

Institute of Electrical and Electronics Engineers

CIRCUITS AND SYSTEMS SOCIETY

BYLAWS

November 2011

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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.

ARTICLE I - Rules of Order

Section 1.

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.

ARTICLE II - Officers and Their Duties

Section 1. President

The individual elected President of the Society shall, during the first year following election (President Elect), chair the Long Term Strategy Committee as described in Article V Section 9 of these Bylaws. During the second and third year (President) his/her duties are specified by the Constitution. During the fourth year, when serving as Past-President, and during the following year, as most immediate Past-President (when he/she shall no longer serve as a member of CAS ExCom), he/she shall coordinate the work of the following committees: Nominations, Fellows, Prize Papers, Awards, and Constitution and Bylaws

Section 2. Administrative Vice President

The Administrative Vice President shall oversee the financial and other administrative duties including those of a society secretary and a society treasurer.

Section 3. Vice President - Technical Activities

There shall be a Vice President - Technical Activities, who shall chair the Technical Activities Division as described in Article V Section 2 of these bylaws.

Section 4. Vice President – Conferences

There shall be a Vice President - Conferences, who shall chair the Conference Activities Division as described in Article V Section 3 of these bylaws.

Section 5. Vice President – Publications

There shall be a Vice President - Publications, who shall chair the Publications Activities Division as described in Article V Section 4 of these bylaws.

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 Article V Section 6 of these Bylaws. 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-sponsored conferences in the different Regions.

ARTICLE III – Nominations, Elections, and Special Representation

Section 1. Nominations committee

Section 1.1 Chair and members

Immediately following the beginning of each even year, the Past-President, and of each odd year the most immediate Past-President of the Society shall become the Chair of a Nominations Committee. Should the most immediate Past-President be unable or unwilling to serve, the President shall appoint the Chair. 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 Officers of the Board of Governors 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. Neither the Chair nor any Member may nominate another Member for any position. Should a Member be nominated by petition of the Society, that Member must immediately resign from the Nominations Committee or reject the nomination.

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, 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 are graduates of the last decade (GOLD) members to fill a GOLD seat on the Board of Governors. 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. A nominee for a GOLD member seat on the Board of Governors must be a GOLD member at the time he/she would take office in order to be eligible to run for election or for re-election. 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 Administrative Vice President 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 GOLD candidate is among the five receiving the largest number of votes, the candidate from the GOLD seat nominations receiving the largest number of votes shall be selected. Otherwise, the candidate receiving the 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 GOLD 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 nor GOLD 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. Officers 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

Nominations recommendations for all nominees shall also be solicited by a letter from the Chair of the 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

A nomination by petition from the Society membership for President-Elect and Vice Presidents 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 Society voting members, 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 September 1, 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 and meets all other requirements of the Constitution and these Bylaws.

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 the 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. The following officer positions shall be elected in odd years (e.g. 1999) to begin serving the two-year term the following year: Vice President-Technical Activities, Vice President Conferences, Vice President Regional Activities and Membership. The following officer positions shall be elected in even years (e.g. 2000) to begin serving the two-year term the following year: Administrative Vice President, and Vice President-Publications. The President-Elect shall also be elected in even years to begin serving the four-year term the following year. The Society Executive Office shall prepare a ballot including the names submitted by the Nominations Committee. An email ballot shall be submitted to the Board of Governors on or about 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 the Society Executive Office. 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 using the method prescribed by the Society Executive Office. Only votes cast electronically or paper ballots returned on or before November 1 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 November 10. 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 December 1. If an elected officer fails to accept office or a disapproval is received from IEEE Headquarters 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 IEEE Executive Director.

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 next most immediate 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.

ARTICLE IV - Membership and Society Affiliates

Section 1. Full member

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 these Bylaws, Article 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.

ARTICLE 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 (in odd years)
- Past President (in even years)
- Administrative Vice President
- 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 four CASS Activities Divisions:

- Technical Activities Division
- Conference Activities Division
- Publications Activities Division
- Regional Activities and Membership 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 Committee. 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 sponsorship or cooperation 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.

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 Activities Division

A Conference Activities 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 cosponsored 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 cosponsored conference committees.

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

Section 5. Publications Activities Division

A Publications Activities 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 cosponsored publications.

In addition to the Vice President - Publications, the division members are four BoG members, appointed by the President from among the BoG members elected at large, and the President. The Editors of the Society sponsored Transactions, the Editor-in-Chief of the CAS Magazine, 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.

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 him/herself. All Chapter Chairs are members without a vote.

ARTICLE 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 is appointed by the President and chaired by the Past-President in even years and by the most immediate Past-President in odd years who coordinates all awards activities. Should the most immediate 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 recognition 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. M.E. Van Valkenburg Awards Subcommittee
2. Technical Achievement Awards Subcommittee
3. Society Education Awards Subcommittee
4. Prize Paper Awards Subcommittee
5. Meritorious Service Awards Subcommittee
6. CAS Industrial Pioneer Awards Subcommittee
7. Regional Chapter and Chapter-of-the-Year 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 Chairman 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: 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 smooth transitions to the new Editors and Deputy Editors in Chief.

Section 6. Editorial Board

For each Transaction authorized by the Board of Governors, the Editor and Associate Editors, appointed by the Publications Activities Division, 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 Activities 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 Activities Division annually as requested.

Section 7. Conference Organizing Committee

For each conference authorized by the Conference Activities 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 8. Technical Committee

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 Committee.

Section 9. 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, when he/she is in office, 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 10. Budget Committee

The budget and financial plans of the Society shall be studied by a Budget Committee, that is appointed by the President with the advice of the Administrative Vice President, and that consists of the President, the Past-President (in even years), and the President-Elect (in odd years) and the Administrative Vice President and others at the discretion of the President.

Section 11. 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

ARTICLE 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 Administrative Vice President

Prior to the meeting of the Board of Governors in which the annual budget is to be approved, the Administrative Vice President shall provide guidance to all Division Chairmen, who shall submit to the President and the Administrative Vice President of the Society a proposed budget for the ensuing year. The Administrative Vice President 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 Administrative Vice President to disburse the funds in amounts not to exceed any budget item.

The Administrative Vice President 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 Administrative Vice President. The Administrative Vice President 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 account

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.

Section 7. Society Executive Office

Subject to compliance with all applicable IEEE Bylaws and Policies, the Society may create an Executive Office supported by IEEE staff. The Society's Executive Office functions to coordinate and carry-out the day-to-day operations, policies and procedures concerning all aspects of the Society's business, in accordance with the objectives established by the Society President and the Society Executive Committee and Board of Governors. The Office also maintains corporate memory and provides ongoing and ad hoc management reports/documents. In addition, the Society's Executive Office serves as one of the Society's primary points of contact for both members and IEEE staff.

Subject to compliance with all applicable IEEE Bylaws and Policies, the Society may determine the budget for the Executive Office. The staff is hired by the IEEE and all conditions of employment will be based upon IEEE Bylaws, staff policies and practices and all applicable laws and regulations. Office organization, job descriptions, IEEE staff policies and employment practices are available from the IEEE Human Resources Department.

The Society Executive Director is the most senior position on the IEEE staff that supports the Society, and as such, he/she manages and develops, personally and through subordinate management staff, the paid IEEE staff members that support the Society's operations and activities. The Society Executive Director supports the Society President, officers and volunteer leadership to achieve the Society goals. This Society Executive Director reports through the Managing Director, Technical Activities, to the IEEE Executive Director.

ARTICLE VIII – Meetings and Electronic Voting

Section 1. Meeting notification

The Administrative Vice President 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 Administrative Vice President shall record the names of those present and announce whether a quorum exists.

Section 3. Written record

The Administrative Vice President 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 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 Administrative Vice President 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 Administrative Vice President 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

Business of the Board of Governors and any of its committees may be conducted electronically by correspondence, telephone, teleconferencing, e-mail or FAX where, in the opinion of the President/Committee Chair, a motion is of sufficient urgency to require action prior to the next BoG/Committee meeting. All voting members of the Board of Governors/Committee are to be notified by the President/Chair of any such proposed action. Two weeks from notification shall be provided to the voting members to consider the issue. The President/Chair will forward to all BoG/Committee voting members within 24 hours of receipt any electronically submitted commentary or opinion on the motion submitted by a BoG/Committee member who requests such distribution. The vote will allow the voting members to have the option to vote for a postponement of the item until the next meeting. The vote on the motion will be (a) approve; (b) disapprove; (c) postpone until next meeting; and (d) abstain. In addition to the four option above a BoG/Committee member may require to be excused from voting. Ballots not returned will be automatically considered as abstention. BoG/Committee members which will fail to cast their vote will be considered, in absence of extenuating circumstances, as having missed a meeting for the purposes of what specified in article IV.5 of the CAS Society Constitution, A majority of all possible legal votes is necessary for approval of actions handled in this manner, unless otherwise provided in the Constitution and Bylaws. If none of the first three options receives a majority of the votes, the option with the least votes may be, at the discretion of the President/Chair, dropped and the motion voted on again to determine the majority. Results of the final vote on the motion will be (a) promptly announced electronically to all BoG/Committee members within one week of the vote and (b) reported by the President/Chair in writing at the next BoG/Committee meeting. Roberts Rules procedural motions, including tabling, amendments and referral to committee, on electronically submitted motions are forbidden. The writings and/or electronic transmissions shall be filed with the minutes of the proceedings of the Board of Governors or any committee thereof.

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.

ARTICLE 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, 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.