds, the issue or issues justifying the recall, and the actions that have been taken to resolve the issues. A petition for recall may be submitted when signed by two percent (2%) of the Society membership, or five (5) of the elected members of the Board of Governors, or a majority of the Society Executive Committee.

Section 2. Procedure

The Society President shall inform the person who is the subject of the recall that the action has been initiated and the issues that have been raised. The Executive Committee will gather all information available that is pertinent to the issues indicated in the recall petition. The President, or Past President if the President is the subject of the recall, shall call for a special meeting of the Board of Governors, as directed in the Society's Constitution and shall appoint with the majority approval of the Executive Committee an individual to present the issues at the Board of Governors meeting and, if the subject of the recall so desires, an individual to present counter arguments to the issues at the Board of Governors meeting. The subject of the recall is also notified about the recall meeting as directed in the Society's Constitution and is invited to attend the meeting and to bring a representative to present his/her counter-arguments if desired.

Section 3. Recall Meeting of the Board of Governors

A meeting of the Board of Governors to consider a recall may be held in conjunction with a regularly scheduled meeting or at a time independent of a regularly scheduled meeting. The meeting may be held electronically but must provide for the exchange of information and discussion (email is acceptable) prior to the meeting and must provide for voice discussion during the meeting. Travel expenses will be reimbursed for the Board of Governors, the subject of the recall, and the presenters, to attend the meeting if it is not held electronically.